



CAUTIONARY NOTICE TO MEMBERS

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

TANGA CEMENT PUBLIC LIMITED COMPANY (DSE: TCPLC)

(Incorporated in the United Republic of Tanzania) ("Tanga Cement" or "the Company")

Members 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**"), (ii) the further joint announcement made on 1 July 2022 ("**First Extension Announcement**") and (iii) the further joint announcement made on 1 August 2022 ("**Second Extension Announcement**"), which announcements relate to the proposed acquisition by Scancem International DA ("**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.

The Board of Directors of Tanga Cement understands that the parties to the SPA have concluded a further addendum to the SPA on 16 January 2023, in terms of which the Longstop Date has been further extended from 16 January 2023 to 16 January 2024.

Although the parties have cautioned that; *"there can be no certainty that all Conditions will be fulfilled or waived timeously"*, Tanga Cement remains eager for the Acquisition to conclude. We continue to work closely with the relevant parties to the Acquisition, the Regulatory Bodies and our advisers to ensure that the Acquisition is finalised in the best interest of all the shareholders of Tanga Cement. We wish to thank shareholders for your patience and continued support of Tanga Cement.

Further announcements will be made in due course.

On behalf of the Board.

Patrick Rutabanzibwa
Chairman of the Board
19 January 2023

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”)

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**”), (ii) the further joint announcement made on 1 August 2022 (“**Second Extension Announcement**”) and (iii) the further joint announcement made on 4 October 2022 (“**Third 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 16 January 2023 in terms of which the Longstop Date been further extended from 16 January 2023 to 16 January 2024 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.

