



Zimele Unit Trust

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NOTICE OF THE ANNUAL GENERAL MEETING TO THE UNIT HOLDERS OF THE ZIMELE UNIT TRUST (Registered as a Unit Trust in Kenya under Section 30 (4) of the Capital Markets Act (Chapter 485A, Laws of Kenya)

NOTICE IS HEREBY GIVEN that pursuant to Regulation 84 of the Capital Markets (Collective Investments Schemes) Regulations 2001, an ANNUAL GENERAL MEETING of the Unit Holders of the Zimele Unit Trust Scheme (comprising the Zimele Money Market Fund and Zimele Balanced Fund (“the Fund”) will be held virtually via video conferencing facility on Wednesday 26th May 2021 from 11.00 AM to 12.00 PM to conduct the following business:

AGENDA

1. Constitution of the Meeting: To read the Notice convening the Meeting, table the proxies and record the presence of quorum.

ORDINARY BUSINESS

2. To confirm the minutes of the Annual General Meeting held on 10th September 2020;

3. To receive, consider and if deemed fit, adopt the Annual Report and Financial Statements for the Fund for the year ended 31st December 2020, together with the Auditors Report; Trustee, Custodian and Fund Manager’s Reports therein;

4. To ratify the appointment of Muli Daniels and Associates LLP as the Auditors of the Zimele Unit Trust Scheme for the year ended 2020; and

5. To note that the Auditors, being eligible and having expressed their willingness, will continue in office for the year 2021.

SPECIAL BUSINESS

7. To consider, and if thought fit, to pass the following resolutions as Special Resolutions:

- a. THAT subject to receipt of all regulatory approvals, to amend the incorporation documents of the Zimele Unit Trust Scheme to include holding of meetings virtually as follows:

Insert a new Clause 15.1 immediately after Clause 15.0 of the Trust Deeds, and amend the corresponding Rules as follows:

“A General Meeting or meeting of Unitholders under the Trust Deed and the Rules therein may be held virtually through an electronic platform; including but not limited to, a secure video conferencing facility by giving the requisite Notice to Unitholders.”

b. THAT the Fund Manager be and is hereby authorized to transfer the funds of the Zimele Money Market Fund to the Zimele Fixed Income Fund in compliance with the newly promulgated rules and regulations by the Capital Markets Authority (“the regulator”) in respect to Collective Investment Schemes and pursuant to the said regulator’s consent to the intended transfer dated 14th January 2021.

c. THAT the Fund Manager be and is hereby authorized to take, or cause to be taken all actions necessary or advisable to effect the above Resolutions.

8. To transact any other business of the Unit Trust Funds of which due notice has been received.



Fund Secretary
Zimele Unit Trust Scheme
30th April, 2021

NOTES

1. In view of the Coronavirus 2019 (COVID-2019) pandemic and the related public health Regulations, directives passed by the Government of Kenya banning public gatherings, it is impossible to hold a physical AGM as per the rules of the Collective Investment Schemes regulations of 2001. With this guidance in place the scheme will hold a virtual AGM.
2. The Capital Markets Authority issued circular number CMA/MRT/006/2020 on June 2020 giving guidance on holding an Electronic Annual General Meeting.
3. Unitholders wishing to participate in the meeting should register for the AGM at www.zimele.co.ke/agm-2021 by filling in the registration form.
In order to complete the registration process, the unit holder will need to have their national identity card/passport numbers that were used to purchase their units and/or their Account Number at hand.
For assistance, they should dial the following number: (+254) 0722 207 662 between 9:00 a.m. to 5:00 p.m. from Monday to Friday, except public holidays.
4. Registration for the AGM opens on Wednesday, 11th May 2021 at 8:00 am and will close on Tuesday, 25th May 2021 at 03:00 pm. Unit Holders will not be able to register after the closure.
5. Unit holders raising questions will be able to do so by sending emails to agm@zimele.net, or send WhatsApp message questions to +254-733-111106.
6. Unit Holders are entitled to attend the AGM or appoint a Proxy to attend on their behalf and also vote at the AGM.
7. Unitholders wishing to appoint a proxy can fill the proxy form at www.zimele.co.ke/agm-2021
8. Duly registered Unit Holders and Proxies may follow the AGM proceedings via the virtual provided platforms and may access the Agenda.
9. A poll shall be conducted for the resolutions put forward in the notice.
10. Results of the Poll shall be published on the Fund Manager's website within 24 after the conclusion of the Annual General Meeting.