

# IMPORTANT NOTICE



## CAUTIONARY ANNOUNCEMENT

### STANBIC HOLDINGS PLC

*(Incorporated in Kenya under the Companies Act (CAP486))*

*Company Number C.12/58*

#### **The Capital Markets Act**

**Chapter 485A of the Laws of Kenya**

*Regulation 19(2) of the Capital Markets (Securities)*

*(Public Offers, Listing and Disclosures) Regulations, 2002*

## **PROPOSED ACQUISITION BY STANBIC AFRICA HOLDINGS LIMITED OF UP TO 59,000,000 ORDINARY SHARES OF STANBIC HOLDINGS PLC FROM OTHER SHAREHOLDERS**

Shareholders of Stanbic Holdings Plc (“Stanbic Holdings”) are advised that Stanbic Holdings was on 15 March 2018 served with a notice of intention by Stanbic Africa Holdings Limited (“SAHL”), to acquire up to 59,000,000 additional ordinary shares in Stanbic Holdings from other shareholders of Stanbic Holdings by means of a tender offer.

SAHL is the holding company of the majority of the African banking subsidiaries of Standard Bank Group Limited, the ultimate holding company of Stanbic Holdings, and already owns 60% of the issued ordinary shares of Stanbic Holdings. If the proposed acquisition of shares is fully taken up, SAHL will control directly and indirectly up to 75% of the issued share capital of Stanbic Holdings. The tender offer will be open to all other shareholders of Stanbic Holdings and SAHL will only acquire additional shares from those shareholders who express their wish to realise their investment in Stanbic Holdings by tendering their shares for sale to SAHL on the terms to be specified in the tender offer. In its notice, SAHL has stated that it does not intend to acquire any more than 59,000,000 additional ordinary shares and that it intends to maintain Stanbic Holdings’ listing on the Nairobi Securities Exchange following completion of the tender offer. Consequently, SAHL intends to apply to the Capital Markets Authority for an exemption from having to make a full takeover offer to acquire the entire issued capital of Stanbic Holdings.

Further details of the proposed tender offer will be issued through the requisite announcements that SAHL will make pursuant to the provisions of the Capital Markets (Take-overs and Mergers) Regulations 2002 and will be subject to necessary regulatory approvals including but not limited to approvals from the Central Bank of Kenya.

Until a further announcement regarding this matter is made, the shareholders of Stanbic Holdings are advised to exercise caution when dealing in Stanbic Holdings ordinary shares on the Nairobi Securities Exchange.

**Lillian N. Mbindyo**

Company Secretary

**Stanbic Holdings Plc**

DISCLAIMER: This announcement is for information purposes only. It has been issued with the approval of the Capital Markets Authority pursuant to the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations 2002 as amended. As a matter of policy, the Capital Markets Authority assumes no responsibility for the correctness of the statements appearing in this announcement.

**Stanbic Moving Forward™**