

**SENS ANNOUNCEMENT**  
(the "Notice" or "Announcement")

**ISSUER**



**COPPERBELT ENERGY CORPORATION PLC ("CEC")**  
[Incorporated in the Republic of Zambia]

Company registration number: 39070  
Share Code: CEC  
ISIN: ZM0000000136  
Authorised by: Julia C Z Chaila – Company Secretary

**SPONSOR**



**STOCKBROKERS ZAMBIA LIMITED**

**Stockbrokers Zambia Limited**

[Founder Member of the Lusaka Securities Exchange]  
[Regulated and licensed by the Securities and Exchange Commission of Zambia]

Contact Number: +260-211-232456  
Website: [www.sbz.com.zm](http://www.sbz.com.zm)

**APPROVAL**

The captioned Notice or Announcement has been approved by:

- i. the Lusaka Securities Exchange
- ii. the Securities and Exchange Commission
- iii. Stockbrokers Zambia Limited

**DISCLAIMER AND RISK WARNING**

The Notice or Announcement contained herein contains information that may be of a price sensitive nature.

Investors are advised to seek the advice of their investment advisor, stockbroker, or any professional duly licensed by the Securities and Exchange Commission of Zambia to provide securities advice.

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**ISSUED: 16 April 2018**



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["CEC" or the "Company"]

### **UPDATE ON CONDITIONS OF THE OFFER FROM ZAMBIAN TRANSMISSION LLP**

Shareholders of CEC are referred to the *OFFER DOCUMENT* dated 20 February 2018 and the *CIRCULAR TO CEC SHAREHOLDERS* dated 26 February 2018 (the "**Circular**"), relating to the offer from **Zambian Transmission LLP** (the "**Offeror**" or "**Zambian Transmission**") to purchase all of the ordinary shares in the capital of CEC for a cash offer price of USD0.2338 per CEC share that will be reduced by USD0.016 per share to reflect the 2018 dividend which each CEC Shareholder is entitled to retain (the "**Offer**").

#### **1. UPDATE ON CONDITIONS OF THE OFFER**

The following conditions to the Offer, referred to in Section 7 of the Circular, have now been fulfilled:

- i. the Minister of Finance of Zambia as holder of the Golden Share in CEC has consented to the change of control of CEC resulting from the Offer in accordance with the constitutional documents of CEC, on terms and in a form satisfactory to the Offeror;
- ii. the Energy Regulation Board of Zambia, in relation to CEC's transmission license, electricity supply license and electricity generation license, has been notified of the Offer;
- iii. the COMESA Competition Commission has granted its approval of the Offer;
- iv. the Lenders (as described in the Circular) to CEC have consented to the acquisition of a controlling interest in CEC pursuant to clause 7.2 of the Common Terms Agreement between CEC and the Lenders; and
- v. the Zambia Information and Communication Technology Authority (ZICTA) has consented to the change of control as required under CEC's network license conditions and the Information and Communication Technologies Act No. 15 of 2009.

The following two conditions precedent to the Offer have not yet been fulfilled:

- i. the consent of ZESCO Limited (“**ZESCO**”) pursuant to Clause 28(b)(ii)(c) of the Bulk Supply Agreement (the “**BSA**”) to any change of control (as defined in the BSA) of CEC resulting from the Offer and the waiver by ZESCO of its right to terminate the BSA as a result of such change of control, on terms and in a form satisfactory to the Offeror; and
- ii. the execution by CEC and ZESCO of an unconditional and irrevocable amendment to the BSA which provides for the extension of the term of the BSA for an additional period of 20 years on commercial terms which are no less advantageous to CEC than the existing terms of the BSA in a form and on terms satisfactory to the Offeror.

Discussions between CEC and ZESCO are on-going with regards to the extension of the BSA and ZESCO’s consent to the Offer.

Shareholders are further advised that other than the above two unfulfilled conditions precedent, all necessary fillings, required authorisations and consents have been made and/or received.

## **2. UPDATE ON IRREVOCABLE UNDERTAKINGS**

Both Standard Chartered Private Equity Limited (SCPE) and Marina IV (Singapore) Pte. Ltd holders of ZECI Bonds (as defined in the Circular) have converted the ZECI Bonds into 562,888,648 CEC shares (representing approximately 34.6 percent of CEC shares in issue as at the date of this Announcement). SCPE and Marina IV (Singapore) Pte. Ltd gave an undertaking to accept the Offer on condition that the ZECI Bonds were converted into CEC shares.

**By order of the Board**

**Julia C Z Chaila (Mrs)**

**Company Secretary**

**Issued in Lusaka, Zambia on Monday, 16<sup>th</sup> April 2018**

### **Lusaka Securities Exchange Sponsoring Broker**



**STOCKBROKERS ZAMBIA LIMITED**

**T** | +260-211-232456

**E** | [advisory@sbz.com.zm](mailto:advisory@sbz.com.zm)

**W** | [www.sbz.com.zm](http://www.sbz.com.zm)

**Stockbrokers Zambia Limited (SBZ) is a member of the Lusaka Securities Exchange and is regulated by the Securities and Exchange Commission of Zambia**

**First Issued on Monday, 16<sup>th</sup> April 2018**