



CAUTIONARY NOTICE TO MEMBERS

TANGA CEMENT PUBLIC LIMITED COMPANY (DSE: TCPLC) (Incorporated in the United Republic of Tanzania) (“Tanga Cement PLC”)

1. Scancem acquired 68.33% (sixty-eight-point thirty three percent) of the entire issued share capital of Tanga Cement PLC (“**Tanga Cement**”) from AfriSam Mauritius Investment Holdings Limited (“**AfriSam**”), comprising 43 504 403 (forty-three million five hundred and four thousand four hundred and three) shares (“**Shares**”) pursuant to a share purchase agreement dated 22 October 2021 (“**SPA**”).
2. Under the SPA, the Provisional Purchase Price, which was subject to a number of adjustments was US\$42,492,369 (forty two million four hundred and ninety two thousand three hundred and sixty nine United States Dollars), on 22 November 2023 (“**Provisional Date**”), being the TZS equivalent of TZS 106,383,896,028 (one hundred and six billion, three hundred and eighty three million, eight hundred and ninety six thousand and twenty eight Tanzanian Shillings), equating to TZS 2,445 (two thousand four hundred and forty five Tanzanian Shillings) per share.
3. Post adjustments to the Provisional Purchase Price, Scancem and AfriSam under a written addendum to the SPA dated 13 September 2024, agreed on the final Purchase Price of the Shares as US\$39,492,369 (thirty nine million four hundred and ninety two thousand three hundred and sixty nine United States Dollars), being the TZS equivalent of TZS 98,873,095,028.40 (ninety eight billion, eight hundred and seventy three million and ninety five thousand and twenty eight Tanzanian Shillings and forty cents), equating to TZS 2,273 (two thousand two hundred and seventy three Tanzanian Shillings) per share.
4. The TZS equivalents of the US\$ amounts quoted and provided for in paragraphs 2 and 3 are determined by applying the USD to TZS currency conversion rate determined in accordance with the spot reference rate for a transaction between those currencies as quoted at 2.00 p.m by Bloomberg BFIX on the Provisional Date, being 2,503.60TZS/1US\$ (two thousand five hundred and three Tanzanian Shillings and sixty cents per 1 (one) United States Dollar).
5. Scancem is engaging with the CMSA regarding the next steps in accordance with the Regulations and will make further announcements as required in due course.
6. Tanga Cement was informed of the final determination of the Purchase Price of the Shares and it will now adhere to the CMSA requirements and the Regulations applicable.

About Tanga

Tanga Cement was incorporated in Tanzania in 1980 under the Tanzanian Companies Act of 2002 as a public company limited by shares. Located approximately 15 kilometres from Tanga city centre, the company has the capacity to produce clinker and cement using limestone sourced directly from the plant site.

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 Heidelberg Materials Norway AS, Lilleakerveien 2A, 0283 Oslo, Norway. The partners are two Norwegian limited liability companies, both ultimately owned 100% by Heidelberg Materials. Scancem is part of the cement and other construction materials merchant wholesalers industry and produces and distributes cement.

On behalf of the Board



Hakan Gurdal
Chairman of the Board
21 October 2024



CAUTIONARY NOTICE TO MEMBERS

TANGA CEMENT PUBLIC LIMITED COMPANY (DSE: TCPLC) (Imesajiliwa katika Jamhuri ya Muungano wa Tanzania) (“Tanga Cement PLC”)

1. Scancem ilinunua asilimia 68.33 ya hisa zote za Tanga Cement PLC (“**Tanga Cement**”) kutoka kwa AfriSam Mauritius Investment Holdings Limited (“**AfriSam**”), ambazo kwa idadi ni hisa 43,504,403 (milioni arobaini na tatu laki tano elfu nne mia nne na tatu), kama ilivyoainishwa katika Mkataba wa Mauziano ya Hisa wa tarehe 22 Oktoba 2021 (“**Mkataba wa Ununuzi wa Hisa au Mkataba**”).
2. Kwa mujibu wa Mkataba huo, malipo ya awali yaliyokubaliwa mnamo tarehe 22 Novemba 2022 (“**Tarehe ya Awali**”), baada ya kufanya marekebisho kadhaa, yalikuwa ni Dola za Marekani 42,492,369 (Dola milioni arobaini na mbili laki nne tisini na mbili elfu mia tatu sitini na tisa). Kiasi kilicholipwa ni sawa na Shilingi za Tanzania, TZS 106,383,896,028 (Bilioni mia moja na sita milioni mia tatu themanini na tatu laki nane tisini na sita elfu na ishirini na nane), ikiwa ni malipo ya awali ya Shilingi elfu mbili na mia nne arobaini na tano (TZS 2,445) kwa kila hisa.
3. Baada ya marekebisho ya bei ya awali, Scancem na Afrisam kupitia nyongeza kwenye Mkataba wa Ununuzi wa Hisa (addendum) wa tarehe 13 Septemba 2024, makubaliano yalifikiwa kwamba malipo ya mwisho ya ununuzi wa hisa ni Dola za Marekani milioni thelathini na tisa laki nne elfu tisini na mbili mia tatu sitini na tisa (USD 39,492,369). Kiasi hicho ni sawa na Shilingi za Tanzania TZS 98,873,095,028.40 (Shilingi bilioni tisini na nane milioni mia nane sabini na tatu elfu tisini na tano ishirini na nane na senti arobaini); ikiwa ni sawa na malipo ya Shilingi elfu mbili na mia mbili na sabini na tatu (TZS 2,273) kwa kila hisa.
4. Shilingi za Tanzania zimelinganishwa na Dola za Marekani na kunukuliwa katika aya ya 2 na 3 hapo juu kwa mujibu wa viwango vya ubadilishaji fedha za kigeni, USD kwenda TZS, kama ilivyokuwa katika Tarehe ya Awali; ilivyonukuliwa saa 8 mchana (2pm) kwa viwango vya ubadilishanaji fedha vya Bloomberg BFIX, ambayo ilikuwa sawa na fedha za Kitanzania Shilingi elfu mbili mia tano na tatu na senti sitini kwa Dola Moja ya Marekani (TZS 2503.60/1USD).
5. Scancem inawasiliana na Mamlaka ya Masoko ya Mitaji na Dhamana (CMSA au Mamlaka) ili kujua hatua zinazofuata kwa mujibu wa sheria na itatoa matangazo mengine huko mbeleni kama inavyotakiwa.
6. Tanga Cement ilishajulishwa kuhusu hitimisho la bei ya mwisho ya hisa na sasa itazingatia matakwa ya sheria na kanuni kadri itakavyoelekezwa na Mamlaka.

Kuhusu Tanga Cement

Tanga Cement ilisajiliwa nchini Tanzania mwaka 1980 kwa mujibu wa Sheria ya Makampuni ikiwa kampuni ya umma yenye dihimu ya ukomo. Kampuni hiyo iko takribani kilomita 15 kutoka katikati ya Jiji la Tanga. Tanga Cement ina kiwanda chenye uwezo wa kuzalisha klinka na saruji kwa kutumia chokaa inayopatikana katika eneo la kiwanda.

Kuhusu Scancem

Scancem ni kampuni-ubia iliyoanzishwa huko Norway katika mji wa Oslo mwaka 1986. Namba yake ya usajili ni 943 513 716 na anuani yake iliyosajiliwa ni: c/o Heidelberg Materials Norway AS, Lilleakerveien 2A, 0283 Oslo, Norway. Wabia wake ni kampuni mbili zilizosajiliwa Norway, kampuni zote mbili zinamilikiwa kwa asilimia 100 na Heidelberg Materials. Scancem ni sehemu ya wauzaji wakubwa wa vifaa vya mbao na vifaa vingine vya ujenzi na inazalisha, inauza na kusambaza simenti.

Kwa niaba ya Bodi.



Hakan Gurdal

Mwenyekiti was Bodi

21 Oktoba 2024