



# **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")**

Further to the joint announcements made by HeidelbergCement AG ("Heidelberg Cement") and AfriSam Mauritius Investment Holdings Limited ("AfriSam") on 26 October 2021 and 1 July 2022, the shareholders of the Company are referred to the subsequent joint announcement by the aforementioned parties made on 1 September 2022 ("the Subsequent Joint Announcement") providing an update in relation to the proposed acquisition by Scancem International DA ("Scancem"), a subsidiary of HeidelbergCement, of 43,504,403 ordinary shares in Tanga constituting AfriSam's 68.33% shareholding in Tanga ("the Acquisition"). Shareholders are urged to read the Subsequent Joint Announcement.

The Board of Directors of Tanga understands that the parties to the share purchase agreement dated 22 October 2021 between Scancem, AfriSam and AfriSam (South Africa) Proprietary Limited in relation to the Acquisition have entered into a deed of amendment to extend the Longstop Date from 31 August 2022 to 30 September 2022 or such later date as the parties may agree (the Extension).

Accordingly, the shareholders of Tanga are referred to the Subsequent Joint Announcement in relation to the Extension.

Shareholders of Tanga 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 Acquisition will be implemented.

Shareholders are accordingly advised to continue to exercise caution when dealing in Tanga's securities until a further announcement regarding the completion of the Acquisition is made.

**On behalf of the Board.**

**Lawrence Masha**  
**Chairman of the Board**  
**2 September 2022**

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**PROPOSED ACQUISITION BY SCANCEM INTERNATIONAL DA OF 68.33% OF THE ISSUED SHARES IN TANGA CEMENT PLC, A COMPANY ORGANIZED UNDER THE LAWS OF THE UNITED REPUBLIC OF TANZANIA, REGISTERED AT BRELA UNDER THE NUMBER 5068 ("TANGA CEMENT")**

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Shareholders of Tanga Cement are referred to (i) the joint announcement made by HeidelbergCement AG ("**HeidelbergCement**") and AfriSam Mauritius Investment Holdings Limited ("**AfriSam**") on 26 October 2021 ("**Joint Announcement**"), and (ii) the further joint announcement made on 1 July 2022 ("**First Extension Announcement**"), which announcements relate to the proposed acquisition by Scancem, a subsidiary of HeidelbergCement, of 43,504,403 ordinary shares in Tanga Cement from AfriSam, which shares constitute 68.33% of the issued share capital of Tanga Cement ("**Acquisition**"). The Acquisition is regulated by a share purchase agreement concluded between Scancem, AfriSam and AfriSam (South Africa) Proprietary Limited on 22 October 2021 ("**SPA**"), as amended.

Terms written with a capital letter in this Announcement bear the meaning ascribed thereto in the Joint Announcement and the First Extension Announcement.

Shareholders are advised that the parties concluded a further addendum to the SPA on 31 August 2022 in terms of which the Longstop Date been further extended from 31 August 2022 to 30 September 2022 or such later date as the parties may agree.

Shareholders of Tanga Cement are cautioned that there can be no certainty that all Conditions will be fulfilled or waived timeously and in the circumstances, there is no certainty that the Acquisition will be implemented. Shareholders are advised to continue to exercise caution when dealing in their Tanga Cement shares until a further announcement regarding the completion of the Acquisition is made.

#### *About Scancem*

*Scancem is a Norwegian partnership company founded in 1986 and is located in Oslo, Norway, with registration number 943 513 716 and registered address c/o HeidelbergCement Norway AS, Lilleakerveien 2A, 0283 Oslo, Norway. The partners are two Norwegian limited liability companies, both ultimately owned 100% by HeidelbergCement. Scancem is part of the lumber and other construction materials merchant wholesalers industry and produces and distributes cement.*

