

## **Atlas Mara Beteiligungs AG**

### **Düsseldorf**

#### **Announcement regarding non-performance of certain actions (section 13.1.2 of the Offer Document) and waiver of a Completion Condition (sections 13.1.11 and 13.2 of the Offer Document)**

On 3 July 2014, Atlas Mara Beteiligungs AG, Düsseldorf, (the "**Bidder**") published the offer document (the "**Offer Document**") for its voluntary public offer to the shareholders of African Corporate Development Corporation AG ("**ADC**"), Frankfurt am Main, regarding the acquisition of all no-par value registered shares in ADC (ISIN DE000A1E8NW9) ("**ADC Shares**") for a consideration of 1.25 shares of Atlas Mara Co-Nvest Limited per ADC Share (the "**Offer**"). The acceptance period ends on 31 July 2014, 24:00 hours (CEST).

#### **1. Non-performance of certain actions (section 13.1.2 of the Offer Document)**

Pursuant to section 13.1.2 of the Offer Document, the Offer and the contracts which come into existence as a result of its acceptance are subject to the non-occurrence of certain events.

The Bidder hereby publishes pursuant to section 13.1.2 (iii) of the Offer Document that no such events have occurred.

#### **2. Waiver of a Completion Condition (sections 13.1.11 and 13.2 of the Offer Document)**

Pursuant to section 13.1.11 of the Offer Document, the Offer and the contracts which come into existence as a result of its acceptance are subject to the COMESA Competition Commission having either confirmed in writing that the proposed acquisition of the ADC Group by the Bidder does not require notification under the COMESA Competition Regulations or the Commission has approved the acquisition of the ADC Group by the Bidder in accordance with the COMESA merger control regime.

The Bidder hereby waives the Completion Condition under section 13.1.11 of the Offer Document in accordance with section 13.2 of the Offer Document. Following its joint filing with ABC Holdings Limited on 23 May 2014 and subsequent correspondence with the COMESA Competition Commission, the Bidder is finalising its submission and intends to complete the COMESA Competition Commission process. Under COMESA

rules, however, the Bidder is permitted to complete and close the transaction in advance of receiving a definitive ruling from the COMESA Competition Commission. Shareholders of ADC may exercise their right pursuant to section 16.1 (a) of the Offer Document until the expiry of the acceptance period (31 July 2014, 24:00 hours (CEST)).

Düsseldorf, 30 July 2014

**Atlas Mara Beteiligungs AG**