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## **NOTICE OF THE MADISON UNIT TRUST FUND ANNUAL GENERAL MEETING**

Dear Unit Holder,

Notice is hereby given that in fulfillment of Regulation 83 of the Capital Markets (Collective Investment Schemes), Regulations 2001, the Tenth **Annual General Meeting (AGM)** for **Madison Unit Trust Fund** will be held via electronic communication (virtual) on **29<sup>th</sup> June, 2021 at 10.00am**.

The following Ordinary business will be transacted at the AGM:

1. To read the notice convening the meeting and confirm presence of quorum.
2. To read and confirm minutes of the previous AGM held on 28<sup>TH</sup> August 2020.
3. To receive, consider and adopt the Annual Audited Financial Report for the year ended 31<sup>st</sup> December 2020, and the accompanying reports of the Fund Manager, Custodian & Trustee thereon.
4. To transact any other business of the Unit Trust for which due notice has been given.

The following Special business will be transacted at the AGM;

1. To consider and of thought fit to pass the following special resolutions on changes to the Madison Unit Trust Scheme Trust Deed;
  - a) THAT Trust Deed is amended in Part VIII Section 37 by the insertion of the following new Section 37.5 to allow the Scheme to have virtual and hybrid meetings (both Annual General Meetings and Extraordinary General Meetings):

37.5 Virtual Meetings: Notwithstanding anything contained in this Trust Deed (or any Supplemental Deed), Annual General Meetings and Extraordinary General Meetings may be held by way of telephonic conference, closed circuit television, video and teleconferencing or other electronic means of audio/ visual communication or a combination thereof (“Conference”).

Notwithstanding that the Holders are not present in one place at the time of a teleconference or video-conference or any of the means set out hereinbefore, a resolution passed by Holders constituting a quorum at such a Conference as aforementioned shall be deemed to have been passed at a meeting of the Holders as held on the day on which and at the time at which the conference was held and as specified by the Notice calling it. The provisions of this Trust Deed (or any Supplemental Deed) relating to proceedings of Holders apply insofar as they are capable of application mutatis mutandis to such Conference.

- b) **THAT** the Trustees be and are hereby instructed and authorized to take all such actions as are necessary to give effect to the resolutions above.

Rebecca Tiba  
**MANAGING DIRECTOR**

**Additional Notes;**

1. In view of the ongoing Coronavirus (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government of Kenya restricting public gatherings, it is impracticable, as contemplated under Regulation 83 of the Capital Markets (Collective Investment Schemes), Regulations 2001 and Part VII of the Madison Unit Trust Deed to hold a physical Annual General Meeting in the manner prescribed in the Trust Deed.
2. On 12th June 2020, the Capital Markets Authority released Circular No. CMA/MRT/006/2020, with regards to requirements for convening and conducting virtual Annual General Meetings by approved Collective Investments Schemes (CISs). The circular provided a new dispensation to any CIS to convene and conduct a virtual general meeting subject to receipt of a letter of ‘No Objection’ from the Capital Markets Authority (CMA). In this regard, Madison Unit Trust Fund will convene its virtual general meeting on **29th June 2021 at 10.00am** and has appointed Custody and Registrars Limited to host the virtual AGM.
3. Any unitholder wishing to participate in the meeting should register using either of the following:
  - a) **Through the web portal**

By logging onto <https://digital.candrgroup.co.ke> and filling in the registration form. In order to complete the registration process, the unit holder will need to have their ID/Passport Numbers that were used to open the account. For assistance, they should dial the following number: **(+254) 20 7608216** between 9:00 a.m. to 4:00 p.m. from Monday to Friday.
  - b) **Unstructured Supplementary Service Data (USSD)**

By dialing **\*384\*027#** and following the prompts. In order to complete the registration process, unitholders will need to have their ID/Passport Numbers that were used to open the account. For assistance, unit holders should dial the following helpline number: **(+254) 20 7608216** between 9:00 a.m. to 4:00 p.m, from Monday to Friday.

Registration for the AGM opens on 14<sup>th</sup> June 2021 at 8.00 am and shall remain open until 28<sup>th</sup> June 2021 at 11.00a.m to any unit holder wishing to participate in the meeting.
4. The documents below can be accessed on our website [www.madison.co.ke/investmentmanagers](http://www.madison.co.ke/investmentmanagers)
  - i. A copy of this Notice;
  - ii. The proxy form;

- iii. The Annual Report and Audited Financial Statements for the year ended 31 December 2020;
  - iv. A copy of minutes of the previous AGM;
  - v. A copy of the CMA Guideline No. CMA/MRT/006/2020 dated 12th June 2020.
5. Unitholders wishing to raise any questions or clarifications regarding the AGM may do so by:
- i. Sending their written questions and/or clarifications via email to [digital@candrgroup.co.ke](mailto:digital@candrgroup.co.ke) or [madisoninvestmentmanagers@madison.co.ke](mailto:madisoninvestmentmanagers@madison.co.ke)
  - ii. Physically delivering their written questions with a return physical address to Madison Investment Managers Offices. Unitholders must provide their full details (full names, ID/Passport Number or Member Number) when submitting their questions and clarifications.
6. All questions and/or clarifications must reach Madison Investment Managers on or before 25<sup>th</sup> June 2021 [48 hours before the AGM] at 11.00 a.m. Following receipt of the questions and/or clarifications, Madison Investment Managers representatives shall provide written responses to the questions received to the return email address/ physical address provided by the unitholder no later than 24 hours before the start of the general meeting. A full list of all questions received and the answers thereto will be published on the Madison Investment Managers website not later than 48 hours after the general meeting.
7. Unitholders are entitled to attend and vote at the AGM or entitled to appoint a proxy to attend the meeting and vote on their behalf.
- i. A proxy form is attached to this Notice and is available at the Madison Investment Managers office and website via this link: [www.madison.co.ke/investmentmanagers](http://www.madison.co.ke/investmentmanagers)
  - ii. Physical copies of the proxy form are also available at the Registrars Offices at IKM Place, Tower B, 1<sup>st</sup> Floor, 5<sup>th</sup> Ngong Avenue. A proxy must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to [madisoninvestmentmanagers@madison.co.ke](mailto:madisoninvestmentmanagers@madison.co.ke) or to [proxy@candrgroup.co.ke](mailto:proxy@candrgroup.co.ke) or delivered to Madison Investment Managers Offices at 2<sup>nd</sup> Floor Madison House or Custody and Registrars Services Ltd, Company's AGM Administrator, at IKM Place, Tower B, 1<sup>st</sup> Floor, 5<sup>th</sup> Ngong Avenue, and P.O. Box 8484-00100 Nairobi. So as to be received not later than 25<sup>th</sup> June 2021 at 11.00 a.m. any Unitholder appointing a proxy must provide the phone number, Identity Card Number and e-mail address of the proxy on the proxy form. Any proxy registration that is rejected will be communicated to the unitholder concerned no later than [48 hours to meeting] 25<sup>th</sup> June 2021 to allow time to address any issues.

8. The AGM will be streamed live via a link which shall be provided to all unitholders and proxies who will have been registered to participate in the AGM.
9. Duly registered Unit holders and proxies may vote (when prompted by the Chairman) for resolutions on a panel provided next to the live stream screen or via the USSD prompts.
10. Results of the AGM shall be published within 24 hours following conclusion of the AGM. The results will also be available on the web portal.
11. Unitholders are encouraged to continuously monitor the Madison Investment Manager's Website for updates relating to the AGM due to the continuous evolving situation with COVID-19 and the Government directives being subject to change. Madison Investment Managers appreciates the understanding of its unitholders as it navigates the changing business conditions posed by COVID-19.