

Company number

Zanzibar Business and Property Registrations Agency

FIRST SCHEDULE

Notice to non-assenting shareholders

[Made under regulation 54(2)]

(Please complete in typescript or in bold block capitals)

Re: Limited (“the Transferor Company”)

Notice by Limited (“the Transferee Company”)

To: (a)

Whereas a scheme or contract involving the transfer of the (b) shares in the Transferor Company to the Transferee Company was up to day of 20....., (being a date within 4 months of the making of the offer in that behalf by the Transferee Company) approved by the holders of not less than nine-tenths in value of those shares (other than shares already held at the date of the offer by or by a nominee for the Transferee Company or its subsidiary), and

Whereas in pursuance of that scheme or contract, (c) shares were on day of 20....., transferred to the Transferee Company or to its nominee.

Now therefore, the Transferee Company, in pursuance of section 222(2) of the Act, hereby gives you notice that those shares together with such other shares in the Transferor Company as were held by or by a nominee for the Transferee Company or its subsidiary on the said date comprise or include nine-tenths in value of the (b) shares in the Transferor Company.

And further take notice that you may within 3 months from the giving of this notice give notice that you require the Transferee Company to acquire your holding of (b) shares in the Transferor Company, and that if you give such notice the Transferee Company shall be entitled and bound to acquire those shares on the terms on which under the said scheme or contract the shares of the approving shareholders were transferred to it, or on such other terms as may be agreed or as the Court (on the application either of the Transferee Company or yourself) thinks fit.

Signed.....
for the Transferee Company
(director / secretary)

Date.....

- (a) *[insert name(s) and address(es) of non-assenting shareholder(s)]*
- (b) *[if the offer is limited to a certain class or classes of shareholders, state description of that class or those classes.]*
- (c) *[state amount of shares transferred]*