



OFFER SUPPLEMENT

MULTICURRENCY MEDIUM TERM NOTES PROGRAMME - TRANCHE 2

07 OCTOBER 2024



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Important Information

This Offer Supplement is important and should be read in its entirety and in conjunction with the Information Memorandum dated 18th August 2023. If you are in doubt about the contents of this Offer Supplement or what action you should take, you are advised to consult your investment advisor, stockbroker, lawyer, banker or any other financial consultant.

This Offer Supplement is issued by CRDB Bank PLC (the “**Issuer**” or the “**Bank**” or “**CRDB**”) on the back of Information Memorandum (“**IM**”) dated 18th August 2023 relating to established United States Dollar three hundred million (US\$ 300,000,000) Multicurrency Medium Term Note Programme (the “**Programme**”) and subsequent issuance of debt securities (“**Notes**”). The structure applicable to any Notes shall be in accordance with the terms and conditions under the IM (“**Terms and Conditions**”) and as supplemented by the relevant Pricing Supplement (the “**Pricing Supplement**”).

The Notes may be issued from time to time under the Programme and may rank as senior unsecured obligations of the Issuer or subordinated obligations of the Issuer. The aggregate Principal Amount of Notes outstanding will not at any time exceed US\$ 300,000,000 or its Tanzania Shillings equivalent.

The Register of Noteholders will be maintained by CRDB as the Fiscal Agent and Registrar.

The sale or transfer of Notes by Noteholders will be subject to the rules of the DSE, and, where applicable, the prevailing Central Securities Depository Rules and the Terms and Conditions of the Notes. There are currently no other restrictions on the sale or transfer of the Notes under Tanzanian law. In particular, there are no restrictions on the sale or transfer of the Notes by or to non-residents of the United Republic Tanzania.

The Notes may be issued on a continuing basis and be placed by one or more of the placing agents specified under “**Summary of the Programme**” and any additional placing agent appointed under the Programme from time to time, which appointment may be for a specific issue or on an ongoing basis (each a “**Placing Agent**” and together the “**Placing Agents**”).



Corporate Information

Executive Director

Mr. Abdulmajid M. Nsekela
Group CEO and Managing Director

Non-Executive Directors

Dr. Ally H. Laay – Chairman
Jes Klausby
Eng. Boniface C. Muhegi
Abdul-Razaq Badru
Prof. Faustine K. Bee
Dr. Fred M. Msemwa
Abdul A. Mohamed
Gerald P. Kasaato
Royal J. Lyanga

Independent Non-Executive Director

Prof. Neema M. Mori
Martin S. Warioba
Miranda N. Mpogolo

Company's Registered Office

Plot No. 25
26 Ali Hassan Mwinyi Rd
Postal Address 268
Dar es Salaam
Tanzania

Company Secretary

John Baptiste Rugambo
(address same as the Company)

Independent Auditors

PricewaterhouseCoopers
369, Toure Drive
Oysterbay
P. O Box 45
Dar es Salaam
Tanzania



Transaction Advisors

Lead Arranger and Placing Agent

Stanbic Bank Tanzania Limited Plot No. 99A
P.O. Box 72647
Corner, Ali Hassan Mwinyi Road/Kinondoni Road
Dar es Salaam
Tanzania



Co-Lead Arranger and Placing Agent

iTrust Finance Limited
Block C, 429 Mahando Street
P.O. Box 22636
Masaki, Dar es Salaam
Tanzania



Sponsoring Broker and Placing Agent

Orbit Securities Company Ltd
4th Floor; Golder Jubilee Tower; Ohio Street
P.O. Box 70254
Dar es Salaam
Tanzania



Co-Sponsoring Broker and Placing Agent

iTrust Finance Limited
Block C, 429 Mahando Street
P.O. Box 22636
Masaki, Dar es Salaam
Tanzania



Legal Counsel to the Issuer and Lead Arranger

Dentons EALC East African Law Chambers
House No. 18, Rukwa Street
Masaki, Dar es Salaam
Tanzania



Receiving Bank, Fiscal Agent and Registrar

CRDB Bank Plc
Plot No. 25
26 Ali Hassan Mwinyi Rd
Postal Address 268
Dar es Salaam, Tanzania



1. Definitions and Abbreviations

Defined term	Definitions
“AGM”	means annual general meeting
“ALCO”	means the Assets and Liability Committee of the Issuer’s Board
“AMCOs”	means agricultural marketing cooperative society
“Applicable Laws”	means any laws or regulations (including any foreign exchange rules or regulations) of any governmental or other regulatory authority which may govern the Issue, the Conditions of the Notes and the Notes issued thereunder in accordance with which the same are to be construed
“Arrangers”	means Stanbic Bank Tanzania Limited and iTrust Finance Limited
“Bank” or “CRDB” or “the Issuer”	means CRDB Bank PLC
“Banking Act”	means the Banking and Financial Institutions Act, 2006 of the laws of Tanzania
“Board” or “Directors”	means the Board of Directors of the Bank
“Bond Framework”	means the Issuer’s Green, Social and Sustainability Bond Framework dated March 2023
“Bank of Tanzania” or “BoT”	means the Bank of Tanzania was established in 1965 and operates pursuant to the Bank of Tanzania Act, 2006 of the laws of Tanzania.
“Calculation Agent”	means the person at its Specified Office appointed or acting as Calculation Agent pursuant to the Agency Agreement and the Conditions and/or, if applicable, any Successor Calculation Agent at its Specified Office
“Capital Markets and Securities Authority” or “CMSA”	means the Capital Markets and Securities Authority set up pursuant to the provisions of the Capital Markets and Securities Act (Chapter 79 R.E 2002 of the laws of Tanzania)
“CDS”	means central depository system maintained by the CSDR through the Central Securities Depository
“CSDR”	means the CSD & Registry Company Limited
“DSE”	means the Dar es Salaam Stock Exchange PLC
“EXCO” or “Management”	means Executive Management Committee of the Issuer
“Government”	means the Government of the United Republic of Tanzania
“Group”	means CRDB and its subsidiaries
“ICT”	means Information, Communication and Technology
“IFRS”	means International Financial Reporting Standards
“Issue Price”	means the price at which the Notes are issued by the Issuer (being, at the election of the Issuer, at par or at discount to, or premium to par or at such other price or such other basis as agreed and specified in the relevant Pricing Supplement)
“Issue”	means medium term notes denominated in Tanzania Shillings, or such other currency specified in the applicable Pricing Supplement
“Maturity Date”	means the date as specified in each relevant Pricing Supplement on which the Principal Amount is due
“MSEs” or “MSME’s”	means Medium-Sized Enterprises or Micro & Small to Medium Enterprises
“Nominal Amount”	means in relation to any Note, the total amount, excluding interest owing by the Issuer under the Note, as specified in the applicable Pricing Supplement
“Noteholders”	means the persons in whose name Notes are registered in the Register maintained by the Registrar pursuant to the Agency Agreement in respect of a particular Tranche or Series and “holders” shall be construed accordingly and, in addition, where the context so admits or requires
“Notes”	means the medium-term notes issued or to be issued by the Issuer in the Specified Denominations under the Programme and represented by the records maintained by the CDS
“Information Memorandum” or “IM”	means the Information Memorandum dated August 2023 which will apply to all Notes issued under the Programme on or after the Programme Date.
“Placing Agent”	means the person at its Specified Office initially appointed as Placing Agent pursuant to the Placing Agreement or if applicable, any Successor Placing Agent at its Specified Office



“Pricing Supplement”	means, in relation to a Tranche, a pricing supplement, supplemental to the Information Memorandum, issued for the purpose of specifying the relevant issue details of such Tranche and references in the Information Memorandum to the “relevant Pricing Supplement” shall, in relation to any Tranche of Notes, be references to the pricing supplement in respect of that Tranche
“Principal Amount”	means the Nominal Amount excluding interest owing by the Issuer in respect of that Note as specified in the applicable Pricing Supplement
“Programme”	means the United States dollars three hundred million (US\$ 300,000,000) (or such other currency as specified in the applicable Pricing Supplement) medium term note programme as amended from time to time, under which the Issuer may from time-to-time issue Notes denominated in Tanzania Shillings (or such other currency as specified in the applicable Pricing Supplement)
“Register”	means, in relation to the Notes, the record of depositors who are the holders of the Notes maintained by the DSE in accordance with the provisions of the CSDR
“Registrar”	means the person at its Specified Office appointed or acting as Registrar pursuant to the Conditions and the Agency Agreement or, if applicable, any Successor Registrar at its Specified Office
“Regulations”	means the regulations concerning the transfer of Notes as the same may from time to time be promulgated by the Issuer and approved by the Registrar and detailed under Schedule 1 (Regulations Concerning the Transfer and Registration of Notes) of the Agency Agreement
“Series”	means, in relation to those Notes of that Tranche that are issued on the same date, Issue Price and in respect of which the first payment of interest is identical and which may otherwise have differing terms as stipulated in the relevant Pricing Supplement and “Series” shall be construed accordingly
“SMEs”	means Small and Medium Enterprises
“Specified Denominations”	means the denominations in which the Notes are issued and held being the minimum denominations specified in the relevant Pricing Supplement
“Stock Exchange”	means the DSE and references in these Terms and Conditions to the “relevant Stock Exchange(s)” shall, in relation to any Notes, be a reference to the exchange(s) on which such Notes are from time to time, or are intended to be, listed
“Successor”	means, in relation to any party appointed under an Issue, any successor to any one or more of them which shall become a party pursuant to the provisions of these presents and/or such other or further agent (as the case may be) in relation to the Notes as may from time to time be appointed as such, and/or, if applicable, such other or further specified offices as may from time to time be nominated, in each case by the Issuer and (except in the case of the initial appointments and specified offices made under and specified in the Conditions) notice of whose appointment or, as the case may be, nomination has been duly given to the Noteholders
“Tanzania”	means the United Republic of Tanzania and “Tanzanian” shall be construed; accordingly,
“Tanzania Shillings” or “Shilling” “Tshs” or “TZS”	means the lawful currency of Tanzania
“TARURA”	means Tanzania Rural and Urban Roads Agency
“Terms and Conditions”	means the terms and conditions incorporated in the IM under section 5 headed “Terms and Conditions of the Notes” and in accordance with which the Notes will be issued under the Programme and references to “these Conditions” shall mean the Terms and Conditions
“Tier 1 Capital”	means core capital (as defined in the Banking and Financial Institutions Act, 2006)
“Tier 2 Capital”	means supplementary capital (as defined in the Banking and Financial Institutions Act, 2006)
“Tranche”	means a series of Notes comprising one or more Series that (except in respect of the first payment of interest and their Issue Price) have the identical terms of issue and are expressed to have the same Tranche number
“US\$” or “USD”	means United States dollars the lawful currency of the United States of America



2. Summary of the Programme

The updated information set out in this section of the Offer Supplement is not intended to be comprehensive. In order to gain a comprehensive understanding of all necessary subject matter and information, this Offer Supplement should be read in its entirety and in conjunction with the IM. The interpretation and definitions of the terms and abbreviations used in this summary are set out in the glossary of the IM.

The Issuer launched the Programme in August 2023, under the approval of the CMSA, the DSE and other Relevant Regulators.

The Programme is for a total of United States Dollars three hundred million (US\$ 300,000,000) or an equivalent amount in TZS or such other currencies, the tranches of the medium-term note are denominated in from time to time as issued under their Pricing Supplements. The Program provides the Bank with the flexibility to tap the capital markets for fund mobilization as and when needed to meet its deal pipeline.

In its endeavour to lead in climate change financing initiatives, the Bank issued the first tranche of TZS 40 billion (with a green-shoe option of TZS 15 billion) in October 2023 dubbed 'Kijani Bond' which was aimed at financing green projects in the country. The tranche raised TZS 171.82 billion equivalent to a subscription rate of 429.6%.

The following summary is qualified in its entirety by more detailed information and updated financial information for financial year end 2023 and management accounts as of June 2024. The information disclosed in this section should therefore be read in conjunction with IM, updated legal opinion and relevant Pricing Supplement.

2.1. Salient Features of the Programme

Summary Description

A: PARTIES

Issuer	CRDB Bank PLC (“CRDB” or the “Bank” or the “Issuer”).
Lead Arranger	Stanbic Bank Tanzania Limited (“Stanbic”).
Co-Lead Arranger	iTrust Finance Limited.
Sponsoring Broker	Orbit Securities Limited.
Co-Sponsoring Broker	iTrust Finance Limited.
Lead Placing Agents	Stanbic Bank Tanzania Limited, iTrust Finance Limited and Orbit Securities Limited.
Receiving Bank, Fiscal and Calculation Agent, and Registrar	CRDB Bank PLC.

B: GENERAL

Description of the Programme	Notes issued under a US\$ 300,000,000 Multicurrency Medium Term Note Programme
Form of Notes	Book entry form or as specified in the relevant Pricing Supplement
Denomination of Notes	Notes will be issued in such denominations as may be specified in the relevant Pricing Supplement
Minimum subscription	As specified in the relevant Pricing Supplement
Programme Amount	United States dollars three hundred million (US\$ 300,000,000)
Issue Price	Notes may be issued on a fully paid and at an issue price which is at their nominal value or at a discount to, or premium over, their nominal value as specified in the applicable Pricing Supplement
Listing	Notes may be listed on DSE or any successor exchange or on such other or further exchange as may be determined by the Issuer and subject to any relevant ruling law



2.2. The Second Tranche

2.2.1. Infrastructure Bond Description

Infrastructure Bond (named “Samia Infrastructure Bond”) aims to support TARURA contractors to implement various road projects within urban and rural areas in Tanzania. The purpose of the Notes is to improve liquidity and financing options for contractors working with TARURA in implementing public projects and is expected to boost infrastructure development and economic growth.

This initiative is part of the Tanzanian Government’s broader efforts to stimulate economic growth and enhance the development of public projects in Tanzania by providing working capital funding to construction companies that have successfully been awarded construction contracts by TARURA.

The Samia Infrastructure Bond will assist contractors to overcome financial challenges and enable them to secure and efficiently complete major projects by affording them access to financing which will aid in resolving the challenges associated with the budgetary mismatch faced by the contractors based on the contracted work, the budgeted amount, the release of funds, and receipt of actual payments. By ensuring funds are available, independent of the regular budgeting and funding cycles, contractors will be able to commence and complete projects on schedule, thus avoiding the costs and disruptions associated with delays and extended construction periods.

The introduction of the Samia Infrastructure Bond represents a pivotal shift towards innovative and sustainable economic planning. This approach not only addresses local contractors’ immediate financial and operational challenges but also supports long-term national and regional development strategies. This transformation is a vital initiative for the continued growth and development of Tanzania’s infrastructure sector.

2.2.2. Overview of TARURA

TARURA was established in 2017 and was mandated to manage Tanzania’s urban and rural districts road network, which covers road construction, maintenance and rehabilitation. TARURA is an Executive Agency under the President’s Office of Regional Administration and Local Government and was established under the Executive Agencies Act Cap. 245. Created to address the challenges of managing the District road network that was previously overseen by the Local Government Authorities (LGAs), TARURA’s mission is centred on the planning, design, construction, and maintenance of this network to achieve sustainable social and economic outcomes.

TARURA is responsible for the maintenance, repair, and construction of an extensive 144,429.77 kilometres of the District road network, covering roughly 80% of Tanzania’s road network. There are various initiatives and strategies to improve road conditions among TARURA’s key efforts, with Central Government funds through the Tanzania Roads Fund, fuel levy and consolidated funds, special funds, own sources, and funds from development partners.

2.2.3. TARURA'S Current Situation

TARURA has made significant progress over the past four years. However, the entity faces financing challenges due to insufficient budget allocations for road maintenance and rehabilitation. As of December 2023, of the 144,429 kilometres managed by the TARURA, only 3,224.12 kilometres (2.23%) were paved. Of the paved roads, 36.47% were classified as being in poor condition, 35.06% in fair condition, and only 28.47% were in good condition.

The existing funding gap has led to a growing backlog and deteriorating road conditions, posing a significant challenge for the Roads Fund Board. To address the deficit, the Roads Fund Board is focusing on preserving roads in good and fair condition and continues to promote the use of low-cost, labour-based, and locally available construction technologies effective from 2024 to help reduce maintenance costs.

Tanzania's Development Vision 2025 highlights the current limitations in financing that are impeding road infrastructure progress. The implementation of the Five-Year Development Plan III (2020/21 – 2025/26) has further revealed a deteriorating financing capacity, with projections showing a decrease from 45.9% in FY2021/22 to 38% by FY2025/26. The lack of funding required to finance these infrastructure development initiatives suppresses socioeconomic development and poses challenges to the relevant stakeholders directly impacted by the deteriorating road conditions.

2.2.4. Rationale for this Tranche

One of CRDB's social impact mission is improving livelihoods and delivering sustainable impact in line with UN SDG 8 which emphasises on decent work and economic growth, UN SDG 9 emphasising on industry, innovation and infrastructure, and UN SDG 10 that addresses social and economic inequalities. These goals highlight the importance of developing quality, reliable, sustainable and resilient infrastructure to support economic development, job creation, foster innovation and improve human well-being, with a focus on affordable and equitable access for all.

According to the World Bank data published in 2023, majority of Tanzania's population reside in rural areas, with 63% of the country's citizens utilizing the urban and rural district roads network. As these communities strive to improve their livelihoods, the road network poses as a critical enabling factor that drives socioeconomic development and sustenance primarily due to the dominant economic role that the agricultural sector plays. Enhancing road infrastructure directly supports Tanzania's 2025 Development Vision and UN Sustainable Development Goals, particularly those related to industry, innovation, infrastructure, economic growth, and sustainable communities. The Samia Infrastructure Bond is intended to encourage collaboration between the public sector, private financial institutions, and investors, fostering a multi-stakeholder approach to national infrastructure development. Through the adaptation of an innovative financing model, offered under the Samia infrastructure bond, Tanzania could set a precedent for other nations in the region and showcase a proactive approach to solving infrastructure financing challenges.

By addressing the infrastructure financing challenges faced, TARURA will be able to execute the required road development initiatives that foster economic growth. This will be evident through increased agricultural productivity, additional participation in non-agricultural activities through time saving, improved access to education and health services, and interconnection between rural communities and the rest of the economy. These various channels will promote economic development, and most importantly, contribute towards lowering inflation levels as improvement in road conditions will significantly reduce transportation costs of farm produce originating from rural areas.

As foreign contractors currently outcompete local firms due to better financial backing and availability of equipment, the Samia Infrastructure Bond aims to level the playing field by providing local contractors with similar financial footing, thereby enabling them to bid competitively for projects. By addressing the mismatch in budget allocation, TARURA will in turn have the opportunity to improved infrastructure as this would translate to lower goods prices and enhanced access to markets and services. The Samia Infrastructure Bond will create a dedicated source of funding for local contractors which will aid in improving the development of district road projects, providing a more stable source of funding and therefore promote effective financial planning and project management.

The robust construction and maintenance of the urban and rural district roads network is integral to supporting Tanzania's broader economic development from poverty alleviation through economic growth in sectors from agriculture, industry, logistics, tourism, mining, and financial services. This strategic focus on road infrastructure underlines its fundamental role in catalysing economic activity and ensures the seamless integration of Tanzania's various industries, ultimately fostering sustainable development and economic resilience.

2.3. Use of Proceeds

In line to the approved IM dated August 2023, the Issuer intends to also use the Net proceeds of the Notes of Programme for various corporate purposes.

As part of corporate purposes, CRDB has embarked on a journey to issue notes to the public for financing the local contractors under TARURA.

3. Summary of Financial Information

The Issuer's financial information set out below has, unless otherwise indicated, been derived from its audited consolidated financial statements for the years ended 31 December 2023 and management accounts ended June 2024, in each case prepared in accordance with IFRS as issued by the International Accounting Standards Board. Such summary should be read in conjunction with the financial statements and related notes.

3.1. Key Financial Highlights

For the period ending June 2024, the Group's Profit after Tax (PAT) has grown by 53%, reaching TZS 274.98 billion, up from TZS 179.99 billion reported in June 2023. This growth underscores the effectiveness of the Group's strategic initiatives and operational efficiencies.

The Bank is committed to understanding and meeting the dynamic needs of its customers across various sectors. The increase in retail banking's contribution to the bank's loan portfolio (53%) from 52% recorded in 2023 and deposit mix (61%) from 56% recorded in 2023 in the first half of 2024 suggests a strategic shift towards retail banking.

Meanwhile, the corporate loan portfolio and deposit mix decreased from 48% to 47% and from 44% to 39%, respectively. In its loan portfolio, CRDB Bank continues to prioritize the personal (36%) and agribusiness sectors (19%), which have proven to be substantial contributors to its growth. The bank's digital transformation has improved efficiencies with it plans to mobilize more deposits through its alternative banking channels to enhance liquidity.

in TZS Million	2022	2023	H1 2024
Income Statement			
Net Interest Income	745,833	877,298	530,604
Non-Interest Income	437,850	503,455	256,458
Operating Expenses	(554,802)	(656,029)	(357,246)
Operating Income	1,052,511	1,254,680	746,243
Profit before Tax	497,709	598,651	388,997
Income Tax	(146,302)	(175,859)	(114,008)
Profit after Tax	351,407	422,792	274,989
Balance Sheet			
Customer Loans	6,876,509	8,443,491	9,490,784
Customer Deposits	8,200,393	8,855,978	9,920,120
Total Assets	11,636,557	13,321,289	14,965,806
Total Liabilities	10,157,481	11,539,801	13,019,726
Borrowings	491,277	933,109	2,559,577
Total Provision	166,264	123,963	107,693
Common Shareholder's Equity	1,479,076	1,781,488	1,946,080
Per Share Numbers			
Earnings per share	135	162	105



3.1.1. Group's Performance Summary

2024 marks the second year of the Group's Medium-Term Strategy (2023-2027), the bank has demonstrated strong balance sheet growth. This growth has been primarily driven by the bank's new growth engines and substantial contributions from its subsidiaries.

During the period ending June 2024, personal loans have grown by 18% year-on-year (YoY), while loans to MSMEs surged by an impressive 45% YoY. Additionally, there was an overall increase in corporate loans by 18%, reflecting the Bank's strong lending capabilities and market confidence.

Customer deposits experienced a healthy growth of 15%, driven by notable increases in various deposit categories. Call deposits rose by 47%, savings deposits by 23%, and demand deposits by 12%. Further, growth in foreign currency deposits (from 17% to 20%). The Group's rigorous credit risk management practices and effective migration containment strategies have been instrumental in maintaining a non-performing loan ratio of 3.2%, which is below the regulatory requirement of 5%. This achievement reflects the bank's commitment to maintaining high asset quality and prudent lending practices

Key Performance Indicators	2022	2023	H1 2024
Net Income Growth(Y-o-Y)	31.0%	20.3%	53.0%
Growth in loans & advances (Y-o-Y)	36.4%	21.7%	23.7%
Growth in Total Assets (Y-o-Y)	31.8%	14.5%	19.3%
Growth in Customer deposits (Y-o-Y)	26.4%	8.0%	14.2%
Non-Performing Loans Ratio	2.8%	2.8%	3.2%
Non-Performing Loans Coverage	80.1%	50.4%	34.9%
Cost-to-income Ratio	49.4%	49.5%	45.4%
Return on Equity	26.0%	26.7%	30.6%
Return on Assets	4.9%	4.8%	5.5%
Tier 1 Ratio	17.0%	16.0%	14.4%
Total Capital Ratio	18.5%	17.3%	15.8%
Effective Tax Rate	29.0%	29.0%	30.0%
Loan to Deposit Ratio	85.9%	97.9%	96.2%
Cost of Risk	0.5%	0.3%	0.4%

3.1.2. Statement of Profit and Loss

In TZS' Million	2022	2023	H1 2024
Interest income calculated using the effective interest method	965,471	1,227,052	719,011
Other interest and similar income	1,814	379	-
Interest expense Calculated using the effective Interest Method	(219,472)	(346,426)	(188,407)
Other Interest and Similar expense	(1,980)	(3,707)	-
Net interest income	745,833	877,298	530,604
Fees and commission income	333,909	428,839	204,006
Fees and commission expense	(70,737)	(86,415)	(29,714)
Net fees and Commission Income	263,172	342,424	174,292
Net foreign exchange income	57,557	65,949	40,260
Dividend Income	-	-	108
Credit Loss expense on financial assets	(60,435)	(39,658)	(40,818)
Net gains on financial assets at fair value through profit or loss	2,613	349	-
Net gains/(losses) on equity investment at FVPL	(595)	-	-
Net gains on derecognition of financial assets measured at fair value through OCI	44,268	7,038	-
Other Operating income	98	1,280	12,083
Net Operating Income	1,052,511	1,254,680	716,529
Other operating expenses	(174,305)	(218,599)	(146,755)
Depreciation and amortisation	(70,918)	(84,700)	-
Employees benefits expenses	(304,870)	(338,243)	(180,776)
Impairment Other Assets	(4,709)	(3,729)	-
Impairment non-current held for sale	-	(10,758)	-
Total Operating Expenses	(554,802)	(656,029)	(327,531)
Profit before income tax	497,709	598,651	388,997
Income tax expense	(146,302)	(175,859)	(114,008)
Profit for the year	351,407	422,792	274,989

The Group's interest income grew to TZS 719.011 billion in H1 2024, up from TZS 556.922 billion recorded in H1 2023, representing a growth rate of 29%. Growth in non-funded income was driven primarily by a 70% contribution from fees and commissions and a 56% contribution from alternative channel income.

3.1.3. Statement of Financial Position

In TZS Million	2022	2023	2024 H1
Cash and balances with central bank	982,435	1,011,638	985,820
Investment in Government Securities	-	-	2,289,748
Due from banks	693,506	762,332	1,090,014
Financial Assets at FVPL	23,703	6,983	-
Debt Instruments at FVOCI	786,118	226,178	-
Credit cards	1,248	2,309	-
Interbank Loan receivables	-	-	148,983
Cheques and items for clearing	-	-	229
Equity Investments	13,935	13,935	13,985
Loans and advances to customers	6,876,509	8,443,491	9,490,784
Debt Instrument at amortised cost	1,483,968	1,960,715	-
Other assets	246,824	310,630	481,427
Current income Tax recoverable	8,098	1,828	-
Investment in other securities	-	-	27,721
Investment in subsidiary	-	-	-
Non-Current Assets Held for Sale	16,600	-	-
Motor vehicles and Mobile Branches	18,780	21,528	-
Property and equipment	353,491	372,699	437,095
Right-of-use assets	29,287	46,055	-
Prepaid operating leases	9,306	9,007	-
Intangible assets	40,800	38,044	-
Deferred income tax asset	51,949	93,917	-
TOTAL ASSETS	11,636,557	13,321,289	14,965,806
LIABILITIES			
Deposits from Customer	8,200,393	8,855,978	9,920,120
Deposits and balances due to other banks	1,127,369	995,561	63,987
Other liabilities	181,671	374,862	143,715
Lease Liability	31,437	49,817	-
Special Deposits	-	-	103,855
Payment orders/Transfers payable	-	-	33,877
Banker' cheques and draft issued	-	-	2,596
Unearned income and other deferred charges	-	-	91,855
Accrued taxes and expenses payable	-	-	100,144
Insurance Contract Liabilities	-	1,341	-
Reinsurance Contract Liabilities	-	184	-
Green Bond	-	175,204	-
Provisions	1,580	1,223	-
Grants	3,012	21,536	-
Borrowings	491,277	933,109	2,559,577

Subordinated Debts	120,742	130,986	-
TOTAL LIABILITIES	10,157,481	11,539,801	13,019,726
EQUITY			
Share capital	65,296	65,296	65,296
Share Premium	158,314	158,314	-
Retained earnings	1,196,472	1,491,183	1,330,566
Profit/(Loss) Account	-	-	277,197
Other Capital Accounts	-	-	231,617
Minority Interest	-	-	41,404
Reserve	58,994	23,083	-
Total Equity attributable to Parent	1,479,076	1,737,876	1,946,080
Total Equity attributable to non-controlling interest	-	43,612	-
TOTAL EQUITY	1,479,076	1,781,488	1,946,080
TOTAL LIABILITIES AND EQUITY	11,636,557	13,321,288	14,965,806

For the period ending June 2024, the Bank's total assets growth was contributed by a 23% year-on-year increase in the loan portfolio. Total liabilities grew as a result of retail banking deposits which had increased to 61% in H1 2024 coupled with an increase in borrowing by 27%.

3.1.4. Statement of Cash Flows

In TZS' Million	2022	2023	H1 2024
Net cash generated from operating activities	(69,486)	(339,307)	261,969
Cash flows from investing activities			
Purchase of property and equipment	(45,552)	(73,955)	(19,984)
Purchase of motor vehicle and mobile branches	(1,944)	(6,922)	-
Purchase of intangible assets	(25,667)	(11,058)	-
Dividend received	-	-	164
Investment in subsidiaries	-	820	-
Proceeds from disposal of property and equipment, motor vehicle and intangible assets	665	542	626
Other (Intangible)	-	-	(2,192)
Net cash used in investing activities	(72,498)	(90,573)	(21,386)
Cash flows from financing activities			
Dividends paid	(91,928)	(115,354)	(126,574)
Borrowings received	349,880	578,741	-
Repayment of borrowings	(59,202)	(161,513)	-
Net Change in Other Borrowings	-	-	329,574
Proceeds from issuance of shares to non-controlling interest	-	45,510	-
Grant Receive	-	19,900	-
Green Bond Receive	-	171,826	-
Interest paid on borrowings	(24,663)	(55,121)	-
Subordinated debt received/(repayment)	116,597	-	-
Interest paid on subordinate debt	(2,920)	(10,973)	-
Interest paid on lease liabilities	(1,979)	(3,707)	-
Principal payment on lease liabilities	(9,075)	(14,267)	-
Net cash (used in) financing activities	276,710	455,042	203,000
Cash and cash equivalents at 1 January	1,151,892	1,288,450	1,337,550
Net cash (used in)/generated from operating activities	(69,486)	(339,307)	261,969
Net cash used in investing activities	(72,498)	(90,573)	(21,386)
Net cash generated from/(used in) financing activities	276,710	455,042	203,000
Effect of exchange rate changes on cash and cash equivalents	1,832	23,937	-
Cash and cash equivalents at 31 December	1,288,450	1,337,549	1,781,133

4. Description of the Issuer

4.1. Overview of the Bank

CRDB Bank PLC is the financial linchpin of East Africa, largest integrated financial services provider in Tanzania showcasing a robust array of services matched with far-reaching operational capabilities. Since its inception in 1996 the Bank has crafted an intricate array of banking solutions across personal, corporate, agricultural, and SME sectors, designed to cater for the varied financial needs of its diverse clientele.

The Bank was incorporated in Tanzania under the Companies Act No.12 as a public limited company by shares with registration number 30227. The Bank was established in 1996 and listed on DSE on 17th June 2009 and as at 31 December 2023, the Bank's share price was TZS 460 (2022: TZS 380) with a market capitalisation of TZS 1,204.45 billion (2022: TZS 993.55 billion).

The issuer has four subsidiaries namely:

- CRDB Bank Burundi S.A is a licensed bank in Burundi under the Banks and Financial Institutions Act of 2003
- CRDB Bank Congo is a public limited company and licensed bank registered under the Ohada Uniform Act, relating to the law of commercial companies and G.I.E and the Banking Regulation of DR Congo
- CRDB Insurance Company Limited is a licensed insurance company in Tanzania that provides insurance services
- CRDB Bank Foundation is a non-profit organisation registered in Tanzania that aims to promote inclusive growth for social-economic and financial inclusion through community-focused initiatives.

The Issuer is one of the largest banks in Tanzania and has established itself as a leading player in the country's banking industry, boasting the most extensive balance sheet. As of 2023, CRDB Bank held the highest market share in assets and customer deposits, at 25% and 27%, respectively. The Bank is also credit rated by Moody's and in November 2022, the Bank's rating, improved from B2 with a stable outlook to B2 with a positive outlook.



4.1.1. Shareholding Structure and Share Capital

As of June 2024, CRDB had 4,000,000,000 authorised shares at a par value of TZS 25 each out of which 2,611,838,584 shares have been issued at a par value of TZS 25 each.

Shareholder	Shareholding	% Holding
DANIDA Investment Fund	548,067,648	21.0%
PSSF Pension Fund	346,761,028	13.3%
National Social Security Fund - Uganda	196,456,402	7.5%
Kimberlite Frontier Master Africa Fund LP RCKM	62,601,349	2.4%
Banque Pictet and CIE SA A/A Patrick Schegg	50,754,057	1.9%
Abbasi Export Ltd	44,904,828	1.7%
Wegen Kilimanjaro Frontier Africa Fund	41,652,795	1.6%
Zanzibar Social Security Fund	41,373,558	1.6%
Change Global Frontier Markets, LP Fund-CGPA	37,446,947	1.4%
Hans Aingaya Macha	32,764,200	1.3%
Duet Africa Opportunities Master Fund IC	32,430,701	1.2%
National Health Insurance Fund	32,040,040	1.2%
CMG Investment Limited	29,330,971	1.1%
More than 28,000 shareholders	1,115,254,060	42.7%
TOTAL	2,611,838,584	100.0%

4.1.2. Equity Investments

Investments as of 31 December 2023	Number of shares/units	Value of shares (TZS' Million)
Tanzania Mortgage Refinance Company (TMRC)	3,000,000	4,866
Dar es Salaam Stock Exchange PLC (DSE)	327,632	590
Tandahimba Community Bank (TACOBA)	3,300,000	2,283
Burundi National switch	10,000	88
Kilimanjaro Cooperative Bank (KCBL)	1,400,000	6,108
Watumishi Housing (units)	10,000,000	1,000
Investments as of 31 December 2022:		
Tanzania Mortgage Refinance Company (TMRC)	3,000,000	4,866
Dar es Salaam Stock Exchange PLC (DSE)	327,632	557
Tandahimba Community Bank (TACOBA)	3,300,000	2,291
Burundi National switch	10,000	113
Kilimanjaro Cooperative Bank (KCBL)	1,400,000	6,108

4.1.3. Investments in Subsidiaries

Investment in Subsidiaries	Ownership (%)	Incorporated
CRDB Bank Burundi S.A	100%	2012
CRDB Foundation	100%	2022
CRDB Insurance Company Ltd	100%	2023
CRDB Bank Congo	55%	2023



4.2. Principal Activities

The Bank is licensed in Tanzania under the Banking Act, 2006. The Bank is the largest bank in Tanzania with a leading share of 27% in total customer deposits and 25% in assets as of 31st December 2023. We offer a comprehensive range of financial services to individuals, MSME's, SME's and corporations. The Bank has a robust distribution network comprising of 251 branches including 21 mobile branches, 654 ATM's and over 24,000 banking agents.

4.2.1. Business Activities

Corporate and Institutional Banking

The bank provides a comprehensive suite of wholesale banking solutions, encompassing investment banking, corporate lending, global markets, treasury services, commercial property financing, deposit taking, and transactional banking. Our services include providing working capital, project financing and guarantees, investments, advisory services, and asset financing for corporations, institutions, and parastatals with an annual turnover exceeding TZS 20 billion.

Retail Banking

The bank provides a broad array of services, including transactional banking, card and payment solutions, lending options, deposit services, and card-acquiring services for businesses, along with agency and technology-based banking solutions. The product offerings include business loans, personal loans, asset financing, investments, payments and transfers, and guarantees for individuals, MSEs, SMEs, AMCOs, investment groups, and SACCOs with an annual turnover of less than TZS 20 billion.

Treasury and Capital Markets

The bank offers comprehensive range of services related to foreign trade and exchange, as well as advisory services for capital market investments and complete custodial services, including safekeeping, asset management, and recordkeeping. The product offerings include foreign currency exchange, hedging solutions to manage currency and interest rate risks, custodial services, and advisory support for high-net-worth individuals, as well as other retail, business, and corporate clients.

Al-Barakah Banking

Al Barakah Banking services were created to broaden the range of products, enhance customer satisfaction, and, most importantly, support the government's initiative to promote financial inclusion for all Tanzanians. This approach aims to improve the bank's overall performance while catering to both Retail and Corporate Banking customers. The bank offers Shariah-compliant, asset-based financing options to individuals, groups, SMEs, and corporate clients with an annual turnover exceeding TZS 20 billion. Al-Barakah Banking services has achieved a solid penetration with more than 112,621 customers with TZS 99 billion received in financing against deposits of TZS 103 billion.

Bancassurance

The Bank provides insurance services that allow customers to easily access both life and non-life insurance products under one roof, through its mobile banking and extensive nationwide network. In addition, the bank has also partnered with The Tanzania Insurance Regulatory Authority (TIRA) for motor vehicle verification. The goal is to expand these offerings by introducing additional solutions, such as Takaful insurance (Shariah-compliant insurance), for their clients. CRDB is also the first bank to launch a digital insurance platform through Sim Banking App, which enables customers to purchase motor insurance, receive digital stickers and policy documents instantly.

4.2.2. Current and Future Development Plans

In 2023, the Bank commenced the implementation of the new 5-year strategy (2023-2027) to build up from the foundation of the previous strategy that came to an end in 2022. The Bank has continued to grow and ringfence its business and puts the customers at the centre of what it does by addressing their evolving needs. In addition, the Issuer remains relevant in the business by responding to market dynamics

Looking ahead, in 2024 the Bank shall focus on:

- Continued improvement on Governance, Risk Management and Sustainability matters.
- Improving efficiency and workforce optimization.
- Maintaining focus on digital transformation and accelerating delivery of digital transformation strategy.
- Leveraging the new and existing competitive advantages to attain market leadership.
- Acquiring new and optimizing existing partnerships to enhance the ability to serve and grow.
- Focus on financial inclusion to acquire new customers through Al-Barakah Banking and the CRDB Bank Foundation.
- Focus on recovery and portfolio quality management.
- Completing the implementation of its new Core Banking System.
- Developing key competencies to increase staff productivity.

The Bank shall also continue strengthening its ICT infrastructure aimed at creating a scalable infrastructure for future growth, i.e., completing the core banking system and enhancing bank cyber security capabilities. For future growth and transform, Bank's service experience aspiration is to enhance the entire operations value chain through process simplification and automation.



4.2.3. Capital Adequacy

Capital adequacy and the use of regulatory capital are monitored daily by the Bank's management, employing techniques based on the guidelines developed by the Basel Committee, as implemented by the BoT, for supervisory purposes.

4.2.4. Capital Adequacy Ratios

The total capital adequacy ratio as at 31st December 2023 was 17.3%, from 18.5% in FY2022, well above the required ratio of 14.5%. The decline in capital ratios was mainly driven increased competition, disruptive technologies, digital adoption, raised stakeholder expectations, and challenges associated with macroeconomics and geopolitical uncertainties. However, the Bank managed to withstand all the mentioned challenges, as evidenced by the remarkable year-on-year growth of 20.3% Profit after tax.

The regulatory capital adequacy requirements and the Bank's ratios as of 31 December 2023 are indicated on the following table.

	BOT Requirement In TZS million	2023 Actual In TZS million	2022 Actual In TZS million
Core Capital	15,000	1,712,366	1,456,415
Tier 1	12.50%	16.00%	17.00%
Tier 2	2.00%	1.30%	1.50%
TOTAL	14.50%	17.30%	18.50%

4.2.5. Analysis of Long-Term Borrowings

In October 2023, the Issuer issued the first Tranche branded as "Kijani Bond". This financial instrument aims to finance sustainable and green projects that align with the Bank's mission to support environmentally friendly initiatives. Total amount raised was TZS171.82 billion representing a subscription rate of 429.6%. The bond is for the period of 5 years with semi-annual interest and bears the interest rate of 10.25%.

As of 31st December 2023, the Group and Bank were compliant with all Bond Framework requirements. Other long-term borrowing includes:

Name of Lender (Amounts in TZS Million)	2023	2022
Africa Development Bank (AFDB)	64,549	71,825
European Investment Bank (EIB)	378,752	18,156
Tanzania Mortgage Refinance Company (TMRC)	27,070	27,077
Tanzania Investment Bank (TIB)	103	208
National Bank of Commerce Limited (NBC)	18,118	22,024
Société De Promotion Et De Participation Pour La Cooperation Économique S.A. (PROPARCO)	76,188	117,868
International Finance Corporation (IFC)	182,490	234,119
Investec & Intesa (INVESTEC)	72,060	-
Global Climate Partnership Fund S.A (GCPF)	25,879	-
United Nations Green Climate Fund (GCF)	87,900	-
TOTAL	933,109	491,277

4.2.6. Acquisitions and Disposals

During the year 2023, there were neither acquisitions nor disposals recorded from any related party

4.2.7.1. The Notes may be structurally junior to the secured indebtedness and other liabilities.

The Noteholders shall rank junior to existing and future secured claims of the Issuer.

In the event of any bankruptcy or liquidation the rights of the Noteholders to participate in the assets of the Bank will rank behind the claims of that secured indebtedness and other liabilities. As a result, the Notes may structurally be subordinated to the secured liabilities of Issuer.

4.2.7.2. The investment opportunity under the Notes may not be fit for all investors.

Potential investor must determine the suitability of investing in the Notes in light of its own circumstances.

As indicated under section “Use of Proceeds”, the Issuer will deploy net proceeds to finance local contractors under TARURA.

Prospective investor should consult their investment or financial, legal, and tax advisors to determine the suitability of an investment prior to investing in the Notes. Furthermore, investors should also have sufficient knowledge, experience and tools to evaluate the potential investment and to properly assess the information contained by reference in this Offer Supplement.

4.2.7.3. Value of the Notes may be adversely affected by movements in market interest rates.

Investment in the Notes involves the risk that if market interest rates subsequently increase above the rate paid on the Notes, this will adversely affect the value of the Notes as an equivalent investment issued at the prevailing market interest rate may be more attractive to investors.

4.2.7.4. The performance of the secondary capital market

The Issuer will list the Notes on the DSE as indicated on the Pricing Supplement. The growth and performance of a secondary capital market for the Notes shall be subject to prevailing market conditions. The Notes are sensitive to interest rate and market risks; and structured Notes for specific or limited categories of investors are highly likely to be impacted by volatility of secondary capital markets.

As a mitigation, investors should be aware of the type of the investment and market depth volatility of the investment prior to making an investment decision or should consult your investment advisor, stockbroker, lawyer, banker or any other financial consultant for investment guidance.

4.2.7.5. The Tanzanian Laws may change.

The Conditions of the Notes are based on Tanzanian law in effect as at the date of this Offer Supplement. No assurance can be given as to the impact of any possible judicial decisions or changes to Tanzanian law or administrative practice after the date of this Offer Supplement. Such changes in laws may include amendments to a variety of tools which may affect the rights of holders of securities issued by us, including the Notes. Prospective investors should note that the courts of Tanzania shall have jurisdiction in respect of any disputes involving the Notes.

4.2.7. Risk Management

The Bank is committed to meeting stakeholders’ expectations in mitigating risks through a robust enterprise-wide risk management framework. The framework aims at ensuring that risks are identified, quantified, managed, and monitored to achieve an optimal-risk reward profile. The bank’s enterprise risk management framework has well-defined the internal structures, adequate processes, systems, and policies, which monitor and help to mitigate existing and prospective risks or threats of damage, injury, liability, loss, and any other negative occurrence that may arise from external or internal vulnerabilities, and which may be avoided through preventive action.

The Bank’s risk management framework is implemented through a ‘three lines of defence’ model which defines clear responsibilities and accountabilities and ensures effective independent oversight and assurance activities take place covering key decisions.

4.2.7.1. Risk Management Approach

The primary responsibility for the management of risk resides with the business and functional areas where the risk is taken. The Group Business and Subsidiary function owners are responsible for ensuring that the Group Risk Management Framework has been embedded within the Group and Subsidiary daily risk management processes. In addition, all employees have the responsibility to ensure an effective management of risk and must report appropriately any known breakdowns/omissions in control, or any potential exposures that may result in financial or reputational loss to the Group.

For every product, process or system that is introduced or implemented in the Group, an internal control document is developed and made available to all relevant employees. This document includes the following elements at a minimum; Statement of accountabilities, risk identification and controls in place to mitigate the risks, Objectives of the internal controls being proposed and description of the control environment which must be implemented and maintained including monitoring and reporting.

The Bank’s Management Audit & Risk Committee are established to manage risks and monitor effectiveness of controls implementation. The risk and compliance function provides an independent oversight and monitoring process for risk and controls across the Group and reports to the Group CEO & Managing Director.

5. Corporate Governance and Management

5.1. Structure of the Board

The CRDB Board consists of thirteen (13) members, including one executive director, three independent non-executive directors, and eight non-executive directors. Its main responsibility is to oversee managerial performance and offer strategic and leadership guidance to management in key areas, within a control framework aimed at assessing and managing risks to ensure the Group's long-term sustainability. The Board holds ultimate responsibility for the Group's performance and ensuring adherence to high ethical standards. Specialized committees are established within the Board to handle specific duties, supporting and enhancing the Board's functions. These committees provide both advisory and monitoring roles and are made up of directors with relevant expertise. They operate under written terms of reference, reviewed annually, to ensure alignment with regulations and governance practices.

5.2. Corporate Governance

The Group is dedicated to upholding high standards of corporate governance to build and maintain stakeholder confidence. The Directors emphasize the importance of integrity, transparency, and accountability. The Board maintains full control over the Group, oversees executive management, and ensures that decisions on significant matters rest with the Board to achieve the Group's strategic goals.

The Board is committed to sound corporate governance practices that enhance confidence in the Bank and contribute to long-term value creation for shareholders and stakeholders. It acknowledges its collective responsibility for the Group's long-term success and is dedicated to ensuring compliance with all relevant laws and regulations. Additionally, the Board considers adherence to non-binding rules, codes, and standards, ensuring compliance remains a priority through regular discussions at Board meetings via the Board Risk Committee. The Board Risk Committee enables the identification of all relevant regulations, monitoring changes, and assessing new regulations that may impact the Group.

5.3. Board Meetings

The board has in place an annual workplan that sets out the board activities in a year. The board meets at least eight (8) times a year, and, when necessary, to consider all matters relating to the overall risk management, Group performance, implementation of the strategy and succession planning. The Group Chairman together with the company secretary and chief executive officer prepare the annual work plan and agenda for each meeting. The notice, agenda and detailed board papers are circulated seven days in advance of the meetings. Those charged with governance are allowed to request additional information to support their decision making when necessary.

In 2023, the board met eight (8) times as planned and had several discussions regarding the operations of the Bank together with its controlled subsidiaries.

5.4. Appointment of Directors

Board appointments are based on merit, with candidates assessed against objective criteria, ensuring that the Board benefits from a diverse range of perspectives. A thorough selection process is followed for appointing Directors and certain senior positions. Non-executive Directors serve an initial three-year term and are subject to re-election by shareholders at each Annual General Meeting.

When selecting suitable candidates, the process includes:

1. Advertising the vacancy, with external consultants occasionally assisting in the search.
2. Considering factors such as academic qualifications, technical skills, experience, nationality, age, gender, integrity, and ethical standards.
3. Recommendations for new board appointments are made by the Group's Board Governance and Human Resource Committee, considering the size and diversity of the Board.

The Board then recommends Directors for election or appointment by shareholders at the AGM. The number of board members is determined by the Bank's Articles of Association and regulatory guidelines. Directors elected or appointed by shareholders must receive approval from the BoT before participating in Board meetings or assuming responsibilities. Additionally, all directors must disclose any outside directorships and conflicts of interest annually and notify the company secretary of any changes within 30 days.

5.5. Training and Development of the Members of the Board

Each new Board member is required to participate in an induction program designed to familiarize them with the Bank's business, organizational structure, including its subsidiaries, as well as the roles and responsibilities of the Board and its committees. This program covers the Bank's strategy, objectives, policies, procedures, operations, senior management, and the broader business environment. The induction package provides all necessary information for effective board performance, including policies, charters, recent financial reports, and applicable laws and regulations. The Company Secretary offers comprehensive guidance on the Group's corporate governance framework.

Board members are introduced to their fiduciary duties, responsibilities, and any unique aspects of the business. The main goal of this training is to ensure that board members understand their role in corporate governance and can exercise sound, objective judgment regarding the Bank's affairs.

The Board also ensures continuous training and development of its members, keeping them informed about critical business information and corporate governance matters. An annual review is conducted to identify each member's training needs, facilitating ongoing development and upskilling. Non-executive directors further enhance their skills through periodic briefings with senior management on business functions, changes in laws, regulations, policies, and practices. They also have access to independent professional advice or external specialists when the necessary expertise is not available within the Group.

5.6. Succession Planning

The Group has a succession plan in place for key governance roles, focusing on critical skills, which is regularly reviewed. The ultimate responsibility for this plan lies with the governing body, specifically through the Board Governance and Human Resources Committee. This committee plays a vital role in establishing criteria for board membership and leadership positions and may work with external advisors to identify potential nominees.

Succession planning is a regular agenda item for the Board Governance and Human Resources Committee, ensuring it adapts to the evolving business landscape and enabling the Bank to respond swiftly to unexpected changes. The committee maintains a profile of the required skills and competencies, along with any gaps that need to be addressed by future candidates.

In some cases, the committee may engage external resources, such as search firms, to identify suitable individuals for open positions. Additionally, the Group practices rotating board members between committees to maintain continuity of experience and knowledge, while also introducing new perspectives and expertise.

5.7. Directors' Conflicts of Interest

The Board has implemented a policy and procedures to address Directors' conflicts of interest and related party transactions. Each board meeting includes an agenda item for declaring conflicts of interest, and a conflict-of-interest register is reviewed regularly. Directors are expected to avoid any actions, positions, or interests that could conflict with the Bank's interests or create the appearance of a conflict.

To manage conflicts of interest, all directors are required to:

- i. Declare any interests that might lead to a potential or perceived conflict, such as multiple directorships, business relationships, or other situations that could affect their impartial judgment.
- ii. Disclose any potential conflicts at the beginning of board or committee meetings when relevant topics are discussed. The conflicted director must then abstain from further discussion or voting on the matter.
- iii. Consider resigning from the board if they have a continuing significant conflict of interest.

Directors must notify the Company Secretary of any changes in their directorships or conflicts of interest within 30 days. The Board evaluates all declared conflicts of interest and approves transactions with the Bank as necessary. The Company Secretary maintains a register of declared conflicts. In 2023, no Directors had material interest, directly or indirectly, in any significant contracts with the Group.

5.8. Board Committees

CRDB has an effective sub-committee structure permitting the Board to address key areas in more depth than may be possible at the full Board level. Decisions about committee membership and chairs are made by the full Board based on recommendations from the nominating/corporate governance committee. The responsibilities of each sub-committee and the qualifications required for committee membership is clearly defined in a written charter that is approved by the Board. Each sub-committee is required to review its charter annually and recommend changes to the Board. All committees are required to update the full board of their activities on a regular basis. The report to include findings, matters identified for specific recommendation to the Board, action points and any other issues as deemed appropriate.

Committee members are to be elected annually amongst the Board members. The Board remains collectively responsible for the decisions of any committee and are required to review the effectiveness and performance of committees annually.

These Board sub-committees are constituted and chaired by non-executive directors include:

- i. Audit Committee.
- ii. Governance and Human Resources Committee.
- iii. Credit Committee; and
- iv. Risk Committee.



S/N	Name of Director	Board	Audit Committee	Credit Committee	Governance and Human Resource Committee	Risk Committee
1.	Dr. Ally H. Laay	Chairman				
2.	Mr. Abdulmajid Nsekela	Member				
3.	Prof. Neema M. Mori	Member		Chairman		Member
4.	Eng. Boniface C. Muhegi	Member		Member	Chairman	
5.	Mr. Abdul-Razaq Badru	Member	Chairman			
6.	Mr. Jes Klausby	Member			Member	Chairman
7.	Prof. Faustine K. Bee	Member		Member	Member	
8.	Dr. Fred M. Msemwa	Member		Member		Member
9.	Mr. Abdul A. Mohamed	Member			Member	Member
10.	Mr. Martin S. Warioba	Member	Member			
11.	Ms. Miranda N. Mpogolo	Member		Member	Member	
12.	Mr. Gerald P. Kasaato	Member	Member			
13.	Mr. Royal J. Lyanga	Member			Member	

5.9. Directors

S/N	Name of Director	Gender	Date of birth	Nationality	Date of appointment
1.	Dr. Ally H. Laay	Male	13 October 1956	Tanzanian	May, 2022
2.	Mr. Abdulmajid Nsekela	Male	19 November 1971	Tanzanian	October, 2018
3.	Prof. Neema M. Mori	Female	21 May 1978	Tanzanian	March, 2023
4.	Mr. Martin S. Warioba	Male	19 July 1978	Tanzanian	May, 2022
5.	Mr. Jes Klausby	Male	28 June 1955	Danish	May, 2023
6.	Mr. Boniface C. Muhegi	Male	15 July 1954	Tanzanian	May, 2022
7.	Mr. Abdul-Razaq Badru	Male	03 April 1968	Tanzanian	May, 2024
8.	Prof. Faustine K. Bee	Male	04 December 1959	Tanzanian	May, 2024
9.	Dr. Fred M. Msemwa	Male	14 June 1972	Tanzanian	August, 2022
10.	Mr. Abdul A. Mohamed	Male	31 December 1990	Tanzanian	January, 2022
11.	Ms. Miranda N. Mpogolo	Female	24 January 1983	Tanzanian	June, 2020
12.	Mr. Gerald P. Kasaato	Male	26 January 1979	Ugandan	May, 2024
13.	Mr. Royal J. Lyanga	Male	20 July 1970	Tanzanian	August, 2021

Directors' Interests

Shareholdings by the Director's as at 31st December are listed here under

S/N	Name of Director	Number of shares 2023	Number of shares 2022
1.	Dr. Ally H. Laay	161,548	28,812
2.	Mr. Abdulmajid Nsekela	204,650	134,650
3.	Prof. Neema M. Mori	0	118,084
4.	Mr. Jes Klausby	0	0
5.	Mr. Boniface C. Muhegi	2,231,352	2,231,352
7.	Prof. Faustine K. Bee	41,536	41,536
8.	Dr. Fred M. Msemwa	12,612	12,612
9.	Mr. Abdul A. Mohamed	2,450	2,450
10.	Mr. Martin S. Warioba	0	0
11.	Ms. Miranda N. Mpogolo	0	111,302
12.	Mr. Gerald P. Kasaato	0	0
13.	Mr. Royal J. Lyanga	0	0

5.10. Directors' Qualifications

Dr. Ally Hussein Laay

Dr. Laay has held various positions across different organizations, including serving as Principal Management Accountant at TANESCO, Management Consultant at PWC, Counterpart Director of Finance and Administration at the Medical Stores Department, Director of Finance and Administration at TASAF, Director of Finance at ICAP of Columbia University, and Director of Finance and Administration at the National Economic Empowerment Council.

Currently, he is the Chairman of the Board of Directors at CRDB Bank PLC, where the bank has maintained its status as the largest in Tanzania regarding resources, customer deposits, loan portfolio, profits, and branch network under his leadership. Additionally, Dr. Laay works as a part-time consultant specializing in Financial Management, Accountancy, Auditing, and Corporate Governance.

Dr. Laay holds several qualifications, including an Advanced Diploma in Accountancy (ADA), Post Graduate Diploma in Accountancy (PGDA), Certified Public Accountant (CPA), a Master of Business Administration (MBA) from the University of Wales, Cardiff Business School in the UK, and a Ph.D. in Business Administration with a focus on Finance and Accounting from Commonwealth University, United Kingdom.

In addition to his role at CRDB, Dr. Laay is the Board Chairman of the Southern Agricultural Growth Corridor of Tanzania (SAG-COT) and is involved in various other boards, including serving as Chairman of the Foundation for Civil Society (FCS) and being a member of the Board at the Legal and Human Rights Center (LHRC). He has also previously served on the boards of the Institute of Accountancy Arusha (IAA), National Housing Corporation (NHC), Aerial Glacier Paediatric Health Initiative (AGPAHI), and Tanzania Family Planning.

Mr. Abdulmajid Nsekela

Mr. Abdulmajid Mussa Nsekela joined CRDB Bank PLC in October 2018, following over a decade at National Microfinance Bank PLC. Before his current role, Nsekela served as Chief/Head of Retail Banking at NMB Bank PLC, with previous positions including Head of Personal Banking and Senior Manager, Personal Banking.

With over twenty years in banking, Mr. Nsekela has extensive experience in Retail Banking, Corporate Banking, Branch Operations, and Control Functions. His expertise includes Strategic Management, Transformational Leadership, and Business Turn-around Strategy. He has successfully led initiatives that have significantly impacted the banking sector in Tanzania, such as promoting digital banking and developing financial delivery channels through digital payment platforms. His efforts in transforming retail banking infrastructure and expanding branch networks at NMB Bank have been noteworthy.

Nsekela's leadership has earned him prominent roles on various Management Boards in Tanzania. He is currently the Chairman of the Tanzania Bankers Association, which represents the banking industry in the country. He also serves as a council member of the Tanzania National Business Council (TNBC) and the Tanzania Financial Inclusion National Council.

Additionally, Mr. Nsekela is a respected board member of the Tanzania Private Sector Foundation (TPSF) and the Tanzania Mortgage Refinance Company Limited (TMRC). He holds a master's degree in business administration with a focus on International Banking and Finance (MBA-IBF) and a Post Graduate Diploma in Business Administration from Birmingham University. He has also completed Executive Development and Leadership programs at Harvard Business School, Wharton School of the University of Pennsylvania, and the Gordon Institute of Business Science at the University of Pretoria and is an alumnus of the Institute of Finance Management (IFM) with a specialization in Banking Finance.

Prof. Neema Munisi Mori

Prof. Neema Munisi Mori is an Associate Professor of Finance and the Director of Public Services at the University of Dar es Salaam in Tanzania. She has previously held positions as a Senior Lecturer in the Department of Finance at the same university, a Research Fellow at the University of Agder in Norway, Assistant Lecturer and Tutorial Assistant at the University of Dar es Salaam, and an Audit Trainee at KPMG Tanzania.

Prof. Mori is also a Co-founder of MTI Investment Company, which operates in Tanzania, Norway, and Sweden, focusing on equity investment to support the growth of Small and Medium Enterprises. With over 15 years of experience in teaching, research, and consulting, she has made significant contributions to women and youth through her work in leadership and entrepreneurship. Her expertise spans banking, finance, investment, corporate governance, microfinance, and entrepreneurship.

She is an active researcher with published papers in international refereed journals, including the Journal of Management and Governance, Journal of Emerging Market Finance, and Journal of African Business. Prof. Mori holds a PhD in International Business with a focus on Corporate Governance and Boards of Financial Institutions from the University of Agder, Norway. She also earned an MBA in Finance and a Bachelor of Commerce in Finance from the University of Dar es Salaam. Additionally, she is the Vice Chairperson of the Board, Chairperson of the Credit Committee, and a member of the Risk Committee. She has a Certification in Company Direction from the Institute of Directors in the UK.



Mr. Gerald P. Kasaato

Gerald is a Finance and Management professional with over 14 years of experience in multiple markets. Gerald has a track record of achievement and has consistently outperformed performance objectives, selecting lead systems, which have resulted in the efficiency of projects and assignments. He has managed high performance teams, demonstrating strong leadership, analytical and problem-solving skills.

He is the current Chief Investment Officer (CIO) at the National Social Security Fund (NSSF) in Uganda, overseeing a portfolio of approximately USD 5 billion invested in fixed income, equities and real estate. Gerald spearheaded the diversification of the NSSF Uganda investment portfolio, making it the only institutional investor in East Africa investing in all the East African markets.

Before the role, Gerald served as Portfolio Manager - Equities at the same organisation. Before joining NSSF Uganda, he was Finance & Investment Manager at the National Housing & Construction Company Uganda, and Investment & Treasury Manager at the National Insurance Company, Uganda Ltd. Gerald started his career as an Associate Audit/Tax (March 2003 to Apr 2005) at PTAP/Philips, Kobbs & Co, a Chartered Certified Accountants firm based in London, United Kingdom (UK).

He holds an MBA(Finance) from the University of Exeter, UK, and an MSc. International Finance & Investment, London South Bank University, UK and a BSc. (Hons) Accounting, Oxford Brookes University, UK. Gerald is an alumnus of Harvard Business School. He is also a CFA Charter holder, UK Chartered Accountant (Fellow), a Fellow of the Chartered Management Institute (FCMI), and a member of the Institute of Certified Public Accountants of Uganda (ICPAU).

He is a member of the Audit Committee of the Board of CRDB. Gerald is also a Board member of Trade Development Bank (TDB) representing the constituency of Uganda, Sudan, DRC Congo, Angola, and Comoros. He is the vice chairperson of the TDB Board. He is also chairman investment committee, and vice chairman finance committee of the TDB Board.

Dr. Fred M. Msemwa

Dr. Fred Msemwa is the managing director of Watumishi Housing Investments (WHI), a fund management firm responsible for management of Watumishi Housing Real Estate Investment Trust (REIT) and FAIDA Fund which is an open-ended Collective Investment Scheme (CIS). He has more than twenty years' professional experience spanning across sectors including real estate, tourism, construction, energy and water regulation, accountancy, audit, fund management, bank governance, and risk management.

Dr. Msemwa previously served as director of audit at the Energy and Water Regulatory Authority (EWURA), deputy principal at National College of Tourism and rose from an accountant to finance manager at National Housing Corporation (NHC). Fred graduated in accountancy from IFM and holds MBA Finance in UK.

He is a certified board director and holds PhD in Business Administration (Audit) from the Open University of Tanzania. He sits on the risk and credit committees of CRDB Bank PLC and serves on the Boards of Dar es Salaam Water and Sanitation Authority (DAWASA) and Business Registration Agency. He volunteers as the Chair of the Youth Dream Foundation (YDF); a youth empowerment NGO that seeks to empower the youth through education, entrepreneurial development and career guidance.

Mr. Abdul Ally Mohamed

Mr. Abdul Ally Mohamed is an accomplished Financial Specialist with a proven track record in delivering consistent profit growth for businesses through high quality leadership management.

Mr. Mohamed has extensive experience across a broad spectrum of fast paced and challenging industries including, financial services, media and commercial football. He is a positive and driven team player with a strong background in media industry, pay TV business and digital marketing, specializing in content marketing, social, affiliates channels and on-site optimization.

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

Eng. Boniface Charles Muhegi

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

He boasts of vast experience in the engineering and construction fields, having previously worked with the National Construction Council and Tanzania Electric Supply Company LTD (TANESCO). Engineer Muhegi obtained his training in the spheres of engineering and construction management from reputable higher learning institutions namely, Master of Science in Engineering from University of Melbourne, Australia, Bachelor of Science in Engineering (Civil) from University of Dar es Salaam, Advanced Post Graduate Diploma in Construction Management from the Institute of Housing Studies (his) Rotterdam, Netherlands. He has also attended short courses and seminars locally and abroad on technical, management and governance issues.



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

Prof. Faustine Karrani Bee

Prof Faustine Karrani Bee is a Professor in Development Studies at Sokoine University of Agriculture (SUA) since August 2022. From March 2019 to July 2022, Prof Bee served as Professor in Development Studies and also as Vice Chancellor at the University of Dodoma (UDOM). Prior to his appointment at UDOM, he was the Vice-Chancellor at the Moshi Co-operative University (MoCU), where he was also a Professor in Development Economics.

Prof. Bee was first employed as Tutor by the then Co-operative College Moshi in 1988 and became a lecturer in 1993. In 2004 the Co-operative College Moshi was transformed into the Moshi University College of Co-operative and Business Studies (MUC-CoBS), a Constituent University College of the Sokoine University of Agriculture (SUA), where Professor Bee rose through the academic ranks to the position of a professor.

Prof. Bee served as Deputy Principal (Academic) between 2007 and 2010 and became the principal between 2010 and 2014. He spearheaded the transformation of MUCCoBS into a full-fledged University of the Moshi Co-operative University (MoCU), where he was appointed its first Vice Chancellor.

He holds a Doctorate and a Master's Degree in Development Studies, and a Bachelor's Degree in Economics. He was a Visiting Research Fellow of the Institute of Developing Economies in Tokyo, Japan between 1995 and 1996. He has attended various conferences and workshops organized locally and internationally. He has published widely. Prof. Bee has vast leadership experience and exposure. He has served in various University Councils and Board of Directors as a Member or/ and Chairperson.

Prof. Bee served on the Board of the CRDB Bank from 2018 – 2021 and re-elected in 2021 for a second term of three years (2021 – 2024). Currently, he is representing CRDB Bank Board on the KCBL Board where CRDB has strategic interest. He is a member of the CRDB Bank Credit Committee, and Governance, Nomination and Human Resource Committee.

Mr. Jes Klausby

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

He has experience in financial reporting in a Danish bank, managing balanced scorecards, and implementing income and cost allocation in a complex financial organization.

Mr Klausby holds MSc in Mathematics and Economy from Aarhus University Denmark. He has attended a change management program at INSEAD. Jes loves travelling with a focus on cultural experiences, trekking and cycling; he is interested in economics and politics. Mr Klausby is Chairman of the Risk Committee and member of the Governance and Governance, Nomination and Human Resource Committee.

Ms. Miranda Naiman Mpogolo

Miranda describes herself as 'an unstoppable force for good' and is the Founder and Managing Partner of Empower - a disruptive Consulting Firm that passionately provides Talent, Advisory and Insight services to clients across the African continent. She is a Forbes-acclaimed, Tanzanian Entrepreneur who recently won the Tanzania Consumer Choice Award for 'Most Preferred Female CEO' and is a Member of The Africa List – a select community of next generation CEOs in Africa's most exciting growth markets.

She is a People & Culture guru with 18 years' experience, who's Consumer Choice Award-winning from Empower consults for and advises Boards & Management of multinational organisations across all industries while simultaneously making a huge impact in the Talent Development space on a pro bono basis through their 'Generation Empower' Programme.

Miranda holds an MA Theatre & Development Studies from the University of Leeds (UK) and a BA (Hons) in Drama, Applied Theatre & Education from The Central School of Speech & Drama (UK). She is dedicated to life-long learning having attended numerous executive programmes in Leadership, Strategy, Finance and Governance with the Institute of Directors (UK).

Miranda is Board Chair of the African Women Entrepreneurship Cooperative that empowers hundreds of women from across the continent. She is Board Vice Chair of CCBRT Hospital and an active member-leader of the Entrepreneurs' Organization (EO) where she serves as Chair of Global Learning.

As a reflection of her passion for Education and Youth Empowerment Miranda previously served as Board Member for READ International that builds libraries in Tanzanian public schools and continues to serve as an Advisor to AIESEC; empowering young people to make a progressive social impact. She is a member of the Board Credit and Governance & Human Resources Committees of CRDB Bank.

Mr. Martin Steven Warioba

Martin Warioba is the Founder and Managing Partner at Warioba Ventures, an Africa-focused investment and advisory firm that supports fintech and technology start-ups. With over 21 years of experience in IT and payments, he has been pivotal in developing mobile wallet interoperability in several African countries.

Martin advises various financial and governmental institutions on strategy, technology, and digital financial services. Martin is one of key Payments and Digital Financial Services (DFS) experts in Africa and he was instrumental in development of payment scheme rules for world's first mobile wallet-to-mobile wallet interoperability between Mobile Network Operators (MNOs) in Tanzania as well as Democratic Republic of Congo, Rwanda, and Uganda. He advises Central Banks, Commercial Banks, MNOs, FinTech, Start-ups, Public and Private Sector, NGOs on Corporate Strategy, Technology, Payments, DFS Interoperability, Policy & Regulations, and Digital Economy. He previously founded WS Technology Consulting and has worked with Deloitte Consulting and the Central Bank of Tanzania. He holds degrees in Computer Science, an MBA, and an MSc in Information Management.

Martin is also an Independent Non-Executive Director at CRDB Bank PLC and is a member of the CRDB Bank Audit Committee. He is a certified Project Management Professional and a mentor to young African professionals

Mr. Abdul-Razaq Badru

Abdul-Razaq Badru is the Director General of PSSSF. He has worked with Organizations like DFID, USAID and World Bank. He has a Masters in International Business Management from Indian Institute for Foreign Trade, Bachelor of Arts in Sociology from the University of Dar es Salaam and a Post graduate Diploma in Leadership from Aalto University Executive Education in Finland.

He is also a Certified Director by the Institute of Directors Tanzania, and a Board Member in various institutions namely STAMICO, KCMCo, BOT-Mwalimu Nyerere Memorial Scholarship and SUA.

Mr. Royal John Lyanga

Royal Lyanga is a seasoned Finance and Tax expert with 20 years of experience. He is currently the Assistant Commissioner for National Planning and Development at Tanzania's Ministry of Finance and Planning, where he plays a crucial role in long-term development planning for the government.

Previously, he held significant positions at the Tanzania Revenue Authority (TRA), including Manager of Statistics & Business Intelligence and Principal Statistician. He also has experience as an Assistant Lecturer at the Institute of Finance Management in Dar es Salaam.

Royal serves on several boards and committees, including Tembo Nickel Corporation and TAZAMA Pipeline Limited, and is involved in various government and industry negotiations. He holds a master's degree in Statistics from the University of Dar es Salaam and has received training from prestigious institutions like Duke University and Pretoria University.

5.11. Bank's Management

The Bank's executive office consists of the Managing Director who is the Chief Executive Officer is flanked by the Chief Commercial Officer, Chief Operations Officer and the Chief Finance Officer who report directly to him. They oversee various functions via Directors of departments within the Bank.

Below are the members of the Management:

S/N	Name of Director	Position	Nationality	Age
1.	Mr. Abdulmajid Nsekela	Managing Director & CEO	Tanzanian	52
2.	Mr. Boma Raballa	Chief Commercial Officer	Tanzanian	40
3.	Mr. Bruce Mwile	Chief Operations Officer	Tanzanian	53
4.	Mr. Frederick Nshekanabo	Chief Financial Officer	Tanzanian	52
5.	Mr. Alex Ngusaru	Director of Treasury and Capital Markets	Tanzanian	55
6.	Mr. Pendason Philemon	Director of Procurement	Tanzanian	50
7.	Mr. Godfrey Sigalla	Director of Internal Audit	Tanzanian	50
8.	Mr. Bonaventura Paul	Director of Retail Banking	Tanzanian	43
9.	Mr. Adimin Mwansasu	Director of Banking Operations	Tanzanian	41
10.	Mr. Godfrey Rutasingwa	Director of Human Resources	Tanzanian	43
11.	Mr. James Mabula	Director of Risk and Compliance	Tanzanian	49
12.	Ms. Tully-Esther Mwambapa	Director of Corporate Affairs & MD CRDB Bank Foundation	Tanzanian	56
13.	Mr. Xavery Makwi	Director of Credit	Tanzanian	56
14.	Mr. Deusdedit Massuka	Director of Information, Communication and Technology	Tanzanian	57
15.	Mr. Mussa Kitambi	Acting Director of Corporate Banking	Tanzanian	49
16.	Mr. Leo Ndimbo	Director of Business Transformation	Tanzanian	39
17.	Mr. Fredrick Siwale	Managing Director – CRDB Bank Burundi (Subsidiary)	Tanzanian	47
18.	Mr. Wilson Mnzava	MD – CRDB Insurance Company Limited	Tanzanian	49
19.	Mr. John Baptist Rugambo	Company Secretary	Tanzania	57
20.	Ms. Jessica Nyachiro	MD – CRDB Bank DR Congo (Subsidiary)	Tanzania	46

5.12. Management Profiles

Mr. Abdulmajid Nsekela

See profile under Directors.

Mr. Boma Raballa

He holds an MBA in Corporate Management from Mzumbe University, Tanzania, and a Bachelor of Business Administration (Accounting) from Kampala International University, Uganda. He has extensive experience in retail banking, spanning several key positions at National Microfinance Bank (NMB). At NMB, he served in various capacities, including Head of Card Business, Head of Consumer Banking, Senior Manager of Retail Liabilities, Insurance, and VAS, Product Manager for Retail Liabilities, and as a Management Trainee.

Boma joined CRDB Bank in July 2019 as the Director of Retail Banking. In this role, he is responsible for overseeing and driving the bank's retail banking strategies and operations. His expertise in retail banking, coupled with his leadership in managing banking products and services, has positioned him as a key player in enhancing CRDB's Retail Banking Services and Customer Experience.

Mr. Bruce Mwile

He holds an MBA and a Bachelor's Degree in Commerce, both with a specialization in Finance, from the University of Dar es Salaam. He has further enhanced his expertise by attending several executive management development programs, including at the University of Virginia Darden School of Business in the U.S. and the Graduate School of Business in Cape Town.

With over two decades of experience, Bruce began his career at Citibank Tanzania, where he served as Assistant Supervisor in the Operations Department, he then joined CRDB Bank in February 2001, where he held several key roles. From 2001 to 2012, he worked as Manager of Corporate Banking and Senior Relationship Manager within the Corporate Banking Department.

Bruce's leadership capabilities were further demonstrated when he was appointed Managing Director of CRDB Bank Burundi, the bank's first fully-fledged foreign subsidiary, a position he held from 2012 to 2020. Under his leadership, CRDB Bank Burundi flourished and established a strong presence in the region. He currently serves as the Chief Operations Officer at CRDB, leveraging his vast experience in corporate banking and international leadership to oversee the bank's operations at a strategic level.

Mr. Frederick Nshekanabo

He holds an MSc. in Finance from the University of Strathclyde, UK, and an Advanced Diploma in Accountancy from the Institute of Finance Management (IFM) in Dar es Salaam. He is also an Associate Certified Public Accountant (ACPA (T)) and has completed a Certificate in Company Direction from the Institute of Directors (IoD) in the UK. Additionally, Frederick has attended several Executive Management Development Programs, including those at the University of Cape Town Graduate School of Business and Harvard Business School in the USA.

With over 20 years of experience, Frederick joined CRDB Bank in February 1999. Over the years, he has held numerous positions, including Manager Finance until 2011, when he was appointed Director of Finance. He served in that role for seven years before being named Group CFO of CRDB Bank Group in July 2019.

In addition to his current role as Group CFO, Frederick holds several key responsibilities. He represents CRDB Bank PLC as a Board Member of Tandahimba Community Bank (TACOBAB) under the bank's management contract and serves as an Alternate Director at Tanzania Mortgage Refinancing Finance Company Limited (TMRC). He also serves as the Honorary Treasurer of the Tanzania Bankers Association.

Mr. Alex Ngusaru

He holds a Bachelor of Commerce Degree in Finance and an MBA from the University of Dar es Salaam. He is a certified Trade Finance Specialist (International Academy of Business and Financial Management) and a Certified Financial Markets Dealer (Association of Financial Markets - ACI). He is also a member of the African Securities Exchanges Association (ASEA) and completed a certificate program in Company Direction (Corporate Governance) from the Institute of Directors (IoD), London, UK.

Alex brings over two decades of experience in Finance and Banking, with a specialization in fixed income, currencies, and commodities. Before joining CRDB, he held leadership positions at Citibank as Head of Fixed Income, Currencies, and Commodities, and at United Bank for Africa (UBA) as Country Treasurer.

Alex joined the bank in April 2011 as the Director of Treasury. Currently, he serves as the Chairman of the Management Tender Committee (MTC) and the Capital Management Committee. He is also the Secretary of the Asset and Liability Committee (ALCO) and a member of both the Credit and Disciplinary Committees. Alex represents the bank on the TMRC board.

Mr. Pendason Philemon

He holds an MBA from the Eastern and Southern African Management Institute (ESAMI) and has earned multiple professional certifications, including Certified Supplies Professional (CSP) from the Procurement and Supplies Professionals and Technicians Board (PSPTB) and Certified International Procurement Professional (CIPP). He also completed an executive management leadership course at Strathmore Business School in Kenya and is a Certified Director by the Institute of Directors Tanzania.

With over 20 years of experience, Pendason has built a distinguished career in supply chain management, strategic procurement, and project management. Before joining CRDB, he served as the Head of Procurement at NMB Bank PLC and worked as a Procurement Manager at Vodacom Tanzania and Unilever Tea Tanzania.

Pendason joined CRDB Bank in July 2019 as the Director of Procurement. In his current role, he is also a member of the Executive Management Committee (EXCO) and co-chairs the Human Resource Disciplinary Committee, in addition to serving on the Management Tender Committee (MTC).

Mr. Godfrey Sigalla

He holds a Bachelor of Commerce (Accounting) and an MBA in Finance, both from the University of Dar es Salaam. He is also a Certified Public Accountant (CPA (T)) and has a Postgraduate Diploma in Tax Management.

Godfrey joined CRDB Bank in September 2019. Before joining CRDB, he gained extensive experience in internal audit and financial risk management, holding key positions such as Director of Internal Audit and Investigations at the Higher Education Students Loans Board, Country Head of Internal Audit and Financial Crimes Risk at Standard Chartered Bank, and Head of Internal Audit at NBC Bank. He also served as Chief Internal Auditor at Tanzania Electric Supply Company (TANESCO), earlier in his career, Godfrey worked as a Management Trainee and later as a Risk Analyst at Tanzania Development Finance Company, and as Audit Associate II at PricewaterhouseCoopers.

He holds a Master's degree in Accounting and Finance from Mzumbe University. He is also a Certified Public Accountant (CPA) accredited by the National Board of Accountants and Auditors (NBAA) and a Certified Professional Banker (CPB) from the Tanzania Institute of Bankers (TIOB).

He joined CRDB Bank in 2019 as the Head of Branch Network and currently serves as the Acting Director of Retail Banking. Bonaventura brings over 14 years of experience in the banking industry, specializing in Retail Business Strategy, Branch Operations, Sales Management, and Branch Network Risk and Controls.

Throughout his career, Bonaventura has been recognized for driving business growth through customer acquisition and retention. His leadership has been pivotal in transforming the sales culture and optimizing resources across CRDB's branch network.

Mr. Adimin Mwansasu

Adimin is a seasoned banker with over 14 years of banking operations experience. He joined the bank in 2011 as a Bank Officer and during that period he has worked in various leadership positions. Admin has developed to various leadership roles from Bank Officer to a Supervisor Government Payments, Manager Bulk Processing Unit, Senior Manager Centralized Operations, Head of Centralized Operations and thereafter as an acting Director of Banking Operations, the position which he withheld prior to his appointment as a Director of Banking Operations.

Adimin holds a Bachelor Degree of Commerce in Accounting from the University of Dar es Salaam 2009. He is a Certified Professional Banker (CPB). He also holds a Diploma in Executive Management Leadership as well as the CEO Apprenticeship Program from Strathmore Business School.

Mr. Godfrey Rutasingwa

He holds a Bachelor of Education from the University of Dar es Salaam, Master's in Public Administration from Mzumbe University and the senior management leadership development certificate from Strathmore Business School.

He Joined the bank in September 2019 as head of learning & development and currently serves as Director of Human Resource.

Godfrey has over 17 years of experience in the field of Learning & Development. Prior to joining CRDB, he was the Talent Development Manager at Millicom (Tigo Tanzania) and as the Learning & Development Senior Manager at NMB Bank. He has also served as Head of Talent, Learning & Development at Barclays Bank Tanzania.

Mr. James Mabula

He holds an MBA in business analytics from Guglielmo Marconi University, an MSc. In Finance from the University of Strathclyde, a postgraduate Diploma in Financial Management from the Institute of Finance Management, and an Advanced Diploma in Certified Accountancy from Mzumbe University. He is also an accredited Company Director from the Institute of Directors (IoD), a Certified Manager from the Chartered Management Institute, both from the UK.

With more than 20 Years of experience, James began his banking career at CRDB in 2001, working in different departments and playing various roles. He currently serves as the Director of Risk & Compliance. Previously he served as the Director of Credit until 2019 and had a stint at NBC Bank, where he managed market and liquidity risks.

Ms. Tully-Esther Mwambapa

She holds a Master's degree in Business Administration (MBA) and a Bachelor of Arts in Public Administration & International Relations, both from the University of Dar es Salaam.

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

Mr. Xavery Makwi

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

He has been with the Bank since 1999, with more than 20 years of experience, Makwi has held different positions in the Bank including Head of Credit Underwriting and Senior Manager Loan Approval Corporate. He is an Advocate of the High Court of Tanzania and subordinated Courts thereto except Primary Courts.

Mr. Deusdedit Massuka

He holds an MSc. in Computer Numerical Control (CNC) Systems and a Bachelor of Science Degree in Automation, both from Saint-Petersburg State Technical University, Russia. He has professional certificates in Information Technology Infrastructure Library (ITIL) in Service Management, Project Management, Systems & Database Administration and Red Hat Enterprise Linux (RHEL) operating system.

With vast experience in banking systems, he joined the bank in January 2019 as business technology advisor to the managing director. He currently serves as the Director of ICT. Prior to joining CRDB, he worked for NMB in senior roles such as Head of Channels (ATMs, Internet banking, Mobile Banking), Head of ICT Change and Projects & Innovation, and Head of Self-Service Channel Systems.

Mr. Mussa Kitambi

An experienced business leader, Mr. Kitambi brings in more than 20 years of banking experience [Retail, SME's, Business and Corporate Banking]. He joined the bank as a Senior Manager Debts Structuring and Negotiations and thereafter as a Head of Corporate Banking, the position he held until his appointment as Acting Director of Corporate Banking. Prior to joining the Bank Mr. Kitambi has held various leadership positions from various banking institutions such as Head of Corporate Banking at United Bank of Africa, Head of Corporate Sales, Senior Corporate Relationship Manager and Head of Corporate and Institutional Banking at Commercial Bank of Africa.

Mr. Kitambi holds a Master's degree of Business Administration [Banking and Finance] and an Advanced Diploma in Public Administration, both from Mzumbe University. He also holds a Diploma in Executive Management Leadership Program from Strathmore Business School.

Mr. Leo Ndimbo

He holds a Postgraduate Diploma (PDG) – BA in International Business from College of Business Education, and IAD, Computer Engineering from New Horizons University. He is also a certified Digital Money practitioner from the Fletcher School at Tufts University and attended Executive Development Program at Strathmore University. Leo was a member of the first Cohort of Digital Frontiers in Tanzania championing cashless society and digital economy adoption.

He joined the bank in December 2018, pioneering holistic transformation of the group to become a financial service ecosystem. He currently serves as the Director Business Transformation. Prior to joining CRDB, he has worked at NMB Bank PLC in multiple roles and capacities including Head of Branch Network & Retail Strategies, and Alliance One.

Mr. John Baptist Rugambo

He holds an MBA in International Business Administration and a Bachelor's Degree in the same field from the United States International University of Africa (USIU) in Nairobi, majoring in Marketing. He has also attended the Senior Executive Leadership Program of the London Business School (LBS).

With more than 20 years of experience, he joined the CRDB in November 1999 and rose through the ranks to his current position as Company Secretary. Prior to joining CRDB Bank, Rugambo worked for Citibank as Head of Customer Service and Relationship Officer Financial Institutions. He serves on the Advisory Board of AIESEC in Tanzania and is a Founder Member of the Institute of Directors Tanzania, where he previously served as Vice Chairman and Chairman of the Institute.

Mr. Wilson Mnzava

He has more than 20 years' experience in sales, distribution and business development in life, non-life, micro insurance and medical insurance. Before joining CRDB Insurance Company he worked in various positions i.e. Head of Risk Management for Savings and Cooperative Union League of Tanzania, Microfinance specialist of Uganda Co-operative Alliance under FK Norway exchange program, Project Manager for the First Micro insurance Agency (an agency of the Aga Khan Development Network), Sales Manager for Jubilee Insurance company, Business Development Manager and thereafter as a General Manager at Sanlam life Insurance Tanzania. He also worked in CRDB Insurance Broker Ltd from March 2020 as a Head of Business Development and thereafter as a General Manager.

Wilson holds a Master's of Science in Insurance and Actuarial Science from the Institute of Finance Management (IFM) and a Postgraduate diploma in Savings and Credit Cooperatives Management from Sokoine University (SUA). He has an Advanced Diploma of Accountancy from IFM. He is alumni of Senior Management Development program from the University of Stellenbosch, South Africa and attained a certificate of Enterprise promotions from the Negev Institute of Strategy for Peace and Development in Israel. He is an active member for the Chartered Insurance Institute, United Kingdom (CII-UK) and Insurance Institute of Tanzania (IIT).

Ms Jessica Nyachiro

She holds an MBA in International Business from the Institute of Finance Management (IFM), and a Bachelor of Education (B.Ed.), Linguistics and Literature.

She joined CRDB in July 2005 and worked in different roles and departments, starting of as Manager: Card Business and has risen through the ranks to the position she holds today as the Managing Director of CRDB Bank DR Congo a subsidiary of CRDB Group that was incorporated in the Democratic Republic of Congo in 2023.

6. Statutory and General Information

1.1. Authorisation

The Issuer has obtained all necessary consents, approvals and authorisations in connection with the Issue of the Notes, including but not limited to a resolution of the Board of Directors passed on 19 June 2023.

1.2. Incorporation

The Issuer was incorporated in the United Republic of Tanzania under the Companies Act as a public company limited by shares with registration number 30227 in 1996 and further listed on the DSE on 17th June 2009.

1.3. Share Capital

As at 31 December 2023, the Issuer had issued and fully paid-up ordinary shares of 2,611,838,584 at TZS 25 each with total equivalent of TZS 65 billion. The share capital levels are above the CMSA eligibility minimum requirement of TZS 500 million. There was no increase in the share capital in comparison to the previous year.

1.4. Working Capital

The Directors believe there is sufficient working capital for the Issuer to meet its ongoing obligations under the Programme.

1.5. Approvals

A no objection from BoT has been obtained and a copy of the IM delivered to CMSA and DSE and approvals has been granted to offer the Notes for sale in Tanzania and for the Notes to be listed to the fixed income market segment of DSE.

1.6. Significant or Material Changes

Save as disclosed in this Offer Supplement, there has been no significant change in the financial or trading position of the Bank since the most recent financial statements presented in the Reporting Accountants Report.

1.7. Material Contracts and Litigation

Please refer to section 7, "Legal Opinion" with updated status on Material Contracts and Litigation.



7. Legal Opinion

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Partners
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CRDB Bank PLC
Plot No. 25
26 Ali Hassan Mwinyi Rd
Postal Address 268
Dar es Salaam
Tanzania

07th October 2024

Dear Sirs,

Re: Legal Opinion in Respect to the Second Tranche of the Multicurrency Medium Term Note Programme of up to Tanzania Shillings equivalent of US\$ 300,000,000 (“Programme”) to be Issued by CRDB Bank Plc (the “Bank” or “Issuer”)

1. Introduction

- 1.1. We have acted as a legal counsel to the proposed issue by the Bank (in its capacity as Issuer) in relation to the proposed second tranche of the Programme upon the terms and conditions set out in the information memorandum dated 18th August 2023 (the “Information Memorandum”) and the Offer Supplement dated 7th October 2024.
- 1.2. This legal opinion is supplemental to our legal opinion dated 15th August 2023 which forms part of the Information Memorandum.
- 1.3. Unless otherwise defined, capitalised terms in this legal opinion have the same meaning as defined in the Information Memorandum and the Agency Agreement dated 18th August 2023 (“Agency Agreement”) to which the Programme is constituted.

2. Sources of Information, Documents, and the Laws Examined

- 2.1. The opinion given herein is based on the statutory and non-statutory records of the Bank as well as the legal due-diligence investigation on the Issuer, records available at the companies registry, the lands registry and specific legislation governing the Bank.
- 2.2. In giving this opinion, we have relied on information obtained during the due-diligence investigation of the corporate standing of the Issuer and the business undertaking of the Issuer as set out in the Information Memorandum and the Offer Supplement.
- 2.3. We have examined to our satisfaction copies of the following documents:
 - 2.3.1. the Information Memorandum
 - 2.3.2. the Agency Agreement;
 - 2.3.3. the Placing Agreement dated 18th August 2023 between the Bank (as Issuer), Stanbic Bank Tanzania Limited (as Lead Placing Agent) and Orbit Securities Company Limited (as Sponsoring Broker and Placing Agent);
 - 2.3.4. the Offer Supplement dated [07th October 2024]
(all the above collectively referred to as the “Programme Documents”)
 - 2.3.5. a copy of the extract resolution from the minutes of the meeting of the board of directors of the Issuer held on 19th June 2023 authorising, inter alia, the establishment of the Programme;
 - 2.3.6. a copy of the letter issued by the Bank of Tanzania dated 28th February 2023 with respect to the Programme (“BOT Letter of No Objection”);



- 2.3.7. a copy of the licence number CBA 00065 dated 14th March 2018 issued by the Bank of Tanzania under the Banking and Financial Institutions Act;
- 2.3.8. a copy of the business licence dated 8th July 2024 issued by the Business Registration and Licensing Agency (“BRELA”);
- 2.3.9. a copy of the bancassurance licence number BA 20210015 dated 28th April 2022 issued by the Tanzania Insurance Regulatory Authority under the Insurance (Bancassurance) Regulations;
- 2.3.10. a copy of the search report dated 18th September 2024 obtained from the BRELA (“BRELA Search Report”);
- 2.3.11. a copy of the memorandum and articles of association of the Issuer (“Memorandum and Articles”);
- 2.3.12. a copy of the certificate of incorporation of the Issuer number 30227 dated 28th June 1996 and certificate of change of name dated 28th December 2007;
- 2.3.13. a certified copy of the approval issued by the Capital Markets and Securities Authority (“CMSA”) dated 18th August 2023 in connection with the Programme and the Information Memorandum (“Programme Approval”);
- 2.3.14. a certified copy of the approval issued by the Dar es Salaam Stock Exchange PLC (“DSE”) dated 28th August 2023 in connection with the Programme and the Information Memorandum;
- 2.3.15. a certified copy of the approval issued by the DSE dated [] in connection with the Offer Supplement; and
- 2.3.16. a summary of court cases and pleadings provided to us by the Issuer’s legal counsel in which the Issuer is a party.
- 2.4 We have also relied on the following laws, regulations and guidelines (“Laws”):
- 2.4.1 The Banking and Financial Institutions Act, Act No. 5 of 2006;
- 2.4.2 The Bank of Tanzania Central Depository System Rules, 2012;
- 2.4.3 The Capital Markets and Securities (Advertisements) Regulations, 1997;
- 2.4.4 The Capital Markets and Securities (Prospectus Requirements) Regulations, (G.N. No. 769 of 1997 (the “Regulations”));
- 2.4.5 The Capital Markets and Securities Act, Cap. 79 R.E [2002] (as amended);
- 2.4.6 The Capital Markets and Securities Authority Guidelines for the Issuance of Corporate Bonds, Municipal bond and Commercial Paper 2019;
- 2.4.7 The Companies Act, 2002 [Cap. 212];
- 2.4.8 The Dar es Salaam Stock Exchange Public Limited Company Rules, 2022;
- 2.4.9 The Guidelines on Corporate Governance Practices by Public Listed Companies in Tanzania, 2002;
- 2.4.10 The Banking and Financial Institutions (Corporate Governance) Regulations, 2021 (as amended);
- 2.4.11 The Income Tax Act [Cap 332 R. E. 2019], (the “Income Tax Act”);
- 2.4.12 The Insurance (Bancassurance) Regulations, 2019; and
- 2.4.13 The Stamp Duty Act, [Cap. 189 R.E 2019].

3. Opinion

Subject to the assumptions set out in Schedule 1 (Assumptions) and qualifications set out in Schedule 2 (Qualifications), we are of the opinion that, so far as the present laws of Tanzania are concerned:

3.1. Corporate Standing of the Issuer

- 3.1.1. The Issuer is a public company duly established and validly existing under the laws of Tanzania. The Issuer has perpetual corporate existence and the capacity to sue and to be sued in its own name.
- 3.1.2. The Issuer has a valid banking license, and has all the required authorisations, to validly and lawfully carry-on banking business in the manner currently being conducted by the Issuer in Tanzania as described in the Information Memorandum and the Offer Supplement.
- 3.1.3. The Issuer has the corporate power to own its assets and to carry on banking business and to enter into contracts to which it is party, including the Programme Documents, and to perform and observe its obligations under them.
- 3.1.4. The Issuer has taken all required actions on its part to authorise the execution, delivery, performance and observance of the Programme Documents, and the said Programme Documents have been properly entered into, executed and delivered by the parties thereto.
- 3.1.5. The Issuer has the required mandate under its Memorandum and Articles and powers under Tanzanian law to issue the Programme and enter into the Programme Documents and has the necessary internal corporate approvals for the issuing of the Programme and for entering into the Programme Documents.
- 3.1.6. The BRELA Search Report does not reveal that the Issuer is in liquidation, administration, receivership or administrative receivership or that a winding-up petition has been presented against it.

As of the date of this opinion, there has been no change in the corporate status of the Issuer.

- 3.2. Capacity, Authority and Execution
- 3.2.1. The Issuer has the corporate power and capacity to issue the Programme and execute the Programme Documents and to perform the obligations it is expressed to assume under it.
- 3.2.2. The Issuer has taken all necessary corporate action to authorise it to issue the Programme and execute the Programme Documents and to perform the obligations it is expressed to assume under it.
- 3.2.3. The Issuer has duly executed the Programme Documents.

3.3. The Notes

- 3.3.1. The creation, issue, sale, execution and delivery of the Notes have been duly authorised, and when duly executed, effectuated, issued, delivered by the Issuer the Notes will constitute valid, enforceable and legally binding obligations of the Issuer in accordance with their terms except as the same may be limited by insolvency or other similar laws affecting creditors' rights.
- 3.3.2. The Programme Documents have been duly authorised, executed and delivered by the Issuer and constitute valid, enforceable and legally binding obligations of the Issuer in accordance with their terms except as the same may be limited by insolvency or other similar laws affecting creditors' rights.
- 3.3.3. The Notes and their terms and conditions are in the proper legal form for enforcement against the Issuer and contain no provision which is contrary to law or public policy in Tanzania or which would not for any reason be upheld by the courts of United Republic of Tanzania.
- 3.3.4. Neither the execution and delivery of the Programme Documents, nor the execution of the transactions therein contemplated nor compliance with their terms and conditions will contravene any existing law, governmental rule, regulation or order of the United Republic of Tanzania.
- 3.3.5. Except as noted below, it is not necessary under the laws of the United Republic of Tanzania (a) in order to enable any person to exercise or enforce its rights under any of the Programme Documents or the Notes, or (b) by reason of any such person being or becoming the holder of any of the Programme or party to the Programme Documents or the performance by any such person of its obligations, thereunder, that any such person should be licensed, qualified or otherwise entitled to carry on business in Tanzania, nor will any such performance violate any law applicable in Tanzania. Brokers or dealers or investment advisors carrying on business as such in Tanzania require a license from the CMSA.
- 3.3.6. The Issuer has obtained the following approvals, consents and registrations applicable to the Notes:
- a. the CMSA's approval of the Information Memorandum and the Offer Supplement and the Issuance of the Programme;
 - b. the BOT Letter of No Objection;
 - c. the registration of the Information Memorandum and the Offer Supplement with the Registrar of Companies; and
 - d. the DSE approval for listing of the Programme .

Save for the above, no further consents, approvals, authorisations or registration, filing or similar formalities are required to be carried out in Tanzania by the Issuer in connection with the Programme, the issuance of the Programme and the performance by the Issuer of its obligations under the Programme Documents.

3.4. The Information Supplement

The Information Supplement complies with the requirements of the Regulations and the statements therein relating to the laws of Tanzania are correct and not misleading.

3.5. Ownership of Properties and Other Assets

We confirm that the Bank has good title to the properties listed in Schedule 3 (Additional List of Properties) and Schedule 4 (Additional List of Assets) of the legal opinion dated 15th August 2023 contained in the Information Memorandum, and the additional properties listed in Schedule 3 (Additional List of Properties) and Schedule 4 (Additional List of Assets) of this legal opinion, and that the relevant titles evidencing lawful ownership of such properties are in full compliance with the relevant laws and regulations of Tanzania and the said titles are in proper form for enforcement in the courts of Tanzania.

3.6. Material Litigation

- 3.6.1. As of the date of this opinion, and to the best of our knowledge, having made reasonable inquiry with the Issuer and their lawyers in Tanzania, none of the directors of the Issuer are subject to any material litigation, prosecution or other criminal litigation instituted against any of them in Tanzania.
- 3.6.2. We confirm that subject to the updated material litigation disclosed herein under Schedule 5 (Additional Material Litigation) provided by the Issuer, there are no material litigious claims, and/or actions involving the Issuer.

3.7. Material Agreements

- 3.7.1. To the best of our knowledge and having relied on communications made to us the Issuer has entered into the material contract specified under Schedule 6 (Additional Material Contracts) as described under paragraph 9 of Part II of the Regulations.

3.7.2. Other than the above, there is no other agreement or arrangement pertaining to the contemplated Programme.

3.8. No Event of Default

As far as we are aware, as of the date of this opinion, no Event of Default has occurred or will occur as a result of the issue of the Programme or the execution of the Programme Documents or the Issuer's compliance with the terms thereof.

3.9. Immunity

Neither the Bank nor any of its property is entitled to immunity from any suit, pre-judgment attachment or restraint or enforcement of a judgment on grounds of sovereignty or otherwise in the courts of Tanzania in respect of proceedings against it.

3.10. Insolvency/ Receivership Proceedings

To the best of our knowledge, information and belief and after due enquiry and confirmation from the company secretary of the Issuer, we confirm that no bankruptcy, receivership, or similar proceedings have been instituted against the Bank.

3.11. Tax payable

3.11.1. The Notes are not exempt from taxation generally.

3.11.2. Interest payable under the Notes is currently exempt from withholding tax pursuant to section 82(2)(e) of the Income Tax Act [Cap 332 R. E. 2019].

3.11.3. Transactions relating to the Notes are not generally exempt from stamp duty (and other duties), but exemption may exist under government policy, which is subject to change. At the time of issuing this legal opinion, stamp duty is applicable on the Programme at a rate of 1%.

3.11.4. Debt securities such as bonds and debentures are treated as tradable financial assets. Net gains on sale of such securities are treated as investment income which should be included in the determination of taxable income as provided by the Income Tax Act. The total income of an entity is subject to a tax rate of 30% while for an individual the individual tax rates will be applied.

3.11.5. Tanzania has entered into double taxation avoidance treaties with Canada, Denmark, Finland, India, Italy, Norway, Sweden, South Africa, United Arab Emirates (UAE) and Zambia. A three-way tax treaty between Kenya, Tanzania and Uganda, has been signed but is yet to come into force.

4. Qualifications

This opinion relates only to the laws of Tanzania. No opinion is expressed as to any other law or the validity or enforceability of any agreement in any other jurisdiction. It is given solely for the purposes of its publication in the Offer Supplement and may not be disclosed in whole or in part to any other person or otherwise quoted or referred to or relied upon for any other purpose without our express and prior written consent.

5. Consent

We hereby consent to the inclusion of this legal opinion in the Offer Supplement to be issued by the Bank, in the form and text in which it is included. We confirm that we have not, prior to the date of the Offer Supplement, withdrawn our consent to the issue of the Offer Supplement containing this opinion.

Yours faithfully



Stella Ndikimi

Partner

Dentons EALC East African Law Chambers

SCHEDULE 1-ASSUMPTIONS

For the purposes of this opinion, we have assumed that: -

1. that each party to the Programme Documents (other than the Issuer) exists as a legal person, has the power to carry on its business and has been duly authorised to execute the Programme Documents;
2. the Programme Documents and the signatures and seals thereon are genuine and the copies of the documents we have examined conform to the original documents and no alteration, variation or modification has been made to them;
3. that all original documents supplied to us are complete, authentic and up to date, and that all copy documents supplied to us are complete and conform to the originals;
4. all information contained in the Supplemental Offer and all information provided to us by the Issuer and its officers and advisers is true, accurate and up to date;
5. all factual statements including representations contained in the Programme Documents are true and correct; and
6. there are no facts or circumstances in existence and no events have occurred which would render any of the Programme Documents void or voidable or capable of rescission for any reason.
7. that each express submission to jurisdiction, and each express waiver of any objection that that party may now or in the future have to any proceeding being instituted or determined in a particular forum, by a party contained in the Programme Documents constitutes a valid and legal submission or waiver (as the case may be) by that party (and is not subject to avoidance by any person) under all Applicable Laws other than the laws of Tanzania and in all applicable jurisdictions other than the jurisdiction of Tanzania and that, insofar as any obligations under such Programme Documents fall to be performed in any jurisdiction other than Tanzania, its performance will not be illegal or ineffective by virtue of the laws of that jurisdiction;
8. that no party to the Programme Documents has entered into it in consequence of bad faith or fraud, coercion, duress, misrepresentation or undue influence or on the basis of a mistake of fact or law or believing that Programme Documents to be fundamentally different in substance or in kind from what it is;
9. that the Programme Documents has been entered into by each of the parties thereto in good faith, for the purpose of carrying on its respective business, for its respective benefit and on arm's length commercial terms;
10. that the Programme Documents has not been superseded, amended or repealed in any respect by any subsequent deletion, amendment or substitution of any of the provisions thereof since the original dates of signature thereof; and
11. other than in Tanzania, any consent, licence, approval or authorisation of any person which is required in relation to the execution and delivery of the Documents and the performance and observance of the terms of the Programme Documents by the parties thereto has been obtained.

We have found nothing to indicate that the above assumptions are not justified.



SCHEDULE 2- Qualifications

This opinion is subject to the following qualifications:

1. it is given only in relation to the Programme Documents and at the time of drafting, there are no other factual circumstances which are not evident from the Programme Documents or which have not been disclosed to us that may affect the opinions given herein of the enforceability of the Programme Documents;
2. except as explicitly stated herein, no opinion is expressed on matters of fact or in relation to any representation or warranty contained in Programme Documents;
3. the opinions expressed herein are confined to matters of the laws of Tanzania existing as at the date hereof and no opinion is expressed as to the laws of any other jurisdiction;
4. if any obligation is to be performed in a jurisdiction outside Tanzania, it may not be enforceable in Tanzania to the extent that performance would be illegal or contrary to public policy under the laws of the other jurisdiction;
5. the enforceability of the obligations of any of the parties to Programme Documents may be limited by bankruptcy, insolvency, reorganisation, moratorium, prescription or other laws affecting creditors' rights generally; and
6. any claim may be or become barred under the laws relating to the limitation of actions or may be or become subject to set-off or counter claim.



SCHEDULE 3- LIST OF ADDITIONAL PROPERTIES

Registered Holder of Right of Occupancy	Property description	Remarks
CRDB Bank PLC	Certificate of Title No. 64547, Plot No.412, Block "B" Bomang'ombe Urban Area, Hai District	Status: Valid up to 2118
CRDB Bank PLC	Certificate of Title No.2494 KGLR Plot No.29, Block "A" Mrubona Kasulu Township	Status: Valid up to 2120
CRDB Bank PLC	Certificate of Title No. 991, Plot No.1, Block "E" Kayanga Urban Area in Karagwe District	Status: Valid up to 2119
CRDB Bank PLC	Certificate of Title No. 40, Plot No. 83 Block "B" Nkwenda Trading Center in Kyerwa District	Status: Valid up to 2119
CRDB Bank PLC	Certificate of Title No. 338, Plot No. 207 Block "P" Majeno Mpanda Urban Area	Status: Valid up to 2119
CRDB Bank PLC	Certificate of Title No. 53773MBYLR, Plot No. 380 Block "V" Rujewa Urban Area in Mbarali District	Status: Valid up to 2118
CRDB Bank PLC	Certificate of Title No. 204RUV, Plot No. 69 Block "D" Kilosa Central Mbamba-Bay Urban Area in Nyasa District	Status: Valid up to 2085
CRDB Bank PLC	Certificate of Title No. 707RUV, Plot No. 591 Block A at Boma Area in Mbinga District	Status: Valid up to 2119
CRDB Bank PLC	Certificate of Title No. 19294MTW, Plot No. 139 Block 'A' Mkwajuni "B" in Mangaka Urban Area	Status: Valid up to 2119
CRDB Bank PLC	Certificate of Title No. 62040LR, Plot No.172 Block "A" Mlimani Area in Chato District	Status: Valid up to 2082
CRDB Bank PLC	Certificate of Title No. 26275DLR Plot no.407 Block "D" Pwapwa Urban Area	Status: Valid up to 2112
CRDB Bank PLC	Certificate of Title No. 62038LR, Plot No. 408 Block A Muungano Chato Urban Area	Status: Valid up to 2082
CRDB Bank PLC	Certificate of Title No. 9835, Plot No. 482,483&484 Block J-LD, Sengerema	Status: Valid up to 2120
CRDB Bank PLC	Certificate of Title No. 14747 , Plot No. 35 & 36 Block E in Musoma Municipality	Status: Valid up to 2060
CRDB Bank PLC	Certificate of Title No. 791RUV, Plot No. 859 Block "L" Tunduru Urban Area	Status: Valid up to 2086
CRDB Bank PLC	Certificate of Title No. 45401, Plot No. 144 Block "T" Urambo Urban Area	Status: Valid up to 2044
CRDB Bank PLC	Certificate of Title No. 783RUKLR, Plot No.26 Block "P" (MD) Bomani Area in Sumbawanga Municipality	Status: Valid up to 2120
CRDB Bank PLC	Certificate of Title No. 37897, Plot No. 5 Block P, Makambako	Status: Valid up to 2046
CRDB Bank PLC	Certificate of Title No. 7787, Plot No. 1 Block G, Kibaoni, Ifakara	Status: Valid up to 2110
CRDB Bank PLC	Certificate of Title No. DSMT1007532 Plot No. 623/2 Block 2, Mabwepande	Status: Valid up to 2112
CRDB Bank PLC	Certificate of Title No. 23454, Plot No.9 Block "A" Section III in Moshi Municipality	Status: Valid up to 2112 Transfer in Progress
CRDB Bank PLC	Certificate of Title No. 5297-MGLR, Plot No. 674 Block ' V ' at Unguru Road in Gairo District	Status: Valid up to 2120
CRDB Bank PLC	Certificate of Title No. 41784, Plot No. 104 Block D, Rorya	Status: Valid up to 2077 Transafer in progress
CRDB Bank PLC	Certificate of Title No. 4956LR, Plot No. 6N Block D, Urban Area, Nzega Tabora	Status: Valid up to 2037 In the process of acquiring new titles
CRDB Bank PLC	Certificate of Title No. 7174 Plot No. 44 Block G, Songea	Status: Valid up to 2028



Registered Holder of Right of Occupancy	Property description	Remarks
CRDB Bank PLC	Plot No. 21 Block C, Longido	Approved for disposal. Affected by road expansion. Resurvey in progress
CRDB Bank PLC	Plot No. 23 Block C, Longido	Approved for disposal. Affected by road expansion. Resurvey in progress
CRDB Bank PLC	Plot No. 25 Block C, Longido	Approved for disposal. Affected by road expansion. Resurvey in progress
CRDB Bank PLC	Plot No. 27 Block C, Longido	Approved for disposal. Affected by road expansion. Resurvey in progress
CRDB Bank PLC	Certificate of Title No. 7406MRLR, Plot No. 109 Block S-MD, Mwisege	Status: Valid up to 2123
CRDB Bank PLC	Certificate of Title No. 7405MRLR, Plot No. 109 Block S-MD, Mwisege	Status: Valid up to 2123
CRDB Bank PLC	Certificate of Title No. 6103MTW, Plot No.123 Block "I" Central Area in Mtwara Municipality	Acquisition in progress
CRDB Bank PLC	Plot No. 3 Block A, Kibondo	Refunded by seller. Remaining amount TZS 13Mn
CRDB Bank PLC	Certificate of Title No. 23600 Plot No. 226 Kibaha Township	Status: Valid up to 2122
CRDB Bank PLC	Plot No.149 Bomani Area in Handeni Township	Acquisition in progress



SCHEDULE 4- LIST OF ADDITIONAL ASSETS (MOTOR VEHICLES)

S/N	Registration No.	Description
1	T973DZC	Hilux Pickup
2	T924DZC	Hilux Pickup
3	T672EBN	Toyota Landcruiser
4	T223EBW	Fortuner
5	T697EBH	Landcruiser
6	T198DZD	Pickup
7	T897DZC	Pickup
8	T920DZC	Fortuner
9	T294DZB	Hilux Pickup
10	Z673MR	Rav4
11	T635DZE	Toyota
12	T197DZD	Pickup
13	T896DZC	Pickup



SCHEDULE 5- ADDITIONAL MATERIAL LITIGATION

SN	Court/ Tribunal and Case Number	Parties	Summary of claim	Claim amount	Prospects of success and reasons thereof
	Court of Appeal Civil App No.661/17 of 2023 Application for Revision	CRDB Plc versus Africa Energy Limited and Ben Samson	CRDB has filed an Application under Certificate of Urgency for Revision of the judgment and decree of the High Court of Tanzania at Dar es Salaam in Land Appeal No. 109 of 2020 and that of District Land and Housing Tribunal for Temeke in Application No. 128 of 2014.	23,390,000,000	The Bank has high chances of success since it was not a party in the original proceedings at the District Land and Housing Tribunal. The Bank is an interested party to the case since the suit property in dispute secures a mortgage held by the Bank.
	High Court Commercial Division at Dar es Salaam Commercial Case No. 3355 of 2024	CRDB Plc versus Budget Movers Co. Ltd and 6 others	The Bank intend to file this case against the defendants jointly and severally claiming for the sum of TZS 10,093,105,958.18 being the outstanding loan balance arising from the defendants' default to the terms of the facility letters (Terms loan and overdraft (OD)) dated 30 th July 2018, its variation, and extensions thereto and breach on the deeds of guarantee and indemnity. The bank further claims for interest, damages, and costs.	10,093,105,958	The Bank stands a good chance to win the case since this is a claim for the outstanding balance on the facilities granted to the defendant.
	High Court Land case No. 303 of 2023	Dominic Logistics Ltd versus CRDB Plc	The Plaintiff is claiming for damages and purchase price for failure to enter into possession of a farm that she bought in a public auction conducted by the Bank.	7,405,300,000	The Bank has high chances of winning since the property was disposed of in a public auction, on an "as is where is" basis.
	High Court at Morogoro Land Case No.4704 of 24	New Kimamba Fibres Company versus Commissioner for Lands, Attorney General and CRDB Plc	The plaintiff instituted as suit against the defendants for compensation to the tune of TZS 4 billion for unlawfully chopping off 452 hectares of sisal plant. The plaintiff's claim against the Bank is for restoration of the land, the court to grant permanent injunctive orders and costs of the suit.	4,000,000,000	The Bank has a high chance of success as the alleged wrongful acts, if any, were not commissioned by the Bank.
	CMA/ILALA/2022	Jaqueline Mutensa versus CRDB Plc	The applicant is a former employee claiming for unfair termination.	2,000,000,000	There is a good chance for the Bank to win the case.



SN	Court/ Tribunal and Case Number	Parties	Summary of claim	Claim amount	Prospects of success and reasons thereof
	High Court Misc. Civil Application No.13877 of 2024	CRDB Bank Plc versus Joel Jackson Panja	This is an application for restoration of Civil case No. 983 of 2024 which was dismissed by the Court. The Bank's claims against the defendants is for for the immediate payment of (TZS.1,153,427,732.97) being principal sum plus accrued interest owing to CRDB arising from Hekima Enterprises Company Limited default and breach of terms and conditions of credit facility agreement with CRDB in repayment of the loan.	1,153,427,733	The Bank stands a good chance to win this case this is a claim for the outstanding balance on the facilities granted by the Bank.
	High Court at Mbeya Land Case No 29/2023	Amtuye Entepriise versus CRDB Plc	The plaintiff is claiming for an order against the defendant that is in breach of contract and an order that the acquisition of the property which is worth 2,000,000,000/= is null and void.	1,152,267,953	The Claimant has indicated the intention to settle with the Bank since he acknowledged indebtedness
	High Court Misc. Land Application No. 2299/2024	Meiya Properties Limited versus CRDB Plc	The applicant filed an application for mareva injunction intending to challenge the sale and auction of the mortgaged property situated at Kariakoo pending the lapse of 90 days' notice served to the government.	1,100,000,000	The Bank stands a chance to win the case since the sale was done in line with the law.
	High Court Commercial Case No. 7954 Of 2024	CRDB Plc versus Delux Hotel	That the Bank's claim against the defendants is for payment of the sum of TZS 1,082,948,743.30 being the balance of the credit facility availed to the 1 st Defendant, interest at commercial rate of 20% from the date of filling this suit, interest at court rate, general damages and costs of the suit from secured credit facilities which were granted in various years way back since 2003 each with terms and conditions.	1,082,948,743	There is a high chance for the Bank to win the case this is a claim for the outstanding balance on the facilities granted to the 1 st Defendant.



SN	Court/ Tribunal and Case Number	Parties	Summary of claim	Claim amount	Prospects of success and reasons thereof
	Court of Appeal Intended Appeal from CC No. 257/2003	CRDB Plc versus Kagera Farmers Trust Fund	This is an intended appeal to challenge the judgement of the High Court in Civil Case No. 257 of 2003 in which the High Court ordered the Bank to pay the plaintiff an amount of Tshs. 200,000,000/= as general damages, and Tshs. 90,000,000 in punitive damages and payment of Tshs 525,0000/=.	1,029,800,152	The Bank has a high chance of success since the High Court misdirected itself in re-composing the judgment following the order of the Court of Appeal
	High Court Land Case No. 14713/2024	Ayoub Ramadhani Magimba versus CRDB Plc and Kimbembe Auction Mart	The suit is based on brief facts that the Plaintiff on 2010 obtained a loan facility from the Bank worth TShs. 100m for house construction which was secured among other things by Mortgage created over Plot No. 176 Block 10 CT No. 215274 in the name of Ayoub Magimba. However, on 16 th May 2015 the Plaintiff became aware of the facts that his house registered under his name situated at Plot No. 141 Block 1 was auctioned along with the mortgaged property while in real sense the latter was not mortgaged. It is for this reason the Plaintiff is claiming for payment of total sum of TSh. 1 billion and USD 2,000,000 as compensation, among others.	1,020,000,000	There is high chance for the Bank to win the case
	Tax Appeal No. 105 of 2024	CRDB Plc versus Commissioner General, TRA	This is an appeal against the Respondent's decision to issue agency notices to the Appellant's banker for the purpose of collecting the VAT liability related to Quality Group Limited.	3,000,627,817.61	The Bank has filed a strong appeal and has a high chance of success.



SN	Court/ Tribunal and Case Number	Parties	Summary of claim	Claim amount	Prospects of success and reasons thereof
	Tax Appeal Board Consolidated Tax Appeals No. 445, 446 & 447 of 2023	CRDB Plc versus Commissioner General TRA	This is an appeal which originates from Consolidated Tax Appeals No. 55 & 56 of 2023 before the Board which was delivered in favour of TRA. The Board concluded that the TRA was correct to disallow bad debt written off for 2015 and 2016 years of income.	16,263,968,147	The Bank has filed a strong defence and has a high chance of success.



SCHEDULE 6- ADDITIONAL MATERIAL CONTRACTS

S/N	Document Name
	Software Subscription Agreement between Adenza (Calypso Technology Inc.) and CRDB dated 29 December 2023
	Agreement as between CRDB and ARIS Risk & Insurance Solutions Limited dated 8 th September 2024
	Agreement as between CRDB and LexisNexis Risk Solutions (UK) Limited (LNRS) dated 5 th February 2024
	Agreement between CRDB and Dimension Data Tanzania Limited dated 30 th December 2023
	Agreement between CRDB and Twenty Third Century Systems Tanzania Limited dated 25 th February 2024
	Agreement between CRDB and Twenty Third Century Systems Tanzania Limited dated 12 th April 2024
	Loan Agreement between CRDB (as Lender), Citibank Europe PLC, UK Branch (as Facility Agent) and Citibank, N.A (as Arranger) dated 1 st March 2024
	Finance Agreement between CRDB and United States International Development Finance Corporation (DFC Project No. /DFC/9000115651)
	Loan Agreement between CRDB and International Finance Corporation and International Finance Corporation (in its capacity as Implementing Entity of the Global SME Facility)
	Finance Contract - CRDB and European Investment Bank - Tanzania Gender and Blue Economy - EUR 60 million
	National Health Insurance Fund and CRDB dated 1 st April 2024
	CRDB versus Jubilee Life Insurance Corporation Tanzania Ltd dated 6 th March 2024

