



**The Capital Markets Act  
 Chapter 485A of the Laws of Kenya  
 The Capital Markets (Licensing Requirements) (General), Regulations, 2002**

**PUBLIC ANNOUNCEMENT  
 PRIVATE TRANSFER OF SHARES OF UMEME LIMITED  
 BY UMEME HOLDINGS LIMITED**

Umeme Holdings Limited (the "Company") which owns fourteen point three per cent (14.3%) of the issued ordinary shares of Umeme Limited ("Umeme") hereby announces for the information of investors and the general public that it has applied for and received an in principle approval from the Capital Markets Authority in Kenya to transfer outside the Nairobi Securities Exchange Limited shares of Umeme, which the Company proposes to sell to selected investors including institutional investors holding Central Depository and Settlement Corporation (CDSC) accounts in Kenya by way of private placement (the "Transaction").

The in principle approval from the Capital Markets Authority enables the Company commence the process of selecting the counterparts for the private transfers. Once the selection of investors is complete, formal applications for approval of

the private transfers to the investors so selected will be lodged with the Capital Markets Authority in accordance with the requirements of the Capital Markets Act.

The Company has decided to realize its investment in Umeme and has opted to effect the Transaction by way of private treaty so as to ensure that the bulk of the shares to be sold are placed with institutional investors who will be able to provide Umeme the continued strategic, financial and governance support that it requires to achieve its objectives.

It is not anticipated that the transaction will have a direct impact on the management or board of Umeme, neither will it have a direct impact on the operation or finances of Umeme.

The sale by way of private treaty is in the best interest of Umeme, its shareholders and the public as it signals the maturation of the East African Region's capital markets, with the result of increasing its international visibility and development. A seamless transaction to allow one of the founding shareholders of Umeme to sell a substantial number of its shares through secondary sales to investors on the Ugandan and Kenyan markets as envisaged in the Transaction would engender the confidence of other investors that the East African capital markets offer ease of transition as well as effective price discovery for large blocks of listed securities. This should encourage greater investment in the East African markets ultimately translating into more effective mobilisation of capital and spurring economic growth.

**Particulars of the Transaction are as detailed hereunder.**

**1. The Issuer**

Name	Umeme Limited a company incorporated in the Republic of Uganda and registered in Kenya on 18 October 2014 pursuant to Part 37 of the Companies Act, Act Number 17 of 2015 under registration number CF/2012/86556.		
Registered Office	LR no. 1870/1575 Empress Plaza, 1st Floor Jalaram road, Off Ring Road Parklands Westlands P.O. Box 41968 – 00100 Nairobi, Kenya		
Core business of issuer	Electricity supply and distribution in Uganda		
Directors	<b>Name</b>	<b>Address</b>	<b>Nationality</b>
	Patrick Bitature (Chairman)	P.O. Box 9421 Kampala, Uganda	Ugandan
	Gerald Ssendaula	P.O. Box 23841 Kampala Uganda	Ugandan
	Stuart David Michael Grylls	2 More London Riverside SE1 2 JT United Kingdom	British
	Adrian Thomas Mucalov	2 More London Riverside SE1 2 JT United Kingdom	Canadian
	Selestino Babungi (Managing Director)	Rwenzori House Plot 1 Lumumba Avenue P.O. Box 23841 Kampala, Uganda	Ugandan
	Florence Nsubuga	Rwenzori House Plot 1 Lumumba Avenue P.O. Box 23841 Kampala, Uganda	Ugandan
	Pieter Adriaan Faling	Rwenzori House Plot 1 Lumumba Avenue P.O. Box 23841 Kampala, Uganda	South African
	Charles Chapman	Rwenzori House Plot 1 Lumumba Avenue P.O. Box 23841 Kampala, Uganda	Irish
	Christopher Nicholson	Rwenzori House Plot 1 Lumumba Avenue P.O. Box 23841 Kampala, Uganda	American
	Florence Namata-Mawejje	Rwenzori House Plot 1 Lumumba Avenue P.O. Box 23841 Kampala, Uganda	Uganda
	Sam Zimbe	Rwenzori House Plot 1 Lumumba Avenue P.O. Box 23841 Kampala, Uganda	British
Representative in Kenya	Conrad Nyukuri of P.O. Box 4198-00100, Nairobi, Kenya		
Exchanges on which security is listed	Uganda Securities Exchange Limited: Primary listing Nairobi Securities Exchange Limited: Secondary listing		

**2. The Securities**

Security	Ordinary shares of Umeme Limited with a par value of Uganda Shillings (UGX) 17.087763.
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Quantum of securities to be sold	Up to 232,214,516 ordinary shares comprising approximately 14.3% (fourteen decimal three per cent) of the issued ordinary shares of Umeme Limited will be offered in total. The number of shares to be made available to selected investors with Central Depository and Settlement Corporation (CDSC) accounts in Kenya will only be established on completion of the accelerated bookbuild process is completed and will be disclosed in completion announcements to be published subject to the approval of the Capital Markets Authority on conclusion of the Transaction.
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**3. The Seller**

Seller	Umeme Holdings Limited
Name and address of Seller	Les Cascades Edith Cavell Street Port Louis Mauritius
Date and place of incorporation	Incorporated in the Islands of Bermuda on 21 January 2004 with company number C09704 Registered by Continuation in the Republic of Mauritius on 26 July 2011.
Core activities	Investment holding
Directors	(i) Ravindranth Santosh Kumar Hazareesing (ii) Bhavana Banyamandhub
Management	(i) Ravindranth Santosh Kumar Hazareesing (ii) Bhavana Banyamandhub
Major shareholders	Actis Infrastructure Umeme Limited

**4. The Transaction Structure**

Broad structure	Private placement to institutional investors selected by way of an accelerated bookbuild process (please note there is no public offer of securities).
Offer Price	To be established through an accelerated bookbuild process.
Target investors	Qualified institutional investors in Uganda and Kenya.
Bookbuild process	The Bookrunner will elicit and compile applications for the shares to be sold from selected institutional investors to determine a clearing price. The Bookrunner will have primary responsibility for the Bookbuild and will invite Qualified Institutional Investors to participate. To bid in the Bookbuild investors will place their orders directly with the Bookrunner, through a recorded record via the internet or recorded telephone line, stating the number of shares which the prospective investor wishes to acquire, the price and the preferred currency.  At the close of the Bookbuild period and following a review of the orders received, each prospective investor's allocation will be determined at the discretion of the Bookrunner following consultation with the Company. These allocations will be confirmed by the Bookrunner as soon as practicable following the close of the Bookbuild.

**5. Indicative Time Table (subject to change)**

7 November 2016	Suspension of trading in Umeme Limited shares on the NSE and the USE Bookbuild opens
9 November 2016	Bookbuild closes (please note that the bookbuild could close earlier at the discretion of the book runner)
10 November 2016	Announcement of allocations to participating investors only

15 November 2016	Lifting of suspension
15 November 2016	Settlement of consideration
17 November 2016	Crediting of shares to the CDS accounts of the purchasers of the shares

**6. Transaction Advisers**

Lead Transaction Advisers	Stanbic Bank Uganda Limited Crested Towers, Short Tower 17 Hannington Road P.O. Box 7131 Kampala, Uganda SBG Securities Limited Crested Towers, Short Tower 17 Hannington Road Kampala, Uganda
Book Runners	Stanbic Bank Uganda Limited Crested Towers, Short Tower 17 Hannington Road P.O. Box 7131 Kampala, Uganda  SBG Securities Limited Crested Towers, Short Tower 17 Hannington Road Kampala, Uganda
Legal Advisers to the Company	Clifford Chance LLP 10 Upper Bank Street London E14 5JJ United Kingdom
Ugandan Legal Counsel to the Company	Masembe, Makubuyu, Adriko, Karugaba and Ssekatawa Advocates (MMAKS Advocates) DTB Centre 3rd Floor Plot 17/19 Kampala Road P.O. Box 7166 Kampala Uganda
Kenyan Legal Counsel to the Company	Bowmans Coulson Harney West Wing, ICEA Lion Centre Riverside Park Chiromo Road Westlands Nairobi Kenya
Legal advisers to the Book Runner	King & Wood Mallesons LLP 10 Queen Street Place London EC4R 1BE United Kingdom
Share Registrars	Custody and Registrars Services Uganda Limited (C & R) Diamond Trust Bank Centre Suite 12A, 12th Floor Plot 17/19 Kampala Road Kampala Uganda

Further announcements will be made on completion of the Transaction.

This announcement has been issued with the approval of the Capital Markets Authority in Kenya.

COMPANY SECRETARY  
 7<sup>th</sup> November 2016