



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 announcement made by HeidelbergCement AG ("Heidelberg Cement") and AfriSam Mauritius Investment Holdings Limited ("AfriSam") on 26 October 2021 ("the Previous Announcement"), the shareholders of the Company are referred to the subsequent joint announcement by the aforementioned parties made on 30 June 2022 ("the 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 Joint Announcement.

According to the share purchase agreement ("SPA") dated 22 October 2021 between Scancem, AfriSam and AfriSam (South Africa) Proprietary Limited, the Acquisition is subject to the fulfilment, 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. Details of the Conditions are set out in the Previous Announcement.

The Tanga Board of Directors understands that not all Conditions have been fulfilled or if applicable, waived by 30 June 2022. Accordingly, the shareholders of Tanga are referred to the Joint Announcement which indicates that AfriSam and Scancem have finalised an addendum to the SPA extending the date for fulfilment or, if applicable, waiver of the Conditions from 30 June 2022 to 31 August 2022 or such later date as the parties may agree.

Shareholders of Tanga are cautioned that there is no certainty that all the Conditions to the Acquisition will be fulfilled, or waived, timeously.

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
4 July 2022