



**DATABANK
MFUND PLC**

CONTENTS

PREFACE	2
THE MANAGER.....	3
THE CUSTODIAN	7
BOARD OF DIRECTORS AND CORPORATE INFORMATION FOR THE FUND	7
CONSTITUTION OF THE SCHEME	10
INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS.....	10
CHARACTERISTICS OF INTEREST IN THE SCHEME	14
VALUATION OF ASSETS, CHARGES, DISTRIBUTION AND FEES	14
THE ISSUE AND REDEMPTION OF INTEREST IN THE SCHEME.....	17
WINDING-UP.....	23
GENERAL INFORMATION	23
RISK FACTORS	24
TAXATION.....	25

PREFACE

This document explains what you should know about this mutual fund before you invest. Please read it carefully. The Securities and Exchange Commission, Ghana (the “Commission”) has licensed the Fund to operate as a mutual fund. The Commission assumes no responsibility for the correctness of any of the statements contained in this document.

The distribution of this document and the offering of the shares in certain jurisdictions may be restricted by law; persons into whose possession this document comes are required by the Fund to inform them about and observe any such restrictions. This document does not constitute an offer to, and may not be used for the purpose of, or solicitation by, any person in any jurisdiction or in any circumstances in which such an offer or solicitation is not authorized or is unlawful.

The shares are offered based on the information and representations contained in this document, and other documents referred to herein. Any further information and representations made by any person may not be relied upon as having been authorized by the Fund. Neither the delivery of this document nor the allotment of shares shall under any circumstances create any implication that there has been no change in the affairs of the Fund since the date hereof.

Before deciding whether to apply for shares, you should consider whether shares are a suitable investment for you. The market of shares can go up as well as down. Past performance is not necessarily indicative of future performance. If you need advice, you should consult a qualified investment representative for professional advice.

It is important for the Scheme Particulars to be read in its entirety before making an application for shares issued by this mutual fund.

Databank MFund PLC.

September 2024

DATABANK MFUND PLC

Databank MFund (MFund) is an open-ended, fixed income mutual fund created to help people invest to meet their short -to-long term financial needs. The Fund has a two-tiered structure. The first tier (MFund 1) is targeted at clients seeking competitive returns through exposure to a portfolio of high yielding fixed income securities; the second tier (MFund 2) is targeted at clients investing to meet their short-term liquidity needs; the underlying assets of MFund 2 will be solely money market instruments. MFund 1 may hold up to 100% of its investments in fixed-income investments ranging from money market securities to long-term bonds; MFund 1 has a minimum recommended holding period of 12 months while MFund 2 may invest up to 100% in money market securities and has a three-month minimum recommended holding period.

THE MANAGER

Name:	Databank Asset Management Services LTD
Country of incorporation:	Ghana
Registration number:	CS172092016
Nature of corporate form:	Limited Liability
Address:	61 Barnes Road, PMB, Ministries Post Office, Accra
Telephone number	+233302 610610
E-mail address	info@databankgroup.com
Website	www.databankgroup.com
Date of incorporation:	February 2, 1996
Amount of issued shares	1,440,000
Paid up capital	GH¢ 4,000,000
Names of Directors	Angela Lamensdorf Ofori-Atta Franklin Afedzi Hayford Keli Gadzekpo Kojo Addae-Mensah Stephen Douglas Cashin Georgetta Striggner-Quartey
Holding Company:	Databank Financial Holdings Ltd. incorporated in Bermuda

Directorship Details for Databank Asset Management Services LTD:

Name	Position	Other Affiliations	Address	Occupation	Nationality
Angela Lamensdorf Ofori-Atta	Director	Board Member: <ul style="list-style-type: none"> • Databank Financial Services LTD. • Enterprise Funeral Services Ghana Ltd. • Enterprise Group Ltd • The Databank Foundation 	38 Ndebaninge Sithole Street North Labone	Clinical Psychologist/ Lecturer	Ghanaian
Georgetta Striggner-Quartey	Director	Board Member: <ul style="list-style-type: none"> • Databank Brokerage LTD. • Databank Financial Services LTD • SSO Advisors Ltd • Tessina Consult Limited • National Insurance Commission • Africa Human Capital Development Plus (Nigeria) 	P. O. Box 11564 Accra-North	Lawyer	Ghanaian
Franklin Afedzi Hayford	Director	Board Member: <ul style="list-style-type: none"> • Databank Financial Services LTD • Databank Securities Ltd. (The Gambia) • Ghana Reinsurance PLC. • Grace Strategic Ventures Ltd. • Insurance Company of Africa (Liberia) • Rhun Palm Consult Ltd. • Trust Bank Ltd (The Gambia) 	P. O. Box 7570, Accra-North	Investment Banker	Ghanaian

Keli Gadzekpo	Chairman	Board Member: <ul style="list-style-type: none"> • Databank Epack Investment Fund PLC. • Databank Financial Services LTD. • Ecolodge Mole Operating Company Ltd. • Enterprise Funeral Services Ghana Ltd. • Enterprise Group Ltd. • Enterprise Insurance Company Ltd. • Enterprise Life Company Ltd. • Enterprise Properties Ltd. • Enterprise Trustees Ltd. • Family Ventures and Offices Ltd. • Grace Strategic Ventures Ltd. • Phyto-Riker (GIHOC) Pharmaceuticals Company Ltd. • Robert & Sons Ltd • The Databank Foundation • Ventures and Acquisitions Ltd 	Box M.298, Accra	Investment Banker Group Chief Executive Officer, Enterprise Group Ltd	Ghanaian
Kojo Addae-Mensah	Chief Executive Officer	Board Member: <ul style="list-style-type: none"> • Databank Ark Fund PLC. • Databank Balanced Fund PLC. • Databank Brokerage LTD. 	61 Barnes Road, Adabraka, Accra	Investment Banker	Ghanaian

		<ul style="list-style-type: none"> • Databank Epack Investment Fund PLC. • Databank Financial Services LTD. • Databank MFund PLC • The Databank Foundation 			
Stephen Douglas Cashin	Managing Director	Board Member: <ul style="list-style-type: none"> • Databank Brokerage LTD. • Databank Financial Services LTD. • Georgetown University, School of Foreign Service • Insurance Company of Africa • International Bank (Liberia) Ltd. • Jesuit Refugee Services • Pan African Capital Group 	1100 Connecticut Ave., NW Suite. 330, Washington, DC 20036	Investment Banker	American

The Manager also manages the following Mutual Funds:

Fund	Address	Phone Numbers	E-mail	Website
Databank Ark Fund PLC.	61 Barnes Road. PMB, Ministries Post Office. Accra	+233 302 610610	info@databankgroup.com	www.databankgroup.com
Databank Balanced Fund PLC.	61 Barnes Road. PMB, Ministries Post Office. Accra	+233 302 610610	info@databankgroup.com	www.databankgroup.com

Databank Educational Investment Fund PLC.	61 Barnes Road. PMB, Ministries Post Office. Accra	+233 302 610610	info@databankgroup.com	www.databankgroup.com
Databank Epack Investment Fund PLC.	61 Barnes Road. PMB, Ministries Post Office. Accra	+233 302 610610	info@databankgroup.com	www.databankgroup.com

THE CUSTODIAN

Name of Custodian:	Stanbic Bank Ghana LTD
Nature of its corporate form:	Limited liability
Country of incorporation:	Ghana
Date of incorporation:	March 8, 1994
Name of holding company:	Stakeholders with holdings of more than 5%: Stanbic Africa Holdings Ltd -UK-99.54%
Address:	Stanbic Bank Ghana LTD 215 North Liberation Link Airport City P.O. Box CT 2344 Cantonments Accra, Ghana
Issued share capital:	GHC 221,719,240
Paid up:	GHS 414,213,000
Principal business Activity:	Banking Services

Full description of principal activities:

Stanbic Bank Ghana LTD, is a fully owned Tier 1 rated subsidiary of the Standard Bank Group. The principal activity of Stanbic Bank Ghana LTD is Universal Banking including corporate and investment banking, business and commercial banking and private and personal banking. Stanbic Bank Ghana LTD set up its Custody department in 2004 to take advantage of the broader Stanbic Bank group's expertise in investor services and obtained its license from the Securities and Exchange Commission in 2007 to operate custody business to Insurance companies, Asset Management firms, Brokerage firms, Pension funds, Mutual funds (CIS) and Global Custodian firms.

As one of the oldest custodian firms in Ghana, Stanbic Bank Ghana has established strong relationships with market operators and regulators to ensure service excellence to clients and leadership in market advocacy to meet international standards.

BOARD OF DIRECTORS AND CORPORATE INFORMATION FOR THE FUND

The Directors of the Fund are:

Name	Position	Other Directorship	Address	Occupation	Nationality
Prof. Stephen Adei	Chairman	Board Member: <ul style="list-style-type: none"> • A Obenewaa Construction Limited • Accra College of Medicine • Adansi Rural Bank • Ako Estate Limited • Databank Balanced Fund PLC. • Ghana Christian High International School • Medfocus International Limited • The Beige Pension Trust • Challenge Enterprise Ghana Limited 	P. O. Box LG 1015, Legon, Accra	Economist	Ghanaian
Daniel Seddoh	Director	Board Member: <ul style="list-style-type: none"> • Ghana Deposit Protection Corporation • Kasapreko PLC • Riscovery Limited 	P.O. Box CT 3817, Cantoments, Accra	Chartered Accountant	Ghanaian
Kojo Addae-Mensah	Director	Board Member: <ul style="list-style-type: none"> • Databank Ark Fund PLC. • Databank Asset Management Services LTD. • Databank Balanced Fund PLC. • Databank Brokerage LTD. • Databank Epack Investment Fund PLC. • Databank Financial Services LTD. • The Databank Foundation 	61 Barnes Road, Adabraka, Accra	Investment Banker	Ghanaian

**Alexander Williams	Director	<ul style="list-style-type: none"> Planwell Insurance Brokers Limited Ghana Investment and Securities Institute Databank Educational Investment Fund PLC. 	P. O. Box CT 3556 Cantonment, Accra	Lawyer	Ghanaian
*Benjamin Gogo	Director	Board Member: <ul style="list-style-type: none"> Secure Pensions Trust Ltd. Royal Crown Packaging Ltd 	P. O. Box AF 878 Adenta, Accra	Financial Consultant	Ghanaian
* Preba Greenstreet	Director	Board Member: <ul style="list-style-type: none"> Nyaho Healthcare Ltd. Prudential Life Insurance (Ghana) Ltd. Mansa Gold Limited 	P.O. Box CT 2627, Cantonment s, Accra	Legal Practitioner	Ghanaian

*** RESIGNED FROM FUND EFFECTIVE 15TH AUGUST 2023**

****APPOINTED TO THE FUND - 10TH JANUARY 2024 ratified at the 2023 AGM**

Auditor: John Kay & Co.
1st Floor, Bank of Africa Farrar Avenue,
P.O. Box KA 16088
Accra, Ghana

Lawyer: Dela Obeng-Sakyi
PMB Ministries Post Office
Accra
(+233) 0302 610610
Email: del.obeng-sakyi@atabankgroup.com

Company Secretary: Accra Nominees Limited
No. 13 Samora Machel Road
Asylum Down, Accra
P. O. Box GP 242
Accra
Tel: (+233) 0307 032004
E-mail: accranominees@echoghana.com.gh
accranominees@yahoo.com

The Registrar: The Shareholder's Register may be inspected at the offices of the Manager:
Databank Asset Management Services LTD
No.61 Barnes Road
Adabraka, Accra
Tel:(+233) 0302 610610
E-mail: info@databankgroup.com

CONSTITUTION OF THE SCHEME

Name of scheme:	Databank MFund PLC
Date of incorporation:	April 23, 2002
Date of establishment:	April 28, 2004
Nature of Scheme:	Authorized Fixed Income Mutual Fund
Promoters of the Scheme:	Databank Asset Management Services LTD.
Duration of scheme:	Indefinite

INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

Investment objective

Databank MFund PLC (MFund) is an open-ended mutual fund created to help people invest to meet short -to-long term financial needs. The Fund has a two-tiered structure. The first tier (MFund 1) is aimed at clients seeking competitive returns through exposure to high yielding fixed income securities; the second tier (MFund 2) is targeted at clients looking for investments to meet their short-term liquidity needs.

Investment policy

- The Fund's investments include the following:
 - Commercial papers
 - Bankers' acceptances
 - Certificates of deposit/Fixed deposits
 - Debt obligations issued or guaranteed as to principal and interest by the Ghana Government or its agencies
 - Repurchase agreements which may be viewed as a type of secured lending by the Fund
 - Corporate Bonds
1. All securities purchased by the Fund will present minimal credit risk in the opinion of the Manager acting under the supervision of the Directors.
 2. In the interest of prudence and efficient management of the Fund, the Manager will maintain prudent levels of liquidity.

Investment strategy

- **MFund 1** seeks to achieve its objective by investing in a portfolio of fixed income securities ranging from money market securities to long-term bonds.
- **MFund 2** seeks to achieve its objective by investing solely in money market securities.

Investment restrictions

Except with the prior approval of the Commission, the Manager shall not for or on behalf of the scheme:

1. Invest in common stocks or other equity securities.
2. Buy securities on margin, mortgage or pledge securities, or engage in short sales.
3. Buy or sell options.
4. Act as underwriter of securities issued by others.
5. Lend money, except in connection with repurchase agreements and for investments made in accordance with fund policies.
6. Issue debt securities.
7. Invest more than 10% of the net asset value in securities of any single issuer except for securities issued by the Government of Ghana.
8. Purchase real estate, nor acquire any options, rights or interest in respect thereof provided that the Fund may invest in debt securities secured by real estate or in debt securities of companies investing in real estate.
9. Invest in precious metals or certificates representing them.
10. Purchase or otherwise acquire any investment in which the liability of the holder is unlimited.
11. Except with prior approval of the Securities and Exchange Commission, enter into hedging transactions.
12. Invest more than 10% of the net assets value of the Fund in schemes managed by the Manager.

Base currency

The base currency of the Fund is the Ghana Cedi (GHC).

Annual accounting period

The accounting date for every financial year is 31st December.

Borrowing powers

The Fund will not borrow more than 15% of the total net assets of the Fund at the time of borrowing and then only for liquidity purposes.

The following provisions shall apply in connection with the borrowing:

1. The borrowing may be from the Custodian or any associate of any of theirs on the best commercial terms.
2. The aggregate outstanding of borrowings whether in local or foreign currency at any time shall not exceed 15% of the net value of the assets of the scheme.
3. Any interest on the borrowing and expenses incurred in negotiating, entering into, varying, carrying into effect and terminating the borrowing arrangements shall be payable out of the assets of the scheme.
4. For the purposes of securing the borrowing, Board of Directors of the Fund is entitled, with the concurrence of the Manager, to charge or pledge in any manner all or any part of the assets of the scheme, and where any part of the assets of the scheme or any document of title of the assets is for the time being under the custody and control of a person other than the Custodian in consequence of any charge or

pledge, the provisions of these Regulations as to the custody and control of the assets of the scheme or the documents of title to the assets shall be deemed not to have been infringed.

5. Any charge or pledge on the assets of the scheme shall be made upon the terms that no action shall be taken to enforce the security constituted until thirty (30) days after notice in writing has been given to the board of directors of the mutual fund demanding repayment of the monies secured.
6. Where borrowing is undertaken for the account of the scheme, assets that form a part of the deposited property may be registered in the lender's name or in the name of a nominee appointed by the lender; provided that the lender or its nominee, enters into a written commitment that under no circumstances will it pledge or obligate any part of the assets to any other person or use any part of them to margin, guarantee, secure, discharge or settle any borrowing, trades or contracts, or dispose of any part of them, or treat them as if any person other than the mutual fund and the lender had any interest in them.
7. Where the assets of the scheme or any part of the assets are registered in the name of a lender as security for a loan obtained for and on behalf of the scheme, the Custodian is liable for any act or omission of the lender or the lender's agent with respect to the property.
8. Any cash raised by borrowing for the scheme shall constitute a part of the assets of the scheme.

Management of the Fund

1. The Manager shall manage the mutual fund on a day-to-day basis, select investments to be owned by the company and carry out any other functions assigned to it under contract from the mutual fund.
2. The Manager shall be subject to the directions of the directors of the mutual fund and shall perform the normal functions carried out by the managing director of a company.
3. Where the directions given to the Manager by the directors of the mutual fund contravene the Securities Industry Act, 2016 (Act 929) or any other enactment, the Manager shall refer the matter to the Commission for guidance.
4. The Manager of a mutual fund shall maintain such minimum paid up capital and have the amount and type of financial and material resources as may be directed by the Commission.
5. The Manager shall not allow the property of the company to be used or invested contrary to the investment restrictions under Act 929 or Regulations made thereunder.
6. The Manager shall ensure that its directors or other persons concerned with the management of its business have the necessary qualifications and experience required by the Commission.
7. The Manager shall act in accordance with investment policies laid down by its directors and the provisions of Act 929.

The Fund has appointed Databank Asset Management Services LTD. as Manager, to provide administrative services, manage its business affairs and invest its assets, including the placing of orders for the purchase and sale of securities.

The Board of Directors is responsible for the Fund's management and control, including the determination of investment policy.

Management of other schemes and portfolios

1. The Manager also manages the Databank Epack Investment Fund PLC, Databank Ark Fund PLC, Databank Balanced Fund PLC and Databank Educational Investment Fund PLC. Databank Asset Management Services LTD has been investing on behalf of clients for over two decades and provides investment management and advisory services to SEC-licensed collective investment schemes, National Pensions Regulatory Authority (NPRA) licensed pension schemes, Corporate & Endowment funds and the wealth of high-net worth individuals. As of December 31, 2023, Databank Asset Management Services LTD managed GHC 11.907 billion in assets.
2. The Manager of a scheme shall only deal with the management of licensed mutual fund schemes except that the Manager may with the prior written approval of the Commission, manage other investment portfolios subject to conditions that the Commission may impose.
3. The Manager of a scheme may manage more than one scheme if:
 - a. Each scheme has an Investment Officer.
 - b. The names and characteristics of each scheme operated is disclosed to the investors of all schemes under the management.
 - c. Separate accounts are maintained for each scheme.
 - d. The basis of allocation of expenses between each scheme is disclosed to the investors of all schemes under the management.
4. The Manager is responsible for the actual management of the Fund's portfolio and constantly reviews the holding of the Fund in the light of its research analysis and research from other relevant sources. The responsibility for making decisions to buy, sell or hold a particular security rest with the Manager.
5. The Fund pays the Investment Manager a monthly management fee as remuneration for services to the Fund. The fee is paid out of the net assets of the scheme at a rate of 1.25% per annum, calculated on a daily basis.

Custodian

Stanbic Bank Ghana LTD has been appointed Custodian of the Fund's assets, including the securities and cash of the Fund which will be held on behalf of the Fund either directly by Stanbic Bank Ghana LTD, or agents of Stanbic Bank Ghana LTD.

The Custodian shall ensure that assets are held in accordance with Act 929 as amended from time-to-time.

1. The Directors of a mutual fund shall appoint a Custodian for the mutual fund that shall take into its custody or put under its control the property of the mutual fund, which shall be held in accordance with the law and any relevant agreement not inconsistent with the law.
2. The Custodian of a mutual fund shall have such minimum capital requirement as may be determined by the Commission.

3. The Custodian may give notice to the Manager that it is not prepared to accept the transfer of assets in contravention of the law and may require the Manager to give security for the transfer of assets.
4. Subject to subsection (3), the terms of its contract of appointment and the law, the Custodian shall carry out the instructions of the Manager as regards investments which comprise the assets of the company.

The Directors of a company applying to operate as a mutual fund shall appoint for the mutual fund:

1. A Manager, which shall be a company incorporated in Ghana and independent of the mutual fund company.
2. A Custodian, which shall be independent of the mutual fund company and be a bank, approved by the Commission.

The Custodian shall have and maintain such minimum capital requirement as shall be determined by the Commission.

Interest Income distribution policy

It is the Fund's intention to reinvest all its net investment income.

CHARACTERISTICS OF INTEREST IN THE SCHEME

An investor will be entitled to participate in the property and the income of the Fund in proportion to the investor's holdings.

The shareholders of the company have the same rights of a shareholder under the Companies Act, 2019 (Act 992).

Contract notes

Share certificates/contract notes shall be issued in accordance with Section 55 of the Companies Act, 2019 (Act 992). Contract notes will be issued on a monthly basis and will mainly include all deposit transactions that have occurred during the month in review.

Votes of members

Each member and each proxy lawfully present at the meeting shall have one vote. On a poll, each member who is present in person or by proxy shall have one vote for each share held by him.

VALUATION OF ASSETS, CHARGES, DISTRIBUTION AND FEES

Valuation and pricing

1. The offer and redemption prices of a scheme shall be calculated on the basis of the net asset value of the scheme divided by the number of interests outstanding.

2. The offer and redemption prices of a scheme may be adjusted by the fees, levies and charges permitted to be made from the assets of the Scheme in accordance with the Regulations of the Scheme.
3. An issue price quoted or published shall be the maximum price payable on the purchase of interests and the redemption price shall be the net price receivable on the redemption of interests.
4. There shall be no further charges payable by investors other than stamp duty or other taxes.

Pricing fund shares and valuation

The price of Fund Shares, called the Net Asset Value (NAV) per share, shall be expressed in the base currency, which is the Ghana Cedi. The net asset value per share will be determined in respect of any valuation day by dividing the net assets of the Fund, being the value of the assets of the Fund less liabilities, by the number of Fund shares then outstanding and shall be rounded up or down to four decimal places.

The Fund determines the value of its debt securities by the market value method (in accordance with Directive Number: SEC/DIR/002/10/2022 of the Securities and Exchange Commission, Ghana), which involves valuing a debt obligation with reference to its market value, rather than cost. An instrument valued at market value will be impacted by fluctuating interest rates. While this method introduces volatility in valuation, it ensures that the value of the instrument reflect the price the Fund would receive if it sold the instrument.

The net asset value per share of the Fund is determined once daily on each working weekday that the Banks are open for business. Shares will not be priced on days that Banks are closed for business.

Remuneration of the Manager

1. The Manager shall be entitled to receive, as a fee, the preliminary charge and the Management Fees set out hereunder.
2. The preliminary charge, which shall not exceed 2.50% of the price at which shares are to be created, shall be added to such price before issue. The preliminary charge shall be paid to the Manager upon receipt of the monies payable for all new Shares issued. The preliminary charge is currently set at 1.00%.
3. The management fee shall be accrued daily and paid monthly and shall not exceed a maximum of 2.00% per annum. The Management Fee will be calculated on a daily basis as 1.25% of the value of the net assets of the Fund divided by 365 (or, in a leap year, 366). The management fee will be paid out of the assets of the Fund.
4. The Manager shall be entitled to recover in addition to the said preliminary charge and management fee; all disbursements paid on behalf of the Fund, including the Custodian's fee and shall be entitled to be paid such disbursement from the assets of the Fund.
5. Any indirect tax chargeable in respect of services supplied by the Manager in consideration of the management fee shall be paid out of the assets of the Fund.

Remuneration of the Custodian

The Custodian is entitled to receive remuneration for its services that shall be paid out of the net asset of the relevant Fund. Such remuneration shall consist of a periodic charge calculated in accordance with sub-clauses (2) and (3) below.

1. Subject as stated herein, the periodic safekeeping charge payable to the Custodian shall be calculated in respect of successive calendar monthly periods (payment periods), provided that no charge shall be payable in respect of the initial offer period and the first payment period shall begin on the day following the end of the initial offer period and end on the last day of the month in which such offer period expires. In respect of the first payment period, the relevant valuation point shall be the first valuation point of the Fund following the end of the initial offer period.
2. The amount of the periodic safekeeping charge for each payment period shall be calculated as a percentage not exceeding 0.5% of Assets under Custody (on the basis as agreed between the Manager and the Custodian) divided by 365 (or, in a leap year, 366).
3. In the event of a winding up of the Fund, the final Payment Period for the purpose of calculating the Custodian's periodic charge shall end on the day on which the final distribution in such winding up shall be made. However, in the case of a winding up by an extraordinary resolution at a meeting of shareholders pursuant to the Constitution, the day of winding up shall be specified by the resolution.
4. The calculation of the remuneration to which the Custodian is entitled under this Regulation shall be made without considering any indirect taxation in respect thereof.
5. Any amount of remuneration payable to the Custodian calculated under the sub-Regulation (2) above, in respect of any payment period, shall accrue on a daily basis and shall be paid to the Custodian on or as soon as possible after the date on which the relevant payment period ends.

Remuneration of Directors

The fees of non-executive directors will be paid out of the assets of the Fund after approval by shareholders at an annual general meeting.

Other expenses chargeable to the property of the fund

1. The Manager shall be entitled, out of the assets of the Fund, to make payments to service providers including registrars and auditors by way of remuneration for their services, and to make payments by way of contributions to the expenses of regulatory bodies.
2. The Manager shall be entitled, out of the assets of the Fund, to meet the costs incurred in connection with the production of certificates of title, distribution, stationery, and the mailing thereof. Accounting and legal expenses, cost of maintaining the Fund's existence, cost of shareholders' reports and meetings, as well as the cost of preparing and printing prospectus, and statements of additional information will be borne by the Fund.
3. All expenses incurred in the operation of the Fund will be borne by the Fund, except to the extent specifically assumed by the Manager. The expenses to be borne by the Fund will include: the management fees, charges of Custodian, registrar fees, accounting and legal expenses, cost of maintaining the Fund's

existence, cost of distributing the shares of the Fund, cost of shareholders' reports and meetings, as well as the cost of preparing and printing prospectus, and statements of additional information.

Fees and expenses

This table summarizes the fees and expenses you may pay if you invest in the Fund.

Shareholder fees (Fees paid directly from your investment)

	Rate
Initial Charge	1.0%
Redemption Charge	None

The initial charge is payable when you buy shares in the Fund.

Annual fund operating expenses (Expenses that are deducted from fund assets)

	Rate
Management Fees	1.25%
Other Expenses	1.00%
Total Amount	2.25%

The annual management fee is considered in the pricing of the Fund. Other expenses cover all charges, fees and expenses incurred in the operation of the Fund and are taken into account in the pricing of the Fund.

THE ISSUE AND REDEMPTION OF INTEREST IN THE SCHEME

Issue of shares

The shares of the Fund are not listed on the Stock Exchange. Applicants may set up a new account to buy Fund shares. When applicants buy Fund shares, the shares are purchased at the last published price.

Applicants can buy shares of the Fund within normal business hours on every business day that is between 8:00 a.m. and 5:00 p.m., except on statutory public holidays. Any transaction done electronically outside normal business hours, or over a weekend will be processed on the next working day.

The Manager will be available to receive requests for the issue and redemption of shares between 8:00a.m. and 5:00 p.m. on Mondays to Fridays, except on statutory public holidays. Any transaction done electronically outside normal business hours, or over a weekend will be processed on the next working day. Applicants settling in a currency other than the base currency of the Fund may experience a delay in processing the application to allow for currency conversion. Payment of the total amount due should be made in Ghana Cedis. However, payment can be made in a freely convertible currency and the necessary foreign exchange transaction will be arranged on behalf of and at the expense of the applicant. Shares will be issued and redeemed on any day except Saturdays, Sundays and statutory public holidays. The issued shares will not be listed on the Ghana Stock Exchange (GSE).

The issue of shares is conditional upon receipt of subscription monies and cleared funds by 5 p.m. on a valuation

day. If timely settlement is not made, an application may lapse and be cancelled. In such circumstances the Fund has the right to bring an action against the defaulting applicant to obtain compensation for any loss directly or indirectly resulting from the failure by the applicant to make good settlement by the settlement date.

No shares of the Fund will be issued during any period when calculation of the net asset value per share is suspended by the Fund.

Minimum investments

The minimum initial investment value for all investors not on the regular investment plan is GH¢50. Additional investments should be a minimum of GH¢10.

Maximum investments

An investor may not purchase shares which will result in him/her holding more than 5% of the total value of the fund.

Account opening options

1. Contact Databank or its Agents: You may buy Fund shares with cash or cheque, by contacting personnel or agents of Databank Asset Management Services LTD. Shares in the Fund may then be purchased with cash or cheque at any Databank location or partner bank located nationwide. Databank client service officers will assist you, step-by-step, with the application to invest in the Fund.
2. By Mail: To open a new account to buy Fund shares you need to:
 - a. Complete and sign the attached application forms
 - b. Write a cheque for the investment amount to the Databank MFund Investment Fund PLC and mail the application and cheque to the Manager, Databank MFund PLC, c/o Databank Asset Management Services LTD, Private Mail Bag, Ministries Post Office, Accra, Ghana.
3. Online: Applicants may visit the Online services section of Databank's website to open a Databank MFund account. Applicants will be required to upload a scanned copy of a valid photo ID, passport photo, and signature along with the Ghana Post coordinates indicating where they live.
4. By USSD: Applicants may open a Databank MFund account by dialing *6100#. Applicants will be required to forward a scanned copy of a valid photo ID, passport photo, and signature along with the Ghana Post coordinates indicating where they live to info@databankgroup.com to regularize the account. Until the account is regularized, the applicant will not be able to withdraw from Databank MFund.

Account top up options

To buy additional shares for an existing account the applicant can use one of the following channels:

1. **11 Databank locations** across Ghana. Purchases done through this medium reflect in the Applicant's investment account within 1 business day.

2. **470+ bank branches** through our network of partner banks (Access Bank, Absa, CBG, Fidelity, GCB, GT Bank, UBA, Zenith). Purchases done through this medium reflect in the Applicant's investment account within 1 business day.
3. **5 mobile money shortcodes:** *6100# (MTN and Vodafone users only), *737*100#, *790*100#, *422*400#, *924*16#. Purchases done through this medium can take up to 3 business days to reflect in the Applicant's investment account.
4. **2 online platforms for Visa & Mastercard:** Visit online services at www.databankgroup.com or myghpay.com. Purchases done through this medium can take up to 3 business days to reflect in the Applicant's investment account.
5. **Databank mobile app:** Available on Google Play Store and the App Store, the applicant can top up Databank MFund using a Visa or Mastercard, or mobile money. Purchases done through this medium can take up to 3 business days to reflect in the Applicant's investment account.
6. **Direct debit:** This option is only available to applicants who wish to purchase shares through regular bank transfers. This is a purchase plan that allows applicants to transfer money automatically from their bank account on a monthly basis. The Fund will not be responsible for the consequences of delays and any charges imposed by the applicant's bank. The minimum amount for this option is GH¢100 per month.
7. **Bank transfer:** Before sending instructions by wire, please call us at (233) 302610610 on weekdays from 8:00 a.m. to 5:00 p.m., at which time you will be provided with details of the bank account to which the purchase amount should be wired. Wire the instructions specifying the name of the Fund, applicant's name, along with the investment amount. When the applicant buys Fund shares, wire purchase instructions will be executed on the next business day. The applicant's Bank may impose a fee for sending a wire. The Fund will not be responsible for the consequences of delays, in the banking wire systems.

Additional Purchase Information

Investors who want to purchase shares in the Fund in foreign currency other than the base currency of the Fund may experience a delay in processing the application to allow for currency conversion. As soon as the price at which the shares are to be issued has been determined, the Fund will inform the applicant, if practicable, of the total number of shares allotted and the total cost including any applicable initial sales charge in respect of the number of shares applied for.

Payment of the total amount due should be made in Ghanaian cedis. However, payment can be made in a freely convertible currency and the necessary foreign exchange transaction will be arranged on behalf of, and at the expense of, the applicant through the banking system as per Bank of Ghana regulations. Subscription monies in cleared funds must be received on the valuation day before a purchase is made. No shares of any Fund will be issued during any period when calculation of the net asset value per share is suspended by the Fund. Notice of

any suspension will be given to applicants for shares, and applications made or pending during such suspension may be withdrawn by notice in writing received by the Fund prior to the lifting of such suspension. Unless withdrawn, applications will be considered on the first Valuation Day following the end of the suspension, as if received on that Valuation Day.

Redemption of Shares

Shareholders can sell part or all their Fund shares within normal business hours on every business day. Shares will be sold at the prevailing bid price.

Shareholders may use one of the following channels to submit a withdrawal request:

1. **Contact the Manager:** To sell your shares, simply call the Manager and you will be instructed on the procedure. Payment will be sent to the address to which the account is registered or otherwise according to your instruction at the redeemer's expense.
2. **By Letter:** You may also sell your shares by writing a letter of instruction that includes:
 - The name of the Fund
 - Shareholder's account number
 - The account registration name(s) and address
 - The amount in cedis or the number of shares the shareholder wishes to sell
 - The signature of each shareholder as it appears on the account
 - The name of the payee
 - A signed indemnity form
 - The desired mode of payment from the available options (i.e., token, bank transfer, payment to mobile wallet)

Mail or hand deliver the letter to the Manager, Databank MFund, c/o Databank Asset Management Services LTD, Private Mail Bag, Ministries Post Office, Accra, Ghana.

3. **By Email:** You may also sell your shares by sending a letter of instruction or completed withdrawal form via e-mail that includes:
 - a. The name of the Fund
 - b. Shareholder(s)'s account number
 - c. The account registration name(s) and address(es)
 - d. The Cedi amount or the number of shares the shareholder(s) wish to sell
 - e. The signature of each shareholder as it appears on the account
 - f. The name of the payee
 - g. A signed indemnity form
 - h. The desired mode of payment from the available options (i.e., token, bank transfer, payment to mobile wallet)

Email a signed copy of the letter to info@databankgroup.com

If a redemption request would result in a shareholder's investment in the Fund being less than GH¢50.00 the Manager may redeem the full shareholding and pay the proceeds to the shareholder. The payment for redemption has been delegated to the Manager.

Payment for shares redeemed will be made by cheque not later than five (5) working days after the redemption request has been received and is in good order. A transfer can be made into the redeemer's bank account at the redeemer's expense.

If, in exceptional circumstances, the liquidity of the Fund is insufficient to enable redemption proceeds to be paid within the specified period above, after the redemption request has been received, payment will be made as soon as reasonably practicable thereafter, but without interest.

The Board of Directors, with the approval of the Commission, is also authorized to extend the period for payment of redemption proceeds to such periods as may be required by settlement and other constraints prevailing in the financial markets of Ghana.

The right of redemption will be suspended with the approval of the Commission when:

1. Any of the principal markets on which any substantial portion of the investments of the Fund quoted are closed, otherwise than for ordinary holidays or during which dealings therein are restricted or suspended.
2. The existence of any situation that constitutes an emergency as a result of which disposal or valuation of assets owned by the Fund would be impracticable.
3. There is a breakdown in the means of communication normally employed in determining the price or value of any of the investments of the Fund or during any other period when the Commission by order, so permits.

Any such suspension shall be published in a newspaper of national circulation by the Fund and shall be notified to shareholders requesting redemption of their shares by the Fund at the time of the filing of the request for such redemption.

Under normal circumstances, prior to redemption requests, and before any payment will be made, the Manager must have received a completed withdrawal form (and indemnity form, if applicable).

Reservations

The Fund may stop offering its shares at any time and may reserve the right to reject any order for the purchase or exchange of shares. The Fund may also modify the conditions of purchase at any time and such information would be included in the updated scheme particulars. The Fund reserves the right to close an account if, in the opinion of the Fund there is evidence of fraudulent activities or money laundering, violation of regulatory requirements, threat of harm to staff or clients of the Fund, vandalism of Fund property or any other similar actions.

Publication of share price

The most recent issue and redemption prices will be published on the Databank website (www.databankgroup.com) after determination of the net asset value on every business day.

Liability for scheme particulars

1. A person responsible for issuing a document that contains the particulars of a scheme is liable to pay compensation to any person who:
 - a. Purchases or agrees to purchase interests in the scheme.
 - b. Suffers loss due to an untrue or misleading statement or the omission of any particulars required by the Unit Trusts and Mutual Fund Regulations, 2001 (L.I. 1695) (“the Regulations”) to be in the scheme particulars.
2. Where the form of scheme particulars requires details that are not relevant to the scheme, the omission of those details shall not be considered as an omission for purposes of the Regulations.
3. A person shall not incur any liability under the Regulations for any loss in respect of interests in a scheme if the person satisfies the court that at the time when the scheme particulars were prepared or ought to have been revised, the person reasonably believed, having made such enquiries as were reasonable, that the statement was true and not misleading or that the matter which caused the loss was properly omitted if:
 - a. The person continued in that belief until the time when the interests were acquired.
 - b. The interests were acquired before it was reasonably practicable to bring a correction to the attention of persons likely to acquire them.
 - c. Before the interests were acquired the person had taken such steps as were reasonable for the person to have taken to ensure that a correction was brought to the attention of persons likely to acquire them.
 - d. The person who acquired the interests was not influenced, or not influenced to any material extent, by that statement or would not have been influenced to any material extent, by the inclusion of the matter omitted in deciding to acquire the interest.
4. A person shall not incur any liability under the Regulations if the person satisfies the court that:
 - a. Before the interests were acquired, a correction was published in such a manner as to inform prospective participants in the scheme.
 - b. The person took such steps as were reasonable to secure the publication and believed it had taken place before the interests were acquired.
 - c. The purchaser acquired the interests with the knowledge that the statement was misleading or with the knowledge of the omitted matter.
 - d. The failure to revise the scheme particulars was because the person reasonably believed that the change or new matter was not such as to require a revision of the scheme particulars.

WINDING-UP

1. If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Companies Act, 2019 or by the Corporate Insolvency and Restructuring Act, 2020 (Act 1015), divide among the members in specie or kind, the whole or part of the assets of the Company. This applies whether they shall consist of assets of the same kind or not. The liquidator may for such purposes set such values as the liquidator considers fair upon any assets to be divided and may determine how such division shall be carried out as between the members or different classes of members.
2. The liquidator may vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall think fit.
3. Notwithstanding the foregoing, no member shall be compelled to accept any securities whereon there is any liability.

GENERAL INFORMATION

Information on Shareholders' Meetings and Reports

- The annual and half-year financial reports will be published four months and two months, respectively, after the end of the accounting year.
- The Annual General Meeting of shareholders will be held each year. Notices of all meetings will be published in the print media as the Board of Directors shall from time-to-time determine in line with the Commission's rules and will be circulated to registered shareholders at least twenty-one (21) days prior to the meeting. Such notices will include the agenda and specify the time and place of the meeting.
- The full audited annual reports will be distributed by electronic mail to email addresses provided by shareholders. In addition, audited annual reports will be published on the Databank website (www.databankgroup.com).
- Copies of the constitution of the scheme, any amending instrument and the most recent annual and half-yearly reports may be inspected and obtained at the registered office of the Company: 61 Barnes Road, Private Mail Bag, Ministries Post Office, Accra.

Accounting Year

The accounting year of the Fund ends on December 31.

Meetings, attendance and voting

1. The investors of the Fund shall meet for the transaction of business at such times and places as the Board of Directors of the mutual fund may determine except that the Manager shall hold such meeting at least once a year.
2. The Board of Directors of the Fund shall, at the request in writing of investors registered as holding not less than one-twentieth of the number of interests in issue or at the request of Custodian made in writing, convene a meeting of the investors within thirty days of the date of the request.

3. The Manager may attend any meeting of investors, but the Manager is not entitled to vote or be counted for a quorum.

Performance Information

Databank MFund prices will be published daily on Databank's website and will also be available daily at any of Databank's locations.

Complaints

Complaints about the operation of the Scheme may be made to Databank Asset Management Services LTD (the Manager).

Complaints procedure

1. The Manager of the Scheme shall maintain a register into which shall be recorded every complaint received, the date on which the complaint was received, and the details of it.
2. The Manager shall investigate or cause the investigation of all complaints received in an expeditious manner.
3. If, for any reason, the complaint is not settled to the satisfaction of the complainant within three months after its receipt by the Manager, the Manager shall give notice to the Commission of the details of the complaint and the action taken in response to it. The Manager shall inform the complainant that the Commission has been notified and provide the date of the notice.
4. After receipt of the notice, the Commission shall investigate the complaint and provide the complainant with such redress as is provided under the Act.

Account information changes

To change information regarding an account (including a new address, change of beneficiary, or change in the automatic investment plan), shareholders must send the new information to Databank Asset Management Services LTD through one of its listed locations or by email to info@databankgroup.com. Shareholders may confirm receipt of this information by calling Databank on (233) 0302 610610.

RISK FACTORS

There is no assurance that the Fund will achieve its investment objective. The investment of the Fund will be subject to normal market fluctuations and other risks inherent in investing in securities, and there can be no assurance that any appreciation in value will occur.

The value of investments and the income derived there from, which is linked to the net asset value of the Fund, may rise or fall resulting in the possibility of the investor not realizing his initial investment. An investor who sells shares after holding for a short period may, in addition, not realize the amount originally invested.

Investing in securities in Ghana and other newer emerging markets, involves certain considerations not usually associated with investing in securities of issues in more developed capital markets. Such risks may include:

1. Greater economic uncertainty.
2. The small size of the markets for securities and low volumes of trading resulting in illiquidity and price volatility.
3. The relative lack of publicly available information on listed companies.

There is the possibility of delays in the settlement of trades which may result in periods when the assets of the Fund are invested, and no return is earned thereon. Shareholders who purchase shares using foreign currency may be subject to significant fluctuations of currency rates. Changes in foreign currency exchange rates will affect the value of securities when translated into the currency with which the shareholder invested.

Some other risk factors are:

Sovereign risk: This refers to the possibility that a government will default on its debt obligations.

Credit risk: This refers to the possibility that the issuer of a security will be unable to make interest payments and or repay the principal on maturity.

Interest rate risk: This refers to fluctuations in the value of a fixed-income security resulting from changes in the general level of interest rates.

Operational risk: The Fund will invest through the services of brokers and Custodians. This is no guarantee that these parties will not fail to trade or discharge their obligations as expected.

This risk can lead to the incurring of costs related to the replacement of the deal (replacement risk). Again, this kind of risk may take the form of settlement risk when the Fund pays cash or delivers securities, but the other party delays execution thereby causing illiquidity which may be critical. While the Manager and the Custodian of the Fund intend to use the services of only the best qualified parties, the choice of available options may be limited. Investors in the Fund will have to understand that they may have to bear such risk:

Market risk: The value of your investment may decline due to fluctuations in the market.

Liquidity risk: This risk exists when particular investments are difficult to purchase or sell, possibly preventing the Fund from selling out of these illiquid securities at an advantageous price. This could lead to extended withdrawal periods due to the Fund's inability to meet redemption requests. In addition, the mutual fund is particularly subject to the risk that the purchasing power of your investment may be eroded overtime by inflation. The investment Manager actively manages the Fund's assets to reduce the risk of losing any principal investment as a result of the above-mentioned.

TAXATION

Taxation of the Company: Under Ghanaian tax laws, the interest, dividends or any other income of a mutual fund is exempt from income tax. Currently there is no tax on capital gains on the sale of securities listed on the Ghana Stock Exchange.

Taxation of Shareholders: The interest or dividends payable to a member of a mutual fund is exempt from tax.