

(A public company incorporated in the Republic of Zimbabwe on 4 April 1930 under company registration number 742/1930)

Directors: H. Nkala (Chairman), T.J.G. Fennell\*, H. Nemaire\*, K. Chigerwe\*, S.P. Cranswick, L.T. Gwata, S.J. Hammond, R.A. Maunze, M.J.S. Moxon {\*Executive}

Address: 15 Vumba Road, Mutare, Zimbabwe

#### ABRIDGED PRE-LISTING STATEMENT

relating to a listing by Introduction of the entire issued share capital of Tanganda Tea Company Limited ("Tanganda" or "the Company") of 261 064 590 ordinary shares of ZWL 0.01 nominal value on the Zimbabwe Stock Exchange

**Financial Advisors** 

**IMARA** INVESTING IN AFRICA

Corporate Finance

Sponsoring Broker

Members of the Zimbabwe Stock Exchange

**Auditors and Independent Reporting Accountants** 

Deloitte.

Tax Advisors

**Legal Advisors** WWINTERTONS **Share Transfer Secretaries** ZB TRANSFER SECRETARIES

#### DATE OF PUBLICATION: 26 OCTOBER 2021

#### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This is an Abridged Pre-Listing Statement and should be read in conjunction with the full Pre-Listing Statement available at the Registered Offices of the Company and can also be downloaded from https://meiklesltd.com.

#### 1. OVERVIEW OF THE BUSINESS

Tanganda is the largest producer, packer and distributor of tea in Zimbabwe. The first commercial tea was planted at New Year's Gift Estate in 1924. Tanganda, to date has also developed the largest hectarage of both macadamia nuts and avocados to become the single largest producer of both crops in Zimbabwe. The Company is also involved in coffee production and spring water bottling.

The Company is divided into three operating divisions, the Agriculture, the Beverage and the Corporate and Administration Divisions. The Agriculture Division is based in Chipinge and consists of five estates inter-cropped with tea, coffee, avocados and macadamia nuts. The Division has an active out-grower scheme supporting tea farmers covering about 1,000 hectares of land. The Beverage Division is focused on creating and developing brands mainly from but not limited to the primary agricultural products and consists of a blending and packaging plant in Mutare with sales and distribution depots in Harare, Bulawayo, Gweru and Mutare. The division's market is mainly local but has a growing export market into the region. New consumer products and services development is a key focus for the Division. The Corporate and Administration Division is responsible for administration and support services for the Agriculture and Beverage Divisions.

#### 2. PROSPECTS OF THE BUSINESS

Over the years the Company has transformed itself from being just a tea business to a diversified agricultural export business. The plantation development programme is now almost complete, with a further 160 hectares of avocados scheduled over the next five years. The full maturity of the plantations will continue to transform the financial situation of the Company. The Beverage Division, with its drive to grow packed tea and water sales volumes and broaden supply of customer focused relevant products, will continue making positive contributions to the Company. Cash flows are now evenly spread over twelve months as compared to previous years when it was concentrated over the relatively peak seven tea processing months.

#### 3. TERMS OF THE LISTING

At a Board meeting held on 4 March 2021, the Directors of Meikles Limited ("Meikles") considered that, with the benefit of significant Group investment over the last decade, Tanganda was now in a solid financial and agricultural position, and therefore that shareholder value would best be served for Tanganda to function as a stand-alone, value enhancing export business. In pursuit of this objective, the Directors approved the demerger of the assets and liabilities of Tanganda from Meikles by way of a dividend in specie subject to the shareholders' approval at an Extraordinary General Meeting ("EGM"). In terms of the distribution ratio, Meikles shareholders will receive one Tanganda share for every one existing Meikles share held as at the Dividend Record Date. On implementation of the dividend in specie, Meikles shareholders will receive their pro rata portion of 100% of the shares of Tanganda currently held directly

The Directors also agreed to seek a listing of the Company on the Zimbabwe Stock Exchange ("ZSE") by way of an Introduction.

Meikles shareholders were advised of these intentions in the Meikles Circular to Shareholders published in the national press on 26 October 2021 and will vote on the relevant resolutions at an EGM to be held on 18 November 2021.

Subject to the fulfilment of certain formalities the ZSE Listings Committee on 11 October 2021 approved the distribution of the Abridged, the full Pre-Listing Statement as well as the Listing of the entire issued share capital of Tanganda.

# 4. RATIONALE FOR LISTING

The principal reasons for the Listing are as follows:

- To establish Tanganda as a dedicated stand-alone business attractive to investors and able to pursue business ventures within the value-added diversified agricultural sector in Zimbabwe;
- To enable Tanganda in the future to raise funding with conditions suitable for the type of business it is in;
- To enable Tanganda to report independently to the public and be judged appropriately when compared to similar businesses; To unlock shareholder value; and,
- To allow Tanganda customers to assess the Company's performance and sustainability with a view to securing and entrenching valuable trading relationships.

# 5. TAX IMPLICATIONS OF THE LISTING

In terms of the existing tax legislation on dividends, Meikles is obliged to deduct ten per cent (10%) withholding tax ("WHT") and remit to Zimbabwe Revenue Authority ("ZIMRA") in respect of the dividend in specie of Tanganda's ordinary shares to individuals, trusts and non-resident shareholders. To fund this WHT liability, Meikles will withhold ten percent (10%) of the ordinary shares of Tanganda due to all individuals, trusts and non-resident shareholders in respect of the dividend in specie and remit this to ZIMRA. Shares withheld from shareholders for withholding tax purposes will be rounded to the nearest whole number.

# 6. COSTS OF THE LISTING

The total costs associated with the Listing of Tanganda on the ZSE are expected to amount to approximately US\$186,100 which relate to professional fees as well as regulatory, advertising, printing and postage charges.

# 7. TIMETABLE OF EVENTS

| Important Dates                                    | 2021        |
|--|-------------|
| Meikles Circular and EGM notice published          | 26 October  |
| Tanganda Abridged Pre-Listing Statement published  | 26 October  |
| Meikles EGM  | 18 November |
| Dividend Record Date (at 16:30 hours)              | 19 November |
| Tanganda share certificates posted to shareholders | 01 December |
| Tanganda shares Listing on the ZSE                 | 02 December |

The above dates are subject to change and any amendments will be published in the press.

# 8. FINANCIAL INFORMATION

Below are extracts from the financial statements of Tanganda for the year ended 31 March 2021. Historic financial information is included for five years, from 31 March 2017 to 31 March 2021.

# Statement of Profit or Loss and Other Comprehensive Income

| Audited Year End – 31 March             | 2017 (US\$)<br>Historic Cost | 2018 (US\$)<br>Historic Cost | 2019 (RTGS)<br>Historic Cost | 2020 (ZWL)<br>Inflation<br>Adjusted | 2021 (ZWL)<br>Inflation<br>Adjusted |
|---|------------------------------|------------------------------|------------------------------|-------------------------------------|-------------------------------------|
| Revenue                                 | 21,173,049                   | 28,847,191                   | 37,014,632                   | 719,592,566                         | 2,362,797,093                       |
| Operating profit                        | 4,539,956                    | 7,971,483                    | 49,687,731                   | 549,609,969                         | 446,608,373                         |
| Net finance costs                       | (2,015,877)                  | (1,670,537)                  | (1,486,743)                  | (6,314,717)                         | (80,848,605)                        |
| Monetary loss                           | -                            | -                            | -                            | (271,910,055)                       | (29,229,648)                        |
| Profit before income tax                | 2,524,079                    | 6,300,946                    | 48,200,988                   | 271,385,197                         | 336,530,120                         |
| Income tax (expense) / credit           | (1,425,893)                  | 157,706                      | (7,899,760)                  | (114,621,880)                       | (113,421,561)                       |
| Profit for the year                     | 1,098,186                    | 6,458,652                    | 40,301,228                   | 156,763,317                         | 223,108,559                         |
| Other comprehensive income              | -                            | -                            | -                            | -                                   | -                                   |
| Total comprehensive income for the year | 1,098,186                    | 6,458,652                    | 40,301,228                   | 156,763,317                         | 223,108,559                         |

#### Statement of Financial Position

| Statement of Financial Position      |               |               |               |                         |                         |
|--------------------------------------|---------------|---------------|---------------|-------------------------|-------------------------|
| Audited Year end – 31 March          | 2017 (US\$)   | 2018 (US\$)   | 2019 (RTGS)   | 2020 (ZWL)<br>Inflation | 2021 (ZWL)<br>Inflation |
|                                      | Historic Cost | Historic Cost | Historic Cost | Adjusted                | Adjusted                |
| Assets                               |               |               |               |                         | ĺ                       |
| Non-current assets                   |               |               |               |                         |                         |
| Property, Plant & Equipment          | 61,468,042    | 61,954,526    | 64,519,702    | 849,201,253             | 3,085,314,461           |
| Intangible assets                    | 124,141       | 124,141       | 124,141       | 1,569,774               | 5,345,895               |
| Biological assets                    | 1,147,324     | 1,298,644     | 2,904,142     | 22,502,779              | 75,060,649              |
| Other financial assets               | 60,715        | 66,015        | 89,690        | 1,018,576               | 4,191,392               |
| Total non-current assets             | 62,800,222    | 63,443,326    | 67,637,675    | 874,292,382             | 3,169,912,397           |
| Current assets                       |               |               |               |                         |                         |
| Inventories                          | 6,247,083     | 8,430,500     | 22,693,348    | 169,334,633             | 800,042,338             |
| Produce on bearer plants             | 1,866,974     | 2,810,390     | 11,178,051    | 187,052,148             | 717,611,830             |
| Trade and other receivables          | 4,872,407     | 9,882,522     | 15,800,372    | 144,344,962             | 444,343,656             |
| Cash and cash equivalents            | 251,660       | 1,015,348     | 3,453,074     | 21,447,654              | 51,571,975              |
| Total current assets                 | 13,238,124    | 22,138,760    | 53,124,845    | 522,179,397             | 2,013,569,799           |
| Total assets                         | 76,038,346    | 85,582,086    | 120,762,520   | 1,396,471,779           | 5,183,482,196           |
| T                                    |               | , ,           |               | , ,                     |                         |
| Equity and liabilities               |               |               |               |                         |                         |
| Capital and reserves                 |               |               |               |                         |                         |
| Share capital                        | 1,157,473     | 1,157,473     | 1,157,473     | 14,642,999              | 49,867,007              |
| Share Premium                        | 17,139,482    | 18,389,482    | 18,389,482    | 232,536,664             | 980,410,711             |
| Non-distributable reserves           | 9,640,456     | 9,640,456     | 9,640,456     | 121,904,483             | 415,148,006             |
| Retained Earnings                    | 17,156,557    | 23,615,209    | 58,190,112    | 730,939,113             | 2,696,344,332           |
| Shareholders' equity                 | 45,093,968    | 52,802,620    | 87,377,523    | 1,100,023,259           | 4,141,770,056           |
| Non-current liabilities              |               |               |               |                         |                         |
| Deferred taxation                    | 6,908,425     | 6,750,719     | 13,651,417    | 167,466,747             | 480,561,635             |
| Long term borrowings                 | 3,814,664     | 14,070,720    | 8,103,083     | 27,327,436              | 36,914,304              |
| Other financial liabilities          | 792,294       | -             | -             | -                       | -                       |
| Total non-current liabilities        | 11,515,383    | 20,821,439    | 21,754,500    | 194,794,183             | 517,475,939             |
| Current Liabilities                  |               |               |               |                         |                         |
| Short term loans                     | 569,136       | 416,120       | _             | -                       | -                       |
| Bank overdraft                       | 1,507,941     | 289,613       | -             | -                       | -                       |
| Trade and other payables             | 10,738,631    | 4,253,859     | 4,099,308     | 53,192,333              | 278,923,995             |
| Current portion long term borrowings | 6,193,287     | 6,188,182     | 6,557,637     | 9,731,346               | 126,997,521             |
| Other financial liabilities          | 420,000       | 810,253       | 973,552       | 38,730,658              | 118,314,685             |
| Total current liabilities            | 19,428,995    | 11,958,027    | 11,630,497    | 101,654,337             | 524,236,201             |
| Total equity and liabilities         | 76,038,346    | 85,582,086    | 120,762,520   | 1,396,471,779           | 5,183,482,196           |
|                                      |               | , ,:::        | , , ,         | . , , ,                 | . , ,                   |

# 9. SHAREHOLDER INFORMATION

# 9.1 CONTROLLING SHAREHOLDER

Gondor Capital Limited, the shareholder vehicle of the Meikles family, is the controlling shareholder of Meikles prior to the demerger of Tanganda, with a 47.08% shareholding. It is the intention of the shareholder to hold their Tanganda investment for the foreseeable

# 9.2 MAJOR SHAREHOLDERS

The table below details the top twenty shareholders of Meikles as at 21 October 2021. In terms of the Distribution Ratio the initial Tanganda shareholding on listing will closely approximate this, allowing for withholding tax adjustments.

| Rank | Name  | No of shares | %       |
|------|---|--------------|---------|
| 1    | Gondor Capital Limited – NNR                          | 122,903,771  | 47.08%  |
| 2    | Mega Market (Private) Limited                         | 25,550,780   | 9.79%   |
| 3    | Old Mutual Life Assurance of Zimbabwe Limited         | 21,394,417   | 8.20%   |
| 4    | Stanbic Nominees (Private) Limited - A/C 140043470003 | 8,682,919    | 3.33%   |
| 5    | Meikles Consolidated Holdings (Private) Limited       | 4,697,819    | 1.80%   |
| 6    | London Register - Meikles Africa Limited              | 4,556,899    | 1.75%   |
| 7    | Stanbic Nominees (Private) Limited - A/C 140043470002 | 4,228,212    | 1.62%   |
| 8    | Old Mutual Zimbabwe Limited                           | 2,896,272    | 1.11%   |
| 9    | Meikles Pension Fund – ABC                            | 2,861,210    | 1.10%   |
| 10   | Mundell Family Trust                                  | 2,466,231    | 0.94%   |
| 11   | LHG Malta Holdings Limited                            | 2,333,075    | 0.89%   |
| 12   | Meikles Limited Employee Share Ownership Trust        | 1,860,000    | 0.71%   |
| 13   | Meikles Pension Fund                                  | 1,821,909    | 0.70%   |
| 14   | Public Service Commission Pension Fund – ABC          | 1,739,385    | 0.67%   |
| 15   | Windward Capital (Proprietary) Limited                | 1,726,213    | 0.66%   |
| 16   | The Roy Turner Trust                                  | 1,638,208    | 0.63%   |
| 17   | Barkprest Investments (Private) Limited               | 1,500,000    | 0.57%   |
| 18   | Motor Industry Pension Fund – ABC                     | 1,391,269    | 0.53%   |
| 19   | The Seed Trust  | 1,295,698    | 0.49%   |
| 20   | Local Authorities Pension Fund                        | 1,210,748    | 0.46%   |
|      | Top 20 shareholding                                   | 216,755,035  | 83.03%  |
|      | Remaining holding                                     | 44,309,555   | 16.97%  |
|      | Total issued shares                                   | 261,064,590  | 100.00% |

The Board is not aware of any pre-existing intention of any major shareholder to dispose of any material number of their shares within eighteen months of listing.

# 10. DIRECTORS

# 10.1 DETAILS OF DIRECTORS

one of the Directors of Tanganda are set out below

| The full names, addresses and positions of the Directors of Tanganda are set out below: |                                 |             |                                    |  |
|---|---------------------------------|-------------|------------------------------------|--|
| Full Name   | Business Address                | Nationality | Position                           |  |
| Herbert Nkala   | 15 Vumba Road, Mutare, Zimbabwe | Zimbabwean  | Independent Non-Executive Chairman |  |
| Timothy James Graham Fennell  | 15 Vumba Road, Mutare, Zimbabwe | Zimbabwean  | Chief Executive Officer            |  |
| Henry Nemaire   | 15 Vumba Road, Mutare, Zimbabwe | Zimbabwean  | Finance Director                   |  |
| Kwirirai Chigerwe   | 15 Vumba Road, Mutare, Zimbabwe | Zimbabwean  | Beverages and Marketing Director   |  |
| Stewart Philip Cranswick  | 15 Vumba Road, Mutare, Zimbabwe | Zimbabwean  | Independent Non-Executive Director |  |
| Livingstone Takudzwa Gwata  | 15 Vumba Road, Mutare, Zimbabwe | Zimbabwean  | Independent Non-Executive Director |  |
| Simon James Hammond   | 15 Vumba Road, Mutare, Zimbabwe | Zimbabwean  | Independent Non-Executive Director |  |
| Rufaro Audrey Maunze  | 15 Vumba Road, Mutare, Zimbabwe | Zimbabwean  | Independent Non-Executive Director |  |
| Matthew John Stewart Moxon  | 15 Vumba Road, Mutare, Zimbabwe | Zimbabwean  | Independent Non-Executive Director |  |

The profiles of the Directors of Tanganda are set out in the full Pre-Listing Statement.



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Directors: H. Nkala (Chairman), T.J.G. Fennell\*, H. Nemaire\*, K. Chigerwe\*, S.P. Cranswick, L.T. Gwata, S.J. Hammond, R.A. Maunze, M.J.S. Moxon {\*Executive}

Address: 15 Vumba Road, Mutare, Zimbabwe

#### ABRIDGED PRE-LISTING STATEMENT

relating to a listing by Introduction of the entire issued share capital of Tanganda Tea Company Limited ("Tanganda" or "the Company") of 261 064 590 ordinary shares of ZWL 0.01 nominal value on the Zimbabwe Stock Exchange

#### 10.2 DIRECTORS' INTERESTS

#### 10.2.1 INTERESTS IN ORDINARY SHARES

As at 31 March 2021, the Directors, directly and/or indirectly, held beneficial interests aggregating 121,866 Meikles shares representing below 1.0% of the issued share capital of that company. The Directors will hold the same shareholding in Tanganda. Details of the direct and indirect interests held by the Directors are set out below:

| Director             | Number of shares as at 31 March 2021 | Number of shares as at 21 October 2021 |
|----------------------|--------------------------------------|--|
| Herbert Nkala        | _                                    | _                                      |
| Timothy J. G. Fennel | _                                    | -                                      |
| Henry Nemaire        | 10,760                               | 10,760                                 |
| Kwirirai Chigerwe    | 960                                  | 960                                    |
| Stewart P. Cranswick | 94,649                               | 94,649                                 |
| Livingstone T. Gwata | -                                    | · -                                    |
| Simon J. Hammond     | 15,497                               | 15,497                                 |
| Rufaro A. Maunze     | -                                    | -                                      |
| Matthew J. S. Moxon  | -                                    | -                                      |
| Total                | 121.866                              | 121.866                                |

There were no changes in the Director's interests between the end of the financial year ended 31 March 2021 and the date of the Abridged as well as the full Pre-Listing Statement.

#### 10.2.2 INTERESTS IN TRANSACTIONS

The Tanganda Directors have not had any interest in transactions with either Meikles or Tanganda in the current or immediately preceding financial years.

#### 10.3 DIRECTORS EMOLUMENTS

Tanganda Directors received directors' fees of ZWL 2,488,590 for the year to 31 March 2021 (prior year ZWL 488,226), in respect of their duties on the Board of Tanganda. This excludes amounts received by executive Directors in terms of their employment contracts.

### 11. MANAGEMENT

The executive management team is professional and committed to the future growth and profitability of Tanganda. The Company currently employs 1,145 permanent staff. The key members of the executive management team are set out in the table below:

| Full Name                    | Position                         | Nationalities | Business Addresses                         |
|------------------------------|----------------------------------|---------------|--|
| Timothy James Graham Fennell | Chief Executive Officer          | Zimbabwean    | 194A Mutare Road, Harare, Zimbabwe         |
| Henry Nemaire                | Finance Director                 | Zimbabwean    | 15 Vumba Road, Mutare, Zimbabwe            |
| Kwirirai Chigerwe            | Beverage and Marketing Director  | Zimbabwean    | 194A Mutare Road, Harare, Zimbabwe         |
| Francis Chingono             | Group Human Resources Manager    | Zimbabwean    | New Year's Gift Estate, Chipinge, Zimbabwe |
| Sharon Nyasha Kodzanai       | Company Secretary                | Zimbabwean    | 15 Vumba Road, Mutare, Zimbabwe            |
| Samson Kandoko               | Finance Manager                  | Zimbabwean    | 15 Vumba Road, Mutare, Zimbabwe            |
| Lincoln Mushiwokufa          | Agricultural Manager (Avocado)   | Kenyan        | Tingamira Estate, Chipinge, Zimbabwe       |
| Michael Antony Saywood       | Agricultural Manager (Macadamia) | Zimbabwean    | New Year's Gift Estate, Chipinge, Zimbabwe |
| William Stanley              | Agricultural Manager (Tea)       | Zimbabwean    | Ratelshoek Estate, Chipinge, Zimbabwe      |

The brief profiles of the executive management team are set out in the full Pre-Listing Statement.

# 12. CORPORATE GOVERNANCE

The Board of Directors shall establish or adopt written corporate governance guidelines covering matters such as standards of qualification and independence of a director, director's responsibilities including meeting attendance, diligence in reviewing materials, and rules for disclosure and review of potential conflicts of interest with the company, director compensation policy, succession planning for both directors and officers, and other corporate governance matters deemed appropriate. Such guidelines shall be consistent with the National Code on Corporate Governance.

The primary responsibility of the Board is to discharge its fiduciary responsibility to the shareholders and the Company. The Board is accordingly the highest policy organ of the Company and also acts to direct strategy. Meeting regularly, with a minimum of four scheduled meetings annually, the Board receives key information pertaining to the operations of Tanganda. The Company has four committees namely Audit and Finance, Human Resources and Remuneration, Risk and Nominations committees.

# 13. SHARE CAPITAL SUMMARY

|  | Authorised                 |                        | Issued                     |                        |
|--|----------------------------|------------------------|----------------------------|------------------------|
|  | Number                     | ZWL                    | Number                     | ZWL                    |
| 31 March 2021 - Ordinary shares (nominal value)<br>30 September 2021 - Ordinary shares (nominal value) | 130,000,000<br>400,000,000 | 1,300,000<br>4,000,000 | 115,747,372<br>261,064,590 | 1,157,474<br>2,610,646 |

# 13.1 AUTHORISED BUT UNISSUED SHARE CAPITAL

The authorised but unissued share capital of the Company is under the control of the Shareholders.

# 13.2 VARIATION OF RIGHTS

According to Clause 67 of Tanganda's Articles of Association, the rights attached to any class of securities issued by the Company may be modified, abrogated or varied with the consent in writing of the holders of three-fourths of the nominal amount of the issued shares of that class, or with the sanction of a resolution passed at a separate general meeting of the holders of the shares of that class.

# 13.3 SUMMARY OF ISSUES AND OFFERS

During the current financial year, there has been the following issue of ordinary shares:

| Date        | Description  | Number of shares issued | Recipient       |
|-------------|--|-------------------------|-----------------|
| August 2021 | Equity injection of US\$2.4 million by Meikles into Tanganda | 145,317,218             | Meikles Limited |

# 13.4 PREFERENTIAL RIGHTS IN RESPECT OF SHARES There are no Tanganda shares with preferred rights in respect of the

There are no Tanganda shares with preferred rights in respect of the Company's share capital.

# All existing authorised but unissued and issued Tanganda ordinary shares are of the same class and rank pari passu in every respect.

14. ADEQUACY OF CAPITAL

# The Directors are of the opinion that the Company's share capital and working capital are adequate for the foreseeable future. 15. WORKING CAPITAL AND CASH FLOW

The Directors are of the opinion that the available working capital is sufficient to cover the cash flow requirements of the Company.

# 16. DIVIDEND POLICY

Subject to the cash requirements for on-going expansion of the Company, a dividend policy of approximately four times cover has been set by the Board. This policy is in line with comparative companies identified by the Company and is considered appropriate. This policy will be reviewed by the Directors from time to time.

#### 17. CAPITAL COMMITMENTS, LEASE COMMITMENTS AND CONTIGENT LIABILITIES

#### 17.1 CAPITAL COMMITMENTS

As at 31 March 2021, the Board has authorised a capital expenditure budget amounting to US\$4,7 million for the twelve months to 31 March 2022.

#### 17.2 OPERATING LEASE COMMITMENTS

As of the date of 31 March 2021, Tanganda had no material operating leases.

#### 17.3 FINANCE LEASE COMMITMENTS

As of 31 March 2021, Tanganda had no material Finance Lease Commitments.

#### 17.4 CONTINGENT LIABILITIES

As of 31 March 2021, Tanganda had no material Contingent Liabilities.

#### 18. INTEREST-BEARING LOANS AND BORROWINGS

#### 18.1 BORROWING POWERS

In terms of Clause 9 of Tanganda's Articles of Association, the Directors may exercise all the powers of the company to borrow money provided that the aggregate amount at any one time owing in respect of monies borrowed by the company and its subsidiaries (exclusive of intercompany borrowings) shall not exceed 50% of equity based on the previously audited statement of financial position except with the consent of the company in general meeting by ordinary resolution and the directors shall procure that the aggregate amount at any one time owing in respect of the monies borrowed by the company shall not without such consent exceed the said limit.

The borrowing powers of the Directors have not been exceeded for the past three years.

#### 18.2 MATERIAL LOANS AND BORROWINGS

As at 21 October 2021, total borrowings amounted to ZWL 100 million.

#### 18.3 LOAN RECEIVABLES

As at 21 October, the Company had no material Loan Receivables.

#### 19. MATERIAL CONTRACTS

As at 21 October 2021, Tanganda had not entered into any material contracts, other than in the ordinary course of business.

#### 20. LITIGATION STATEMENT

The Company is not involved in any litigation or arbitration proceedings which may have, or which have had, during the twelve months preceding the date of this Abridged as well as full Pre-Listing Statement, a significant effect on the financial position of the Company, nor is the Company aware that any such proceedings are pending or threatening.

#### 21. AUTHORISATIONS FOR THE LISTING

Resolutions for the approval by the shareholders of Meikles Limited authorising the listing of Tanganda on the ZSE will be considered at an EGM to be held on 18 November 2021. In a letter dated 11 October 2021 the Listings Committee of the ZSE approved the listing of Tanganda on the ZSE, subject to approval of the Proposed Transaction by the shareholders of Meikles.

# 22.EXCHANGE CONTROL APPROVAL FOR THE DIVIDEND $\emph{IN SPECIE}$

In terms of a letter dated 01 October 2021, the Reserve Bank of Zimbabwe has approved the dividend in specie to Non-Resident Shareholders, subject to Meikles shareholder approval, the approval of the ZSE Listings Committee, and standard regulatory filings.

# 23. MATERIAL CHANGES

The Company has changed its year end from 31 March to 30 September. This change has been approved by both the Tanganda Board and Zimbabwe Revenue Authority. The change is aimed at aligning the financial year end with the end of an agricultural season.

# 24. EXPERTS CONSENTS

Imara, Wintertons, ZB, Invictus, Ernst & Young and Deloitte have given and have not withdrawn their written consents to the issue of this Abridged as well as the full Pre-Listing Statement with the inclusion of their names and reports in the forms and context in which they appear.

# 25. DOCUMENTS AND CONSENTS AVAILABLE FOR INSPECTION

Between 26 October 2021 and 18 November 2021, copies of the following documents will be available for inspection during normal business hours, at the registered offices of Tanganda, ZB Transfer Secretaries, Invictus, and Imara:

- The Memorandum and Articles of Association of the Company,
  The audited financial statements for the 5 years from 31 March 2017 to 31 March 2021;
- The Independent Reporting Accountant's Report for Tanganda, for the historical financial information;
   Signed letters of Consent from all experts and advisors;
- The ZSE Listings Committee approval letter for the issuance of this Abridged as well as the full Pre-Listing Statement; and
   The copy of the full Pre-Listing Statement signed by the Directors.
- The copy of the full Pre-Listing Statement signed by the Directors.

# 26. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names appear below, collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement false or misleading that they have made all reasonable enquiries to ascertain such facts and that the Abridged as well as the full Pre-Listing Statement contains all information required by law.

The Directors confirm that the Abridged as well as the full Pre-Listing Statement include all such information within their knowledge (or which it would be reasonable for them to obtain by making enquiries) as investors and their professional advisors would reasonably require and reasonably expect to find for the purpose of making an informed assessment of the assets and liabilities, financial position, profits or losses and prospects of the issuer, and of the rights attaching to the securities to which the listing particulars relate.

| Director                     | Position                           | Signature          |
|------------------------------|------------------------------------|--------------------|
| Herbert Nkala                | Non-executive Chairman             | Signed on Original |
| Timothy James Graham Fennell | Chief Executive Officer            | Signed on Original |
| Henry Nemaire                | Finance Director                   | Signed on Original |
| Kwirirai Chigerwe            | Beverage and Marketing Director    | Signed on Original |
| Stewart Philip Cranswick     | Independent Non-executive Director | Signed on Original |
| Livingstone Takudzwa Gwata   | Independent Non-executive Director | Signed on Original |
| Simon James Hammond          | Independent Non-executive Director | Signed on Original |
| Rufaro Audrey Maunze         | Independent Non-executive Director | Signed on Original |
| Matthew John Stewart Moxon   | Independent Non-executive Director | Signed on Original |

