



**TransCentury Limited**  
**Company Registration C.4 /2009**  
**(the Company)**

## **PUBLIC NOTICE**

### **TAKEOVER EXEMPTION RECEIVED FROM THE CAPITAL MARKETS AUTHORITY WITH RESPECT TO A TAKEOVER EXEMPTION APPLICATION**

**(In accordance with Regulation 5(2) and 5(4) of Capital Markets (Take-Over and Mergers) Regulations, 2002)**

On 14th May 2021, the Company announced that it proposes to raise gross proceeds of approximately KES 2,063,615,213 by way of a rights issue (the Rights Issue). The Rights Issue has received approval from the Company's Board of Directors (the Board) and shareholders on 14th May 2021 and 10th June 2021 respectively. The Capital Markets Authority conditionally approved the Rights Issue on 27th April 2022 and issued the final approval on 11th November 2022. The Board further approved the information memorandum setting out the terms and conditions of the Rights Issue on 28th October 2022.

Kuramo Africa Opportunity Kenya Vehicle Limited (the Major Shareholder) holds 25% of the issued share capital of the Company. The Major Shareholder indicated to the Board that, in the event there are untaken rights/ shares by other shareholders, they may be willing to acquire shares beyond their pro rata allocation in the Rights Issue so as to help to ensure the success of the Rights Issue. Since the Major Shareholder owns twenty five percent (25%) of the issued share capital in the Company, an acquisition of an additional stake in the Company by the Major Shareholder would trigger the need for the Major Shareholder to make a take-over offer pursuant to the Capital Markets (Take-over and Merger Regulations), 2002 (the Takeover Regulations). The Major Shareholder has indicated to the Board that they do not intend to initiate a take-over offer as part of any additional shares they acquire beyond their pro rata entitlement in the Rights Issue.

In this regard, pursuant to Regulation 5 of the Takeover Regulations, the Company applied to the Capital Markets Authority (CMA) to grant an exemption allowing the Major Shareholder to acquire additional shares beyond their pro rata allocation thereby increasing their shareholding in the Company beyond their current 25% shareholding should the Rights Issue not be fully subscribed.

The Company is pleased to announce that on 27th April 2022 the CMA granted the request for the takeover exemption thereby allowing the Major Shareholder to acquire additional shares beyond their pro rata allocation should the shares be available during the Rights Issue. This announcement has been issued with the approval of the CMA in accordance with the Takeover Regulations. As a matter of policy, the CMA assumes no responsibility for the correctness of the statement appearing in this announcement.

**BY ORDER OF THE BOARD**  
**Virginia Ndunge**  
**Company Secretary**  
**20th December 2022**