



# **CAUTIONARY NOTICE TO MEMBERS**

## **PROPOSED ACQUISITION BY SCANCEM INTERNATIONAL DA OF 68.33% OF THE SHARES IN TANGA FROM AFRISAM MAURITIUS INVESTMENT HOLDINGS LIMITED**

### **TANGA CEMENT PUBLIC LIMITED COMPANY (DSE: TCPLC) (Incorporated in the United Republic of Tanzania) ("Tanga" or "the Company")**

Shareholders are referred to the joint announcement made by HeidelbergCement AG ("Heidelberg Cement") and AfriSam Mauritius Investment Holdings Limited ("AfriSam") on the 26 October 2021 ("the HeidelbergCement Announcement"), where it was announced that Scancem International DA ("Scancem"), a subsidiary of HeidelbergCement, and AfriSam have finalised the terms upon which Scancem will acquire AfriSam's 68.33% shareholding in Tanga ("the Acquisition"). Shareholders are urged to read the joint announcement by AfriSam and HeidelbergCement.

The Tanga Board of Directors ("Board") was duly informed of the Acquisition by AfriSam shortly after the Acquisition transaction agreements were concluded. The Board will now take appropriate advice and follow the steps required of it in terms of the Capital Markets and Securities (Substantial Acquisitions, Takeovers and Mergers) Regulations, 2006. The Board will communicate further with the shareholders in due course in this regard.

The Acquisition is subject to the fulfillment, or if applicable, waiver of a number of conditions precedent ("the Conditions") by 30 June 2022 or such later date as the parties may agree in writing. These Conditions are set out in detail in the joint announcement by AfriSam and HeidelbergCement. The indicative price per share to be paid by Scancem to AfriSam is TZS 3,157 per Tanga share ("the Acquisition Price"). The Acquisition Price is also subject to potential adjustments relating to debt, working capital and other expenses. HeidelbergCement and AfriSam cautioned that material uncertainty exists on the final Acquisition Price.

If the Acquisition becomes unconditional and is implemented, Scancem will acquire control of the Company. If this occurs, Scancem will, after the final Acquisition Price is determined, make a general offer to acquire the remaining shares in Tanga ("the General Offer").

Shareholders are cautioned that there is no certainty that all the Conditions to the Acquisition will be fulfilled, or waived, timeously. Therefore there is no certainty that the General Offer will be made. There is also material uncertainty on the final Acquisition Price.

The Company is also still trading under the cautionary announcement made on the 31 August 2021. Shareholders are accordingly advised to continue to exercise caution when dealing in Tanga's securities.

Further announcements will be made in due course.

**On behalf of the Board.**

**Lawrence Masha**  
Chairman of the Board  
27 October 2021