

NOTICE OF EXTRAORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF

Tanga Cement Public Limited Company
(Incorporated in the United Republic of Tanzania)
(Company Registration Number 5068)
("Tanga Cement")

Extraordinary General Meeting to be held at 10:00 A.M on 10 November 2023 online through the Microsoft Teams platform (invitations will be sent by email and sms to shareholders, with the following link <https://escrowagm.com/csd/Login.aspx>) and, for those who elect to attend in person, at the Marquee Hall, Serena Hotel, Dar es Salaam.

11 October 2023

Important

Shareholders are urged to attend the Extraordinary General Meeting or to vote on the resolutions to be proposed at the Extraordinary General Meeting by lodging the proxy form attached to the Notice.

This Notice of Extraordinary General Meeting should be read in its entirety. If you are in any doubt as to what action to take in respect of the Extraordinary General Meeting and/or the resolutions detailed below in this Notice of Extraordinary General Meeting, please consult your professional adviser immediately.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**Extraordinary General Meeting**") of the shareholders ("**Shareholders or Members**") of Tanga Cement will be held at 10:00 AM on 10 November 2023 online via the Microsoft Teams platform (via a link which will be sent by email and sms to shareholders, with the link detailed on the cover page) and, for those who elect to attend in person, at the Marquee Hall, Serena Hotel, Dar es Salaam, for the purpose of considering and, if thought fit, passing (with or without modification) the resolutions set out below.

The record date on which Shareholders must be recorded as such in the share register of Tanga Cement for the purposes of determining which Shareholders are entitled to attend and vote at the Extraordinary General Meeting is Monday 6 November 2023.

SPECIAL RESOLUTION NO 1

APPROVAL OF THE PROPOSED ACQUISITION OF 43,504,403 ORDINARY SHARES IN TANGA CEMENT BY SCANCEM INTERNATIONAL DA FROM AFRISAM MAURITIUS INVESTMENT HOLDINGS LIMITED ("Proposed Acquisition").

"RESOLVED THAT:

the Proposed Acquisition, being an acquisition as contemplated in the Capital Markets and Securities (Substantial Acquisitions Takeovers and Mergers) Regulations 2006 (the **Regulations**) and the Dar es Salaam Stock Exchange PLC Rules, 2022, be and is hereby approved as a special resolution."

SPECIAL RESOLUTION NO 2

APPOINTMENT OF DIRECTORS.

"RESOLVED THAT, subject to the Proposed Acquisition being implemented and with effect from the date of such implementation:

- 2.1 the appointment of Mr Hakan Gurdal as director of Tanga Cement be and is hereby approved as a special resolution;
- 2.2 the appointment of Mr Christian Mikli as director of Tanga Cement be and is hereby approved as a special resolution;
- 2.3 the appointment of Mr Francesco Brambilla as director of Tanga Cement be and is hereby approved as a special resolution."

SPECIAL RESOLUTION NO 3

"RESOLVED THAT:

any two (2) directors of Tanga Cement be and are hereby authorised to do all things, sign all documents and take all such actions as required (including but not limited to the execution of all such agreements and documents as may be required) and generally do anything necessary or desirable to give effect to and implement these resolutions, and all such actions taken prior hereto be and are hereby ratified."

DIRECTORS' RECOMMENDATION

Each of the Directors recommends that Shareholders vote in favour of each of the resolutions.

By Order of the Board


Quresh Ganijee
Company Secretary

IMPORTANT NOTES:

1. Members wishing to attend the Extraordinary General Meeting must present reasonably satisfactory identification as to their identity. Acceptable forms of identification include any one of the following: a copy of the Member's depository receipt, passport, voters identity card or national identity card.
2. A Member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf in accordance with the provisions of Tanga Cement's Memorandum and Articles of Association. Copies of proxy forms will be available at Tanga Cement's registry service provider, FIMCO Limited based at 2nd Floor, Jangid Plaza, Chaburuma Road, Off. Ali Hassan Mwinyi Road, Dar es Salaam, Tanzania from Wednesday 11 October 2023.
3. FIMCO Limited, will publish to Shareholders an online link to all the documentation relevant to the Proposed Acquisition and required to be made available to Shareholders.
4. Members wishing to attend the Extraordinary General Meeting in person will have to attend at their own cost.

FORM OF PROXY

I/We (full name in BLOCK capital letters)

of (address)

being a Member of Tanga Cement plc ("the Company") hereby appoint the chairman of the meeting

(see note 1) or as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 10:00 AM on 10 November 2023 and at any adjournment thereof, on the above-mentioned resolutions, as indicated by an 'X' in the appropriate box.

Special Resolution	RESOLUTION	FOR	AGAINST	ABSTAIN
1.	Approval of the Proposed Acquisition.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution	RESOLUTION	FOR	AGAINST	ABSTAIN
2.1	Appointment of Hakan Gurdal as director of Tanga Cement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution	RESOLUTION	FOR	AGAINST	ABSTAIN
2.2	Appointment of Christian Mikli as director of Tanga Cement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution	RESOLUTION	FOR	AGAINST	ABSTAIN
2.3	Appointment of Francesco Brambilla as director of Tanga Cement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution	RESOLUTION	FOR	AGAINST	ABSTAIN
3.	General Authorisation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

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Please return physically or by register mail to:

Company Secretary, Tanga Cement Plc,

Korogwe Road, Pongwe Factory Area,
P.O. Box 5053, Tanga, Tanzania,
Email: quresh.ganijee@simbacement.co.tz
Tel:+255 746 293 357.

Notes to the form of proxy:

1. A Member entitled to attend, speak and vote at the Extraordinary General Meeting is entitled to appoint a proxy or proxies to exercise all or any of their rights to attend, speak and to vote at the Extraordinary General Meeting on their behalf. A proxy can only be appointed by following the procedure set out in these notes.
2. A Member may, if he wishes, strike out the words "chairman of the meeting" and insert in the space provided the name of some other person to act as their proxy, exercise all or any of their rights to attend, speak and vote instead of him at the Extraordinary General Meeting. If a member lodges the form with no name inserted in the space provided, the chairman of the meeting will be deemed to be their proxy. Where someone other than the chairman is appointed as a proxy, the Member appointing him is responsible for ensuring that the appointed person attends the Extraordinary General Meeting and is aware of the Member's voting intentions. If a Member wishes a proxy to speak on their behalf at the Extraordinary General Meeting, he will need to appoint someone other than the chairman and give their instructions directly to that appointed person.
3. A proxy need not be a Member of the Company but must attend the Extraordinary General Meeting in person. Completion and return of a form of proxy will not preclude a member from attending and voting at the Extraordinary General Meeting or any adjournment thereof in person. If a proxy is appointed and the Member attends the Extraordinary General Meeting in person, the proxy appointment will automatically be terminated.
4. To be valid this form of proxy must be completed and lodged physically or by registered mail with the Company Secretary, Tanga Cement plc, Korogwe Road, Pongwe Factory Area, P.O. Box 5053, Tanga, Tanzania (Email: quresh.ganijee@simbacement.co.tz, Tel:+255 746 293 357) not less than 48 hours before the time fixed for the Extraordinary General Meeting or for any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarial certified or office copy of such power or authority. In the case of a Member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy. In the event that more than one of the joint holders purports to appoint a proxy, the appointment submitted by the first named on the register of Members of the Company will be accepted to the exclusion of the other joint holder.
6. A Member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A Member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please sign and date the form of proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the chairman as one of your multiple proxies, simply write "the chairman of the meeting". When two or more valid but differing proxies are received in respect of the same share for use at the meeting, the one which is valid and received last (regardless of its date of sending or the date of its execution) shall be treated as replacing and revoking the other(s) as regards that share and, if the company is unable to determine which of any such two or more valid but differing appointments of proxy was so delivered in time, none of them shall be treated as valid in respect of that share.

7. To abstain from voting on a resolution, tick the box in the column headed "Abstain". An "Abstain" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution. Failing to tick any box against a resolution will mean your proxy can vote as he or she wishes or can decide not to vote at all. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Extraordinary General Meeting.
8. In the case of a poll vote taken otherwise than at or on the same day as the Extraordinary General Meeting or adjourned meeting, the form of proxy must be completed and deposited as specified in note 4 above not less than 24 hours before the time appointed for the taking of the poll.
9. In order to revoke a proxy instruction, a member will need to send a signed hard copy notice clearly stating their intention to revoke a proxy appointment to the company secretary of Tanga Cement plc, Korogwe Road, Pongwe Factory Area, P.O. Box 5053, Tanga, Tanzania (Email: quresh.ganijee@simbacement.co.tz, Tel:+255 746 293 357, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy of such power of attorney or authority, not less than one hour before the commencement of the Extraordinary General Meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.