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Rostra AG: Conclusion of share purchase agreement on 100 % in Congo Management S.A.R.L.U. (COMAN) and loan agreement for financing

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Rostra AG announces that it has today entered into a share purchase agreement with Emmanuelle Makasabu Massudi for the acquisition of 100 % of the shares (parts sociales) in Congo Management S.A.R.L.U. ("**COMAN**"), a limited liability company (société à responsabilité limitée) incorporated under the laws of the Democratic Republic of the Congo. Completion of the share purchase agreement will take place unconditionally and immediately following today's signing. COMAN in turn holds 15 % of the share capital of Sicohydro S.A. ("**Sicohydro**"). Sicohydro is the sole owner of the 240 MW Busanga hydroelectric power plant in the Democratic Republic of the Congo.

The purchase price amounts to up to USD 20,000,000 and is payable in two instalments: an instalment of USD 10,000,000 falls due upon completion of the transaction. A further instalment of USD 10,000,000 only falls due once COMAN has, following completion, for the first time actually received dividends or other distributions from Sicohydro in an aggregate amount of at least USD 1,000,000 (net of withholding taxes and other deductions); it is payable within 45 days thereafter. If that event has not occurred by 31 December 2046, the obligation to pay this second instalment lapses without compensation. In addition, an annual dividend-dependent payment of up to USD 10,000,000 (less withholding taxes, other taxes or deductions and transfer costs) to the seller has been agreed until no later than 31 December 2046, which is payable exclusively out of dividends actually received from Sicohydro.

In order to finance the purchase price, the Company has entered into a loan agreement with RH Investments Pte Ltd., Singapore, in the amount of up to USD 20,000,000 at an interest rate of 9 % p.a. and with a term until 31 October 2031. Rostra AG is entitled to extend the term once by five years until 31 October 2036 without the consent of the lender. To the extent that loan liabilities remain outstanding at the end of the term, Rostra AG is entitled to transfer its participation in COMAN to the lender instead of making repayment, whereupon all outstanding claims under the loan agreement are extinguished. RH Investments Pte Ltd. is controlled by Timothy Nuy, who is at the same time an indirect major shareholder and a member of the supervisory board of Rostra AG.

Rostra AG
The Management Board

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