

Disposal of the public direct and indirect stakes in the share capital of SDA Zitouna I and STPEA Zitouna II



Call for expression of interest

Object of the call for expression of interest

The state-owned Al Karama Holding (the "Seller") has decided to proceed, through an international tender, to the sale of majority stakes representing 99.99% of the share capital of SDA Zitouna I and 100.00% of the share capital of STPEA Zitouna II (the "Companies"). Both companies held a long period agricultural lease contract (until 2050) and are located in the governorate of Zaghouan.

For this purpose, Attijari Finances Tunisie (the "Advisor"), is acting as the Exclusive Advisor of the Seller for achieving the entire sale transaction (the "Transaction").

The purpose of this Call for Expression of Interest (the "Call") is (i) to inform Tunisian and foreign investors about this Transaction, (ii) to describe the sale process, and (iii) to guide the interested investors on the pre-qualification document's withdrawal.

Companies overview

Société de Développement Agricole SDA Zitouna I operates a farm located in Smenja – Bir Mcherga in the governorate of Zaghouan within 50 Km of Tunis, representing an area of 766 Ha being part of State's domain, of which 696 Ha watered by drip irrigation. The farm is dedicated to olive growing and includes currently 520 Ha conducted according to the superintensive system of which 498 Ha have already gone into production since 2013 and 22 Ha gone into production in 2017. Furthermore, SDA Zitouna I has a latest generation pressing and extraction unit as well as a storage unit totaling a capacity of 780 Tons of olive oil.

Société Tunisienne de Production et d'Exploitation Agricole STPEA Zitouna II operates a farm located in Bir Mcherga in the governorate of Zaghouan within 40 Km of Tunis, representing an area of 625 Ha being part of State's domain, of which 210 Ha irrigated using pivot irrigation system. STPEA Zitouna II can be intended for several activities (olive growing, fruit farming, market gardening, livestock farming, etc.).

Sale process

The sale process will be conducted in two phases: A prequalification phase and a binding offer phase open to all prequalified investors.

Withdrawal of Pre-Qualification document

Investors interested in participating into the sale process are requested to withdraw the pre-qualification document that defines the Transaction process and the pre-qualification criteria, from **Monday, 15/05/2017 - 10 am** at Al Karama Holding's headquarter located in Rue du Lac d'Annecy, Passage du Lac Malawi - Les Berges du Lac - Tunis.

The withdrawal of the pre-qualification document is conditioned by (i) the presentation to the Seller of the non-disclosure agreement (the "NDA") duly signed by the legal representative of the interested investor available on Al Karama Holding website www.alkaramaholding.com and (ii) the payment of a nonrefundable fee amounting to five hundred Tunisian dinars (500 TND). Fees are payable by certified cheque in favor of Al Karama Holding or by cash.

Pre-Qualification phase

This Call for Expression of Interest is open to (i) Tunisian individuals and legal entities acting alone and (ii) consortium represented by a Tunisian leader. Foreign investors can participate to consortia within the limits set by the regulations in force.

Investors interested in one or both companies should submit their Expression of Interest directly or send it by Rapid Post (date as per postmark) to the following address:

Al Karama Holding
Rue du Lac d'Annecy, Passage du Lac Malawi,
Les Berges du Lac, 1053 Tunis.

The deadline for submitting the Expression of Interest is set to **Thursday, 22/06/2017 at noon** for SDA Zitouna I and **Friday, 23/06/2017 at noon** for STPEA Zitouna II.

Due Diligence

The pre-qualified candidates will be notified on **Tuesday, 04/07/2017** both for SDA Zitouna I and STPEA Zitouna II. They will be invited to withdraw the tender documents including (i) the tender terms and conditions, (ii) the Information Memorandum and (iii) a draft of the share purchase agreement (SPA). They will have the opportunity to conduct Due Diligence, through a Data Room that will be opened according to a timetable and modalities which will be defined in the tender documents.

For any further information about the Transaction, interested investors are invited to contact Attijari Finances Tunisie



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