



UTT ASSET MANAGEMENT AND INVESTOR SERVICES PLC
P.O. Box 14825, Dar es Salaam



REGULAR INCOME UNIT TRUST SCHEME
(JIKIMU FUND)
An Open Ended Income Scheme

OFFER DOCUMENT

Offer of Units at TZS 100 each for cash at par during the Initial Sale Period and at the applicable NAV during the Subsequent Sale Period.

This offer document sets forth concisely the information about the scheme that a prospective investor ought to know before investing. The offer document should be retained for future reference. The Scheme particulars have been prepared in accordance with the Capital Markets and Securities Act, 1994 (as amended) and the Capital Markets and Securities (Collective Investment Schemes) Regulations 1997, and the units being offered for public subscription have not been approved or disapproved by the Capital Markets & Securities Authority. Prospective investors should carefully consider the matters set forth and those under the caption "risk factors".

The offer document shall remain effective till any change occurs (other than a change in the fundamental attributes and within the purview of the offer document) and thereafter the changes shall be submitted to the Authority for authorization and circulated to the unit holders immediately after approval of the Authority.

Initial Sale Opened on: 3rd November, 2008; Initial Sale Closed: 29th November, 2008

CAUTION / WARNING

- IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS OFFERING DOCUMENT, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, LAWYER, ACCOUNTANT, OR ANY OTHER FINANCIAL ADVISER;
- THE PRICE OF UNITS AND THE INCOME FROM THEM (WHERE INCOME IS DISTRIBUTED) MAY GO DOWN AS WELL AS UP.

HIGHLIGHTS OF THE REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND)

- (i) **Objectives:** An open–end balanced fund which aims at distributing income, subject to distributable surplus, periodically and also seeking capital appreciation for the long term investor.
- (ii) **Plans:** The scheme offers investment under three plans – (a) Quarterly Income distribution plan, (b) Annual Income distribution plan and (c) Annual Reinvestment plan.
- (iii) **Income Distribution Plans:** Quarterly Income Plan and Annual Plan with Income option and Reinvestment option.
- (iv) **Eligible Investor(s):** Open for investment to Resident Individual East Africans and Non Resident Individual East Africans as well as non-individuals as laid down in this Offer document.
- (v) **Face Value:** The initial (face) value of a unit is TZS 100/ -.
- (vi) **Issue Price:** Units were sold at TZS 100/- per unit during the Initial Sale period (i.e. from 3rd November, 2008 to 29th November, 2008) and at the applicable NAV thereafter.
- (vii) **Minimum Initial Investment:** For Quarterly plan: TZS 2 million; Annual plan: TZS 1 million; Annual Reinvestment plan: TZS 5,000/ - .
- (viii) **Additional Investment:** TZS 15,000/- for any of the income plans and TZS 5,000/- for annual reinvestment plan; without any upper limit.
- (ix) **Liquidity:** The scheme offers to repurchase units on every Business Day on an ongoing basis since 16th April, 2009 i.e. 4 ½ months from the closure of Initial Sale Period. UTT AMIS makes payment of Repurchase proceeds within 10 Business Days of receiving the Repurchase request.
- (x) **Transparency:** The Manager calculated and disclosed the first NAV 60 days from the closure of Initial Sale Period and thereafter on weekly basis during cool off period. Subsequently, the NAV is calculated and disclosed at the close of every Business Day. In addition, the Manager discloses details of the investment portfolio every six months.
- (xi) **Flexibility:** Unit holders have the flexibility to alter the allocation of their investments among the scheme(s) offered by UTT AMIS, in order to suit their changing investment needs, by easily switching between the scheme(s) / plans at NAV , with no extra service charge subject to the conditions and eligibility of the respective schemes/plans.
- (xii) **Tax benefits:** As per the current laws, Income distributed by the respective Plans is exempt from Income-Tax in the hands of investors. There is no tax deduction at source on Repurchase, irrespective of the Repurchase amount for resident investors.
- (xiii) **Listing:** Being an open ended Scheme under which Sale and Repurchase of Units will be made on continuous basis by UTT AMIS, the Units of the Scheme are not listed on any stock exchange. However, the Manager in consultation with the Custodian and with approval of the Authority may list the Units under the Scheme on one or more stock exchanges at a later date.

REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND)
(Incorporated in the United Republic of Tanzania)

SPONSOR AND MANAGER

UTT AMIS
Sukari House, 2nd Floor,
Sokoine Drive/Ohio Street
P.O. Box 14825,
DAR ES SALAAM
www.uttamis.co.tz

CUSTODIAN /TRUSTEE

CRDB BANK PLC
Headquarters, Azikiwe Street,
P.O. Box 268
DAR ES SALAAM
www.crdbbank.com

REGISTRAR

UTT AMIS
Sokoine Drive/Ohio Street
P.O. Box 14825
DAR ES SALAAM
www.uttamis.co.tz

AUDITORS

KPMG
2ndFloor, The Luminary
Haile Selassie Road, Masaki
P.O. Box 1160,
DAR ES SALAAM
www.eastafrica.kpmg.com

ADVOCATES

Abenry & Company
Golden Jubilee Towers, Main Tower, 2nd Floor
Ohio / Kibo Street
Sokoine Drive/Ohio Street
DAR ES SALAAM
www.abenry.com

The Directors of UTT AMIS whose names are hereunder indicated accept responsibility for the information contained in this Offer Document as being accurate as at the date of publication of the document.

NAMES OF BOARD OF DIRECTORS

Mr. Casmir S. Kyuki	-	Chairman, Board of Directors
Dr. Mohamed Suleiman	-	Director
Mr. Juma Muhimbi	-	Director
Mr. Francis M. Chachah	-	Director
Mr. Ramadhani Hamisi	-	Director
Mr. Simon Migangala	-	Managing Director
Ms. Tuzo Mpiluka	-	Company Secretary

Dated: 31st March, 2021

INTERPRETATION

In this Offer Document, unless the context otherwise requires, (i) the singular includes the plural and vice versa, (ii) reference to any gender includes a reference to other genders and (iii) the following words have the meaning herein ascribed:

- (i) **“Acceptance Date”** or **“Date of Acceptance”** or **“DOA”** means the date on which payment and application form (in the case of an application for sale) or Statement of Account and application for repurchase (in the case of repurchase) are received within banking hours (i.e. 09.00 hours to 16.00 hours) of a Business day by the Manager.
- (ii) **“Accounting Year”** of UTT AMIS as well as the scheme is from July to June
- (iii) **“Act”** means the Capital Markets and Securities Act, 1994 (as amended) and the Regulations made there under.
- (iv) **“Additional Investment”** means investment made during subsequent sale by existing unit holders.
- (v) **“Authority”** means the Capital Markets and Securities Authority established under the Act.
- (vi) **“Board of Directors”** means the Board of Directors of UTT AMIS Plc.
- (vii) **“Book Closure Dates”** means the dates during which the register of unit holders is closed by the scheme for the purposes of administration of Income distribution /splitting of units or any other corporate action.
- (viii) **“Business Day”** means a day other than (i) Saturday and Sunday or (ii) a day on which the principal stock exchange with reference to which the valuation of securities under the scheme is done is closed, or the Bank of Tanzania or banks in Dar es Salaam are closed for business, or (iii) a day on which the UTT AMIS offices remain closed or (iv) a day on which Sale and Repurchase/switching of units is suspended by the Trustees.
- (ix) **“Citizen”** means a citizen of the United Republic of Tanzania in accordance with the Citizenship Act, 1995.
- (x) **“Commencement Date”** means the date on which the Manager for the first time offered for sale to the public units in the scheme (i.e. 3rd November, 2008).
- (xi) **“Compulsory Charge”** means any fiscal charge and any necessary charge payable for the benefit of any person other than the Manager in connection with the acquisition or holding of securities acquired by the scheme.
- (xii) **“Cool off Period”** means the period that began immediately after the initial sale closure date and ended on 15th April, 2009 during which sale and repurchase operations was not carried out under the scheme.
- (xiii) **“Custodian/Trustee”** means an entity, which under the Deed of Trust is a participating party performing the functions of a Trustee under the Act.
- (xiv) **“Date of Acceptance”** – please refer to “Acceptance Date”
- (xv) **“Deed of Trust”, “Trust Deed”** or **“Deed”** means the deed incorporating the REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) dated 22nd August, 2008 and any deed supplemental thereto.
- (xvi) **“Directors”** means the Board of Directors of UTT AMIS.
- (xvii) **“Distribution period”** means the periods during the annual accounting period of the scheme when income is distributed to unit holders on quarterly /annual intervals as opted for by the respective unit holders.

- (xviii) **“Distributable surplus”** means the income received by the scheme either by way of interest, dividend, and capital surplus due to sale of equity shares during the annual accounting period of the scheme from which income is distributed to unit holders on quarterly /annual intervals (or such other intervals that may be introduced in the future) as opted for by the respective unit holders and includes such other intervals as may be introduced in the future.
- (xix) **“Initial Charge”** means the portion in the selling price of a unit which represents the Manager’s charges in respect of expenditure incurred and work performed by it in connection with the formation and issue of units during the Initial Sale, not including any compulsory charges.
- (xx) **“Initial Sale”** - please refer to “Sale”
- (xxi) **“Lock-in period”** means the period as explained under clause 8.13 of this Offer document.
- (xxii) **“Minister”** means the Minister responsible for Finance of the Government of the United Republic of Tanzania
- (xxiii) **“Net Asset Value”** or **“NAV”** means the value arrived at after taking the value of the scheme’s assets and subtracting there-from the liabilities of the scheme taking into account the accruals and provisions
- (xxiv) **“Offer Document”** or **“Offering Document”** means Offer Document or Offering Document for Regular Income Unit Trust Scheme (Jikimu Fund) dated 3rd November, 2008 and revisions made thereafter.
- (xxv) **“Plan”** means one of the plans i.e. quarterly, annual income and annual reinvestment plan or such other plan that may be introduced in the future, under REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) pursuant to the Deed of Trust.
- (xxvi) **“Record Date”** means the date appointed for the entitlement of income distribution /split units or other corporate action.
- (xxvii) **“Register”** means the register of unit holders.
- (xxviii) **“Repurchase”** means the purchase of units either in part or full, by the scheme from unit holders previously sold and held by unit holders.
- (xxix) **“Sale”** means the initial sale and the subsequent sale of units and is explained as follows:
- a) **“Initial Sale”** means the offer for sale of units by the scheme from 3rd November 2008 up to 29th November 2008.
 - b) **“Subsequent Sale”** means the offer for sale of units after closure of the Initial Sale, when the scheme becomes open ended, i.e. from 16th April, 2009 onwards.
- (xxx) **“Scheme”** means the “REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND)” pursuant to the Deed of Trust.
- (xxxi) **“Service Charge”** means that portion of the Repurchase price of a unit which includes compulsory charges.
- (xxxii) **“Statement of Account”** means an accounting advice issued by the scheme to a unit holder indicating the number of units held by the unit holder in the scheme.
- (xxxiii) **“Subsequent Sale”** – please refer to “Sale”
- (xxxiv) **“Trustee/Custodian”** means an entity, which under the Deed of Trust is a participating party performing the functions of a Trustee under the Act.
- (xxxv) **“Unit”** means a unit issued under the scheme representing a proportionate right in the beneficial ownership of the assets and to entitlements under the scheme.

- (xxxvi) **“Unit Capital”** for a scheme means the aggregate of the face value of units issued under the scheme and outstanding for the time being.
- (xxxvii) **“Unit holder”** means a person recognized by the scheme as a *bona fide* holder of units under the scheme.
- (xxxviii) **“Unit Trust of Tanzania (UTT)”** means the Registered Trustees of the Unit Trust of Tanzania, the predecessor organization of UTT AMIS.
- (xxxix) **“UTT AMIS”** means the UTT Asset Management and Investor Services Plc, the successor organization of the Unit Trust of Tanzania.

TABLE OF CONTENTS

1.0	SCHEME INITIATION	1
1.1.	BACKGROUND	1
1.1.1.	UMOJA FUND	1
1.1.2.	WEKEZA MAISHA (The Investment cum Insurance ‘wonder’ product)	3
1.1.3.	WATOTO FUND	4
1.1.4.	INITIATION OF ‘REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND)’	5
1.1.5.	Liquid Fund (Ukwasi Fund)	6
1.1.6.	Hatifungani Unit Trust Scheme (Bond Fund)	7
2.0	CONSTITUTION AND MANAGEMENT OF UTT AMIS	8
2.1.	Constitution of UTT AMIS	8
2.2.	Functions of the Board of Directors	9
3.0	MANAGEMENT OF THE SCHEME	9
3.1.	Board of Directors	9
3.2.	Management Team	11
4.0	DUTIES OF THE MANAGER	13
5.0	CUSTODIAN OF THE SCHEME	13
5.1.	Board of Directors of the Custodian	13
5.2.	Management Team of the Custodian	18
6.0	THE DUTIES OF CUSTODIAN	20
7.0	ASSOCIATED PERSONS	21
8.0	DUE DILIGENCE BY THE MANAGER	21
9.0	OFFER DETAILS	22
9.1.	INITIAL OFFER - TIME TABLE	22
9.2.	INITIAL ISSUE EXPENSES	22
9.3.	RISK FACTORS	22
9.4.	REGULAR INCOME UNIT TRUST SCHEME – THE SCHEME	23
9.5.	SCHEME OBJECTIVES	23
9.6.	ELIGIBLE INVESTORS (WHO CAN INVEST)	23
9.7.	TENURE OF INVESTMENT	24
9.8.	MINIMUM AND MAXIMUM INVESTMENT	24
9.9.	INVESTMENT PLANS	24
9.10.	ISSUE PRICE	25
9.11.	ENTRY LOAD: NIL	25
9.12.	EXIT LOAD	25
9.13.	LIQUIDITY - REPURCHASES	25

10.0	REQUIREMENTS FOR ADMISSION INTO THE SCHEME	25
11.0	ALLOTMENT OF UNITS	26
	11.1. STATEMENT OF ACCOUNT	26
12.0	SPLIT OF UNITS	26
13.0	INVESTMENT POLICY.....	27
	13.1. INVESTMENT PROFILE	27
	13.2. INVESTMENT POLICY RATIONALE	27
14.0	NOMINATION FACILITY.....	28
15.0	TRANSFER.....	29
16.0	COLLATERABILITY / MORTGAGE OF UNITS.....	29
17.0	SWITCH OVER FACILITY	29
18.0	INCOME DISTRIBUTION.....	29
19.0	CHANGE OVER	31
20.0	ACQUISITION OF UNITS.....	30
	20.1. WHEN UNITS MAY BE ACQUIRED	31
	20.2. WHERE UNITS MAY BE ACQUIRED.....	31
	20.3. PAYMENT FOR ACQUISITION OF UNITS	32
21.0	SALE AND REPURCHASE OF UNITS.....	32
	21.1. SUBSEQUENT SALE OF UNITS	32
	21.2. ADDITIONAL INVESTMENT	33
	21.3. REPURCHASE OF UNITS	33
22.0	ASSOCIATE TRANSACTIONS	34
23.0	INVESTOR GRIEVANCE REDRESSAL	34
24.0	CHARGES TO THE SCHEME	35
25.0	CHARGES TO INVESTORS	36
	25.1. EXIT LOAD (SERVICE CHARGE)	36
26.0	ACCOUNTING POLICIES	36
	26.1. INCOME RECOGNITION	36
	26.2. EXPENSES.....	36
	26.3. INVESTMENTS.....	36
	26.4. PROVISIONS AND DEPRECIATION	37
	26.5. WRITE-BACK OF EXISTING PROVISION.....	37
	26.6. RESCHEDULING OF PAYMENT OF AN ASSET	37
	26.7. VALUATION OF ASSETS	38
27.0	DETERMINATION OF NET ASSET VALUE	39
28.0	UNIT HOLDERS RIGHTS AND SERVICES	40
29.0	TAXATION	40

30.0 WINDING UP OF THE SCHEME	40
31.0 GENERAL	40
32.0 ABSTRACT OF SIGNIFICANT PROVISIONS OF THE DEED OF TRUST FOR “REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND)”	41
32.1. COMPLIANCE BY MANAGER AND CUSTODIAN	41
32.2. LIMIT OF LIABILITY FOR UNIT HOLDERS.....	41
32.3. NO EXEMPTION OF LIABILITY FOR MANAGER AND CUSTODIAN.....	41
32.4. INTEREST OF UNIT HOLDERS IN PROPERTY OF THE SCHEME	42
32.5. INVESTMENT AND BORROWING RESTRICTIONS	42
32.6. INVESTMENT POLICY	42
32.6.1 INVESTMENT PROFILE.....	42
32.6.2 INVESTMENT POLICY RATIONALE	43
32.7. VALUATION OF ASSETS AND PRICING	43
32.8. DEALING, SUSPENSION AND DEFERRAL OF DEALING.....	44
32.9. APPROPRIATION OF INCOME.....	45
32.10.FEES AND CHARGES.....	45
33.0 DEATH OF A UNIT HOLDER	45
34.0 MEETINGS	46

1.0 SCHEME INITIATION

1.1 BACKGROUND

UTT AMIS was incorporated in 2013 to take over management of collective investment schemes from the Unit Trust of Tanzania (UTT) following the Government's decision to restructure it into three organizations. UTT was registered on 19th June, 2003 under the Trustees Incorporation Act (Cap. 318) with the Settlor of the Trust being the Minister of Finance of Government of United Republic of Tanzania. The Trustees were five individuals appointed by the Minister with the Citizens of Tanzania as the primary beneficiaries. The Trust was set up as a successor to the Privatization Trust (PT) which was established under the Privatization Trust Act of 1997 with a fixed tenure of existence that ended on 4th June, 2003.

Based on advice of stakeholders, the Treasury Registrar and approval of the Minister of Finance, UTT was restructured into three organisations. The objective of the restructuring was to enable UTT broaden its activities and services so as to contribute more to increasing of government revenue and promote development of the country. UTT AMIS was re-assigned with the management of collective investment schemes and other activities of the predecessor organisation from 1st October 2013. Before restructuring, UTT had launched Umoja Unit Trust Scheme, more popularly known as the Umoja Fund, in May 2005 followed by Wekeza Maisha/Invest Life Unit Trust Scheme in May 2007, Watoto Fund in October 2008, Jikimu Fund in November 2008 and Liquid Fund in April 2013. Subsequently, UTT AMIS launched the Bond Fund in September 2019 and Wealth Management Service in November 2020. Details for each of the schemes are provided below:

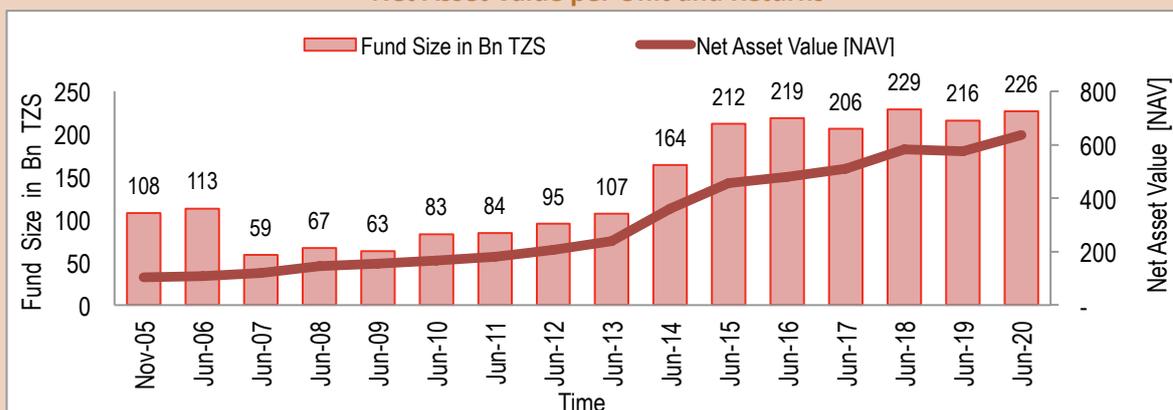
1.1.1 UMOJA FUND

UMOJA FUND was the first Unit Trust Scheme in Tanzania. It was open for Initial Sale from 16th May'05 to 29th July'05. The main objective of Umoja Fund was to empower Tanzanians through wide ownership of its units and encourage a culture of savings in financial assets. It was on account of this that the Government of the United Republic of Tanzania provided a discount of 30% during the Umoja Fund Initial Offer. The Initial Sale was an astounding success with subscription amount of TZS 90.5 Billion from more than 102,000 investors, across the country.

The returns under Umoja Fund can best be appreciated on perusal of the following charts:



Net Asset Value per Unit and Returns



Umoja Fund Performances for the Financial Year Ending June

FY/Return	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
Return [%]	9.9	8.8	21.2	7.3	7.4	8.2	14.5	15.9	51.6	18.2	7.2	6.6	14.4	-1.2	10.3
3 Month Period, ending December 2020 [%]															14.4
1 Year Period, ending December 2020 [%]															12.4
5 Years Period, ending December 2020 [%]															7.4
Since Inception [%]															13.2

The charts indicate that Umoja Fund has been able to give a consistent return. While the 30% Government discount provided in the first year gave an impetus to save, a steady and consistent return year after year, augers well for confidence building and efficacy of the Fund. There have been several challenges that Umoja Fund has been able to successfully meet and meeting each of these challenges proved to be a milestone for Umoja Fund's success. Considering that the concept of unit trust was novel to Tanzania, these milestones can be enumerated as follows:

Challenge / Promises	Achievement / Deliverables
Developing an attractive product that will attract investor attention	Umoja Fund mobilized TZS 90.5 billion during Initial Sale – a record for East Africa at that time
Addressing Regulatory concerns especially development fund operations and management capacity	Umoja had more than 102,000 unit holders – a number that at that time surpassed all the shareholders on the DSE across all shares. They were served on all aspects of investor servicing like processing of unit certificates, a unit holder register, the first non bank institution to implement payment through EFT etc through a state of art investor servicing module, generation of NAV on a daily basis without any default etc.
Implementing a successful Initial Sale and public Education programme for creating awareness on Umoja Fund	The success of this lies in the results : TZS 90.5 billion mobilized from more than 102,000 unit holders across the entire country with more than 300 distribution centres
Allotment Policy and refund	This was by far one of the greatest challenges: to achieve an equitable allotment. The allotment criteria were devised with stability of the fund as main focus rather than encourage speculation. Out of TZS 90.5 billion, TZS 72.435 billion was retained and the rest was refunded to the investing public. Umoja Fund is the first IPO where amounts were refunded with interest.
Investing Umoja Fund resources	Umoja Fund's investment strategy has been able to generate consistent returns for the investors. Considering the open end nature of the fund, the fund's returns serve as a good incentive for inculcating savings habit amongst Tanzanians.
Generation of daily NAV	Generating the daily NAV, in fact, means drawing a daily balance sheet of the fund. Umoja Fund has been generating a daily NAV (regulatory requirement is monthly) and there is no single default despite being a new fund in a new industry.

Challenge / Promises	Achievement / Deliverables
Preparation for redemption	Due to the overwhelming investor response, Umoja Fund has always had to meet challenges of processing huge volume. After the lock-in period, the redemption pressure was also huge and Umoja Fund successfully met the entire redemption to the extent of about TZS 52 billion without any delays or market crisis.
Income distribution	The next milestone was declaration of Income distribution which was successfully met by declaring and distributing @ of TZS 9 shillings per unit in September 2006.
Fund Stability	Umoja Fund has more than 95,000 unit holders on record of which more than 500 are institutional investors. The Fund at TZS 164 billion [as on 30 th June, 2014] has been able to establish a success story of confidence / credibility, that the nation is proud of.
Building a consistent track record	If one peruses the charts and the fund returns table, it can be seen that Umoja Fund has been able to establish a track record of consistency which offsets the un-assured nature of the fund return. The portfolio itself conveys a visibility of returns that can be easily estimated.

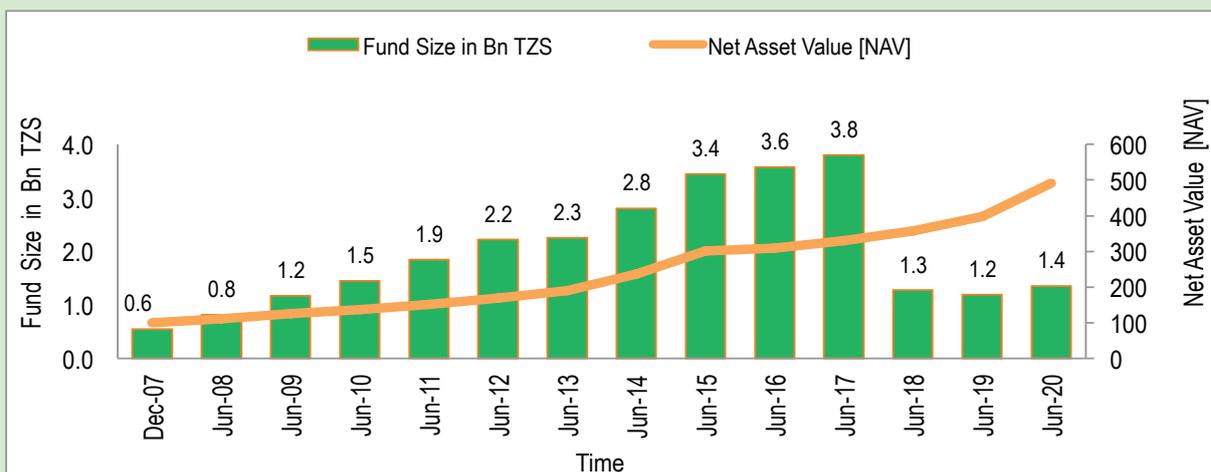
Thus Umoja Fund has been able to provide a safe investment avenue to the Tanzanians, a product that has been able to pass the litmus test of safety, liquidity and returns.

1.1.2 WEKEZA MAISHA (The Investment cum Insurance ‘wonder’ product)

The unprecedented success of Umoja Fund paved the way for the second unit trust scheme: Wekeza Maisha /Invest Life unit trust scheme which is a combination of Insurance and Unit Trust (Investment benefits) i.e. a marriage of Insurance and Unit Trust. The Initial Sale was subscribed by 2,209 applicants with chosen contribution amount of TZS 9.76 billion & cash collection of TZS 460.170 Million. Since the Initial Offer, the Fund has continued to grow and provide attractive returns to investors as indicated in the following charts:



Net Asset Value per Unit and Returns



Wekeza Maisha Fund Performances for the Financial Year Ending June

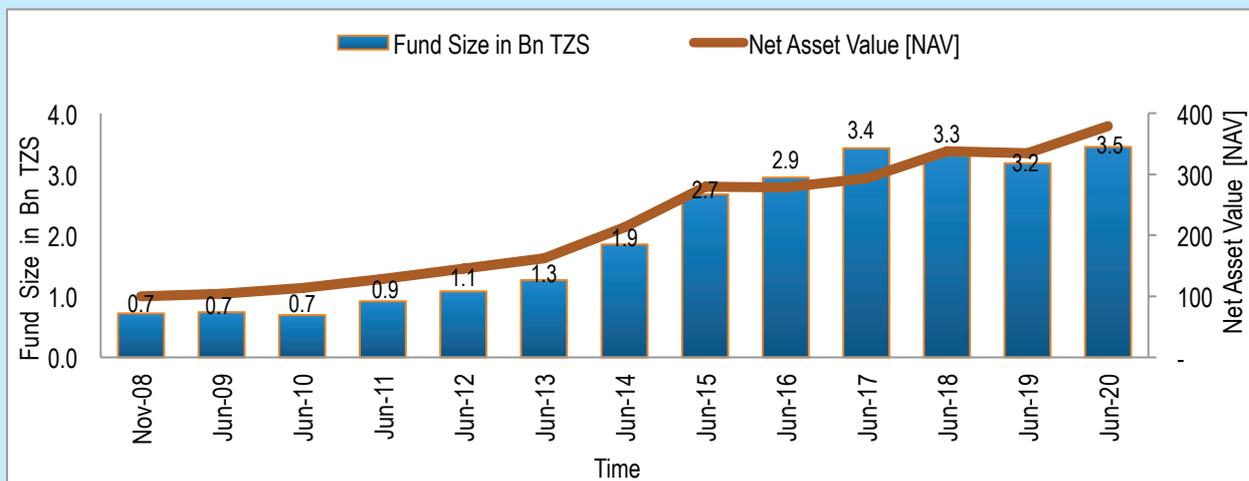
FY/Return	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
Return [%]	11.0	13.0	9.1	11.0	12.0	12.0	25.0	11.3	3.0	6.4	8.4	11.1	24.0
3 Month Period, ending December 2020 [%]													16.6
1 Year Period, ending December 2020 [%]													24.6
5 Years Period, ending December 2020 [%]													12.3
Since Inception [%]													13.2

1.1.3 WATOTO FUND

The success of the initial two schemes i.e. Umoja Fund and Wekeza Maisha had further reinforced UTT's faith that there is a continuous need to launch more and more innovative unit trust products to record sizeable population of this country as our unit holders. This is how the initiation work on the launching the Children's Career Plan (Watoto Fund) commenced. Watoto Fund's Initial Sale opened on 1st October 2008 and closed on 31st October 2008. Since its launch, the Fund has performed as indicated in the following charts:



Net Asset Value per Unit and Returns



Watoto Fund Performances for the Financial Year Ending June

FY/Return	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
Return [%]	6.0	10.0	13.0	13.0	12.0	31.0	11.3	3.0	6.4	8.4	11.1	24.0
3 Month Period, ending December 2020 [%]												13.1
1 Year Period, ending December 2020 [%]												14.4
5 Years Period, ending December 2020 [%]												7.7
Since Inception [%]												12.3

1.1.4 INITIATION OF ‘REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND)’

In its effort to offer the best returns at a given level of risk, UTT AMIS, is committed to launch unit trust schemes to suit the investment horizon of various classes of investors. While Wekeza Maisha / Invest Life Unit Trust Scheme and Watoto Fund were being marketed, UTT received market feedback at various forums and in response, it was decided to launch a product to suit individuals/institutions who have a lump sum corpus and need a steady return to meet their regular financial needs. Our in house assessment of the market also reinforced the need to address this gap.

Investors who receive a lump sum amount by way of superannuation or due to any other reason need to plan their investments so that they continue to get a regular income and at the same time there is a possibility of capital appreciation on a long term basis. With virtually no such product offered in the country, such investors were left to decide their own investment mix. They may not have the knowledge to invest in financial products or even if they have adequate information/knowledge the transaction costs may be too prohibitive for small sums of money. Moreover timing the market or adapting to changed market conditions is not always possible even for the professional investor and remaining invested in a portfolio of one’s choice is a better way of availing of these opportunities.

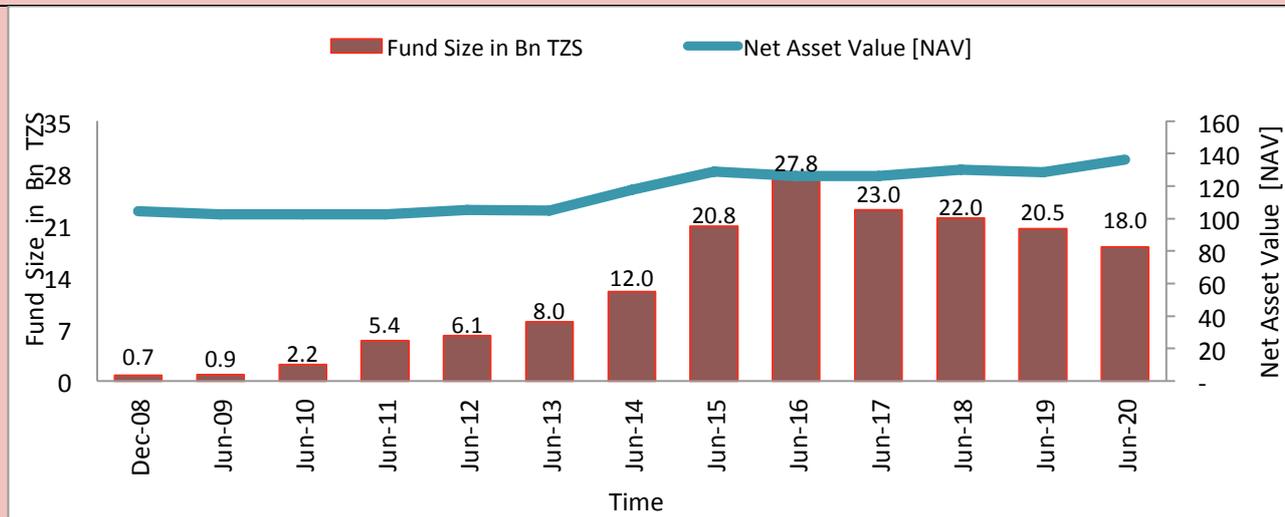
Traditionally, Tanzanians have not been having a savings culture primarily because of low disposable income. However investors with disposable income especially retired persons need to plan well for their own needs. The extended family concept is fast waning and if one does not plan for one’s future the old and retired persons who spend the lump sum find it difficult to make the ends meet. It is better to plan and remain independent than be a hapless victim of circumstances once the lump sum is spent.

It is for all such investors that the ‘Regular Income Unit Trust Scheme (Jikimu Fund)’ offers a solution. Jikimu Fund aims at providing regular income distribution/reinvesting of income and capital appreciation (if any) over a long term from a prudent portfolio mix of equity and fixed income securities.

Performance of Jikimu Fund

Jikimu Fund performance has been very good making it a popular fund for investors seeking regular income distribution. The Fund has proved to be attractive and useful to retirees who obtain lump sum amount on retirement and wish to maintain periodical income receipt afterwards. This has made Jikimu a preferred fund for retirees leading to fast increase in fund size in the last five years. Financial performance of Jikimu Fund since launch is summarized in the charts below:

Net Asset Value per Unit, Income Distribution and Returns



Jikimu Fund Performances for the Financial Year Ending June

FY/Return	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
Return [%]	22.0	18.0	17.0	21.0	17.0	41.0	16.2	4.0	9.6	10.0	10.6	15.6
ID Per Unit	12.0	12.0	12.0	12.0	12.0	16.0	9.0	12.0	12.0	12.0	12.0	12.0
3 Month Period, ending December 2020 [%]												15.0
1 Year Period, ending December 2020 [%]												17.4
5 Years Period, ending December 2020 [%]												9.5
ID Paid Per Unit												12.0
Since Inception [%]												8.4

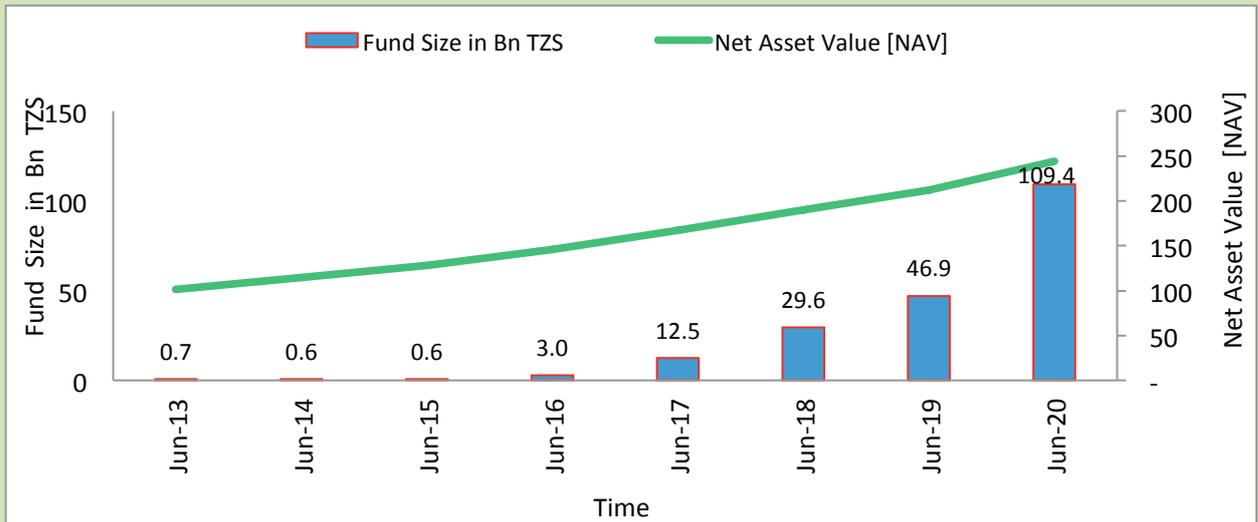
1.1.5 Liquid Fund (Ukwasi Fund)

While rendering day-to-day investor services, we often came across many valued investors [individual as well as institutions], who approached us to park their surplus funds for a short duration [say 1 to 3 months]. However, inherent features [i.e. exit load & lock-in period] of the other schemes provide less desirable investment solution to this category of investors. Thus, there was a need to introduce the ‘Liquid Fund’ to provide investment opportunities to various institutions and high net-worth investors [HNI’s] by offering them a product wherein they can park their surplus funds for a short to medium term duration and can still earn competitive investment returns, while also availing them an easy & quick exit from the fund.

The Liquid Fund was launched in April 2013 and has performed very well since then:



Net Asset Value per Unit and Returns



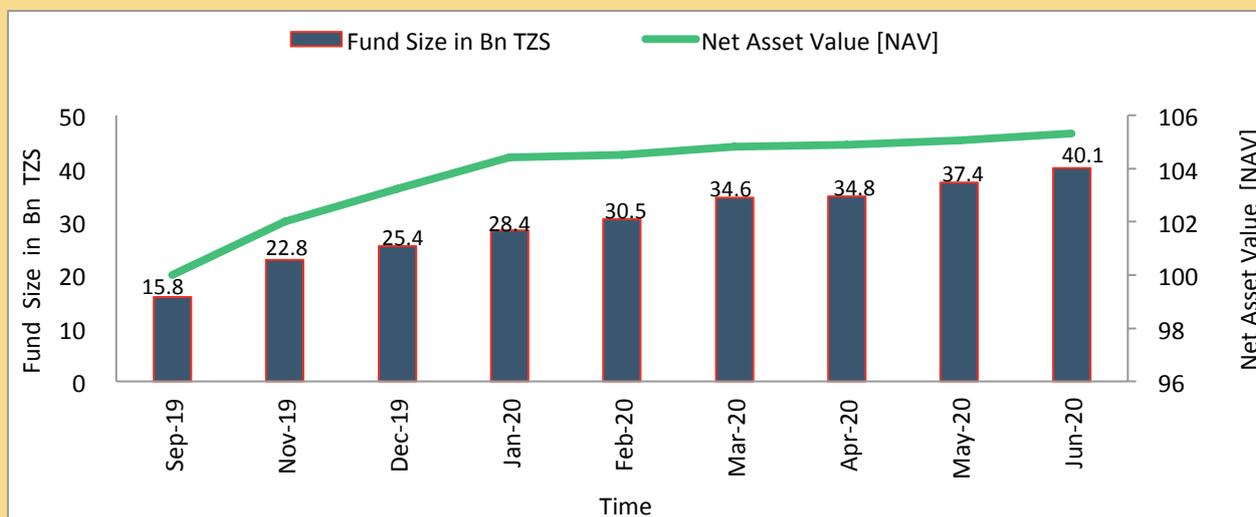
Liquid Fund Performances for the Financial Year Ending June							
FY/Return	2014	2015	2016	2017	2018	2019	2020
Return [%]	11.3	12.8	13.4	15.3	13.7	11.4	15.1
3 Month Period, ending December 2020 [%]							14.4
1 Year Period, ending December 2020 [%]							15.7
5 Years Period, ending December 2020 [%]							15.5
Since Inception [%]							13.3

1.1.6 Hatifungani Unit Trust Scheme (Bond Fund)

Based on demand side feedback and review of existing products in the domestic financial market, UTTA MIS identified gaps that have led to consideration for setting up the Bond Fund. The Fund is meant to meet the needs of investors seeking low risk long term capital appreciation and those who require capital protection coupled with regular cashflows. With relaxed entry and exit requirements, the Fund will also provide convenience for investors looking for lucrative returns in long term debt securities without having to hold individual investments to maturity.



Net Asset Value per Unit and Returns



Bond Fund Performances for the Financial Year Ending June

FY/Return	2020
Return [%]	16.2
ID Per Unit	6.0
3 Month Period, ending December 2020 [%]	20.1
1 Year Period, ending December 2020 [%]	14.9
ID Paid Per Unit	12.0
Since Inception [%]	14.3

2.0 CONSTITUTION AND MANAGEMENT OF UTT AMIS

2.1 Constitution of UTT AMIS

UTT AMIS was incorporated in 2013 under the Companies Act, 2002, following restructuring of the Unit Trust of Tanzania. The Company takes over the main business UTT of designing, launching and managing collective investment schemes. In order to address the needs of the public and overall development of the economy, UTT AMIS has broadened its activities to include all activities related to asset management such as fund management for institutional investors, wealth management, private equity, special funds management, personal savings plan, trusteeship, etc. As capital markets get liberalized and East African countries come together in the East African Community, UTT AMIS is now looking on serving the entire East African capital market.

UTT AMIS is managed by a board of directors that makes decisions on strategic issues of the organization and provides oversight on operations of the Company. Members of the Board of Directors are appointed

by Honourable Minister of Finance of the United Republic of Tanzania while the Chairman is appointed by His Excellency, the President of United Republic of Tanzania. In managing day to day affairs of the Company, the Board of Directors is assisted by Management team under leadership of Managing Director.

2.2 Functions of the Board of Directors

The functions of the Board of Directors include inter alia:

- (i) To maintain, operate or engage in any investment arrangement as would enable the diversification of the shares held in trust in a manner that shall increase their value, profit or gain.
- (ii) To formulate in relation to any collective scheme:
 - a) Savings and insurance plan or plans under which a person may acquire an interest in units in association with or as the agent of the insurance company, but not including insurance business.
 - b) Any other plan or plans, under which a person may acquire an interest in units.
 - c) To extend investment or fund or portfolio management services to persons in and outside Tanzania.

3.0 MANAGEMENT OF THE SCHEME

REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) shall be managed by the UTT AMIS, a registered company. The Board of Directors has set up a management structure to carry out day to day operations of the scheme.

3.1 Board of Directors

(i) Mr. Casmir S. Kyuki – Chairman

Mr. Casmir Sumba Kyuki is currently the Secretary of the Law Reform Commission of Tanzania. He spent over thirty years with the Office of the Attorney General as State Attorney General (Public Prosecutor) and later as Legislative Drafter. He raised from parliamentary Draftsman to Chief Parliamentary Draftsman. Mr. Kyuki has served as Deputy Secretary to the Constitutional Review Commission before was appointed to the current position in the Law Reform Commission of Tanzania.

(ii) Mr. Ramadhani Hamisi - Director

Mr. Ramadhani Hamisi holds a B.A (Hons) in economics obtained from the University of Dar-es-Salaam. He also holds a Post Graduate Diploma in Development Economics obtained from the United Nations Institute for Economic Development (IDEP) in Dakar, Senegal. Mr. Hamisi was initially employed by the Ministry of Finance and Planning as an economist. He served in different senior positions before he retired as Assistant Commissioner of Budget in 2015. He also served as member of Governing Council of the Institute of Rural Development Planning and Mkwawa University College of Education from 2007 to 2010.

(iii) Mr. Juma Muhimbi – Director

Mr. Juma Muhimbi is Chief Executive Officer and Managing Director of Transparent Financial and Tax (TFT) Consulting Services Ltd. He holds Master of Science Degree in Accounting and Finance from the University of Birmingham, UK and is a Certified Public Accountant in Public Practice - CPA (T). Mr. Muhimbi has long experience as Certified Professional Accountant who has been exposed to numerous assignments during his career ranging from academics to administration. He has enormous knowledge and experience in Accounting, Finance, Taxation, Auditing, Social security matters and General Management. Mr Muhimbi has also been exposed to banking in 1998 to 2000 when he served in the Board of Directors of Akiba Commercial Bank. He has also been involved in Training of Accountants,

NBC Bankers and Auditors at the then Institute of Development Management, Mzumbe which has now become Mzumbe University. While at Mzumbe, Mr. Muhimbi was also the Manager of a NORAD sponsored project entitled IDM Academic Improvement Project and was coordinator of the twinning arrangement between Adger College of Norway and IDM Mzumbe. Besides practicing as an Auditor under Muhimbi and Mwambola Consultants, between 2005 and 2009 he is also a resource person for the NBAA in a number of professional assignments since 1986 to date. He has been a regular resource person for seminars and workshops conducted by NBAA and the Institute of Internal Auditors (IIA). Mr. Muhimbi has served as a member of the Governing Council of the National Board of Accountants and Auditors from December 2007 to 2017, where he also served as Chairman of the Board's Membership, Ethics and Compliance Committee. He also served as Board Chairman of the Social Security Regulatory Authority and has also been a Board Member of several institutions.

He subscribes to professional societies including the Institute of Directors Tanzania (IoDT), the National Board of Accountants and Auditors (NBAA), Tanzania Revenue Authority (TRA) as registered tax consultant, Tanzania Association of Accountants (TAA) and the Institute of Internal Auditors (IIA). Mr. Muhimbi has made several publications in professional journals and magazines on various subjects..

(iv) Dr. Suleiman Mohamed – Director

Dr. Suleiman Rashid Mohamed is a Senior Lecturer and Director of Policy and Planning at the Institute of Finance Management (IFM). He received his MSc and PhD in Finance from the University of Strathclyde, UK; a BSc in Mathematics and Physics with Education from the University of Dar es Salaam and a Postgraduate Diploma in Financial Management from IFM, Tanzania. On the professional and consulting development space, Dr Mohamed is a member of the Institute of Directors in Tanzania (IoDT) since September 2014. He is also an Associate Member of the Chartered Institute for Securities and Investment (CISI) of London, United Kingdom and he is actively involved in the process of promoting professionalism and professional standards by training traders and market practitioners within the securities and investment Industry in Tanzania. Other consulting and executive training assignments of Dr Mohamed, within and outside Tanzania, have focused on areas such as risk management, operations of financial markets, money markets instruments, bonds and stocks portfolio management, treasury management and Corporate Governance. Some of his clients include the Capital Markets & Securities Authority (CMSA), the Bank of Tanzania training Institute, the Macro-Economic and Financial Management Institute of Eastern and Southern Africa and the World Bank through their assignment in 2004 focusing on training of financial innovations and derivative instruments for Central Bank Examiners in Tanzania. Over fifty International and local workshops/conferences for practitioners and academicians in the areas of financial economics, Leadership Skills and Corporate Governance have been attended/conducted by Dr Mohamed. He has also authored and/or co-authored seven refereed articles in leading local and International Journals such as African Journal of Finance and Management (AJFM), Business Management Review (BMR), Dar es Salaam Stock Exchange (DSE) Journal, Accounting-Accountability & Performance (AAP), Journal of Financial Regulations and Compliance (JFRC) and the Journal of Financial Research (JFR). Different Public, Quasi-Public and Private sector Institutions have, at different times, engaged Dr Mohamed as an Independent-non-Executive Director. His extensive experience, expertise, skills and knowledge in Corporate Governance arena has contributed significantly in the effective and efficient running of . Institutions such as Tanzania Revenue Authority (TRA), the College of African Wildlife Management Mweka (CAWMM) and the Zanzibar Insurance Corporation (ZIC). Others include the National Institute of Transport (NIT), the Institute of Accountancy Arusha (IAA), the UTT- Asset Management and Investors Services (UTT-AMIS), the Zanzibar Social Security Fund (ZSSF), Index Management Advisory Committee (IMAC) of DSE, Barclays Bank of Tanzania (BBT) and the Tax Revenue Appeals Tribunal (TRAT).

(v) Mr. Francis M. Chachah – Director

Mr. Chachah is a director of UTT AMIS and Finance Management Officer cum Procurement Specialist with the Ministry of Finance and Planning. He works in the Policy Analysis Division under the Debt Policy and Strategy Section. Mr. Chachah has wide knowledge and experience on finance management matters and is involved with a number of organisations in various capacities including Universal Communication Services Access Fund as member of the Board of Directors, Prime Minister's Office as member of Audit Committee, University of Dodoma Medical Centre as member of Advisory Committee, Tanzania Communication Regulatory Authority as member of the Project for overseeing the implementation of the spectrum auction in the 700Mhz. Professionally, Chachah is registered as Approved Supplies Officer/Stock Verifier by the Procurement and Supplies Professionals and Technicians Board (PSPTB) and a member of the Institute of Directors in Tanzania. He holds Master's Degree in Finance from the University of Strathclyde, Glasgow, Scotland (UK).

3.2 Management Team

(i) Mr. Simon Migangala - Managing Director

Mr. Simon Migangala holds an MBA from IMD, a business school based in Lausanne, Switzerland. Simon also holds a Bachelor of Commerce with honours from the University of Dar es Salaam, a CPA (T) by the National Board of Accountants and Auditors, an ACI Dealing Certificate and a Certificate for Stockbrokers and Dealers by the Capital Markets and Securities Authority. Prior to his engagement in the present position, Mr. Simon was the Chief Operating Officer of UTT AMIS. He was responsible for overseeing five directorates including investment management, operations, finance and administration, information and communication technology and marketing and public relations. Simon also coordinated development and implementation of UTT AMIS Strategic Plan that led to 69% growth of assets under management. Previously, Simon spent three years as consultant with clients in the banking and financial services industry. He also spent ten years in the banking industry working in areas including treasury management mostly handling money market, foreign exchange, and capital market products. He previously worked with Pricewaterhouse Coopers as an auditor.

(ii) Mr. Issa Wahichinenda – Director of Operations and Business Development

Mr. Issa Wahichinenda holds a Bachelor of Arts degree in Statistics from the University of Dar es Salaam and Master of Science degree in Finance from University of Strathclyde. Issa is the Director of Operations of UTT AMIS responsible for all matters related to investor services. He is an expert in operations for financial service businesses having spent seven years in different positions in the banking industry particularly in treasury operations. Prior to joining UTT in 2007, Issa was Credit Manager Administration at African Banking Corporation Tanzania Limited.

(iii) Ms. Pamela Nchimbi - Director of Investment Management

Ms. Pamela holds a Masters degree from the Eastern and Southern African Management Institute (ESAMI) and a Bachelor of Commerce with honors from the University of Dar es Salaam. She has also participated in a number of professional certified courses such as ACI Dealing Certificate, Investment Advisor Representative's License by Capital Markets and Securities Authority, Certification Course for Commodity Exchange Traders and Market Intermediaries. Pamela is Director of Investment Management for UTT AMIS. She plays a key role in initiating dealings in equities and debt securities, monitoring financial markets with a view to identifying opportunities, managing risks and optimizing investment returns for the company's and schemes' investment portfolios. Previously, Pamela worked with Commercial Bank of Africa as a Treasury Dealer and was mostly involved with handling of transactions in foreign exchange and money markets. Prior to joining Commercial Bank of Africa, Pamela had a stint with one of the leading brokerage houses in Tanzania, Rasilimali Limited.

(iv) Ms. Joan Msofe – Director of Corporate Services

Joan is Director of Finance and Administration for UTT AMIS. She is responsible for all matters related to finance, fund accounting, human resources and administration. She joined UTT in 2013 as Principal Finance Officer and was later promoted to Director of Finance and Administration. Previously, Joan worked with Engen Petroleum Tanzania where she spent nine years with five of them at Managerial level. Her last position at Engen was Senior Accountant/Assistant Finance Manager responsible for overseeing all financial aspects of the business. Joan is a Certified Public Accountant - ACPA (T) - by the National Board of Accountants and Auditors. She also holds an Advanced Diploma in Accountancy from the Institute of Finance Management and a Masters degree in Business Administration from the Eastern and Southern African Management Institute (ESAMI). She is currently a Chartered Financial Analyst (CFA) candidate.

(v) Mr. Daudi Mbagu – Head of Marketing and Public Relations Unit

Daudi is head of Marketing and Public Relations for UTT AMIS. He is responsible for planning, development and implementation of organization's marketing strategies, communications, and public relations activities. He oversees development and implementation of support material and services for marketing, communications and public relations. Directs efforts related to marketing, communications and public relations for staff and coordinates at strategic level with other functions in the Organization. He joined Unit Trust of Tanzania as a Director of Marketing and Public Relations in March 2013. Daudi has previously worked with Tanzania Bureau of Standards, DHL Tanzania and Nation Media Group and Protrade. He holds a Bachelor of Commerce and Management degree and Masters of Business Administration from the University of Dar es Salaam and Mzumbe University respectively. Daudi has gone through various short courses in Sales and Marketing within Tanzania and abroad.

(vi) Mr. Sebastian Bujiku – Head of Procurement Management Unit

Sebastian is Head of Procurement Management Unit responsible for all matters related to procurement. Sebastian is a multidiscipline professional - a Certified Public Accountant (T) and a Certified Procurement and Supplies Professional. He received his Bachelor of Commerce with honours from the University of Dar es Salaam in 1995. Thereafter, he pursued a Diploma in Human Resources, postgraduate diploma in procurement and logistics from the National Institute of Transport. He then studied and was awarded International Certificate in Supply Chain Management, Advanced Certificate in Supply Chain Management and International Diploma in Supply Chain Management both by the International Trade Centre (ITC). He joined UTT as Principal Finance Officer in 2006 from Audit Control and Expertise where he worked as Finance and Administrative Manager. Prior to joining Audit Control and Expertise, Sebastian spent six years with Coopers and Lybrand where he worked as an auditor.

(vii) Ms. Sophia Mgaya – Head of ICT and Statistics Unit

Ms. Sophia Mgaya is the Head of ICT and Statistics Unit. She is responsible with managing the unit of ICT and Statistics which includes: formulating and reviewing for Board's approval ICT Policies and Guidelines and then overseeing enforcement; formulating ICT Strategy and aligning ICT to business priorities; automating UTT AMIS business processes; maintaining ICT systems and infrastructure including information security. She joined UTT in 2007 and played a key role in administration of the core business system (Investor Services system) and therefore contributing immensely in attainment of UTT AMIS strategic objectives; and management of various projects like the mobile money facility, UTT AMIS App and Integration of the Core system with Banks and Mobile Network Operators (MNO's). Previously, Sophia worked for Ministry of Lands and Tanzania Posts. She holds a Masters Degree in Business Administration from Eastern and Southern African Management Institute (ESAMI), Post Graduate Diploma in Scientific Computing from University of Dar Es Salaam, and Advanced Diploma in Information Technology from the Institute of Finance Management.

(viii) Ms. Tuzo Mpiluka – Head of Legal Services Unit

Ms. Tuzo Mpiluka is an experienced Legal practitioner with wide exposure in commercial and financial transactions, Contracts/Agreements, Construction, Convincing and Land Matters, mediation and arbitration and all matters of civil nature. Ms. Mpiluka is an advocate of the High Court of Tanzania and the Courts subordinate thereto save for the primary court. She holds a Master of Laws (LLM-Corporate and Commercial Law) as well as Bachelor of Laws (LLB) both from the University of Dar es Salaam. She has a work experience of 19 years, 14 of which with Commercial Banks.

4.0 DUTIES OF THE MANAGER

The Manager of the scheme shall:

- (i) Manage the scheme in accordance with the Deed of Trust in the exclusive interest of the unit holders and fulfill the duties imposed on it by the general law;
- (ii) Maintain or cause to be maintained the books and records of the scheme and prepare the scheme's accounts and reports;
- (iii) Publish and distribute to unit holders at least two reports in respect of each financial year, where the annual report would be sent within four months of the end of the scheme's financial year, provided that the Manager may subject to approval of the Authority distribute an abridged version to unit holders;
- (iv) Maintain an up-to-date register of unit holders in the scheme;
- (v) Ensure that appropriate systems and procedures are put in place for servicing the investors;
- (vi) Receive and process claims made by unit holders;

5.0 CUSTODIAN OF THE SCHEME

The Custodian of the Scheme is CRDB Bank Plc which is a commercial bank licensed to carry out banking business under the Banking and Financial Institutions Act, 2006. CRDB Bank is a public limited liability company incorporated in 1996 with Certificate of Incorporation No. 30227. The Bank is collectively owned by over 28,000 Tanzanian and non Tanzanian individuals and body corporates (79%) and DANIDA Investment Fund (21%). CRDB Bank Plc which was previously approved by CMSA as Custodian of all the five Collective Investment Schemes managed by UTT AMIS is currently the largest bank in Tanzania based on total assets. Its registered office is situated at Accommodation Scheme Building, Azikiwe Street, P. O. Box 268, Dar es Salaam.

5.1 Board of Directors of the Custodian

The Board of Directors of CRDB Bank Limited is made up of the following professionals:

(i) Dr. Ally Hussein Laay – Non-Executive Director and Board Chairman

Dr. Laay is currently the Chairman of the Board of Directors of CRDB Bank Plc. Under his stewardship, CRDB Bank Plc has maintained its position as the largest Bank in Tanzania in terms of assets, customer deposits, loan portfolio, profits and branch network. He is also the Board Chairman of the Southern Agricultural Growth Corridor of Tanzania (SAGCOT), an institution that is working in partnership with the Government, private sector, development partners, and other stakeholders in the agricultural value chain to promote agriculture in the Southern corridor of Tanzania. Dr. Laay also serves as Board member of the Tanzania Tourist Board (TTB), a Government apex organization responsible for promoting tourism in Tanzania. At the TTB, he chairs the Audit, Risk and Compliance Committee. He is a Board member and Chairman of the Audit and Compliance Committee of the Foundation for Civil Society (FCS) in Tanzania responsible for the promotion of civil societies' activities in Tanzania. He previously served as Board

member at the Institute of Accountancy Arusha (IAA), National Housing Corporation (NHC), Aerial Glacier Pediatric Health Initiative (AGPAHI) and Tanzania Family Planning.

As a professional Accountant, Dr. Laay holds an Advanced Diploma in Accountancy (ADA), Post Graduate Diploma in Accountancy (PGDA), Certified Public Accountant (CPAT), Master of Business Administration (MBA) from the University of Wales, Cardiff Business School in the UK and PhD in Business Administration in Finance and Accounting from Commonwealth University, UK.

He has previously worked with various organizations in different capacities as follows; TANESCO (Principal Management Accountant), Coopers and Lybrand now PWC (Management Consultant), Medical Stores Department (Counterpart Director of Finance and Administration), TASAF (Director of Finance and Administration), ICAP of Colombia University (Director of Finance) and the National Economic Empowerment Council (Director of Finance and Administration).

(ii) Prof. Neema Munisi Mori – Independent, Non-Executive Director and Vice Board Chairman

Prof. Neema Munisi Mori is an Associate Professor of Finance at the University of Dar es Salaam, Tanzania and Associate Coordinator of Postgraduate Studies at UDSM Business School. She also worked as a Senior Lecturer at the Department of Finance, University of Dar es Salaam, Research Fellow at University of Agder, Norway, Assistant Lecturer and Tutorial Assistant at University of Dar es Salaam and Audit Trainee at KPMG Tanzania.

She is the Co-founder of MTI Investment Company in Tanzania and Norway, which is an equity investment firm that focuses on growing Small and Medium Enterprises. Prof. Mori is impacting positively on the youth as a trainer, researcher and mentor in entrepreneurship with over 10 years of experience in teaching, researching and consulting in areas of banking, finance, investment, corporate governance, microfinance and entrepreneurship. She is active in research and has published academic papers in international refereed journals such as Journal of Management and Governance, Journal of Emerging Market Finance and Journal of African Business.

She holds a PhD in International Business majoring in Corporate Governance and Boards of Financial Institutions from University of Agder Norway, Masters of Business Administration (MBA) majoring in Finance and Bachelor of Commerce (B.Com) majoring in Finance both from the University of Dar es Salaam.

Prof. Mori is the Chairperson of the Credit Committee and Member of the Governance and Human Resource Committee. She holds a Certification in Company Direction offered by the Institute of Directors – UK.

(iii) Ms. Miranda Naiman Mpogolo - Independent, Non-Executive Director

Miranda is the Founder & Managing Partner of Empower – a Tanzanian Consulting Firm that passionately provides Talent, Advisory and Insight services to clients across the African continent. She is a Forbes-acclaimed, Tanzanian Entrepreneur with an academic background in Theatre for Development who strategically transferred her skillset to the private sector in 2009 when she founded Empower. Miranda recently won the Tanzania Consumer Choice Award for ‘Most Preferred Female CEO’ and is a Member of The Africa List – a select community of next generation CEOs in Africa’s most exciting growth markets.

Her qualifications include an MA Theatre & Development Studies from the University of Leeds (UK) and a BA (Hons) in Drama, Applied Theatre & Education from The Central School of Speech & Drama (UK). Miranda is dedicated to life-long learning and has attended numerous professional development programmes in leadership, strategy and governance.

Miranda currently serves on the Board of CCBRT Hospital where she sits on the Governance, Nomination & Remuneration Committee and is a Board Member of the African Women Entrepreneurship Cooperative that empowers hundreds of women from across Africa and the diaspora with the knowledge and network needed to build resilient and scalable businesses.

Miranda is an active member-leader of the Entrepreneurs' Organization – the world's only peer-to-peer network exclusively for entrepreneurs where she serves on the Global Learning Committee. As a reflection of her passion for Education and Youth Empowerment Miranda serves as Board Member for READ International that contributes to the improvement of quality education in Tanzanian public schools and AIESEC, an organisation that focuses on empowering young people to make a progressive social impact.

Ms. Miranda is a member of Risk and Governance and Human Resources Committees.

(iv) Eng. Boniface Charles Muhegi - Non-Executive Director

Engineer Boniface Charles Muhegi is the Managing Director of JMK International Consultants Ltd (an engineering and project management consulting firm). He was the Registrar (Chief Executive Officer) of the Contractors Registration Board for 15 years up to 2014 and is credited for the major strides made by CRDB in conformity to its mission of regulating and developing a competitive and sustainable contracting industry with capable contractors who deliver quality works and observe safety in pursuit of economic growth.

He boasts of vast experience in the engineering and construction fields, having previously worked with the National Construction Council and Tanzania Electric Supply Company LTD (TANESCO).

Engineer Muhegi obtained his training in the spheres of engineering and construction management from reputable higher learning institutions namely; Master of Science in Engineering from University of Melbourne, Australia, Bachelor of Science in Engineering (Civil) from University of Dar es Salaam, Advanced Post Graduate Diploma in Construction Management from the Institute of Housing Studies (his) Rotterdam, Netherlands. He has also attended short courses and seminars locally and abroad on technical, management and governance issues.

He served as vice chair on the Advisory Board of Tanzania Building Agency (TBA) up to early 2014 and on the Board of Public Procurement Regulatory Authority (PPRA) up to 2018. He is a Chairperson of Governance and Human Resources Committee and member of the Credit Committee.

(v) Mr. Jes Klausby - Non-Executive Director

Mr. Jes Klausby is Senior Bank Analyst at the Danish Central Bank. He worked as Executive Vice President, Head of Group Finance of Nykredit Group, Chairman/Board Member of Dansk Pantebrevsbors, a subsidiary of Nykredits Realkredit, Managing Director at Nykredits Bank, a subsidiary of Nykredit Realkredit, Executive Vice President, Head of Central retail units in Nykredit Realkredit. He was also External examiner in Finance at Danish Universities and Teacher in Finance at Copenhagen Business School.

He is renowned for championing introduction of simplified budgeting and balance score card as well as implementation of new principles of income and cost allocation and influencing and implementing Danish accounting rules for impairment of mortgage loans.

Mr. Klausby holds MSc in Mathematics and Economy from Aarhus University Denmark. He has attended a change management programme at INSEAD. Mr. Klausby is Chairman of the Risk Committee and member of the Governance and Human Resource Committee.

(vi) Mr. Hosea Ezekiel Kashimba - Non- Executive Director

Mr. Hosea Ezekiel Kashimba is the Director General of Public Service Social Security Fund (PSSSF). He previously held various posts within PPF Pensions Fund (PPF) namely Director of Internal Audit, Internal Auditor and Payroll Accountant. While at PPF he championed establishment of risk management function whereby the risk management framework was prepared in 2007 and adopted by the Board together with risk management policy.

He holds a Master of Business Administration, (Corporate Management) – Mzumbe University, Advanced Diploma in Certified Accountancy – IDM Mzumbe also holds Certified Public Accountant (CPA) T. He holds a Certificate of Directorship – Institute of Directors Tanzania (IoDT). He is the Chairman of the Audit Committee, a member of Risk Committee and Vice Board Chairman of CRDB Bank Burundi S.A.

(vii) Ms. Rose Felix Metta - Non-Executive Director

Ms. Rose Felix Metta is the Morogoro Regional Manager of the National Social Security Fund (NSSF). Her previous posts include Director of Planning and Investments at LAPF Pension Fund, Compliance Manager of LAPF Pension Fund, Principal Finance Officer – Budget, Principal Officer Investment, Head of Division – Capital Markets, Senior Planning Officer and Planning Officer of the National Social Security Fund.

Ms. Rose holds a Post Graduate Diploma in Social Security Financing from Maastricht University in the Netherlands, Master in Business Administration (Finance) and Bachelor of Arts in Economics from the University of Dar es Salaam. She also holds a Certification and Diploma in Company Direction and a Chartered Director, the qualifications offered by the Institute of Directors – UK. She is certified in the Company Direction by the Institute of Directors in Tanzania and a member of the Economics Society of Tanzania. She is a member of the Risk and Credit Committees and Board Chairperson of CRDB Insurance Broker Ltd.

(viii) Mr. Abdul Ally Mohamed - Non-Executive Director

Mr. Mohamed is an accomplished Financial Specialist with a proven track record in delivering consistent profit growth for businesses through high quality leadership management. Mr. Mohamed has extensive experience across a broad spectrum of fast paced and challenging industries including, financial services, media and commercial football. He is a positive and driven team player with a strong background in media industry, Pay TV business and digital marketing, specializing in content marketing, social, affiliates channels and on site optimization.

He has served as Commercial Director at Azam Media Ltd since 2018 and served as Chief Executive Officer of Azam Football Club, Bakhresa Group from 2016 to 2018, and was appointed General Manager of Azam Football Club in 2016. Between 2014 and 2015 he did E & Y Summer Internship and served as senior broadcasting with Clouds Media Group (2010-2012) and ITV and Radio One (2003-2012). He holds a Bachelor's Degree in Accounting and Finance from Middlesex University. He's also CFA Associate member and ACCA affiliate member from UK. He is a member of the Governance and Human Resources and Audit Committees of the Board of Directors of CRDB Bank Plc.

(ix) Prof. Faustine Karrani Bee - Non-Executive Director

Prof. Faustine Karrani Bee is the Vice Chancellor of the University of Dodoma. He previously served in the same capacity at Moshi Cooperative University (MoCU). Professor Bee was first employed as Tutor by the then Cooperative College Moshi in 1988 and became a lecturer in 1993 at the same institution. In 2004 the Cooperative College Moshi was transformed into the Moshi University College of Cooperative and Business Studies (MUCCoBS), a Constituent University College of the Sokoine University of Agriculture (SUA), where Professor Bee rose through the academic ranks to a full Professor. Prof. Bee served as Principal of MUCCoBS between 2010 and 2014 before MUCCoBS was elevated into a full-fledged

university by the name of the Moshi Cooperative University (MoCU), and Prof. Bee was appointed its first Vice Chancellor.

Prof. Bee holds a PhD in Development Studies from University of South Africa, in Pretoria; a Master's degree in Development Studies from The Institute of Social Studies in The Hague – Netherlands; and a Bachelor Degree in Economics from University of Dar es Salaam. He was a Visiting Research Fellow of the Institute of Developing Economies in Tokyo, Japan between 1995 and 1996. He has served in various University Councils and Board of Directors.

He has published a number of academic journals in the fields of industrialization, agriculture and economics that are in line with the country's development agenda. Prof. Bee is a member of the Audit and Risk Committees.

(x) Dr. Fredy Matola Msemwa - Non Executive Director

Dr. Fred Msemwa is the Founding Managing Director of Watumishi Housing Company Real Estate Investment Trust (WHC REIT) and a Trustee of the Youth Dream Foundation (YDF). He previously served as Director of Audit at the Energy and Water Regulatory Authority – EWURA (2008-2013), Deputy Principal Finance, Planning and Administration at National College of Tourism (2005-2007) and rose from an Accountant to Finance Manager at National Housing Corporation (1999-2005) and Accountant – BP (1998).

Dr. Msemwa holds a Certificate in Directorship from the Institute of Directors in Tanzania, a PhD in Business Administration (Audit) from the Open University of Tanzania, MBA in Finance from Birmingham City University (UK), Advanced Diploma in Accountancy from Institute of Finance Management (IFM), and is a registered auditor (FCPA-PP) by NBAA. He is a member of Board Credit and Governance and Human Resources Committees of CRDB Bank Plc.

Visionary and enterprising, Dr. Msemwa is behind the registration of WHC REIT with Capital Markets and Securities Authority (CMSA). The WHC REIT is the first real estate investment trust in Tanzania. He is also credited for instituting integrity and ethical behaviour at WHC which has made houses 10-30% comparatively cheaper. He is a volunteer and co-founder of the Youth Dream Foundation (YDF); a youth empowerment NGO that seeks to empower youth economically through education, talent development and career guidance. He also serves as a senior member of the Church and Treasurer at Azania Front Cathedral in Dar es Salaam.

(xi) Mr. Martin Steven Warioba - Independent, Non – Executive Director

Mr. Martin Steven Warioba is the Managing Partner of WS Technology Consulting and has more than 17 years of experience in Information Technology and payments as a consultant, project manager and software developer. In the past 7 years, Martin has been one of the key Payments and Digital Financial Services (DFS) experts in East Africa where he has been involved in designing and implementation of DFS Interoperability, Cross Border and other electronic payments projects in Tanzania, Rwanda, Uganda and East Africa Community (EAC). Prior to founding WS Technology Consulting, Martin worked with Deloitte Consulting US LLP as Technology Integration Consultant and Central Bank of Tanzania as Senior Technology Analyst.

Mr. Warioba has a Computer Science degree with a minor in Mathematics from Louisiana State University as well as MBA and MSc in Information Management degrees from Arizona State University. Martin is also a certified Project Management Professional (PMP) by Project Management Institute in United States. He is a member of the Audit and Risk Committees of the Board of Directors of CRDB Bank Plc.

(xii) Ms. Ellen Gervas Rwijage - Independent, Non – Executive Director

Ms. Ellen Gervas Rwijage is a State Attorney at the Ministry of Finance and Planning. Her previous positions include State Attorney in the Office of the Solicitor General, State Attorney at Director of Civil Litigation and Arbitration: Attorney General’s Chambers Dar es Salaam, State Attorney at Directorate of Public Prosecution: Attorney General’s Chambers Arusha.

Ms. Ellen holds a Masters of Law degree in Human Rights (LL.M) from Tumaini University Makumira in Arusha, a Post Graduate Diploma in Law from Law School of Tanzania and a Bachelor of Laws (LL.B) degree from University of Dar es Salaam. She also holds an International Certificate of Digital Literature in Computer.

Ms. Ellen has been a Member of Committees and Teams such as the Ministry of Natural Resources and Tourism Team on Review of Contracts and Developing Measures to improve Revenue Collections, Identification of Assets and Liabilities in Pride Tanzania, and a Member of the President’s Committee on finding solutions for disputes arising from Land use.

Besides her teamwork in various committees, Ms. Ellen has attended various trainings in Money Laundering and Corruption cases organized by the Director of Public Prosecutions, International Commercial Investment Arbitration conducted by the American University, Washington College; International Dispute Resolution conducted by Queen Mary University of London School of Law, Transformative Leadership for implementing Public Sector Reforms in Africa, – Leadership Effectiveness and High Performing Organization, and Strategic Leadership and Governance.

Ms. Ellen is a member of Credit and Governance and Human Resources Committees.

5.2 Management Team of the Custodian

(i) Mr. Abdulmajid Mussa Nsekela - Chief Executive Officer and Managing Director

He rejoined the Bank on 1st October, 2018 as Chief Executive Officer and Managing Director from NMB Bank PLC where he worked for 10 years as Business Head - Retail, Head of Personal Banking and Senior Manager - Personal Banking. He started his banking career at CRDB Bank in 1997 as Bank Officer and in 1998, he was selected to be part of the transition team that changed CRDB Bank culture. In 2000, he was promoted to Relationship Manager at our Corporate Banking Department and later on to Senior Relationship Manager in 2003. He holds Master’s Degree in Business Administration majoring in International Banking Finance (MBA-IBF) and Post Graduate Diploma in Business Administration (PDGBA) from Birmingham University (UK). He is also an alumnus of the Institute of Finance Management (IFM) where he graduated with Advanced Diploma in Banking.

(ii) Dr. Joseph Ochien’g Witts - Chief Commercial Officer

He joined the bank on 2nd January 2001. Prior to his current role, Dr. Joseph Witts has held different roles such as a Director of Alternate Banking Channels, Retail Banking, Retail Clients and Marketing, and Principal Internal Auditor at CRDB Bank Plc. He worked for Citi Bank Tanzania as Head of Internal Control Department and Branch Operations Manager. He also worked as Chief Internal Auditor at Musoma Textiles.

Dr. Witts holds a Doctoral Degree in Business Administration from Walden University, Minneapolis, MN. USA. He holds a Master Degree in Entrepreneurship and Enterprise Development (MEED) from the University of Dar es Salaam, and is a Certified Public Accountant - CPA (T). He holds an Advanced Diploma in Certified Accountancy (ADCA) from IDM Mzumbe, Tanzania. Dr. Witts has attended several Executive Management Development Programs including Queens Business School in Ontario, Canada and Graduate School of Business in Cape Town, South Africa.

(iii) Mr. Bruce Mwile Mwasenga - Chief Operations Officer

He joined the bank on 13th February 2001. Prior to his appointment as Chief Operations Officer, he worked as General Manager CRDB Bank Burundi Subsidiary, Manager Corporate Banking and Senior Relationship Manager Corporate Banking. Before joining CRDB, he worked as the Assistant Supervisor at Citibank Tanzania Limited.

He holds a Masters Degree of Business Administration and Bachelor of Commerce both in Finance from the University of Dar es Salaam.

(iv) Mr. Fredrick Bayona Nshekanabo - Chief Financial Officer

He joined the bank on 22nd February 1999. Before his current position he worked as Manager Finance Help Desk. Accountant Grade I and Bank Officer within CRDB Bank.

He is a CPA (T) and holds a Masters of Science Degree in Finance from the University of Strathclyde, UK and an Advanced Diploma in Accountancy from the Institute of Finance Management (IFM), Dar es Salaam.

(v) Mr. John Baptist Rugambo - Company Secretary

He joined the bank on 1st November 1999. Before his current position he worked as Director of Marketing and Research, Marketing Manager, Project Manager Smart Card and Manager Institutional Customers. Before joining CRDB Bank he worked for Citibank as Head of Customer Service and Relationship Officer. He is the Vice Chairman of the Institute of Directors Tanzania.

He holds Masters and Bachelor Degrees in International Business Administration majoring in Marketing from the United States International University of Africa, Nairobi.

(vi) Mr. Alexander Samson Ngusaru - Director of Treasury

He joined the bank on 4th April 2011 as Director of Treasury. Before joining CRDB Bank, he worked for Citibank as the Head of Fixed Income, Currencies and Commodities, United Bank for Africa as Country Treasurer and Stanbic Bank in the Finance Department.

He holds a Masters Degree of Business Administration from the University of Dar es Salaam and Bachelor of Commerce in Finance from the University of Dar es Salaam.

(vii) Ms. Tully Esther Mwambapa - Director of Corporate Affairs and Public Relations

She joined the bank on 6th August 2001. Before her current position, she worked as Marketing Manager and Relationship Manager. Before joining CRDB, she worked as Marketing Officer at Tanzania National Electricity Company (TANESCO).

She holds a Masters Degree in Business Administration from the University of Dar es Salaam and Bachelor of Arts in Public Administration & International Relations from the University of Dar es Salaam.

(viii) Mr. James Isaack Mabula - Director of Risk and Compliance

He rejoined the bank on 1st April 2011 as Senior Market and Liquidity Risk Analyst. Before joining CRDB, he worked as Manager Market Risk at the National Bank of Commerce (NBC). Previously he had worked with CRDB Bank for nine years holding various positions including Director of Credit, Manager Market and Liquidity Risks, Senior Risk Analyst and Treasury Officer. A member of the Professional Risk Managers International Association (PRMIA).

He holds an Msc in Finance from the University of Strathclyde, UK, and Post-graduate Diploma in Financial Management from the Institute of Finance Management and Advanced Diploma in Certified Accountancy from the former Institute of Development Management (IDM), Mzumbe.

(ix) Mr. Leslie S. James Mwaikambo - Director of Banking Operations

He joined the bank on 29th May 1992. Before the current position he worked as a Branch Director, Branch Manager, Departmental Manager and Team Leader in Organization and Methods Unit.

He holds a Higher Diploma in Banking from Milpark Business School, SA and Bachelor of Commerce in Finance from the University of Dar es Salaam.

(x) Mr. Boma Raballa - Director of Retail Banking

He joined the Bank on 01st July 2019 as a Director of Retail Banking. Before joining CRDB, he worked with National Microfinance Bank (NMB) as a Head of Card Business, Head of Consumer Banking, Senior Manager Retail Liabilities, Insurance and VAS, Product Manager Retail Liabilities and Management Trainee.

He has a Master's of Business Administration (MBA) Corporate Management from Mzumbe University, Tanzania, A Bachelor of Business Administration (Accounting) Kampala International University, Uganda.

(xi) Mr. Pendason Philemon - Director of Procurement

He joined the Bank on 3rd June 2019 as a Head of Procurement and there after appointed as a Director of Procurement on 13th August, 2019. Before joining CRDB position he worked as a Head of Procurement with (NMB Bank Plc.) He spent 4 years at Vodacom Tanzania Limited leading the team of Procurement professionals. Furthermore he worked for 4 years at Unilever Tea Tanzania Limited where he was responsible for Procurement and Logistics function (SCM) in the company.

He holds Masters in Business Administration (MBA) from Eastern and Southern African Management Institute (ESAMI), Certified Supplies Professional (CSP) (T) and Certified International Procurement Professional (CIPP).

(xii) Mr. Xavery Makwi - Director of Credit

He joined the Bank in 1999. Prior to this appointment Mr. Makwi held different positions in the bank i.e. Head of Credit Underwriting, Senior Manager Loan Approval Corporate, and Manager Loan Approval Corporate. He is an Advocate of the High Court of Tanzania and subordinated Courts thereto except Primary Courts.

He holds a Master's degree in Business Administration and Bachelor of Commerce in Accountancy both from the University of Dar es Salaam. He holds a CPA from NBAA, Post Graduate Diploma in Legal Practice from Law School of Tanzania, Bachelor of Laws from the Open University of Tanzania.

6.0 THE DUTIES OF CUSTODIAN

The duties of the Trustee are spelt out in the law as well as in the Deed of Trust of the Scheme. These duties include:

- (i) Take into custody or under his control all the property of the scheme and hold it in trust for the unit holders in accordance with the provisions of the Deed of Trust, and ensure that cash and registrable assets are held or registered in the name of or to the order of the scheme;
- (ii) Be liable for any act or omission of any agent with whom any investments in bearer form are deposited as if they were the act or omission of any nominee in relation to any investment forming part of the property of the scheme;
- (iii) Take reasonable care to ensure that the sale, repurchase and cancellation of units effected by the scheme are carried out in accordance with the provisions of the Deed of Trust;

- (iv) Take reasonable care to ensure that the methods adopted by the Manager in calculating the value of units are adequate to ensure that the sale and repurchase prices are calculated in accordance with the provisions of the Deed of Trust;
- (v) Carry out the instructions of the Manager in respect of investment unless they are in conflict with the provisions of the Deed of Trust;
- (vi) Take reasonable care to ensure that the investment and borrowing limitations as set out in the Deed of Trust and conditions as stipulated in any law or regulations under which this scheme is authorized, are complied with;
- (vii) Issue a report to the unit holders to be included in the annual report on whether in the Custodian's opinion, the Manager has in all material respects managed the scheme in accordance with the provisions of the Deed of Trust; if the Manager has not done so, the respects in which it has not done so and the steps which the Custodian has taken in respect thereof;
- (viii) Take reasonable care to ensure that Statement of Account are not issued until subscription money has been paid;
- (ix) Ensure that any registrable investments which are held for unit holders in the scheme are properly registered in the name of the scheme or other eligible nominee; and
- (x) Where title to investments is recorded electronically, to ensure that entitlements are separately identified from those of the Manager of the scheme in the records of the person maintaining records of entitlement.

7.0 ASSOCIATED PERSONS

The Trustee and the Directors are not associated persons.

8.0 DUE DILIGENCE BY THE MANAGER

It is confirmed that:

- (i) The offer document forwarded to CMSA is in accordance with the Capital Markets and Securities Act, 1994 as amended and Capital Markets and Securities (Collective Investment Schemes) Regulations 1997.
- (ii) All legal requirements connected with the launching of the REGULAR INCOME UNIT TRUST SCHEME including guidelines, instructions, etc, issued by the Government and any other competent authority in this behalf, have been duly complied with.
- (iii) The disclosures made in the offer document are true, fair and adequate to enable investors to make a well informed decision regarding investment in the proposed scheme.

Date: March, 2021

Simon Migangala

Managing Director

Place: Dar es Salaam

Signed by the Managing Director

9.0 OFFER DETAILS

9.1 INITIAL OFFER - TIME TABLE

The time table for the Initial Sale of REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) units to the public was as follows:

(i)	Opening of the Offer	:	3 rd November, 2008 (Monday)
(ii)	Closing of the Initial Sale	:	29 th November, 2008 (Saturday)
(iii)	Units Allotment	:	By 30 th January, 2009 (Friday)
(iv)	Dispatch of Statements of Account (SOA) to Unit Holders	:	By 10 th February, 2009 (Tuesday)

9.2 INITIAL ISSUE EXPENSES

The followings were the initial issue expenses:

- (i) Public Education, Advertising & marketing expenses
- (ii) Commission to Agents
- (iii) Printing, Postage & Processing expenses
- (iv) Legal/Audit Fees
- (v) Other Miscellaneous expenses

These expenses were borne by the Unit Trust of Tanzania who was the Sponsor and Manager of the Scheme. These expenses were therefore not charged to the Scheme.

9.3 RISK FACTORS

Investors should note that investments in the scheme are subject to market risks and the Net Asset Value of the scheme may go up or down depending upon the factors and forces affecting the securities market. Past performance is not necessarily indicative of the future.

Investors should be aware of inter alia that:

- (i) The performance of companies whose ordinary shares are acquired and held by the scheme may improve or deteriorate;
- (ii) Unlike Government securities, bonds issued by corporate bodies and local authorities may be subject to default in debt servicing/repayment of debt; or downgrading by rating agencies;
- (iii) Interest rate changes may affect the value of fixed income securities in which the scheme has invested;
- (iv) Changes in exchange rates may affect the value of the scheme's investments in foreign currency denominated securities;
- (v) Liquidity at the Dar es Salaam Stock Exchange where some of the securities held by the scheme are listed is currently very low. Consequently, the liquidity of the Scheme's investments /portfolio allocation may be inherently restricted by trading volumes, settlement periods and transfer procedures;

- (vi) Periodical distributions shall be dependent on the returns achieved by the Manager through careful management of the portfolio. Periodical distributions may therefore vary from period to period, based on investment results of the portfolio.
- (vii) The taxation regime of unit trusts may change thereby affecting the income of the scheme as well as the income distribution to unit holders;
- (viii) Any change in the Act / Regulation can have an adverse impact on the working of the scheme;
- (ix) Other factors unforeseen, may affect investments in which REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) has invested and therefore the value of REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) Units.

9.4 REGULAR INCOME UNIT TRUST SCHEME – THE SCHEME

9.4.1 Background

REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) is designed to enable investors to have a planned approach towards investment. In an environment where there is room for improving post employment social security services, the onus is on every individual to plan for their golden years, a commitment that cannot, and should not, be ignored. With a little effort and planning, every person can ensure that they will lead a comfortable post-retirement life. Although it is known that one has to retire one day and may be live many more years, all that seems so much distant in the future that one tends to ignore it in one's calculation. The fact remains that awareness level about the realities of post-retirement life is low. Few are aware of how much they must save, how much they may require later, how inflation will impact them or the possible changes in their lifestyle.

9.4.2 What it Offers

REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) is a financial solution which aims at facilitating planning a regular flow of income that would help investors to meet their periodical liabilities in a planned way. It also aims at facilitating a comfortable post retirement life by supplementing the pension with a regular income while keeping the lump sum amount intact.

9.5 SCHEME OBJECTIVES

- (i) To offer a financial solution to the investors who seek income at regular intervals and also seek possibility of long term capital appreciation;
- (ii) To sensitize the need for a planned approach to investment and offer a financial solution based on a track record through past performance of the Manager that instills confidence in the financial solution offered.

9.6 ELIGIBLE INVESTORS (WHO CAN INVEST)

- (i) Tanzanians and East Africans can join the plan either singly or jointly with another or on either or survivor basis;

Explanation: In case of joint holding, both the unit holders need to sign the prescribed request form for all transactions while in case of holding on 'either or survivor' basis, these request forms can be signed by either of the unit holders and the transaction request including repurchase would be processed in favor of the unit holder who has signed the form. This additional facility is fully voluntary and has been introduced in view of the fact that senior citizens should not face much difficulty in realizing their investments.

- (ii) Minors (Tanzanian citizens) through either of parent/ lawful guardian;
- (iii) Partnership firms;

- (iv) Companies, Body Corporates, Parastatals, Associations of Persons or bodies of individuals and societies registered in Tanzania and East Africa;
- (v) Banks and Financial Institutions, Religious and Charitable Trusts, endowments of private trusts (subject to receipt of necessary approvals as required), Private trusts and other trusts (i.e. NGO) authorized to invest in unit trust schemes under their trust deeds;
- (vi) Such other individuals/institutions/body corporate etc., as may be decided by UTT AMIS from time to time, so long as wherever applicable they are in conformity with CMSA Regulations or as a result of CMSA approval.

9.7 TENURE OF INVESTMENT

The scheme is open ended and one can remain invested as long as one desires.

9.8 MINIMUM AND MAXIMUM INVESTMENT

- (i) Minimum Initial Investment shall be as follows:
 - a) TZS 1,000,000 for Annual Income plan;
 - b) TZS 2,000,000 for Quarterly Income plan; and
 - c) TZS 5,000 for Annual Reinvestment plan.
- (ii) Maximum Amount – No Limit
- (iii) Minimum additional Investment shall be as follows:
 - a) TZS 15,000 for annual or quarterly plan without any upper limit;
 - b) TZS 5,000 for annual reinvestment plan; without any upper limit.
- (iv) There is no maximum target for the size of the Scheme and therefore, subject to the applications being in accordance with the terms of the Scheme, full and firm allotment will be made to Unit holders.

9.9 INVESTMENT PLANS

The scheme currently offers three plans based on the choice of the frequency of income distribution as follows:

- (i) Quarterly Income Distribution Plan
- (ii) Annual Income Distribution Plan
- (iii) Annual Reinvestment Plan

The scheme offers an annual reinvestment plan with a view to provide an avenue for small investors to participate. The scheme may offer additional investment plans in future.

The amounts received under all plans shall be managed as one single investment portfolio. Investors should indicate the plan for which the subscription is made by indicating the choice in the appropriate box provided for this purpose in the application form. In case of valid applications received, without indicating any choice of plan, it shall be considered for annual reinvestment plan and processed accordingly. Investors must use separate Application Forms for investing simultaneously in different plans of the Scheme, subject to the minimum subscription requirements under each plan.

9.10 ISSUE PRICE

- (i) Initial Sale – Units were sold at an Initial Value of TZS 100/ per unit as Initial Issue Expenses were borne by the Manager;
- (ii) Subsequent Sale – Units are sold at the applicable NAV (i.e. without any entry load).

9.11 ENTRY LOAD: NIL

- (i) Initial Sale: Units were issued at the face value of TZS 100 per unit;
- (ii) Subsequent Sale: Units are issued at the applicable NAV without any entry load.

9.12 EXIT LOAD

The scheme encourages long term investment and also recognizes the need for liquidity. Hence the exit load has been kept different as follows:

- (i) within 1 year from the date of sale : 2% of applicable NAV
- (ii) More than 1 year but before 2 years from the date of sale : 1.5% of applicable NAV
- (iii) More than 2 years but before 3 years from the date of sale : 1% of applicable NAV
- (iv) After 3 years from the date of sale : Nil

9.13 LIQUIDITY - REPURCHASES

The scheme provides for repurchase on an ongoing basis from 16th April, 2009, subject to the conditions of the exit load as laid down in clause 8.12 of this Offer Document and to conditions of lock-in period as follows:

- (i) The unit holder joining the scheme during the Initial Sale period were eligible for repurchase from 16th April, 2009 onwards;
- (ii) During the Subsequent Sale period, the unit holders joining the scheme would be eligible for repurchase as follows:

Date of joining	Lock in period	Eligible for repurchase from first business day of
From 1 st January to 31 st March	Up to 30 th June	July
From 1 st April to 30 th June	Up to 30 th September	October
From 1 st July to 30 th September	Up to 31 st December	January
From 1 st October to 31 st December	Up to 31 st March	April

10.0 REQUIREMENTS FOR ADMISSION INTO THE SCHEME

Every eligible person desirous of participating in the Scheme shall:

- (i) Complete the application form specified by the Manager;
- (ii) Pay the requisite amount as per the chosen investment plan.

11.0 ALLOTMENT OF UNITS

There is no maximum target for the size of the Scheme and therefore, subject to the applications being in accordance with the terms of this offer, full and firm allotment will be made to the Unit holders. Units shall be allotted up to four decimal places. Allotment of units shall be subject to the realization of invested amount by the Manager and the applicant fulfilling all eligibility conditions as set out in this document.

11.1 STATEMENT OF ACCOUNT

- (i) The statement of account (SOA) shall be issued detailing the number of units standing to the credit of a unit holder. The Manager shall endeavor to issue the statement of account within 10 Business days from the date of receipt of application during Subsequent Sale. However issue of SOA to investors against their normal request shall be issued immediately upon receipt of investor's request at UTT AMIS Office [but not later than 3 business days].
- (ii) The SOA in respect of unit holders, who joined during Initial Sale period, were issued / dispatched as outlined under clause 9.1 of this document i.e. by 10th February, 2009.
- (iii) An annual statement of account shall be issued showing the additional amounts invested during the year (if any), units reduced on account of repurchase, creation of additional units (if any, depending on the plan) and the balance units to the investor's credit at the end of each financial year. In other words, the annual statement of account would be a summary of all unit related transactions carried out during the year.
- (iv) Additional SOA may be issued to a unit holder on specific request; however, the Manager reserves the right to charge a nominal fee in the range of TZS 800 to TZS 3,000 for such service.

12.0 SPLIT OF UNITS

- (i) Split of units is a process where face value of a unit is divided;
- (ii) Units may be split under the scheme, as may be decided by the Manager from time to time taking into account the interest of the unit holders and the scheme subject to approval of the Authority;
- (iii) Such units, when split shall be in proportion to the unit holding of a unit holder as on the record date to be fixed for that purpose;
- (iv) Such split units shall as regards rights and entitlements rank pari passu with the units in existence on the record date in respect of which they are allotted and issued for all intents and purposes;
- (v) Pursuant to the units split, the per unit NAV would fall in proportion to the split units issued. However, the total value of units held by a unit holder (post split) would remain unchanged;
- (vi) A Statement of Account (SOA) showing the current balance of units, after Split of the Units, shall be issued to all unit holders;
- (vii) A unit holder, whose name is registered in the books of the scheme as on the record date appointed for the Split of Units, shall be entitled to receive such units.

13.0 INVESTMENT POLICY

13.1 INVESTMENT PROFILE

- (i) The profile of the scheme's investment is a balanced portfolio;
- (ii) The investment objective of the plan is primarily to generate regular income coupled with long-term capital appreciation through growth in NAV by investing in debt instruments and listed ordinary shares;
- (iii) Accordingly, the asset allocation of the scheme investments shall be as under:
 - a) Debt Instruments – 0 % to 100 %; and
 - b) Equity – 0 % to 35 %.
- (iv) The scheme shall invest in ordinary shares listed at the Dar es Salaam Stock Exchange or other stock exchanges provided that the amount invested in this market segment shall be limited to 35% of the total investments of the scheme.
- (v) The balance shall be invested in Government instruments of various maturities, listed corporate bonds as well as deposit accounts.
- (vi) The Manager shall keep adequate liquid assets in anticipation of calls for Repurchase. Where redemption requests on any one dealing day exceed ten per cent of the total number of units or shares in issue, redemption requests in excess of ten percent may be deferred to the next dealing day.

Change in Investment Pattern: Subject to regulatory provisions, the asset allocation pattern indicated above may change from time to time, keeping in view market conditions, market opportunities, applicable regulations and political and economic factors. It must be clearly understood that the percentages stated above are only indicative and not absolute. These proportions may vary substantially depending upon the perception of the Manager; the intention being at all times to seek to protect the interests of the Unit holders. Such changes in the investment pattern will be for short term and only for defensive/ or specific considerations. UTT AMIS shall notify the Authority within one week of any significant changes in the Investment Pattern.

13.2 INVESTMENT POLICY RATIONALE

REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) aims at facilitating the planning of long term investment which can help in meeting routine expenses through regular income, avail opportunities of the capital markets and yet keep the corpus intact to meet the vagaries of emergencies and old age.

Although future is uncertain and unknown, it is albeit an extrapolation of the past and present. People who wish to invest in the market with a long range investment goal would find REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) the right product. The fund intends to invest both in equity as well as debt securities. On the equity side, the fund would focus on companies that have good earnings, a solid financial base and great prospects for the future. With the equity market at nascent stage the journey seems to be only upwards as more market players join the fray and more offerings add to the market capitalization like the forthcoming IPOs. So far, the equity markets have been fairly stable and the dividends received are in line with investor expectations. Not to be forgotten is that there are risks which may affect the performance of the market.

One important feature of the Investment policy that has been included in this scheme is the flexibility on the asset allocation. This will help the scheme to avail of the opportunities of forthcoming IPOs by creating adequate liquidity and rebalancing the portfolio to avail of other unanticipated market opportunities e.g. the ongoing reforms process especially in banking would continue to give opportunities for credit creation and growth. Continued donor assistance and solid macroeconomic policies would support real GDP growth of more than 6% in the future. This could result in softening of interest rates on one hand but improved equity earnings on the other.

On the debt side, it is difficult to predict the play of interest rates for a 10 year period. However, based on the past trend one can make fair estimation for the next two years. Beyond that based on actual experience some rebalancing of the portfolio may be needed in the interest of the unit holders.

It would also help the Fund Manager to invest in more instruments both on debt and equity side.

Based on securities law applicable in Tanzania, the Scheme – REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) - cannot borrow.

14.0 NOMINATION FACILITY

- (i) Nomination facility is available under the Scheme;
- (ii) Where the Units are held by more than one person jointly/or on either or survivor basis, such Unit holders may together nominate a person in whom all the rights in the Units shall vest in the event of death of all the joint Unit holders.
- (iii) Non-individuals cannot nominate.
- (iv) Nomination in respect of the Units stands rescinded upon the Repurchase of Units.
- (v) Cancellation of nomination can be made only by those individuals who hold Units on their own behalf singly, jointly or on either or survivor basis and who made the original nomination. On cancellation of the nomination the nomination shall stand rescinded and the Manager shall not be under any obligation to transfer the Units in favour of the nominee.
- (vi) Only one person, resident or non-resident including minors (to be represented by a guardian), can be nominated per application form;
- (vii) On registration of nomination, a suitable endorsement shall be made on the statement of account or in the form of a separate letter as decided by the Manager;
- (viii) Nomination can be changed by the unit holder/s at any time during the currency of the investment.
- (ix) Where a nomination in respect of any unit has been made, the units shall, on death of the member; vest in the nominee and on compliance of necessary formalities, the death claim shall be settled in favor of the nominee in respect of the units so vested, subject to any charge or encumbrance over the said units.
- (x) The nomination facility extended under the Scheme is subject to existing laws. By provision of this facility the Manager is not in any way attempting to grant any rights other than those granted by law to the nominee.
- (xi) A nomination in respect of the Units does not create an interest in the property after the death of the Unit holder. The nominee shall receive the Units only as an agent and trustee for the legal heirs or legatees as the case may be. It is hereby clarified that the nominees under the nomination facility provided therein shall not necessarily acquire any title or beneficial interest in the property by virtue of this nomination.

- (xii) In the event of dispute between heirs and consequent litigation in that behalf, resulting in a court order directing devolvement on a basis different from the one indicated in the nomination, then such court order would prevail over the nomination and to that extent, the nomination facility is not final.

15.0 TRANSFER

Units issued under the scheme are transferable and may be pledged or assigned.

16.0 COLLATERABILITY / MORTGAGE OF UNITS

- (i) Mortgage or assignment of units is permitted only in favour of banks or financial institutions. The unit holders may mortgage or assign units in favour of banks or financial institutions as security for raising loans. Units may be mortgaged by completing the Request for Mortgage Form and other formalities as may be required where upon receipt` of the forms, the Unit Trust of Tanzania shall record a lien against the units pledged.
- (ii) The mortgagee bank or financial institution shall have complete authority to repurchase or transfer such units.
- (iii) In the case of mortgaged units, no Repurchase/ transfer/changeover shall be permitted unless it is accompanied by the Charge Release Certificate in original issued by the mortgagee.

17.0 SWITCH OVER FACILITY

Facility of switch - in /switch –out to / from other schemes managed by the UTT shall be allowed. Switch over shall be processed at the prevailing NAV (i.e. without any Entry / Exit load). The switch over shall be effected by way of Repurchase of units in the scheme (OUT) and a reinvestment of Repurchase proceeds in another scheme (IN), subject to conditions of eligibility.

- (i) Once the units under the Scheme [i.e. “REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND)”] are switched out, the investor ceases to receive any benefits/entitlements whatsoever under the Scheme.
- (ii) Switch out before issue of Statement of Account during the Initial /Subsequent Sale is not allowed under the scheme.
- (iii) Switch-in during Initial Sale period from other UTT managed scheme were not allowed.

18.0 INCOME DISTRIBUTION

Subject to the availability of income, income distribution under the scheme will be made by the Manager in consultation with the Custodian, every quarter /annually or at such other frequency as may be introduced from time to time in future (as per the option exercised by the unit holder).

A unit holder whose name is registered in the books of the scheme as on the record date appointed for the distribution of income, and who is in the quarterly income plan shall be entitled to a cash income distribution.

Unit holders who are under the annual plan will not receive an income distribution during the first three quarters. Instead of receiving an income distribution, the income to be distributed shall be applied to acquire for the unit holders additional units in the scheme at the applicable Net Asset Value including that of the fourth quarter. At the end of the fourth quarter, as on the record date, the units so created during the four quarters due to reinvestment of income distribution would be cancelled and the proceeds thereof shall be the entitlement of the annual income distribution.

On income distribution, the NAV shall be reduced proportionately to the extent of income distribution.

Unit holders who are under the re-investment plan will not receive an income distribution. Instead of receiving an income distribution, the income to be distributed shall be applied to acquire for the unit holders additional units in the scheme at the applicable Net Asset Value.

A unit holder whose income distribution option is not indicated in the application form shall be deemed to be under re-investment plan.

Income distribution shall be made by way of bank transfers to investors who shall have notified their bank details or postal money order to investors who may not have notified their bank details. Bank transfers or dispatch of the Postal Money Order shall be made not later than ten Business days from the record date; Ten Business days after the record date, the Manager shall dispatch Statements of Account to the unit holders who shall have acquired units as a result of re-investment.

18.1 Calendar for the Income Distribution

18.1.1 Quarterly Option

Under this option income distribution [I.D] will be declared to investors with record date being the last Business day of each quarter i.e. quarters ending March, June, September and December. Though there is no assurance or guarantee to unit holders as to the rate of income distribution nor that I.D will be regularly paid, however it is the intention of the Fund to make regular quarterly income distribution under the Plan. The calendar for declaration / payment of Income Distribution under quarterly option shall be as follows:

Investor's Date of Joining [DOA] the Plan (*)	Record Date for Income Distribution - Last business day of	I.D. Payment Date
January to March	March	Within 10 Business Days from the respective Record Date for a quarter
April to June	June	
July to September	September	
October to December	December	
<p>(*) Note:</p> <ol style="list-style-type: none"> The accounting year of the scheme is July to June of every year; As the scheme has a cool-off period of 4 ½ months [ending on 15th April, 2009], hence for unit holders who joined the plan during initial sale period, the first installment of income distribution under quarterly option commenced with declaration date as 1st May, 2009 and paid within 10 business days from that date. That income distribution was declared based on the distributable surplus created /earned by the scheme up to the period ended on 30th April, 2009. Subsequently the scheme follows the above calendar for the payment of income distribution under 'Quarterly' option. 		

18.1.2 Annual Option:

Under this option income distribution [I.D] will be declared to investors with record date being the last Business day of the scheme accounting year ending on 30th June of every year. Though there is no assurance or guarantee to unit holders as to the rate of income distribution nor that I.D will be regularly paid, however it is the intention of the Fund to make regular yearly income distribution under the Plan. The calendar for declaration / payment of Income Distribution under annual option shall be as under:

Investor's Date of Joining [DOA] the Plan (*)	Record Date for Income Distribution	I.D. Payment Date
1st July to 30th June [of any year]	30th June [every year]	Within 10 Business Days from the respective Record Date for a quarter
<p>(*) Note:</p> <ol style="list-style-type: none"> 1. The accounting year of the scheme is from July to June every year; 2. Unit holders who joined the plan during initial sale period, the first installment of yearly income distribution commenced with record date as 30th June, 2009 and paid within 10 business days from that date. This income distribution was declared based on the distributable surplus available under the scheme up to the year ended 30th June, 2009; 3. Subsequently the scheme follows the above calendar for the payment of income distribution under 'Annual' option. 		

19.0 CHANGE OVER

Unit holders under the scheme are permitted to change-over from income plan to the re-investment plan of the scheme or vice versa at such periodicity and on such dates as may be decided by UTT AMIS from time to time. Initially, this will be done quarterly and thereafter on a monthly basis.

Change-over shall be permitted without any charge.

Applications for change over shall be made in a Request for Change – Over Form.

20.0 ACQUISITION OF UNITS

20.1 WHEN UNITS MAY BE ACQUIRED

Units may be bought on any Business day during the Initial Sale period and/or immediately after the lapse of "cool off period" as specified for Subsequent Sale thereafter, except during the period of book closure which shall not exceed seven Business days at a time and not exceeding 15 days in a year.

The Initial Sale shall take place from 3rd November 2008 to 29th November, 2008. For the Initial Sale, investors should carefully read instructions which are at Appendix I of this Offer Document.

20.2 WHERE UNITS MAY BE ACQUIRED

Applications for Initial Sale of units were tendered at:

- (i) Any of UTT AMIS Offices in Dar es Salaam, Dodoma, Mwanza, Arusha, Mbeya and Zanzibar;
- (ii) Any of the branches of CRDB Bank Plc.;
- (iii) The offices of the Licensed Dealing Members of the Dar es Salaam Stock Exchange; Orbit Securities Ltd, Tanzania Securities Ltd, Solomon Stockbrokers Ltd, Rasilimali Ltd, Vertex International Securities Ltd., and Core Securities Ltd.

Applications for subsequent sales of units may be tendered at any branch of CRDB Bank Plc, who shall act as a designated collecting agent during subsequent period. For investors from East Africa, after submission of KYC documents [account opening form attached with passport size photograph and identification copy], the account will be opened in the scheme and after that the funds can be transferred into the scheme.

20.3 PAYMENT FOR ACQUISITION OF UNITS

Payment for the sale of units during the initial and Subsequent Sale period may be made either by tendering cash in Tanzanian currency or a TZS banker's cheque payable to "REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) Account", to the office of a designated agent as appointed by the Manager. Investors may also make payment for Units through **Mpesa, Tigopesa, Airtel Money, Halopesa, EzyPesa or by cheque/draft payable to "UMOJA Unit Trust Scheme Account"**. No cash/cheque should on account of acquisition of units in the scheme be deposited with any other intermediary except at the offices mentioned at clause 20.2.

21.0 SALE AND REPURCHASE OF UNITS

21.1 SUBSEQUENT SALE OF UNITS

The Subsequent Sale for sale of units shall commence on 16th April, 2009. From this date onwards, the Manager (UTTAMIS) shall continue the sale of units at the applicable Net Asset Value. The procedure for such sale shall be as under:

- (i) The sale of units shall be carried out at the applicable Net Asset Value (i.e. without any Entry load) subject to the minimum investment as laid down in clause 9.8 of this Offer Document;
- (ii) Investors are advised to consider the Net Asset Value of REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) units at the time they contemplate buying the units. If in doubt, investors are advised to contact investment advisers for professional advice;
- (iii) If any investor decides to buy units, he/she should do so through the offices of a designated agent(s) where he/she shall be provided with the application form and other information;
- (iv) An investor should fill an appropriate application form of REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) Units;
- (v) The application form should then be submitted to the office of a designated agent(s) accompanied by:
 - a) Cash in Tanzanian currency; or
 - b) A TZS Banker's cheque crossed "Not negotiable" in favor of "REGULAR INCOME UNIT TRUST SCHEME Account" or
 - c) Direct bank transfer to Jikimu Collection account number 01D4200095500 while also indicating investor account number under the scheme which start with [40000.....] or
 - d) Investor can also invest through mobile money services such as M Pesa, Airtel Money, T Pesa, Halotel Money and Tigo Pesa.
- (vi) Applications during Subsequent Sale shall be treated as having been received on the same day if they are received and accepted at the offices of a designated collecting agent(s) within banking hours (i.e. 09.00 hours to 16.00 hours) of a Business day;
- (vii) All applications during Subsequent Sale of units received and accepted at the offices of a designated collecting agent(s) on a Business day shall be governed by the Net Asset Value of the Date of

Acceptance;

- (viii) The contract for sale of units by the UTT AMIS shall be deemed to have been concluded on the acceptance date except in cases where an application is rejected by the Manager;
- (ix) The Statement of Account (SOA) shall be dispatched to the unit holders who subscribe for units during the Subsequent Sale period not later than ten Business days from the date of acceptance of an application.

21.2 ADDITIONAL INVESTMENT

Additional Investments are allowed under the same account number as follows:

- (i) TZS 15,000 for any of the income plans;
- (ii) TZS 5,000 for annual reinvestment plan; without any upper limit

Thus, the unit holders need not have to fulfill the requirement of minimum investment as laid down in clause 9.8 of this offer document.

21.3 REPURCHASE OF UNITS

Under the Scheme, repurchases shall be allowed subject to the exit load as laid down in clause 9.12 of this offer document as follows:

- a) Within 1 year from the date of sale : 2 % of NAV per unit
- b) More than 1 year but before 2 years from the date of sale : 1.5 % of NAV per unit
- c) More than 2 years but before 3 years from the date of sale : 1% of NAV per unit
- d) After 3 years from the date of sale : Nil

Accordingly, the repurchase of units under the scheme shall commence on 16th April, 2009. From this date onwards, the Manager (UTT AMIS) may purchase units from unit holders based on the applicable Net Asset Value of units and deducting there from an exit load as aforesaid subject to the conditions of lock-in period as laid down in clause 9.13 of this Offer Document.

The procedure for such repurchases shall be as under:

- (i) The repurchase of units shall be carried out at the prevailing repurchase price, which shall be arrived at after deducting an exit load as applicable from the NAV per unit;
- (ii) Investors are advised to consider the Net Asset Value of REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) at the time they contemplate selling units back to UTT AMIS. If in doubt, investors are advised to contact investment advisers for professional advice;
- (iii) If an investor decides to sell units back to UTT AMIS, he/she should proceed to the offices of UTT AMIS or of a designated collecting agent where he/she shall be provided with the application form for repurchase of units and other information;
- (iv) An investor should fill an application for Repurchase of REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) Units.
- (v) The application should then be submitted to the office of UTT AMIS or a designated collecting agent(s) accompanied by the latest Statement of Account;
- (vi) Applications for repurchase shall be treated as having been received on the same day if they are received and accepted at the offices of UTT AMIS or its designated collecting agent(s) within banking

hours (i.e. 09.00 hours to 16.00 hours) of a Business day;

- (vii) All applications for repurchase of units received and accepted at the offices of UTT AMIS or its designated collecting agent(s) on a Business day shall be governed by the Net Asset Value of the next Business day;
- (viii) If by virtue of repurchase the unit holding falls below the minimum investment limits as stipulated in this Offer document, under each plan, the units would automatically be considered for annual reinvestment plan.
- (ix) Proceeds of repurchase shall be dispatched/ posted not later than the tenth Business day from the date of receipt of the application as follows:
 - a) Payees whose bank details are known shall be paid by way of transfers to their bank accounts;
 - b) Payees who have not notified their bank details shall be paid by way of Postal Money transfer.
- (x) It is mandatory for unit holders tendering units for repurchase, having Repurchase value equal to or above TZS 100,000 to furnish their bank account particulars through which the payment shall be made.
- (xi) In the event of transfer returns (from bank or post office), the unit holder shall not be entitled for any further claims relating to delay in the respective payment;

22.0 ASSOCIATE TRANSACTIONS

UTT AMIS shall not invest in "REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND)".

23.0 INVESTOR GRIEVANCE REDRESSAL

All investors may refer their grievances to:

The Managing Directors

UTT AMIS,

P O Box 14825, Dar es Salaam,

Telephone No.: +255 22 2128460,

Toll Free No's : +255 754 800455 & +255 754 800544 (Voda to Voda) and

+255 715 800455 & +255 715 800544 (Tigo to Tigo)

Fax: +255 22 2137593

E-mail: investorgriev@utt-tz.org | Website: www.utt-tz.org

An "Investor Service / Complaint Form (i.e. Multipurpose Form)" is available at the offices of UTT AMIS or its designated agents as well as on the website of UTT AMIS (www.uttamis.co.tz).

Further, In case an investor is not satisfied with the way the Manager has handled grievances, an appeal may be sent to the Capital Markets and Securities Authority and in the event the investor or the Manager is aggrieved with the determination of the Authority, they may follow remedies applicable in the due legal process.

24.0 CHARGES TO THE SCHEME

The income of the scheme shall be charged with:

- (i) Taxes as per the rates applicable.
- (ii) Commissions as per rates prescribed by Self-Regulatory Organizations such as the Stock Exchanges.
- (iii) Investment management /advisory fee at 1.80% of NAV
- (iv) Custodian fees per annum shall be charged as follows:

Slab	AUM [Assets Under Management]	Annual Rate
I	Up to TZS 20 Billion	• 0.1 % of NAV [AUM] subject to minimum of TZS 20 Million
II	Above TZS 20 Billion and up to TZS. 40 Billion	• 0.1 % of NAV [AUM] subject to minimum of TZS 30 Million
III	Above TZS. 40 Billion	• 0.1 % of NAV [AUM] subject to minimum of TZS 50 Million

- (v) Other charges at 0.6% of NAV. These include commonly rated charges in the normal course of business such as marketing and selling expenses, bank charges, audit fees, legal fees, transaction costs pertaining to distribution of units and costs related to investor servicing. However the other charges and investment management / advisory fee as above shall be limited to 2.4 % of NAV. Any amount above this limit (if any) shall be borne by the Manager.
- (vi) All expenses during the Initial Sale and during the first year of the scheme were borne by the Manager, however subsequently all charges are borne by the scheme.
- (vii) The initial issue expenses were as follows:

Sr. No.	Main Expenditure Head	Costs in (TZS Millions)
1	Public Education /Training Costs	80.00
2	Promotion	150.00
3	Scheme documents/literature	31.50
4	IPO Administration cost	75.00
5	Legal/Audit fees	05.00
6	Misc expenses (dispatch etc)	15.00
	Total	356.50

- (viii) In addition to the above, Agents' Commission in the range of 2 % to 2.25 % [applicable on the basis of a set performance criteria] was payable for canvassing business. Further, all expenses for the Initial Sale were borne by the Manager and consequently, there were no any initial charge to the investors.

25.0 CHARGES TO INVESTORS

25.1 EXIT LOAD (SERVICE CHARGE)

The Manager shall levy an exit load as laid down in clause 9.12 of this Offer Document as applicable and deduct it from the applicable NAV per unit to arrive at the Repurchase price of a unit / price of unit on termination subject to a minimum of five hundred shillings (TZS 500) per transaction, as follows:

- | | | |
|-------|---|------------------------|
| (i) | within 1 year from the date of sale | : 2% of NAV per unit |
| (ii) | More than 1 year but before 2 years from the date of sale | : 1.5% of NAV per unit |
| (iii) | More than 2 year but before 3 years from the date of sale | : 1% of NAV per unit |
| (iv) | After 3 years from the date of sale | : Nil |

26.0 ACCOUNTING POLICIES

26.1 INCOME RECOGNITION

- (i) Dividend Income on listed equity shares is recognized on the ex-dividend date, other shares is recognized on receipt.
- (ii) In respect of interest bearing investments such as term deposits, income is recognized on accrual basis.
- (iii) Profit or loss on sale of investments is recognized on the sale date on the basis of weighted average cost.
- (iv) The difference between carrying cost and maturity value of Treasury Bills and other long term discounted instruments is treated as income over the remaining life of the instrument on yield to maturity (YTM) basis. For short-term investments, valuation shall be on amortization basis. Both shall however be reported in the annual financial statements in compliance to the International Financial Reporting Standards Number 9 on financial instruments (IFRS 9) as required by the National Board of Auditors and Accountants (NBAA).
- (v) Other income is accounted for on receipt basis.

26.2 EXPENSES

Expenses are accounted for on accrual basis.

26.3 INVESTMENTS

- (i) Investments are stated at cost or written down cost.
- (ii) In case of secondary market transactions, investments are recognized on trade dates.
- (iii) Subscription to primary market issues is accounted as investments on allotment.
- (iv) Bonus/rights entitlements are recognized on ex-bonus/ex-rights dates.
- (v) Investments in Treasury Bills, Government Bonds, listed Corporate Bonds and Term Deposits are transferred to current assets on their Repurchase/due date.
- (vi) The cost of investments includes brokerage and any applicable taxes and stamp fees.

26.4 PROVISIONS AND DEPRECIATION

An 'asset' is classified as non-performing (Non Performing Asset/NPA) if the interest and/or the principal amount has/have remained outstanding for 60 days from the day such income/principal installment has fallen due. Once an asset is classified as NPA there is no further accrual of income on such asset.

(i) Interest Provision

Full provision is made at quarter ends in respect of interest accrued and outstanding until the date, the asset is classified as NPA.

Full provision is made in respect of dividend at month ends, where it remains outstanding for more than 60 days from ex-dividend date or date of declaration of dividend in case of unquoted shares.

(ii) Investment Provision

Both secured and unsecured investments once they are recognized as NPAs should be provided at 100% of the carrying cost or investment book value whichever is applicable.

Principal repayment remaining outstanding on NPA is provided for in full.

26.5 WRITE-BACK OF EXISTING PROVISION

In case any arrears of interest are fully cleared, any interest provision to the extent made is written back in full.

The provision made for the principal amount is written back in the following manner:

- (i) Where the provision on principal was made due to the interest defaults only such provision is written back at the end of the 2nd calendar quarter from the date of payment.
- (ii) Where the provision on principal was made due to both interest and principal installment defaults such provision is written back to the extent of 50 % at the end of 2nd calendar quarter and the balance at the end of 3rd calendar quarter from the date of payment.
- (iii) Reclassification of asset:

An asset is reclassified as 'performing asset' only when the entire interest and/ or installment in default are repaid in full and the asset is serviced regularly over the next two quarters.

26.6 RESCHEDULING OF PAYMENT OF AN ASSET

In case any company defaults in paying either interest or principal amount and the Manager has accepted the proposal for revising the schedule of payments, then the following norms are adhered to:

- (i) In case it is a first rescheduling and only interest is in default, the asset on re-scheduling continues to be non-performing for a period of 2 quarters, even though the asset is serviced regularly during these 2 quarters. Thereafter, the asset is classified as 'performing asset' and all existing provision is written back.
- (ii) If the rescheduling is done due to default in interest and principal amount, the asset on rescheduling continues to be non-performing for a period of 4 quarters, even though the asset is serviced regularly during these 4 quarters. Thereafter, the asset is classified as 'performing asset' and 50% of the existing provision is written back at the end of the 2nd calendar quarter and the balance at the end of the 3rd calendar quarter from the date of being classified as performing asset.
- (iii) If the rescheduling is done for a second/third time or thereafter, the asset on rescheduling continues to be non-performing for a period of 8 quarters, even though the asset is serviced regularly during

these 8 quarters. Thereafter, the asset is classified as performing asset and 50% of the existing provision is written back at the end of the 2nd calendar quarter and the balance at the end of the 3rd calendar quarter from the date of being classified as performing asset. This norm is also applicable to restructured asset i.e. issue of a new paper. However, in case of conversion into shares, entire provision is written back in full on such conversion as there are separate valuation norms for equity.

26.7 VALUATION OF ASSETS

Traded investments are valued at the closing market rates on the valuation date and in its absence, the latest available quote within a period of 30 days prior to the valuation date. If no quotes are available for a period of 30 days prior to valuation date, the same is treated as non-traded investment. When a debt security is not traded on any stock exchange on any particular valuation day, the value at which it was traded on the principal stock exchange or any other stock exchange, as the case may be, on the earliest previous day may be used provided such date is not more than 15 days prior to the valuation date. When a debt security is purchased by way of private placement, the value at which it was bought may be used for a period of 15 days beginning from the date of purchase.

In case of quoted debentures and bonds, the market rate, being cum-interest, the same is adjusted for the interest element if any.

Rights entitlements for shares are valued at market price reduced by the exercise price payable, further discounted for dividend element, wherever applicable.

Unquoted preference shares/cumulative convertible preference shares are valued at cost.

Non-traded/thinly traded equity securities are valued on fair valuation basis as per valuation principles laid down below:

- (i) Based on the latest available Balance Sheet, net worth is calculated as follows: Net worth per share - [share capital + reserves (excluding revaluation reserves) - Miscellaneous expenditure and debit balance on P&L A/c; if any] divided by number of paid up shares.
- (ii) Average capitalization rate (P/E) for companies listed at Dar es Salaam Stock Exchange is taken and discounted by 75%. Earnings per share (EPS) based on the latest audited accounts for the company is considered for this purpose.
- (iii) The value as per the net worth value per share and the capital earning value calculated as above is averaged and is further discounted by 10% for illiquidity so as to arrive at the fair value per share.
- (iv) In case an individual non-traded/thinly traded equity security accounts for more than 5% of the total assets of the scheme, an independent valuer is appointed for the valuation of the said security. To determine if a security accounts for more than 5% of total assets of the scheme, it shall be valued as per the procedure prescribed for non-traded/ thinly traded equity and the proportion which it bears to the total net assets of the scheme shall be compared on the date of valuation.

Valuation of non-traded/thinly traded Debt securities are as follows:

- (a) Debt Securities where the time of purchase the residue maturity is up to 364 days: Debt securities purchased with residual maturity of up to 364 days is valued at cost (including accrued interest till beginning of the day) plus the difference between the Repurchase value (inclusive of interest) and the cost spread uniformly over the remaining maturity period of the instrument.
- (b) Debt Securities where at the time of purchase the residual maturity is of more than 364 days: In case of debt securities where the maturity is greater than 364 days at the time of purchase, the last

valuation price (i.e. price prevalent on the 365th day) plus the amortized value up to the date of valuation is used instead of purchase cost as given in the methodology stated at (a) above.

All Non Government non-performing assets are valued based on the provisioning norms.

Unquoted warrants are valued at the market rate of the underlying equity shares discounted for dividend element, if any and reduced by the exercise price payable. In cases where the exercise price payable is higher than the value so derived, the value of the warrants is taken as nil and where the exercise price is not available or underlying equity is non-traded, such warrants are valued at cost.

Valuation of Convertible Debentures and Bonds are as follows:

Partly Convertible Debentures [PCD(s)], Fully Convertible Debentures [FCD(s)] and Optionally Convertible Debentures [OCD(s)]: The convertible debentures as above is broadly classified into 'performing assets' (where the servicing by the company is regular) and 'non-performing assets'. All convertible NPA's are valued at cost till their conversion into equity and provisions as per the existing norms are made regularly. After conversion the same shall be valued as 'quoted' or 'unquoted' as the case may be. In respect of debentures (performing) where servicing is regular, the following norms are followed up to their conversion. After conversion the same shall be valued as 'quoted' or 'unquoted' as the case may be.

The money invested in inter bank call market is taken at cost.

In the event that any of the accounting procedures outlined under clause 25 is not in compliance with the treatment required under standard 7 on financial instruments the International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS), the treatment and reporting requirements of IFRS and IAS shall prevail.

27.0 DETERMINATION OF NET ASSET VALUE

The Net Asset Value (NAV) of the scheme shall be calculated by determining the value of the scheme's assets and subtracting there-from the liabilities of the scheme taking into account, the accruals and provisions. The NAV per unit shall be calculated by dividing the NAV of the scheme by the total number of units issued and outstanding under the scheme on the date of calculation.

The UTT will calculate and disclose the first NAV not later than 60 days from the closure of Initial Sale Period. During the cool off period, the NAV shall be calculated on the weekly basis and on the daily basis thereafter as under:

- (i) The NAV shall be issued to the press for publication on every Friday of the week during cool off period and thereafter every Business day.
- (ii) The NAV shall be published in newspapers of wide circulation in Tanzania.
- (iii) The NAV shall also be available on the website of UTT AMIS (www.uttamis.co.tz).
- (iv) If on any valuation day, the Dar es Salaam Stock Exchange is closed due to public holiday or any other reason, the prices of the previous Business day shall be taken for the purpose of NAV calculation.

28.0 UNIT HOLDERS RIGHTS AND SERVICES

- (i) Unit holders under the scheme have a proportionate right in the beneficial ownership of the assets of the scheme.
- (ii) Unit holders have the right to ask the UTT-AMIS any information which may have an adverse bearing on their investments and the UTT-AMIS shall be bound to disclose such information to the unit holders.
- (iii) A summary of the Annual Report in respect of the scheme shall be mailed to unit holders not later than four months from the date of closure of the relevant accounting year and be made available for inspection at the office of the UTT-AMIS and branches of the CRDB Bank Plc.
- (iv) The financial year of the scheme shall close on 30th June of every individual year.
- (v) Any change in the fundamental attributes of the scheme shall be carried out only if the unit holders are allowed to exit at Net Asset Value besides being intimated by individual communication as well as publication of intimation in an English and Kiswahili newspaper of national circulation.
- (vi) Unit holders have the right to inspect the following documents at the offices of the UTT-AMIS:
 - a) The Capital Markets and Securities Act, 1994 (as amended).
 - b) The Capital Markets and Securities (Collective Investment Schemes) Regulations 1997.
 - c) The Deed of Trust of the REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND).
 - d) The Companies Act (Cap 212).

29.0 TAXATION

The information provided here below is only for purposes of providing general information to unit holders. In view of the individual nature of tax consequences, each unit holder is advised to consult his own legal or tax adviser with respect to specific tax implications arising out of his/her participation in the scheme. As per taxation laws in force on the date of this offer document, the tax implications of the scheme are as follows:

- (i) Interest Income from short term investments is taxable at 10% withholding tax, which is final;
- (ii) Income from dividends of listed companies whose shares are held by the scheme is taxable at 5% instead of the usual rate of 10%;
- (iii) Capital gains arising from sale of listed equities and sales/maturity of listed bonds at the DSE held by the scheme are tax exempt.

30.0 WINDING UP OF THE SCHEME

The Scheme may be wound up if:

- (i) It is so resolved at an extra ordinary general meeting of the unit holders;
- (ii) Winding up may also take place pursuant to sections 122 and 124 of the CMS Act.

31.0 GENERAL

- (i) Applications for issue of units under the following circumstances are liable to be rejected by the Manager if:
 - a) An application is received with an amount less than the minimum amount as prescribed under different investment plans of the scheme from time to time.

- b) An application has not been signed by an applicant.
 - c) An applicant is not eligible to invest in the scheme.
 - d) The cheque deposited along with the application is rejected and payment is not received by the Manager.
- (ii) Any decision of the UTT AMIS about the eligibility or non-eligibility of a person to make an application under the scheme shall be final subject to approval by the Authority. Refund of application money in a rejected case shall be made after the requisite operational and other procedural formalities are complied with and at the cost of the applicant and the Manager not incurring any liability whatsoever for interest or any other sum(s).
- (iii) Unit holders who come to hold units under a false declaration shall be liable to have their ownership of the units cancelled and their name removed from the register of unit holders. In such cases, the Manager shall have the right to repurchase the outstanding unit holding at the offer price or at Net Asset Value whichever is lower, after deducting there from a sum equal to 10% of the repurchase price as penalty and return the balance to the concerned investor. The Manager may recover any wrong payment already made (if any) and return the balance amount to the concerned investor.

32.0 ABSTRACT OF SIGNIFICANT PROVISIONS OF THE DEED OF TRUST FOR “REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND)”

32.1 COMPLIANCE BY MANAGER AND CUSTODIAN

- (i) UTT AMIS as Manager and CRDB Bank Plc as Custodian shall in all manners act as required of them by the terms of this Deed of Trust and the Act.
- (ii) The Manager shall have the power and competencies as set out in its constitutive document and shall subject to the provisions of the Deed of Trust be entitled to make arrangements necessary to carry into effect the objects, investment policy and provisions of the “REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND)”.
- (iii) Neither the Manager nor the Directors thereof shall either directly or indirectly derive any pecuniary advantage or personal interest from the acquisition or sale by the Manager of any securities or property intended for the purpose of the “REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND)”.
- (iv) The Custodian shall exercise all the powers necessary to protect the interest of unit holders under the Deed of Trust.
- (v) The Custodian shall not have or acquire an interest in any agreement or transaction which has conflicting interests with the scheme or concerning an underlying security or property.

32.2 LIMIT OF LIABILITY FOR UNIT HOLDERS

A holder of units under the scheme is not liable to make any further payment after he has paid the required price for the purchase of units and furthermore, no further liability shall be imposed by the Manager or Custodian on them in respect of the units which he holds.

32.3 NO EXEMPTION OF LIABILITY FOR MANAGER AND CUSTODIAN

The Manager and Custodian of the scheme shall not be exempted from any liability to holders unopposed under the law of Tanzania or breaches of trust through fraud or negligence nor may they be indemnified against such liability by holders or at holder’s expense.

32.4 INTEREST OF UNIT HOLDERS IN PROPERTY OF THE SCHEME

- (i) The property of the scheme consists of the investment amount as well as all income and rights arising out of application of the investment amount.
- (ii) The property of the scheme is held by the Custodian in trust for the holders of the units parri-passu according to the number of units held by each holder.
- (iii) All sums to be distributed to Unit holders are held by the Custodian on trust to distribute or otherwise apply them in accordance with the Deed or the Act.
- (iv) In no event shall a unit holder have or acquire any rights against the Manager or Custodian except as expressly conferred upon such unit holder by the Deed of Trust.

32.5 INVESTMENT AND BORROWING RESTRICTIONS

- (i) The scheme shall not borrow.
- (ii) The investment policy of the Manager shall be aimed at investing at fair prices in a balanced spread of ordinary shares as well as in fixed income securities in order to achieve the stated objectives of the scheme.
- (iii) Shares held by one scheme managed by the manager, can be acquired by another scheme at market rate subject to the rules of the stock exchange in which the shares are listed.
- (iv) The Manager shall not invest scheme property in securities which are partly paid up or which in other ways are likely to incur any liability for the scheme.
- (v) Investment of scheme property shall be effected in accordance with the regulations prescribed by the Authority from time to time and in line with the scheme Investment policy as outlined hereunder:

32.6 INVESTMENT POLICY

32.6.1 INVESTMENT PROFILE

- (i) The profile of the scheme's investment is a balanced portfolio;
- (ii) The investment objective of the plan is primarily to generate regular income coupled with long-term capital appreciation through growth in NAV by investing in debt instruments and listed ordinary shares;
- (iii) Accordingly, the asset allocation of the scheme investments shall be as under:
 - a) Debt Instruments – 0 % to 100 %.
 - b) Equity – 0 % to 35 %
- (iv) The scheme shall invest in ordinary shares listed at the Dar es Salaam Stock Exchange or other stock exchanges provided that the amount invested in this market segment shall be limited to 35% of the total investments of the scheme.
- (v) The balance shall be invested in Government instruments of various maturities, listed corporate bonds as well as deposit accounts.
- (vi) The Manager shall keep adequate liquid assets in anticipation of calls for Repurchase. Where redemption requests on any one dealing day exceed ten per cent of the total number of units or shares in issue, redemption requests in excess of ten percent may be deferred to the next dealing day.

- (vii) Change in Investment Pattern: Subject to regulatory provisions, the asset allocation pattern indicated above may change from time to time, keeping in view market conditions, market opportunities, applicable regulations and political and economic factors. It must be clearly understood that the percentages stated above are only indicative and not absolute. These proportions may vary substantially depending upon the perception of the Manager; the intention being at all times to seek to protect the interests of the Unit holders. Such changes in the investment pattern will be for short term and only for defensive/ or specific considerations. UTT shall notify the Authority within one week of significant changes in the Investment Pattern.

32.6.2 INVESTMENT POLICY RATIONALE

- (i) REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) aims at facilitating the planning of long term investment which can help in meeting routine expenses through regular income, avail of the opportunities of the capital markets and yet keep the corpus intact to meet the vagaries of emergencies and old age.
- (ii) Although future is uncertain and unknown, it is albeit an extrapolation of the past and present. People who wish to invest in the market with a long range investment goal would find REGULAR INCOME UNIT TRUST SCHEME (JIKIMU FUND) the right product. The fund intends to invest both in equity as well as debt. On the equity side, the fund would focus on companies that have good earnings, a solid financial base and great prospects for the future. With the equity market at nascent stage the journey seems to be only upwards as more market players join the fray and more offerings add to the market capitalization like the forthcoming IPOs. So far, the equity markets have been fairly stable and the dividends received are in line with investor expectations. Not to be forgotten is that there are risks which may affect the performance of the market.
- (iii) One important feature of the Investment policy that has been included in this scheme is the flexibility on the asset allocation. This will help the scheme to avail of the opportunities of forthcoming IPOs by creating adequate liquidity and rebalancing the portfolio to avail of other unanticipated market opportunities e.g. the ongoing reforms process especially in banking would continue to give opportunities for credit creation and growth. Continued donor assistance and solid macroeconomic policies would support real GDP growth of more than 6% through the next five years. This could result in softening of interest rates on one hand but improved equity earnings on the other.

On the debt side, it is difficult to predict the play of interest rates for a 10 year period. However, based on the past trend one can make fair estimation for the next two years. Beyond that based on actual experience some rebalancing of the portfolio may be needed in the interest of the unit holders. It would also help the Fund Manager to invest in more instruments both on debt and equity side.

32.7 VALUATION OF ASSETS AND PRICING

Investments held by the scheme shall be valued by taking;

- (i) The latest closing prices of listed shares including cross listed companies as on every Business day;
- (ii) The value of investments not listed or quoted on a recognized market shall be determined on a regular basis by a professional person approved by the Trustee/ Custodian as qualified to value such investments.
- (iii) In case of quoted debentures and bonds, the market rate, being cum-interest, the same is adjusted for the interest element if any;

- (iv) For unquoted and quoted but not actively traded (as per the prescribed limits) fixed income securities, the valuation method is “Yield to Maturity” using comparable traded securities adjusted to accommodate risk and illiquidity factors. Adjustment for tax should also be made;
- (v) Amount of principal and accrued interest less tax on interest earning deposits;
- (vi) Where instruments have been bought on “repo” basis, the instrument must be valued at the resale price after deduction of applicable interest up to date of resale. If the repurchase price exceeds the value, the credit must be taken for appreciation and if the repurchase price is lower than the value, depreciation must be provided for;
- (vii) For suspended Companies, the Net Asset Book Value per share approach shall be applied based on the latest financial statements of the company or the Dividend Valuation Model whichever is lower;
- (viii) Until they are traded, the value of rights shares should be calculated as: $\text{Market value or } V-n/m * (\text{Pe-Po})$ Where,
 - V - value of rights
 - n - number of rights offered
 - m- number of original shares held
 - Pe- Ex -rights price
 - Po- rights offer price
- (ix) Such other criteria or methods as may be prescribed by the Authority from time to time.
- (x) In the event that any of the accounting procedures outlined under clause 32.7 is not in compliance with the treatment required under standard 7 on financial instruments, of the International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS), the treatment and reporting requirements of IFRS and IAS shall prevail.

32.8 DEALING, SUSPENSION AND DEFERRAL OF DEALING

(i) Circumstances under which the Dealing can be Deferred or Suspended:

- a) The Manager did not carry out the sale or re-purchase of units under the scheme during the first 4 ½ months cool off period ended on 15th April, 2009.
- b) The Manager shall with the approval of the Authority suspend repurchase of units in the event of exceptional circumstances.
- c) The Manager shall defer to the next dealing day repurchase of units if 10% of the units are repurchased within one dealing day.
- d) Sale and Repurchase operations shall not be carried out by the Manager during the book closure/cool off period.

(ii) Interval between Receipt of request for Repurchase and the Payment of the repurchase money:

- a) Repurchase will be effected on receipt of the Statement of Account by the Manager or his agent along with the Form for Application for Repurchase or such other document as may be prescribed by the Manager from time to time duly completed in all respects.
- b) Payment of Repurchase proceeds shall be dispatched within ten Business days from the date of acceptance of an application by the Manager or his agent duly completed in all

respects. Payment shall be made by way of bank transfers to unit holders who have notified their bank details to the Manager and by way of postal money transfer to unit holders who have not notified bank details.

32.9 APPROPRIATION OF INCOME

No amount shall be deducted from the income of the scheme other than an amount which in the opinion of the Manager and the Auditor is required to pay compulsory charges and auditors' fees for which the scheme is liable. The Manager and Auditor shall consult the Custodian prior to deducting any amount from the income of the scheme.

32.10 FEES AND CHARGES

(i) Initial Charge

There shall be no initial charge for units sold during the Initial Sale of units under the scheme. All initial charges shall be borne by the Manager.

(ii) Service Charge [Exit Load]

The Manager shall levy an exit load as laid down in clause 9.12 of this Offer document as applicable and deduct it from the applicable NAV to arrive at the Repurchase price of a unit / price of unit on termination subject to a minimum of five hundred shillings (TZS 500) per transaction, as follows:

- | | | |
|----|--|------------------------|
| a) | within 1 year from the date of sale | : 2% of NAV per unit |
| b) | More than 1 year but before 2 years from the date of sale | : 1.5% of NAV per unit |
| c) | More than 2 years but before 3 years from the date of sale | : 1% of NAV per unit |
| d) | After 3 years from the date of sale | : Nil |

The Manager shall not levy any service charge to arrive at the sale price of a unit. Units would therefore be sold at the applicable NAV.

33.0 DEATH OF A UNIT HOLDER

- (i) In the event of death of any one of the holders of units, the survivor shall be the only person(s) recognized by the scheme as having any title to or interest in the units represented by the Statement of Account.
- (ii) Where a nomination in respect of any unit has been made, the units shall, on the death of all the unit holders, vest in the nominee and on compliance of necessary formalities the nominee shall be issued a Statement of Account in respect of the units so vested subject to any charge or encumbrance over the said units.
- (iii) Provided that nothing herein contained shall affect any right, which any other person may have as against such survivors or survivor in respect of the said units.
- (iv) In absence of a nomination, the executor or administrator of a deceased sole unit holder shall be the only person who may be recognized by the scheme as having any title to a unit. In such a case, the executor or administrator of the deceased's estate shall be recorded as the holder of the units previously held in the name of the deceased. A Statement of Account shall be issued to the administrator or executor in that capacity.
- (v) Alternatively, in absence of a nomination, any person becoming entitled to a unit in consequence of the death of any sole unit holder or upon the death of survivor of units held on joint/either or

survivor basis may, subject as hereinafter provided, upon producing such evidence as the scheme shall consider sufficient either be registered as a holder of such unit upon giving to the scheme notice in writing of his desire to that effect or transfer such unit to some other person.

- (vi) All the limitations, restrictions and provisions of this scheme relating to transfers shall be applicable to any such notice or transfer as if the death had not occurred and such notice or transfer were a transfer executed by the unit holder.
- (vii) The scheme may retain any moneys payable by it in respect of any unit of which any person is entitled to be registered as the unit holder or which any person under these provisions is entitled to transfer, until such person be registered as the holder of such unit or shall duly transfer the same.

34.0 MEETINGS

There shall be held every year a general meeting of Unit holders. The Scheme shall conduct meetings of unit holders as follows;

- (i) Unit holders shall be able to appoint proxies;
- (ii) Votes shall be proportionate to the number of units held;
- (iii) The quorum for meetings at which a special or extraordinary resolution is to be considered shall be the holders of twenty five per cent of the units in issue; and ten per cent if only an ordinary resolution is to be considered;
- (iv) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned for not less than fifteen days and the quorum at an adjourned meeting shall be those persons present in person or by proxy;
- (v) An extraordinary general meeting shall be convened for the following purposes:
 - a) to modify, alter or add to the trust deed;
 - b) to terminate the scheme.
- (vi) The Custodian, Manager and their associated persons are prohibited from voting their beneficially owned units at or counted in the quorum for a meeting at which they have material interest in the business to be conducted’.
- (vii) An ordinary resolution may be passed by a simple majority of the votes of those present and entitled to vote in person or by proxy at a duly convened meeting; and
- (viii) A special or extraordinary resolution may only be passed by seventy five per cent or more of the votes of those present and entitled to vote in person or by proxy at a duly convened meeting



UTT Asset Management and Investor Services Plc

2nd Floor, Sukari House
Sokoine Drive/Ohio Street
PO Box 14825
DAR ES SALAAM

Tel: +255 22 2122501/ 2137592 / 2128460

Toll-free numbers: +255 754 800 544 or +255 754 800 455 (Voda),
+255 715 800 544 or +255 715 800 455 (Tigo), +255 782 800 455 (Airtel)

Fax: +255 22 2137593

Email: uwekezaji@uttamis.co.tz

Website: www.uttamis.co.tz

and

6th Floor PSSSF House
Makole Street
Dodoma - Tanzania

Tel: +255 (0) 262329062

Fax: +255 (0) 262329063