

ZIMBABWE IRON AND STEEL COMPANY (DEBT ASSUMPTION)

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**ZIMBABWE IRON AND STEEL COMPANY (DEBT ASSUMPTION)  
BILL, 2018**

EXPLANATORY MEMORANDUM

Through this Bill the State will assume the debts of the Zimbabwe Iron and Steel Company subject to the validation and reconciliation processes. This will clean the balance sheet of the company thereby paving way for investors to start on a clean slot. The individual clauses of the Bill are explained below:

*Clause 1*

This clause sets out the short title of the Bill.

*Clause 2*

This Clause provides for certain definitions of terms used in the Bill.

*Clause 3*

This clause sets out the extent of the debt. In particular the clause clarifies that the debts to be assumed are those incurred by ZISCO before 1st January, 2017.

*Clauses 4 and 5*

These clauses set out the assumption obligation by the State as well as clarifying that all claims will be assumed subject to validation and reconciliation by the Debt Management Office.

*Clause 6*

This clause acknowledges the application of Part III of the Public Debt Management Act, in respect of any obligation assumed in terms of clause 4.

*Clause 7*

This clause states that no stamp duty or other tax fees shall be payable in respect of anything done under this Bill.

*Clause 8*

This clause provides for the repeal of the Bill when the Minister is satisfied that all claims arising out of the prior debts have been settled.

# BILL

To provide for the settlement of certain liabilities incurred by the Zimbabwe Iron and Steel Company; and to provide for matters connected with or incidental to the foregoing.

5 ENACTED by the Parliament and President of Zimbabwe.

## PART I

### PRELIMINARY

#### 1 Short title

10 This Act may be cited as the Zimbabwe Iron and Steel (Debt Assumption) Act, 2018.

#### 2 Interpretation

In this Act—

15 “creditor”, in relation to any agreement specified in the Schedule, means a person to whom ZISCO owes any obligation under an agreement or such person’s successor in title;

“Debt Management Office” means the Debt Management Office referred to in the Public Debt Management Act [*Chapter 22:21*];

20 “Minister” means the Minister of Finance and Economic Development or any other Minister to whom the President may, from time to time, assign the administration of this Act;

“prior debt” means a liability of ZISCO referred to in section 3; H.B. 2, 2018.]

“reconcile”, in relation to reconciling a claim means to establish the amount of such claim by comparing and harmonising the amounts reflected in the records of ZISCO and in those of the creditor;

“settle”, in relation to the settling of debts by the State, includes to liquidate such debts in accordance with section 4(3);

“validate”, in relation to validating a claim, means to establish the existence of such claim.

“ZISCO” means the Zimbabwe Iron and Steel Company.

### 3 Extent of debt

For the purposes of this Act—

- (a) the debts of ZISCO consist of the liabilities incurred by ZISCO before 1st January, 2017 that are itemised in the Schedule;
- (b) the liabilities itemised in the Schedule shall, if the claims relating to them are validated and reconciled in accordance with section 5, be regarded as prior debts of ZISCO even if ZISCO had no power or capacity to incur the liability.
- (c) a liability arising out of a Government guarantee or undertaking shall be regarded as having been incurred when the guarantee or undertaking was given.

### 4 Assumption of obligations by the State

(1) Subject to the validation and reconciliation of the relevant claims under section 5, the Minister shall, on behalf of the State, assume responsibility for the discharge of—

- (a) the outstanding obligations of ZISCO with respect to its prior debts; and
- (b) such other obligations as he or she may consider expedient with respect to the prior debts of ZISCO;

and may give written authority to any person to sign and execute as his or her representative any undertaking, agreement or document pursuant to any such assumption of responsibility.

(2) The terms and conditions under which the Minister assumes responsibility in terms of subsection (1) for the discharge of any obligation with respect to the prior debts of ZISCO shall be fixed by the Minister.

(3) The prior debts may be liquidated through the issuance of Government-backed debt instruments.

(4) No action or proceeding shall be commenced or continued against ZISCO in respect of a prior debt assumed by the Minister on behalf of the State, or any other obligation or claim in connection therewith or arising therefrom.

### 5 Proof of claims arising from prior debts and notification of validated and reconciled claims

(1) No claim arising from a prior debt shall be assumed by the State and settled under section 4 unless it is validated and reconciled in accordance with this section.

(2) All claims arising from prior debts shall be validated and reconciled by the Debt Management Office, for which purpose the Office may demand from the creditor concerned the following, as may be appropriate—

- (a) authenticated copies of the relevant loan agreement or contract;
- (b) any other documentation in support of the creditor's claim, including—
- (i) shipment schedules showing commodities supplied and quantity and price per shipment;
- 5 (ii) creditor statements indicating—
- A. initial balances, disbursements made, payments effected, and the dates of the foregoing;
- B. the principal amount of the claim and the interest thereon.

(3) Judgment debts relating to prior claims shall not be proved by the submission  
 10 of the relevant court judgment, decision or order alone, but must be supported by such of the documentation referred to in subsection (2) as the Debt Management Office may demand to enable it to validate and reconcile the claim.

(4) The Minister shall, at such intervals as he or she deems fit, table before the National Assembly a report of all claims arising from prior debts—

- 15 (a) that have been validated and reconciled by the Debt Management Office in accordance with this section and assumed by the State in terms of section 4; and
- (b) that have been settled by the State on the date of the report.

(5) For the avoidance of doubt it is declared that any claim arising from a prior  
 20 debt that is not validated and reconciled by the Debt Management Office in accordance with this section shall not be assumed by the State in terms of section 4 and shall continue to be a liability of ZISCO.

#### **6 Application of Part III of Cap.22:21**

Part III of the Public Debt Management Act [*Chapter 22:21*] shall apply, with  
 25 necessary changes, in respect of any obligation assumed in terms of section 4 as if the obligation were a State loan borrowed in terms of that Act.

#### **7 Exemption from stamp duty**

No stamp duty or other duty or tax and no fees or other charges shall be payable in respect of anything done under this Act.

#### **30 8 Repeal of this Act**

When the Minister is satisfied that all claims arising out of prior debts, have been settled in accordance with this Act, the President, acting on the advice of the Minister, shall, by notice in the *Gazette*, repeal this Act.

### **SCHEDULE (Sections 2, 3, 4 and 6)**

#### SUMMARY OF ZISCO'S DEBT AS AT 31 DECEMBER 2016

| SUMMARY   | AMOUNT US\$                  |
|---|------------------------------|
| External Loans  | 211 912 400.00               |
| External suppliers                                      | 6 095 620.00                 |
| Domestic Loans  | 57 696 085.00                |
| Domestic suppliers, Utilities and Statutory obligations | 219 113 219.00               |
| <b>Total</b>  | <b><u>494 817 324.00</u></b> |

ZIMBABWE IRON AND STEEL COMPANY (DEBT ASSUMPTION)

| SUMMARY   | AMOUNT US\$           |
|---|-----------------------|
| DETAILED BREAKDOWN OF DEBTS   |                       |
| A. External Loans – Breakdown                                       |                       |
| KFW (Germany)   | 163 449 512.00        |
| Sinosure (China)  | 47 768 297.00         |
| Sumitomo (Japan)  | 694 591.00            |
| <b>Total</b>  | <u>211 912 400.00</u> |
| B. Debts to External Suppliers-Breakdown                            |                       |
| Engineering and Electrical  | 179 222.0             |
| Jocastro  | 1 041 403.00          |
| Macsteel International  | 385 585.00            |
| Radix Vertiebsgesel   | 263 247.00            |
| China Shougang International  | 2 549 307.00          |
| Yingu Kyushu  | 1 326 647.00          |
| Vumba Intertrade  | 93 999.00             |
| Polymesh  | 44 825.00             |
| Other   | 211 385.00            |
| <b>Total</b>  | <u>6 095 620.00</u>   |
| C. Domestic Loans   |                       |
| Government of Zimbabwe  | 24 231 684.00         |
| CBZ Bank  | 33 464 401.00         |
| <b>Total</b>  | <u>57 696 085.00</u>  |
| D. Debts to domestic suppliers, Utilities and Statutory obligations |                       |
| Mining Commission   | 231 200.00            |
| Zimra – PAYE  | 15 279 215.00         |
| NSSA  | 5 174 747.00          |
| WCIF  | 2 490 050.00          |
| Standard Development Levy   | 639 853.00            |
| Zimra VAT   | 2 463 543.00          |
| Municipality of Redcliff (Net)                                      | 11 099 138.00         |
| City of Kwekwe  | 16 470 627.00         |
| ZESA (ZETDC)  | 3 806 102.00          |
| Minerals Marketing Corporation of Zimbabwe                          | 93 222.00             |
| City of Mutare  | 64 162.00             |
| National Railways of Zimbabwe                                       | 9 996 730.00          |
| Hwange Colliery   | 5 202 537.00          |
| City of Harare  | 203 862.00            |

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| SUMMARY                           | AMOUNT US\$                  |
|-----------------------------------|------------------------------|
| Net One                           | 60 972.00                    |
| ZINWA                             | 38 258.00                    |
| City of Bulawayo                  | 34 643.00                    |
| City of Masvingo                  | 26 763.00                    |
| Rusape Town Council               | 23 854.00                    |
| Gokwe Town Council                | 10 422.00                    |
| Environmental Management Agency   | 8 170.00                     |
| Municipality of Chinhoyi          | 8 038.00                     |
| Ministry of Mines                 | 5 000.00                     |
| Municipality of Chitungwiza       | 3 500.00                     |
| Ministry of Industry and Commerce | 297.00                       |
| Tel One                           | 614 245.00                   |
| Payroll liabilities               | 94 865 957.00                |
| Sable Chemicals                   | 6 110 928.00                 |
| Guest and Tanner                  | 263 400.00                   |
| Boc Gases                         | 160 988.00                   |
| Dermatech Engineering             | 136 190.00                   |
| Africa Steel                      | 128 761.00                   |
| Mine Closure Costs                | 2 475 024.00                 |
| Pension                           | 39 145 930.00                |
| Other                             | 1 776 891.00                 |
| <b><u>TOTAL</u></b>               | <b><u>219 113 219.00</u></b> |