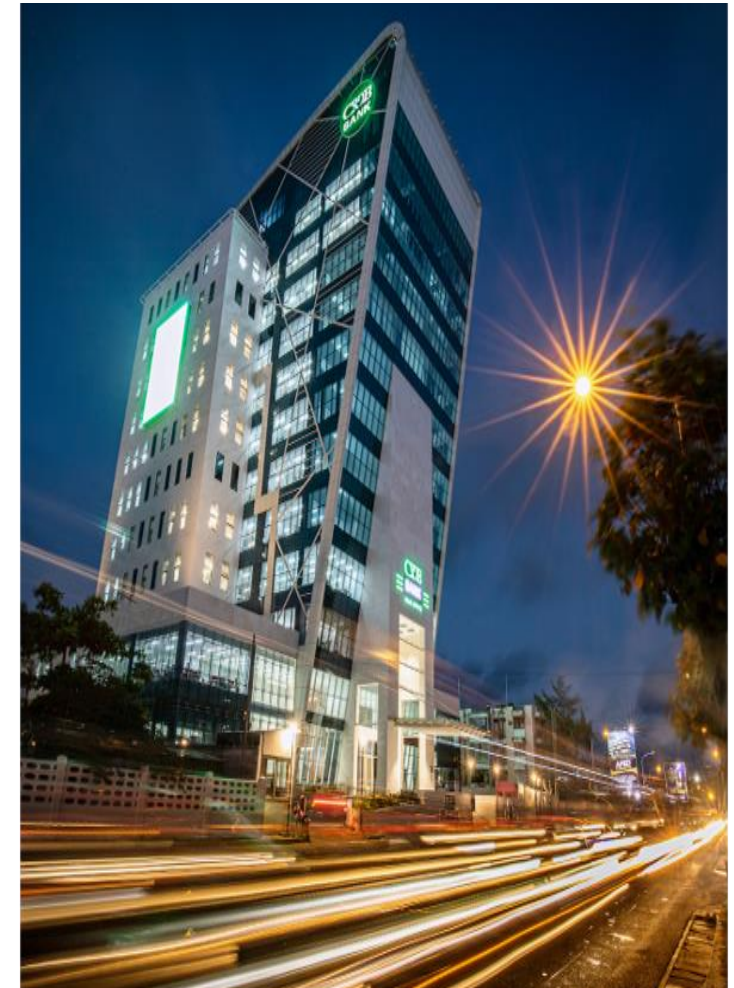




PENDEKEZO LA MABADILIKO KWENYE KANUNI ZA MAKUBALIANO Na. 88, 92, 94.2, 94.3, 98 na 167

Bodi ya Wakurugenzi ni chombo muhimu katika uendeshaji wa kampuni, chenye jukumu la kusimamia mwelekeo wa kimkakati sambamba na kuhakikisha ufuataji wa sheria, maadili, na misingi ya utawala bora. Katika mazingira ya sasa ya kibiashara yanayobadilika kwa kasi, kuna umuhimu mkubwa wa kuwa na bodi yenye wajumbe wenye maarifa, ujuzi na uzoefu kutoka sekta mbalimbali.

Hivyo basi, ni muhimu sana kwa kampuni kama CRDB Bank Plc, ambayo ina maono makubwa ya kupanua wigo wake na kupenya katika masoko ya kimataifa, kuwa na mfumo madhubuti wa kupata na kuteua wajumbe wa bodi wenye uwezo mkubwa wa kimkakati na uzoefu wa kimataifa.

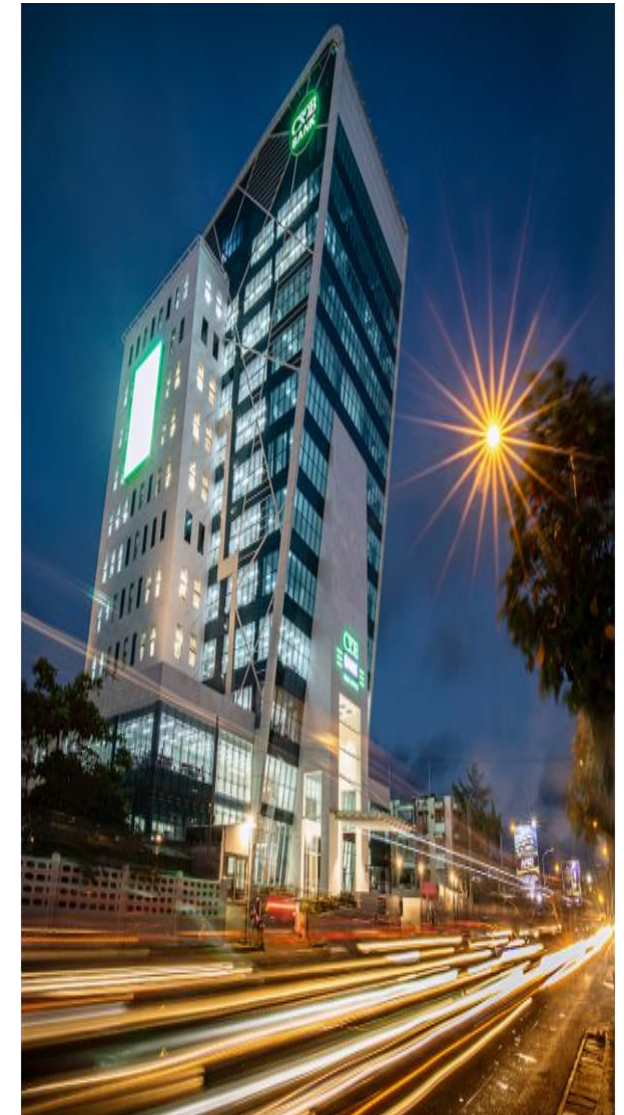


Kwa mujibu wa kipengele 119 cha Katiba ya Benki (yaani *Articles of Association*) Kamati ya Bodi ya Utawala, Uteuzi na Rasimali Watu ina jukumu la kuisadia Bodi ya Wakurugenzi kufanya yafuatayo:-

- ❑ Kuhakikisha Bodi ya Wakurugenzi ina muundo na ukubwa unaofaa pamoja na usawa wa ujuzi unaohitajika ili kufikia malengo ya kimkakati na tunu za benki.
- ❑ Kuhakikisha kuwepo kwa taratibu madhubuti na za uwazi katika uteuzi wa wakurugenzi.

Kwa msingi huu, Bodi ya Wakurugenzi itawasilisha/inawasilisha kwa wanahisa pendekezo la mabadiliko litakalohusu:-

- ❑ Utaratibu wa uteuzi wa wakurugenzi wanaowakilisha kundi la wana hisa wenye **hisa kati ya 1% na 10%** na **chini ya 1%** kwa mujibu wa kipengele cha 85, 87 na 88 cha Katiba ya Kampuni yanayolenga kuhakikisha mchakato wa uwazi unaolenga kuongeza ufanisi wa Bodi ili kuendana na hali ya sasa ya usimamizi wa mashirika.
- ❑ Kuweka ukomo wa wajumbe wa bodi ili kuendana na sheria ya Banking and Financial Institutions (Corporate Governance) Regulations 2021, inayoainisha ukomo wa wajumbe wa bodi, ambayo ni miaka kumi (10).
- ❑ Maboresho ili kuruhusu Benki kutumia njia au mifumo ya kisasa ya mawasiliano, katika kutuma notisi kwa wanahisa.



Muundo wa Sasa

Kamati ya Bodi ya Usimamizi, Uteuzi na Rasimali Watu inachakata maombi ya watia nia wa nafasi za ujumbe wa bodi na kuwasilisha majina mawili [2] kwenye Bodi ya Wakurugenzi.

Bodi ya Wakurugenzi baada ya kupitia mchakato mzima na kujiridhisha na kazi ya Kamati yake ya Usimamizi, Uteuzi na Rasimali Watu; hupendekeza majina mawili [2] kwa kila nafasi iliyo wazi kwenda kwenye mkutano mkuu wa wanahisa kwa ajili ya kupigia kura na kuchagua mgombea mmoja wapo.

Muundo Pendekezwa

Bodi itaweka utaratibu wa uwazi katika kutambua na kuvutia wagombea bora kwa nafasi za ukurugenzi zilizopo kwenye Bodi.

Hii itajumuisha kutangaza nafasi hizo kupitia vyombo vya habari vinavyosambazwa kwa wingi ndani ya Tanzania.

Na baada ya kuchakata maombi ya watia nia kwa nafasi ya ukurugenzi katika bodi; Bodi itapendekeza mgombea mmoja (kwa kila nafasi iliyo wazi katika Bodi ya Wakurugenzi) kwenda kwa Wanahisa chini ya Kifungu cha 85, 87 na 88 kwenye Mkutano Mkuu wa Mwaka kwa ajili ya uteuzi wa watia-nia kujaza nafasi zilizo wazi katika Bodi ya Wakurugenzi kwa mujibu wa vifungu hivyo.

- Pendekezo hili linaendana na miongozo mbalimbali ya kimataifa ya utawala bora kama vile Kings IV Report on Corporate Governance, UK Corporate Governance Code 2024 na miongozo na kanuni mbalimbali ya utawala bora wa mashirika yaliyopo kwenye Soko la Hisa la Dar es Salaam (yaani DSE). Moja ya kanuni kuu za utawala bora zilizorejewa hapa ni kuwa na muundo wa bodi upo kimbakati kwa kuhakikisha kwamba wajumbe wake wanachagulia kulingana na uwezo wao wa kuchangia katika maendeleo ya muda mrefu wa kampuni, huku mikakati na utawala bora ukipewa kipaumbele.
- Kuwepo kwa mgombea mmoja [1] aliyepitishwa kuliko kuwepo na ushindanishi wa kupiga kura unaimarisha mshikamano wa Bodi. Uchaguzi unaojumuisha wagombea wengi unaweza kuleta mtafaruku unaoweza kupelekea kuwepo wa matabaka (ubinafsi) au kuwepo kwa Bodi isiyo na uiano katika suala zima la maono, utaalamu, na mkakati wa ushirikiano.
- Mapendekezo haya yanalenga kuhakikisha kwamba muundo wa Bodi unaongozwa na mfumo wa umahiri unaozingatia ujuzi, utofauti na uzoefu unaohitajika katika utendaji mahiri wa Bodi ili kuendana na:
 - a) Guidelines on Corporate Governance Practices by Public Listed Companies in Tanzania,
 - b) Banking and Financial Institutions (Corporate Governance) Regulations
 - c) The Companies Act

Pendekezo la mabadiliko katika utoaji wa notisi linalenga kuruhusu matumizi ya njia mbadala na salama za utoaji wa notisi, ili kuendana na maendeleo ya teknolojia ya kisasa

Hitimisho

Wanahisa wanaombwa kuzingatia mabadiliko haya ya kanuni yanayolenga kuboresha

- a) utawala bora na ufanisi wa bodi kuendana na mabadiliko ya sasa katika uendeshaji wa kampuni.
- a) Utolewaji wa notisi kuendana na mabadiliko ya sasa.

Mapendekezo ya mabadiliko ya vifungu tajwa yameambatanishwa/yameambatishwa (KISWAHILI. NI KUAMBATISHA NA SIO KUAMBATANISHA).



MAPENDEKEZO YA MABADILIKO YA KATIBA

Current Wording	Proposed Wording
Article 88	
In the event the category holding less than 1% of the issued and fully paid-up share capital of the bank does not at all meet the 10% threshold, it shall be entitled to jointly elect one (1) Director only from a nomination list of candidates approved by the Board.	In the event that the category holding less than 1% of the issued and fully paid-up share capital of the Bank does not meet the 10% threshold, it shall be entitled to nominate and elect one (1) Director in accordance with Article 92.
Article 92	
The Governance, Nomination and Human Resources (HR) Committee shall on behalf of the Board prepare two nominees basing on the qualification needed by the Board for each seat of director sought who will be submitted to the annual general meeting for members under Articles 85, 87 and 88 for election.	The Board shall take such actions as are reasonably necessary to identify and attract the best candidates for directorship for the vacant positions on the Board. This will include advertising the positions in widely circulated news media within Tanzania. The Board shall then provide one candidate for each member under Article 85, 87 and 88 to the Annual General Meeting for the appointment of a director representing members under Articles 85, 87 and 88.

Current Wording	Proposed Wording
Article 94.2 and Article 94.3	
94.2 In the case of other categories of members, the persons who was second in the election shall be appointed subject to approval by the Bank; and 94.3 In case all proposed appointees are not approved by the Bank, the appointment process shall commence afresh.	94.2 [To be deleted] [Following deletion of Clause 94.2, Clause 94.3 shall read as Clause 94.2]. 94.3 In the event the proposed candidate is not approved by the Bank, the position will remain vacant for the remainder of the year, and the appointment process shall commence afresh for the next Annual General Meeting, provided that the number of directors is not less than nine (9) as per Article 79.
Article 98	
A non-executive director of the bank may serve on the board of the bank for a maximum of three (3) terms of three (3) years each. After the expiry of the three (3) terms, the director shall not be eligible to neither be re-elected nor re-appointed.	98.1 A non-executive director shall be appointed for a term of three (3) years and shall be eligible for reappointment for one (1) further term of three (3) years, followed by a final term of four (4) years, making a total tenure of ten (10) years. 98.2 No non-executive director shall serve on the board for a cumulative period exceeding ten (10) years under any circumstances.

Current Wording	Proposed Wording
Article 167	
Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the expiration of seven (7) days from the time when the envelope containing the same was posted and in any other case at the time at which the letter would be delivered in the ordinary course of post but that the bank should opt to sent documents by post only if is it the most practical and economic means of transmitting documents to Members.	167 Any notice or other document required to be given or served by the bank to a Member, Director, or any other person may be delivered by hand, sent by post, or sent by any electronic means (including email or other electronic communication) as the Bank deems most practical and economical: - 167.1 If the notice or document is sent by post, it shall be deemed to have been served or delivered at the expiration of seven (7) days from the time when the envelope containing the notice or document was posted. 167.1 If the notice or document is sent by electronic means, it shall be deemed to have been served or delivered at the time it was sent.