

MKUTANO MKUU WA TANO WA WANAHISA

 @mwalimubank

 in @mwalimucommercialbank

| Miaka 5 ya kukua pamoja.



MWALIMU JIKIMU

SIFA ZA MUOMBAJI

- Mwalimu mpya
- Kupitisha mshahara benki ya mwalimu.

STAAFU BILA STRESS

- 
- Mlinde mstaafu,
 - Wastaafu loan



Mwalimu Commercial Bank Plc

MKUTANO MKUU WA TANO 2021

Miaka  ya kukua pamoja



Tupigie

 0800 750 033

Tembelea

mwalimubank.co.tz

Tufuatilie

  @mwalimubank

► YALIYOMO

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Orodha ya Vifupisho

AGM	Annual General Meeting (Mkutano Mkuu wa Mwaka)
ATM	Automated Teller Machine (Machine ya Kutolea Fedha)
BOT	Bank of Tanzania (Benki Kuu ya Tanzania)
BRELA	Business Registrations and Licensing Agency (Wakala wa Usajili wa Biashara na Leseni)
CMSA	Capital Markets and Securities Authority (Mamlaka ya Masoko ya Mitaji na Dhamana)
CSDR	CSD & Registry Company Limited (Kampuni ya Hifadhi ya Dhamana (Hisa na Fungani))
CWT	Chama cha Walimu Tanzania
DSE	Dar es Salaam Stock Exchange (Soko la Hisa la Dar es Salaam)
EGM	Enterprise Growth Market (Soko dogo la Hisa la DSE)
MEMARTS	Memorandum and Articles of Association (Kanuni za Kampuni)
NHIF	National Health Insurance Fund (Mfuko wa Taifa wa Bima ya Afya)
NOMAD	Nominated Advisors (Washauri walioteuliwa na Soko la Hisa la Dar es Salaam)
PLC	Public Limited Company (Kampuni ya Umma)
PSSSF	Public Service Social Security Fund (Mfuko wa Hifadhi ya Jamii kwa Watumishi wa Umma)
SME	Small and Medium Enterprises (Wafanyabiashara Wadogo na wa Kati)
TDCL	Teachers Development Company Limited (Kampuni ya Maendeleo ya Walimu Tanzania)
TZS	Tanzania Shillings (Shilingi za Kitanzania)
UVIKO-19	Ugonjwa wa Virusi vya Korona wa mwaka 2019

Historia fupi ya benki 2016 - 2020

Benki ya biashara ya Mwalimu ilianzishwa mwaka 2012 na kupata leseni rasmi ya biashara July 2016 ikiwa na makao makuu yake jijini Dar es Salaam. Benki hii imekuwa ikitoa huduma mbalimbali kwa wateja binafsi na wa kati (SMEs).

Benki ilianzishwa na walimu kama wanahisa wengi 35.2%, Chama cha Walimu Tanzania (CWT) na taasisi yake ya uwekezaji (TDCL) 16.2%, Mfuko wa Taifa wa Bima ya Afya (NHIF) 16.2%, Mfuko wa Hifadhi ya Jamii kwa Watumishi wa Umma (PSSSF) 16.2% na Umma kwa ujumla 16.2%.

Benki ina matawi mawili jijini Dar es Salaam (Samora Avenue na Mlimani Tower) na ofisi tano (5) za kanda za kusaidia biashara mikoani (Morogoro, Mwanza, Mbeya, Dodoma na Arusha).

Kwa kipindi cha miaka mitano (5) ya kwanza benki imekuza biashara na mali zake na sasa ipo tayari kutengeneza faida kwa ajili ya wanahisa wake. Mazingira ya kukuza benki yapo tayari na benki imeanza kupata faida tangu Julai 2021.

Mpango Mkakati wa Miaka Mitano (2021-25)

Uendeshaji wa benki katika kipindi cha miaka mitano (5) ijayo (2021 – 2025) umelenga kutumia mtindo wa biashara wa mfumo wa ikolojia ya elimu (education ecosystem business model) kama eneo lake mahususi ambalo inajikita katika kufanya biashara. Hii inamaanisha benki itahudumia sekta ya elimu pamoja na sekta nyingine zinazohusiana kwa karibu nayo kama vile ujenzi wa madarasa ya shule, maabara, maktaba, utengenezaji wa chaki, madawati, huduma za vifaa vya shule vya kuandikia na kusomea, viatu na vinavyofanana na hivyo.

Benki inakusudia kufikia lengo la kuwa benki kamili itakayotoa huduma kwa wateja wadogo na wa kati, na kujenga amana za kutosha huku ikitoa huduma kuititia mifumo ya kidijitali. Hapa benki itaingia makubaliano na makampuni mbalimbali ya kimkakati ya tehama katika kuboresha huduma zake kama; *MwalimuMobile*, *MwalimuWakala*, *MwalimuCard VISA*, *Mwalimu bima*, *Mwalimu Jikimu* na nyingine nyingi.

Ni katika Mpango Mkakati huu benki inatarajia kuanza kupata faida na kutoa gawio kwa wanahisa wake baada ya mwaka wa tatu (3), yaani 2023.



Kuwa mtoa huduma za kifedha anayependwa zaidi nchini Tanzania

Dira:



Kutoa huduma bunifu za kifedha katika mfumo wa ikolojia ya elimu Tanzania na sekta zinazoendana ili kuinufaisha jamii.

Dhima:



- Kumjali Mteja
- Ushirikiano na kufanya kazi Pamoja
- Ubunifu
- Ufanisi
- Uadilifu

Maadili:

TAARIFA YA KUITISHA MKUTANO MKUU NA AKIDI

Wanahisa wanaombwa kuzingatia taarifa ya kuitisha Mkutano Mkuu kulingana na kifungu cha 45 cha Kanuni za Kampuni kuhusu notisi ya Mkutano Mkuu.

Wanahisa wanakumbushwa kuwa akidi kwa mujibu wa kifungu cha 49 cha Kanuni za Kampuni ni idadi ya wanahisa wasiopungua 50 wanaomiliki hisa zisizopungua asilimia 21 au wawakilishi wenyе sifa hizo.

Kama ndani ya nusu saa baada ya muda uliopangwa kuanza kikao akidi haijatimia, Mkutano huo utaahirishwa. Hivyo wajumbe wanasisitizwa kuchunga muda wa kufika kikaoni.

NOTISI YA MKUTANO MKUU WA 5 WA WANAHISA WA BENKI

- 5.1 Taarifa inatolewa kuwa Mkutano Mkuu wa Mwaka wa 5 wa Mwalimu Commercial Bank Plc utafanyika katika Ukumbi wa LUSH GARDEN HOTEL – Arusha Mjini siku ya Ijumaa, Oktoba 22, 2021 kuanzia saa 5:00 Asubuhi
- 5.2 Ajenda ya Mkutano ni kama ifuatavyo:
 - 5.2.1 Kufungua Mkutano
 - 5.2.2 Kupitisha Ajenda za Mkutano.
 - 5.2.3 Uthibitisho wa Kumbukumbu za Mkutano Mkuu wa 4 wa Mwaka 2020
 - 5.2.4 Kujadili yatokanayo kwenye Mkutano Mkuu wa 4 wa mwaka 2020.
 - 5.2.5 Taarifa ya Mwenyekiti
 - 5.2.6 Kupokea Ripoti ya Wakurugenzi na kupitisha taarifa za Hesabu za Fedha za Mwaka ulioishia 31 Disemba 2020.
 - 5.2.7 Azimio la Gawio kwa mwaka 2020
 - 5.2.8 Hatua iliyofikiwa katika kuongeza mtaji wa benki
 - 5.2.9 Kupokea na kuidhinisha Malipo ya Wakurugenzi
 - 5.2.10 Kupokea na kuthibitisha Uteuzi wa Mkaguzi wa nje wa Hesabu kwa mwaka unaoishia 31 Disemba 2021
 - 5.2.11 Mengineyo yatokanayo na mukutano
 - 5.2.12 Tarehe ya mukutano ujao
 - 5.2.13 Kufungwa kwa Mkutano
- 5.3 Mwanahisa ye yote ambaye anataka kuingiza pendelezo lake katika kipengele cha 5.2.11 hapo juu lazima atoe taarifa kwa maandishi siku tatu (3) kabla ya Mkutano Mkuu wa Mwaka.
- 5.4 Mwanahisa atakayeshindwa kuhudhuria, ana haki ya kuteua mwakilishi kuhudhuria mukutano kwa niaba yake. Taarifa hizi zimfikie Katibu angalau saa arobaini na nane (48) kabla ya wakati wa mukutano.
- 5.5 Wanahisa wote wanaombwa kuja na vyeti vya hisa pamoja na vitambulisho siku ya mukutano.

- 5.6 Makabrasha ya mkutano yanapatikana kwenye matawi yetu ya Samora Avenue na Mlimani Tower Dar es Salaam, na katika ofisi zetu za Arusha, Dodoma, Mwanza, Morogoro na Mbeya. Pia yatapatikana kwenye ukumbi siku ya mkutano na kwenye tovuti ya benki kuanzia tarehe 15.10.2021
- 5.7 Gharama za usafiri na malazi zitafanywa na wanahisa wenyewe.

Mwalimu Commercial Bank Plc

KUPOKEA AJENDA

Wanahisa mnaombwa kupokea ajenda za Mkutano Mkuu kama zilivyowasilishwa kuitia kwenye notisi.

NOTISI imepokelewa na kuthibitisha uwepo wa akidi ya wanahisa mahususi wa mkutano huu kama ilivyoainishwa katika Kanuni za Kampuni.

NOTICE OF THE 5th ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE BANK

- 5.1 Notice is hereby given that the 5th Annual General meeting of Mwalimu Commercial Bank Plc will be held at **LUSH GARDEN HOTEL** on **Friday**, the 22nd of October 2021 at 11:00 am to dispatch the agenda mentioned below together with the Annual Financial Statements and the Reports of both the Auditors and Directors thereon.
- 5.2 The business to be transacted in the said meeting are:
 - 5.2.1 Opening of the Meeting
 - 5.2.2 Adoption of the Agenda
 - 5.2.3 Confirmation of the minutes of the 4th Annual General Meeting of 2020
 - 5.2.4 To discuss Matters Arising from the 4th Annual General Meeting of 2020
 - 5.2.5 Chairperson's Report
 - 5.2.6 Adoption of Directors Report and Audited Financial statements for the year ended 31 December 2020
 - 5.2.7 Dividend declaration
 - 5.2.8 Update on bank's capital restoration
 - 5.2.9 To receive and approve Director's remuneration
 - 5.2.10 To receive and appoint External Auditors of Financial Statements for the year ending 31 December 2021
 - 5.2.11 Any other business
 - 5.2.12 To set the date of the next meeting
 - 5.2.13 Closing of the Meeting
- 5.3 Any Member who wants to include his proposal into item 5.2.11 above must inform the Secretary in writing, three (3) days before the Annual General meeting.
- 5.4 A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and proxy need not be a member. For a proxy to be effective their particulars must be lodged at the registered office of the bank at least forty –eight (48) hours before the time of the meeting.
- 5.5 All members are requested and encouraged to come with their share certificates and identification Cards on the date of the meeting.
- 5.6 Papers for the meeting may be collected at our branches at Samora Avenue and Mlimani Tower in Dar es Salaam and our regional offices in Arusha, Dodoma, Mwanza, Morogoro and Mbeya. Otherwise, the papers will be obtained at the venue of the meeting and and the bank's website on 15/10/2021.

- 5.7 Cost for transportation and accommodation will be borne by shareholders themselves.

Mwalimu Commercial Bank Plc

ADOPTION OF THE AGENDA

Shareholders are requested to receive and adopt the agenda of the Annual General Meeting as submitted in the notice.

NOTED the adequacy of the notice convening the meeting and the presence of the quorum of shareholders entitled to attend as per MEMARTS.



UTHIBITISHO WA KUMBUKUMBU ZA MKUTANO MKUU WA NNE WA MWAKA 2020

Kampuni iliyosajiliwa nchini Tanzania yeny cheti cha usajili namba 90216

**Kumbukumbu za Mkutano Mkuu wa Nne wa Benki ya Mwalimu Commercial Bank PLC
uliofanyika tarehe 13/08/2020 katika Ukumbi wa Isike Mwanakiyungi - Tabora**

Yafuatayo yalijiri katika Mkutano Mkuu wa Mwalimu Commercial Bank PLC uliofanyika tarehe 13/08/2020 katika ukumbi wa Isike Mwanakiyungi - Tabora kuanzia saa 5:30 asubuhi

Waliohudhuria:

Mr. Herman Mark Kessy	-	Mwenyekiti
Mr. Ambrose Ntangeki Nshala	-	Mwenyekiti Msaidizi
Mr. Festus Nicholas Mitimingi	-	Mkurugenzi
Mr. Said Kambi Shaaban	-	Mkurugenzi
Mr. Omary Ally Magalla	-	Mkurugenzi
Mr. Deus Gracewell Seif	-	Mkurugenzi
Mr. Francis Cecil Ramadhani	-	Mkurugenzi
Mr. Justine Constantino Kinyaga	-	Mkurugenzi
Mr. Celestin Leonard Muganga	-	Mkurugenzi
Mr. Mbaruku Hamisi Magawa	-	Mkurugenzi

Walioalikwa:

Mr. Richard Louis Makungwa	-	Mkurugenzi Mtendaji
Mr. Raphael Mashauri	-	Ernst & Young (Mkaguzi wa Nje)
Ms. Mary Kessy	-	Core Securities Limited (NOMAD)
Mr. Gideon Kapange	-	CSDR – Mwangalizi
Mr. Fred Odai	-	CMSA - Mwangalizi
Mr. Frank Elias Kifunda	-	KKB Attorneys at Law (Company Secretary)

Mahudhurio na Akidi ya Wanahisa

NHIF	16.17%
PSSSF	16.17%
CWT	12.94%
TDCL	3.25%
Walimu na Umma kwa ujumla (592)	0.25%
Jumla	48.79%

Orodha ya wanahisa waliohudhuria mkutano mkuu imeambatanishwa.

4.1 Kufungua mkutano na kuthibitisha akidi

Mkutano uliitishwa kwa notisi ya maandishi ya siku 30. Mwenyekiti alifungua mkutano baada ya kujiridhisha kwamba akidi imetimia kama inavyotakiwa na kifungu cha 49 cha katiba ya kampuni

4.2 Kupitishwa kwa Dondoo

Ilikubalika kwamba Dondoo zitumike kama zilivyowasilishwa.

4.3 Kuthibitisha kumbukumbu za Mkutano Mkuu wa Tatu

4.3.1 Ilikubalika kwamba kumbukumbu za Mkutano Mkuu wa Tatu wa kampuni zithibitishwe kama zilivyowasilishwa

4.4 Yatokanayo kutoka katika Mkutano Mkuu wa Tatu

4.4.1 Ilikubaliwa kwamba kumbukumbu za yatokanayo na Mkutano mkuu wa Tatu wa benki zithibitishwe kama zilivyowasilishwa

4.5 Taarifa ya Mwenyekiti

Mwenyekiti alitoa taarifa fupi kwa wajumbe kuhusiana na utendaji kazi wa kampuni katika mwaka wa fedha uliopita. Aliendelea kuwajulisha mafanikio ya kampuni katika kipindi husika pamoja na mikakati na sera zilizowekwa kuhakikisha kampuni inakua katika miaka ijayo.

4.6 Kupokea taarifa ya mwaka ya wakurugenzi na kupitisha hesabu za fedha

Mwenyekiti alimkaribisha mwenyekiti wa Kamati ya Bodi ya Ukaguzi kuwasilisha kwa wajumbe taarifa ya ukaguzi wa hesabu za kampuni.

Taarifa ya mwaka ya kampuni iliwasilishwa.

Mwenyekiti aliwakaribisha wajumbe waliokuwepo kuuliza maswali waliyo nayo kuhusiana na taarifa ya ukaguzi wa hesabu za kampuni

Iliamriwa kuwa mahesabu yaliyokaguliwa kufikia tarehe 31/12/2019 pamoja na taarifa ya wakurugenzi na wakaguzi wa nje zipokelewe na kukubaliwa.

4.7 Gawio

Kwa sababu Kampuni ilikuwa bado haijaanza kupata faida katika uendeshaji, gawio halitaweza kutangazwa.

Mwenyekiti alielezea zaidi kwamba, kwa sababu gawio huweza kutangazwa na kugawanywa baina ya wanahisa pale ambapo kampuni imetengeneza faida; itakuwa ni salama zaidi kusema Kampuni haikuwa kwenye nafasi ya kutoa gawio katika Mwaka 2020.

- 4.7.1 Wanahisa WALIELEKEZA benki kufungua matawi ili kuiwezesha benki kufikia wanahisa wengi zaidi. Hususani wale wa miji mikubwa.
- 4.7.2 Wanahisa WALIELEZE A MASHAKA yao kwa hali ya benki ya kuingiza hasara, na KUELEKEZA uongozi wa benki kuwa wabunifu zaidi kwenye kutafuta biashara ili kuweza kubadilisha hali ya benki.
- 4.7.3 Wanahisa WALIELEKEZA uongozi wa benki kujikita zaidi katika kuwavutia walimu kwa kuwapa huduma nzuri za kibenki ili kuwashawishi warudi kutumia benki yao.
- 4.7.4 Wanahisa waliongelea huduma isiyoridhisha kwa baadhi ya wafanyakazi wa benki na KUELEKEZA uongozi wa benki kutambua changamoto wanazopata wateja na kuhakikisha huduma kwa wateja inaboreshwaa.
- 4.7.5 Wanahisa WALIONESHA MASHAKA kwa kukosekana kwa fedha za kutosha katika baadhi ya wakala wa Benki. Wanahisa WALIELEKEZA uongozi wa benki uhakikishe unatafuta mawakala wenyede fedha za kuweza kuhudumia wateja bila kikwazo. Wanahisa walielekeza uongozi wa benki kuangalia uwezekano wa kutumia ofisi za CWT kwa ajili ya kuweka huduma ya Mwalimu Wakala.
- 4.7.6 Wanahisa WALIELEKEZA uongozi wa benki uhakikishe usambazaji wa ATM cards unafanyika mapema ili kuwezesha wateja wa benki kupata huduma kwa haraka.
- 4.7.7 Wanahisa WALIELEKEZA uongozi wa benki uhakikishe nakala za vitabu vya mkutano mkuu zinasambazwa kwa wanahisa mapema kabla ya mkutano mkuu.
- 4.7.8 Wanahisa WALIELEKEZA uongozi wa benki kuanzisha nafasi ya Afisa Uhusiano na wanahisa ili kuwezesha mawasiliano rahisi na wanahisa.
- 4.7.9 Wanahisa WALIELEKEZA uongozi wa benki uunde kamati katika kila mkoa ambayo itakuwa ikijibu maswali yahusuyo benki.
- 4.7.10 Wanahisa WALIELEKEZA uongozi wa benki ushirikiane na CWT ili kuhakikisha walimu wanapitisha mishahara yao katika Benki ya Mwalimu.

4.8 Kuongeza Mtaji wa Benki

Mwenyekiti aliwasilisha mapendekezo ya kuongeza mtaji wa Benki.

Ilikubaliwa kwamba mtaji wa benki uongezwe kwa kupitia soko la hisa la Dar Es Salaam (DSE).

4.9 Uteuzi wa Wakurugenzi Huru

Mwenyekiti aliwasilisha ajenda ya uteuzi wa wakurugenzi huru na kumkaribisha Mkurugenzi mmoja ili kuwaelezea wanahisa utaratibu mzima uliotumika kuwapata wakurugenzi huru wanaopendekezwa.

Wanahisa walipiga kura zao kuchagua wakurugenzi huru ambapo Bi. Berthasia Ladislaus Patrick alipata kura 74, Bi. Kissa Vivian Kilindu alipata kura 86 na Bi. Enna Victor Mwakipesile alipata kura 147.

Ilikubaliwa majina ya Bi. Kissi Vivian Kilindu na Bi. Enna Victor Mwakipesile yawasilishwe Benki Kuu (BOT) kwa ajili ya uthibitisho kabla uteuzi wao haujafanywa. Wakati huo, jina la Bi. Berthasia Ladislaus Patrick litakaa akiba endapo Benki kuu (BOT) watakataa jina la mkurugenzi yeyote aliyepigiwa kura.

Mwenyekiti alihoji wanahisa juu ya maamuzi hayo na kutamka ya kwamba wanahisa wamepitisha maamuzi hayo.

4.10 Kupitisha Ada za Wakurugenzi

Kumbukumbu iliwekwa kwamba, kupitia Kamati ya Uteuzi ya Bodi ya wakurugenzi ilipendekeza ada za wakurugenzi zibaki kwa kiwango kilekile kama kilichokuwa kimependekezwa mwaka uliopita.

Ada hizo ni kama zinavyooneshwa hapo chini na zitakatwa kodi ya zuio kulingana na taratibu za sheria ya kodi ya Tanzania:

Ada za Wakurugenzi za Mwaka

Mwenyekiti – Shilingi 3,500,000 kwa mwaka

Wakurugenzi wengine – Shilingi 2,500,000 kwa mwaka

Hizi zitalipwa kila baada ya robo mwaka.

Posho za Wakurugenzi

Mwenyekiti – Shilingi 600,000 Kwa kikao

Wakurugenzi wengine – Shilingi 500,000 kwa kikao

Ilikubalika kwamba mapendekezo kuhusu ada za wakurugenzi yathibitishwe kama ilivyopendekezwa.

4.11 Uteuzi wa wakagazi wa nje

Mwenyekiti aliwasilisha mapendekezo ya kuwateua HLB MEKONSULT kama wakagazi wa nje kwa mwaka wa 2020.

Ilikubaliwa kwamba HLB MEKONSULT kuteuliwa kama wakagazi wa kampuni kisheria kwa mwaka unaoishia 31 Disemba 2020 kwa gharama ya Shilingi 34,810,000 (Shilingi za kitanzania Milioni Thelathini na Nne Laki Nane na Elfu Kumi Tu) kwa ukagazi wa mahesabu na Tehama.

Ilikubaliwa tena kwamba, Bodi imeruhusiwa na kuelekezwa kufanya mambo yote ya lazima na yanayofaa ili kuwezesha ufanikishaji wa makubaliano haya.

4.12 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 vifungu vya 40 na 96 vya kanuni za benki kama inavyoelezewa hapo chini yatakelezwa.

Kifungu cha 40

Ilikubaliwa kwamba, mapendekezo ya mabadiliko ya Kifungu cha 40 yasomeke kama ifuatavyo:

"The Bank shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year which shall be conducted either physically or both physically and through virtual platform should circumstances require the use of the virtual platform and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Bank and that of the next."

Kifungu cha 96

Ilikubaliwa Kifungu cha 96 kibadilishwe na kusomeka:

"The Directors may meet physically or otherwise through virtual platform should circumstances limit physical meetings for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by most votes. In case equality of votes, the Chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors."

Ilikubaliwa tena kwamba, Bodi imeruhusiwa na kuelekezwa kufanya mambo yote ya lazima na yanayofaa kama itakavyotakiwa, ili kuwezesha ufanikishaji wa makubaliano haya.

4.13 Maswali na Majibu

Mwenyekiti aliwakaribisha wajumbe kuuliza maswali na kutafuta ufanuzi wa mambo ambayo yanawatatiza.

Maswali kadha wa kadha yaliulizwa na kujibiwa vyema na Mkurugenzi Mtendaji na viongozi wengine wa benki.

Maswali hayo yalihusu vitu vifuatavyo;

- i. Hali ya kibiashara isiyoridhisha toka kuanzishwa kwa benki mwaka 2016;
- ii. Huduma sahihi na za wakati kwa wateja wa benki;

- iii. Ubunifu na kuangalia fursa mbalimbali kwa manufaa ya benki;
- iv. Uwezeshwaji wa wafanyakazi wa Chama Cha Walimu (CWT) kuhusu elimu ya kifedha kwa ajili ya kusaidia shughuli za benki;
- v. Upatikanaji wa hudumaza kibenki kwa haraka;
- vi. Kuanzisha dawati la mahusiano ya wanahisa wa benki, Pamoja na kuwakuboresha mawasiliano na wanahisa wa benki;
- vii. Uboreshaji wa upatakanaji wa huduma mbadala za kibenki, kufungua ofisi za mikoani pamoja na kuzidi kuitangaza zaidi benki;

4.14 Tarehe na Ajenda za mkutano mkuu ujao

Ilikubaliwa kwamba mkutano mkuu ujao ufanyike siku ya Alhamisi tarehe 24/06/2021 na ajenda zitawasilishwa kwa wajumbe kwa wajumbe kwa muafaka.

4.15 Shukrani

Kwa kuwa hakukuwa na jambo jingine la kujadili, mkutano ulihitimishwa kwa salamu za shukrani kutoka kwa Mwenyekiti.

4.16 Kufunga mkutano

Ilitambuliwa kuwa, Maamuzi yote yaliyofanyika na Mkutano Mkuu wa wanahisa yamefanyika kwa hiyari ya wote kama ilivyoainishwa katika kumbukumbu za mkutano huu.

Mwenyekiti alihakikisha ajenda zote zimejadiliwa, akatangaza kufunga mkutano saa kumi kamili (10:00) jioni.

Mwenyekiti

Katibu

Tarehe

Azimio la 1/2021

Imezimiwa kuwa muhtasari wa Mkutano Mkuu wa Nne uliofanyika Tabora siku ya Alhamis tarehe 13 Agosti 2020 katika ukumbi wa Isike Mwanakiyungi ni kumbukumbu sahihi.

The Company incorporated in Tanzania with Certificate of Incorporation No. 90216

Minutes of the 4th Annual General Meeting of Mwalimu Commercial Bank Plc (the Company") held on the 13th August 2020 at Isike Mwanakiyungi Hall – Tabora.

During the 4th Annual General Meeting of Mwalimu Commercial Bank, Plc held on 13th August 2020 at Isike Mwanakiyungi Hall - Tabora from 11:30 am the following matters were transacted:

Present:

Mr. Herman Mark Kessy	-	Chairman
Mr. Ambrose Ntangeki Nshala	-	Vice Chairman
Mr. Festus Nicholas Mitimbingi	-	Director
Mr. Said Kambi Shaaban	-	Director
Mr. Omari Ally Magalla	-	Director
Mr. Deus Gracewell Seif	-	Director
Mr. Francis Cecil Ramadhani	-	Director
Mr. Justine Costantino Kinyaga	-	Director
Mr. Celestin Leonard Muganga	-	Director

In Attendance:

Mr. Richard Louis Makungwa	-	Chief Executive Officer
Mr. Raphael Mashauri	-	Ernst & Young (External Auditor)
Mrs. Marry Kessy	-	Core Securities
Mr. Gideon Kapange	-	CSDR
Mr. Fred Odai	-	CMSA
Mr. Frank Kifunda	-	KKB Attorneys at Law (Company Secretary)

Shareholders In Attendance and Quorum:

NHIF	16.17%
PSSSF	16.17%
CWT	12.94%
TDCL	3.25%
Teachers and General Public (592)	0.25%
Total	48.79%

The detailed list of shareholders who attended the meeting is attached.

4.1 Opening of the meeting and confirmation of quorum

The meeting was deemed duly called by 30 days' notice in writing. Thereafter, the Chairman declared the meeting opened, having satisfied himself that there was a quorum in accordance with Article 49 of the Company's Articles of Association.

4.2 Approval and adoption of Agenda

It was resolved that the Agenda be adopted as presented.

4.3 Confirmation of the Minutes of the 3rd Annual General Meeting

4.3.1 It was resolved that the minutes of the 3rd Annual General Meeting of the Company be and are hereby approved as presented.

4.4 Matters Arising from the 3rd Annual General Meeting

4.4.1 It was resolved that the status of implementation of the matters arising from the 3rd Annual General Meeting of the Company be and are hereby approved as presented.

4.5 Chairman's speech

The Chairman addressed the members and briefed them about the performance of the Company during the last fiscal year. He further brought to the notice of the members' achievements made by the Company during the period and further explained strategies and policies adopted by the Company to ensure growth in the coming years.

4.6 Approval of the Annual Report and Audited Financial Statements

Chairman requested one of the Directors (Chairman of the Board Audit and Risk Committee) to take members through the audited financial statements of the Company.

The Annual Report of the Company was presented.

It was resolved that the audited balance sheet as of 31st December 2019, Directors and Auditors' Report thereon be and are hereby received and adopted.

4.7 Dividend Declaration

It was recorded that the Company was still making a loss; hence dividends cannot be declared.

The Chairman presented further that, given the fact that dividends can only be declared and distributed among members when there is profit. It would be safe to say that the Company is not in a position to declare dividends this year.

4.7.1 Shareholders **DIRECTED** the bank to open branches to reach the main shareholders, particularly teachers in main cities.

- 4.7.2 Shareholders **RAISED CONCERNS** on the loss-making trend of the Bank and **DIRECTED** the Management to be more creative in looking for more business to turn around the Bank performance.
- 4.7.3 Shareholders **DIRECTED** the Management to focus on teachers and entice them with good banking services to ensure they return to bank with Mwalimu Commercial Bank.
- 4.7.4 Shareholders **RAISED CONCERNS** on the poor customer services by some of bank staff. Shareholders **DIRECTED** the Management to ensure they work to improve customer services and facilitate bank employees to be near teachers to know the challenges teachers are facing.
- 4.7.5 Shareholders **RAISED CONCERNS** on a lack of enough funds in some of Mwalimu Wakala. Shareholders **DIRECTED** the Management to ensure they recruit Mwalimu Wakala agents with enough funds to serve teachers. Shareholders **DIRECTED** further the Management to consider employing CWT offices for purposes of Mwalimu Wakala.
- 4.7.6 Shareholders **DIRECTED** the Management to ensure earlier and smooth ATM card distribution to facilitate service accessibility to customers.
- 4.7.7 Shareholders **DIRECTED** the Management to ensure soft copies of AGM packs are sent to all shareholders before the AGM.
- 4.7.8 Shareholders **DIRECTED** the Management to establish a Shareholders Relationship Officer position to ensure frequent and smooth communication between the bank and shareholders.
- 4.7.9 Shareholders **DIRECTED** the Management to form a committee in each region that will be responding to questions regarding the Bank.
- 4.7.10 Shareholders **DIRECTED** the Management to collaborate with CWT to ensure teachers pass their salaries through Mwalimu Commercial Bank.

4.8 Bank's Capital Restoration

The Chairman tabled for consideration the Agenda regarding capital restoration for the Bank.

It was resolved that the Bank shall raise capital via issuance of shares through the Dar es Salaam Stock Exchange (DSE).

4.9 Appointment of Independent Directors

The Chairman tabled the Agenda and requested one of the Directors (the Chairman of the Nomination, Operations and Remuneration Committee) to take the members through the process employed to recruit the independent Directors

Members cast their votes towards the proposed independent directors whereby Ms. Berthasia Ladislaus Patrick received 74 votes, Ms. Kissi Vivian Kilindu received 86 votes, and Ms. Enna Victor received 147 votes.

It was resolved that the names of Ms. Kissi Vivian Kilindu and Ms. Enna Victor shall be submitted to the BOT for vetting. At the same time, Ms. Berthasia Ladislaus Patrick shall be reserved in case of rejection of any name by the BOT.

4.10 Director's Remuneration

It was recorded that the nomination committee of the Board of Directors of the Company had proposed to the members in the Annual General Meeting that the remuneration to be paid to the members of the Board of Directors should remain the same as the one proposed the previous year. Whereas the said remuneration is as follows below subject to withholding tax in line with Tanzania Tax Laws:

Annual Directors fees

Chairman – TZS 3,500,000 Per annum

Other Directors – TZS 2,500,000 Per annum

These will be paid in quarterly basis at the end of each quarter

Directors Allowances

Chairman – TZS 600,000 Per Sitting

Other Directors – TZS 500,000 Per Sitting

It was resolved that the proposal on Directors' remuneration be and is hereby approved as presented.

4.11 Appointment of External Auditors

The Chairman tabled for consideration item no. 4.2.11 regarding the appointment of HLB MEKONSULT as the External Auditors for the year 2020.

It was resolved that HLB MEKONSULT be and are hereby appointed as statutory Auditors of the Company for the period commencing from the conclusion of this meeting to the conclusion of the next Annual General Meeting at a remuneration of Tanzania Shillings Thirty-Four Million Eight Hundred and Ten Thousand for the financial and ICT audits.

It was further resolved that the Board be and is hereby authorized and instructed to do all necessary deeds, matters, things as it may deem necessary, expedient, desirable or appropriate to give effect to these resolutions

4.12 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 40 and 96 of the Company's Articles of Association as narrated below:

Article 40

It was resolved that a proposal to amend Article 40 to read:

"The Bank shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year which shall be conducted either physically or both physically and through virtual platform should circumstances requires the use of the virtual platform and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Bank and that of the next."

Article 96

It was resolved to amend Article 96 to read:

"The Directors may meet physical or otherwise through virtual platform should circumstances limit physical meetings for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by most votes. In case equality of votes, the Chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors."

It was further resolved that the Board be and is hereby authorized and instructed to do all necessary deeds, matters, things as it may deem necessary, expedient, desirable or appropriate to give effect to the resolution

4.13 Questions and Answers

The Chairman invited members to ask any questions and seek clarification in case of any queries.

Several questions were asked and suitably responded to by the Chief Executive Officer and members of the Management.

The questions asked include;

- i. Poor financial performance of the bank since its inception in year 2016;
- ii. Poor customer experience and inefficiency in respond to customer queries;
- iii. Lack of Innovation/ creativity to grab new opportunities;

- iv. Lack financial literacy to CWT Secretaries as they support bank;
- v. Service accessibility shortcomings;
- vi. To introduce “Investors Relations Desk” and revisit communication strategy
- vii. Alternative Delivery Channels visibility, opening regional offices and visibility via marketing.

4.14 Date and Agenda for the next Annual General Meeting

It was resolved that the next Annual General Meeting will be held on Thursday, the 24th June 2021 and that the Agenda will be communicated to all members in the course of time.

4.15 Vote of Thanks

There being no business to transact, the meeting concluded with a vote of thanks to the Chairman.

4.16 Closing of the Meeting

It was noted that all decisions of the General Meeting were made unanimously unless otherwise indicated in the minutes.

The Chairman noted that the items on the Agenda have been attended to, he announced the meeting closed at 04:00 pm.

Chairman

Secretary

Date

Resolution 1/2021

The minutes of the 4th Annual General Meeting held in Tabora on Thursday of 13th August 2020 at Isike Mwanakiyungi Hall were confirmed as true record of the meeting.

KUJADILI YATOKANAYO KWENYE MKUTANO MKUU WA 4 WA MWAKA 2020

Yatokanayo na Mkutano Mkuu wa Nne wa Mwalimu Commercial Bank Plc uliofanyika
Tarehe 13 Agosti 2020 katika Ukumbi wa Isike Mwanakiyungi - Tabora

S/N		MAELEKEZO	UTEKELEZAJI
1	Kipengele 4.7.1	Wanahisa WALIELEKEZA benki kufungua matawi ili kuiwezesha benki kufikia wanahisa wengi zaidi. Hususani wale wa miji mikubwa.	<p>Inaendelea kutekelezwa Benki imefungua ofisi 2 mpya mikoani Arusha na Dodoma, ikiwa ni ongezeko kwa matawi 2 yaliyopo Dar es Salaam pamoja na ofisi 3 za mikoa zilizopo Mbeya, Mwanza na Morogoro.</p> <p>Benki ina mpango wa kufungua ofisi za mkoa katika nyanda za kusini na magharibi hadi kufikia mwisho wa mwaka 2021.</p> <p>Hata hivyo, benki inaendelea kutia mkazo katika kutoa huduma zake kwa mfumo wa kidijitali pamoja na kuendesha matawi na ofisi zake.</p>
2	Kipengele 4.7.2	Wanahisa WALIELEZE A MASHAKA yao kwa hali ya benki ya kuingiza hasara, na KUELEKEZA uongozi wa benki kuwa wabunifu zaidi kwenye kutafuta biashara ili kuweza kubadilisha hali ya benki.	<p>Inaendelea kutekelezwa Katika utekelezaji wa Mkakati wa Kimageuzi ulioanza mwaka 2019 benki imefanikiwa kuanza kutengeneza faida kila mwezi mnamo Julai 2021</p>
3	Kipengele 4.7.3	Wanahisa WALIELEKEZA uongozi wa benki kujikita zaidi katika kuwavutia walimu kwa kuwapa huduma nzuri za kibenki ili kuwashawishi warudi kutumia benki yao	<p>Inaendelea kutekelezwa Benki imeboresha huduma zake kwa ajili ya kuwafikia walimu na wateja wengi zaidi.</p>

S/N		MAELEKEZO	UTEKELEZAJI
			<p>Hadi sasa benki imeanzisha VISA CARD (inayopatikana kwenye zaidi ya ATM 2,000), Mwalimu Mobile, Salary Advance katika simu, Mwalimu Bima, Mikopo kwa Wastaafu, Mwalimu Jikimu, Mwalimu na Ujasiriamali, na zaidi ya mawakala 200 nchi nzima.</p> <p>Mikopo iliyotolewa baada ya mkutano mkuu wa 2020 ni kiasi cha 42B, hii inafanya jumla ya mikopo kutoka biashara imeanza hadi Septemba 2021 kuwa 75B</p>
4	Kipengele 4.7.4	Wanahisa waliongelea huduma isiyoridhisha kwa baadhi ya wafanyakazi wa benki na KUELEKEZA uongozi wa benki kutambua changamoto wanazopata wateja na kuhakikisha huduma kwa wateja inaboreshwaa.	Imetekelizwa Benki imeunda kamati maalum ambayo inahusika na kuboresha huduma za benki. Pamoja na hayo elimu inazidi kutolewa kwa wafanyakazi juu ya umuhimu wa kutoa huduma bora kwa wateja, pamoja na kuhusisha wafanyakazi wa Chama Cha Walimu (CWT) kwa ngazi zote.
5	Kipengele 4.7.5	Wanahisa WALIONESHA MASHAKA kwa kukosekana kwa fedha za kutosha katika baadhi ya wakala wa benki. Wanahisa WALIELEKEZA uongozi wa benki uhakikishe unatafuta mawakala wenye fedha za kuweza kuhudumia wateja bila kikwazo. Wanahisa walielekeza uongozi wa benki kuangalia uwezekano wa	Inaendelea kutekelezwa Benki imefanikiwa kuwaongeza mawakala zaidi ili kutatua tatizo la kukosekana kwa fedha kwa baadhi ya mawakala. Pia benki imeweza kuwaongeza mawakala zaidi

S/N		MAELEKEZO	UTEKELEZAJI
		kutumia ofisi za CWT kwa ajili ya kuweka huduma ya Mwalimu Wakala	ya 85 kwa ushirikiano na Chama Cha Walimu (CWT)
6	Kipengele 4.7.6	Wanahisa WALIELEKEZA uongozi wa benki uhakikishe usambazaji wa ATM cards unafanyika mapema ili kuwezesha wateja wa benki kupata huduma kwa haraka.	Imetekelezwa Benki imeanzisha kitengo maalum kinachohusika na usambazaji wa haraka wa kadi za ATM kwa kushirikiana na ofisi za CWT
7	Kipengele 4.7.7	Wanahisa WALIELEKEZA uongozi wa benki uhakikishe nakala za vitabu vya mkutano mkuu zinasambazwa kwa wanahisa mapema kabla ya mkutano mkuu.	Imetekelezwa Benki inahakikisha usambazaji wa nakala za vitabu unafanyika mapema hadi kwenye njia za mitandao.
8	Kipengele 4.7.8	Wanahisa WALIELEKEZA uongozi wa benki kuanzisha nafasi ya Afisa Uhusiano na wanahisa ili kuwezesha mawasiliano rahisi na wanahisa	Imetekelezwa Benki imempa jukumu Afisa wa Sheria kuwa mtu maalum wa kuhusika na masuala yote ya wanahisa ikiwemo suala la upatikanaji wa vyeti vya hisa.
9	Kipengele 4.7.9	Wanahisa WALIELEKEZA uongozi wa benki uunde kamati katika kila mkoa ambayo itakuwa ikijibu maswali yahusuyo benki.	Imetekelezwa Benki imeanzisha uongozi wa Kanda unaosikiliza malalamiko ya wateja, kupitia matawi 2 ya benki yaliyopo Dar es Salaam Pamoja na Ofisi 5 za mikoa (Mwanza, Mbeya, Morogoro, Dodoma na Arusha)
10	Kipengele 4.7.10	Wanahisa WALIELEKEZA uongozi wa benki ushirikiane na CWT ili kuhakikisha walimu wanapitisha mishahara yao katika benki ya Mwalimu.	Inaendelea kutekelezwa Ushirikiano unaendelea baina ya benki na Chama Cha Walimu (CWT), hadi sasa mishahara ya watumishi 493

S/N		MAELEKEZO	UTEKELEZAJI
			wa CWT inapitia katika benki ya Mwalimu.
11	Kipengele 4.8	Ilikubaliwa kwamba mtaji wa benki uongezwe kwa kupitia soko la hisa la Dar Es Salaam (DSE).	Inaendelea kutekelezwa Benki ilianza zoezi la ukuzaji wa mtaji mnamo Aprili 2021, kwa sasa CMSA (Mamlaka ya Masoko ya Mitaji na Dhamana) inasubiri Mkutano Mkuu huu wa 5 uidhinishe bei ya mauzo ili itoe ruhusa ya kuendelea na mchakato.
12	Kipengele 4.9	Ilikubaliwa majina ya Bi. Kissi Vivian Kilindu na Bi. Enna Victor Mwakipesile yawasilishwe Benki Kuu (BOT) kwa ajili ya uthibitisho kabla uteuzi wao haujafanywa. Wakati huo, jina la Bi. Berthasia Ladislaus Patrick litakaa akiba endapo Benki kuu (BOT) watakataa jina la mkurugenzi yeyote aliyepigwa kura.	Imetekelezwa Majina ya Bi. Kissi Vivian Kilindu Pamoja na Bi. Enna Victor Mwakipesile yaliwasilishwa Benki Kuu ya Tanzania (BOT) na yakakubaliwa, hivi sasa ni Wakurugenzi katika Bodi.
13	Kipengele 4.12	Ilikubaliwa kwamba, mapendekezo ya mabadiliko ya Kifungu cha 40 yasomeke kama ifuatavyo: "The Bank shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year which shall be conducted either physically or both physically and through virtual platform should circumstances require the use of the virtual platform and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Bank and that of the next." Kifungu cha 96	Imetekelezwa Mabadiliko yamefanyika na kuwasilishwa kwa taasisi ya BRELA kwa ajili ya hatua ya kuyapitisha.

S/N		MAELEKEZO	UTEKELEZAJI
		<p>Ilikubaliwa Kifungu cha 96 kibadilishwe na kusomeka:</p> <p>"The Directors may meet physically or otherwise through virtual platform should circumstances limit physical meetings for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by most votes. In case equality of votes, the Chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors."</p> <p>Ilikubaliwa tena kwamba, Bodi imeruhusiwa na kuelekezwa kufanya mambo yote ya lazima na yanayofaa kama itakavyotakiwa, ili kuwezesha ufanikishaji wa makubaliano haya.</p>	

KKB Attorneys at Law

Katibu wa benki

Tarehe _____

Azimio la 2/2021

Wahahisa walijadili yatokanayo na kuridhia majibu ya utekelezaji wake kama yalivyowasilishwa.

Matters arising from 4th Annual General Meeting of Mwalimu Commercial Bank Plc (The Company) held on the 13th August 2020 at Isike Mwanakiyungi Hall – Tabora.

S/N		DIRECTIVE	STATUS OF IMPLEMENTATION
1	Item 4.7.1	Shareholders DIRECTED the bank to open branches to reach the main shareholders, particularly teachers in main cities.	<p>Partially Implemented</p> <p>The bank has opened two new offices in Arusha and Dodoma as recommended in addition to the two (2) branches in Dar es Salaam and three (3) regional offices in Mbeya, Mwanza and Morogoro. Furthermore, bank plans to open two (2) more regional offices in southern and western regions by end of 2021.</p> <p>However, the bank strategy is to provide service through digital platform while operating physical branches selectively.</p>
2	Item 4.7.2	Shareholders RAISED CONCERNs on the loss-making trend of the bank and DIRECTED the Management to be more creative in looking for more business to turn around the bank performance.	<p>In-progress</p> <p>The bank has instituted turnaround strategy since mid-2019 and to date losses have been reduced from TZS 466M in June 2019 to TZS 73M in June 2021.</p> <p>The bank will continue to drive growth through its four (4) key drivers (deposits, service accessibility, cost control and productivity) to reach break-even point in Q3 2021.</p>
3	Item 4.7.3	Shareholders DIRECTED the Management to focus on teachers and entice them with good banking services to ensure they return to their bank	<p>Implemented</p> <p>The bank has reached its main customer base through products and services enhancement. So far Mwalimu bank has launched VISA card (over 2,000 ATMs), Mwalimu Mobile, Salary Advance on mobile, Mwalimu Bima, Wastaafu loan, Mwalimu Jikimu, Mwalimu na Ujasiliamali, and with over 200 Mwalimu Wakala.</p>

S/N		DIRECTIVE	STATUS OF IMPLEMENTATION
			The total loans disbursed post last year Annual General Meeting (AGM) is TZS 42B that make gross figure of TZS 75B (in terms of disbursement up to Sep 2021) since commencement of the business. The total of 7,421 customers beneficiated from the loans on the same period.
4	Item 4.7.4	Shareholders RAISED CONCERNS on the poor customer services by some of bank staff. Shareholders DIRECTED the Management to ensure they work to improve customer services and facilitate bank employees to be near teachers to know the challenges teachers are facing.	Implemented Bank formed a committee with its own specific charter that deal with improvement of customer service and experience. Continuous training to staff is on-going as well as engaging with CWT school representatives which address issues at lower or field level.
5	Item 4.7.5	Shareholders RAISED CONCERNS on a lack of enough funds in some of Mwalimu Wakala. Shareholders DIRECTED the Management to ensure they recruit Mwalimu Wakala agents with enough funds to serve teachers. Shareholders DIRECTED further the Management to consider employing CWT offices for purposes of Mwalimu Wakala.	Implemented The bank has introduced super agents to resolve and facilitate exchange of floats. The bank is also engaging CWT staff on identification of good performing agents within their locations in order to increase the wakala outlets. So far 85 agents recruited through CWT engagements.
6	Item 4.7.6	Shareholders DIRECTED the Management to ensure earlier and smooth ATM card distribution to facilitate service accessibility to customers.	Implemented The bank has established a specific unit to handle card production and distribution which is done through coordination with CWT offices.
7	Item 4.7.7	Shareholders DIRECTED the Management to ensure soft copies of AGM packs are sent to all shareholders before the AGM.	Noted for Implementation The bank will put the soft copies of AGM packs at the bank's website where all shareholders will be able to access conveniently.
8	Item 4.7.8	Shareholders DIRECTED the Management to establish a Shareholders Relationship Officer	Implemented

S/N		DIRECTIVE	STATUS OF IMPLEMENTATION
		position to ensure frequent and smooth communication between the bank and Shareholders.	The bank has assigned a specific staff (Legal officer) who works together with CSD & Registry Company Limited (CSDR) and CWT head office to deal with shareholders on share certificates & other related matters.
9	Item 4.7.9	Shareholders DIRECTED the Management to form a committee in each region that will be responding to questions regarding the bank.	Implemented The bank has established zones management through the branches (2) in Dar es salaam and regional offices (Mwanza, Mbeya, Morogoro, Dodoma & Arusha) to address issues raised by customers.
10	Item 4.7.10	Shareholders DIRECTED the Management to collaborate with CWT to ensure teachers pass their salaries through Mwalimu Commercial Bank.	Implemented All structured meetings with teachers are done jointly with CWT leaders from National level to schools' representatives. In addition, CWT assist the bank to facilitate all processes in changing salaries accounts with Human Resource Officers sitting at Municipal councils. So far, all CWT employees are receiving salaries through Mwalimu bank, and keep growing number of teachers salary accounts – currently stand at 493.
11	Item 4.8	The Chairman tabled for consideration the Agenda regarding capital restoration for the bank. It was RESOLVED that the bank shall raise capital via issuance of shares through the Dar es Salaam Stock Exchange (DSE).	In-progress The bank started the rights issue process in April 2021, currently awaiting next AGM for share price endorsement to proceed with CMSA approval.
12	Item 4.9	It was RESOLVED that the names of Ms. Kissi Vivian Kilindu and Ms. Enna Victor shall be submitted to the BOT for vetting. At the same time, Ms. Berthasia Ladislaus Patrick shall be	Implemented The bank submitted the names of Ms. Kissi Kilindu and Enna Victor to

S/N		DIRECTIVE	STATUS OF IMPLEMENTATION
		reserved in case of rejection of any name by the BOT.	the BOT and were both positively vetted.
13	Item 4.12	<p>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 40 & 96 of the Company's Articles of Association as narrated below:</p> <p>Article 40 It was resolved that a proposal to amend Article 40 to read:</p> <p>"The Bank shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year which shall be conducted either physically or both physically and through virtual platform should circumstances requires the use of the virtual platform and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Bank and that of the next."</p> <p>Article 96 It was resolved to amend Article 96 to read:</p> <p>"The Directors may meet physical or otherwise through virtual platform should circumstances limit physical meetings for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by most votes. In case equality of votes, the Chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a</p>	Implemented Changes have been incorporated in the MEMARTS and submitted to the Business Registrations and Licensing Agency (BRELA) for updating the status of the company.

S/N		DIRECTIVE	STATUS OF IMPLEMENTATION
		Director shall, at any time summon a meeting of the Directors." It was further resolved that the Board be and is hereby authorized and instructed to do all necessary deeds, matters, things as it may deem necessary, expedient, desirable or appropriate to give effect to the resolution	

KKB Attorneys at Law

Company Secretary

Date: _____

Resolution 2/2021

The shareholders discussed the matters arising and adopted the implementation plan as submitted.

TAARIFA YA MWENYEKITI

Ndugu Wanahisa,

Napenda kuchukua nafasi hii kwa niaba ya Bodi ya Wakurugenzi ya Benki ya Mwalimu, kuwakaribisha wote kwenye Mkutano Mkuu wa tano (5) wa wanahisa. Pia nitumie fursa hii kuwasilisha kwenu taarifa ya mwaka ya mahesabu ya benki iliyokaguliwa, ambayo inatoa maelezo ya kina ya hali ya benki kwa mwaka unaoishia Disemba 2020, pamoja na matarajio ya wakati ujao. Katika taarifa hii na kwa mujibu wa sheria za Benki Kuu, tumeainisha mambo yote yanayohusu hali ya mtaji, mwenendo wa faida, ubora wa mikopo pamoja na utawala bora.

Mkutano huu wa wanahisa ni muhimu sana kwa sababu pamoja na kupata taarifa rasmi kuhusu mwenendo na utendaji wa benki, pia unatoa nafasi ya kujadili mambo mbalimbali na kuyafanya maamuzi. Mambo yatakayojadiliwa katika mkutano huu ni kama yanavyoonekana kwenye Notisi ya Mkutano.

Awali ya yote, ni vyema nikawafahamisha muundo wa umiliki hisa katika benki yenu ambao haujabadilika toka ule wa mwaka uliopita kama ifuatavyo:

Jina la Mwanahisa	Idadi	Idadi ya Hisa	Kiasi	Umiliki %
Walimu Binafsi Waanzilishi	217,869	21,813,000	10,906,500,000	35.3%
Mfuko wa Taifa wa Bima ya Afya (NHIF)	1	10,000,000	5,000,000,000	16.2%
Mfuko wa Pensheni kwa Watumishi wa Umma (PSSSF)	1	10,000,000	5,000,000,000	16.2%
Umma kwa Ujumla	17,623	10,011,920	5,005,960,000	16.2%
Chama cha Walimu Tanzania (CWT)	1	8,000,000	4,000,000,000	12.9%
Kampuni ya Maendeleo ya Walimu (TDCL)	1	2,000,000	1,000,000,000	3.2%
Jumla	235,496	61,824,920	30,912,460,000	100.0%

Walimu pamoja na taasisi zao (CWT na TDCL) bado wanamiliki 51.4% ya hisa zote za benki.

Ni mwaka wa tano sasa wa utendaji tangu benki ilipofungua milango rasmi mnamo mwezi July 2016. Benki imepitia vipindi mbali mbali vya mafanikio na changamoto katika kipindi hiki cha miaka mitano ambapo bado haikuweza kupata faida kwa sehemu kubwa ikiwa ni kutokana na kurudisha gharama za uwekezaji.

Kwa mwaka unaoishia tarehe 31 Disemba 2020 taarifa ya fedha inaonesha benki imepata hasara ya Shilingi 4.1 bilioni (2019: Shilingi 4.8 bilioni), pamoja na kwamba benki ilifanikiwa kupunguza kiwango cha hasara lakini haikuweza kufikia malengo na sababu zilizopelekea kutofikia malengo ni kama ifuatavyo;

- Mapato madogo yatokanayo na riba za mikopo, mapato haya yanategemea utoaji wa mikopo kwa wingi. Mwaka 2020 benki haikuweza kutoa mikopo kwa wingi hasa katika robo tatu za mwanzo wa mwaka (Jan-Sep 2020). Mikopo ilianza kutolewa kwa wingi kuanzia robo ya nne ya mwaka na sababu kubwa iliyopelekea utoaji mdogo wa mikopo

ni upungufu wa ukwasi. Upatikanaji wa ukwasi hasa katika mabenki, wateja binafsi na taasisi ulikuwa mgumu kwa ujumla. Tunashukuru kufikia robo ya nne benki ilifanikiwa kupata fedha kutoka kwa taasisi mbili zinazomiliki hisa katika benki hii za NHIF na PSSSF kiasi cha shilingi billion kumi (kila moja) ambazo zilisaidia kwa kiasi kikubwa kutoa mikopo na kuleta mapato ya riba.

2. Mapato kidogo kutoka katika mapato yasiyo ya riba mfano miamala ya kibenki, kamisheni za miamala ya simu, kamisheni katika miamala ya kutuma pesa na huduma nyinginezo. Ni wazi kwamba kwa sehemu kubwa mapato yanatoka katika riba za mikopo lakini katika ulimwengu wa leo wa kidigitali ni wazi kuwa mapato yasiyo ya riba yanachangia sehemu kubwa katika pato la taasisi hasa za kibenki. Hivyo katika hili tunawasihi na kuwahimiza wanahisa wetu kuwa kwa sehemu kubwa wanauwezo wa kuchangia katika kukuza pato hili kwa kutumia huduma mbalimbali za benki. Hadi sasa benki ina jumla ya wateja elfu arobaini wenyewe akaunti ambao wakifanya miamala ya kibenki kwa wingi inatosha kuiinua benki katika pato kwa sehemu hii.

Ni dhahiri kuwa kutokana na hali halisi kuwa benki haikutengeneza faida mwaka 2020 hivyo haitaweza kutoa gawio kwa wanahisa kwa mwaka 2020. Tunatarajia kuanza kutoa gawio katika utekelezaji wa mpango mkakati wa miaka mitano (5) ijayo (2021-25).

Pamoja na changamoto tulizoainisha awali benki imeendelea na itaendelea kuchukua hatua mbalimbali ili kuhakikisha inatengeneza faida katika kipindi kijacho kama ifuatavyo: -

1. Katika kukuza ukwasi, benki imefanikiwa kupokea zaidi ya shillingi bilioni 20 kufikia mwezi Agosti 2021 kutoka kwa taasisi za NHIF na PSSSF, pamoja na amana za wastaifu wanaopitishia mafao yao ya mkupuo na ya kila mwezi. Vilevile benki inaendelea kupokea fedha za mtaji kutoka CWT kiasi cha shilingi milioni 300 kila mwezi kuanzia Januari 2021 (kiwango hiki kinatarajiwa kufikia jumla ya shilingi bilioni 5).
2. Kukuza mapato ya riba, kutokana na kasi ya utoaji wa mikopo pato litokanalo na riba za mikopo limekua maradufu ambapo wastani wa mwezi umekuwa kutoka shilingi milioni 231 kwa mwaka 2020 mpaka kufikia wastani shilingi milioni 433 kwa mwaka 2021. Benki itaendelea kuhakikisha ukwasi unakuwepo ili kuendana na kasi ya utoaji mikopo ili ukuaji wa riba za mikopo uwe endelevu.
3. Kwa kuwa benki ina leseni ya uwakala wa bima tunatarajia kukuza biashara hii na tayari tumeshaanza kuhudumia wadau wetu wakubwa CWT, PSSSF, TDCL na NHIF ili kuboresha mapato ya kamisheni za bima kwa faida ya wanahisa wote.
4. Benki inaendelea kutafuta kutoka sehemu mbalimbali duniani mkopo wa muda mrefu (long term funding), ili kukuza amana na kuwezesha benki kutoa mikopo ya muda mrefu ili kuinua mapato ya riba na kukuza biashara kwa ujumla. Kumekuwepo na mazugumzo na makampuni kadhaa kuhusu hili lakini bado hayajaza matunda hasa kutokana na historia ya benki ya kupata hasara, wengi katika makampuni hayo yalihitaji walau benki ianze kupata faida (break-even) kabla ya kupata mkopo, kitu ambacho benki imeshafikia tangu Julai 2021.

5. Benki ilijiunga na mtando wa VISA na imeendelea kusambaza kadi za VISA kwa wateja ili waweze kupata huduma kuitia ATMs zaidi ya 2,000 za benki zote hapa nchini zilizo katika mfumo wa VISA (na pia za nje ya nchi), hii ina lengo la kuwarudisha walimu na wateja wengine katika kuitumia na kuikuza benki yao.

Mazingira ya Uendeshaji na Hali ya Taasisi za kifedha nchini:

Mazingira ya uendeshaji wa sekta ya mabenki kwa mwaka ulioshia Disemba 2020 ulianza kuimarika kufuatia kupungua kwa ugonjwa wa UVIKO-19 kitaifa na kimataifa. Serikali ikishirikiana na Benki Kuu ya Tanzania iliendelea kuchukua hatua mbalimbali kukabiliana na madhara yatokanayo na ugonjwa wa UVIKO-19, hatua hizi kwa sehemu kubwa zilisadia sekta ya mabenki kuimarika na kuendelea kutoa huduma kuhakikisha uchumi wa nchi hautetereki.

Takwimu za Benki Kuu za mwaka 2020 zinaonesha uchumi wa Tanzania ulikuwa kwa asilimia 4.7 na unategemewa kukua kwa asilimia 6 katika mwaka 2021, hii inaonesha kuimarika kwa sekta mbalimbali za uchumi baada ya janga la UVIKO-19. Kwa upande mwingine mfumuko wa bei umeendelea kuwa chini kwa wastani wa asilimia 3.5 hii pia inadhihirisha uwepo wa mazingira mazuri ya biashara.

Mafanikio ya Benki mwaka 2020

Benki iliingia makubaliano na taasisi tatu kubwa ambazo zinamiliki hisa katika benki yaani CWT, NHIF na PSSSF kuchukua hatua za makusudi kuongezea benki uwezo wa kufanya biashara ambapo CWT walitoa shilingi za kitanzania bilioni 5 kama uwekezaji wa awali katika mtaji huku PSSSF na NHIF wakiwekeza shilingi za kitanzania bilioni 10 kila mmoja ikiwa ni fedha za kuongeza amana za kufanya biashara. Fedha hizi kwa ujumla zimeiwezesha benki kuongeza kasi ya kutoa mikopo kwa wateja ambapo ilisaidia kukuza kitabu cha mikopo na kuongeza mapato ya riba. Mafanikio makubwa yameweza kufikiwa na benki katika kipindi cha kuanzia Octoba 2020 hadi Septemba 2021 ambapo jumla ya mikopo yenye thamani ya shilingi za kitanzania bilioni 42 imeweza kutolewa.

Vilevile, mwaka 2020 benki imefanikiwa kupunguza gharama za uendeshaji kwa kiasi cha shilingi za kitanzania bilioni 1.3 ikilinganishwa na mwaka 2019, hii imepelekea kupungua kwa hasara ya kila mwaka kwa jumla ya shilingi za kitanzania milioni 700.

Benki ina matarajio ya kufanya vizuri zaidi hasa baada kuanza kutengeneza faida kila mwezi tangu mwezi Julai 2021. Hii itasaidia kukuza imani kwa wawekezaji, wanahisa na wadau wengine wa biashara katika utekelezaji wa mpango mkakati wetu wa miaka mitano ijayo 2021-25.

Kuendeleza mahusiano ya kimkakati na mwanahisa mwanzilishi – CWT pamoja na wanahisa wakuu NHIF na PSSSF

Wakati benki ikiendelea kukuza biashara kwa kushirikiana na wadau mbalimbali, ni muhimu kuendelea kukuza mahusiano yake na wadau wakubwa CWT, NHIF na PSSSF ili kuharakisha ukuaji wa benki na hatimaye kuleta faida kwa wanahisa.

Yafuatayo ni baadhi ya mambo endelevu ambayo benki bado inafuatilia na kuyafanya kazi ili kuweka mazingira mazuri ya biashara:

1. **CWT, NHIF na PSSSF** kwa pamoja kuendeleza mahusiano mazuri na taasisi hizi ili ziendelee kuleta fedha kwa mfumo wa amana.
2. Kuweka mahusiano mazuri na **CWT, NHIF, PSSSF na wanahisa** wengine wa benki ili kuhamasisha kutumia huduma mbali mbali zinazopatikana katika benki yetu na hivyo kuiwezesha benki kufanya vizuri zaidi
3. Wateja ambao wamestaifu ajira rasmi (**Wastaifu**) wataendelea kuwa wadau muhimu wa benki hii na kunufaika hata baada ya kustaifu kuitia huduma mbalimbali zitolewazo na benki yao. Kwa kuwekeza fedha zao za mafao na kuitishia pensheni ya kila mwezi. Wastaifu watanufaika na huduma za mikopo nafuu kwa ustawi wao na familia zao.

Mtandao wa Matawi na Huduma za kibenki

Benki ina matawi mawili yaliyopo jijini Dar es Salaam na ofisi za kikanda za kutolea huduma (regional offices) katika mikoa ya Morogoro, Mwanza na Mbeya. Hali kadhalika tumeweza kufungua ofisi mbili mpya katika mikoa ya Dodoma na Arusha kama ilivyoazimiwa katika mkutano mkuu uliopita wa mwaka 2020. Katika kuboresha utoaji wa huduma kuitia tehma benki ilizindua **MwalimuCard VISA** ambapo wateja wetu wanaweza kupata huduma kuitia ATM zaidi ya 2,000 nchi nzima, kufanya malipo kwa njia ya mtandao (online payment) na kuitia mashine za malipo (POS – *point of sales*) zilizopo sehemu mbalimbali za huduma ikijumuisha maduka makubwa na mahoteli. Vilevile tumeboresha huduma ya **MwalimuMobile** (*150*31#) na kusajili zaidi ya wateja 8,500 kwenye huduma hii. Pia idadi ya **MwalimuWakala** imeongezeka kufikia 250 nchi nzima.

Makusudio ya Maendeleo kwa Mwaka 2021

Benki itaendelea kuboresha huduma zake ili kukidhi mahitaji ya wateja wake pamoja na kutangaza bidhaa zake kwa umma. Kuitia mfumo wa tehma benki itaendelea kuwafikia wateja wengi, kubuni mbinu mbalimbali za kuongeza mapato pamoja na kudhibiti matumizi.

Pia benki itaendelea kubuni bidhaa mbalimbali kwa minajili ya kukidhi mahitaji ya wateja wake (na kuvutia wateja wapya) hii ikiwa ni pamoja na kutekeleza azma yake ya kubuni bidhaa ambazo ni rafiki, zenye bei nafuu na zinazokidhi matakwa yao.

Shukrani

Kwa niaba ya Bodi ya Wakurugenzi, napenda kutoa shukrani zangu za dhati kwa wanahisa na wateja wetu adhimu, ambao wameendelea kuiunga mkono benki katika kipindi cha mwaka

2020. Tunatambua na kuthamini ushirikiano wenu unaotuwezesha kuendelea kufanya biashara na kuahidi kuendeleza juhudhi mbalimbali kuikuza benki yetu. Bodi, Uongozi na Wafanyakazi wa benki tutaendelea kuhakikisha tunawapatia huduma bora kupitia mitandao yetu yote.

Tunazishukuru pia taasisi za udhibiti kwa miongozo, hatua ya wanahisa kuunga mkono mikakati ya benki na wadau wengine wote, ambao, kwa njia moja au nyingine, wamechangia utendaji kazi wa benki. Wakurugenzi, Timu ya Menejimenti na Wafanyakazi wameonyesha uwajibikaji wa hali ya juu katika mwaka uliopita.

Ahsanteni sana,

Francis C. Ramadhani

Mwenyekiti wa Bodi ya Wakurugenzi

22 October 2021

KUPOKEA RIPOTI YA WAKURUGENZI NA KUPITISHA TAARIFA YA HESABU ZA FEDHA KWA MWAKA ULIOISHIA 31 DISEMBA 2020

1 UTANGULIZI

Wakurugenzi wanawasilisha ripoti yao pamoja na taarifa ya fedha ya mwaka iliyokaguliwa kwa mwaka ulioishia Disemba 31, 2020, ambayo inaonesha hali ya Mwalimu Commercial Bank Plc.

2 USAJILI

Mwalimu Commercial Bank Plc ilisajiliwa tarehe 26 Machi 2012 nchini Tanzania chini ya sheria ya makampuni Na. 212, kifungu cha 12 ya mwaka 2002 kama kampuni ya dhima. Awali ilisajiliwa kama kampuni binafsi iliyoitwa Mwalimu Commercial Bank Limited iliyobadilishwa baadaye kuwa Mwalimu Commercial Bank Plc tarehe 26 Januari 2015 wakati ilipoorodheshwa kwenye soko la hisa la Dar es salaam chini ya kitengo cha Enterprise Growth Market (EGM). Mwalimu Commercial Bank Plc ilipata leseni tarehe 13 July 2016 ya kutoa huduma za kibenki chini ya sheria za mabenki ya mwaka 2006 (Banking and Financial Institutions Act, 2006).

3 DHIMA NA DIRA

Dhima

Kupunguza matatizo ya kiuchumi kwa kutoa ufumbuzi wa kifedha wa gharama nafuu, wa kirafiki na kibunifu kwa walimu, wafanyakazi wa serikali na umma kwa ujumla, ili kuleta ukombozi wa kiuchumi.

Dira

Kuwa benki chaguo katika kutoa huduma za kifedha nchini Tanzania.

4 SHUGHULI KUU

Shughuli kuu ya Benki ni utoaji wa huduma za kibenki na zinazohusiana na hizo. Benki ilipata leseni kamili tarehe 13 Julai, 2016 kufanya biashara ya benki kama benki ya kibiashara.

5 MUUNDO WA WAKURUGENZI

Wakurugenzi wa benki ambao wamedumu ofisini tangu 1 Januari 2020 mpaka tarehe ya ripoti hii, isipokuwa pale ilivyoelezwa vinginevyo:

Jina	Cheo	Miaka	Uraia	Ujuzi
Francis Cecil Ramadhani	Mwenyekiti	44	Mtanzania	LLM (International Law & International Business Law), LLB
Celestin Leornard Muganga	M/Mwenyekiti	53	Mtanzania	MBA Finance, PGDFM, BA (Economics)

Jina	Cheo	Miaka	Uraia	Ujuzi
Mwl. Deus Gracewell Seif	Mkurugenzi	45	Mtanzania	M. Arts in Kiswahili & Bachelor of Education
Mr. Omary Ally Magalla <i>(Aliteuliwa 22 Agosti 2019)</i>	Mkurugenzi	38	Mtanzania	Bachelor of Commerce with Education
Mr. Festus Nicholas Mitimbingi <i>(Aliteuliwa 22 Agosti 2019)</i>	Mkurugenzi	55	Mtanzania	BCom, NBAA Level 1
Mr. Justine Constantino Kinyaga <i>(Aliteuliwa 22 Agosti 2019)</i>	Mkurugenzi	44	Mtanzania	Msc. and Bed. in Mathematics, Dip. Education
Mr. Mbaruku Hamisi Magawa	Mkurugenzi	52	Mtanzania	MBA Corporate, BCom. Marketing, CiDir
Ms. Enna Victor Mwakipesile <i>(Aliteuliwa 13 Agosti 2020)</i>	Mkurugenzi	39	Mtanzania	MBA (International Business), CIA, CPA-T, CFE & Certified Trainer (IIA)
Ms. Kissi Vivian Kilindu <i>(Aliteuliwa 13 Agosti 2020)</i>	Mkurugenzi	48	Mtanzania	MBA, BEng. Hons (Electrical & Electronics degree)
Herman Mark Kessy <i>(Alistaafu 13 Agosti 2020)</i>	Mkurugenzi	71	Mtanzania	MA (Economics), BA Hons (Economics), PGD in Economics
Said Kambi Shaaban <i>(Alistaafu 13 Agosti 2020)</i>	Mkurugenzi	52	Mtanzania	MBA Finance, BA (Public Administration)
Ambrose Ntangeki Nshala <i>(Alistaafu 13 Agosti 2020)</i>	Mkurugenzi	45	Mtanzania	CPA-T, MBA (Finance & Banking)

Katibu wa Kampuni kwa tarehe ya ripoti hii ni KKB Attorneys.

6 MASLAHI YA WAKURUGENZI KATIKA HISIA ZA BENKI

Wakurugenzi, Bw. Festus Nicholas Mitimbingi, Bw. Justine Constantino Kinyaga, Mwalimu. Deus Gracewell Seif, Bw. Herman Mark Kessy na Bw. Omary Ally Magalla wanamiliki hisa 210, 100, 1,000, 1,390 na 100 kwa mtiririko huu kwenye hisa za benki. Wakurugenzi wengine wa benki hawana hisa katika mtaji mkuu wa hisa wa benki.

7 UWAJIBIKAJI WA KAMPUNI

Benki inaendelea kutumia mbinu jumuishi ya utawala wa kampuni kama inavyothibitishwa na mfumo wa utawala. Bodi ya ufanisi na ya kujitegemea hutoa mwelekeo wa kimkakati na ina jukumu la kuanzishwa na utendaji wa Benki.

Bodi ya Wakurugenzi ina wajumbe tisa. Bodi inachukua jukumu la jumla kwa benki, ikiwa ni pamoja na uwajibikaji wa kutambua maeneo muhimu ya hatari, kuzingatia na kufuatilia maamuzi ya uwekezaji, kwa kuzingatia masuala makubwa ya kifedha, na kuchunguza utendaji wa usimamizi, mipango ya biashara na bajeti. Bodi pia ina wajibu wa kuhakikisha kuwa mfumo kamili wa sera na taratibu za ndani za kazi, na kwa kufuata kanuni za utawala bora.

Bodi inahitajika kukutana angalau mara nne (4) kwa mwaka kama kanuni ya utendaji bora. Kwa mwaka huu bodi ilikutana mara nne katika mikutano ya kawaida. Benki inafuata kanuni za utawala bora wa mashirika. Wakurugenzi pia wanatambua umuhimu wa uaminifu, uwazi na uwajibikaji. Mamlaka iliyowekwa na bodi hupitiwa mara kwa mara na wakurugenzi na wana fursa ya upatikanaji wa nyaraka za bodi.

Kamati ya ukaguzi na hatari

Jina	Wadhifa
Ms. Enna Victor Mwakipesile	Mwenyekiti
Mr. Festus Nicholas Mitimingi	Mjumbe
Ms. Kissa Vivian Kilindu	Mjumbe
Mr. Justine Constantino Kinyaga	Mjumbe

Kamati ya mikopo

Jina	Wadhifa
Mr. Mbaruku Hamisi Magawa	Mwenyekiti
Mr. Deus Gracewell Seif	Mjumbe
Mr. Omary Ally Magalla	Mjumbe
Mr. Celestin Leonard Muganga	Mjumbe

Kamati ya uteuzi, mshahara na utekelezaji

Jina	Wadhifa
Mr. Celestin Leonard Muganga	Mwenyekiti
Mr. Mbaruku Hamisi Magawa	Mjumbe
Mr. Omary Ally Magalla	Mjumbe
Mwl. Deus Gracewell Seif	Mjumbe

8 UONGOZI

Uongozi wa benki upo chini ya Afisa Mkuu Mtendaji na umeundwa katika idara zifuatazo:

- Maendeleo ya Biashara na Masoko
- Hazina
- Fedha
- Usimamizi wa Hatari na Utekelezaji
- Rasilimali watu na utawala
- Teknolojia ya Habari na Uendeshaji
- Ukaguzi wa ndani; na
- Utawala wa Mikopo

9 MUUNDO WA MTAJI

Muundo wa mtaji wa benki kwa mwaka unaokaguliwa ni kama ilivyoonyeshwa hapa chini:

Mtaji ulioidhinishwa -

Kiasi cha hisa kilichoidhinishwa kina jumla ya hisa 200,000,000 kwa thamani ya Shilingi 500 kila hisa moja.

Mtaji uliotolewa na kulipwa kikamilifu

Kiasi cha hisa kilichotolewa na kulipwa kikamilifu ni 61,824,920 kwa thamani ya Shilingi 500 kila hisa mmoja.

10 WANAHISA WA BENKI

Benki ina wanahisa wa kitaasisi na mtu mmoja mmoja. Idadi ya hisa zilizotolewa zinamilikiwa kama ifuatavyo:

Jina la mwanahisa	Idadi ya hisa	<u>2020</u>		Asilimia ya umiliki	<u>2019</u>	
		Idadi ya hisa	Asilimia ya umiliki		Idadi ya hisa	Asilimia ya umiliki
Founder Teachers	21,813,000		35.28%	21,813,000		35.28%
National Health Insurance Fund	10,000,000		16.17%	10,000,000		16.17%
Public Service Pensions Fund	10,000,000		16.17%	10,000,000		16.17%
General Public	10,011,920		16.19%	10,011,920		16.19%
Tanzania Teachers' Union	8,000,000		12.94%	8,000,000		12.94%
Teachers' Development Company Ltd	2,000,000		3.23%	2,000,000		3.23%
	<u>61,824,920</u>		<u>100.0%</u>		<u>61,824,920</u>	<u>100.0%</u>

11 MIPANGO YA MAENDELEO YA MBELENI

Benki ina mpango wa kukuza biashara kwa kutoa mikopo ya rejareja kwa walimu, wafanyakazi wa serikali na umma kwa ujumla, kuanzishwa kwa bidhaa za ubunifu sana kwa wateja hasa bidhaa za njia mbadala (miamala ya simu, mawakala, na VISA Card) wakati huo huo benki ikisimamia gharama zinazohusiana na hatari ili kuongeza thamani ya wanahisa. Katika kufaninikisha mipango iliyoelezewa hapo juu, benki inatazamia kukuza amana kutoka katika ikolojia ya elimu (education ecosystem), fedha za pensheni ya kustaafu na fedha kutoka miradi ya elimu kwa mwaka 2021.

12 MATOKEO NA GAWIO

Benki imepata hasara baada ya kodi ya Shilingi 4,062 milioni kwa mwaka huu (2019: hasara baada ya kodi ya Shilingi 4,826 milioni).

Matokeo ya hesabu za benki ya mwaka yameoneshwa kwenye ukurasa wa 18 wa taarifa za fedha za mwaka.

Kwa kuzingatia sera ya gawio ya benki, wakurugenzi hawapendekezi malipo ya gawio.

13 UTENDAJI WA MWAKA

Taarifa ya msimamo wa kifedha

Jumla ya mikopo kwa mabenki iliongezeka kwa 675.05% (Shilingi 7,308 milioni) kutoka Shilingi 1,083 milioni mwaka 2019 hadi Shilingi 8,390 milioni mwaka 2020.

Jumla ya mikopo kwa wateja iliongezeka kwa (Shilingi 2,988) kutoka Shilingi 16,109 milioni mwaka 2019 mpaka 19,098 milioni mwaka 2020.

Amana kutoka kwa wateja mwisho wa mwaka zilikuwa Shilingi 18,525 milioni (2019: Shilingi 11,073 milioni). Mikopo kwa uwiano wa amana (LDR) ilikuwa 103.09% kwa mwaka unaoishia 31 Disemba 2020 (2019: 145.48%).

Jumla ya mali za benki ziliongezeka kwa 29.40% kutoka Shilingi 29,848 milioni mwaka 2019 hadi Shilingi 38,622 milioni kwa mwaka ulioishia 31 Disemba 2020.

Taarifa ya mapato na matumizi

Uwiano wa Pato Halisi la Riba na Pato la Uendeshaji ulikuwa 84.33% (2019: 81.60%).

Jumla ya gharama za uendeshaji ilipungua kwa 17.64% kutoka Shilingi 7,360 milioni mwaka 2019 hadi Shilingi 6,061 milioni mwaka 2020. Kupungua kwa kiasi kikubwa kunahusishwa na sera Madhubuti za uongozi wa Benki wa kupunguza gharama. Gharama kwa uwiano wa kipato imeongezeka hadi 301.36% mwaka 2020 (2019: 288.90%).

14 SERA ZA UHASIBU

Sera za uhasibu wa benki zilizotajwa katika kipengele namba 2 cha sehemu ya baadhi ya maelezo zimeidhinishwa na Bodi. Sera za uhasibu katika “financial instruments” zinachukua sehemu kubwa ya sera hizi.

14 HATARI MUHIMU NA ZISIZO NA UHAKIKA

Hatari kubwa zinazoweza kuathiri mikakati na maendeleo ya benki ni uendeshaji, udanganyifu na hatari za kifedha. Hapa chini tunatoa ufanuzi wa udanganyifu, uendeshaji, na hatari za kifedha zinazoikabili Benki:

Hatari ya udanganyifu

Kuna ongezeko la jumla la shughuli za udanganyifu katika sekta ya benki nchini Tanzania. Benki imetekeleza hatua kadhaa za kuwezesha kukabiliana na athari ya hatari hii.

Hatari ya uendeshaji

Hi hii ni hatari kutokana na shughuli za benki zisizofanyika kwa mujibu wa taratibu za kutambuliwa rasmi ikiwa ni pamoja na kutomjua mteja wako katika taratibu za kufungua akaunti. Uongozi unahakikisha kwamba Benki inakabiliana na hatari hii ya kutomjua mteja na taratibu nyininge za ndani.

Hatari ya kifedha

Shughuli za benki zinahusishwa na hatari mbalimbali za kifedha na shughuli hizo zinahusisha uchambuzi, tathmini, kukubalika na usimamizi wa kiwango fulani cha hatari au mchanganyiko wa hatari. Maelezo zaidi ya hatari za kifedha ambazo Benki inakabiliwa nazo hutolewa katika muhtasari namba 30 wa taarifa za fedha za mwaka.

15 USIMAMIZI WA HATARI NA UKAGUZI WA NDANI

Bodi inakubali jukumu la mwisho la usimamizi wa hatari na mifumo ya udhibiti wa ndani ya benki. Ni jukumu la bodi kuhakikisha kuwa mifumo ya fedha na uendeshaji wa ndani hutengenezwa na kudumishwa kwa msingi unaoendelea ili kutoa uhakika unaofaa kuhusu:

- Ufanisi na utendaji bora wa shughuli;
- Kulinda mali za benki;
- Kuzingatia sheria na kanuni husika;
- Kuaminika kwa kumbukumbu za uhasibu;
- Ustawi wa biashara katika hali ya kawaida na mbaya; na
- Tabia ya uwajibikaji kwa wadau wote.

Ufanisi wa mfumo wowote wa udhibiti wa ndani unategemea ufuutiliaji mzuri wa hatua zilizowekwa. Daima kuna hatari ya kutofuatilia hatua hizo kwa wafanyakazi. Ingawa hakuna mfumo wa udhibiti wa ndani unaweza kutoa uhakika kamili dhidi ya ucharibu au hasara, mfumo wa benki umeundwa kuipa Bodi uhakika kwamba taratibu zilizopo zinatumika kwa ufanisi.

16 HALI YA FEDHA NA UENDELEVU

Bodi ya wakurugenzi inathibitisha kuwa viwango vya uhasibu vinavyotakiwa vimeefuatwa na kwamba taarifa za fedha za mwaka zimeandaliwa kwa msingi wa uendelevu wa benki. Bodi ya wakurugenzi ina matumaini ya kutosha kwamba benki ina rasilimali za kutosha kuendelea kuwepo kwa kipindi cha mbeleni.

17 MTIRIRIKO WA FEDHA

Benki iliendelea kutekeleza mikakati tofauti ya kukuza amana ambayo ni mapato ya fedha wakati huo huo ikiwekeza katika dhamana, mikopo na madai mbalimbali ambayo ni matumizi ya fedha.

18 USIMAMIZI WA MTAJI

Ukwasi wa mtaji unafuutiliwa kila mwezi kwa kulinganisha kiwango cha chini kinachohitajika kwa mujibu wa Sheria ya Benki kuu ya Tanzania, 2014 na Sheria ya Mabenki na Taasisi za Fedha, 2006 kwa mtaji uliopo ili kuhakikisha kuwa kuna mtaji wa kutosha kukidhi mahitaji ya udhibiti na kukuza biashara ya baadaye.

Kufikia tarehe 31 Desemba 2020, mtaji mkuu wa benki ni wa kutosha ili kufikia mahitaji ya kiwango cha chini cha Udhibiti wa 1 na 2 wa chini na wa ndani. Muundo wa mtaji wa hisa wa benki umeainishwa katika kifungu cha 9 hapo juu.

Ukokotoaji wa mtaji mkuu wa udhibiti unapatikana katika ukurasa namba 30 katika taarifa za fedha za mwaka.

19 VIASHIRIA VYA UTENDAJI WA BENKI

Viashiria vifuatavyo vya Utendaji wa benki vinatumika kupima utendaji wa benki na kusimamia biashara

Kiashiria cha utendaji	Tafsiri na mbinu ya kukokotoa	2020	2019
Rejesho kwenye mtaji	(Faida(hasara) baada ya kodi/Jumla ya mtaji) *100%	-23.34%	-29.31%
Rejesho kwenye Rasilimali	(Faida(hasara) baada ya kodi/Jumla ya rasilimali) *100%	-10.52%	-16.17%
Gharama za uendeshaji kwa pato la uendeshaji	(Gharama za uendeshaji/pato la riba na lisilo la riba) *100%	301.36%	288.90%
Uwiano wa mapato halisi ya riba kwa wastani wa mali zinazozalisha	Pato halisi la riba (riba kutoka kwenye amana za serikali+mabenki+mikopo)/Mali zinazozalisha (amana za serikali+baki zilizo katika benki zingine+pesa zilizowekezwa kwenye mabenki+mikopo)	6.06%	11.71%

Kiashiria cha

utendaji	Tafsiri na mbinu ya kukokotoa	2020	2019
Uwiano wa pato lisilo la riba kwa jumla ya mapato	Pato lisilo la riba/Jumla ya mapato	18.97%	17.83%
Jumla ya mikopo kwa amana za wateja	(Mikopo kwa wateja/Amana kutoka kwa wateja) *100%	103.09%	145.48%
Mikopo chechefu kwa jumla ya mikopo	(Mikopo chechefu/Jumla ya mikopo) *100%	1.70%	1.78%
Rasilimali zinazozalisha kwa jumla ya rasilimali	Rasilimali zinazozalisha/Jumla ya rasilimali	71.17%	57.60%
Ukuaji wa jumla ya rasilimali	(Mwenendo rasilimali za mwaka 2020 – rasilimali mwaka 2016/rasilimali mwaka 2019) *100%	29.40%	-2.76%
Ukuaji wa mikopo ya wateja	(Mwenendo mikopo ya mwaka 2020 – mikopo mwaka 2016/mikopo mwaka 2019) *100%	18.55%	-9.93%
Ukuaji wa amana za wateja	(Mwenendo amana za mwaka 2020 – amana mwaka 2016/amana mwaka 2019) *100%	67.30%	39.30%
Ufanisi wa mtaji			
Uwiano wa mtaji wa tier 1	Mtaji mkuu /Rasilimali hatarishi pamoja na zilizo nje ya mizania) *100%	66.82%	73.60%
Uwiano wa mtaji wa tier 1+2	Mtaji wote /Rasilimali hatarishi pamoja na zilizo nje ya mizania) *100%	66.82%	73.60%

20 USTAWI WA WAFANYAKAZI**Uongozi na mahusiano ya wafanyakazi**

Hakukuwa na malalamiko yasiyotatuliwa kutoka kwa wafanyakazi kwa mwaka huu. Uhustiano mzuri unaendelea kuwepo kati ya uongozi na wafanyakazi.

Benki ni mwajiri wa fursa sawa. Inatoa upatikanaji sawa wa fursa ya ajira na kuhakikisha kwamba mtu bora zaidi anapewa nafasi bila ubaguzi wa aina yoyote na bila kujali mambo kama jinsia, hali ya ndoa, makabila, dini na ulemavu ambao hauathiri uwezo wa kutekeleza kazi.

Mafunzo

Kwa mwaka huu, benki ilitumia Shilingi 30 milioni kama gharama za mafunzo. Kuna mipango mwaka 2021 kwa tathmini ya mahitaji ya mafunzo ya benki kupeleka

wafanyakazi kwenye mafunzo mbalimbali ya kitaaluma ili kuhakikisha kuwa wanafundishwa vya kutosha katika ngazi zote za kuboresha ujuzi na kuongeza tija.

Msaada wa matibabu

Wafanyakazi wote pamoja na wenza wao na idadi ya wanufaika wanne kwa kila mfanyakazi walipewa bima ya matibabu. Hivi sasa huduma hizi zinatolewa na Kampuni ya Bima ya Jubilee ya Tanzania.

Afya na usalama

Benki ina timu ya afya na usalama ambayo inahakikisha kwamba utamaduni thabiti wa usalama unaendelea wakati wote. Mazingira salama ya kazi yanahakikishwa kwa wafanyakazi wote kwa kutoa vifaa vya kinga vya kutosha, mafunzo na usimamizi ikiwa ni lazima.

Watu wenge ulemavu

Maombi ya ajira kwa watu wenge ulemavu hupokelewa, kwa kuzingatia uwezo wa mwombaji husika. Ikitoea mfanyakazi anapata ulemavu akiwa kazini Benki itachukua kila jitihada kuhakikisha kwamba kazi zao zinaendelea na mafunzo sahihi yanapangwa. Ni sera ya Benki kuwa mafunzo, maendeleo ya kazi na uendelezaji wa watu wenge ulemavu yanapaswa, iwezekanavyo, kuwa sawa na yale ya wafanyakazi wengine.

Mpango wa pensheni ya waajiriwa

Benki hulipa michango ya waajiriwa kwa mfuko wa Public Service Social Security Fund (PSSSF) kwa msingi wa lazima. Idadi ya wafanyakazi wa mkataba mwisho wa mwaka ilikuwa 54 kati ya hao 23 walikuwa wanawake na 31 walikuwa wanaume (2019: jumla ya wafanyakazi 59, 25 wanawake na 34 wanaume).

21 MAKUNDI YENYE UHUSIANO

Miamala yote na makundi yenye uhusiano na benki imeoneshwa katika muhtasari namba 28 katika taarifa ya fedha ya mwaka.

22 MAMBO MAKUBWA YA KIMAHAKAMA

Kwa maoni ya wakurugenzi, hakuna mambo makubwa yasiyo mazuri ambayo yanaweza kuathiri benki.

23 MISAADA KWA VYAMA VYA SIASA

Hakuna misaada iliyofanywa kwa taasisi yoyote za kisiasa wakati wa fedha ulioishia tarehe 31 Desemba 2020.

24 MAHUSIANO NA WADAU

Benki iliendelea kudumisha uhusiano mzuri na wadau wote ikiwa ni pamoja na taasisi mbalimbali za udhibiti.

25 TAARIFA YA UWAJIBIKAJI KWA JAMII

Benki ilifanikiwa kutoa msaada kwa jamiii kwa mwaka ulioishia 31 Disemba 2020 kiasi cha Shilingi 13 millioni (2019: 46 milioni).

26 RASILIMALI WATU

Wafanyakazi wenye ujuzi sahihi katika kuendesha biashara ni rasilimali muhimu inayopatikana benki na husaidia katika kutekeleza malengo ya biashara ya benki.

27 MKAGUZI WA KUJITEGEMEA

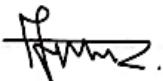
Wakaguzi, HLB Mekonsult ndio walikuwa wakaguzi wa nje kwa mwaka 2020 na wameonyesha nia yao ya kuendelea na kazi na wanastahiki kuteuliwa tena.

28 TAARIFA YA UTEKELEZAJI

Ripoti ya wakurugenzi imeandaliwa kwa kuzingatia viwango vya Taarifa za Fedha Tanzania Nambari 1 (Ripoti ya Wakurugenzi) na ni sehemu muhimu ya taarifa za kifedha.

KWA AMRI YA BODI

Imepitishwa na bodi ya wakurugenzi na kuidhinishwa tarehe 30 Machi 2021 na kusainiwa kwa niaba yake na:



Francis Cecili Ramadhanl
Board Chairman



Richard Louis Makungwa
Chief Executive Officer

TAARIFA YA MAJUKUMU YA WAKURUGENZI

Sheria ya Makampuni, kifungu cha 212 cha sheria namba 12 ya 2002 inahitaji wakurugenzi kuandaa taarifa za fedha za kila mwaka wa fedha zinazotoa ukweli na sura halisi ya hali ya Kampuni mwisho wa mwaka wa fedha kwa kubainisha faida au hasara. Inahitaji pia wakurugenzi kuhakikisha kwamba Kampuni inaweka rekodi sahihi za uhasibu zinazotoa uwazi, kwa usahihi, nafasi ya kifedha ya Kampuni. Pia wana jukumu la kulinda mali za Kampuni na hivyo kuchukua hatua nzuri za kuzuia na kutambua udanganyifu, kosa na makosa mengine.

Wakurugenzi wanakubali uwajibikaji wa taarifa za kifedha za mwaka, ambazo zimeandalika kwa kutumia sera sahihi za uhasibu zinazofuata maamuzi na makadirio yaliyofanywa kuzingatia uhalisia, kwa mujibu wa Viwango vya Kimataifa vya Taarifa za Fedha (IFRS) na mahitaji ya Sheria ya Makampuni, Kifungu cha 212 cha sharia namba 12 ya 2002. Wakurugenzi wana maoni kwamba taarifa za fedha za mwaka zinatoa maoni ya kweli na ya haki ya hali ya kifedha ya benki na ya hasara yake kwa mujibu wa Viwango vya Kimataifa vya Taarifa za Fedha (IFRS). Wakurugenzi zaidi wanakubali uwajibikaji wa utunzaji wa rekodi za uhasibu ambazo zinaweza kutegemewa katika maandalizi ya taarifa za fedha za mwaka, pamoja na kubuni, kutekeleza na kudumisha udhibiti wa ndani unaohusiana na maandalizi na uwasilishaji wa taarifa za fedha za mwaka ambazo zimeepuka udanganyifu au kosa lolote.

Hakuna jambo ambalo wakurugenzi wameliona linaloashiria kuwa benki haitaendelea na utendaji kwa kipindi cha miezi kumi na miwili tangu tarehe ya taarifa hii.

Imepitishwa na bodi ya wakurugenzi na kuidhinishwa tarehe 30 March 2021 na kusainiwa kwa niaba yake na:

Francis Cecil Ramadhan
Board Chairman

Richard Louis Makungwa
Chief Executive Officer

TAARIFA YA HESABU KWA MWAKA ULIOISHIA 31 DISEMBA 2020			
TAARIFA YA MIZANIA	2020	2019	Badiliko
	SH '000	SH '000	%
Fedha iliyo Benki kuu na taslimu	5,342,846	4,881,447	9%
Mikopo na karadha kwa benki	8,390,273	1,082,542	675%
Mikopo na karadha kwa wateja	19,097,513	16,109,038	19%
Kodi ya Fidia	417,393	429,502	-3%
Mali Nyininge	1,822,019	2,290,718	-20%
Mali za Kudumu	918,333	1,213,753	-24%
Mali zisizokamatika	2,774,941	3,841,185	-28%
Jumla ya mali	38,763,318	29,848,184	30%
Dhima:			
Amana kutoka kwa wateja	18,524,928	11,073,189	67%
Madai mengine	2,833,582	2,308,026	23%
Jumla ya dhima	21,358,510	13,381,216	60%
Hazina ya Wanahisa:			
Mtaji wa Hisa	30,912,460	30,912,460	0%
Mtaji tangulizi	5,000,000	-	0%
Limbikizo la Hasara	(18,507,653)	(14,445,492)	28%
Jumla ya hazina ya wanahisa	17,404,807	16,466,968	6%
Jumla ya dhima na hazina ya wanahisa	38,763,318	29,848,184	30%
KIASHIRIA CHA UTENDAJI	2020	2019	
- Jumla ya mikopo kwa amana za wateja	103.1%	145.5%	-29.14%
- Mikopo chechefu kwa jumla ya mikopo	1.7%	1.8%	-5%
- Uwiano wa mali zinazozalisha na jumla ya mali	71.2%	57.6%	24%
- Ukuaji wa jumla ya rasilimali	29.4%	-2.8%	-1165%
- Ukuaji wa jumla ya mikopo	18.6%	-9.9%	-287%
- Ukuaji wa amana za wateja	67.3%	39.3%	71%

TAARIFA YA MTIRIRIKO WA FEDHA KWA MWAKA ULİOISHIA 31 DISEMBA 2020

Mtiririko wa fedha kutokana na shughuli za uendeshaji	2020	2019	Badiliko
	SH '000	SH '000	%
Hasara kabla ya kodi	(4,050,053)	(4,812,374)	-16%
Marekebisho:			
Uchakavu katika mali zisizokamatika na mali zisizohamishika	1,378,048	1,710,110	-19%
Tofauti itokanazo na Miamala ya Fedha za kigeni	(3,072)	(30,059)	-90%
Uchakavu katika mikopo	-	(79,536)	-100%
Pato halisi la riba	(2,076,074)	(2,389,354)	-13%
	(4,751,151)	(5,601,213)	-15%
Mabadiliko katika mali na dhia za uendeshaji:			
Badiliko la amana Benki kuu kwa mujibu wa sheria	(277,589)	(275,064)	1%
Badiliko la amana kutoka kwa benki nyingine	(7,307,731)	1,251,266	-684%
Badiliko la Mikopo na karadha kwa wateja	(3,026,588)	1,852,668	-263%
Badiliko la mali nyingine	346,533	(972,932)	-136%
Badiliko la amana kutoka kwa wateja	7,578,803	3,284,498	131%
Badiliko kutoka madai mengine	210,490	(763,932)	-128%
Riba iliyopokelewa	2,772,855	3,046,226	-9%
Riba iliyolipwa	(693,709)	(573,246)	21%
Fedha kutokana na shughuli za uendeshaji	(5,148,086)	1,248,270	-512%
Fedha kutoka kwenye uwekezaji			
Uwekezaji kwenye amana za serikali	-	1,120,603	-100%
Ununuzi wa mali za kudumu	(29,327)	(40,808)	-28%
Ununuzi wa mali zisizo kamatiqa	(22,395)	(13,762)	63%
Fedha iliyotumika katika uwekezaji	(51,722)	1,066,033	-105%
Mtiririko wa fedha kutokana na vyanzo vya fedha	5,410,295	375,437	1341%
Matokeo ya mabadiliko ya thamani ya sarafu katika fedha halisi	210,487	2,689,740	-92%
Fedha na kilinganisho cha fedha mwanzo wa kipindi	4,274,075	1,588,242	169%
Matokeo ya mabadiliko ya thamani ya sarafu katika fedha halisi	210,487	2,689,740	-92%
Fedha na kilinganisho cha fedha mwisho wa kipindi	4,484,562	4,277,982	5%

TAARIFA YA HESABU KWAKU MWAKA ULIOSHIA 31 DISEMBA 2020					
TAARIFA YA MABADILIKO YA MTAJI	Mtaji wa Hisa	Limbikizo la Hasara	Mtaji tangulizi	Ongezeko la thamani kwa amana za serikali (Bond revaluation reserve)	Ongezeko la thamani kwa amana za serikali (Bond revaluation reserve)
	SH '000	SH '000	SH '000	SH '000	SH '000
Salio 1 Januari 2020	30,912,460	(14,445,492)	-	-	-
Faida(hasara) kabla ya kodii	-	(4,062,161)	-	-	(4,062,161)
Ongezeko la thamani kwa amana za serikali (Bond revaluation reserve)	-	-	-	-	-
Mtaji tangulizi	-	-	5,000,000	-	-
Salio 31 Disemba 2020	30,912,460	(18,507,653)	5,000,000	-	17,404,807
Salio 1 Januari 2019	30,912,460	(9,976,733)	-	178,971	179,260
Faida(hasara) kabla ya kodii	-	(4,826,989)	-	-	(4,826,989)
Fedha isiyogawanywa kwa mujibu wa sheria kutokana na mikopo isiyio chechefu	-	179,260	-	-	(179,260)
Ongezeko la thamani kwa amana za serikali (Bond revaluation reserve)	-	178,971	(178,971)	-	-
Salio 31 Disemba 2019	30,912,460	(14,445,492)	-	-	16,466,968

Azimio la 3/2021

Imeazimiwa kuwa ripoti ya mkaguzi wa fedha imepokelewa, kujadiliwa na KUPITISHWA na Wanahisa wa benki kama ilivyowasilishwa.

AZIMIO LA GAWIO KWA MWAKA 2020

Kwa kuwa hesabu za fedha zilizokaguliwa za mwaka 2020 zinaonesha benki haikupata faida, wakurugenzi hawapendekezi malipo ya gawio kwa mwaka huu.

Gawio litalipwa kutokana na faida iliyopatikana na kulingana na Kanuni za Kampuni zinavyoeleza.

Azimio la 4/2021

Imeazimiwa kuwa azimio hili la gawio limepitiwa na kuridhiwa na Wanahisa kwa mwaka ulioishia 31 Disemba 2020.

DIVIDEND DECLARATION FOR THE YEAR 2020

Since the audited financial statements for the financial year ending 2020 shows the bank did not post a profit, the Board therefore do not declare a payment of dividend for this year.

Dividend shall be declared out of profits made by the bank as per the MEMARTS.

Resolution 4/2021

It was resolved that the dividend declaration was reviewed and approved by the Shareholders for the year ended 31 December 2020.

HATUA ILIYOFIKIWA KATIKA KUONGEZA MTAJI WA BENKI

Kutokana na kigezo cha Benki Kuu ya Tanzania cha kuwa na mtaji wa angalau Shilingi 15 bilioni kwa wakati wote na kufuatia azimio la Mkutano Mkuu wa Nne uliofanyika tarehe 13 Agosti 2020 kuridhia kuongeza mtaji mpya, Benki ilianza mchakato huo Aprili 2021 na sasa umefikia pazuri.

Wanahisa wanaombwa kupitisha bei ya kuuza hisa moja kuwa Shilingi 400 ili hatimae Mamlaka ya Masoko ya Mitaji na Dhamana (CMSA) iidhinishe mchakato kuendelea mara moja baada ya kupitia andiko la benki kuhusu kuongeza mtaji wake.

Wanahisa kupitia Soko la Hisa la Dar es salaam (DSE) watapewa nafasi ya kununua hisa mpya. Aidha katika mchakato huu benki inaweza kupata mwekezaji wa kimkakati toka ndani ama nje ya nchi atayeruhusiwa kununua hisa za hadi asilimia 20 katika umiliki. Hii itarafishisha upatikanaji wa mtaji mpya utaosaidia kukuza biashara.

Azimio la 5/2021

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

- I. *Kuuza hisa moja kwa Shilingi 400 katika Soko la Hisa la Dar es Salaam (DSE).*
- II. *Kutafuta mwekezaji wa kimkakati atakaekua tayari kuwekeza kufuatana na sheria za Benki Kuu*

UPDATE ON BANK'S CAPITAL RESTORATION

Due to the requirement of the Bank of Tanzania to maintain always a minimum regulatory core capital of TZS 15 billion and following resolution made in the fourth Annual General Meeting held on 13 August 2020 to accept injection of new capital, the bank initiated the process in April 2021, and it is now in an advanced stage.

The shareholders are requested to endorse share price of TZS 400 per share for the Capital Markets and Securities Authority (CMSA) to approve continuation of the process after reviewing the Information Memorandum on Rights Issue.

The existing Shareholders will have the right to participate in buying new shares via the Dar es Salaam Stock Exchange (DSE). Also in the process, the bank might look for a strategic investor from within or outside the country to buy shares at a maximum of 20% shareholding. This will speed up capital raising necessary for business growth.

Resolution 5/2021

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

- I. *Selling shares at TZS 400 per share at the Dar es Salaam Stock Exchange (DSE)*
- II. *Looking for a strategic investor who will be ready to invest as per the Bank of Tanzania regulations.*

KUPOKEA NA KUIDHINISHA MALIPO YA WAKURUGENZI

Mapendekezo ya ada za Wakurugenzi kwa mwaka 2021:

Viwango vya ada za wakurugenzi kwa mwaka 2021 vimebaki kama ilivyokuwa mwaka uliopita, kama inavyoonekana hapo chini:

Kiasi kwa TZS	2021		2020
	Pendekezo	Kiasi halisi	Badiliko
Ada ya Mwaka			
Mwenyekiti	3,500,000	3,500,000	-
Wengine wengine	2,500,000	2,500,000	-
Posho ya kikao			
Mwenyekiti	600,000	600,000	-
Wakurugenzi wengine	500,000	500,000	-

Ada zote hizi zitatozwa kodi ya zuio- Withholding Tax kulinganza na Sheria ya Kodi ya Mapato ya mwaka 2004.

Viwango vya ada hizi ni kama vilivypitishwa mwaka jana, hakuna badiliko.

Azimio la 6/2021

Wanahisa wameazimia kupitisha viwango hivi vya malipo ya wakurugenzi kwa mwaka 2021

TO RECEIVE AND APPROVE DIRECTORS' REMUNERATION

Rates for remuneration of directors when performing their roles as Directors of the bank remained as approved in the last AGM, as presented here below:

Amounts in TZS	2021		2020
	Proposed	Actual	Change
Annual fee			
Chairman	3,500,000	3,500,000	-
Other directors	2,500,000	2,500,000	-
Allowance			
Chairman	600,000	600,000	-
Other directors	500,000	500,000	-

The above fees & allowances will be subject to withholding tax in line with the Income Tax Act of 2004. These fees are as approved last year hence there is no change.

Resolution 6/2021

The shareholders resolved to approve the above directors' remuneration for the year 2021

KUPOKEA NA KUTHIBITISHA UTEUZI WA MKAGUZI WA NJE WA HESABU KWA MWAKA UNAOISHIA 31 DISEMBA 2021

Tunapendekeza kuwachagua tena HLB Mekonsult kwa mara ya pili, tunawasilisha nia yao ya kuendelea na ukaguzi kwa gharama ya Shilingi 34,810,000. Malipo haya ni pamoja na Kodi ya Ongezekeko la Thamani -VAT.

Gharama hizi ni sawa na gharama za mwaka jana, hakuna badiliko.

Azimio la 7/2021

Wanahisa wameazimia kuwapitisha wakaguzi HLB Mekonsult kama wakaguzi wa hesabu za benki kwa mwaka utaoishia 31 Disemba 2021.

TO RECEIVE AND APPOINT EXTERNAL AUDITORS OF FINANCIAL STATEMENTS FOR THE YEAR ENDING 31 DECEMBER 2021

This being their second year, we present to you their willingness to continue in office for your consideration at a cost of TZS 34,810,000. All the fees include VAT but exclude reimbursables that will be billed on actual basis.

The auditors agreed to keep the same rates as charged in the previous year 2020.

Resolution 7/2021

The Shareholders resolved to appoint HLB Mekonsult as external auditors of the financial statements of the bank for the year ending 31 December 2021.

KIKUNDI CHETU
FARAJA YETU.



Tukutane January
Account

JANUARY

1



Hifadhi fedha zako,
Anza mwaka bila stress!

- ✓ Haina makato
- ✓ Faida kila mwaka

