

SUPPLEMENTARY PROSPECTUS

17th MARCH 2023

TRANS-CENTURY PLC

SUPPLEMENTARY PROSPECTUS

RENOUNCEABLE RIGHTS ISSUE OF 1,876,013,830 NEW ORDINARY SHARES
AT AN OFFER PRICE OF KSHS 1.10 IN THE RATIO OF FIVE (5) NEW ORDINARY
SHARE FOR EVERY ONE (1) ORDINARY SHARES HELD.



TRANSACTION ADVISOR
Sterling Capital Limited



LEAD SPONSORING BROKER
Sterling Capital Limited

The logo for IKM Advocates, featuring the letters "IKM" in a large, bold, blue font above the word "ADVOCATES" in a smaller, blue font, all enclosed within a blue rectangular frame with rounded corners.

IKM
ADVOCATES

LEGAL ADVISOR
DLA Piper Africa
Iseme Kamau and Maema Advocates (IKM)

The logo for Ogilvy Africa, with "Ogilvy" in a red, serif font and ".africa" in a smaller, red, sans-serif font.

Ogilvy.africa

PR & ADVERTISING CONSULTANT
Ogilvy Public Relations

The logo for KPMG, with the letters "KPMG" in a bold, blue, sans-serif font, where the letters are slightly overlapping.

KPMG

REPORTING ACCOUNTANT
KPMG Kenya

The logo for Co-operative Bank, featuring a green square icon with a white grid pattern to the left of the text "CO-OPERATIVE BANK" in a green, sans-serif font, with the tagline "We are you" in a smaller, green font below it.

CO-OPERATIVE BANK
We are you

RECEIVING BANK
The Co-operative Bank of Kenya

The logo for Co-operative Bank, featuring a green square icon with a white grid pattern to the left of the text "CO-OPERATIVE BANK" in a green, sans-serif font, with the tagline "We are you" in a smaller, green font below it.

CO-OPERATIVE BANK
We are you

SHARE REGISTRAR
The Co-operative Bank of Kenya



CO-SPONSORING BROKER
Francis Drummond & Co



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Important Notices and Disclosures

This supplementary Prospectus dated 17th March 2023 relating to the Rights Issue and together with the **Information Memorandum dated 11th November 2022** are prepared by TransCentury Plc, as issuer (the “**Issuer**”), and constitutes the particulars of the Rights Issue.

Terms defined in the Information Memorandum have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Information Memorandum prepared by the Issuer in relation to this Rights issue.

Upon request, Capital Markets Authority has approved this Supplement that will offer material information regarding the reopened rights offer process.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that any document or information incorporated by reference itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplement or the Information Memorandum, except where such information or documents are stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated into the Information Memorandum by this Supplement and (b) any other statement in or incorporated by reference in the Information Memorandum prior to the date of this Supplement, the statement in this Supplement will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Information Memorandum has arisen or been noted, as the case may be, since the publication of the Information Memorandum.

1. TC Board Chairman's Statement on the Rationale for re-opening the Rights Issue

Dear Shareholders,

On 10th June 2021, TC shareholders authorized the TransCentury Board of Directors pursuant to a rights issue to allot and issue up to two billion ordinary shares in accordance with Section 329 of the Companies Act, 2015. Following this, TC embarked on a fundraising initiative that culminated in the rights offer that opened on 29th December 2022 and closed on 3rd February 2023. I would like to sincerely thank you, our shareholder for your support and for participating in the offer.

The Board of Directors requested and received approval from the Capital Markets Authority (CMA) to reopen the Rights Offer. Reopening the Rights Offer was necessitated by new information received by the board. Firstly, there were requests by some shareholders who did not participate in the offer and expressed interest to participate and recapitalize their business. In addition, there was a proposal to reduce debt by converting some of the existing shareholder loans to equity pursuant to the rights issue. The board, upon evaluation, resolved that availing the shareholders a chance to participate in the offer and reducing debt were major objectives of the TC strategic goals and the fundraising initiative and warranted reopening the offer.

The reopened offer affords an opportunity to shareholders who did not participate in the Rights Issue to take up their rights. In addition, shareholders who had participated in the offer have an opportunity to take up additional rights. Further, through the conversion of shareholder loans into shares, the company will reduce its debt profile at the Group level hence making it attractive for new funding from investors and lenders. At the same time, the shareholder loan conversion will save the Group on finance costs incurred annually.

The business has built a robust order book and has increased capacity across the Group. All that the businesses require now is to execute and deliver profitable growth. My board is confident that the proceeds of the rights issue together with the conversion of shareholder loans will position the business favourably for funding and leverage on the opportunities in our markets.

I encourage you to read this prospectus to allow you make an informed decision.



Yours Sincerely
Shaka Kariuki

2. The purpose for the supplementary prospectus

This Supplementary prospectus therefore seeks to:

- Replace Section 8 subsection 3 of the salient feature of the Rights issue section of the Information Memorandum with the following timetable of the principal events:

EVENT	TIME	DATE
1. Issue A Supplementary Prospectus Disclosing Such Additional Information And Salient Features Of The Rights Issue		Friday, March 17, 2023
2. Record Date (Register closure date)	3:00 PM	Friday, March 17, 2023
3. Uploading Of Rights Entitlement To CDSC	9:00 AM	Friday, March 17, 2023
4. Offer opens and commencement of trading in Rights at the NSE	9:00 AM	Monday, March 20, 2023
5. Last date for immobilisation of Provisional Rights	3:00 PM	Tuesday, March 21, 2023
6. Last Date For Private Transfers	3:00 PM	Tuesday, March 21, 2023
7. Last date for trading in Rights	3:00 PM	Tuesday, March 21, 2023
8. Offer closes and the last date and time for acceptance and payment for the New Shares	3:00 PM	Friday, March 31, 2023
9. Announcement of Rights Issue results		Friday, April 7, 2023
10. Dispatch of statement from the registrar for share allocation		Thursday, April 20, 2023
11. Dispatch of refund cheques via agents (applicable if applications are received in excess of the number of Untaken Rights)		Thursday, April 20, 2023
12. Date of listing and commencement of trading of New Shares at the NSE	9:00 AM	Wednesday, April 26, 2023

- Replace Section 8 subsection 5 of the salient feature of the Rights issue section of the Information Memorandum which stipulated the success rate of the rights issue as 50% with the following statement:

Success Rate

The board of directors reserves the right to determine the success of the rights issue after the close of the offer and will subsequently allot new shares for all the valid applications accepted and processed.

- Supplement Section 9 Details of the rights issue subsection 1.1 Offer Subscription 1.1.6 to include options available to the shareholders who have already participated in the rights issue process;

1.1.6 The options available to the Shareholders and investors who had already participated in the rights issue are as follows:

- to apply for additional rights as set out in paragraph 1.6 below or,
- to withdrawal from the process by filling the form of withdrawal provided or,
- to choose to take no action at all which will effectively be deemed as approval for their previous application to be processed accordingly.

- Amend Section 9 Details of the Rights Issue Subsection 1.4 Entitlement to read;

1.4.1 The eligible shareholder's entitlement is shown on their PAL form which can be accessed through their broker or through any authorised agent listed on Appendix 1: NSE Authorised Agents, of this supplementary prospectus.

- Supplement section 9 Details of the rights issue subsection 1.8 Application Money 1.8.1 to include; Eligible Shareholders with shareholder loans at TC can apply for New Shares by converting the shareholder loans for New shares in this Rights Issue. The conversion shall be at KShs. 1.10 per New share. The New shares allotted pursuant to a shareholder loan conversion will rank pari passu in all respects with the existing shares. Terms and conditions of the conversion of the shareholder loans shall be pursuant to the rights issue in all respects. The Eligible Shareholder must attach a confirmation of shareholder loan to the PAL at the time of submission by 3pm on Friday, March 31, 2023.

- Amend Section 9 Details of the Rights Issue Subsection 1.10 Refunds Clause 1.10.1 to include the refund to Eligible shareholders who elect to withdraw their applications in the Rights issue.

1.10.1 In the event that an application is rejected, or an applicant has submitted a duly filled withdrawal form, or the Allocation Policy results in entitlements which necessitate refund of applicant monies, then the Application Monies will be refunded in accordance with this paragraph.

- Revise Section 9 Details of the Rights Issue Subsection 1.12.2 Untaken Rights and Allocation policy to read; 1.12.2 Any Rights not taken up after allocation of the Untaken Rights in accordance with paragraph 1.6 (Application for Additional Shares and Allocation Policy) will lapse on Thursday, 6 April 2023.

3. Salient Features of the Reopened Rights Issue

1. Rights Issue Statistics

Subscription Price	KShs. 1.10 per New Share
New Shares offered	1,876,013,830 ordinary shares of KShs 0.50 par value each, to rank pari passu in all respects with the existing ordinary shares in TransCentury Plc
Gross proceeds including the in-kind payment of rights through shareholder loans conversion (before expenses)	KShs 2,063,615,213
Ratio of Entitlement	Five (5) New shares for every One (1) Existing share held

2. Success Rate

The board of directors reserves the right to determine the success of the rights issue after the close of the offer and will subsequently allot new shares for all the valid applications accepted and processed.

3. Shareholders' Resolutions Authorising the Increase of Share Capital and Rights Issue

3.1. EXTRACT OF THE MINUTES OF THE ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF THE COMPANY HELD VIRTUALLY, NAIROBI ON THURSDAY, 10TH JUNE AT 11:00 A.M.

The members of TransCentury resolved THAT:

8. Increase of Share Capital and authorization of Directors to Allot and Issue Shares

8.1 The share capital of the Company be increased from Kenya Shillings six hundred million (KSHS. 600,000,000) divided into one billion two hundred million (1,200,000,000) ordinary shares of Kenya Shillings fifty cents (KSHS. 0.50) each by the creation of an additional two billion (2,000,000,000) ordinary shares of a par value of Kenya Shillings fifty cent (KSHS. 0.50) each and such shares to rank pari passu in all respects with the existing ordinary shares in the capital of the Company, with the intention that the newly authorized shares will be allotted and issued pursuant to a rights issue

8.2 The directors be granted the power to: a) Pursuant to a rights issue, allot and issue up to two billion (2,000,000,000) ordinary shares in the Company in accordance with Section 329 of the Companies Act, 2015.

3.2. EXTRACT OF THE MINUTES OF THE EXTRAORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF THE COMPANY HELD VIRTUALLY, NAIROBI ON THURSDAY, MARCH 16, 2023.

The members of TransCentury resolved THAT: The directors be and are hereby authorized on application by a shareholder to convert existing shareholder loans into ordinary shares of the Company to be allotted pursuant to the Rights Offer.

4. Rights Issue

The directors be authorised to carry out a rights issue for the allotment and issuance of up to two billion (2,000,000,000) additional ordinary shares in the Company, subject to any required regulatory approvals including but not limited to the Capital Markets Authority, by way of rights to the holders of the issued ordinary shares in the Company registered at the close of business on such date and at such price as shall be determined by the directors and on such terms and conditions as the directors may determine.” The Rights Issue will be on the basis of five (5) new shares for every one (1) ordinary share held and further the directors be authorized to deal with fractions in such manner as they may think fit and to effect all acts and things required to give effect to this resolution subject to the provisions of the Companies Act 2015, the Company’s Articles of Association and the CMA Regulations.

5. Acceptance and Application Procedures

Eligible Shareholders who have already participated in the rights issues may; apply for additional rights, withdrawal their application or take no action which will be deemed as approval for their previous application to be processed accordingly. Eligible shareholders wishing to withdrawal their earlier application must do so by filling in their details on the withdraw form to be provided as set out on paragraph 1.4.6 of subsection 1.4 (entitlement) of section 4 (Details of the Rights Issue).

Eligible Shareholders who are yet to participate in the rights issue may; take up all, some or none of their Rights. Eligible Shareholders wishing to take up all their Rights are required to observe the procedures set out in paragraph 1.5 (Acceptance Procedure) of Section 4 (Details of the Rights Issue) of this supplementary prospectus.

Eligible Shareholders wishing to renounce some or all of their Rights are invited to follow the steps set out in paragraph 1.8 (Renunciation of Rights) of Section 4 (Details of the Rights Issue). Eligible Shareholders may renounce their Rights by way of private transfer or selling the same in accordance with the said paragraph.

Eligible Shareholders wishing to apply for Additional Shares must do so in the manner set out in paragraph 1.11(Application for Additional Shares and Allocation Policy) of Section 4 (Details of the Rights Issue).

6. Potential dilutive impact of the Offer

- 6.1. Assuming that each shareholder takes up their full entitlement, there will be no effect on the proportion of their holdings.
- 6.2. Further, if all shareholders were to take up their rights, no shareholder loans will be converted to pay up for new shares in this rights issue.
- 6.3. However, existing shareholders will be diluted to the extent of their untaken rights including those rights that may be taken up by other shareholders.
- 6.4. Shareholders who transfer, or who do not exercise their Rights granted under the Rights Issue, and assuming that all the New Shares are fully subscribed, will suffer a dilution of 83% to their pre-rights proportionate ownership.
- 6.5. Their voting rights will also decrease by 83%. Shareholders are therefore urged to consider this impact in deciding the appropriate action to take with regard to this rights issue.
- 6.6. The dilution effect to the non-participating shareholder will be the same no matter the mode of payment opted for by the participating shareholders.
- 6.7. For avoidance of doubt, the dilution effect in case of the shareholder loans conversion in this rights issue will be the same as if the rights were paid for in cash.

4. Terms of the Rights Issue

1.1 Offer for Subscription

1.1.1 TransCentury hereby offers to Eligible Shareholders, by way of Renounceable Rights, a total of 1,876,013,830 New Shares at the Subscription Price of KShs. 1.10 per New Share payable in full on acceptance of the terms set out below. The New Shares will be duly listed on the NSE.

1.1.2 The Offer of the New Shares is subject to:

- i. Receipt of requisite regulatory approvals including;
 - i. approvals on terms acceptable to the Issuer from the Competition Authority of Kenya; Fair Competition Commission of Tanzania and the COMESA Competition Commission;
 - ii. approvals from the Central Bank of Kenya for any shareholders who become significant shareholders of the Development Bank of Kenya as a consequence of accepting their entitlement;
 - iii. exemption from the Capital Markets Authority from the requirement to make a mandatory takeover offer for any shareholders being obligated to make such an offer as a consequence of accepting their entitlement;

1.1.3 Persons who are not Eligible Shareholders as of the Record Date, Friday, March 17, 2023 will not be entitled to participate in the reopened Offer except as stipulated in paragraph 1.1.7 below.

1.1.4 The Rights Issue is on the basis of a ratio of Five (5) New Shares for every One (1) Existing Share, being the Entitlement Ratio. The Entitlement Ratio, once declared, will not be altered.

1.1.5 The number of New Shares that an Eligible Shareholder is entitled to (i.e. your Entitlement or your number of Rights) is shown on the PAL for eligible shareholders who did not previously participate in the reopened offer.

1.1.6 The options available to the Shareholders and investors who had already participated in the reopened rights issue are as follows:

- i. to apply for additional rights as set out in paragraph 1.6 below or,
- ii. to withdrawal from the process by filling the form of withdrawal provided or,
- iii. to choose to take no action at all which will effectively be deemed as approval for their previous application to be processed accordingly.

1.1.7 Rights are renounceable and may be sold or transferred to third parties subject to the provisions of this Supplementary Prospectus. Information on how Rights may be sold or transferred is set out in paragraph 1.7 below.

1.1.8 Eligible Shareholders who had not participated in the rights issue before the reopening may also, at their option, choose not to take any action at all and untaken Rights will be allocated by the Directors in accordance with the Allocation Policy.

1.2 Status of New Shares

The New Shares will rank pari passu in all respects with the Existing Shares including the right to receive in full all dividends and other distributions declared, made or paid in respect of TransCentury shares.

1.3 Opening and Closing Date of the Rights Issue

The Rights Issue will reopen at 9 am on Monday, 20 March 2023 and close on Friday, March 31, 2023. The New Shares will commence trading at 9 am on Wednesday, April 26, 2023.

1.4 Entitlement

- 1.4.1 The eligible shareholder's entitlement is shown on their PAL form which can be accessed through their broker or through any authorised agent listed on Appendix 1: NSE Authorised Agents, of this supplementary prospectus.
- 1.4.2 The number of New Shares offered to Eligible Shareholders has been calculated pro-rata on the basis of the Entitlement Ratio and no restrictions are placed on the number of Existing Shares to be held before your Entitlement accrues. However, mathematically, this might result in fractional entitlements to New Shares and in such an event, fractions will be rounded downwards to the nearest whole number. Kindly therefore note that where this occurs, the Eligible Shareholder will be allotted the number of New Shares after rounding down.
- 1.4.3 Fractions of New Shares that result from applying the Entitlement Ratio will form part of the Untaken Rights.
- 1.4.4 Eligible Shareholders will have their CDS Accounts credited with the applicable Entitlement and TransCentury will notify the Eligible Shareholders of their credited Entitlement through the PAL.
- 1.4.5 Investors who wish to become shareholders in TransCentury via this Rights Issue can purchase Rights being sold on the NSE by Eligible Shareholders. Such investors will be issued with a Form E (see below) from their Authorised Agent which is required to be duly completed, accepted and fully paid for as per the Acceptance Procedure below. These investors can apply for Additional Shares provided they take up their Entitlement in full.
- 1.4.6 Eligible Shareholders and other investors are required to note that if they wish to take any action other than (a) full acceptance of their Entitlement or (b) application for additional new shares or (c) to allow their Entitlement to lapse in full or (d) to allow their earlier application to be processed accordingly, are asked to note that the following documents may be required for the alternative actions as described below:

Form R	Form of Renunciation for Private Transfers to be used by Eligible Shareholders renouncing or transferring their Rights by way of private transfer and by Renounees to take up their New Shares. Where applicable this form will be included in the envelope with the PAL.
Form Z	Power of attorney - To be completed by Eligible Shareholders wishing to appoint a third party as their lawful attorney or agent to act on their behalf in connection with the Rights Issue. This form is included in the envelope, together with your PAL.
Form E	Form of Entitlement for Purchased Rights to be used in the case of Rights purchased on the NSE by any person and issued in favour of such person, who may optionally apply for additional rights. This form will be sent to the Authorized Agent through whom the transaction was submitted.
Withdrawal Form	The withdrawal form is used by shareholders and investors who have already participated in the reopened rights issue to express their intention to cancel their earlier application for the rights. This form will be available at the Authorized Agent through whom the application was submitted. The filled and signed form should be returned to the authorised agent by 3pm, Tuesday, 21 March 2023.

1.5 Acceptance Procedure

Acceptance of the re-opened offer, once given is irrevocable. Full details of the procedure for acceptance and payment are set out below:-

- 1.5.1 Acceptance may only be communicated by submitting a duly completed Entitlement and Acceptance Form together with Application Money for the number of New Shares (including any Additional Shares) specified in the Entitlement and Acceptance Form, which constitutes a binding application for the number of New Shares (including any Additional Shares) specified in the Entitlement and Acceptance Form on the terms set out in the Information Memorandum and this Supplementary prospectus. The Entitlement and Acceptance Form must be signed so as to be binding.
- 1.5.2 If the Entitlement and Acceptance Form is not completed correctly or contains alterations, TransCentury may in its absolute discretion either reject it or treat it as valid, and TransCentury's decision as to whether to accept or reject, or how to construe, amend or complete an Entitlement and Acceptance Form shall be final.
- 1.5.3 The Entitlement and Acceptance Form, once duly completed and signed, must be returned to the Receiving Agent either directly or through any Authorised Agent, together with the Application Money for the number of New Shares. Payment of the Application Money by all Eligible Shareholders must be made as specified in paragraph 1.8.1 by 3 pm on Friday, March 31, 2023.
- 1.5.4 New Shares in respect of which duly completed and signed Entitlement and Authorised Forms together with the Application Money, paid in accordance with paragraph 1.5.3 above, which are not received by the Receiving Agent or an Authorised Agent by the dates and times stipulated in paragraph 1.5.3 above will be deemed not to have been duly subscribed for and any rights in connection with the same will have lapsed.
- 1.5.5 Except in the case of negligence or wilful default on the part of TransCentury, their Advisors or any of the Authorized Agents, neither TransCentury, nor any of the Advisors nor any of the Authorized Agents shall be under any liability whatsoever should an Entitlement and Acceptance Form not be received by the Closing Date.
- 1.5.6 Eligible Shareholders who wish to take up their full Entitlement are required to duly complete the section entitled "Full Acceptance of New Shares" (PART 1A) as well as other relevant sections of the PAL. Eligible Shareholders wishing to accept only part of their Entitlement are required to duly complete the section of the PAL entitled "Partial Acceptance of New Shares" (PART 2) as well as other relevant sections of the PAL. Please note that partial acceptance will not be permitted for less than One hundred (100) New Shares.

1.6 Application for Additional Shares and Allocation Policy

- 1.6.1 Eligible Shareholders who have taken up all their Entitlement may apply for Additional Shares by completing the section for "Application for Additional New Shares" (PART 1B) on their Entitlement and Acceptance Form and signing and returning the duly completed and signed Entitlement and Acceptance Form together with the Application Money. These should be received by the Receiving Agent or the relevant Authorised Agent not later than 3 pm on Friday, March 31, 2023. Applications for Additional Shares should be in multiples of 100.
- 1.6.2 Additional Shares applied for by Eligible Shareholders will be allocated by the Board of TransCentury in accordance with the Allocation Policy to the extent only of Untaken Rights. Please note that payment in respect of any Additional Shares applied for and not allocated will be refunded in accordance with paragraph 1.10 and will be free of interest. There will be no changes once the basis of allocation has been announced.

- 1.6.3 The press announcement publishing the result of the Rights Issue will include the basis of allocation of any Additional Shares and will be published on Friday, April 7, 2023
- 1.6.4 Subject to paragraph 1.6.2 and 1.12.3 of this Section, the Untaken Rights will be allocated on a pro rata basis to Eligible Shareholders who have applied for Additional Shares in accordance with this paragraph 1.6 (Application for Additional Shares and Allocation Policy).
- 1.6.5 If any person applies for Additional Shares which might trigger the regulatory restrictions and obligations set out in paragraph 1.13(Regulatory Restrictions) of this Section, the Directors reserve the right, at their sole discretion, not to allocate any Additional Shares to any such person unless all required regulatory approvals are duly obtained and attached with the PAL before 3 pm on Friday, March 31, 2023.

1.7 Renunciation of Rights

The Rights are renounceable. Accordingly, Eligible Shareholders may elect to (a) give up their Rights in full or in part or (b) transfer their rights in full or in part (c) sell their Rights in full or in part, all in accordance with the procedures set out below.

1.7.1 Renunciation by way of Trading in the Rights

- (a) The Rights constitute a security in the form of an option and are tradable on the NSE for a value but only by Eligible Shareholders. The Rights shall be listed under the AIMS.
- (b) Eligible Shareholders have been notified of their Rights through the PAL.
- (c) In addition, Eligible Shareholders will have their CDS Accounts credited with their Rights.
- (d) Only Eligible Shareholders will be permitted to trade in Rights. In such an event, Eligible Shareholders who wish to renounce some or all of their Rights in this way may instruct any Authorised Agent to dispose of any or all of such Rights by way of sale on the NSE.
- (e) Rights may be traded on the NSE on Tuesday, March 21, 2023.
- (f) Please note that trading of Rights on the NSE will attract a brokerage commission plus other statutory costs payable by the seller and buyer of such Rights.
- (g) The CMA and NSE have approved the trading of Rights.

1.7.2 Renunciation by way of Private Transfer

- (a) Eligible Shareholders wishing to transfer their Rights to a particular Renounee may do so by way of private transfer, subject to (a) Section 31 of the Capital Markets Act (b) Regulations 57 to 61 of the Capital Markets (Licensing Requirements) General (Amendment) Regulations 2002 and (c) Rule 31 of the Central Depository Rules, 2004. Regulation 57 allows a transfer of Rights inter alia by an Eligible Shareholder to a close relation in the form of a gift. In such a case, any Authorised Agent, being a stockbroker, is required to assess, endorse and submit to the NSE a written application for such a transfer with the required information and supporting documents stating the reason for the proposed private transfer. A close relation means a relationship supported by documentary evidence of a spouse, parent, sibling, child, father-in-law, son-in-law, daughter-in-law, mother-in-law, brother-in-law, son-in-law, grandchild or spouse of a grandchild.
- (b) In order to effect a private transfer, an Eligible Shareholder must duly complete FORM R.
- (c) The last date and time for renunciation by way of private transfer is 3 pm on Tuesday, 21 March 2023. Eligible Shareholders are advised to contact any Authorised Agent for the purposes of effecting the renunciation by way of private transfer.

- (d) If an Eligible Shareholder accepts some of his Rights and renounces the remainder by way of private transfer in the manner specified in this paragraph 1.7.2 (Renunciation by way of Private Transfer), such Eligible Shareholder shall be required to submit the Entitlement and Acceptance Form in addition to the resulting FORM E, both duly completed and signed and accompanied with the Application Money in connection with the Accepted Rights to the Receiving Bank or the relevant Authorised Agent not later than 3 pm on Friday, March 31, 2023

1.7.3 Renunciation by declining

Eligible Shareholders who wish to decline their Rights need not do anything. Any Rights not taken up by such Eligible Shareholders will form part of the Untaken Rights.

1.7.4 Restriction on Renunciation of Rights

- (a) Paragraph 1.15 (Regulatory Restrictions) of this Section sets out certain regulatory restrictions and obligations that may be relevant to any Eligible Shareholder or Renouncee.
- (b) Please note that any renunciation by way of trading of Rights through NSE or by way of private transfer of Rights in accordance with paragraph 1.7.1 (Renunciation by way of Trading in Rights) and paragraph 1.7.2 (Renunciation by way of Private Transfer) of this Section is only permitted if such renunciation does not trigger the said regulatory restrictions and obligations.

1.8 Application Money

- 1.8.1 Payment for the New Shares shall be made by Direct Payment in the form of a banker's cheque or RTGS. Please note that for values that are one million Kenya shillings and above, payment must be by RTGS. Payment may also be made by stockbrokers on behalf of Eligible Shareholders (Global Payment System or GPS). Banker's cheques for each PAL must be in Kenya Shillings and drawn on a licensed commercial bank that is a member of the Central Bank of Kenya Clearing House, and should be made payable to "TransCentury Rights Issue-PAL No XXX" and be crossed "A/C Payee Only". Each banker's cheque received by the Receiving Bank will be deposited immediately for collection. For Direct Payments made by way of RTGS, contact your Authorized Agent for remittance details. Please note that no interest will be payable by TransCentury on money received.

Any Eligible Shareholders applying for any New Shares may provide an irrevocable bank guarantee in the form stipulated in Appendix to this Supplementary Prospectus, for the full amount of the New Shares applied for, provided that such application is for a value of KShs. 1,000,000 and above. Such bank guarantee must be authenticated by the guaranteeing bank via a SWIFT message sent to TransCentury before 3pm Tuesday, 4 April 2023. The Eligible Shareholder must attach the letter of guarantee to the PAL at the time of submission by 3pm on Monday, January 23, 2023.

- 1.8.2 Eligible Shareholders with shareholder loans at TC can apply for New Shares by converting the shareholder loans for New shares in this Rights Issue. The conversion shall be at KShs. 1.10 per New share. The New shares allotted pursuant to a shareholder loan conversion will rank pari passu in all respects with the existing shares. Terms and conditions of the conversion of the shareholder loans shall be pursuant to the rights issue in all respects. The Eligible Shareholder must attach a confirmation of shareholder loan to the PAL at the time of submission by 3pm on Friday, March 31, 2023.

- 1.8.3 Eligible Shareholders are required to pay the Subscription Price per New Share in accordance with the Entitlement and Acceptance Form.

1.9 Refunds

- 1.9.1 In the event that an application is rejected, or an applicant has submitted a duly filled withdrawal form, or the Allocation Policy results in entitlements which necessitate refund of applicant monies, then the Application Monies will be refunded in accordance with this paragraph.
- 1.9.2 No interest will be paid on any Application Monies to any Eligible Shareholder or other person taking the Rights. Interest, if any, earned on Application Monies is payable to the CMA Investor Compensation Fund in accordance with CMA regulations.
- 1.9.3 Refunds in respect of applications for additional shares, where the allotted value is less than that applied for shall be in the form of refund cheques or by way of EFT by TransCentury (where an Eligible Shareholder has provided accurate EFT details to the CDSC via their broker). Applicants who have not provided EFT information via the CDSC will not be eligible to a refund by EFT. TransCentury will begin refunds to Eligible Shareholders from Thursday, 20 April 2023. Eligible Shareholders are required to choose their preferred option of refund: (a) by EFT, or (b) collected by the Eligible Shareholder from the relevant Authorised Agent (as designated by the Eligible Shareholder on the PAL for that purpose) against proof of identity. Neither TransCentury nor any Authorised Agent will be responsible for any refund not received. Where a Lender (hereinafter defined) has advanced money to an investor to subscribe for New Shares, refunds will be made to or for the account of such Lender as the case may be.
- 1.9.4 Payment of refunds in foreign currency shall be made having regard to the prevailing exchange rates less bank charges for the foreign currency draft and any fluctuations in the exchange rate shall be for the Eligible Shareholder's or Investor's account.
- 1.9.5 Other than with respect to refund of the Application Monies in accordance with this clause, neither TransCentury nor its appointed agents or advisers will be liable for any losses incurred as a result of the Rights Issue not completing for any reason, or rejection of an application in accordance with the terms of this supplementary prospectus.

1.10 New Shares

- 1.10.1 Eligible Shareholders and their Renounees who comply with the procedures for acceptance as set out in this supplementary prospectus, will receive their New Shares in electronic form by way of credit to their respective CDS Accounts. It is the responsibility of Eligible Shareholders and Renounees to ensure that their CDS Account details set out in the Entitlement and Acceptance Form are correct.
- 1.10.2 New Shares will be admitted on the AIMs segment of the NSE on Wednesday, April 26, 2023 with dealings of New Shares commencing on the same date.

1.11 Untaken Rights and Allocation Policy

- 1.11.1 All Eligible Shareholders who apply for their New Shares in full shall receive the

full number of New Shares indicated in their PAL. New Shares not taken up shall form the Untaken Rights. The Untaken Rights may be allocated as Additional Shares in accordance with the Allocation Policy set out in this paragraph to Eligible Shareholders who duly submit applications for Additional Shares in accordance with paragraph 1.6 (Application for Additional Shares and Allocation Policy) of this Section.

- 1.11.2 Any residual Rights not taken up after allocation of the Untaken Rights in accordance with paragraph 1.6 (Application for Additional Shares and Allocation Policy) will lapse on Thursday, 6 April 2023.

1.12 Oversubscription

- 1.12.1 If the number of shares in respect of which applications for Additional Shares have been received is greater than the Untaken Rights, TransCentury's Board may at its discretion convene a general meeting to seek approval from shareholders, subject to regulatory approval, for the creation of additional ordinary shares of the Issuer (the Oversubscription Shares) to be allotted to the Eligible Shareholders whose applications for Additional Shares remain outstanding after allocation of the Untaken Rights. The Oversubscription Shares will be allotted in accordance with the Allocation Policy set out in paragraph 1.6 (Application for Additional Shares and Allocation Policy).
- 1.12.2 If the Board convenes a general meeting of the Issuer to approve the creation and issuance of the Oversubscription Shares, the Application Monies relating to the applications for Additional Shares which are in excess of the Untaken Rights will not be refunded immediately following the announcement of the results of the Rights Issue as contemplated in paragraph 1.10 (Refunds), but will be held by the Issuer in trust for the applicants pending allotment of the Oversubscription Shares.
- 1.12.3 The general meeting referred to in paragraph 1.13.1 above shall be held within twenty-one (21) Business Days of the date that the results of the Rights Issue are announced to the public in accordance with this Supplementary Prospectus.
- 1.12.4 Subject to receipt of shareholder and regulatory approvals, the Oversubscription Shares will be credited to the CDS Accounts of the Eligible Shareholders with outstanding applications for Additional Shares within two (2) Business Days of the general meeting referred to above, and trading of the Oversubscription Shares on the NSE will commence within one (1) Business Day thereafter.

Appendix 1: NSE Authorised Agents

<p>Sterling Investment Bank Ltd 5th Floor, Delta Corner Annex Building, Ring Road, P.O. Box 45080, 00100, Nairobi. Tel : +254 23153219/+254 7 34219146 info@sterlingib.com</p>	<p>Francis Drummond & Company Ltd 2nd Floor, Hughes Building, Kenyatta Avenue P.O. Box 45465, 00100, Nairobi. Tel : 318690/318689 info@drummond.com</p>	<p>NCBA Investment Bank Limited 3rd Floor, NCBA Annex, Hospital Road, Upper Hill P.O. Box 44599-00100, Nairobi Tel: +254202884444/+2547110564444 contact@ncbagroup.com</p>
<p>Dyer & Blair Investment Bank Ltd 7th Floor, Goodman Tower P.O. Box 45396, 00100, Nairobi. Tel : +2547 0993000 shares@dyerandblair.com</p>	<p>Suntra Investment Bank Ltd 7th Floor, Nation Centre, Kimathi Street P.O. Box 74016, 00200, Nairobi. Tel : 2870000/2223330 info@suntra.co.ke</p>	<p>Faida Investment Bank Ground Floor, Crawford Business Park, State House Road P.O. Box 45236, 00100, Nairobi. Tel : 243811-13 info@fib.co.ke</p>
<p>Genghis Capital Ltd 1st Floor, Purshottam Place Building, Westland Road, P.O. Box 9959-00100, Nairobi. Tel: +254 709 185 000 +254 730 1145 000 info@genghis-capital.com</p>	<p>Kestrel Capital Investment Bank Ltd 2nd Floor, Orbit Place, Westlands, P.O. Box 40005, 00100, Nairobi. Tel : 251758/225189 info@kestrelcapital.com</p>	<p>Renaissance Capital (Kenya) Ltd 6th Floor, Purshottam Place, Chiromo Road P.O. Box 40560-00100 Nairobi. Tel : 3682000/3754422 infokenya@rencap.com</p>
<p>Standard Investment Bank Ltd 16th Floor, ICEA Building, P.O. Box 13714, 00100, Nairobi. Tel : 2228963/2228967 info@standardstocks.com</p>	<p>Equity Investment Bank Limited Equity Center, Hospital Road, Upper Hill P.O. Box 75104-00200 Tel : +254 202262477/+254732112477</p>	<p>Old Mutual Securities Ltd 6th Floor, IPS Building P.O. Box 50338-00200 Tel: 2241379, 2241408 info.oms@oldmutualkenya.com</p>
<p>SBG Securities Ltd 58 Westlands Rd, CFC Stanbic Centre P.O. Box 47198 - 00100 Tel: 3638900 sbgs@stanbic.com</p>	<p>Kingdom Securities Ltd 5th floor, Co-operative Bank House P.O. Box 48231 - 00100 Tel: 3276940/3276256/3276154 info@kingdomsecurities.co.ke</p>	<p>ABC Capital Ltd 5th Floor, IPS Building P.O. Box 34137 - 00100 Tel: 2246036/2245971 headoffice@abccapital.co.ke</p>
<p>KCB Capital 2nd Floor, Kencom House P.O. Box 48400 - 00100 Tel: +254 711 012 000/734 108 200 investmentbanking@kcb.co.ke</p>	<p>Absa Securities Limited Absa Headquarters, Waiyaki Way, P.O. Box 30120 - 00100 Tel: +254 732 130 120/ +254 722 130 120 absa.kenya@absa.africa</p>	<p>Securities Africa Kenya Limited 2nd Floor, The Exchange, Westlands P.O. Box 19018 - 00100 Tel: +254 735 571 530/ +254 714 646 406 infoke@securitiesafrica.com</p>
<p>AIB-AXYS Africa 5th Floor, The Promenade, General Mathenge Drive, Westlands P.O. Box 43676 - 00100 Tel: +254 020 7602525/ 020 2226440</p>	<p>EFG Hermes Kenya Limited 8th Floor, Orbit Place, Westlands Road P.O. Box 349 - 00623 Tel : +254 020 3743040</p>	

PROVISIONAL ALLOTMENT LETTER (PAL) FOR THE RE-OPENED RIGHTS ISSUE

USE BLOCK LETTERS TO COMPLETE THE FORM

OFFICIAL USE ONLY	DETAILS OF QUALIFYING SHAREHOLDER:		PAL SERIAL NUMBER	DO NOT WRITE HERE	
	SHAREHOLDER ID/PASSPORT NUMBER	SHAREHOLDER MEMBER NUMBER	2ND JOINT SHAREHOLDER ID/PASSPORT NUMBER		
	BOX (1) Ordinary shares registered in your name as at 17th March, 2023	BOX (2) Number of New Shares provisionally allotted to you	BOX (3) Amount payable in full on acceptance by 3.00 p.m. on 31st March, 2023		

Read carefully and complete **ONLY ONE PART** i.e. 'PART 1' OR 'PART 2'

<p>"PART 1" A - FULL ACCEPTANCE OF NEW SHARES For use by a Qualifying Shareholder who is accepting all the New Shares as specified in Box (2) above.</p> <p>(i) I/We hereby accept in full, subject to this PAL and the Memorandum and Articles of Association of TransCentury PLC, the number of New Shares specified in Box (2) above and for the value set out in Box (3) above at Ksh. 1.10 per New Share.</p> <p>B - APPLICATION FOR ADDITIONAL NEW SHARES (ii) Having accepted all the new shares in "PART 1A" above, I/We hereby apply for Additional New Shares, subject to this PAL and the Memorandum and Articles of Association of TransCentury PLC, the number of Additional New Shares specified in Box (6) and multiplied by Ksh1.10 per New Share giving the value set out in Box (7) herein, on the understanding that a lesser number or none of the Additional New Shares may be allotted to me/us and the refund amount sent to my account details.</p> <p>(iii) I/We have indicated herein the total number of New Shares in Box (8), comprising the Full Acceptance in Box (4) and Additional New Shares applied for, if any, in BOX (6). I/we have made the payment in full, shown in BOX (9).</p>	BOX (4) Full acceptance of New Shares as per BOX (2)	BOX (5) Amount for full acceptance as per BOX (3)
	BOX (6) Additional New Shares (Optional)	BOX (7) Amount for Additional New Shares.
	BOX (8) TOTAL OF BOX (4) + BOX (6)	BOX (9) TOTAL OF BOX (5) + BOX (7)
	<p>"PART 2" PARTIAL ACCEPTANCE OF NEW SHARES For use by a Qualifying Shareholder with a provisional allotment of more than 1,000 New Shares, as specified in Box (2) above, who is accepting a portion of the New Shares subject to a minimum of 1,000 New Shares.</p> <p>1. I/We hereby accept in part, subject to this PAL and the Memorandum and Articles of Association of TransCentury PLC, the number of New Shares specified in Box (10) above and multiplied by Ksh. 1.10 per New Shares giving the value as set out in Box (11) above.</p> <p>2. I/We have indicated herein the number of New Shares I/We wish to partially accept for which I/we have made the payment in full, shown in Box (11) above.</p>	BOX (10) Partial Acceptance of New Shares

PART 3: PAYMENT DETAILS

	A/C Name: Trans - Century PLC Rights Issue 2022 Bank Name: The Co-operative Bank of Kenya Ltd. A/C Number: 01150098817500 Branch: Upper Hill Branch Swift Code: KCOOKENA	Mpesa Paybill Number: 400222 Account number: 9881# ID Number
1. BANKER'S CHEQUE/TRANSACTION NO./ BANK SLIP/EFT and RTGS	BANK & A/C NO.	AMOUNT (KSH)
2. MPESA PHONE NUMBER.	MPESA REFERENCE NO.	AMOUNT (KSH)
3. BANK GUARANTEE	BANK & A/C NO.	AMOUNT (KSH)
4. SHAREHOLDER LOAN CONVERSION	ATTACH CONFIRMATION OF SHAREHOLDER LOAN	AMOUNT (KSH)

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ENDORSEMENT BY AUTHORISED SELLING AGENT: We confirm all the above details and sign as below

PAL FORM RECEIPT - TRANSCENTURY PLC RIGHTS ISSUE 2023			
ELIGIBLE SHAREHOLDER	PAL SERIAL NO.	NEW SHARES ACCEPTED	SALES AGENT STAMP & DATE

Signature 1: _____		Signature 2: _____	
ID/PP Number: _____		ID/PP Number: _____	
Date: _____		Date: _____	
Partial rights Transferee: Name: _____			Rights Transferred (No. of Shares)
Email address: _____ Telephone No: _____			
ID/PP Number: _____ Signature: _____			

INSTRUCTIONS

If you do not wish to take action on your Rights, do not submit this form to TransCentury PLC. Your rights will lapse. If you wish to take action on your Rights, please follow the steps below:

Please fill out EITHER Part 1 or Part 2

PART 1: FULL ACCEPTANCE AND OPTIONAL APPLICATION FOR ADDITIONAL NEW SHARES

This PART should ONLY be filled if you wish to accept all of your rights, and optionally apply for Additional New Shares or if you had participated in the Rights Issue before the reopening and would wish to apply for additional New Shares.

To Accept the Full Rights Allocation:

- Enter the number of New Shares that you are accepting in Box (4). Copy the value exactly as indicated in Box (2)
- Enter the amount to be paid for New Shares you are accepting in Box (5). Copy the value exactly as indicated in Box (3)

To apply for Additional New Shares:

- Fill in the box labelled Box (6), with the number of Additional New Shares that you would like to purchase.
- Fill in the amount to be paid for these Additional New Shares in Box (7). To calculate the amount to be paid for the Additional New Shares, multiply the number in Box (6) by **Kshs 1.10** per new share.

Please note the following:

- The price per new additional share above the qualifying rights is **Ksh. 1.10**
 - Application for Additional New Shares must be in multiples of 100 ONLY.
 - If you are subsequently applying for additional new Shares after you had accepted/applied for your entitlement before the offer reopened;
 - Fill the Total Number of New Shares accepted/applied for Box (8) with the values of Box (6) i.e. Box (8) = Box (6).
 - Fill the Total value of New Shares accepted/applied for in Box (9) with the values in Box (7) i.e. Box (9) = Box (7)
- If you have chosen not to purchase Additional New Shares, write 0 in both Box (6) and Box (7)
 - Fill the Total Number of New Shares accepted/applied for in Box (8) by adding the values of Box (4) and Box (6) i.e. Box (8) = Box(4)+Box(6).
 - Fill the Total Value of New Shares accepted/applied for in Box (9) by adding the values of Box(5) and Box(7).i.e. Box (9) = Box(5) +Box(7).
 - Complete the box labeled payment details at the bottom of the form.
 - Please sign the form in the section provided. Please ensure that all joint shareholders sign the form.
 - You must ensure this PAL and payment is received by your Broker on or before Friday, March 31, 2023 at 3.00 p.m.

PART 2: PARTIAL ACCEPTANCE

This PART should be filled ONLY if you wish to accept a PORTION of the new shares to which you are entitled.

- In this case, ignore PART 1 (Both Sections A & B).
- Enter the Number of New Shares you wish to accept into Box (10) of the PAL. This number must be LESS than the number shown in Box (2) of the PAL. Application for Additional New Shares must be in multiples of 100 ONLY.
- Enter the Amount Due for the New Shares in Box (11) on the PAL. To calculate this amount:
 - Multiply the number of shares appearing in Box (10) on the PAL with **Kshs. 1.10**
 - Write the number calculated in (i) above in Box (11) on the PAL.
 - Complete the box labelled Payment Details at the bottom of the form.
- Please sign the form in the section provided. Please ensure that all joint shareholders sign the form.
- You must ensure this PAL and payment is received by your Broker on or before Friday, March 31, 2023 at 3.00 p.m.

PART 3: PAYMENT

- All payments of the Application Money must be made in accordance with Paragraph 1.8 (Application Money) of section 4 of the re-opened rights Issue Supplementary Prospectus.
- Complete payment details section with the funds transfer number or Banker's cheque number or name of remitting/paying bank and if payment is through Shareholder Loan Conversion, confirmation of shareholder loan is to be attached to the PAL.
- For MPESA payments, use pay bill number **400222** and for account number, input 9881 # **your ID number**.
- If payment for Additional Shares is via Irrevocable Bank Guarantee, tick the box provided and attach the Bank Guarantee to the PAL.
- If a bank is involved, complete section labelled 'Payment Details Section 4' by providing the CDS Form 5 Reference and bank's name and branch.
- All Application Money must be paid in cleared funds on or before 3.00 PM on Friday 31st March 2023.

PART 4: EMAIL and/or MOBILE No.

A space in Part 4 has been provided to insert this information so that contact can be established if required.

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PAL RECEIPT. Eligible Shareholder must ensure that this tear of section is stamped by the sales agent and returned to the eligible shareholder for their safe custody together with the proof of payment.

The last date and time for acceptance and payment of the New Shares is on or before 3.00 PM on Friday, 31 March 2023.
Eligible shareholder wishing to take action not stipulated in this form should review Section 3. Salient Features of the Re-opened Rights Issue

FORM E - FORM OF ENTITLEMENT

USE BLOCK LETTERS TO COMPLETE THE FORM

Agent stamp & Name	Agent code	FORM E SERIAL NUMBER
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DETAILS OF THE APPLICANT(S) JL NO

APPLICANTS CITIZENSHIP KINDLY TICK IN THE APPROPRIATE BOX BELOW					Tel. No.:		
KENYA	<input type="checkbox"/>	UGANDA	<input type="checkbox"/>	TANZANIA	<input type="checkbox"/>	OTHER (INDICATE)	<input type="checkbox"/>

Full Names:

CDS ACCOUNT DETAILS	CDA ID <input style="width: 90%;" type="text"/>	Client Account Number (Discard the loading zeros) <input style="width: 90%;" type="text"/>	Client Type <input style="width: 90%;" type="text"/>
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Read carefully and complete PART 1 or PART 2

<p>FULL ACCEPTANCE OF ENTITLEMENT SHARES "PART 1A" I/ We hereby accept in full subject to the terms of the Supplementary Prospectus, the Form E and the Memorandum and Articles of TransCentury PLC, the number of new shares specified in BOX (1) and for values set out in BOX (2).</p>	<p>BOX(1) NUMBER OF RIGHTS AVAILABLE IN YOUR CDS ACCOUNT</p>	<p>BOX (2) AMOUNT PAYABLE ON FULL ACCEPTANCE</p>

<p>APPLICATION FOR ADDITIONAL NEW SHARES "PART 1B" (Optional) Having accepted all the new shares in "PART 1A" Above, I/ We hereby apply for additional New Shares, subject to the terms of the Supplementary Prospectus, this Form E and the Memorandum and Articles of TransCentury PLC, the number of Additional New Shares specified in BOX (3) herein on the understanding that a lesser number or name of the Additional New Shares may be allocated to me/ us and any refund amount will be sent via the submitting authorized agent.</p>	<p>BOX (3) I/WE wish to apply for additional new shares shown here below</p>	<p>BOX (4) Amount for purchase of additional new shares</p>

<p>Total Payment Due (PART 1) I/We have indicated herein the total number of Shares in BOX (5) comprising the Full Acceptance in BOX(1) and Additional New Shares applied for, if any in BOX (3). i/ We have made the payment in full shown in BOX(6), to my/ our Authorized Agent.</p>	<p>BOX (5) Total number of New Shares I/We are applying for (BOX1 + BOX 3)</p>	<p>BOX (6) Total Amount for New Shares (BOX 2 + BOX 4)</p>

<p>PARTIAL ACCEPTANCE OF NEW SHARES "PART 2" For use by an Eligible Shareholder with a provisional allotment of more than 100 New Shares as specified in in BOX (1) above , who is accepting a portion of the New Shares . I/ We hereby accept in part , subject to the terms of the Supplementary Prospectus, this form E and the Memorandum and Articles of Association of TransCentury PLC, the number of New shares specified in BOX (7) and multiplied by KSH 1.10 per New Share giving the value set out in BOX (8) herein), to my/ our Authorized Agent.</p>	<p>BOX (7) Partial Number of New Shares I/We are applying for</p>	<p>BOX (8) Total Amount for new shares in (BOX 7 * Ksh 1.10)</p>
<p>IMPORTANT! IF YOU RECEIVED A PAL THEN PLEASE ENSURE THAT YOU HAVE SUBMITTED IT SINCE UNTAKEN RIGHTS ON YOUR PAL ARE NOT INCLUDED HERE</p>		

Qualifying Investor(s) or Authorized Attorneys signature(S). (All joint holders must sign)

Signature.....

Signature.....

ID/ PP No.
(Attach a copy)

ID/ PP No.
(Attach a copy)

Date:

Date:

Company Seal

----- TEAR OFF -----

FORM ENTITLEMENT RECEIPT - TRANSCENTURY PLC RIGHTS ISSUE 2023			
ELIGIBLE SHAREHOLDER	ENTITLEMENT FORM NO.	NEW SHARES ACCEPTED	SALES AGENT STAMP & DATE

FORM R - RENUNCIATION FORM

USE BLOCK LETTERS TO COMPLETE THE FORM

THE RENUNCIATION FORM IS OF VALUE AND IS ISSUED PURSUANT TO THE SUPPLEMENTARY PROSPECTUS DATED 20TH MARCH 2023. PLEASE CONSULT YOUR ADVISER. READ NOTES ON THE REVERSE OF THIS RENUNCIATION FORM. RIGHTS ISSUE OPENS AT 9:00 A.M. ON 29TH DECEMBER 2022 AND CLOSSES AT 3:00 P.M. ON 23RD JANUARY 2023.

Sales Agent Stamp:				CDS A/C:			
<p>ELIGIBLE SHAREHOLDER. For NIL consideration, I/we the Eligible Shareholder hereby accept, subject to the terms of the Supplementary prospectus, my/our PAL, the Articles of Association of TransCentury PLC and requisite approvals from the regulator/s, to renounce my/our Rights as per my/our PAL in favour of person (s) named below in this Renunciation Form relating to such New Shares. Accordingly, I/we have signed below.</p>							
BOX 1 Eligible Shareholder Name		BOX 2 PAL NUMBER		BOX 4 New Shares provisionally renounced to the Renouncee (less than or equal to the New Shares provisionally allotted in PAL)		BOX 5 Amount payable (KSH) (multiply figure in Box 4 by KSH 1.10)	
		BOX 3 Shareholder Member No.					
SIGNATURE OF ELIGIBLE SHAREHOLDER OR AUTHORISED ATTORNEY							
Signature:						Date:	
RENOUNCEE							
Renouncee			CDS A/C			Relationship to Eligible Shareholder	
Name:			ID No./Passport No.				
Postal Address including Post Code, Email & Mobile No:							
PART 1A	<p>ACCEPTANCE IN FULL I/We hereby accept in full, subject to the terms of the Supplementary Prospectus, this Renunciation Form, the attached PAL and the Articles of Association of TransCentury PLC, the number of Rights specified in Box 4, and for the value in Box 5 above.</p>						
PART 1B	<p>ADDITIONAL SHARES Having accepted in full all the New Shares in PART 1A above, I/we hereby apply for Additional Shares, subject to the terms of the Supplementary Prospectus, this Renunciation Form, the attached PAL and the Articles of Association of TransCentury PLC, the number of Additional Shares in Box 6 for the value in Box 7.</p>			BOX 6 Number of Additional Shares		BOX 7 Amount payable (multiply value in Box 6 by KSH 1.10)	
PART 1C	<p>TOTAL SHARES Having accepted all the new shares in PART 1A above and applied for additional shares in PART 1B hereby apply for total new shares in Box 8 for the value of Box 9 herein.</p>			BOX 8 Number of total New Shares (Box 4 + Box 6)		BOX 9 Amount payable (KSH) (Box 5 + Box 7)	
PART 2 PAYMENT	Tick		1. Direct Amount Payment	KSH.		Chq/Transfer Ref No./ Deposit Ref No.	Bank Name & Branch
	Tick		2. Mobile Money	KSH.		Mobile Number	Reference No.
	Tick		3. Irrevocable Bank Guarantee	KSH.		Financier Details	
						CDS Form 5 Serial No.	Institution and Branch

PART 3 REFUND	Account Name (as per statement)	Bank Name	Branch Code
	Country & Swift if not Kenya	Account Number (full account No.)	
		<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
MPESA or Mobile money transfer option			
Mobile No:			
SIGNATURE OF RENOUNCEE		DATE:	
ENDORSEMENT by SALES AGENT for RENUNCIATION (where applicable) Name, Signature & Stamp		APPROVAL by REGULATOR for RENUNCIATION (where applicable) Name, Signature & Stamp	

THE RENUNCIATION FORM IS OF VALUE AND IS ISSUED PURSUANT TO THE SUPPLEMENTARY PROSPECTUS DATED 20TH MARCH 2023. PLEASE CONSULT YOUR ADVISER. READ NOTES BELOW ON THE REVERSE OF THIS RENUNCIATION FORM. RIGHTS ISSUE REOPENS AT 9:00 A.M. ON 20TH MARCH 2023 AND CLOSSES AT 3:00 P.M. ON 31ST MARCH 2023.

NOTES (RENUNCIATION FORM)

GENERAL INSTRUCTIONS:

1. Please complete the Renunciation Form in BLOCK LETTERS.
2. A copy of the Information Memorandum and the Supplementary prospectus can be obtained from the Company's website at this link www.transcentury.co.ke.
3. The Renunciation Form is subject to the terms and conditions in section 9 clause 1.7 Information Memorandum.
4. Capitalized terms in the Information Memorandum and the Supplementary prospectus shall have the same meaning in this Renunciation Form unless otherwise defined.
5. For advice on the Rights Issue and completion of this Renunciation Form, the Eligible Shareholder and Renounee should consult their stockbroker, investment adviser, banker, financial consultant or other professional adviser, who specializes in advising on the acquisition of shares and other securities.
6. The Renunciation Form may be rejected as per the policy set out in section 9 clause 1.9 Information Memorandum.
7. All alterations on the Renunciation, other than the deletion of alternatives, must be authenticated by the signature of the Eligible Shareholder and the Renounee.
8. Presentation of cheques for payment or receipt of funds transferred shall not amount to the acceptance of any application.
9. A completed Renunciation Form must be physically returned to a Sales Agent. Once returned, it is irrevocable and may not be withdrawn.
10. The Renunciation Form and proof of payment of the Application Money should be received by the Sales Agents by 5:00 p.m. on Tuesday, 21st March 2023 and neither the Company, nor any of the advisers nor any of the Sales Agents shall be under any liability whatsoever should a Renunciation Form not be received by 5.00 p.m.
11. This Renunciation Form, Supplementary prospectus and the Information Memorandum shall be governed by and construed in accordance with the laws of Kenya.

ELIGIBLE SHAREHOLDER. Please complete Box 1, Box 2, Box 3, Box 4 and Box 5 and sign in the space provided. **RENOUNCEE.** Please complete Name, ID / Passport No., Relationship, Postal Address and Email address / Mobile No and the parts below in the Renunciation Form.

PART 1: ACCEPTANCE IN FULL, ADDITIONAL SHARES, TOTAL NEW SHARES

1. Tick PART 1A if accepting in full all New Shares as in Box 4.
2. Application for Additional Shares can only be made if all New Shares in Box 4 were accepted in full. To apply for Additional Shares (Part 1B), follow the directions below, otherwise, skip to instruction (3). Fill in Box 6. Fill in the amount due for these Additional Shares in Box 7 by multiplying the number in Box 6 by **KSH 1.10** per New Share.
3. If you have opted not to apply for Additional Shares, write "0" in both Box 6 and Box 7.
4. Complete the total number of New Shares applied for in Box 8 in PART 1C, i.e. Box 8 = Box 4 + Box 6.
5. Complete the total value of New Shares applied for in Box 9, PART 1C. i.e. Box 9 = Box 5 + Box 7.
6. Acceptance and allotment is subject to terms and conditions in the Information Memorandum.

PART 2: PAYMENT

1. All payments of the Application Money must be made in Kenya Shillings (KSH).
2. Complete paragraph 1 with the funds transfer number or Banker's cheque number and name of remitting/paying bank.
3. Complete paragraph 2 with the mobile money reference number if this mode is used to make payment.
4. If payment for Additional Shares is via Irrevocable Bank Guarantee, tick the box provided and attach the Bank Guarantee to the PAL.
5. If a bank is involved, complete section labelled '4. Financier Details' by providing the CDS Form 5 Reference and bank's name and branch.
6. All Application Money must be paid in cleared funds on or before 5:00 P.M. on 31st March 2023.

PART 3 REFUND

1. A bank account is mandatory for eligible investors.
2. Please refer to section 4 subsection 1.10 Refunds for details on Refunds.
3. If you have applied for Additional Shares by filling Part 1B, please provide bank details or a mobile number registered to the shareholder for Mpesa in Part 3 that will be used in the event of a refund.

SIGNATURE OF RENOUNCEE

The Renunciation Form must be signed. For companies and legal entities, signatures can be affixed by authorised signatories.

ENDORSEMENTS BY SALES AGENT & REGULATOR

Renunciation by private transfer requires certain documentation to support this action by Eligible Shareholders. This section provides for the Sales Agent to confirm documentation is attached. Renunciation by private transfer requires private transfers to be approved by regulators. This section provides for the regulator to approve the transfer (if applicable).

SALES AGENTS CODE: or for assistance contact: ops@sterlingib.com

----- TEAR OFF -----

RENUNCIATION FORM RECEIPT. Renounee must ensure that this is stamped by the Sales Agent and kept in safe custody. The last date and time for acceptance and payment of the New Shares is on or before 31st March 2023. If no action is taken on the Rights, they will lapse and be subject to Section 9 part 1.12 (Untaken Rights) in the Information Memorandum.

RENUNCIATION FORM RECEIPT - TRANSCENTURY PLC RIGHTS ISSUE 2022			
ELIGIBLE SHAREHOLDER	RENUNCIATION FORM NO.	NEW SHARES ACCEPTED	SALES AGENT STAMP & DATE

FORM Z - POWER OF ATTORNEY

USE BLOCK LETTERS TO COMPLETE THE FORM

MEMBER NUMBER

AGENTS NAME:

AGENTS CODE:

AGENTS STAMP:

Details of the shareholder(s)

Name:

P. O. Box:

Code:

Town;

I/We hereby appoint _____

To be my/our attorneys in my name and in my/our behalf to effect sale/purchase/renunciation of the TransCentury PLC new ordinary shares provisionally allotted to me/us or any part thereof and/or obtain Provisional Allotment letter(S) on request, complete form Z and to do all acts which the attorney and to do all acts which they think fit with regard to any and all provisional Allotment Letters relating to the TransCentury PLC Rights Issue offer as per the Supplementary Prospectus. I/ We agree to ratify everything the attorney does or purport to do in accordance with this Power of Attorney and to indemnify TransCentury PLC and all its agents against all claims and liabilities arising out of anything lawfully done by the attorney.

Name (Signatory 1)	Name (Signatory 2)	Name of Witness (Authorized Agent)	COMPANY SEAL
Signature or Left Thumbprint	Signature or Left Thumbprint	Signature or Left Thumbprint	
ID/PP NO.	ID/PP NO.	ID/PP NO.	
Date:	Date:	Date:	
			Commissioner for Oaths to Witness and Stamp

For individual shareholders signatory 1 is main shareholder and Signatory 2 if the joint holder. Leave the company seal blank. For institutional shareholders Affix the company seal as required by the company's Articles of Association and have the form signed by two (2) Directors or a Director and the company secretary in Signatory 1 and Signatory 2 Respectively. Attach a certified copy of the ID/PP for the shareholders and the Appointed Attorney, as well as a certified copy of the share certificate or CDSC account statement for the shareholder. Also include a duly executed Power of Attorney, deposit a search fee of Ksh 3500/ to The Company Secretary A/C No. 01240000023127 at The Co-operative Bank of Kenya then attach the deposit slip.

REOPENED RIGHTS ISSUE WITHDRAWAL FORM

THIS FORM IS TO BE FILLED IF AN ELIGIBLE SHAREHOLDER WHO HAD PARTICIPATED IN THE TRANSCENTURY RIGHTS ISSUE BEFORE THE REOPENING WISHES TO CANCEL THEIR EARLIER APPLICATION. (USE BLOCK LETTERS TO COMPLETE THE FORM).

OFFICIAL USE ONLY	ELIGIBLE SHAREHOLDER NAME:		PAL SERIAL NUMBER	DO NOT WRITE HERE
	SHAREHOLDER ID/PASSPORT NUMBER	SHAREHOLDER MEMBER NUMBER	2ND JOINT SHAREHOLDER ID/PASSPORT NUMBER	
	BOX (1) Ordinary shares registered in your name as at 17th March, 2023	BOX (2) Number of New Shares provisionally allotted to you	BOX (3) Amount payable in full on acceptance by 3.00 p.m. on 31st March, 2023	

Read carefully and complete **ONLY ONE PART** i.e. 'PART 1A' OR 'PART 1B'

PART 1A: FULL WITHDRAWAL For use by eligible shareholder who would wish to fully withdraw their application for New Shares applied for earlier as indicated in Box (3) above.	BOX (4) For withdrawal of all New share as in Box(3)	BOX (5) = Box (4)* KSHS.1.10
i. I/We hereby apply for full withdrawal of earlier application for New Shares, subject to this Withdrawal Form, Supplementary Prospectus and the Memorandum and Articles of association Of TransCentury PLC. ii. The total amount of money to be refunded is equivalent to Box (3)* KSHS.1.10 .		
PART 1B: PARTIAL WITHDRAWAL For use by eligible shareholder who would wish to partially withdraw their application for New Shares applied for earlier as indicated in Box (6).	BOX (6) For Partial withdrawal of New shares applied for.	BOX (7) = Box (6) * KSHS.1.10
i. I/We hereby apply for partial withdrawal of earlier application for New Shares, subject to this Withdrawal Form, Supplementary Prospectus and the Memorandum and Articles of association Of TransCentury PLC. ii. The total amount of money to be refunded is equivalent to Box (6)* KSHS.1.10 .		

PART 2: REFUND DETAILS

NAME OF BANK:	
ACCOUNT NAME:	
ACCOUNT NUMBER:	
BRANCH NAME:	
BRANCH CODE:	
SWIFT CODE	

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ENDORSEMENT BY AUTHORISED SELLING AGENT: We confirm all the above details and sign as below

WITHDRAWALFORM RECEIPT - TRANSCENTURY PLC RIGHTS ISSUE 2023			
ELIGIBLE SHAREHOLDER	PAL SERIAL NO.	NO. OF NEW SHARES WITHDRAWN	SALES AGENT STAMP & DATE

INSTRUCTIONS

If you do not wish to take action on your earlier application for Rights, do not submit this form to TransCentury PLC. Your rights will be allocated as per the earlier application(s) submitted. If you wish to withdrawal your earlier application(s), please follow the steps below:

PART 1 A

i). For full withdrawal fill Box (4) with the total number of shares indicated on Box (3) and Box (5) with the value of the new shares to be withdrawn from the application i.e. Box (4) * **KSHS.1.10.**

PART 1B

ii). For Partial withdrawal fill Box (6) with the total number of shares you wish to withdraw from an earlier application and Box (7) with the value of the new shares to be withdrawn from the application i.e. Box (6) * **KSHS.1.10.**

iii). The number of shares to be withdrawn in Part 1B must be in multiples of 100.

PART 2 REFUNDS

i) All payments for the withdrawal forms processed as per section 4 subsection 1.10 Refunds of the Supplementary Prospectus, will be made via refund cheques that will be dispatched on Thursday, 20 April 2023.

----- TEAR OFF ----- TEAR OFF -----

WITHDRAWAL FORM RECEIPT. Eligible Shareholder must ensure that this tear of section is stamped by the sales agent and returned to the eligible shareholder for their safe custody as proof of the application for withdrawal.



TransCentury 
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