

THIS ABRIDGED CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Abridged Circular is neither a prospectus nor an invitation to the public to subscribe for shares in Seed Co Limited ("the Company"), but is a document issued in compliance with the Zimbabwe Stock Exchange ("ZSE") Listings Requirements, for the purposes of giving information to Seed Co Limited shareholders regarding an Offer by Seed Co International Limited to all Seed Co Limited shareholders to acquire the shares held by them to be settled through the issuance of new Seed Co International Limited shares ("the Offer" or "the Transaction"), whose terms and conditions are fully set out in this Abridged as well as the Full Circular.

Action required:

- Shareholders who wish to accept the Offer must complete the form of acceptance, surrender and transfer attached to this Abridged Circular in accordance with the instructions therein;
- The completed form of acceptance, surrender and transfer must be forwarded, together with the relevant Documents of Title to the transfer secretaries, by hand or mail to Corpserve Registrars (Private) Limited, 2nd Floor, ZB Centre, Corner First Street and Kwame Nkrumah Avenue, Harare; or by email to corpserve@escrowgroup.org
- If you are in any doubt as to the action you should take, please consult your stockbroker, banker, accountant or other professional advisor immediately; and
- If you no longer hold any shares in Seed Co Limited, you should send this Abridged Circular as soon as possible to the stockbroker, bank or other agent through whom the sale of your shareholding in Seed Co Limited was executed for onward delivery to the purchaser or transferee of your shares.

SEED CO INTERNATIONAL LIMITED
(Incorporated in Botswana)
Registration number: 2000/3152
BSE code: SCIL UIN: BW: 0000 2529282



SEED CO LIMITED
(Incorporated in Zimbabwe)
Registration number: 217/83
ZSE code: SEED.zw ISIN: ZW000 901 150 4

The African Seed Company

ABRIDGED CIRCULAR TO SEED CO LIMITED SHAREHOLDERS

REGARDING:

- An Offer by Seed Co International Limited to all Seed Co Limited shareholders to acquire the shares held by them to be settled through the issuance of new Seed Co International Limited ordinary share for every 0.98 Seed Co Limited ordinary shares held; and incorporating
- A form of Acceptance Surrender and Transfer for use by Seed Co Limited shareholders who wish to accept the Offer.

Financial Advisors to Seed Co International Limited



Independent Financial Advisors to the Independent Directors of Seed Co Limited



Legal Advisors



Independent Reporting Accountants & Auditors



Transfer Secretaries



Sponsorina Brokers



This Abridged Circular as well as the Full Circular is only available in English. Copies of the Full Circular are available at the Registered Offices of the Company and can also be downloaded from <https://www.seedcogroup.com/zw/>

Date of issue: Wednesday 13 January 2021

1. INTRODUCTION

Seed Co International Limited ("SCIL") was incorporated on 7 July 2000 in Botswana under the International Financial Services Centre. It is registered under company unique identification number BW0000 2529282. The Company was a wholly-owned subsidiary of Seed Co Limited ("SCL") until 9 August 2018 when the Shareholders of SCL approved the partial unbundling and separate listing of SCIL. SCIL was partially unbundled through a dividend-in-specie of its shares to SCL Shareholders. SCL retained a 27% shareholding in SCIL which it still owns to date.

SCIL and SCL operate under 'the African Seed' brand with their operations falling under the same management and sharing various support and technical functions. Following recent developments in the economy necessitated by the Zimbabwean monetary authorities' desire to stabilise the economy through eliminating foreign exchange volatilities, the Board of Directors of SCIL resolved to bundle the two Companies. The bundling will be achieved through the acquisition of 100% of SCL's issued share capital by SCIL by way of an open market Offer in compliance with the COBE and the ZSE Listings Requirements.

The Government of the Republic of Zimbabwe ("Government of Zimbabwe"), through the monetary and fiscal authorities introduced a cocktail of measures aimed at stabilizing the Zimbabwean economy. Some of the measures include:

- taming the perennial budget deficit that had become an albatross on the entire economy;
- introducing the auction foreign currency trading system;
- suspending the trading in the shares of dual-listed companies on the ZSE in order to eliminate implied foreign currency exchange rates;
- creating the VFEX as a special economic zone (offshore financial services center) stock exchange that will trade in USD and accompanied with various fiscal incentives;
- transferring dual listed companies' secondary listings from the ZSE to the VFEX; and
- several monetary policy interventions aimed at curbing activities on the parallel foreign currency exchange market.

Stability in the foreign exchange rate is regarded as the backdrop of economic stability in Zimbabwe as it is envisaged as a solution to tame speculative behavior and local currency inflation. Investigations undertaken by Zimbabwean monetary authorities noted that implied exchange rates were being derived from the comparison of dual listed share prices on the ZSE and other exchanges. Such implied exchange rates were believed to be leading indicators of parallel foreign exchange rates. This perception compelled the authorities to suspend trading in the shares of dual listed companies

on the ZSE. The authorities have subsequently facilitated the creation of the VFEX, where in the first instance it is envisaged dual listed companies including SCIL will trade in USD.

To consummate the proposed acquisition of SCL by SCIL, this Abridged, as well as the Full Circular, has been prepared and issued for the purposes of presenting the Offer that is being made by SCIL to the Shareholders of SCL in terms of the ZSE Listings Requirements and COBE.

2. MIGRATION OF SCIL'S SECONDARY LISTING FROM ZSE TO VFEX AND RESTORATION OF SCIL SHARES' FUNGIBILITY

SCIL's secondary listing on the ZSE was terminated on 23 October 2020. SCIL's shares were subsequently listed on the VFEX on 26 October 2020. On 5 November 2020, the Minister of Finance and Economic Development announced the lifting of all fungibility restrictions on SCIL's shares following the suspension of fungibility of the shares on 15 March 2020. Accordingly, and subject to prevailing exchange control regulations regarding fungibility, SCIL shares are now freely transferrable for trading on either the BSE or the VFEX and the transferability is allowed in either direction.

3. RATIONALE FOR THE OFFER

The rationale for the Offer is premised on SCIL's:

- strategic response to the changes in the status of its Secondary Listing in Zimbabwe brought about by policy initiatives introduced by the Government of Zimbabwe. It is now thought that transferring only one of the entities, SCIL, to the VFEX trading in US\$ while leaving SCL on the ZSE trading in Z\$ will not protect value for shareholders. Against this background, SCIL deemed it strategically fit to integrate SCL's operations under SCIL with a view to strengthening the profile of SCIL following its Secondary Listing's migration from the ZSE to the VFEX. This integration of the Zimbabwean operations will make SCIL's profile on the VFEX comparable to its dual listed counterparts whose make up comprise both international and Zimbabwean operations.
- long-term strategy of being the "African Seed Company" whose realization will not be achieved with the exclusion of the Zimbabwean operations held through SCL. It should be noted that despite the partial unbundling and separate listing of SCIL, the majority shareholding structure of SCIL continue to mirror that of SCL. In addition to this strategic pursuit, benefits of the proposed acquisition of SCL by SCIL also include the harmonization of synergies as well as the elimination of duplicated functions and associated costs:
 - harmonization of governance structures;
 - harmonization of administrative functions;
 - elimination of costs of maintaining two listed entities such as annual listing fees and disclosure costs (annual reports and shareholder meetings);
 - seamless sharing of support and technical functions including but not limited to Human

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- leveraging the SCIL regional balance sheet to access affordable hard currency debt and equity funding as and when necessary. The current structure puts SCIL in a dilemma of making sure the sister operations in Zimbabwe survive the turbulence in Zimbabwe in a manner that does not raise conflict of interests from a related-party perspective.

By accepting the Offer, existing and eligible new Zimbabwean shareholders will also have full exposure:

- to the country risk hedge provided by the regional operations of SCIL; and
- foreign currency dividend distributions by SCIL which already reports its financial results and pays out dividends in US\$.

If the SCL acquisition does not take place, then SCIL and SCL will both remain separate companies with substantially the same shareholding and the benefits outlined above will not be available to either SCIL or SCL.

4. TERMS OF THE OFFER

SCIL hereby offers to acquire, on the terms set out in this Abridged Circular, from the SCL Shareholders all their SCL ordinary shares for the Offer Consideration. SCL Shareholders who accept the Offer by the Closing Date shall receive 1 new SCIL share for every 0.98 shares they hold in SCL. The share swap is based on the relative intrinsic values of SCIL and SCL determined through an independent valuation of the two companies. The share swap ratio represents a premium of 5% on the average 30-day and 60-day VWAPs of SCIL and SCL shares as of 26 June 2020.

The Offer will be implemented in accordance with the COBE and the ZSE Listings Requirements in three stages as follows:

a) Primary Offer: -

The publication of this Abridged Circular shall constitute SCIL's Primary Offer to the Shareholders of SCL from the date of publication to the date of receiving acceptances aggregating to 35% of all the issued shares of SCL. Acceptances of the Offer by 35% of the Shareholders of SCL will constitute an acquisition by SCIL of a Control Block in SCL in terms of the provisions of COBE and the mandatory offer requirements of the ZSE Listings Requirements.

b) Secondary Offer: -

It is SCIL's intention to invoke the takeover provisions of the ZSE Listings Requirements and COBE immediately after receiving acceptances in aggregate of 35% of the entire issued share capital of SCL. Immediately after receiving acceptances by holders of at least 35% of the entire issued shares of SCL, SCIL will, through an announcement in the Zimbabwean Press, the ZSE portal and on the SCL website, notify the remaining SCL Shareholders ("the Remaining Shareholders") of its intention to acquire their shares on the same terms as those by which it would have acquired the Control Block ("the Secondary Offer"). The Secondary Offer will be open for 30 days.

c) Drag-along acquisition (*right of Offeror with 90% to squeeze out minorities*)

If at least 90% of the Remaining Shareholders accept the Secondary Offer, SCIL shall be entitled to acquire all the remaining SCL shareholders on the same terms that applied to shares whose holders accepted both the Primary Offer and the Secondary Offer, in terms of COBE.

In the event of the Drag-along provision of COBE being triggered, SCL shareholders who do not make an election or who are untraceable will have their allotted shares held in trust by the Transfer Secretaries for onward transmission upon tendering of genuine claims by the concerned shareholders.

4.1 Pricing of the Offer

The pricing of the Offer has been adjudged to be fair and reasonable by the Independent Financial Advisors, Deloitte. Pricing of the Offer was arrived at having considered the intrinsic values of SCIL and SCL, the market values on both the BSE and ZSE before the suspension of trading on the ZSE on 26 June 2020, comparable precedent transactions, the willing-seller and willing-buyer open market offer nature of the proposed Transaction, acquisition of control to achieve SCIL's takeover objective, and the rationale for the Proposed Transaction.

4.2 Offer Acceptances

All valid acceptances received by SCIL from SCL shareholders during the Primary Offer shall be deemed to be valid acceptances for the Secondary Offer unless withdrawn through a written notice to SCIL within 48 hours after the Secondary Offer has been published.

Notwithstanding the foregoing, should the takeover and de-listing threshold of 70% SCL issued share capital acceptances to the SCIL open market offer not be reached, SCIL will not proceed with the acquisition of any SCL shares. Accordingly, the offer is therefore conditional upon acceptances to the SCIL's open market offer cumulatively exceeding 70% of SCL's issued share capital.

4.3 Settlement of the Offer consideration

- The Offer Consideration will, where the Documents of Title have been validly surrendered prior to the Closing Date, be credited to the Offer Participants' CSD accounts on or about the Settlement Date;
- SCL shareholders will get a full share for every fractional entitlement resulting from the calculation of the Offer consideration;

- Where no CSD account is held, the Offer Consideration in the form of SCIL Share Certificates due to Offer Participants will be posted to the addresses registered in the Register at the risk of such Offer Participants, unless written instructions to the contrary are furnished in the attached Form of Acceptance, Surrender and Transfer;
- If the Offer Consideration is not sent to the Offer Participant entitled thereto, or transferred directly into such Offer Participants' CSD, because the relevant Documents of Title, have not been validly surrendered; or in the case of the Drag-along where the SCL shareholders cannot be traced or do not accept the Offer, unless otherwise agreed between SCIL, SCL and any of the Offer Participants, then the relevant Offer Consideration will be held in trust by the Transfer Secretaries for the benefit of the Offer Participants and/or untraceable SCL shareholders concerned until claimed by such relevant Offer Participants and/or untraceable SCL shareholders;
- The SCIL shares which will be exchanged with the SCL shares will be acquired by the SCL Shareholders free from any liens, charges including intermediated money transfer tax, equitable interests, third party rights and encumbrances and together with all rights attaching thereto, on or off after the Closing Date, including the right to all dividends and other distributions (if any) declared, made or paid after that date; and
- Non-Resident Zimbabwean SCL shareholders, registered as such, who accept the Offer and elect to receive SCIL shares as consideration may, subject to Zimbabwean Exchange Control Regulations, have the options of maintaining their new SCIL shares on the Secondary Register in Zimbabwe or on the Primary Register in Botswana. By default the Company will apply for the listing of all new acquisition shares on the VFEX and eligible Non-Resident shareholders may subsequently engage their Stockbroker and/or the Transfer Secretaries in Zimbabwe should they wish to migrate their new SCIL shares from the Zimbabwean Register to the Botswana Register subject to Zimbabwean Exchange Control Regulations.

4.4 Termination of listing of SCL shares on the ZSE

Subject to the Offer being accepted by shareholders of SCL to the extent that SCIL's shareholding in SCL reaches more than 70% or SCL has less than 300 shareholders, SCL will apply for voluntary delisting of SCL from the ZSE in terms of section 11(6) (b) of the ZSE Listing Requirements.

SCL Shareholders' attention is brought to the disadvantages of owning shares in an unlisted company which include but are not limited to the following:

- exit prospects for any remaining shareholders will be limited and share trading will have no easily determinable reference price; and
- unlisted company protocols may differ from those of listed companies.

4.5 Offer period

The Primary Offer opens for acceptance at 0900 hours on Wednesday 13 January 2021 and will close at the earlier of the announcement of the acquisition of a Control Block and commencement of the Secondary Offer or at 1600 hours on Wednesday 3 February 2021. In terms of the takeover provisions of COBE, SCIL's Secondary Offer will remain open for a period of thirty days after the date on which the Secondary Offer is announced and sent to the Remaining Shareholders by way of announcement in the Zimbabwean press, the ZSE portal and on the SCL website.

4.6 Conditions precedent

The full acquisition of SCL by SCIL is subject to the following conditions being satisfactorily completed or lawfully waived:

- the acceptance thresholds of the Primary Offer and the Secondary Offer being reached and total acceptances reaching at least 70% of the issued shares of SCL to pave the way for the delisting of SCL from the ZSE and implementation of Drag Along provisions of the COBE.
- approval by the Exchange Control Authorities of Zimbabwe for SCIL, a foreign registered company, to acquire the shares of SCL; and
- approval of the proposed SCL acquisition by the Competition and Tariff Commission of Zimbabwe.

5. TAX IMPLICATIONS

The tax treatment of the Offer Consideration is dependent on the Offer Participants' individual circumstances and on the tax jurisdiction applicable to the respective Offer Participants. Offer Participants are advised to consult their professional advisors or bank regarding their individual tax position in relation to their participation in the Offer. The Offer is made gross of tax, and where applicable Capital Gains Tax will be deducted at source prior to settlement of the Offer Consideration. Shares withheld from shareholders for tax purposes will be rounded to the nearest whole number.

6. MATERIAL SCL BORROWINGS

As at the Last Practicable Date, SCL owed SCIL an amount of US\$10.4m and this debt has been successfully registered with the RBZ as legacy debt.

SCL also recently concluded a US\$12.5m, 7-year facility with Proparco Groupe Agence Francaise De Developpement, a development finance institution. The facility is secured by a pledge of SCL's 27.3% residual investment in SCIL and the principal debt service source would be SCL's research and development fees/royalty recoveries.

Draw-down on the facility is pending fulfillment of customary conditions precedent. Full details of the facility will be disclosed in SCL's next annual report.

7. LITIGATION STATEMENT

There are no legal or arbitration proceedings, pending or threatened, that SCL nor SCIL is aware, that may have or have had a material effect on the financial position of either SCL or SCIL in the 12-month period preceding the Last Practicable Date.

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8. FUTURE PROSPECTS OF SCL POST THE PROPOSED ACQUISITION BY SCIL

The prospects of SCL, if successfully acquired by SCIL, will remain to a larger extent positively correlated with the general performance of the Zimbabwean economy and the effects of the Covid-19 pandemic. To some extent, SCL's operations will continue to show some resilience to its depressed operating environment owing to the following:

- a business model at the nucleus of the food chain will continue to benefit from enhanced agriculture sector and food security focus by Government and development partners;
- the completion of the Artificial Seed Drying Plant, at the Stapleford main factory site and country head office, that is expected to deliver seed to the market early as seed can be harvested early for processing thus reducing field losses due to diseases, pests and weather elements;
- reduced foreign currency exposure through the settlement of the legacy debt;
- the support the Zimbabwean operations will receive from SCIL backed by its regional balance sheet and equity listings on the BSE and VFEX; and
- the positive results of a Covid-19 Business Continuity Plan whose implementation is currently an ongoing exercise by management under the stewardship of the Board.

9. OPINIONS AND RECOMMENDATIONS

In accordance with the ZSE Listings Requirements, an independent expert is required to be appointed to provide the Independent Directors with an opinion as to whether the terms of the Offer are fair and reasonable to shareholders. The Independent Directors have appointed Deloitte Advisory Services (Private) Limited ("Deloitte") as the Independent Financial Advisors to provide them such an opinion as to whether the terms of the Offer are fair and reasonable to SCL shareholders. Taking into consideration the terms and conditions of the Offer, Deloitte is of the opinion that such terms and conditions are fair and reasonable to SCL shareholders. The Independent Financial Advisors' opinion is included in the Full Circular and has not been withdrawn prior to the publication of this Abridged Circular.

The Independent Directors, having had regard to the independent fair and reasonable opinion of the independent expert, have concluded that the Offer is fair and reasonable given the prospects of SCL post the proposed acquisition by SCIL.

10. DIRECTORS' INTERESTS AND DEALINGS IN SHARES

SCIL's interest and dealing in SCIL shares

SCL holds 104,124,874 SCIL ordinary shares representing 27.3% of the issued share capital of SCIL.

Directors' interest and dealing in SCIL and SCL shares

The following table illustrates the direct and indirect shareholding of the directors of SCIL and SCL in the share capital of the respective companies.

Director	Number of shares in SCIL	% holding in SCIL	Number of shares in SCL	% holding in SCL
M. Nzwere	180,000	0.05%	180,000	0.07%
J. Matorofa	112,000	0.03%	Nil	Nil
R.C.D. Chitungu	331	0.00%	372	0.00%
F. Ruwende	12,226	0.003%	14,248	0.01%

11. DIRECTORS' REMUNERATION AND SERVICE CONTRACTS

The total remuneration receivable by SCL directors will not be varied because of the Offer. There are no material particulars of an abnormal nature in respect of SCL directors' service contracts which require specific disclosure, nor were any directors' service contracts entered into or amended during the period beginning six months prior to the opening date and ending on the Last Practicable Date.

The service contracts of SCL directors will not be affected by the Offer.

12. COMPOSITION OF THE SCL BOARD FOLLOWING IMPLEMENTATION OF THE OFFER

SCIL does not intend to make changes to the Board of SCL following the implementation of this Offer and the subsequent delisting of SCL from the ZSE. However, should any changes occur, these shall be communicated in due course and through the appropriate channels when the decision is made.

Nothing contained in this paragraph shall preclude the board of SCL and/or SCL shareholders from removing any director of SCL in accordance with the provisions of the COBE after the implementation of this Offer and the delisting of SCL from the ZSE.

13. MATERIAL AGREEMENTS

No agreements which can be considered to be material to a decision by SCL shareholders regarding the Offer have been entered into between SCL and SCIL, or between SCL and any of the directors of SCIL, or any persons who were directors of SCIL in the 12 months preceding the Offer, or between SCL and any other SCIL shareholders who hold any beneficial interests in SCL, or any person who were SCL shareholders or beneficially interested in SCL shares in the 12 months preceding the Offer.

14. IRREVOCABLE UNDERTAKINGS

No irrevocable undertakings to accept the Offer have been received from Shareholders in respect of their shareholdings in SCL.

15. RESPONSIBILITY STATEMENT

The Board, insofar as any information in this Abridged Circular relates to SCL or to the matters on which it is required to opine, and the directors of SCIL, insofar as any information in this Abridged Circular relates to SCIL:

- accept responsibility for the information contained in this Abridged Circular;
- certify that, to the best of their knowledge and belief, the information contained in this Abridged Circular is true and that there are no other facts, the omission of which would make any statement false or misleading; and
- this Abridged Circular has not omitted anything that is likely to affect the importance of the information contained herein insofar as it relates to a matter which they are required to opine.

No Independent Director is excluded from the statements in this paragraph.

16. EXPERT CONSENTS

Corporate Excellence, ABC Stockbrokers, Ernst & Young, Corpserve, Atherstone & Cook and Deloitte have given, and have not withdrawn, their consents to the issue of this Abridged Circular with the inclusion of their logos, names and reports in the forms and contexts in which they appear.

17. IMPORTANT DATES RELATING TO THE OFFER

Event	Date
Full Circular incorporating Offer posted to SCL shareholders	Wednesday, 13 January 2021
Abridged Circular to SCL Shareholders published	Wednesday, 13 January 2021
Primary Offer opens at 0900 hours	Wednesday, 13 January 2021
Primary Offer closes at 16000 hours	Wednesday, 3 February 2021
Primary Offer results released	Friday, 5 February 2021

Notes

- The above dates are subject to such changes as may be agreed by the Boards of SCL and SCIL and approved by the ZSE, if required and any amendments will be published in the Zimbabwean press, the ZSE portal and on SCL's website.
- Although the salient dates and times are subject to change, such statements may not be regarded as consent or dispensation for any change in time periods which may be required in terms of the COBE, where applicable, and any such consents or dispensations must be specifically applied for and granted.
- The Primary Offer will close at the earlier of the announcement of the acquisition of a Control Block and commencement of the Secondary Offer or at 1600 hours on Wednesday 27 January 2021.
- In terms of the COBE, the Offer for remaining shares must remain open for at least thirty [30] days from the date of sending the Offer to shareholders. Accordingly, the Offeror reserves the right to change the closing date of the Offer for remaining shares to a later business day, which date shall not be earlier than 30 days after the opening date of the Offer.
- All times indicated above and elsewhere in this Abridged Circular are Zimbabwean standard times.

18. DOCUMENTS AVAILABLE FOR INSPECTION

The following original documents, or certified copies thereof, will be made available for inspection at the registered offices of SCL, 1 Shamwari Road, Stapleford, P.O Box WGT64, Westgate, Harare Zimbabwe during normal business hours, on week days from Wednesday 13 January 2021 until the closing date of the Secondary Offer.

- the Memorandum and Articles of Association for SCL;
- the audited financial statements of SCL for the years ended 31 March 2018, 31 March 2019 and 31 March 2020. The financial statements are also available for viewing and downloading using the following link: <https://www.seedcogroup.com/investors/results/annual-reports>;
- the report by the Independent Financial Advisors to the SCL Board;
- original letter from ZSE approving publication of this Abridged as well as the Full Circular;
- the experts' consent letters; and
- the original signed copy of the Full Circular to Shareholders.

19. COSTS OF THE PROPOSED TRANSACTION

The costs of the Proposed Transaction are expected to amount to approximately US\$300,000 which relate to various advisory, accounting, regulatory as well as advertising, printing and postage charges. All costs of the Proposed Transaction except the independent financial advisors' fees will be borne by SCIL, the acquirer.

The table below depicts a breakdown of the costs of the Proposed Transaction.

Description	Amount (US\$)
Professional fees	227,100
Stock Exchange, regulatory fees, printing and distribution expenses	50,000
Independent financial advisors' fees	22,900
Total	300,000

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20. FINANCIAL HIGHLIGHTS

Seed Co Limited	Audited		
	Inflation adjusted		Historical
	31-Mar-20	31-Mar-19	31-Mar-18
	Z\$	Z\$	US\$
Consolidated Statements of financial position			
Assets			
Non-current assets			
Property, plant & equipment	1,030,945,775	640,224,792	31,318,103
Investment in associates and joint ventures	479,774,003	445,176,307	4,589,256
Goodwill	-	-	264,472
Non-current financial assets	5,114,646	136,191,253	12,255,332
Deferred tax asset	-	-	573,852
	1,515,834,424	1,221,592,352	49,001,015
Current assets			
Inventories	631,985,238	174,250,064	17,027,367
Trade and other receivables	220,203,137	183,568,184	19,014,647
Amounts due from related entities	9,481,805	71,419,318	-
Other current financial assets	-	116,437,068	40,757,278
Cash and cash equivalents	33,829,569	98,061,225	12,048,606
	895,499,749	643,735,859	88,847,898
Assets held for distribution	-	-	111,820,718
	895,499,749	643,735,859	200,668,616
Total assets	2,411,334,173	1,865,328,211	249,669,631
Equity & Liabilities			
Equity			
Share capital	8,076,504	1,882,974	241,883
Non-distributable reserves	-	-	52,379,234
Share premium	396,288,873	378,451,720	-
Share based payments reserve	14,467,969	12,931,901	-
Asset revaluation reserve	523,621,392	-	-
Foreign currency translation reserve	(94,626,554)	(35,236,574)	-
Retained earnings	1,014,427,202	1,162,337,237	149,525,911
Changes in ownership reserve	-	-	562,318
Reserves of a disposal group held for distribution	-	-	(16,992,540)
Equity attributable to equity holders of the parent	1,862,255,386	1,520,367,258	185,716,806
Non-current interests	-	-	2,490,597
Total equity	1,862,255,386	1,520,367,258	188,207,403
Liabilities			
Non-current liabilities			
Interest-bearing loans and borrowings	6,938,714	-	-
Deferred tax liability	362,757,974	146,462,131	6,048,175
	369,696,688	146,462,131	6,048,175
Current liabilities			
Trade and other payables	10,837,184	10,076,343	11,156,074
Amounts due to related entities	9,702,514	147,656,525	-
Interest-bearing loans and borrowings	57,764,478	-	906,651
Income tax payable	73,246,971	13,679,839	1,227,690
Provisions	27,830,952	27,086,115	4,710,013
	179,382,099	198,498,822	18,000,428
Liabilities directly associated with the assets held for distribution	-	-	37,413,625
Total liabilities	549,078,787	344,960,953	61,462,228
Total equity & liabilities	2,411,334,173	1,865,328,211	249,669,631

Seed Co Limited	Audited		
	Inflation adjusted		Historical
	31-Mar-20	31-Mar-19	31-Mar-18
	Z\$	Z\$	US\$
Consolidated Income statements			
Revenue	1,076,267,591	563,446,797	63,364,173
Cost of sales	(378,007,031)	(255,826,041)	(26,714,404)
Gross profit	698,260,560	307,620,756	36,649,769
Other income	218,887,672	22,648,619	2,401,075
Operating expenses	(274,583,312)	(168,283,340)	(17,496,334)
Operating profit	642,564,920	161,986,035	21,554,510
Finance income	4,142,172	13,697,294	1,435,213
Finance costs	(34,917,546)	(4,999,440)	(131,850)
Net monetary (loss)/gain	(695,999,351)	-	-
Share of loss from joint venture	94,561,426	19,778,676	1,250,527
Profit before taxation	10,351,621	190,462,565	24,108,400
Income tax expense	(130,735,210)	(36,891,486)	(6,993,525)
Profit after tax	(120,383,589)	153,571,079	17,114,875
Profit from discontinued operations	-	537,326,290	4,316,904
(Loss)/Profit for the year	(120,383,589)	690,897,369	21,431,779
Attributable to:			
Equity holders of the parent	(120,383,589)	690,897,369	21,516,060
Non-controlling interests	-	-	(84,281)
(120,383,589)	690,897,369	21,431,779	
Earnings per share			
Basic earnings per share - cents	(49.19)	285.03	8.99
Diluted earnings per share - cents	(78.78)	285.03	8.94
Headline earnings per share - cents	(52.09)	63.38	8.99

Seed Co Limited	Audited		
	Inflation Adjusted		Historical
	2020	2019	2018
	Z\$	Z\$	US\$
Consolidated Statements of Cash Flows			
Operating activities			
Profit before tax	10,351,621	190,462,564	29,568,563
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation of property, plant and equipment	27,930,087	11,854,840	3,557,403
(Profit)/loss on disposal of property, plant and equipment	(1,782,477)	65,293	36,836
Share of profit from associates and joint venture	(94,561,426)	(19,778,676)	(1,250,527)
Unrealised exchange losses	-	-	(68,250)
Share based payments	1,536,068	4,343,177	-
Allowance for credit losses	-	-	2,500,832
Allowance for credit losses	-	-	323,181
Finance income	(4,142,172)	(13,697,294)	(1,486,134)
Finance cost	34,917,546	4,999,440	2,489,324
Operating cash flows before working capital changes	(25,750,753)	178,249,344	35,671,228
<i>Working capital adjustments:</i>			
Increase in inventories	(457,735,174)	(68,353,227)	(5,728,808)
Increase in biological assets	-	-	(395,486)
Increase in trade and other receivables	(36,634,953)	(141,667,535)	5,937,555
Decrease/(increase) in amounts owed by related entities	61,937,513	(7,435,098)	-
Decrease/(increase) in other current financial assets	116,437,068	(26,430,127)	-
Increase/(decrease) in trade and other payables	760,841	(6,512,270)	(770,725)
(Decrease)/increase in amounts owed to related entities	(137,954,012)	53,658,611	-
Increase/(decrease) in provisions	744,837	(7,754,265)	-
Cash generated from operations	(478,194,633)	(26,244,567)	34,713,764
Income tax paid	(20,087,644)	(58,960,471)	(10,003,951)
Net cash flows (utilised in)/ generated from operating activities	(498,282,277)	(85,205,038)	24,709,813
Investing activities			
Proceeds from sale of property, plant and equipment	1,976,488	667,728	255,511
Purchase of property, plant and equipment	(196,821,378)	(33,101,555)	(7,947,320)
Investment in associate	-	(24,224,030)	-
Investment in other financial assets	-	-	(34,869,305)
Loans and receivables net receipts/(advances)	131,076,607	(2,879,291)	-
Dividends received	21,063,412	-	400,000
Interest received	4,142,172	13,697,294	1,486,134
Net cash flows utilised in investing activities	(38,562,699)	(45,839,854)	(40,674,980)
Financing activities			
Proceeds from exercise of share options	1,031,533	4,348,544	1,451,283
Proceeds from borrowings	143,764,478	-	-
Partial disposal of interest subsidiary	-	-	1,837,500
Capital contribution by non-controlling interest	-	-	1,119,336
Repayment of borrowings	(79,061,286)	(500,000)	(270,950)
Dividend paid	(4,527,295)	(83,326,134)	(5,144,872)
Interest paid	(34,917,546)	(4,999,440)	(2,489,324)
Net cash flows generated from/(utilised in) financing activities	26,289,884	(84,477,030)	(3,497,027)
Net (decrease)/increase in cash and cash equivalents	(510,555,092)	(215,521,922)	(19,462,194)
Effects of monetary gains/(losses)	446,323,436	(91,666,830)	180,065
Cash and cash equivalents at beginning of year	98,061,225	405,249,977	18,129,718
Cash and cash equivalents at end of year	33,829,569	98,061,225	(1,152,411)

Seed Co Limited	Audited		
	Inflation adjusted		Historical
	31-Mar-20	31-Mar-19	31-Mar-18
	Z\$	Z\$	US\$
Consolidated Statements of Changes in Equity			
As at 1 April 2017			
Profit for the year	1,076,267,591	563,446,797	63,364,173
Other comprehensive income	(378,007,031)	(255,826,041)	(26,714,404)
Total comprehensive income	698,260,560	307,620,756	36,649,769
Exercise of share options	218,887,672	22,648,619	2,401,075
Share based payments	(274,583,312)	(168,283,340)	(17,496,334)
Dividend - in specie	-	-	-
Dividend - cash	-	-	-
Realisation of revaluation reserve through disposal	-	-	-
Recycling of foreign currency translation reserve on disposal	-	-	-
Derecognition of change in ownership interest	-	-	-
As at 31 March 2018	1,862,255,386	1,520,367,258	185,716,806
As at 1 April 2018			
Profit for the year	(120,383,589)	153,571,079	17,114,875
Other comprehensive income	-	-	-
Total comprehensive income	(120,383,589)	153,571,079	17,114,875
Exercise of share options	-	-	-
Share based payments	-	-	-
Dividend - in specie	-	-	-
Dividend - cash	-	-	-
Realisation of revaluation reserve through disposal	-	-	-
Recycling of foreign currency translation reserve on disposal	-	-	-
Derecognition of change in ownership interest	-	-	-
As at 31 March 2019	1,862,255,386	1,520,367,258	185,716,806
As at 1 April 2019			
Profit for the year	690,897,369	190,462,565	24,108,400
Other comprehensive income	-	-	-
Total comprehensive income	690,897,369	190,462,565	24,108,400
Exercise of share options	-	-	-
Share based payments	-	-	-
Dividend - in specie	-	-	-
Dividend - cash	-	-	-
Realisation of revaluation reserve through disposal	-	-	-
Recycling of foreign currency translation reserve on disposal	-	-	-
Derecognition of change in ownership interest	-	-	-
As at 31 March 2020	1,862,255,386	1,520,367,258	185,716,806

THIS ABRIDGED CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

FORM OF ACCEPTANCE, SURRENDER AND TRANSFER



The African Seed Company

(Incorporated in Zimbabwe on 2 March 1983)
 Registration number: 217/83 and Certificate of Change of Name dated 12 July 1996
 ZSE code: SEED.zw ISIN: ZW000 901 150 4
 ("SCL" or "the Company")

This document is important and applies to shareholders of SCL electing to accept the Offer.

If you are in any doubt about how to complete this form, please consult your professional advisor immediately.

FORM OF ACCEPTANCE, SURRENDER AND TRANSFER ("FORM")

To the Transfer Secretaries:
Corpserve Registrars (Private) Limited
 2nd Floor, ZB Centre
 Corner First Street/Kwame Nkrumah Avenue
 P.O Box 2208
 Harare
 Zimbabwe

Important notice concerning this Form:

Full details of the Offer are contained in the Full Circular to shareholders of SCL dated Wednesday 13 January 2021 ("Circular"), to which this Form is attached and forms part. Accordingly, all definitions and terms used in this Form shall, unless the context otherwise requires, have the corresponding meaning and interpretation attributed to them in such Circular.

Instructions

1. A separate form is required for each shareholder.
2. Part A, B and D must be completed by all shareholders who wish to accept the Offer.
3. Part C must be completed by all shareholders who are non-residents and who wish to accept the Offer.
4. Shareholders on the Central Depository platform holding shares in dematerialized form are to enter their CSD number on the relevant portion of the form.
5. Shareholders who may have misplaced or lost their share certificates are to complete the form and submit it together with the "lost scrip indemnity form" provided in this Abridged Circular by the Transfer Secretaries, Corpserve.

No receipts will be issued for documents of title lodged unless specifically requested. Lodging stockbrokers and/or agents are requested to prepare special transactions receipts, if required.

Dear Sirs,

I/We hereby irrevocably and unconditionally accept the Offer and surrender and enclose the share certificates, certified transfer deeds and/or other documents of title, in respect of my/our holding of SCL shares, as per my/our instructions contained herein.

PART A All shareholders must please complete this section (in BLOCK CAPITALS)

I/We hereby irrevocably and unconditionally accept the Offer in respect ofshares.....

A balance certificate (if applicable) for shares that have not been accepted will be posted, by registered post, on the business day following the closing date.

Surname _____

First names (in full) _____
 Title (Mr, Mrs, Miss, Ms, etc) _____

Address to which the Offer consideration, which a shareholder is entitled to in terms of the Offer, should be sent (if different from the registered address): _____

Postal code _____
 Country _____

The Offer consideration will be posted on the second business day following the closing date, provided that the form of acceptance, surrender and transfer and relevant documents of title were received by the transfer secretaries.

I/We hereby surrender and enclose the share certificates, certified transfer deeds and/or other documents of title, details in respect of which are set out in the table below in respect of my/our holding of shares:

Name of registered holder (separate form for each holder)	Certificate number(s)/CSD number (in numerical order) (if applicable)	Number of Seed Co Limited Shares
Total		

PART B

I/We hereby certify that:

1. I/We own the shares issued by SCL as detailed in the table set out above at the end of Part A (defined for purposes of this Part B as the "Shares");
2. the Shares are fully paid up;
3. the Shares are in registered form;
4. I/We am/are the legal owner solely entitled to the Shares and have the power to dispose of the Shares;
5. there are no pre-emption rights nor any other right by virtue of which any person or entity may be entitled to demand that one or more of the Shares be transferred to him;
6. none of the Shares are encumbered with any pledge or usufruct, there are no right to acquire any pledge or usufruct of the Shares and none of the Shares are subject of any attachment; and
7. the Shares are freely transferable.

PART C

To be completed only by all non-resident shareholders who wish to accept the Offer.

The Offer consideration will be posted to the registered address of the non-resident concerned, unless written instructions to the contrary are received and an address provided below.

Substitute address _____

PART D

To be completed by all shareholders who wish to accept the Offer.

I/We acknowledge that this acceptance of the Offer must be lodged, together with the relevant documents of title, prior to the closing date of the Offer.

Signature _____

Date _____ 2021 Telephone number: _____

INDEMNITY FORM



LOST SCRIP INDEMNITY FORM

Part A

Particulars in respect of document(s) sought to be replaced

Full names of registered holder as it appears on register	
Quantity of shares in Figures	
Quantity of shares in Words	
Certificate(s) No(s)	
If security held jointly or by more holders, full names of each holder is required	
Full address of shareholder as it appears on register	

DOCUMENTS TO ACCOMPANY THE INDEMNITY FORM (according to the applicant)

Individual

- Copy of national ID or passport certified by a registered Notary
- Completed indemnity form signed and stamped by a registered Notary
- Z\$250 processing fee

Corporates

- A Board resolution extracts requesting for a replacement and authorising any member of the company to sign and submit the paperwork with us.
- Copy of national ID or passport for the Directors certified by a registered Notary
- Completed indemnity form signed and stamped by a registered Notary
- Z\$250 processing fee

Deceased Estates

- A formal written request which is signed by the Executor
- Copies of the following documents, certified by a commissioner of oaths or notary public:
 - o national ID or passport of the Executor Testamentary or Dative
 - o letters of Administration appointing the Executor Testamentary or Dative
 - o Death Certificate of deceased shareholder
- the indemnity form (Part B) completed by the Executor Testamentary or Dative,

Part B

Indemnity

(To be read with Part A)

To be completed by person(s) applying for issue of a replacement document

Whereas the document has been mislaid, lost, destroyed or stolen, I, the undersigned

Full name	
Full address	
If acting in representative capacity for applicant, indicate capacity, give full name and address of applicant and furnish evidence of appointment	
Full name (hereinafter referred to as "the applicant") of	
Full address	
acting in my capacity	
on behalf of (name of shareholder)	

hereby make application for the issue of a replacement for the document and in consideration of your issuing such a replacement, undertake and agree to deliver the document to you should it ever come into my possession and agree to hold the company, its directors, secretary, officers and employees and its

transfer secretaries (hereinafter collectively referred to as "those indemnified") harmless and indemnified against any loss, liability, damages, claim, charge, expense or cost (including legal costs on an attorney and client basis) which may be incurred as sustained by those indemnified by reason of the issue of the aforementioned replacement or as a result of the securities evidenced by the document being inadvertently transferred to any other person at any time;

I Do solemnly and sincerely declare that:

- a.) the document has not been found despite all reasonable endeavours to do so;
- b.) the securities evidenced by the document have not been assigned, pledged or encumbered in any way and I am/the applicant is absolutely and beneficially entitled thereto free from all encumbrances.

Signature: _____ Date signed: DD/MM/YYYY

Signature: _____ Date signed: DD/MM/YYYY

Assisted by (where applicable) _____

Full name and address of person assisting if applicant does not have full contractual capacity

Full name: _____

Attestation by a Commissioner of Oaths / Notary Public

I, _____
 (Full name of Commissioner of Oaths / Notary Public)

Hereby certify that the deponent acknowledges that he/she knows and understands the contents of the above declaration, and that I have satisfied myself as to the identity of the signatory(ies) to part Page 2 by reference to Proof of Identity.

The above declaration was made and signed in my presence at _____ On this DD/MM/YY

Commissioner of Oaths / Notary Public in Zimbabwe

Business address: _____

Area: _____

Capacity: _____

Commissioner of Oaths / notary public Stamp:



* Delete inapplicable