

# INFORMATION MEMORANDUM

In relation to a SCHEME OF ARRANGEMENT between  
ALTEO LIMITED and MIWA SUGAR LIMITED  
and  
ADMISSION DOCUMENT OF MIWA SUGAR LIMITED





## INFORMATION MEMORANDUM

In relation to a SCHEME OF ARRANGEMENT between ALTEO LIMITED and MIWA SUGAR LIMITED  
and

**ADMISSION DOCUMENT OF MIWA SUGAR LIMITED (reference number LEC/1/02/2022.)**

In relation to the listing of 318,492,120 no par value ordinary shares of Miwa Sugar Limited on the Development & Enterprise Market of the Stock Exchange of Mauritius Ltd by way of an introduction.

**The Development & Enterprise Market** is a market designed to include emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. **The Development & Enterprise Market securities** are not admitted to the Official Market of the **Stock Exchange of Mauritius** (the “SEM”).

A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with a professional financial adviser.

15 July 2022

IF YOU ARE A SHAREHOLDER OF ALTEO LIMITED, THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This document is issued by Alteo Limited ("Alteo" or the "Company"), a public company incorporated on 13 September 2017, bearing registration number C17150285. Alteo is domiciled in Mauritius. Its registered address is Vivéa Business Park, Saint Pierre, Mauritius. Alteo is regulated by the Companies Act 2001, the Securities Act 2005 and the Listing Rules of the SEM.

This document is issued for the purpose of providing information to the shareholders of Alteo in relation to its proposed restructuring (the "Restructuring" or the "Scheme") that involves:

- i. reorganisation of Alteo under section 261 of the Companies Act 2001 ("CA"), by way of a demerger and asset split. Upon implementation of the Scheme, the split will be carried out through a distribution of 318,492,120 ordinary shares Alteo holds in Miwa Sugar Limited ("Miwa Sugar") to its shareholders on the share register on the business day following the final approval of the Listing Executive Committee ("LEC") of the SEM for the listing of the Miwa Sugar Shares on the Development & Enterprise Market ("Record Date") and a reduction of capital of Alteo of some MUR4,691,792,545, representing the value of ordinary shares of Miwa Sugar ("Miwa Sugar Shares") to be distributed ("Alteo Reduction of Capital") as well as the transfer by Alteo of part of the Alteo Notes of an amount of MUR950,000,000 in the form of a promissory note issued by Miwa Sugar ("Transferred Debt"), as described in Section 3.5.2. The Alteo Reduction of Capital will be finalised on the Effective Date, based on an adjustment mechanism detailed in Section 3.6;
- ii. a dividend to be declared by Alteo and payable to the shareholders of Alteo either in cash or in kind ("Alteo Dividend"), whereby the shareholders of Alteo shall be given the option to receive, in lieu of cash, an equal number of Class A shares of Miwa Sugar as the number of ordinary shares held by the shareholders in Alteo;
- iii. listing of Miwa Sugar Shares on the Development & Enterprise Market ("DEM") of the SEM.

The Scheme will be submitted for the approval of the shareholders of Alteo at a forthcoming special meeting of shareholders of Alteo ("Special Meeting") to be scheduled on or around 25 August 2022.

This document also serves as Admission Document and includes information given in compliance with Schedule Two of the Development & Enterprise Market Rules ("DEM Rules") for the purpose of giving information with regards to the proposed listing of 318,492,120 ordinary shares of Miwa Sugar on the DEM of the SEM by way of an introduction pursuant to Section 3 of the DEM Rules.

An application has been made to the SEM for the listing and permission to deal in the ordinary shares of Miwa Sugar. The LEC of the SEM has provided a conditional approval for the Admission Document prepared in conformity with the DEM Rules on 15 July 2022, subject to the court sanction of the Scheme. No other listing has been sought for the shares of Miwa Sugar.

On the first day of listing and trading of Miwa Sugar Shares, a minimum of 1,000 ordinary shares will be made available for trading at the issue price of USD0.46 per share.

For a full appreciation of this document, it should be read in its entirety. If you have any doubt as to the action you should take, please consult your banker, stockbroker, legal advisor, accountant or other professional advisor immediately.

This document is intended only for the use of the person to whom it is addressed, and it is not to be redistributed, reproduced, or used, in whole or in part, for any other purpose.

A copy of this Document has been filed with the Financial Services Commission (the "FSC").

Neither the SEM nor the LEC nor the FSC assumes any responsibility for the contents of this document. The SEM, LEC and FSC make no representation as to the accuracy or completeness of any of the statements made or opinions expressed in this document and expressly disclaim any liability whatsoever for any loss arising from or in reliance upon the whole or any part thereof.

This document is neither an invitation nor a Prospectus nor a statement in lieu of a Prospectus for the public in Mauritius or elsewhere to subscribe for shares in Alteo Limited or Miwa Sugar Limited.

#### **Transaction Advisors**

PricewaterhouseCoopers Ltd

## **FINANCIAL INFORMATION CONTAINED IN THIS ADMISSION DOCUMENT**

### **Unaudited Pro Forma Financial Information of Miwa Sugar Limited**

The Unaudited Pro Forma Financial Information of Miwa Sugar for the financial years ended 30 June 2019, 2020, 2021, the six months ended 31 December 2020 and the six months ended 31 December 2021 have been prepared for illustrative purposes only, to help the prospective shareholders of Miwa Sugar better understand the evolution and historical performance of Miwa Sugar, as if the subsidiaries had operated under Miwa Sugar since 01 July 2018.

The Unaudited Pro Forma Financial Information does not purport to represent what Miwa Sugar's financial position, changes in equity, results of operations and other comprehensive income or cash flows could have been, had the Restructuring occurred on the date assumed for the purpose of its preparation.

The Pro Forma principles and methodology are likewise documented in Appendix II of this Admission Document.

For the purpose of this Admission Document, all quantitative and qualitative references relate to Miwa Sugar's Unaudited Pro Forma Financial Information.

The preparation of the Unaudited Pro Forma Financial Information falls under the responsibility of Alteo's Directors.

The Independent Reporting Accountants' report on this Unaudited Pro Forma Financial Information of Miwa Sugar is set out in Appendix II of this Admission Document.

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## 1. DECLARATION OF DIRECTORS

This document includes particulars given in compliance with the Companies Act 2001, the Securities Act 2005 and the DEM Rules governing the listing of securities on the Development & Enterprise Market of the SEM, for the purpose of giving information with regards to Alteo and Miwa Sugar in the context of the Restructuring, including a Scheme of Arrangement.

The Directors of Alteo (the "Directors") whose names appear in Section 8.1, collectively and individually, accept full responsibility for the accuracy and completeness of the information contained in this document and confirm, after having made all reasonable enquiries that, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

Furthermore, the Directors declare that, to the best of their knowledge and belief, and after having made reasonable inquiries, in relation to the period from 30 June 2021, the date to which the last audited financial statements of Alteo have been prepared, to the date of this document:

- There has not been any material change in the financial or trading position of Alteo and Miwa Sugar except for the changes incurred as part of the Scheme;
- The businesses of Alteo and Miwa Sugar have been satisfactorily maintained;
- The working capital available to both Alteo and Miwa Sugar is sufficient for at least twelve (12) months from the date of this document; and
- There will be no change in the nature of the business of Alteo and Miwa Sugar.

Attention is drawn to the fact that the Board of Alteo reserves its right not to proceed with the Scheme of Arrangement if:

- i. the aggregate liability of Alteo to its dissenting shareholders (the "Dissenting Shareholders") exceeds the sum of MUR500million established by the Board of Alteo for that purpose; and/or
- ii. the Board of Alteo is unable to arrange for one or more persons to purchase the shares of the Dissenting Shareholders for any amount in excess of MUR500million.

Any shares purchased by Alteo under the mandatory purchase will be put back on the market for sale.

The Directors of Alteo have, on 24 June 2022, approved the Restructuring, including:

- i. the proposed Scheme of Arrangement, the details of which are provided in Section 3 and Appendix I; and
- ii. the Alteo Dividend payable in cash or in kind.

The directors of Alteo are of the view that the Restructuring is in the best interest of Alteo, Miwa Sugar and the shareholders of Alteo as it will enhance market visibility and value of each segment, improve efficiency through a focused strategy and facilitate access to capital to fund future developments of the group.

The Board therefore recommends that the shareholders of Alteo vote in favour of the resolution approving the Restructuring and the Scheme of Arrangement.

Approved by the Board of Alteo on 24 June 2022 and signed on its behalf by:



**Jérôme de Chasteauneuf**  
Chairman of Alteo Limited



**Fabien de Marassé Enouf**  
Chief Executive Officer of Alteo Limited

## 2. GLOSSARY OF DEFINITIONS AND ABBREVIATIONS

Admission Document	Admission Document drafted in accordance with Schedule Two of the DEM Rules
Allotment Date for Miwa Sugar Shares	On or around 11 November 2022, the date on which Alteo shall make the allotments of the Miwa Sugar Shares to the Eligible Shareholders
Alteo or the Company	Alteo Limited
Alteo Reduction of Capital	A reduction of capital of Alteo of approximately MUR4,691,792,545 representing the value Miwa Sugar Shares Distribution on the Effective Date. The Alteo Reduction of Capital will be finalised on the Effective Date, based on an adjustment mechanism detailed in Section 3.6.
Alteo Dividend	A special dividend to be declared by Alteo and payable to its shareholders either in cash or in kind
Alteo Group	Alteo Limited and its subsidiaries
Alteo Share(s)	Ordinary share(s) of Alteo Limited
Alteo Notes	The MUR1.5billion notes issued by Alteo under its MUR5.0billion Multicurrency Note Programme Memorandum dated 10 May 2019
CA or Act	The Companies Act 2001
Cash Dividend	Cash payment by Alteo for every Alteo Share held on the last cum-div date
CDS	Central Depository & Settlement Co. Limited
Class A Share(s)	Class A share(s) of Miwa Sugar which will offer 4 voting rights to its holders, but will not carry any economic rights
Court	The Bankruptcy Division of the Supreme Court of Mauritius
DEM	The Development & Enterprise Market of the Stock Exchange of Mauritius
DEM Rules	The rules made by the Stock Exchange of Mauritius for the listing of securities on the Development & Enterprise Market of the SEM
Directors	The Directors of Alteo
Dissenting Shareholders	Shareholders of Alteo Limited who vote against the Scheme and choose to be bought out
Effective Date	On or around 13 October 2022, the effective date of the Scheme of Arrangement
Eligible Shareholders	Shareholders of Alteo registered at the Record Date, entitled for distribution of Miwa Sugar Shares
FSC	The Financial Services Commission
FVOCI	Fair Value through Other Comprehensive Income
KShs	Kenyan shilling, the lawful currency in the Republic of Kenya
LEC	The Listing Executive Committee of the SEM
m or million	Million
Miwa Sugar	Miwa Sugar Limited
Miwa Sugar Group	Miwa Sugar Limited and its subsidiaries
Miwa Sugar Share(s)	Ordinary share(s) of Miwa Sugar Limited
MUR	Mauritian Rupees, the lawful currency of the Republic of Mauritius
NAV	Net asset value
PPA	The Power Purchase Agreement between TPC Limited and Tanesco Limited in Tanzania. TPC operates a 17MW bagasse powerplant generating steam and electricity for its own consumption and exports the rest of the production to the Tanzanian national grid
Record Date	On or around 08 November 2022
Restructuring	The proposed restructuring, as described in the cautionary announcement published by Alteo on 29 October 2021
Scheme of Arrangement or the Scheme	The scheme of arrangement proposed by the Directors of Alteo to its shareholders pursuant to Section 261 of the CA as further described in Section 3 of this document
SEM	The Stock Exchange of Mauritius Ltd
SML	Sucrière des Mascareignes Limited
Special Meeting	Special Meeting of shareholders of Alteo to be held on or around 25 August 2022 to approve the Scheme of Arrangement
TPC	TPC Limited
TSCL	Transmara Sugar Company Limited
TSh	Tanzanian Shilling, the lawful currency of the United Republic of Tanzania
Transferred Debt	The MUR950m debt to be transferred from Alteo to Miwa Sugar in the form of a promissory note issued by Miwa Sugar
USD	United States Dollars



### **3. THE PROPOSED RESTRUCTURING**

#### **3.1. Rationale for the proposed Restructuring**

On 29 October 2021, the Board of Alteo issued a cautionary announcement setting out its decision to separate the Alteo Group into two distinct listed groups:

- Miwa Sugar that would hold its regional sugar operations in Tanzania and Kenya through its investment in Sucrière des Mascareignes Limited; and
- Alteo that would hold its sugar cane growing, property, sugar milling and energy operations in Mauritius.

Alteo will proceed by way of a Scheme of Arrangement under Sections 261 to 264 of the CA whereby Miwa Sugar Shares shall be distributed to Eligible Shareholders and shall subsequently be listed on the DEM. The distribution of Miwa Sugar Shares to the Eligible Shareholders will be by way of a reduction in share capital of Alteo.

The key objectives of the Restructuring include:

The creation of a more agile group structure, Miwa Sugar, to facilitate access to capital, and further develop the group's cane footprint in East Africa;

- An increased market visibility and value contribution of Alteo's property development activities in Mauritius;
- A more efficient and focused monitoring of the performance of the separate businesses of Alteo and Miwa Sugar and clearer management accountability; and
- Enhanced visibility on the financial performance of Alteo and Miwa Sugar.

The background, strategy and vision of Miwa Sugar and Alteo post Restructuring are detailed in Section 5 of this document.

#### **3.2. The proposed Restructuring**

Miwa Sugar has been incorporated as a new legal entity to act as the holding company of SML and its subsidiaries. On or around 01 September 2022, Alteo will transfer its investments in SML to Miwa Sugar via an intra-group transfer. This phase is not expected to have any major impact on the ultimate economic interests of Alteo's shareholders.

As mentioned in Section 3.1 above, it is intended that Miwa Sugar will be carved out from the current structure of Alteo and be listed on the DEM of the SEM. Following the Restructuring, the operations of the Alteo Group will be re-organised under two distinct geographical segments, namely Mauritian and East African operations.

#### **3.3. Approvals**

The directors of Alteo and directors of Miwa Sugar approved the proposed Restructuring on 24 June 2022.

A copy of this Information Memorandum, deemed to be the Admission Document pursuant to the Section 3 of the DEM Rules, was filed with the FSC.

An application has been made to the LEC of the SEM for the listing of Miwa Sugar Shares on the DEM of the SEM by way of introduction. The LEC granted a conditional approval on 15 July 2022, subject to the Court Sanction.

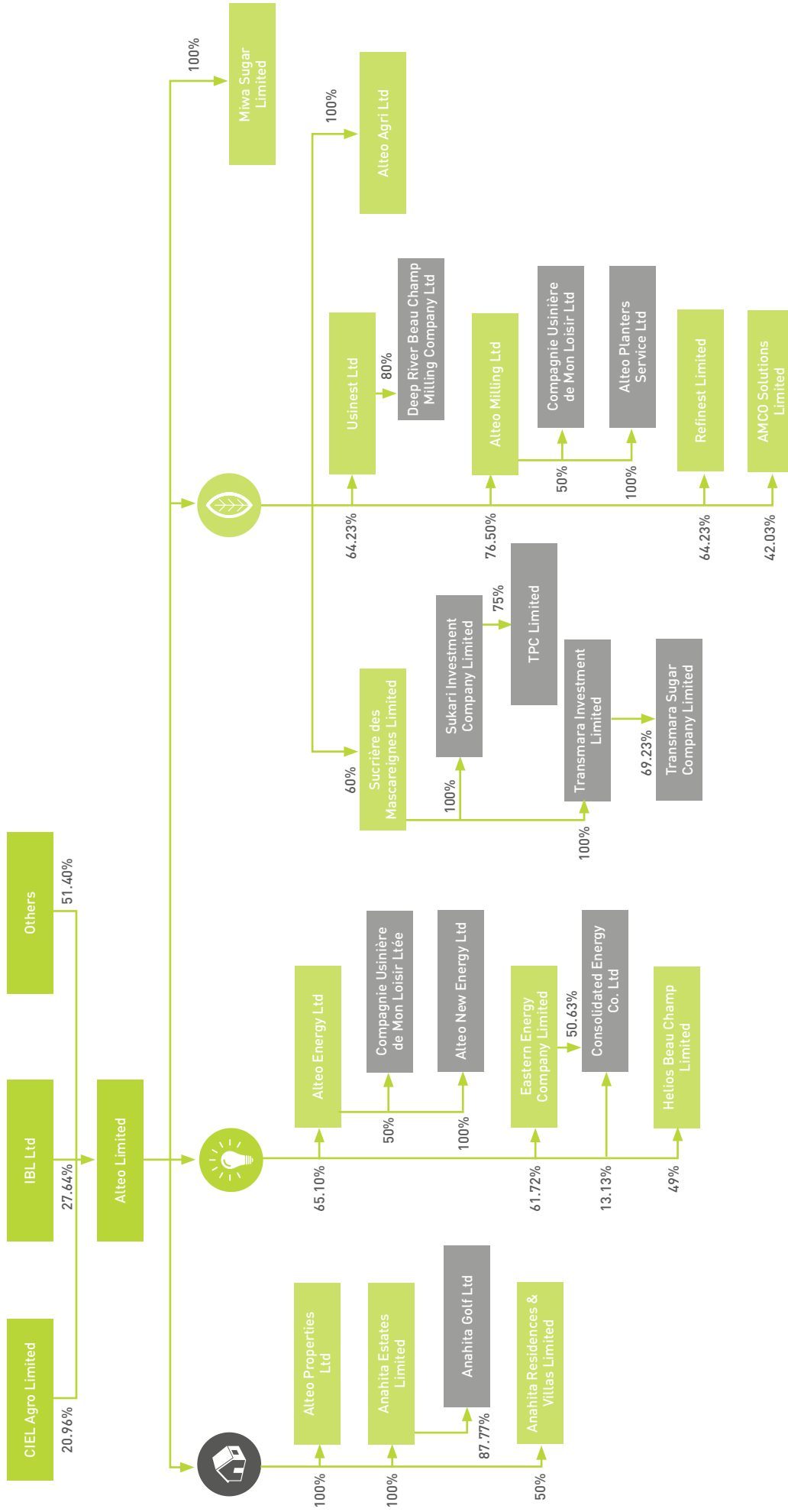
The Scheme will be submitted for the approval of the shareholders of Alteo at the Special Meeting scheduled on or around 25 August 2022. The shareholders of Alteo registered on or around 22 July 2022 will be eligible to one vote for every Alteo Share held.

The proposed Restructuring is subject to the approval of the Bankruptcy Division of Supreme Court of Mauritius.

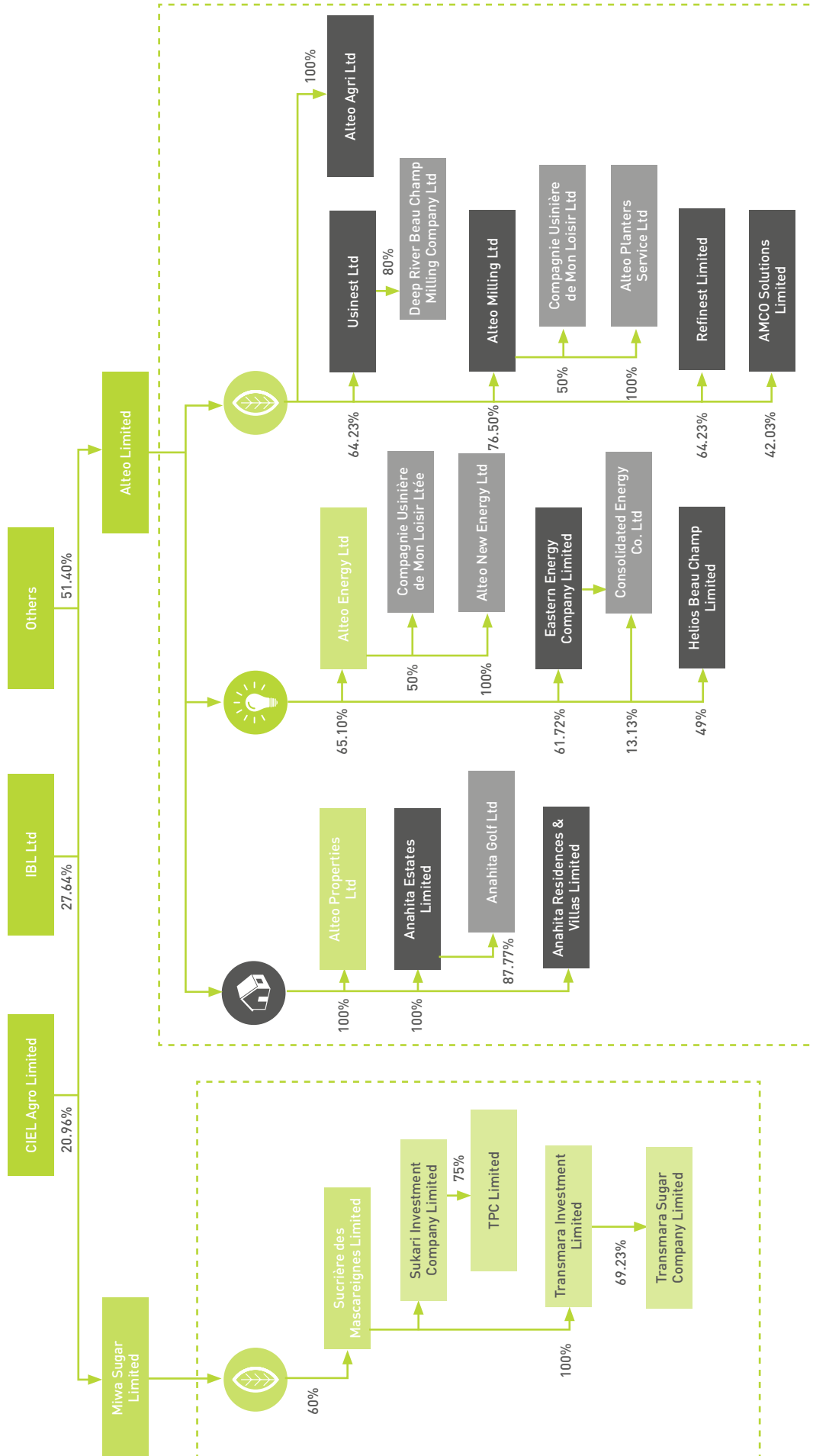
### 3.4. Group organisational structure pre- and post- Restructuring

The current and proposed group structures are set out below:

**Chart 1: Current group structure as at 31 March 2022**



**Chart 2: Proposed group structure post-Restructuring**



### 3.5. The Restructuring will be implemented as set out below:

#### 3.5.1. The Scheme

Alteo shall proceed by way of a Scheme of Arrangement under Sections 261 to 264 of the Companies Act 2001, which will consist of the following steps:

- i. reorganisation of Alteo under section 261 of the CA, by way of a demerger and asset split. Upon implementation of the Scheme, the split will be carried out through a distribution of 318,492,120 ordinary shares Alteo holds in Miwa Sugar to its shareholders on the share register on the Record Date and a reduction of capital of Alteo of some MUR4,691,792,545, representing the value of Miwa Sugar Shares to be distributed as well as the transfer by Alteo of part of the Alteo Notes of an amount of MUR950,000,000 in the form of a promissory note issued by Miwa Sugar, as described in Section 3.5.2. The Alteo Reduction of Capital will be finalised on the Effective Date, based on an adjustment mechanism detailed in Section 3.6;
- ii. a dividend to be declared by Alteo and payable to the shareholders of Alteo either in cash or in kind, whereby the shareholders of Alteo shall be given the option to receive, in lieu of cash, an equal number of Class A shares as the number of ordinary shares held by the shareholders in Alteo;
- iii. listing of Miwa Sugar Shares on the DEM of the SEM.

The shareholders of Alteo will be invited to vote, by way of special resolutions, the above Scheme at the Special Meeting. The resolution for each Part will be subject to the previous one being approved.

The shareholders' rights will be protected as shareholders voting against the Scheme will have the possibility to request the purchase of their shares pursuant to section 108 of the CA by giving notice within 14 days of the resolution approving the Scheme in accordance with section 109 of the CA.

The Scheme shall be conditional upon the aggregate liability of Alteo under the mandatory purchase of the ordinary shares of Alteo held by the Dissenting Shareholders not being unreasonable. The Board shall have the right not to proceed with the Scheme in the event:

- the aggregate liability of Alteo to the Dissenting Shareholders exceeds the sum of MUR500,000,000; and/or
- the Board of Alteo is unable to arrange for one or more persons to purchase the shares of the Dissenting Shareholders for any amount in excess of MUR500,000,000.

Any shares purchased by Alteo under the mandatory purchase will be put back on the market for sale. Alteo shall, in the Petition report to the Court on the Dissenting Shareholders and the mandatory purchase, as well as any other material information in relation to the shareholders.

Please refer to Appendix I - The Scheme of Arrangement for more information.

#### 3.5.2. Restructuring of Alteo Notes

As part of the Restructuring, Miwa Sugar will acquire the shares of SML held by Alteo in exchange for 318,492,120 ordinary shares issued by Miwa Sugar and will also assume the Transferred Debt of MUR950m (in the form of a promissory note issued by Miwa Sugar to Alteo).

The Transferred Debt relates to debt that was contracted in 2015 for the investments in and expansion of operations in East Africa. The key terms of the existing notes are depicted below. The tenor and main terms of this debt will match those of the Alteo Notes, except for the interest rate which will include a margin of 0.25%. The interest payments and principal repayments from Miwa Sugar to Alteo shall be pledged in favour of the noteholders of Alteo.

Item	2024 Notes	2026 Notes
Amount Due	MUR 500m	MUR 450m
Interest Rate	5.11%	5.50%
Rating	CARE MAU A (stable)	CARE MAU A (stable)
Financial Covenants	ICR of above 1.5x	ICR of above 1.5x
Security	First rank fixed charge granted by Alteo Agri Ltd	First rank fixed charge granted by Alteo Agri Ltd
Noteholder Representative	MUA	MUA

#### 3.5.3. Listing of the ordinary shares of Miwa Sugar

Admission of the ordinary shares of Miwa Sugar on the DEM of the SEM will be by way of introduction pursuant to Section 3 of the DEM Rules. A formal application for the listing was submitted for approval by the LEC in accordance with the requirements of the DEM Rules. The LEC has, on 15 July 2022, given its conditional approval to the application subject to the successful implementation of the Scheme. Dealings in the Miwa Sugar Shares are expected to commence on or around 21 November 2022.

This document serves as Admission Document and includes information given in compliance with the DEM relating to Miwa Sugar and the proposed listing of Miwa Sugar Shares.

The Class A Shares will not be listed.

#### 3.6. Alteo Reduction of Capital

The reduction of capital of Alteo will be based on the value of the Miwa Sugar Shares distributed on the Effective Date (the "Alteo Reduction of Capital"), currently estimated at approximately MUR4,691,792,545 which is the book value of SML, as at 30 June 2021 minus the Transferred Debt ("Reduction of Capital Estimate"). On the Effective Date, the Alteo Reduction of Capital will be determined based on the fair value of SML as at 30 June 2022 minus the Transferred Debt.

### 3.7. Introductory price

The introductory price of Miwa Sugar Shares at USD0.46 per Miwa Sugar Share has been determined using the following formula:

$$\text{Introductory price} = \frac{\text{Estimated Market Value of SML} - \text{Transferred Debt}}{\text{Number of Miwa Sugar Shares}}$$

Where, the Estimated Market Value of SML was as at 30 June 2021 and it is assumed that the Transferred Debt of MUR950million was outstanding at 30 June 2021.

The Directors confirm that they have made due enquiry and consultation and are satisfied that the issue price of USD0.46 per Miwa Sugar Share is fair and reasonable to Alteo, Miwa Sugar and the shareholders of Alteo.

### 3.8. Shareholding structure

The shareholding of Miwa Sugar pre- and post- Restructuring is detailed in the table below.

	Pre-Restructuring		Post-Restructuring	
	% Holding	No of ordinary shares	% Holding	No of ordinary shares
Alteo Limited	100.00%	318,492,120	-	-
Ciel Agro Limited	-	-	20.96%	66,755,354
IBL Ltd	-	-	27.64%	88,033,272
Others	-	-	51.40%	163,703,494
<b>Total</b>	<b>100.00%</b>	<b>318,492,120</b>	<b>100.00%</b>	<b>318,492,120</b>

Assuming that all shareholders opt for the Class A shares, the percentage holding in the Class A shares will mirror the percentage holding in the ordinary shares post-Restructuring.

### 3.9. Alteo Dividend

#### 3.9.1. The Offer

Subject to the approval of the Scheme by the Court, the Alteo Shareholders will be entitled to the distribution of a Cash Dividend or the equivalent Class A Shares in the same proportion as their current shareholding in Alteo at the last cum-div date. The timetable for the Alteo Dividend will be communicated to the shareholders of Alteo at the time of the dividend declaration by the Board of Alteo.

For the shares burdened by usufruct, the 'usufruitier' will receive the Cash Dividend or the dividend in kind.

There will be no fractional Class A Shares. All the Class A Shares are in certificated form. The register is kept by the Registrar and Transfer Office, MCB Registry & Securities Limited, Sir William Newton Street, Port-Louis.

### 3.10. Allotment of ordinary shares of Miwa Sugar

The allotment of Miwa Sugar Shares will be effected on or around 11 November 2022.

A letter of allotment will be sent by the Registrar and Transfer Office, MCB Registry & Securities Limited, Sir William Newton Street, Port-Louis to all Eligible Shareholders confirming the number of Miwa Sugar Shares allotted to them on or around 17 November 2022.

CDS account holders will have their respective accounts credited with the number of Miwa Sugar Shares issued and allotted to them on or around 18 November 2022. A share certificate will be sent by registered post to all Eligible Shareholders that do not have a CDS account, on or around 17 November 2022.

### 3.11. Rights and liabilities attached to Miwa Sugar shares and Class A shares

#### Rights attached to Ordinary Shares of Miwa Sugar

- a) the right to vote at meetings of Shareholders and on a poll to cast one vote for each share held;
- b) subject to the rights of any other Class of Shares, the right to an equal share in Dividends and other Distributions made by the Company; and
- c) subject to the rights of any other Class of Shares, the right to an equal share in the Distribution of the surplus assets of the Company on its liquidation.

The ordinary shares of Miwa Sugar do not provide for any redemption, conversion or pre-emptive rights.

#### Rights attached to Class A Shares

- (1) right to vote at general meetings and on a poll to cast four (4) votes for each share held;
- (2) no rights to Dividends and other Distributions made by the Company;
- (3) only have rights to bonus Class A Shares and right to subscribe to an issue of Class A Shares and in proportion of the Class A Shares held;
- (4) the holding of Class A Shares is linked to a minimum holding of Ordinary Shares (the "**Threshold**"), so that:
  - (i) the holder of a Class A Share must also hold Ordinary Shares and the ratio between the holding of Ordinary Shares and Class A Shares is minimum of at least 1 Ordinary Share for 4 Class A Shares and a maximum of 4 Ordinary Shares for 1 Class A Share (the "**Proportionality**");
  - (ii) the Class A Shares are transferable independently from Ordinary Shares for so long as both the transferor and/or the transferee comply with the Proportionality;
  - (iii) in the event the Proportionality is not complied with and falls below the Threshold the Board shall:
    - a. have the right but not the obligation to acquire the number of Class A Shares in excess of the Threshold in accordance with clause 8.1.3 and at the price set out in clause 8.1.4, so that the Shareholder complies with the Proportionality; or
    - b. grant to the Shareholder such period of time as the Board shall deem fit in its sole discretion, to allow the Shareholder to purchase such amount of Ordinary Shares so as to reach and comply with the Proportionality and Threshold.
- (5) subject to sections 87 to 89 of the Act and to paragraph (6) below, the Board may refuse or delay the registration of any transfer of Class A Share to any person whether existing shareholder or not, where:
  - (i) so required by law;
  - (ii) registration would impose on the transferee a liability to the Company, and the transferee has not signed the transfer;
  - (iii) the provisions of paragraph (4) in relation to the Threshold are not complied with and the Proportionality not met;
  - (iv) the transferee is a minor or a person of unsound mind;
  - (v) the transfer is not accompanied by such proof as the Board reasonably requires of the right of the transferor to make the transfer;
  - (vi) any pre-emptive provisions between Shareholders have not been complied with; or
  - (vii) the Board acting in good faith decides in its sole discretion that registration of the transfer would not be in the best interests of the Company and/or any of its Shareholders.
- (6) The Board shall not be able to refuse or delay the registration of any transfer of Class A Share which tagged with Ordinary Shares to same transferee so that the transferor is transferring both Ordinary Shares and Class A Shares to the transferee and any pre-emptive provisions between Shareholders are complied with.

## 4. PROVISIONAL CALENDAR OF EVENTS

Events	Date
Publication of the Information Memorandum/ Admission Document on the website of the SEM and that of Alteo post regulatory approvals	19-Jul-22
Despatch the Information Memorandum/ Admission Document and Notice to Shareholders	02-Aug-22
Special Meeting of shareholders	25-Aug-22
Petition presented to the Court	20-Sep-22
Court order issued	13-Oct-22
Effective Date	13-Oct-22
Filing of Court Order with the Registrar of Companies	18-Oct-22
Declaration of dividend	18-Oct-22
First day for shares of Alteo to trade 'Cum Div' for Class A shares	19-Oct-22
Last day for shares of Alteo to trade 'Cum Div' for Class A shares and include the entitlement to Miwa Sugar Shares	03-Nov-22
Alteo shares trade 'Ex Div' and ex-entitlement*	04-Nov-22
Record Date	08-Nov-22
Allotment of Miwa Sugar Shares	11-Nov-22
Despatch of allotment letters and share certificates of Miwa Sugar Shares	17-Nov-22
Crediting of CDS accounts with Miwa Sugar Shares	18-Nov-22
First day of trading of Miwa Sugar Shares	21-Nov-22

\* As from the Ex-Div date, the shareholders of Alteo will not be entitled to the Class A Shares or Miwa Sugar Shares.

The above timetable is provisional and is subject to the dates as ordered by the Court. The above dates have been set on the basis that the Effective Date is not later than 13 October 2022. Should the Effective Date be later than 13 October 2022, shareholders and the public will be informed of any revision by way of a communiqué.

## 5. BACKGROUND OF ALTEO AND MIWA SUGAR LIMITED

### 5.1. Alteo Limited

Alteo is a public company limited by shares, incorporated in Mauritius in 2017 under the registration number C17150285 and listed on the Official Market of the SEM. Alteo is a key player in the sugar, energy and property sectors in Mauritius and has a strong presence in East Africa through its two sugar factories in Kenya and Tanzania.

Alteo is the largest landowner in Mauritius with land assets under management totalling over 15,000Ha in extent and MUR14.5billion in value. In terms of property development potential, this provides Alteo with significant market reach across different regions spanning from the mid North to the East. This also provides scale to Alteo, enabling it to intervene on several developments at the same time, serving different market segments within different regions. In addition to Anahita – a luxury golf & residential estate with an international target market – , which is expected to be completed within the next 3 years, and Mont Piton 2 – a high-end gated residential estate in the north east region – and Balnea 2 – a mid-market residential estate next to the coastal village of Trou d'Eau Douce, which are sold out and expected to be completed within the next 6 months, Alteo will launch a number of strategically located development projects over the next 5 years. These include Anahita Beau Champ over a total extent of 100 Ha – A Smart City Scheme including high-end residential units targeted at the domestic and international markets within a community farm and productive landscaping concept, commercial and leisure amenities including a beach club with boating amenities and the re-use of the Deep River Beau Champ sugar factory buildings into commercial and light industrial spaces.

Following the trends observed in the North, the West and the Centre of the island over the last few decades, the East is poised to become the new growth frontier as it becomes more accessible with the development of the road networks – including the M4 motorway project – and the services infrastructure, as the economic development of the East progresses and the standard of living of the Eastern communities continues to increase. With its diverse land holding, proven experience and capabilities in property development, Alteo is ideally positioned to become the main property player of the region and take full advantage of future capital growth opportunities. In this context, Alteo has been developing a Strategic Masterplan taking into consideration the new growth dynamics in the East, new property demand trends, land reserved for long-term agricultural use and land identified as strategic for development. This Strategic Masterplan remains dynamic and flexible but represents the backbone of Alteo's future ambition in property.

One of the objectives of the Restructuring is to better prepare Alteo to realise its property value creation strategy by: 1) setting up a governance and management structure which is more focused on land management and development, and 2) enhancing the visibility on the contribution of the property cluster of Alteo to the return generated from the group's assets. Such an objective is not seen as being mutually exclusive with the pursuit of the group's agricultural and industrial operations which have recently reviewed their respective operational strategies to realise productivity gains and generate more value added from their products, and are also expected to contribute significantly to the return generated from the group's assets with improving sugar market conditions.

The value creation strategy for Alteo is about the successful transition from the past mindset when the property cluster was viewed as a means to deleverage the group, plug operational cash leakages within the agricultural operations and finance restructuring plans to a new mindset where the property cluster is viewed as a predominant source of shareholder value creation, ensuring a sustained return on asset over time both in terms of capital growth and dividend streams. Alteo is at a crossroad today with agricultural operations set to reap the benefits of its recent restructuring – transition to a 100% mechanised operation to reduce costs of operation to a more sustainable level – and to become less dependent on the cash flows generated by the property cluster. This will provide more leeway to Alteo to become a major engine of value creation. As explained above, the timing for accessing growth opportunities in the East is also ripe.

## 5.2. Miwa Sugar Limited

### 5.2.1. Introduction of Miwa Sugar Limited

Miwa Sugar Limited is a public company limited by shares, incorporated in Mauritius in 2022 under the registration number C22186616. Miwa Sugar has currently issued ordinary shares to its sole shareholder, Alteo and post Effective Date will issue the Class A Shares. The purpose of the Class A Shares is to ensure continuity in strategic vision in the event of future capital raising.

The Restructuring will accelerate the value creation of the East African assets by 1) enhancing the visibility and strategy of these activities, 2) setting up a governance and management structure focused on optimising operations and their development, and 3) improving access to capital by targeting investors focused on the growth potential in Africa.

This Restructuring makes Miwa Sugar the holding company of TPC Limited in Tanzania and Transmara Sugar Company Limited in Kenya.

It creates a solid platform for further expansion by combining a robust and profitable asset, TPC in Tanzania, with a company offering strong growth perspectives, TSCL in Kenya. This offers a resilient source of value creation: a sustainable return on asset, capital growth and a steady dividend stream based on track record to date.

### 5.2.2. Mission and vision

Miwa Sugar's vision is to become a regional leader in sugar and renewable energy for sustainable growth and improvement of living conditions and prosperity of local farmers and local communities.

The mission of Miwa Sugar is to responsibly create value through people development, strategic partnerships, innovative thinking, market focus and operational excellence.

The regional sugar market of Eastern Africa is a structural deficit market with a consumption growing faster than production as a result of income and population growth. Each local market is protected by tariff and non-tariff barriers creating various opportunities for Miwa Sugar to further develop its activities.

The new Board and a dedicated management team will follow corporate governance best practice adhering to strong values and interacting with all stakeholders.

Focus will not only be to implement the strategy and deliver operational performance, but also to set Miwa Sugar as a leader in terms of ESG. Miwa Sugar intends to work with all stakeholders (local governments, communities, growers, employees) to develop a long term sustainable business.

### 5.2.3. Key strengths

A team of seasoned professionals – With vast experience in sugar cane growing and milling, as well as project management, Miwa Sugar enjoys a lean and mean pool of experts showing an unquestioned attachment to the group and stability over the years. Miwa Sugar will also benefit from shared services from Alteo in corporate services such as Finance, HR, Communication or Legal allowing both structures to streamline fixed costs.

Successful partnerships – With Tereos, the second largest sugar producer worldwide and 40% shareholder in SML, Miwa Sugar has privileged access to an extended pool of specialists and wide exposure to different markets and raw materials (sugar beet, sugar cane and cereals). Miwa Sugar has also managed to strike long-term, successful, partnerships with the Government of Tanzania and private investors in Kenya.

Recognised achievements – Miwa Sugar's capacity to identify projects with unique development opportunities is its company trademark. Whilst TPC is recording the highest cane yields of the continent with an average of more than 140 tonnes of cane per hectare over an area of 8,000 hectares resulting in the mill being one of the lowest cost producer, TSCL has shown that its outgrowers enjoy the highest cane potential in Kenya over more than 23,000 hectares of land (under rainfed conditions).

Remunerative markets – Miwa Sugar strategy is to develop its operation into deficit markets sustained by growing consumption and protective regulatory frameworks. Adjacent countries of Kenya and Tanzania are mainly net importers which offer opportunities for future growth. Tanzanian local producers remain protected by the 35% import duty and controlled import volumes.

Strong brands – The brands 'Mara Sugar', registered in Kenya and 'TPC Sugar' in Tanzania are well established in their respective markets. Synonym of 'proudly home-grown sugar', Miwa Sugar has been recognised for the quality of its products.

'Mara Sugar' retail packs accounts for about 15% of Miwa Sugar's annual sugar production in Kenya.



## 5.2.4. Business strategy and prospects

### Tanzania

Miwa Sugar's strategy for its Tanzanian sugar business is to continue to grow its sugar supply to the domestic market, while creating further added value from sugar cane by-products. The cornerstone of its strategic priorities is the sustainable management of natural resources to ensure simultaneous business health and wellbeing of local communities living on the estate.

TPC is envisaging to maximise revenue from molasses with the setting up of a distillery and a bottling plant. Ideally situated between Dar es Salaam and Nairobi, the distillery would annually produce up to 11 million litre of the highest quality ENA as per European specifications. This represents an immediate growth opportunity for TPC.

### Kenya

Miwa Sugar's strategy is to continue to improve its Kenyan operation's competitiveness by increasing production and sales volumes to achieve economies of scale.

Continued investment in cane development by actively supporting out-growers, will increase sugar cane availability in the region and strengthen Miwa Sugar's operation.

With a reliable and consistent source of bagasse, TSCL is considering developing a cogeneration plant of 21 MW of capacity of which 13 MW would be exported to the national grid. 100% renewable bagasse fuelled, the power plant would operate 330 days a year to procure 100 GWh of 'base load' electricity to a deficit region, independently from external or climatic factors.

### Regional expansion

Finally, Miwa Sugar is continuously assessing merits of new greenfield or brownfield projects that would contribute to its regional development.

The timing for assessing further expansion of Miwa Sugar's footprint in the region is ideal as the Kenya operations continue to improve with a brighter short to medium-term outlook.

A full description of the companies that are part of Miwa Sugar is detailed below:

Entity name	Country	Effective holding	Principal Activities
Sucrière des Mascareignes Limited	Mauritius	60.00%	Holding company
Sukari Investment Company Limited	Mauritius	60.00%	Investment Holding
TPC Limited	Tanzania	45.00%	Sugar cane growing and milling
Transmara Investment Limited	Mauritius	60.00%	Investment Holding
Transmara Sugar Company Limited	Kenya	41.53%	Sugar cane milling

In Q3 2022, Transmara Investment Limited increased its stake in Transmara Sugar Company Limited from 51% in FY21 to 69.23% during the course of FY22. The total consideration for the acquisition of this additional stake was USD8.2m. The acquisition of the additional stake was funded by cash available and a debt of USD5.05m contracted by Sucrière des Mascareignes Limited.

Company	Country	Number of employees	
		Permanent	Temporary
Sucrière des Mascareignes Limited	Mauritius	2	1
TPC Limited	Tanzania	1,540	1,524
Transmara Sugar Company Limited	Kenya	577	806
<b>Total</b>		<b>2,119</b>	<b>2,331</b>

## 6. FINANCIAL SUMMARY AND ANALYSIS

### 6.1. Summary Pro Forma Financial Information of Miwa Sugar Limited

The tables below summarise the pro forma performance of the Miwa Sugar Group over the last three financial years ended 30 June 2019, 2020 and 2021 and for six months ended 31 December 2020 and 2021.

#### CONDENSED PRO FORMA STATEMENT OF FINANCIAL POSITION

	<b>THE GROUP</b>				
	Six months ended 31 December 2021	Six months ended 31 December 2020	Financial year ended 30 June 2021	Financial year ended 30 June 2020	Financial year ended 30 June 2019
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
	USD'000	USD'000	USD'000	USD'000	USD'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	105,219	101,110	104,635	100,773	104,775
Right of use assets	181	211	201	351	-
Intangible assets	23,816	23,600	23,929	23,957	23,961
Deferred tax assets and other non-current receivables	4,905	5,725	5,655	6,606	7,415
<b>Total non-current assets</b>	<b>134,121</b>	<b>130,647</b>	<b>134,420</b>	<b>131,687</b>	<b>136,152</b>
<b>Current assets</b>	<b>109,468</b>	<b>94,992</b>	<b>105,282</b>	<b>97,121</b>	<b>88,340</b>
<b>TOTAL ASSETS</b>	<b>243,589</b>	<b>225,639</b>	<b>239,701</b>	<b>228,809</b>	<b>224,491</b>
<b>EQUITY AND LIABILITIES</b>					
Shareholders' interests	28,598	24,868	24,885	18,418	18,307
Non-controlling interests	34,618	31,840	28,877	25,066	31,969
Non-current liabilities	122,859	119,846	117,853	118,677	122,834
Current liabilities	57,513	49,085	68,086	66,648	51,382
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>243,589</b>	<b>225,639</b>	<b>239,701</b>	<b>228,809</b>	<b>224,491</b>

#### CONDENSED PRO FORMA STATEMENT OF PROFIT AND LOSS

	<b>THE GROUP</b>				
	Six months ended 31 December 2021	Six months ended 31 December 2020	Financial year ended 30 June 2021	Financial year ended 30 June 2020	Financial year ended 30 June 2019
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
	USD'000	USD'000	USD'000	USD'000	USD'000
Revenue	92,525	81,606	158,689	136,804	154,630
Gain/(loss) in fair value of consumable biological assets	1,761	2,404	7,121	819	(1,077)
Cost of sales	(42,170)	(31,935)	(91,160)	(83,206)	(94,461)
<b>Gross profit</b>	<b>52,116</b>	<b>52,075</b>	<b>74,650</b>	<b>54,416</b>	<b>59,093</b>
Investment and other income	900	822	1,374	2,104	2,779
Allowance for expected credit losses	0	0	270	(342)	(743)
Operating and administrative expenses	(13,721)	(15,454)	(22,748)	(22,022)	(22,255)
<b>Profit before finance costs and taxation</b>	<b>39,295</b>	<b>37,443</b>	<b>53,546</b>	<b>34,156</b>	<b>38,874</b>
Finance income	-	-	526	64	-
Finance costs	(4,690)	(4,745)	(8,827)	(9,822)	(10,104)
<b>Profit before taxation</b>	<b>34,605</b>	<b>32,698</b>	<b>45,244</b>	<b>24,398</b>	<b>28,770</b>
Taxation	(14,259)	(11,954)	(18,920)	(14,033)	(12,916)
<b>Profit for the year</b>	<b>20,346</b>	<b>20,745</b>	<b>26,324</b>	<b>10,364</b>	<b>15,855</b>
<b>Attributable to:</b>					
Equity holders of the parent	8,495	8,997	11,077	4,718	6,337
Non-controlling interests	11,851	11,748	15,247	5,646	9,517

## CONDENSED PRO FORMA STATEMENT OF CASH FLOWS

### THE GROUP

	Six months ended	Six months ended	Financial year ended	Financial year ended	Financial year ended
	31 December 2021	31 December 2020	30 June 2021	30 June 2020	30 June 2019
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
	USD'000	USD'000	USD'000	USD'000	USD'000
Net cash flows from operating activities	18,303	17,745	38,984	15,336	24,062
Net cash flows from investing activities	(10,522)	(5,930)	(14,827)	(9,495)	(14,042)
Net cash flows from financing activities	(6,122)	(11,240)	(20,063)	(9,874)	(2,204)
<b>Net increase in cash and cash equivalents</b>	<b>1,658</b>	<b>575</b>	<b>4,094</b>	<b>(4,033)</b>	<b>7,816</b>
Cash as at July 1,	<b>(8,160)</b>	<b>(12,405)</b>	<b>(12,405)</b>	<b>(9,004)</b>	<b>(16,644)</b>
Net increase in cash	<b>1,658</b>	<b>575</b>	<b>4,094</b>	<b>(4,033)</b>	<b>7,816</b>
Effect on foreign exchange rate changes	<b>789</b>	<b>297</b>	<b>151</b>	<b>633</b>	<b>(177)</b>
<b>Cash at December 31 or June 30</b>	<b>(5,713)</b>	<b>(11,532)</b>	<b>(8,160)</b>	<b>(12,405)</b>	<b>(9,004)</b>

### 6.2. Recent trends

#### Six months period ended 31 December 2021

The results of the Tanzanian operations were slightly lower against the comparative period having been impacted by a one-off tax provision following a reassessment. On the operational side, the better average price achieved on the domestic market compensated for lower sales volumes and a lower consumable biological asset fair value movement.

The performance of the Kenyan operations improved on last year mainly driven by higher production and sales volumes combined with a strengthening average price. The operations continued to benefit from an improving factory reliability and sugar recovery. However, it is to be noted that the mill had a maintenance stop in the comparative period which reduced crushing days.

The COVID-19 pandemic has had a limited impact both on sugar consumption and production.

### 6.3. Trading prospects

#### Financial year ending 30 June 2022 – Kenya

Cane availability has now stabilised as there is sufficient cane to operate the mill at optimum capacity. The current sugar cane yields achieved by out-growers are much higher than expected and comfort the management in committing to further investments to increase cane transport capacity and ramp up the volume of cane crushed.

The mill reliability and performance has shown a marked improvement during financial year 2020-21 and is continuing to improve. A recent factory reliability audit has been undertaken and various improvements have been made and are planned for the financial year 2021-22.

The start to financial year 2021-22 has been encouraging so far and TSCL's performance should continue to improve in the context described above.

#### Financial year ending 30 June 2022 – Tanzania

Cane yields have continued their strong performance at the start of the 2021-22 season with the best ever yields achieved as at the end of September 2021. The sustained investments in better irrigation, higher fertilisation and improved YSA controls bode well for the season although the lower rainfall during the long rains and prevalence of YSA may have adverse impacts later in the season.

Cane quality and sucrose content have also been in line with high levels achieved in the financial year 2020-21 with the factory also performing in line with expectations.

As a result of the good start to the year, it is expected that sugar production will be higher in financial year 2021-22.

### 6.4. Dividend policy

There is no formal dividend policy which has been determined by the Board of Miwa Sugar. In determining the level of dividend, the Board considers a number of factors, which include but are not limited to:

- the level of available distributable reserves in Miwa Sugar;
- future cash commitments and investment needs to sustain the long-term growth prospects;
- potential growth and strategic opportunities; and
- the level of dividend cover.

Miwa Sugar, being the holding company of SML, derives its distributable reserves from dividends paid by subsidiaries. The level of distributable reserves is reviewed by the Board of Miwa Sugar and aims to maintain distributable reserves that provide adequate cover for dividend payments.

Dividends are generally declared and paid twice yearly. Directors ensure that Miwa Sugar satisfies the solvency test for each declaration of dividend and a certificate of compliance with the solvency test is signed by all Directors of Miwa Sugar when a dividend is declared by the Board of Miwa Sugar.

### 6.5. Pro Forma dividends

The pro forma dividend per Miwa Sugar Share as at 30 June 2019, 30 June 2020 and 30 June 2021 are USD 0.0192, USD 0.0145 and USD 0.0177 respectively.

### 6.6. Consolidated borrowings

The analysis of pro forma consolidated borrowings as at 31 December 2021 is as follows:

USD'000	As at 31 December 2021	Security
Bank overdraft	15,682	Secured
Lease liabilities	55	Secured
Debentures	41,287	Secured
Bank loan	77,483	Secured
<b>Total</b>	<b>134,507</b>	

The total mortgages and charges of the Miwa Sugar Group are detailed below.

- i. There is one loan due to CRDB Bank Plc of USD4.3m, which was effective December 2018 and has a 5-year term. The loan was used to enhance plant capacity and are secured against:
  - a. First charge legal mortgage over farms and buildings with titles number NP 12, NP 91, NP 15492 and NP 16179, in the name of TPC Limited;
  - b. First charge fixed and floating debenture over TPC Limited's entire assets.
- ii. There are two loans with Stanbic Bank of USD6.4m each. They are effective from August 2018 and April 2020, with a 5-year term. The loans were used for general capital expenditure and are secured against:
  - a. First charge legal mortgage over farms and building with titles number NP 1189 and NP 6140, in the name of TPC Limited;
  - b. First charge fixed and floating debenture over TPC Limited's entire assets.
- iii. There is one loan with I&M Bank Limited at the applicable interest rate of % (2021: 12%) and the bank loan is secured as follows:
  - a. Fixed and floating debenture for an amount of USD29m and USD9m over all the assets of Transmara Sugar Company Limited ("TSCL");

- b. Legal Charge for an aggregate amount of USD29m and USD9m over TSCL's property LR No. Transmara/Isampin/550 registered in the name of TSCL together with the original title deed and all other related documents.
  - c. First legal charge for an amount of USD1.7m over properties known as LR No. Transmara/Isampin/549, LR No Transmara/Isampin/152, LR No Transmara/Isampin/626, LR No Transmara/Isampin/239 registered in the name of Transmara Sugar Company Limited together with the original title deed and all other related documents.
  - d. First legal charge for an amount of USD1.7m over properties known as LR No. Transmara/Isampin/626 and LR No. Transmara/Isampin/239 registered in the name of TSCL together with the original title deed and all other documents.
  - e. Fifth further debenture for an amount of USD1.5m to make an aggregate debenture of USD1.5m and USD9m over all the assets of TSCL.
- iv. SML contracted an 8-year term loan of USD16m and USD21m with Mauritius Commercial Bank Ltd, effective from March 2019. The security covering the facilities of SML are:
- a. First rank floating charge on the assets of Sucrière des Mascareignes Limited for USD42,000,000.
  - b. Pledge of shares held by Transmara Investment Limited in Transmara Sugar Company Limited for USD42,000,000.
  - c. Pledge of all shares held by Sucrière des Mascareignes Limited in Transmara Investment Limited for USD42,000,000.

### 6.7. Stated Capital

At 24 June 2022, the stated capital of Miwa Sugar was MUR1.00 made up of 100 ordinary shares of no par value. All issued shares are fully paid. The shares are in registered form.

In accordance with the CA, Miwa Sugar was incorporated on 30 March 2022 with 100 ordinary shares of no par value, for an amount of MUR1.00, issued to Alteo. On or around 01 September 2022, Miwa Sugar will issue 318,492,120 Class A Shares and 318,492,020 additional ordinary shares to Alteo against a total consideration to be determined at the time of execution.

Miwa Sugar or its subsidiaries do not hold any treasury shares issued by Miwa Sugar.

## 7. CORPORATE INFORMATION

### 7.1. Company information of Alteo Limited and Miwa Sugar Limited

	Alteo	Miwa Sugar
Company Name	Alteo Limited	Miwa Sugar Limited
Place of registration	Mauritius	Mauritius
Business Registration Number	C17150285	C22186616
Date of incorporation	13 Sep 2017	30 Mar 2022
Domicile and legal form	Registered	Registered
Legislation under which company operates	Companies Act 2001, Securities Act 2005 and Listing Rules	Companies Act 2001, Securities Act 2005 and DEM Rules
Country of incorporation	Mauritius	Mauritius
Address	Vivéa Business Park, 81430 Saint Pierre, Mauritius	Vivéa Business Park, 81430 Saint Pierre, Mauritius
Telephone Number	+230 402 9050	+230 402 9050

### 7.2. Third-party information

The third-party information in the table below relates to both Alteo and Miwa Sugar.

Third Party	Name	Third Party	Name
Company Secretary	Intercontinental Secretarial Services Ltd Level 3, Alexander House 35 Cybercity Ebene Mauritius		Stanbic Bank Tanzania Limited Head Office Plot No 99A Corner of Kinondoni/Ali Hassan Mwinyi Road PO Box 72647, Dar Es Salaam Tanzania
Principal Bankers	Absa Bank Mauritius Limited Absa House, 68 Wall Street Cybercity Ebene Mauritius		The Mauritius Commercial Bank Ltd Sir William Newton Street, Port Louis Mauritius
	AfrAsia Bank Limited Bowen Square 10, Dr Ferriere Street Port Louis Mauritius	Registrar and Transfer Office	MCB Registry & Securities Limited Sir William Newton Street Port Louis Mauritius
	Bank One Limited 16, Sir William Newton Street Port Louis Mauritius	Legal advisers	ENSAfrica (Mauritius) 19 Church Street, Port Louis Mauritius
	CRBD Bank Plc Head Office Azikiwe Street, PO Box 268, Dar Es Salaam, Tanzania		De Speville – Desvaux Chambers Fifth Floor, Chancery House Lislet Geoffroy St Port Louis Mauritius
	I&M Bank Ltd 1 Park Avenue 7th Floor, 1st Parklands Avenue P. O. Box 30238 – 00100, Nairobi, Kenya		Ahnee-Duval, Law Firm River Court 6 St Denis Street Port-Louis Mauritius
	SBM Bank (Mauritius) Ltd SBM Tower 1, Queen Elizabeth II Avenue Port Louis Mauritius	Auditors for Alteo and Miwa Sugar	Ernst & Young Level 9, Tower 1, Nexteracom Cybercity Ebene Mauritius
		Corporate adviser	PricewaterhouseCoopers Ltd PwC Centre Avenue de Telfair Telfair, Moka Mauritius
		Legal adviser to the Restructuring	ENSAfrica Mauritius 19 Church Street Port Louis Mauritius

## 8. DIRECTORS

### 8.1. Directors of Alteo Limited

Post-Restructuring, the composition of the board of Directors of Alteo will remain unchanged and as at 28 June 2022 was as detailed below:

1. Arnaud Lagesse
2. Priscilla Balgobin-Bhoayrul
3. Patrick Chatenay
4. Jean-Pierre Dalais
5. Fabien De Marassé Enouf – Chief Executive Officer
6. Dipak Chummun
7. Yogesh Kissoondary
8. Jérôme De Chasteauneuf - Chairman
9. Thierry Lagesse
10. Hubert Leclezio
11. Sheila Ujoodha

### 8.2. Directors of Miwa Sugar Limited

#### JAN-FREDRIK BOULLE

Non-Executive Director

(Born in 1957)

Appointed in April 2022.

#### Experience and Skills:

Mr. Boulle has been appointed as the Non-Executive Chairman of IBL Ltd and is also a member of the Board of Directors of several of IBL Group's major companies. He has been working for the Constance Group from 1984 to 2016 and occupied various executive positions and directorships, his latest position being Group Head of Projects and Development. He is qualified as an « Ingénieur Statisticien Economiste », France and pursued post graduate studies in Economics at Université Laval, Canada.

#### Directorships in other listed companies:

- Bluelife Limited
- IBL Ltd
- Lux Island Resort Ltd
- Phoenix Beverages Ltd
- The United Basalt Products Limited

#### MICHEL PILOT

Non-Executive Director

(Born in 1986)

Appointed in April 2022.

#### Experience and Skills:

#### Qualifications

- BCom in Finance and Management and Master of Finance from Curtin University (Australia); and
- In 2014, he also obtained a Master of Business Administration (INSEAD Business School, France).

#### Experience

- He started his career in 2009 in the financial service industry and was Portfolio Manager for High Net Worth Individuals and pension funds before joining Rogers Group in 2016 as Corporate Manager;
- He was promoted to Senior Manager of Rogers' Agribusiness activities and was the Chief Executive Officer of Agria from September 2018 to September 2021; and

- On 1st October 2021, he joined IBL Group as Chief Operating Officer for IBL East Africa Investment to support the strategic development of the group in East Africa.

#### Directorships in other listed companies:

None

#### JOHANESS WENDT ERNST MARIA SAURMA-JELTSCH

Non-Executive Director

(Born in 1968)

Appointed in April 2022

#### Experience and Skills

Wendt Saurma-Jeltsch is a Chartered Accountant (South Africa) and a Chartered Financial Analyst (USA), and holds a BCom(Hons) and Post Graduate Diploma in Accounting from the University of Cape Town. After completing 7 years with Deloitte in South Africa and the UK, he joined the Standard Bank Group in Investment Banking in 1998. As an Investment Banking Director at Standard Bank he worked across M&A, corporate finance, IPOs, take-privates, business strategy & investment optimisation, equity & debt raising, hedging & structuring. He provided advice to clients across Africa ranging from stock exchange listed corporates, governments and private equity. In 2020 he started Pinehurst Partners to provide independent strategic and financial advisory services.

#### Directorships in other listed companies:

None

#### ARNAUD LAGESSE

Non-Executive director and Chairman of Miwa Sugar

(Born in 1968)

Appointed as Director and Chairperson of the Board in April 2022.

#### Experience and Skills:

Mr. Arnaud Lagesse is the Group CEO of IBL Ltd. He is one of the Mauritian private sector's most prominent leaders and is known to drive IBL Group with innovative and challenging undertakings. In 2016, he initiated the merger of GML Investissement Ltée and Ireland Blyth Limited and created the new entity IBL Ltd which thus became the n°1 group in Mauritius and 2nd largest group in the region excluding South Africa.

#### Directorships in other listed companies:

- IBL Ltd
- Phoenix Beverages Limited
- Phoenix Investment Company Limited

#### JEAN-PIERRE DALAIS

Non-Executive Director

(Born in 1964)

Appointed in April 2022.

#### Experience and Skills:

Mr. J.P. Dalais joined CIEL Group in January 1992 and is the Group Chief Executive of CIEL Group since January 2017, overseeing all Group operations. He was formerly an Executive Director at CIEL and graduated with an MBA from the International University of America, San Francisco.

#### Directorships in other listed companies:

- Sun Limited
- CIEL Limited
- Phoenix Beverages Limited ("Alternate Director")

## GUILLAUME DALAIS

Non-Executive Director  
(Born in 1982)

Appointed in April 2022.

### Experience and Skills:

- Holder of a Master 2 from Ecole Supérieure de Gestion (now Paris School of Business) in Finance and Accounting, Paris, France; also completed HEC Paris Executive Education.
- Former experience in the investment Banking sector by working at Métier Investments & Advisory Services in South Africa and CIEL Capital Limited in Mauritius.
- Joined the CIEL Textile Group in 2010.
- Appointed Executive Director of the Knits Cluster of the CIEL Textile Group in 2012.
- Chief Executive Officer of the Knitwear cluster of the CIEL Textile Group from July 2016 to 30 June 2020.
- CEO of CIEL Properties since 01 July 2020.
- Also, a member of the Board of Directors of other companies in Mauritius, including those of CIEL Group.

### Directorships in other listed companies

- CIEL Limited
- C-Care (Mauritius Ltd)

## JÉRÔME DE CHASTEAUNEUF

Non-Executive Director  
(Born in 1966)

Appointed in April 2022.

### Experience and Skills:

Mr. de Chasteauneuf is the Group Finance Director of CIEL since 2017. He has been involved in the sugar industry for several years and serves on the board of Alteo Agri Ltd as Director since 2014. He is currently Chairman of Sucrière des Mascareignes Limited and is present on boards of Alteo subsidiaries. He is a Chartered Accountant of England and Wales and holds a BSc Honours in Economics from the London School of Economics and Political Science, UK (1989).

### Directorships in other listed companies:

- CIEL Limited
- Harel Mallac & Co. Ltd
- Sun Limited

## PATRICK CHATENAY

Independent Non-Executive Director  
(Born in 1951)

Appointed in April 2022.

### Experience and Skills:

Mr. Chatenay founded ProSunergy Limited, a company based in the United Kingdom which provides strategy consulting services to the sugar and bio-energy industry, in 2008. He has worked in the sugar industry since 1985 and has held executive positions in France, Spain, Chile and Brazil. Mr. Chatenay holds a BA in Economics, an MSc in Econometrics and a BA in English from the University of Paris-Nanterre, a Public Administration Diploma from the Political Science Institute of Paris and an MBA from Columbia University in New York.

### Directorships in other listed companies:

None

## STÉPHANE ISAUTIER

Executive Director and Chief Executive Officer of Miwa Sugar  
(Born in 1970)

Appointed in April 2022.

### Experience and Skills:

Stéphane Isautier holds a Masters degree in Agronomy from the Institut National Agronomique, Paris (1993). Stéphane thereafter spent 5 years in the audit department of Arthur Andersen Paris, where he acquired a strong financial and corporate background. Over the last seventeen years, Stéphane pursued his career in the sugar industry and occupied various executive functions in cane and beet sugar processing units successively in Vietnam, Czech Republic, Reunion Island, Mozambique, Brazil and France. Stéphane joined Alteo in February 2015 as Development Executive and will henceforth lead the Group's initiatives to become a regional player in the cane and sugar industries.

### Directorships in other listed companies:

- None

*Note: A second independent non-executive director will be appointed once the right candidate with the relevant experience and expertise is identified.*

The Directors of Miwa Sugar confirm that:

- they did not have any unspent convictions in relation to indictable offences;
- they did not face any bankruptcies or individual voluntary arrangements;
- they were not directors of any company at the time of or within the twelve months preceding events of receiverships, compulsory liquidations, creditors' voluntary liquidations, administrations, company voluntary arrangements or any composition or arrangement with its creditors generally or any class of its creditors;
- they were not involved in any partnership at the time of or within the twelve months preceding events of compulsory liquidations, administrations or partnership voluntary arrangements;
- there were no receiverships of any of their assets or partnership of which they were a partner at the time of or within the twelve months preceding such events; and
- they did not face any public criticisms by statutory or regulatory authorities (including recognised professional bodies), and have never been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

### 8.3. Profiles of the senior executive team of Miwa Sugar Limited

Miwa Sugar is headed by a solid team of experience professionals who have extensive knowledge in their fields. The profiles of the members of the executive team are detailed below:

#### Stéphane Isautier

Stéphane Isautier, the Chief Executive Officer of Miwa Sugar, holds a Masters degree in Agronomy from the Institut National Agronomique, Paris (1993). Stéphane thereafter spent 5 years in the audit department of Arthur Andersen Paris, where he acquired a strong financial and corporate background. Over the last seventeen years, Stéphane pursued his career in the sugar industry and occupied various executive functions in cane and beet sugar processing units successively in Vietnam, Czech Republic, Reunion Island, Mozambique, Brazil and France. Stéphane joined Alteo in February 2015 as Development Executive and will henceforth lead the Group's initiatives to become a regional player in the cane and sugar industries.

#### Jean-Robert Lincoln

Jean-Robert Lincoln holds a BSc in Crop Science from Natal University, South Africa (1983), a Certificate in Sugar Agriculture from the South African Sugar Association (1984), a Certificate in Agricultural Water Management from Cranfield University, UK (1990), and an MBA from the University of Surrey, UK (1997). He joined the Company in 1985. Initially involved with sugarcane operations in Mauritius, he occupied various responsibilities within Agronomy and Research & Development (R&D). He has, over the last 20 years, been playing a more active role in evaluating and developing agricultural opportunities abroad and is currently Group Agricultural Development Executive. Jean-Robert also represents the Mauritius Chamber of Agriculture on the R&D Committee of the Mauritius Sugarcane Industry Research Institute (MSIRI) and serves as an Agronomy Section committee member of the International Society of Sugar Cane Technologists (ISSCT).

#### Frederick North-Coombes

Frederick North-Coombes holds a BSc in Mechanical Engineering from the University of Cape Town in South Africa. He started his career in 1995 as Factory Superintendent at Union Saint Aubin Milling Company Ltd in Mauritius. Frederick joined the Group in 2006 as Mechanical Project Engineer in TPC and later on as Assistant Factory Executive in TPC. He counts a fruitful experience of 18 years in the sugar industry and 10 years at TPC, both in the Industrial and Garage departments. Frederick was appointed as the Chief Executive Officer of Transmara Sugar Company Limited as from 1st May 2017.

#### Marius Jacobs

Marius Jacobs qualified as a Chartered Accountant in South Africa in 1997 whilst working for EY. He spent the next chapter of his life in Johannesburg working for a variety of American multinationals in the FMCG sector. With 10 years' experience at TPC Limited, Marius is well versed in the complexities of operating in Tanzania and has a good working knowledge of local institutions.

### 8.4. Interests of Directors of Miwa Sugar

The Directors' and officers' interests in the shares of Miwa Sugar post-restructuring are expected to be as follows:

	Direct number of Ordinary Shares	Indirect number of Ordinary Shares
Jan-Fredrik Boulle	-	-
Michel Pilot	-	-
Johannes Wendt Ernst Maria Saurma-Jeltsch	-	-
Arnaud Lagesse	-	3,274,567
Jean-Pierre Dalais	18,648	-
Guillaume Dalais	13,000	-
Jérôme de Chasteauneuf	-	-
Patrick Chatenay	-	-
Stéphane Isautier	-	-

### 8.5. Remuneration and benefits in kind to Directors

No remuneration and benefits were paid to the directors of Miwa Sugar and its subsidiaries since the incorporation of Miwa Sugar.

### 8.6. Conflicts of interest

There are no conflicts of interest between any duties of Directors to Miwa Sugar and their private interest and other duties.

### 8.7. Directors' service contracts

There are no directors' service contracts in place.

### 8.8. Material contracts between Miwa Sugar Limited and/or its subsidiaries and the Directors

The Directors of Alteo and Miwa Sugar are not materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of Alteo and/or its subsidiaries.

### 8.9. Restrictions on the Directors and senior executive team of Miwa Sugar regarding the disposal of Miwa Sugar Shares and Class A Shares

The Directors of Miwa Sugar and the members of the senior executive team of Miwa Sugar as at the admission date of around 21 November 2022 agree not to dispose of their interests in Miwa Sugar for one year from the admission date.



## 9. RISK FACTORS OF MIWA SUGAR LIMITED

Risks for Miwa Sugar	Actions taken/link to strategy
Unfavorable Government approach leading to detrimental industry development, excessive imports and pricing policies	<ul style="list-style-type: none"> <li>Constantly engaging with the Kenyan Sugar Directorate, the Sugar Board of Tanzania and the Governments of Kenya and Tanzania on the appropriate investment policies that will ensure continued and sustainable growth of the sugar industry in the country and the issues relating to sugar import policies.</li> <li>Close monitoring of the domestic market</li> <li>Continuous investments to increase scale, efficiency, and lower production costs, to be less exposed to the import price parity</li> </ul>
Ability to attract and retain management competencies	<ul style="list-style-type: none"> <li>Defining and creating the right environment that will ensure attraction and retention of high caliber management resources</li> <li>Adequate succession planning</li> <li>Train and recruit competent local resources</li> <li>Delocalisation of some activities through centralisation initiatives where feasible.</li> <li>Appropriate and timely engagement with authorities to allow for smooth obtainment of work permits for skilled foreign staff</li> </ul>
Political risk	<ul style="list-style-type: none"> <li>Business Continuity Plan in place to promptly react to crisis situations</li> <li>Political risk and violence insurance covers in place</li> </ul>
Breakdown of major industrial assets.	<ul style="list-style-type: none"> <li>Preventive maintenance of key assets.</li> <li>Contingency and backup measures in place.</li> <li>On-site storage of critical parts as much as possible where sourcing lead time is longer (Kenya and Tanzania).</li> <li>Adequacy of insurance covers reviewed regularly</li> </ul>
Natural disasters such as floods, droughts and cyclones resulting in loss of revenue due to damage to crops and assets	<ul style="list-style-type: none"> <li>Kenya and Tanzania – Operations are insured where possible.</li> <li>Disaster Recovery plans in place to limit impact</li> </ul>
Risks for TPC	Actions taken/link to strategy
Climatic events (including floods) resulting in financial loss	<ul style="list-style-type: none"> <li>Maintaining clear flood paths and successful execution of drainage masterplan approved by the Board to allow water to pass swiftly through the estate with minimum damage to fields and infrastructure</li> <li>Adequate disaster recovery plan in place</li> <li>Insure risk where possible</li> </ul>
Substantial increase in the incidence of pests and diseases, especially Yellow Sugarcane Aphid (YSA)	<ul style="list-style-type: none"> <li>Close monitoring of infestation levels</li> <li>Prompt and targeted treatment using proven methodologies whilst also testing biological control initiatives</li> <li>Planting tolerant varieties</li> </ul>
More stringent regulations on occupational health, safety and environment (OHSE)	<ul style="list-style-type: none"> <li>Regular review of reported incidents and assessments of efficacy of established control protocols through both internal and external resources to achieve continuous improvement in OHSE risks</li> <li>Improvements to factory effluents treatment through successful completion of Wetlands project approved by Board.</li> </ul>
Availability of water for irrigation	<ul style="list-style-type: none"> <li>Regular review of water sources to establish sustainable use patterns</li> <li>Engagement with authorities to ensure legally established water rights are respected and maintained by all stakeholders, especially within TPC Limited water source tributaries</li> <li>Investments in boreholes to further secure water supply</li> <li>Investments in irrigation systems to increase water usage efficiency</li> </ul>
Non-renewal of PPA or new PPA with less favorable terms	<ul style="list-style-type: none"> <li>Management is engaging well in advance with the distributor to anticipate the renewal of the PPA and preserve current terms.</li> </ul>

Risks for TSCL	Actions taken/link to strategy
Lack of sugar cane supply	<ul style="list-style-type: none"> <li>Building long term, trust-based relationships with local farmers by providing agricultural extension services through the decentralisation of agricultural operations</li> <li>Developing a reliable database of out-growers and using Geographical Information Systems (GIS) to monitor area under cane and generate an accurate harvest planner</li> </ul>
Intensification of competition on the market with: <ul style="list-style-type: none"> <li>The setting up of new mills in the region and country-wide; and</li> <li>The privatisation or leasing of state-owned mills.</li> </ul>	<ul style="list-style-type: none"> <li>Continuous investments to increase scale, efficiency, and lower production costs, to be less exposed to competitive forces</li> </ul>
Excess carry over cane leading to: <ul style="list-style-type: none"> <li>Discouraged farmers and causing them to uproot cane; and</li> <li>Social tensions/tensed relationship with farmers – emphasised during an election year.</li> </ul>	<ul style="list-style-type: none"> <li>Ongoing investments to enhance factory reliability and to increase transport capacities</li> <li>Prioritising contracted and mature cane</li> <li>Regular and effective communication channels with the farmers community</li> </ul>

## 10. ADDITIONAL DISCLOSURES

### 10.1. Material contracts entered outside the ordinary course of business

Miwa Sugar does not currently have any material contracts other than those entered in the normal course of business.

Following the completion of the Restructuring, Miwa Sugar will, subject to Board approval, enter into a management agreement with Alteo for corporate office services. These services will be provided under a new framework of shared services that will include functional support in Finance, Legal, Human Resources and Communication matters.

Under this agreement, Javesh Boodnah will be seconded on a part-time basis to Miwa Sugar to serve as its Chief Financial Officer. Javesh Boodnah holds an MBA from the University of Chicago Booth School of Business and a PhD in Electronic Engineering & Computer Science from Queen Mary University of London. He also qualified as a Chartered Accountant from the Institute of Chartered Accountants in England and Wales. He has spent 12 years working across M&A, corporate finance, enterprise risk services and capital modelling in London with KPMG, Deloitte and Prudential plc before relocating to Mauritius in 2018 as Chief Financial Officer of AfrAsia Capital Management. He was then appointed Group Chief Financial Officer and Head of Technology of Medine Ltd in 2019. Javesh joined Alteo in March 2022 as Chief Finance Executive.

There are no other major agreements, other than those in the ordinary course of business of Miwa Sugar.

### 10.2. Legal proceedings, contingencies and guarantees

Miwa Sugar and its subsidiaries had the following contingent liabilities at 30 June 2021.

There are several legal cases against Transmara Sugar Company Limited relating to disputes and breach of out-growers' contracts and termination of employment with total exposure amounting to MUR231million. A provision of MUR6.5million was recorded during the financial year ended 30 June 2021 for the cases that management of Alteo assessed the probability of losing as possible. For the rest of the amount, the management of Alteo has assessed risk of crystallising as not more than likely and hence has made no provision.

No further significant cases have been recorded during the six months ended 31 December 2021.

### 10.3. Employee share option scheme

No employee share option place is in place.

### 10.4. Environmental regulations

Miwa Sugar and its subsidiaries are fully compliant with the environmental regulations of the different jurisdictions in which they operate.

### 10.5. Research and development

Miwa Sugar and its subsidiaries do not have any research and development policies and do not intend to introduce new products in the short to medium term.

### 10.6. Costs for the Restructuring, the admission of Miwa Sugar shares to the DEM and the distribution of Class A shares

The expenses are estimated at MUR10,522,750 and will be borne by Alteo. The breakdown is shown below.

Estimated expenses of the Restructuring	MUR
Professional fees	9,510,250
Postage and printing fees	862,500
SEM fees	150,000
<b>Total estimated expenses</b>	<b>10,522,750</b>

### 10.7. Other disclosures

At 31 December 2021, the Miwa Sugar Group had set aside USD3.1m for retirement benefit obligations.

TPC Limited is an Independent Power Producer and has a Power Purchase Agreement with Tanesco Limited in Tanzania. TPC operates a 17MW bagasse powerplant generating steam and electricity for its sugar processing requirements and electricity for its entire irrigation network needs. TPC exports its average surplus of 15GWh to the Tanzanian national grid.

## 11. SUMMARY OF CONSTITUTION

### Under section 19 – Appointment and Removal of Directors

#### 19.1 Number of Directors

19.1.1 The Board shall consist of a minimum of seven (7) Directors and a maximum of fifteen (15) Directors.

#### 19.2 Appointment of Directors by notice

19.2.1 Subject to clauses 19.3 and 1.1, the Directors shall be the persons appointed from time to time as Directors by a notice in Writing signed by the holders of the majority of the Shares and who have not resigned or been removed or disqualified from office under this Constitution.

19.2.2 A notice given under clause 19.2.1 shall take effect upon receipt of it at the registered office of the Company (including the receipt of a facsimile copy) unless the notice specifies a later time at which the notice will take effect. The notice may comprise one or more similar documents separately signed by the Ordinary Shareholders giving the notice.

19.2.3 A Director shall hold office until his resignation, disqualification or removal in accordance with this Constitution.

#### 19.3 Appointment of Directors by resolution

19.3.1 In addition to the appointment of Directors under clauses 19.2 and 1.1, a Director may be appointed by an Ordinary Resolution.

19.3.2 The shareholders shall not vote on a resolution to appoint a director unless -

- a. the resolution is in respect of the appointment of one director; or
- b. where the resolution is a single resolution for the appointment of 2 or more persons as director, of the company, a separate resolution that it be so voted on his first passed without a vote being cast against it

#### 1.1 Directors may fill up Casual Vacancy

1.1.1 Notwithstanding clauses 19.2 and 1.1, the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. The Director appointed to fill up the vacancy shall hold office only until the next following annual Meeting and shall then be eligible for re-election.

1.1.2 The continuing Directors shall act notwithstanding any vacancy on the Board. If their number is reduced below the number fixed by, or pursuant to, this Constitution as the minimum number of Directors, the continuing Directors will act only for the purpose of convening a Meeting of the Company.

#### 1.2 Disqualification and removal of Directors

1.2.1 A person will be disqualified from holding the office of Director if he:

1.2.1.1 is removed by Ordinary Resolution passed at a Meeting called for the purpose that includes the removal of a Director; or

1.2.1.2 resigns in Writing and is not reappointed in accordance with this Constitution or the Act; or

1.2.1.3 becomes disqualified from being a Director pursuant to section 133 of the Act; or

1.2.1.4 is (or would, but for the repeal of section 117 of the companies act 1984, be) prohibited from being a Director or promoter of, or being concerned with or taking part in the management of a Company under section 337 or 338 of the Act; or

1.2.1.5 dies; or

1.2.1.6 attains or is over the age of seventy (70) years; (but subject always to section 138 of the Act), or

1.2.1.7 is under eighteen (18) years of age; or

1.2.1.8 is an undischarged bankrupt.

1.2.2 Notwithstanding anything in this section, a person of or over the age of 70 years may, by an Ordinary Resolution of which no shorter notice is given than that required to be given for the holding of a Meeting of shareholders, be appointed or re-appointed as a Director of the Company to hold office until the next Annual Meeting of the Company or be authorised to continue to hold office as a Director until the next Annual Meeting of the Company.

### 1.3 Shareholding qualification

- 1.3.1 A Director shall not be required to hold Shares.

### 1.4 Alternate Directors

- 1.4.1 Every Director may, by notice given in Writing to the Company, appoint any person (including any other Director) to act as an Alternate Director in the Director's place, either generally, or in respect of a specified meeting or meetings at which the Director is not present.
- 1.4.2 The appointing Director may, at his discretion, by notice in Writing to the Company, remove his Alternate Director.
- 1.4.3 An Alternate Director may, while acting in the place of the appointing Director, represent, exercise and discharge all the powers, rights, duties and privileges (but not including the right of acting as Chairperson) of the appointing Director. The Alternate Director shall be subject, in all respects, to the same terms and provisions as those regarding the appointment of his appointing Director, except as regards remuneration and the power to appoint an Alternate Director under this Constitution.
- 1.4.4 A Director who is also an Alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director he is representing.
- 1.4.5 An Alternate Director's appointment shall lapse upon his appointing Director ceasing to be a Director.
- 1.4.6 The notice of appointment of an Alternate Director shall include an address for service of notice of meetings of the Board. Failure to give an address will not invalidate the appointment, but notice of meetings of the Board need not be given to the Alternate Director until an address is provided to the Company.
- 1.4.7 An Alternate Director shall not be the agent of his appointor, and shall exercise his duties as a Director independently of his appointor.

#### **Rights attached to Class A Shares**

- (1) right to vote at general meetings and on a poll to cast four (4) votes for each share held;
- (2) no rights to Dividends and other Distributions made by the Company;
- (3) only have rights to bonus Class A shares and right to subscribe to an issue of Class A Shares and in proportion of the Class A Shares held;

- (4) the holding of Class A Shares is linked to a minimum holding of Ordinary Shares (the "**Threshold**"), so that:
  - (i) the holder of a Class A Share must also hold Ordinary Shares and the ratio between the holding of Ordinary Shares and Class A Shares is minimum of at least 1 Ordinary Share for 4 Class A Shares and a maximum of 4 Ordinary Shares for 1 Class A Shares (the "**Proportionality**");
  - (ii) the Class A Shares are transferable independently from Ordinary Shares for so long as both the transferor and/or the transferee comply with the Proportionality;
  - (iii) in the event the Proportionality is not complied with and falls below the Threshold the Board shall:
    - a. have the right but not the obligation to acquire the number of Class A Shares in excess of the Threshold in accordance with clause 8.1.3 and at the price set out in clause 8.1.4, so that the Shareholder complies with the Proportionality; or
    - b. grant to the Shareholder such period of time as the Board shall deem fit in its sole discretion, to allow the Shareholder to purchase such amount of Ordinary Shares so as to reach and comply with the Proportionality and Threshold.
- (5) subject to sections 87 to 89 of the Act and to paragraph (6) below, the Board may refuse or delay the registration of any transfer of Class A Share to any person whether existing shareholder or not, where:
  - (i) so required by law;
  - (ii) registration would impose on the transferee a liability to the Company, and the transferee has not signed the transfer;
  - (iii) the provisions of paragraph (4) in relation to the Threshold are not complied with and the Proportionality not met;
  - (iv) the transferee is a minor or a person of unsound mind;
  - (v) the transfer is not accompanied by such proof as the Board reasonably requires of the right of the transferor to make the transfer;
  - (vi) any pre-emptive provisions between Shareholders have not been complied with; or
  - (vii) the Board acting in good faith decides in its sole discretion that registration of the transfer would not be in the best interests of the Company and/or any of its Shareholders.
- (6) The Board shall not be able to refuse or delay the registration of any transfer of Class A Share which tagged with Ordinary Shares to same transferee so that the transferor is transferring both Ordinary Shares and Class A Shares to the transferee and any pre-emptive provisions between Shareholders are complied with."

## **Rights attached to Ordinary Shares of Miwa Sugar**

- a) the right to vote at meetings of Shareholders and on a poll to cast one vote for each share held;
- b) subject to the rights of any other Class of Shares, the right to an equal share in Dividends and other Distributions made by the Company; and
- c) subject to the rights of any other Class of Shares, the right to an equal share in the Distribution of the surplus assets of the Company on its liquidation.

### **9.1 No Restriction on Transfer**

- 9.1.1 Save and except as provided for in relation to Class A Shares, there shall be no restrictions on the transfer of fully paid up Shares in this Constitution and any document relating to or affecting the title to any Shares shall be registered with the Company without payment of any fee.

### **7.7 Variation of rights**

- 7.7.1 If, at any time, the share capital of the Company is divided into different Classes of Shares, the Company shall not take any action which varies the rights attached to a Class of Shares unless that variation is approved by a Special Resolution or by consent in Writing of at least the holders of seventy five (75) percent of the Shares of that Class; All the provisions of this Constitution relating to meetings of Shareholders shall apply "mutatis mutandis" to such a meeting provided however that the necessary quorum shall be the holders of at least one third of the issued Shares of that Class (but so that if, at any adjourned meeting of such holders, a quorum is not present, those Shareholders who are present shall constitute a quorum).
- 7.7.2 Where the variation of rights attached to a Class of Shares is approved under clause 7.7.1 and the Company becomes entitled to take the action concerned, the holder of a Share of that Class who did not consent to or cast any votes in favour of the resolution for the variation, may apply to the Court for an order under section 178 of the Act, or may require the Company to purchase those Shares in accordance with section 108 of the Act. For the purposes of this clause, "variation" shall include abrogation and the expression "varied" shall be construed accordingly.
- 7.7.3 A resolution which would have the effect of:
  - 7.7.3.1 diminishing the proportion of the total votes exercisable at a Meeting by the holders of the existing Shares of a Class; or

- 7.7.3.2 reducing the proportion of the dividends or distributions payable at any time to the holders of the existing Shares of a Class,

shall be deemed to be a variation of the rights of that Class.

- 7.7.4 The Company shall within one month from the date of the consent or resolution referred to in clause 7.7.1 file with the Registrar in a form approved by him the particulars of such consent or resolution.

## **Under Clause 18 of the Constitution - Meetings**

### **18 MEETINGS**

#### **18.1 Annual Meetings**

- 18.1.1 The Board shall call an Annual Meeting of Shareholders to be held:
  - 18.1.1.1 not more than once in each year;
  - 18.1.1.2 not later than six (6) months after the Balance Sheet Date of the Company; and
  - 18.1.1.3 not later than fifteen (15) months after the previous Annual Meeting.
- 18.1.2 The business to be transacted at an Annual Meeting shall, unless already dealt with by the Company, include:
  - 18.1.2.1 the consideration and approval of the financial statements;
  - 18.1.2.2 the receiving of any auditor's report;
  - 18.1.2.3 the consideration of the annual report;
  - 18.1.2.4 the appointment of any Directors including those whose annual appointment is required by the Act;
  - 18.1.2.5 the appointment of any auditor pursuant to section 195 of the Act; and
  - 18.1.2.6 the remuneration of any Director and of the auditor.

#### **18.2 Special Meetings**

- 18.2.1 A Special Meeting may be called at any time by the Board and shall be so called on the written request of Shareholders holding Shares carrying together not less than five (5) percent of the voting rights entitled to be exercised on the issue.

#### **18.3 Resolution in lieu of meeting**

- 18.3.1 Anything that may be done by the Company in a Meeting of Shareholders (other than an Annual Meeting) under the Act or this Constitution may be done by a resolution in lieu of meeting in the manner provided for by section 117 of the Act.

## 18.4 Chairperson

- 18.4.1 Where the Directors have elected a Chairperson of the Board, and the Chairperson of the Board is present at a Meeting, he shall chair the Meeting.
- 18.4.2 Where no Chairperson of the Board has been elected or if, at any Meeting, the Chairperson of the Board is not present within fifteen (15) minutes of the time appointed for the commencement of the Meeting, the Directors present shall elect one of their number to be Chairperson of the Meeting.
- 18.4.3 Where no Director is willing to act as Chairperson, or where no Director is present within fifteen (15) minutes of the time appointed for holding the Meeting, the Shareholders present may choose one of their number to be Chairperson of the Meeting.

## 18.5 Notice of Meetings

- 18.5.1 Written notice of the time and place of a Meeting shall be sent to every Shareholder entitled to receive notice of the Meeting and to every Director, secretary and auditor of the Company not less than fourteen (14) days before the Meeting.
- 18.5.2 The notice shall state:
- 18.5.2.1 the nature of the business to be transacted at the Meeting in sufficient detail to enable a Shareholder to form a reasoned judgment in relation to it; and
  - 18.5.2.2 the text of any Special Resolution to be submitted to the Meeting.
- 18.5.3 Any irregularity in a notice of a Meeting shall be waived where all the Shareholders entitled to attend and vote at the Meeting attend the Meeting without protest as to the irregularity, or where all such Shareholders agree to the waiver.
- 18.5.4 Any accidental omission to give notice of a Meeting to, or the failure to receive notice of a Meeting by, a Shareholder shall not invalidate the proceedings at that Meeting.
- 18.5.5 The Chairperson may, or where directed by the Meeting, shall, adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

- 18.5.6 When a Meeting is adjourned for thirty (30) days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting.
- 18.5.7 Notwithstanding clauses 18.5.1, 18.5.2, and 18.5.3, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 18.5.8 Notice can be given by advertisement, provided that such advertisement shall be published in at least two daily newspapers of wide circulation.

## 18.6 Methods of holding Meetings

- 18.6.1 A Meeting shall be held either:
- 18.6.1.1 by a number of Shareholders who constitute a quorum, being assembled together at the place, date, and time appointed for the Meeting; or
  - 18.6.1.2 by means of audio, or audio and visual, communication by which all Ordinary Shareholders participating and constituting a quorum, can simultaneously hear each other throughout the Meeting.

## 18.7 Quorum

- 18.7.1 Where a quorum is not present, no business shall, subject to clause 18.7.3, be transacted at a Meeting.
- 18.7.2 Should there be more than one shareholder, the quorum for holding a Meeting of Shareholders shall be at least 5 members present in person or by proxy together holding Shares representing at least 30 % of the total voting rights.
- 18.7.3 Where a quorum is not present within thirty (30) minutes after the time appointed for the Meeting:
- 18.7.3.1 in the case of a Meeting called under section 118(1)(b) of the Act, the Meeting shall be dissolved;
  - 18.7.3.2 in the case of any other Meeting, the Meeting shall be adjourned to the same day in the following week at the same time and place, or to such other date, time and place as the Directors may appoint; and
  - 18.7.3.3 where, at the adjourned Meeting, a quorum is not present within thirty (30) minutes after the time appointed for the Meeting, the Ordinary Shareholders or their proxies present shall be a quorum.

## **Under section 7.2.2 of the Constitution – Change in control**

7.7.2 Where the variation of rights attached to a Class of Shares is approved under clause 7.7.1 and the Company becomes entitled to take the action concerned, the holder of a Share of that Class who did not consent to or cast any votes in favour of the resolution for the variation, may apply to the Court for an order under section 178 of the Act, or may require the Company to purchase those Shares in accordance with section 108 of the Act. For the purposes of this clause, “variation” shall include abrogation and the expression “varied” shall be construed accordingly.

7.7.3 A resolution which would have the effect of:

7.7.3.1 diminishing the proportion of the total votes exercisable at a Meeting by the holders of the existing Shares of a Class; or

7.7.3.2 reducing the proportion of the dividends or distributions payable at any time to the holders of the existing Shares of a Class,

shall be deemed to be a variation of the rights of that Class.

## **9.4 Board’s right to refuse or delay registration of transfer**

9.4.1 The Board may, subject to compliance with section 87 to 89 of the Act, refuse or delay the registration of any transfer of any Share to any person, whether that person be an existing Shareholder or not, where:

9.4.1.1 so required by law;

9.4.1.2 a holder of any such Share has failed to pay on the due date any amount payable thereon either in terms of the issue thereof or in accordance with the Constitution (including any Call made thereon);

9.4.1.3 the transfer is not accompanied by the share Certificate relating to the Shares transferred, and such proof as the Board reasonably requires of the right of the transferor to make the transfer;

9.4.1.4 the Company is required or authorised to do so under the provisions of the Securities (Central Depository, Clearing and Settlement) Act or any other enactment.

9.4.2 A copy of the resolution of the Board refusing or delaying a transfer of any Share, stating the reasons for the refusal, shall be sent to the transferor and the transferee within twenty-eight (28) days of the date on which such transfer was delivered to the Board.

9.4.3 In relation to Class A Shares the Board subject to sections 87 to 89 of the Act and to paragraph (6) below, the Board may refuse or delay the registration of any transfer of Class A Share to any person whether existing shareholder or not, where:

9.4.3.1 so required by law;

9.4.3.2 registration would impose on the transferee a liability to the Company, and the transferee has not signed the transfer;

9.4.3.3 the provisions in relation to the Threshold are not complied with and the Proportionality not met;

9.4.3.4 the transferee is a minor or a person of unsound mind;

9.4.3.5 the transfer is not accompanied by such proof as the Board reasonably requires of the right of the transferor to make the transfer;

9.4.3.6 any pre-emptive provisions between Shareholders have not been complied with; or

9.4.3.7 the Board acting in good faith decides in its sole discretion that registration of the transfer would not be in the best interests of the Company and/or any of its Shareholders.

9.4.4 The Board shall not be able to refuse or delay the registration of any transfer of Class A Share which tagged with Ordinary Shares to same transferee so that the transferor is transferring both Ordinary Shares and Class A Shares to the transferee and any pre-emptive provisions between Shareholders are complied with.”

## **10.1 Maintenance of Share Register**

10.1.1 The Company shall maintain a Share Register in accordance with section 91 of the Act, in which all Shares issued by the Company shall be recorded and which shall state:

10.1.1.1 whether, under this Constitution or the terms of issue of any Shares there are any restrictions or limitations on their transfer; and

10.1.1.2 the place where any document that contains the restrictions or limitations may be inspected.

10.1.2 The Company may, subject to section 91(4) of the Act, appoint an agent to maintain the Share Register.

10.1.3 The Company shall maintain a register of substantial Shareholders in accordance with section 91 of the Act.

There are no conditions in the Constitution of Miwa Sugar that are more stringent than is required by law.

## 12. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered offices of Alteo and Miwa Sugar, namely Vivéa Business Park, Saint Pierre, Mauritius 02 August 2022 to 25 August 2022 during normal working hours:

- this Admission Document;
- the Constitution of Alteo and Miwa Sugar;
- The audited accounts of Sucrrière des Mascareignes Limited for the financial years ended 30 June 2019, 2020 and 2021; and
- the pro-forma financial statements of Miwa Sugar for the financial years ended 30 June 2019, 2020 and 2021 and for the six months ended 31 December 2021.

## 13. APPENDIX

### 13.1. Appendix I - The Scheme of Arrangement

#### 3. THE SCHEME

3.1. The Scheme proposed to the shareholders for adoption will require the sanction of the Court following a Petition to be lodged, after the shareholders' vote on various resolutions. It is one global Scheme which is to be implemented through different resolutions conditional upon one another and various steps as explained more fully below.

3.2. The Scheme shall consist of three parts:

3.2.1. The First Part of the Scheme, shall consist of the reorganisation of Alteo under section 261 of the Companies Act, by way of a demerger and asset split whereby Alteo will continue to hold its investments in Mauritius and be focused on its agricultural, industrial and property development activities and, on the other hand, Miwa Sugar will become the holding company of a separate group, holding investments in East Africa. The split shall be carried out through a distribution of the 318,492,120 ordinary shares Alteo holds in Miwa Sugar (the "**Miwa Sugar Shares Distribution**") to the shareholders of Alteo on the share register on the business day following the final approval of the Listing Executive Committee of the Stock Exchange of Mauritius for the listing of the Miwa Sugar Shares on the DEM (the "**Record Date**") and a reduction of capital of Alteo of some Rs. 4,600,000,000, the exact figure will be finally determined on 30 June 2022 representing the value Miwa Sugar Shares Distribution (the "**Alteo Reduction of Capital**") as well as the transfer by Alteo of part of the Alteo Notes of an amount of Rs 950,000,000 in the form of a promissory note issued by Miwa Sugar ("Transferred Debt"). The tenor and main terms of this debt will remain unchanged.

3.2.2. The Second Part of the Scheme shall consist of the dividend declared by Alteo and paid to its shareholders either in cash or in kind ("**the Alteo Dividend**"). The shareholders of Alteo shall be given the option to receive, in lieu and stead of cash, an equal number of

Class A shares as the number of ordinary shares held by the shareholders in Alteo.

3.2.3. The Third Part of the Scheme shall consist of the listing of the ordinary shares of Miwa Sugar on the Development & Enterprise Market ("**DEM**").

3.3. The shareholders' rights will be protected as shareholders voting against the Scheme will have the possibility to request the purchase of their shares (the "**Dissenting Shareholders**") pursuant to section 108 of the Act by giving notice within 14 days of the resolution approving the Scheme in accordance with section 109 of the Act.

3.4. The Scheme shall be conditional upon the aggregate liability of Alteo under the mandatory purchase of the shares of the Dissenting Shareholders not being unreasonable. The Board shall have the right not to proceed with the Scheme in the event:

3.4.1. the aggregate liability of Alteo to the Dissenting Shareholders exceeds the sum of Rs. 500,000,000; and/or

3.4.2. the Board of Alteo is unable to arrange for one or more persons to purchase the shares of the Dissenting Shareholders for any amount in excess of Rs. 500,000,000.

3.4.3. Any shares purchased by Alteo under the mandatory purchase will be put back on the market for sale. Alteo shall in the Petition report to the Court on the Dissenting Shareholders and the mandatory purchase, as well as any other material information in relation to the shareholders.

#### *The First Part*

3.5. The First Part of the Scheme shall be carried out through the Alteo Reduction of Capital and the Miwa Sugar Shares Distribution, so that the Miwa Sugar shareholding mirrors as far as possible that of Alteo, as well as the transfer by Alteo of Transferred Debt.

3.6. The First Part of the Scheme shall be carried out by taking the following steps:

#### At the Level of Alteo

3.6.1. the shareholders of Alteo will at a special meeting convened to that effect, subject to the sanction of the Court by Petition, vote by way of special resolutions:

3.6.1.1. to approve the Scheme;

3.6.1.2. subject to the Scheme being approved, to approve the Alteo Reduction of Capital, i.e the reduction of capital of some Rs. 4,600,000,000, the exact figure will be finally determined on 30 June 2022 representing the value of Miwa Sugar shares held by Alteo which Alteo will distribute to its shareholders;



- 3.6.1.3. subject to the Alteo Reduction of Capital being approved, to approve the Miwa Sugar Shares Distribution, i.e the distribution of the 318,492,120 ordinary shares held by Alteo in Miwa Sugar in the proportion of one-to-one of the shares held by each of the shareholders of Alteo on the share register on the business day following the final approval of the Listing Executive Committee of the Stock Exchange of Mauritius for the listing of the Miwa Sugar Shares on the DEM (the “**Record Date**”), so that the percentage shareholding of ordinary shares in Miwa Sugar matches as far as possible the percentage shareholding in Alteo, as that date;
- 3.6.1.4. subject to the approval of the Scheme to authorise the Board of Alteo to proceed with the Transferred Debt from Alteo to Miwa Sugar.

#### **At the level of Miwa Sugar**

- 3.6.2. the sole shareholder of Miwa Sugar shall, subject to the sanction of the Court by Petition, by written resolution:
- 3.6.2.1. approve the Scheme;
- 3.6.2.2. subject to the Scheme being voted by the shareholders of Alteo:
- 3.6.2.2.1. authorise the board of directors of Miwa Sugar to record the distribution by Alteo of the ordinary shares which it holds in Miwa Sugar to the shareholders of Alteo and to record the shareholders on the share registry of Miwa Sugar;
- 3.6.2.2.2. confirm the appointment as directors of Miwa Sugar;
- 3.6.2.2.3. to authorise the Board of Miwa Sugar to issue a promissory note to Alteo in relation to the Transferred Debt.

#### *The Second Part*

- 3.7. Also forming part of the Scheme, the Second Part will consist of the Alteo Dividend, i.e the declaration by Alteo payable either in cash or in kind to the shareholders of Alteo. The shareholders of Alteo shall be given the option to receive, in lieu and stead of cash, an equal number of Class A shares as the number of ordinary shares they hold.
- 3.8. The Second Part of the Scheme shall be carried out by taking the following steps:

#### **At the level of Alteo**

- 3.8.1 the shareholders of Alteo will at the very same special meeting mentioned in paragraph 3.6.1 above, and subject to the sanction of the Court by Petition, vote by way of special resolutions:
- 3.8.1.1. to authorise the board of directors to proceed with a declaration and payment to the shareholders of Alteo. The shareholders of Alteo shall be given the option to receive, in lieu and stead of cash, an equal number of Class A shares as the number of ordinary shares held by them in Alteo;
- 3.8.1.2. to distribute the equivalent number of Class A shares held by Alteo in Miwa Sugar to the shareholders of Alteo who elected and opted to receive Class A shares in lieu of cash;
- 3.8.1.3. to authorise Alteo to consent that Miwa Sugar cancels any excess Class A shares not taken up by the shareholders, and held by Alteo in Miwa Sugar.
- 3.8.1.4. to appoint and authorise the Company Secretary of Alteo to fill in and sign any share transfer form in relation to the transfer of the Class A shares from Alteo to those electing and opting to receive Class A shares.

#### **At the level of Miwa Sugar**

- 3.8.2. the sole shareholder of Miwa Sugar shall, subject to the sanction of the Court by Petition, in the same written resolution as mentioned in paragraph 3.6.2 above, authorise the board of Miwa Sugar:
- 3.8.2.1. to record the transfer of Class A shares from Alteo to the shareholders who elected and opted to receive Class A shares;
- 3.8.2.2. to cancel any excess Class A shares not taken up by the shareholders, and held by Alteo in Miwa Sugar;

#### **The Third Part**

- 3.9. Finally and still forming part of the Scheme, the Third Part shall consist of the listing of ordinary shares of Miwa Sugar on the DEM.
- 3.10. The Third Part of the Scheme shall be carried out by the sole shareholder of Miwa Sugar, subject to the sanction of the Court by Petition, in the same written resolution as mentioned in paragraph 3.6.2 above, to authorise the board of Miwa Sugar to take all steps required for the listing of Miwa Sugar ordinary shares on the DEM, immediately following the recording of the shareholders in the share register of Miwa Sugar.

#### 4. THE ORDER SANCTIONING THE SCHEME AND EFFECTIVE DATE

- 4.1. The Scheme shall be subject to the provisions of sections 108 to 110 of the Companies Act for all those voting against the Scheme and applying for all their shares to be bought out;
- 4.2. The Scheme shall be conditional upon the aggregate liability of Alteo under the mandatory purchase of the Dissenting Shareholders as set out in paragraph 3.4 above.
- 4.3. Alteo shall in the Petition report to the Court on the Dissenting Shareholders as well as any other material information in relation to the shareholders.
- 4.4. The Scheme shall become effective on 13 October 2022 (the "Effective Date") subject to an official copy of the Order of the Court under section 263(2) and following of the Companies Act 2001 sanctioning the Scheme being delivered to the Registrar of Companies for filing as provided for by section 263(2) of the Companies Act 2001, or, on the date of such delivery if later than 13 October 2022 or on such later date, if any, as the Court may allow.
- 4.5. Not later than 11 November 2022;
  - 4.5.1. Miwa Sugar shall make the allotments of the Miwa Sugar ordinary shares to the shareholders entitled, pursuant to this Scheme and pursuant to section 263(1)(a) of the Companies Act 2001.
  - 4.5.2. Alteo shall effect the Alteo Reduction of Capital;
  - 4.5.3. Alteo shall effect the Miwa Sugar Shares Distribution and the Miwa Sugar shall record the shareholders on the share register of Miwa Sugar;
- 4.6. Alteo and its shareholders have been advised that upon the Petition being presented the Honourable Judge of the above Honourable Court may, in the exercise of his wide powers under sections 262 and 263 of the Companies Act, sanction the Scheme.
- 4.7. Alteo, Miwa Sugar and the shareholders of Alteo may consent jointly on behalf of all concerned to any modifications of, or additions, to this Scheme, or any conditions which the Court may think fit to approve or impose.
- 4.8. The board of directors of either Alteo and/or Miwa Sugar be authorised to do all such things and undertake to all such acts as may be required to give effect to the Scheme.
- 4.9. The production of a copy of the Order sanctioning the Scheme to be issued after the presentation of the Petition as well as the public notices, with any modifications as the Court may deem fit, for all intents and purposes shall be evidence of this Scheme and a copy of the Order sanctioning of the Scheme will be filed with the Registrar of Companies in accordance with section 263(2) of the Companies Act.
- 4.10. Such other order as the Honourable Court may direct.

## 13.2. Appendix II - Pro forma Financial information of Miwa Sugar Limited



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### INDEPENDENT ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION INCLUDED IN AN ADMISSION DOCUMENT

To the Directors of Alteo Limited

Report on the Assurance Engagement on the Compilation of Pro Forma Financial Information Included in an Admission Document

We have completed our assurance engagement to report on the compilation of pro forma financial information of Miwa Sugar Limited (formerly Alteo East Africa Limited) and its subsidiaries (collectively, the "Group"), by the directors.

The pro forma financial information, as set out in Appendix II of the Admission Document, consists of the pro forma group statement of financial position as at 30 June 2019, 30 June 2020, 30 June 2021, 31 December 2020 and 31 December 2021, the pro forma group statement of profit or loss and other comprehensive income, the pro forma group statement of changes in equity and the pro forma group statement of cashflows for the years ended 30 June 2019, 30 June 2020 and 30 June 2021, the six month period ended 31 December 2020 and six month period ended 31 December 2021 and related notes (collectively the "Pro Forma Financial Information"). The applicable criteria on the basis of which the directors have compiled the Pro Forma Financial Information are specified in Appendix II of the Admission Document for the presentation of the Pro Forma Financial Information.

The Pro Forma Financial Information has been compiled by the directors to illustrate the impact of the corporate action or event, described in the Admission Document, on the Group's financial position as at 30 June 2019, 30 June 2020, 30 June 2021, 31 December 2020 and 31 December 2021 and the Group's financial performance for the years ended 30 June 2019, 30 June 2020 and 30 June 2021, the six month period ended 31 December 2020 and six month period ended 31 December 2021, as if the corporate action or event had taken place at 1 July 2018. As part of this process, information about the Group's financial position and financial performance has been extracted by the directors from the Sucrière des Mascareignes Limited and its subsidiaries' financial statements for the years ended 30 June 2019, 30 June 2020 and 30 June 2021 respectively, on which an auditor's report was issued on 21 November 2019, 15 December 2020 and 15 February 2022 respectively and for the six month periods ended 31 December 2020 and 31 December 2021, on which no auditor's report was issued.

#### Directors' Responsibility for the Pro forma Financial Information

The directors are responsible for compiling the Pro Forma Financial Information on the basis of the applicable criteria specified in Appendix II of the Admission Document for the presentation of the Pro Forma Financial Information.

#### Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies International Standard on Quality Control 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

#### Reporting Accountant's Responsibility

Our responsibility is to express an opinion about whether the Pro Forma Financial Information has been compiled, in all material respects, by the directors on the basis specified in Appendix II of the Admission Document for the presentation of the Pro Forma Financial Information.



We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Compilation of Pro forma Financial Information Included in a Prospectus, which is applicable to an engagement of this nature, issued by the International Auditing and Assurance Standards Board. This standard requires that we plan and perform procedures to obtain reasonable assurance about whether the Pro Forma Financial Information has been compiled, in all material respects, on the basis specified in Appendix II of the Admission Document based on our procedures performed.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

The purpose of Pro Forma Financial Information included in an Admission Document is solely to illustrate the impact of a significant corporate action or event on unadjusted financial information of the Group as if the corporate action or event had occurred or had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the corporate action or event at 1 July 2018 would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the Pro Forma Financial Information provides a reasonable basis for presenting the significant effects directly attributable to the corporate action or event, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

Our procedures selected depend on our judgment, having regard to our understanding of the nature of the Group, the corporate action or event in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Opinion

In our opinion, the Pro Forma Financial Information has been compiled, in all material respects, on the basis of the applicable criteria specified in Appendix II of the Admission Document for the presentation of the Pro Forma Financial Information.

#### Report on Other Legal and Regulatory Requirements

During the six months periods ended 31 December 2020 and 31 December 2021 and the years ended 30 June 2019, 30 June 2020 and 30 June 2021, we have not been an associate, as defined in DEM Rules, of any directors or shareholders holding more than 5% of the shares issued by Alteo Limited.

We are the auditors of Alteo Limited and its subsidiaries.

*Ernst & Young*  
ERNST & YOUNG  
Ebène, Mauritius

*Daryl Csizmadia*  
DARYL CSIZMADIA, C.A. (S.A).  
Licensed by FRC

Date: 18 July 2022

A member firm of Ernst & Young Global Limited.

### 13.2.1. Pro forma methodology

The summary of the pro forma consolidated financial statements for Miwa Sugar (the Group) have been prepared based on the following assumptions: -

1. Miwa Sugar owns 60% of the ordinary shares in Sucrière des Mascareignes Limited and Miwa Sugar becomes the ultimate holding company of latter.
2. The remaining 40% of the ordinary shares are held by Tereos Ocean Indien (TOI).
3. At Group level: -
  - a. The Group financial statements of Sucrière des Mascareignes Limited for the financial years 30 June 2019, 2020, 2021 and for the six months period ending December 2020 and December 2021 have been adjusted to reflect the impact of
    - i. Having Miwa Sugar as parent company.
    - ii. Tereos Ocean Indien (TOI) treated as part of non-controlling interests
  - b. The following captions have been adjusted accordingly to reflect the above:
    - i. Goodwill of USD39.3m arising on acquisition of Transmara Sugar Company Limited. This figure has been adjusted to USD 23.4m which represent goodwill from Miwa Sugar Group's point of view. The difference has been allocated to TOI under non-controlling interests.
    - ii. The non-controlling share of net assets of TPC Limited, Transmara Sugar Company Limited, Sukari Investment Co ltd and Transmara Investment Limited have been adjusted to reflect TOI's share from an Miwa Sugar Group perspective. These are reflected in retained earnings, actuarial reserves and revaluation and other reserves.
    - iii. Share capital has been adjusted to reflect the parent's share capital.
    - iv. Revaluation and other reserves include a consolidation adjustment on fair value of SML.
    - v. Additional debt of MUR950m (USD27m) has been recognised under the Group borrowings. The Group statements of comprehensive Income and Group statements of cash flows now show the additional interest expenses and debt servicing respectively.
    - vi. Dividend paid, represents dividend paid by Alteo. Dividend paid by Sucrière des Mascareignes Limited to Alteo are now eliminated under inter co. The Group Statements of cash flows have been adjusted according to reflect this dividend.

### 13.2.2. Statements of financial position

Miwa Sugar Limited

# STATEMENTS OF FINANCIAL POSITION

JUNE 30,

	THE GROUP						THE COMPANY						
	Notes	FY 21		YTD Dec 2020		FY 19	FY 21		YTD Dec 2020		FY 20	FY 19	
		USD	USD	USD	USD		USD	USD	USD	USD		USD	USD
<b>ASSETS</b>													
<b>Non-current assets</b>													
Property, plant and equipment		104,634,545	101,110,381	100,773,026	104,775,366	-	-	-	-	-	-	-	-
Right of use assets		201,495	211,130	351,335	-	-	-	-	-	-	-	-	-
Intangible assets		23,928,751	23,600,196	23,956,804	23,961,495	-	-	-	-	-	-	-	-
Investment in subsidiary		-	-	-	-	134,168,669	134,168,669	134,168,669	124,692,425	124,692,425	124,692,425	126,678,685	126,678,685
Deferred tax asset		509,308	811,266	1,570,158	2,779,856	-	-	-	-	-	-	-	-
Non-current receivables		5,145,699	4,914,011	5,036,143	4,635,080	-	-	-	-	-	-	-	-
		134,419,798	130,646,984	131,687,466	136,151,797	134,168,669	134,168,669	124,692,425	124,692,425	124,692,425	126,678,685	126,678,685	126,678,685
<b>Current assets</b>													
Inventories		21,646,938	22,673,597	19,304,419	19,914,275	-	-	-	-	-	-	-	-
Consumable biological assets		58,105,952	53,379,475	50,752,906	50,673,749	-	-	-	-	-	-	-	-
Trade and other receivables		13,380,830	10,734,349	13,743,434	11,244,913	-	-	-	-	4,890,000	-	-	-
Current tax assets		826,227	592,573	85,153	86,404	-	-	-	-	-	-	-	-
Cash and cash equivalents		11,321,563	7,611,619	13,235,168	6,420,319	5,448,024	8,582,726	8,582,726	3,855,294	985,197	985,197	4,676,780	4,676,780
		105,281,510	94,991,613	97,121,080	88,339,660	5,448,024	8,582,726	8,582,726	3,855,294	5,875,197	5,875,197	4,676,780	4,676,780
<b>Total assets</b>		239,701,308	225,638,597	228,808,546	224,491,457	139,616,693	142,751,395	128,547,719	130,567,622	131,355,465	131,355,465	131,355,465	131,355,465
<b>EQUITY AND LIABILITIES</b>													
<b>Equity and reserves</b>													
Share capital		99,628,571	99,628,571	99,628,571	99,628,571	99,628,571	99,628,571	99,628,571	99,628,571	99,628,571	99,628,571	99,628,571	99,628,571
Revaluation and other reserves		(124,916,714)	(124,987,346)	(125,040,069)	(124,471,725)	7,489,984	7,489,984	(1,986,260)	(1,986,260)	(1,986,260)	(1,986,260)	-	-
Actuarial reserves		(57,599)	(70,635)	(70,635)	(222,266)	-	-	-	-	-	-	-	-
Retained earnings		53,943,786	50,297,003	43,900,304	43,372,160	5,448,024	5,458,340	3,855,039	3,855,039	3,997,195	3,997,195	1,502,741	1,502,741
		28,598,044	24,885,001	18,418,171	18,306,741	112,566,579	112,576,895	101,497,350	101,639,506	101,639,506	101,639,506	101,131,312	101,131,312
Non-controlling interests		34,617,974	31,839,645	25,065,758	31,968,583	-	-	-	-	-	-	-	-
		63,216,018	56,707,238	43,483,930	50,275,324	112,566,579	112,576,895	101,497,350	101,639,506	101,639,506	101,639,506	101,131,312	101,131,312
<b>LIABILITIES</b>													
<b>Non-current liabilities</b>													
Borrowings		88,127,737	89,960,722	90,613,018	95,189,368	27,050,114	27,050,114	27,050,369	27,050,114	27,050,114	27,050,114	27,050,114	27,050,114
Deferred income		434,873	421,084	474,720	587,210	-	-	-	-	-	-	-	-
Employee benefit liabilities		3,109,827	3,142,234	3,026,051	3,536,033	-	-	-	-	-	-	-	-
Deferred tax liabilities		31,186,981	27,856,586	24,563,213	23,521,495	-	-	-	-	-	-	-	-
		122,859,418	117,853,085	119,846,078	122,834,106	27,050,114	27,050,114	27,050,369	27,050,114	27,050,114	27,050,114	27,050,114	27,050,114
<b>Current liabilities</b>													
Trade and other payables		18,422,265	26,084,561	18,888,878	21,439,227	-	-	-	-	-	-	-	-
Contract liabilities		258,217	562,317	1,181,067	750,914	-	-	-	-	-	-	-	-
Borrowings		32,142,232	34,028,969	39,216,750	22,742,125	-	-	-	-	-	-	-	-
Derivative financial instruments		2,871,172	2,598,223	1,435,433	-	-	-	-	-	-	-	-	-
Deferred income		-	70,190	93,749	102,972	-	-	-	-	-	-	-	-
Dividend payable		-	3,124,386	5,138,002	3,174,039	-	-	-	-	1,878,002	1,878,002	3,174,039	3,174,039
Current tax liabilities		3,819,499	1,617,190	693,736	3,172,750	-	-	-	-	-	-	-	-
		57,513,385	68,085,836	49,085,280	51,382,027	-	-	-	-	3,124,386	3,124,386	3,174,039	3,174,039
<b>Total liabilities</b>		180,372,803	185,938,921	168,931,358	174,216,133	27,050,114	27,050,114	27,050,369	27,050,114	28,928,116	28,928,116	30,224,153	30,224,153
<b>Total equity and liabilities</b>		243,588,821	239,701,309	225,638,596	224,491,457	139,616,693	142,751,395	128,547,719	130,567,623	131,355,465	131,355,465	131,355,465	131,355,465

### 13.2.3. Statements of profit or loss

Miwa Sugar Limited

## STATEMENTS OF PROFIT OR LOSS

YEAR ENDED JUNE 30,

	THE GROUP						THE COMPANY					
	Notes	YTD	FY 21	YTD	FY 20	FY 19	YTD	FY 21	YTD	FY 20	FY 19	
		Dec 2021	USD	USD	USD	USD	USD	Dec 2021	USD	USD	USD	USD
Revenue		92,524,697	158,688,787	81,606,044	136,803,625	154,630,272	185,782	394,851	192,410	394,289	380,355	
Gain/(loss) in fair value of consumable biological assets		1,760,688	7,120,838	2,404,443	818,546	(1,076,750)	-	-	-	-	-	
Cost of sales		(42,169,796)	(91,160,116)	(31,935,143)	(83,205,750)	(94,460,834)	-	-	-	-	-	
<b>Gross profit</b>		52,115,589	74,649,509	52,075,344	54,416,421	59,092,688	185,782	394,851	192,410	394,289	380,355	
Investment and other income		900,466	1,373,998	821,716	2,104,025	2,779,292	3,150,000	7,350,000	3,060,000	7,950,000	9,000,000	
Allowance for expected credit losses		-	270,145	-	(341,808)	(742,920)	-	-	-	-	-	
Operating and administrative expenses		(13,721,420)	(22,748,055)	(15,453,576)	(22,022,411)	(22,254,679)	(185,782)	(394,851)	(192,410)	(394,289)	(380,355)	
<b>Profit before finance costs and taxation</b>		39,294,635	53,545,597	37,443,484	34,156,227	38,874,381	3,150,000	7,350,000	3,060,000	7,950,000	9,000,000	
Finance income		-	525,778	-	63,756	-	-	-	-	-	-	
Finance costs		(4,689,735)	(8,827,428)	(4,745,038)	(9,822,452)	(10,103,893)	(528,099)	(1,142,704)	(602,232)	(1,265,478)	(1,358,314)	
<b>Profit before taxation</b>		34,604,900	45,243,947	32,698,446	24,397,531	28,770,488	2,621,901	6,207,296	2,457,768	6,684,522	7,641,686	
Taxation		(14,258,906)	(18,920,143)	(11,953,561)	(14,033,448)	(12,915,920)	-	-	-	-	-	
<b>Profit for the year</b>		20,345,994	26,323,804	20,744,885	10,364,083	15,854,568	2,621,901	6,207,296	2,457,768	6,684,522	7,641,686	
Attributable to:												
Equity holders of the parent		8,494,577	11,076,745	8,996,622	4,718,212	6,337,296	2,621,901	6,207,296	2,457,768	6,684,522	7,641,686	
Non-controlling interests		11,851,417	15,247,059	11,748,263	5,645,871	9,517,272	-	-	-	-	-	
		20,345,994	26,323,804	20,744,885	10,364,083	15,854,568	2,621,901	6,207,296	2,457,768	6,684,522	7,641,686	

13.2.4. Statements of changes in equity  
Miwa Sugar Limited

# STATEMENTS OF CHANGES IN EQUITY

YEAR ENDED JUNE 30,

Notes	Share capital		Revaluation and other reserves		Actuarial losses		Retained earnings		Total		Non-controlling interests		Total equity	
	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD
<b>THE GROUP</b>														
At July 1, 2021	99,628,571	(124,916,869)	(57,599)	50,230,898	24,885,000	28,877,387	53,762,387							
Profit for the year	-	-	-	8,494,577	8,494,577	11,851,417	20,345,994							
Other comprehensive (loss)/income for the year	-	155	-	-	155	(145,485)	(145,330)							
Change in ownership without loss in control	-	-	-	(2,149,472)	(2,149,472)	(949,582)	(3,099,054)							
Total comprehensive income for the year	-	155	-	6,345,105	6,345,260	10,756,350	17,101,610							
Dividends	-	-	-	(2,632,217)	(2,632,217)	(5,015,763)	(7,647,980)							
<b>At December 31, 2021</b>	<b>99,628,571</b>	<b>(124,916,714)</b>	<b>(57,599)</b>	<b>53,943,786</b>	<b>28,598,043</b>	<b>34,617,974</b>	<b>63,216,018</b>							
At July 1, 2020	99,628,571	(125,040,069)	(70,635)	43,900,304	18,418,171	25,065,758	43,483,930							
Profit for the year	-	-	-	11,076,745	11,076,745	15,247,060	26,323,805							
Other comprehensive (loss)/income for the year	-	123,200	13,036	-	136,235	105,602	241,837							
Total comprehensive income for the year	-	123,200	13,036	11,076,745	11,212,980	15,352,661	26,565,642							
Dividends	-	-	-	(4,746,151)	(4,746,151)	(11,541,033)	(16,287,184)							
<b>At June 30, 2021</b>	<b>99,628,571</b>	<b>(124,916,869)</b>	<b>(57,599)</b>	<b>50,230,898</b>	<b>24,885,001</b>	<b>28,877,387</b>	<b>53,762,388</b>							
At July 1, 2020	99,628,571	(125,040,069)	(70,635)	43,900,304	18,418,171	25,065,758	43,483,930							
Profit for the year	-	-	-	8,996,622	8,996,622	11,748,263	20,744,885							
Other comprehensive (loss)/income for the year	-	52,723	-	-	52,723	(49,761)	2,962							
Total comprehensive income for the year	-	52,723	-	8,996,622	9,049,345	11,698,502	20,747,847							
Dividends	-	-	-	(2,599,923)	(2,599,923)	(4,924,615)	(7,524,538)							
<b>At December 31, 2020</b>	<b>99,628,571</b>	<b>(124,987,346)</b>	<b>(70,635)</b>	<b>50,297,003</b>	<b>24,867,593</b>	<b>31,839,645</b>	<b>56,707,238</b>							
At July 1, 2019	99,628,571	(124,471,725)	(222,266)	43,372,160	18,306,740	31,968,583	50,275,324							
Profit for the year	-	-	-	4,718,212	4,718,212	5,645,871	10,364,083							
Other comprehensive (loss)/income for the year	-	(568,344)	151,631	-	(416,713)	(748,696)	(1,165,409)							
Total comprehensive income for the year	-	(568,344)	151,631	4,718,212	4,301,499	4,897,175	9,198,674							
Dividends	-	-	-	(4,190,068)	(4,190,068)	(11,800,000)	(15,990,068)							
<b>At June 30, 2020</b>	<b>99,628,571</b>	<b>(125,040,069)</b>	<b>(70,635)</b>	<b>43,900,304</b>	<b>18,418,171</b>	<b>25,065,758</b>	<b>43,483,930</b>							
At July 1, 2018	99,628,571	(123,809,419)	(322,046)	43,173,809	18,670,915	35,531,558	54,202,473							
Profit for the year	-	-	-	6,337,296	6,337,296	9,517,272	15,854,568							
Other comprehensive (loss)/income for the year	-	(662,306)	99,780	-	(562,526)	(705,246)	(1,267,772)							
Total comprehensive income for the year	-	(662,306)	99,780	6,337,296	5,774,770	8,812,026	14,586,796							
Dividends	-	-	-	(6,138,945)	(6,138,945)	(12,375,000)	(18,513,945)							
<b>At June 30, 2019</b>	<b>99,628,571</b>	<b>(124,471,725)</b>	<b>(222,266)</b>	<b>43,372,160</b>	<b>18,306,741</b>	<b>31,968,583</b>	<b>50,275,324</b>							



### 13.2.5. Statements of cash flows

Miwa Sugar Limited

## STATEMENTS OF CASH FLOWS

YEAR ENDED JUNE 30,

Notes	THE GROUP						THE COMPANY								
	YTD Dec 2021	FY 21	YTD Dec 2020	FY 20	FY 19	YTD Dec 2021	FY 21	YTD Dec 2020	FY 20	FY 19	YTD Dec 2021	FY 21	YTD Dec 2020	FY 20	FY 19
	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD
<b>Cash flows from operating activities</b>															
Cash from/(used in) operations	31,211,209	61,498,171	28,807,950	39,334,332	46,848,242	-	-	-	-	-	-	-	-	-	-
Interest received	20,052	101,968	31,206	63,756	73,966	-	-	-	-	-	-	-	-	-	-
Interest paid	(4,569,291)	(8,837,854)	(4,803,286)	(9,936,924)	(10,077,354)	(528,099)	(1,142,704)	(602,232)	(1,265,478)	(1,358,314)					
Tax paid	(8,359,290)	(13,778,428)	(6,290,527)	(14,125,190)	(12,782,653)	-	-	-	-	-					
Net cash from/(used in) operating activities	18,302,679	38,983,857	17,745,343	15,335,974	24,062,201	(528,099)	(1,142,704)	(602,232)	(1,265,478)	(1,358,314)					
<b>Cash flows from investing activities</b>															
Purchase of property, plant and equipment	(7,682,721)	(15,069,263)	(5,939,964)	(8,944,348)	(11,415,133)	-	-	-	-	-					
Acquisition of shares in subsidiary	(3,099,054)	-	-	-	-	-	-	-	-	-					
Purchase of intangible assets	-	(84,723)	-	(52,998)	(2,499)	-	-	-	-	-					
Proceeds from sale of property, plant and equipment	259,378	-	9,933	112,675	139,681	-	-	-	-	-					
Net movement in farmers loan	-	15,264	-	(610,604)	(2,763,736)	-	-	-	-	-					
Dividend received	-	311,988	-	-	-	-	-	-	-	-					
Net cash (used in)/from investing activities	(10,522,397)	(14,826,734)	(5,930,031)	(9,495,275)	(14,041,687)	3,150,000	12,240,000	7,950,000	3,060,000	9,000,000					
<b>Cash flows from financing activities</b>															
Proceeds from long-term borrowings	11,371,964	11,726,187	4,202,043	33,677,355	49,682,112	-	-	-	-	-					
Payments on long-term borrowings	(6,733,904)	(13,467,269)	(6,038,925)	(29,290,601)	(36,350,238)	-	-	-	-	-					
Lease payments	(8,789)	(21,596)	(6,023)	(234,721)	(196,320)	-	-	-	-	-					
Dividends paid to Company's shareholders	(5,756,603)	(3,499,767)	(4,477,671)	(5,486,104)	(2,964,906)	(5,756,603)	(3,499,767)	(4,477,671)	(5,486,104)	(2,964,906)					
Dividends paid to non-controlling interests	(4,994,511)	(14,801,033)	(4,919,693)	(8,540,000)	(12,375,000)	-	-	-	-	-					
Net cash used in financing activities	(6,121,843)	(20,063,478)	(11,240,269)	(9,874,071)	(2,204,352)	(5,756,603)	(3,499,767)	(4,477,671)	(5,486,104)	(2,964,906)					
Increase/(decrease) in cash and cash equivalents	1,658,440	4,093,645	575,043	(4,033,372)	7,816,162	(3,134,702)	7,597,529	2,870,097	(3,691,582)	4,676,780					
<b>Increase/(decrease) in cash and cash equivalents</b>															
At July 1,	(8,159,930)	(12,404,571)	(12,404,571)	(9,004,128)	(16,643,548)	8,582,726	985,197	985,197	4,676,780	-					
Increase/(decrease)	1,658,440	4,093,645	575,043	(4,033,372)	7,816,162	(3,134,702)	7,597,529	2,870,097	(3,691,583)	4,676,780					
Effect on foreign exchange rate changes	788,753	150,995	297,435	632,930	(176,742)	-	-	-	-	-					
<b>At June 30,</b>	(5,712,737)	(8,159,931)	(11,532,093)	(12,404,570)	(9,004,128)	5,448,024	8,582,726	3,855,294	985,197	4,676,780					

### **13.2.6. Accounting policies and explanatory notes**

The summary consolidated financial statements set out in Appendix II are prepared in pursuance with the requirements of the DEM Rules of the Stock Exchange of Mauritius Ltd.

The Directors considered that the presentation of the consolidated statements of financial position, statements of profit or loss and other comprehensive income, statements of changes in equity, statements of cash flows and notes are appropriate.

The summary consolidated financial statements do not include all the information required under IFRS for full financial statements and are not a substitute for the full financial statements from which they have been extracted. The accounting policies applied in the preparation of the full financial statements, from which the summary consolidated financial statements were derived, are in terms of IFRS.

The summary consolidated financial statements are themselves not audited but are extracted from audited information. The directors take full responsibility for the preparation of the summary consolidated financial statements and the correct extraction of financial information from the relevant audited financial statements.





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