



THE UNION SUGAR ESTATES COMPANY LIMITED

CAUTIONARY ANNOUNCEMENT

Further to the previous Cautionary Announcements dated 22 September 2023 and 31 October 2023 whereby the shareholders of The Union Sugar Estates Company Limited ('USE' or the 'Company') were informed of the proposed restructuring and amalgamation of Cecile Holding Ltd ('CHL') with and into USE (the 'Amalgamation'). The board of Directors of USE (the 'Board') has resolved on 23 October 2024 to recommend to the shareholders the Amalgamation.

CHL was formed on 8 August 2023 as a special purpose vehicle ('SPV') to finance and acquire shares in the Company. Having completed its purpose as an SPV, the next step is to, now, amalgamate USE into CHL, making USE the sole surviving entity. The goal is for investors to have direct investments in a quoted entity, providing better liquidity rather than holding through a controlling company. The Amalgamation will enable USE to operate independently, driven by its Board, the focus of which is on maximising value for all shareholders. The Board views this step as essential for executing USE's development strategy.

The effective date of the Amalgamation has been set for 31 December 2024. USE, as the amalgamated company, will cancel the shares previously held by CHL and issue new ordinary shares to shareholders of CHL upon Amalgamation based on the 1:1 share exchange ratio.

The Amalgamation, which will be effected in accordance with sections 245 and 246 of Companies Act 2001, will be subject to the approval by the shareholders of USE by special resolution at a special meeting which will be held on 28 November 2024.

The Board of Directors USE is of the opinion that the Amalgamation is in the best interests of the Company and is satisfied that USE, as the amalgamated company shall, immediately after the Amalgamation becomes effective, satisfy the solvency test.

Shareholders and the investing public are advised to exercise caution when dealing in the shares of USE and will be kept informed of further developments in relation to this transaction.

By Order of the Board

Omnicanne Management & Consultancy Limited
Company Secretary

24 October 2024

Copies of the Amalgamation Proposal are available for inspection by any shareholder or creditor of CHL and USE or any person to whom these companies are under an obligation at the registered office at Union Ducray, Rivière des Anguilles.

A shareholder or creditor of CHL and USE or any person to whom these companies is under an obligation will be supplied free of charge with a copy of the Amalgamation Proposal upon request.

This notice is issued pursuant to DEM Rules 21, Section 246 (4) (b) of the Companies Act 2001 and the Section 87 of the Securities Act 2005.

The Board of Directors of USE accepts full responsibility for the accuracy of the information contained in this Cautionary Announcement.