

HATUA ILIYOFIKIWA KATIKA KUONGEZA MTAJI WA BENKI

Benki ipo katika utekelezaji wa zoezi la kuongeza mtaji ili; (i) kukidhi vigezo vya mtaji kwa sheria za Benki Kuu ya Tanzania (ii) kuongeza uwezekano wa kulipa gawio baada ya kupata faida (iii) kuhakikisha thamani ya hisa sokoni inaongezeka baada ya zoezi kukamilika na (iv) kuvutia wawekezaji wa ndani na nje ya nchi katika kukuza biashara.

Ni kwa sababu hizo hapo juu, benki inapendekeza kuchukua hatua ya kimkakati kwa kufuata Sheria ya Makampuni, No. 12, ya mwaka 2002, kifungu cha 69 na vilevile Kanuni za Kampuni yetu kifungu cha 38 kufuta malimbikizo ya hasara ya TZS 19,823,811,003 iliyoapatikana tangu kipindi benki ilipoanza biashara mwaka 2016 hadi kufikia mtaji uliopo sasa wa TZS 16,088,648,997. Hatua hii ya kahasibu inachukuliwa huku benki ikiwa imeanza kutengeneza faida tangu mwezi Julai 2021. Hakutakuwa na madhara yoyote kwa wanahisa kwani kiasi kinachopunguzwa ni hasara zilizolimbikizwa pekee na hakuna mabadiliko katika hazina ya wanahisa.

Azimio la 5/2021

Wanahisa baada ya kujadili na kuridhia wameazimia benki iendelee na mchakato wa kuongeza mtaji kwa;

- I. Kupunguza bei ya hisa moja kutoka shilingi 500 hadi shilingi 220*
- II. Kuuza hisa moja kwa bei ya shilingi 220 (shilingi mia mbili na ishirini) katika Soko la Hisa la Dar es Salaam (DSE)*
- III. Kutafuta mwekezaji wa kimkakati atakaekuwa tayari kuwekeza kufuatana na sheria za Benki Kuu ya Tanzania.*

Marekebisho ya Vifungu vya Kanuni za Benki (Articles of Association)

Kutokana na mapendekezo ya marekebisho ya Kanuni za Kampuni (Articles of Association), ilikubaliwa kwamba marekebisho yaliyopendekezwa na Wakurugenzi wa Bodi kwa kifungu cha 4 cha kanuni za kampuni kama inavyoelezewa hapo chini yatatekelezwa.

Kifungu cha 4

Ililikubaliwa kwamba, mapendekezo ya mabadiliko ya kifungu cha 4 yasomeke kama ifuatavyo:

“Mtaji wa benki ulioidhinishwa katika tarehe ya usajili wa kanuni hizi za kampuni umerekebishwa na kusomeka **Shilingi za Tanzania Bilioni Mia Moja (Shilingi 100,000,000,000) iliyogawanywa katika hisa Milioni Mia Nne Hamsini na Nne Laki Tano Arobaini na Tano na Mia Nne Hamsini na Tano (454,545,455) za Shilingi za Tanzania Mia Mbili Ishirini (Shilingi 220) kila moja.**”

UPDATE ON BANK'S CAPITAL RESTORATION PLAN

The bank is in implementation of the rights issue process to: (i) comply with BOT core capital requirements (ii) increase ability to pay dividend when making a profit (iii) ensure bank share price appreciates in the market post issue, and (iv) attract investors from within and outside the country for business growth.

It is in this regard therefore, the bank takes a strategic move in line with the Companies Act, No 12 of 2002 section 69 and bank's MEMARTS section 38 to offset accumulated prior year losses for TZS 19,823,811,003 since the bank started operations in 2016 to the current shareholders fund balance for TZS 16,088,648,997. This accounting measure is taken given the fact that the bank has started making profits from July 2021. There will not be impact to shareholders as the reduction comes from incurred prior year losses and no change in the net asset position.

Resolution 5/2021

The shareholders after discussing and adopting the agenda, resolved that the bank shall continue with the rights issue process by;

- I. Reducing the par value of shares from TZS 500 to TZS 220 each*
- II. Selling shares at a price of TZS 220 per share at the Dar es Salaam Stock Exchange (DSE)*
- III. Looking for a strategic investor who will be ready to invest as per the Bank of Tanzania regulations.*

Amendment of the Articles of Association

Following the presentation on the proposed amendments of the Articles of Association of the Company, it was resolved that the Board of Directors proposed the amendment of Article 4 of the Company's Articles of Association as narrated below:

Article 4

It was resolved that a proposal to amend Article 4 to read:

"The authorized share capital of the bank at the date of registration of this memorandum of association is amended as Tanzania Shillings One Hundred Billion (TZS 100,000,000,000) divided into Four Hundred Fifty Four Million Five Hundred Fourty Five Thousand Four Hundred Fifty Five (454,545,455) shares of Tanzania Shillings Two Hundred Twenty (TZS 220) each."