

## Public Announcement

UNDER GENERAL PRINCIPLE 2 OF THE CAPITAL MARKETS AND SECURITIES (SUBSTANTIAL ACQUISITIONS, TAKEOVERS AND MERGERS) REGULATIONS, 2006 (THE “REGULATIONS”)



SCANCEM INTERNATIONAL DA  
(Incorporated in Norway)  
(Registration Number 943 513 716)  
("Scancem")

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FOR THE ATTENTION OF THE SHAREHOLDERS OF TANGA CEMENT PLC  
APPROVED BY THE CAPITAL MARKETS AND SECURITIES AUTHORITY, "CMSA"

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General public offer by Scancem International DA ("Scancem" or "Offeror") to shareholders of Tanga Cement PLC ("Tanga Cement" or "Target Company") to acquire shares in the capital of Tanga Cement ("Tanga Shares") other than those already owned or controlled by Scancem, pursuant to and in accordance with General Principle 2 of the Capital Markets and Securities (Substantial Acquisitions, Takeovers and Mergers) Regulations, 2006 ("the Regulations") (hereafter referred to as the "General Public Offer").

In compliance with Rule 12(2) of the Regulations, the fairness opinion and recommendation to shareholders from Tanga Cement's Board of Directors have been filed with the CMSA alongside the Offer Document.

### Transaction Details

1. **Offeror:** Scancem International DA, a partnership company with registration number 943 513 716, incorporated in and under the laws of Norway.
2. **Size:** This General Public Offer is made by the Offeror for the acquisition of up to 6.67% Tanga Shares not owned and controlled by the Offeror, comprised of 4,248,881 Tanga Shares having a nominal value of Tanzania Shilling ("TZS") 20.00 each.
3. **Price/Consideration:** TZS 2,273 per Tanga Share.
4. **Mode of payment:** Cash.
5. **Tanga Cement Share Capital:** The issued and fully paid share capital of Tanga Cement is TZS 1,273,420,900, comprised of 63,671,045 ordinary shares of TZS 20 each.
6. **Existing Scancem stake in Tanga Cement :** Scancem currently holds 68.33% of the issued share capital in Tanga Cement.
7. **Salient features of the Offer:** The terms of the General Public Offer are set out below:
  - a) Scancem is offering to acquire 4,248,881 shares in Tanga Cement from any shareholder who is willing to sell such shares to Scancem which results in Scancem holding up to 75% of the voting rights attributable to Tanga Shares (when aggregated with the voting rights attributable to Tanga Shares currently held by Scancem and/or any of its wholly-owned subsidiaries) ("Acceptance Level"), through the General Public Offer contained in the Offer Document ("Offer Document"), following acceptances received from shareholders in accordance with the process outlined in the Offer Document. A shareholder will not be permitted to revoke its acceptance of the General Public Offer after it has completed and submitted a Letter of Acceptance.

- b) This Acceptance level could be revised further upward subject to the approval of CMSA prior to the announcement of the acceptance results.
- c) In the event the shares tendered exceed the final Acceptance Level set by Scancem, Scancem will acquire shares on a pro-rata basis up to the final Acceptance Level only.

Shareholders should contact any of the DSE Licensed Dealing Members, authorized Investment Advisors or Scancem for a copy of the Offer Document and detailed instructions on the process to accept the General Public Offer.

- 8. **Consideration:** The price payable by Scancem in terms of the General Public Offer is TZS 2,273 per Tanga Share.
- 9. **Firm Arrangement of Financial Resources:** Scancem has confirmed the source and availability of all necessary funds to implement the General Public Offer, which is financed through various sources, including internally generated cash flows and reserves.
- 10. **Objects and Purpose of the General Public Offer:** To ensure that Tanga Cement is and remains a profitable and healthy company which is able to produce more cement, enabling further growth of the Tanzanian economy through infrastructure, commercial and private projects. In Tanzania, Heidelberg Materials AG, the ultimate holding company of Scancem ("**Heidelberg Materials**"), has a long-standing presence in Tanzania through its subsidiary Tanzania Portland Cement Public Limited Company, which was established in 1966. Heidelberg Materials plans to continue to deploy its global experience and technical expertise as a leading international cement producer to grow its Tanzanian cement operations. Furthermore, Heidelberg Materials is committed to invest and develop the cement industry by increasing Tanzanian cement capacity and production. Accordingly, Scancem wishes to increase its shareholding in Tanga Cement in line with Heidelberg Materials' stated objectives.
- 11. **Timetable:** The General Public Offer will be implemented immediately once all Conditions are fulfilled (if applicable). This will be as soon as possible following publication of this Public Announcement.
  - a) The date for determining the shareholders for whom the Offer Document will be made available is the date of first publication of this Public Announcement, 1 July 2025.
  - b) The dates of the opening and closing of the General Public Offer are:
    - a. Opening Date: 1 July 2025; and
    - b. Closing Date: 22 July 2025, or such later date as Scancem may determine.
  - c) The manner in which shareholders must confirm acceptance of the General Public Offer is detailed in the Offer Document.
  - d) The date by which payment of the purchase price will be made to shareholders by Scancem in respect of the General Public Offer is as prescribed under The Regulations.
- 12. **Statutory Approvals:**
  - a) No further approvals for the General Public Offer are required.

### **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 produces 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.*