

IMPACT INVESTMENT THROUGH TRANSFORMATION

# AFRICA CLEAN ENERGY SOLUTIONS

CORPORATE INFORMATION & PLACING:





A proven track record in Africa



# SALIENT TERMS OF PLACING



• Investment size	US\$35 million
• Own resources	US\$14 274 468
• Initial Offering	US\$ 5,000,000
• Second Offering	US\$ 15 725 532
• New shares on initial offering	5 million
• Issue Price per share	US\$1.00
• Minimum subscription	US\$250,000
• Opening date	2nd Sept 2019
• Closing date	28 <sup>th</sup> Feb 2020

**Note:** As ACES reaches financial close of the projects in Kenya and Uganda, further capital raising will take place up to a projected amount of **US\$20** million, being the equity portion required for the projects.



# FUNDING ROADMAP FOR THE US\$35 Million



- Pre financial closure(FC)
- Own Equity Contribution
- Equity requirement

US\$5 million

US\$14 million

US\$16 million

- Pre Financial close: Kenya, Uganda and acquisition of SACE. FEB 2020
- Kenya 1<sup>st</sup> hybrid project and SA solar project. June 2020
- Uganda 1<sup>st</sup> biogas project. Nov 2020

**Note:** The roadmap sets out the funding requirements and activities that will take place to trigger the funding requirement.





# INTRODUCTION



- ACES, a Renewable Energy Group and Independent Power Producer focusses on the African continent
- The African Continent provides a compelling case for power generation and environmental alignment
- Generates Dollar returns between 14% to 18%
- ACES Group has a proven strategy with 8 projects in various stages of development, financial closure and commercially operational, in 4 countries
- Experienced management with demonstratable track record over the past 10 years in operating in Africa in the renewable energy sector
- Selection of partners and technology for the African region
- Engaging with experienced and environmental efficient EPC contractors and suppliers
- ACES is listed on the Official Market of the Stock Exchange of Mauritius Limited since 31 May 2019
- ACES seeks to raise **US\$ 5 Million** from placing of shares in the first round



# PURPOSE



- The purpose of this document is to provide:
- The rationale and approach of ACES Group in the clean energy market in Africa.
- The investor with a business case
- The financial requirement of ACES
- The terms and conditions of the placing of Ordinary Shares
- **Setting out the following; Impact Investment**
  - 1) Social economic upliftment
  - 2) Environmental mitigation and sustainability
  - 3) Return to investors
- Finally the proof of projects in operation, developed from early stage to Commercial operating date.





# Biogas –clean, renewable energy





# COMPANY PROFILE



- Group established in 2007
- Provider of clean energy solutions across Africa initially in Southern and East Africa
- Proven project developer and Independent Power Producer focussing on biomass, biogas and solar
- Uses established solar photovoltaic (PV) and biomass, biogas waste-to-energy technologies
- End to end revenue model through design, development, construction, operating on- and off-grid renewable energy projects in Africa
- Focuses on developing, financing, building and owning projects for long term cash flow in UD\$
- Operations / projects and partnerships signed in Namibia, South Africa, Kenya & Uganda
- Two plants fully operational in Namibia
- Plants being developed in South Africa, Kenya and Uganda
- Targeting growth in Ethiopia, Ivory Coast and other business friendly jurisdictions
- Strong experienced management team with demonstrable track record and operations in Africa



**An energy crop in Africa, providing electricity and jobs**



# COMPANY HISTORY



- **Over the past 10 years, the Group has:**

- Installed roof-top solar systems

- Conducted several Due Diligence exercises on favourable African jurisdictions
  - Completed feasibility studies for biomass, biogas and solar projects
  - Developed financed and constructed 2 utility scale solar projects in Namibia
  - Currently developing biogas and solar projects in Uganda, Kenya and South Africa
  - Vetting and selection of appropriate proven technologies for the African continent and climate
  - Engaged with bankable and referenced Engineering, Procurement and Construction providers on a project basis
  - Established and implemented strong social and environmental policies





Harnessing, not harming nature



# Social Economic Policy



- Adopted a strong approved social responsibility policy on all the projects,
- Detailed roll out plan incorporating social economic policy
- Monitors pre and post COD
  
- Local upliftment through employment
- Skills transfer in operations of all projects
- Engage locals from inception to COD, and thereafter permanently for duration of the plant
- Economic improvement in the surrounding area's of the plant
- Sustain policy through out the operation of the plant

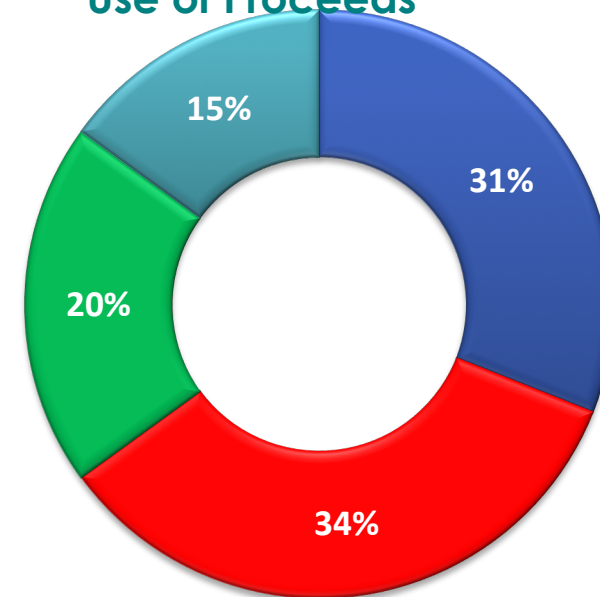


# PROPOSED TRANSACTION



- The Company is seeking to raise US\$5 million in the form of an issue of new shares by way of a placing 1st round
- The Company is listed on the Official Market of the Stock Exchange of Mauritius Limited
- Proceeds from the placing shall be utilised as follows:
  - Pre financial close in Uganda and Kenya
  - Financial close South African projects
  - Acquisition of SACES ( SA and Namibia)
  - Grow the Group

Use of Proceeds



- Final Stage Development Capital Kenya \$1.55m
- Final Development Capital Uganda \$1.7m
- Final Stage Development Capital RSA \$1m
- Namibia Capital Raised
- Growth Capital



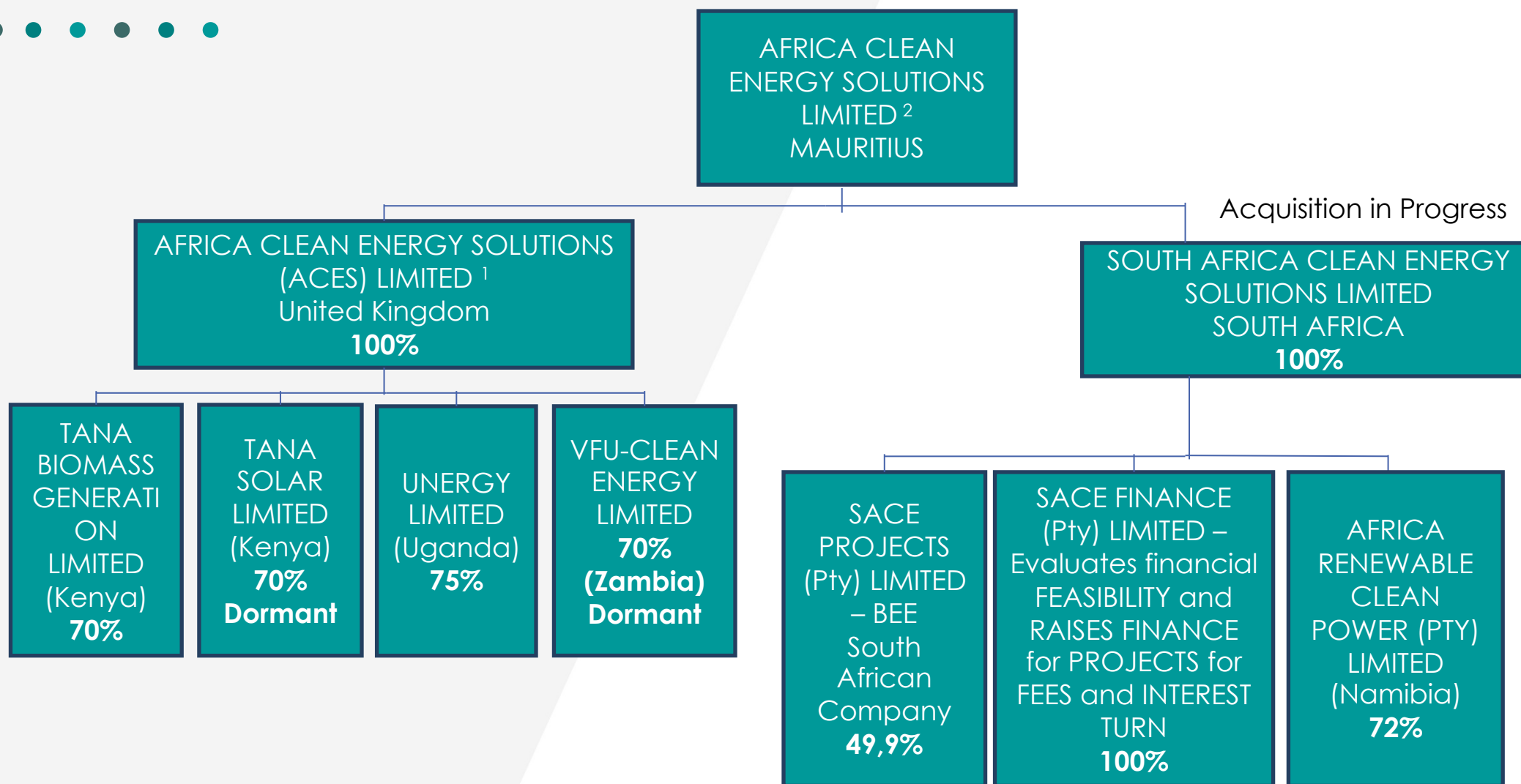


# Revenue with no raw material cost





# FINAL CORPORATE STRUCTURE



1. Incorporated in England and Wales under Company Registration number 10121592.

2. Incorporated in Mauritius and listed on the Stock Exchange of Mauritius



# OUR STRATEGY



- ACES' goal is to become a utility operating renewable energy plants in Africa, making a positive difference in the peoples lives, cleaning up the environment, while giving the investors a strong return on investment
- ACES' objective is to own and operate the projects in various countries and generate cash flow during the 20 to 25 year period of the Power Purchase Agreements
- The Group has or will construct the following developed projects in the various countries and reach commercial operation during 2019 to 2021 (calendar) and to continue to develop the additional projects scheduled for 2022 onwards
  - Namibia: 2019 (completed)
  - Kenya and Uganda: 2020/2021
  - South Africa: 2020
- ACES is targeting to own and operating 500MW by 2025
- Future geographical expansion:
  - The Group is evaluating projects in Cote d'Ivoire, Ethiopia and Burkina Faso
  - Investigating acquisitions of developed projects
- Core market - Africa characterised by strong US\$ denominated Power Purchase Agreements





# Biomass – a renewable source



# OUR BUSINESS MODEL



- Identify the country and select local business partner
- Complete feasibility study and apply for permits
- Secure suitable land through registration of a long term lease
- Negotiate the final Power Purchase agreement
- Apply for a generation license and sign final agreement
- Design single line diagram for connection to grid
- Complete the grid study
- Complete the Topographic study and final layouts
- Select and Test suitable high yielding energy crop
- Negotiate and sign final feedstock agreement
- Negotiate final Engineering, Procurement and Construction costing and contracts
- Finalise and sign the Operation and Maintenance agreement
- Raise debt and Equity finance
- Financially close the project
- Move on the site to commence construction





# Risks associated with Development



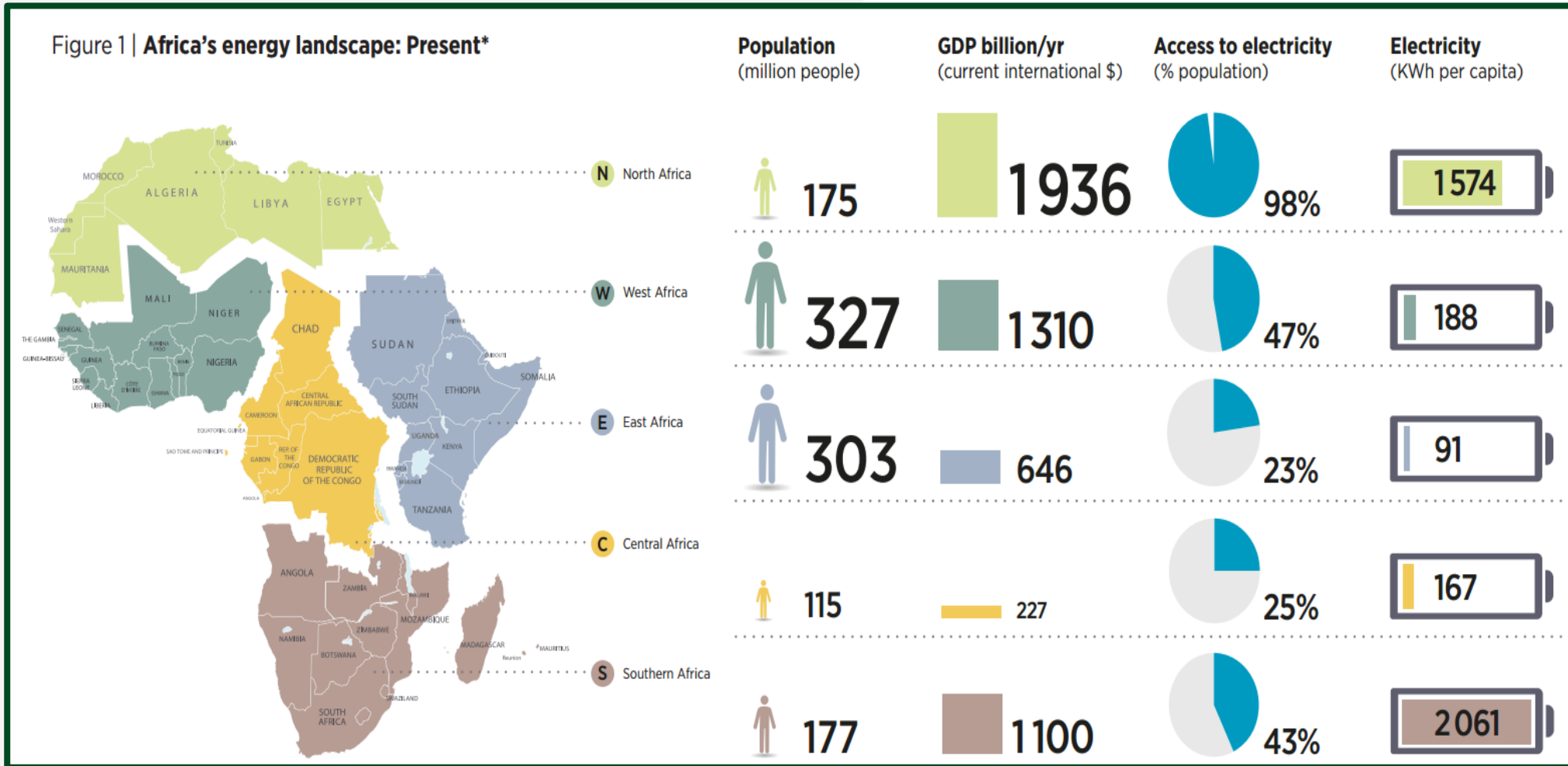
- Selection of country and local partner – Governments policy changes and local partner financial challenges
- Land security and cost – ownership must be confirmed, cost of land has no market price guide and signed in USD
- Service providers fees and deliverables – fees are exponential and upfront payment policy attitude with slow delivery
- Department application for permits – corruption, confirming appointments with cancellation, slow communication
- Policy changes – adjust tariff's while in development and Power Purchase Agreement terms and conditions negotiations
- Currency – usually PPA signed in USD, however government may change tariff's to be paid in local currency
- Infrastructure – old, often needs upgrade and refurbishment
- Financial Institutions – location and size is sensitive to risk



# THE AFRICAN ENERGY LANDSCAPE 2018



Figure 1 | **Africa's energy landscape: Present\***

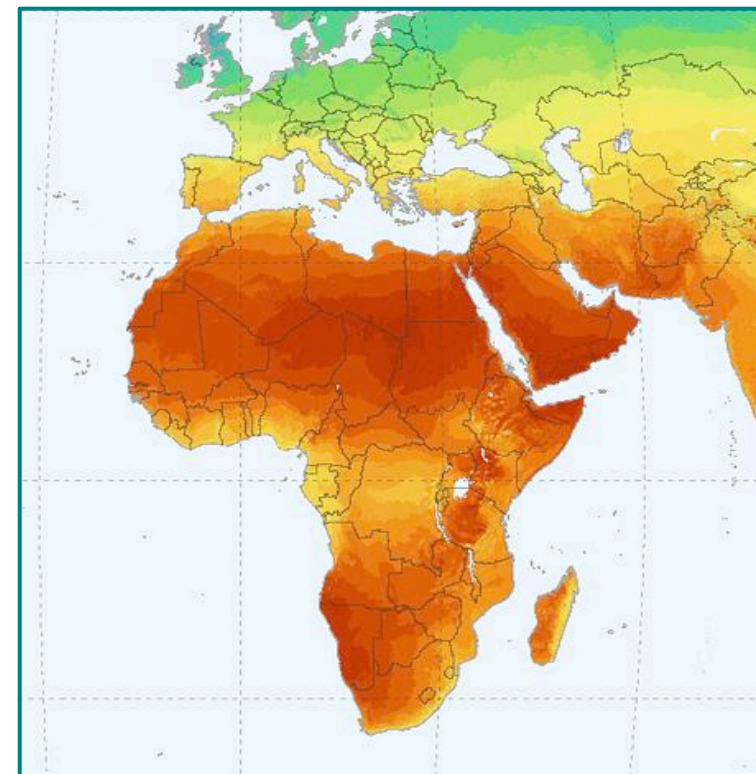




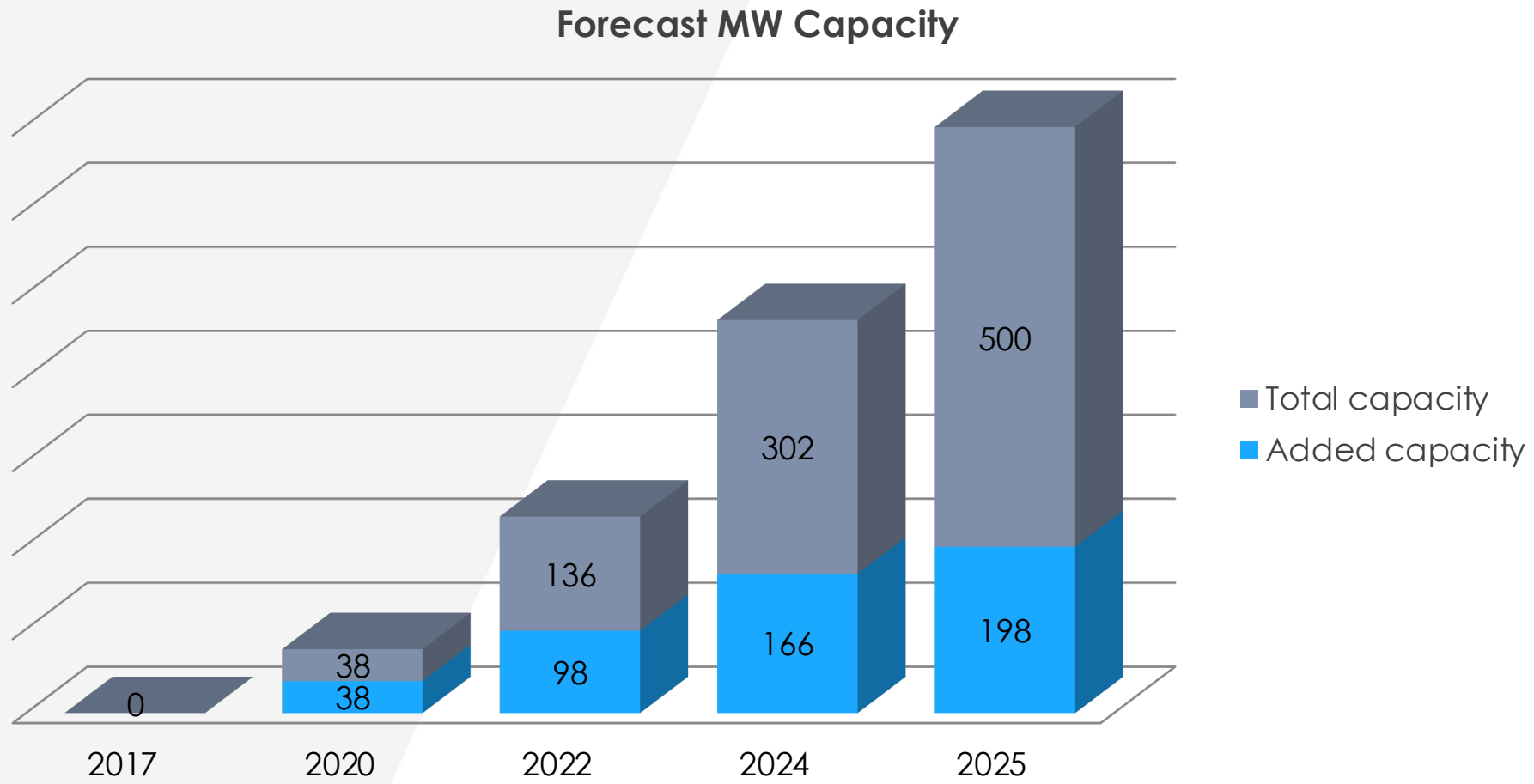
# CLEAN ENERGY IN AFRICA – A COMPELLING PROPOSITION



- Sub-Saharan Africa GDP equals the Netherlands, but includes 7 of the 10 fastest growing economies in the world
- Total power production (ex-South Africa) produces the same amount of power as Norway
- 600 million people in sub-Saharan Africa without access to electricity – 233 million in East Africa and 100 million in Southern Africa
- Renewables can play a transformative role in the African energy mix - provide localised electricity, meet COP21 targets and unlock public-private funding mechanisms
- Renewables can play a transformative role in the African unemployment factor – provides opportunity for labour, skills transfer and agricultural development
- Abundant solar resources – >85% of Africa's landscape receives at least 2,000kWh/m<sup>2</sup> per year
- Many African countries have legislated programs for renewable energy projects – focus in many cases is on smaller (<10MW) projects



# PROJECT GROWTH



# DIRECTORS AND MANAGEMENT



## Directors of ACES

---



Dave Kruger  
CEO / Founder



Melvyn Antonie  
COO/ Founder

## Directors of ACES (UK)

---



Dr Jacky  
Rampedi



Paul Norman



Tim Wood



Ashley Ally



Jim Friedlander

## Partners & Associates

---



Robert W  
Muchiri  
Executive  
Director KENYA



Ulrich  
Sedi/Gaoseb  
Executive  
Director  
NAMIBIA



Charles M Mbire  
Executive Director  
UGANDA





# OUR CURRENT PROJECTS



- Operations / projects secured in Namibia, South Africa, Kenya & Uganda
- Secured and developed two Namibian solar PV projects for near term energy production
- Projects in South Africa, Kenya and Uganda are being developed with a view to financial close in 2020 to 2021



## Kenya:

- Kitangale – Solar
- Kitangale - Biogas



## Uganda:

- Masindi - Biogas



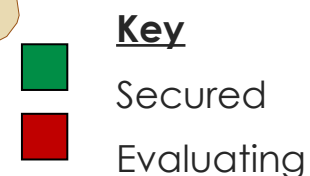
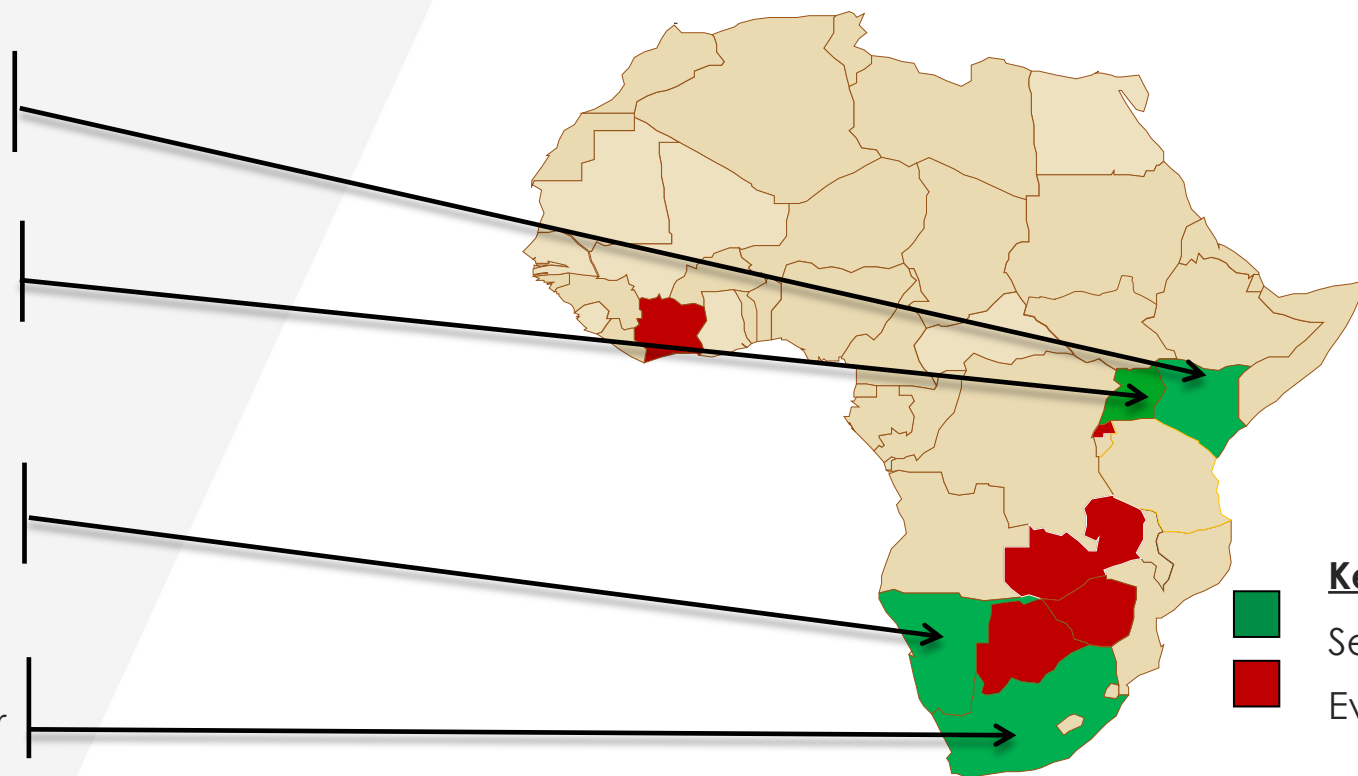
## Namibia:

- Okatope – Solar
- Solar



## South Africa:

- Mpumalanga – Biomass
- Port Elizabeth - Solar



# WHY INVEST IN ACES



- **Established in Africa** with more than 10 years experience in the energy market and building relationships in various countries
- Understanding continental and country risk as well as government strategies
- Careful market selection:
- Proven working technology and strong local partnerships
  - ACES intends to deploy solar photovoltaic, biomass and biogas waste-to-energy technologies in its chosen markets
- ACES has a network of experienced international partners, EPC contractors and suppliers
- **Social Impact**
  - Each project that ACES develops has a CSI (community social impact) program part of ACES policy, designed from the development stage to include the locals participation in the various stages. This starts from land selection to COD (commercial operating date). Beginning with casual labour to skills transfer sustained over the period of the project life.
  - Access to energy is essential for the reduction of poverty and promotion of economic growth.



# WHY INVEST IN ACES AND THE ENVIRONMENT



- **Environmental Impact**

- ACES utilises tested technology that deliver clean sustainable energy over a long period
- Minimise emissions in all activity associated with the operations of the project
- Utilise waste for production of energy

- **Return on investment**

- Projects are forecast to generate significant long term cash flow in USD through the sale of power
- IRR's in USD between 14% and 18% depending on technology and location
- Dividend policy 100% in country and up to 25% of free cash flow in ACES
- Listed on the Mauritian Stock Exchange in 2019
- Exit strategy through secondary listing on a Nordic stock exchange in 2020/2021

**Your investment has a direct impact on the continent while cleaning the environment and earning a good return.**





# Nature's power source



# FINANCIAL INDICATORS



ACES - SUMMARY FINANCIALS											
YEARS ENDING 30 JUNE		2 019	2 020	2 021	2 022	2 023	2 024	2 025	2 026	2 027	2 028
SUMMARISED INCOME STATEMENT											
Operating income											
Development Fees		0	595 238	5 022 000	5 756 000	0	0	0	0	0	0
Management Fees		0	297 619	3 914 716	4 339 908	1 714 281	2 206 533	2 206 533	2 206 533	2 206 533	2 206 533
Dividends		0	36 533	69 631	397 160	2 007 408	2 567 523	2 684 368	2 804 625	3 101 661	3 265 418
Interest		0	0	0	-34 900	0	0	0	0	0	0
		0	929 390	9 006 347	10 458 168	3 721 688	4 774 057	4 890 901	5 011 158	5 308 194	5 471 951
Group costs											
Salaries		0	-514 598	-1 136 590	-1 182 054	-1 229 336	-1 278 509	-1 329 650	-1 382 836	-1 438 149	-1 495 675
Other expenses		-569 832	-416 320	-424 746	-441 736	-459 406	-477 782	-496 893	-516 769	-537 440	-558 937
		-569 832	-930 918	-1 561 337	-1 623 790	-1 688 742	-1 756 291	-1 826 543	-1 899 605	-1 975 589	-2 054 612
Interest - non core		23 725	156	26 275	22 832	1 099	2 670	27 791	46 625	49 767	52 279
Profit (loss) before tax		-546 107	-1 371	7 471 286	8 857 210	2 034 046	3 020 435	3 092 149	3 158 178	3 382 373	3 469 618
Tax paid		0	0	-608 801	-127 533	-274 069	-284 499	-295 823	-307 580	-320 363	-334 100
Profit (loss) after tax		-546 107	-1 371	6 862 484	8 729 678	1 759 977	2 735 936	2 796 326	2 850 599	3 062 010	3 135 518
Earnings per share (US Cents)		-2,02	0,00	14,37	18,28	3,69	5,73	5,86	5,97	6,41	6,57
Dividends per Share (US Cents)		0,00	0,00	3,59	4,57	0,92	1,43	1,46	1,49	1,60	1,64
Dividends per Share (US Cents) for US\$1M investment		0,00	0,00	35 928,26	45 703,87	9 214,29	14 323,88	14 640,05	14 924,20	16 031,03	16 415,88



# FINANCIAL INDICATORS Cont.....

YEARS ENDING 30 JUNE		2 019	2 020	2 021	2 022	2 023	2 024	2 025	2 026	2 027	2 028
SUMMARISED CASH FLOW STATEMENT											
Cash flow from operations		-546 107	-1 371	6 862 484	8 729 678	1 759 977	2 735 936	2 796 326	2 850 599	3 062 010	3 135 518
Investing activities											
Equity			-3 415 460	-7 908 583	-17 815 688	-4 656 972	0	0	0	0	0
Shareholder loans:											
	Advances		0	0	0	0	0	0	0	0	0
	Repayments	0	0	0	0	0	0	0	0	0	0
PDI loans											
	Advances	-301 863	0	0	0	0	0	0	0	0	0
	Repayments	-108 740	0	0	0	0	0	0	0	0	0
	Interest accrued	-16 350	0	0	0	0	0	0	0	0	0
Cash flow from investing		-426 953	-3 415 460	-7 908 583	-17 815 688	-4 656 972	0	0	0	0	0
Financing activities											
Equity		970 718	2 541 020	3 437 051	9 534 535	2 749 258	0	0	0	0	0
Loans:											
	Advances		1 991 762	2 567 560	4 663 553	1 164 243	0	0	0	0	0
	Interest accrued	0	137 483	66 492	165 000	473 999	234 659	4 062	0	0	0
	Repayments	-48 532	-757 895	-3 371 002	-3 058 083	-1 701 130	-3 415 280	-363 882	0	0	0
Dividends paid		0	0	-1 715 621	-2 182 419	-439 994	-683 984	-699 081	-712 650	-765 502	-783 880
Cash flow from Financing		922 186	3 912 369	984 480	9 122 586	2 246 376	-3 864 605	-1 058 902	-712 650	-765 502	-783 880
Net movement		-50 874	495 537	-61 619	36 576	-650 619	-1 128 669	1 737 424	2 137 949	2 296 507	2 351 639
Opening balance		55 423	4 549	500 086	438 468	475 043	-175 576	-1 304 245	433 180	2 571 129	4 867 636
Closing balance		4 549	500 086	438 468	475 043	-175 576	-1 304 245	433 180	2 571 129	4 867 636	7 219 275





# FINANCIAL INDICATORS Cont.....

YEARS ENDING 30 JUNE	2 019	2 020	2 021	2 022	2 023	2 024	2 025	2 026	2 027	2 028
<b>SUMMARISED BALANCE SHEET</b>										
Non current assets										
Investments in projects	0	3 415 460	11 324 043	29 139 731	33 796 703	33 796 703	33 796 703	33 796 703	33 796 703	33 796 703
Loans to PDI's	481 574	481 574	481 574	481 574	481 574	481 574	481 574	481 574	481 574	481 574
Loans to projects	14 937	14 937	14 937	14 937	14 937	14 937	14 937	14 937	14 937	14 937
Current assets										
Cash and cash equivalents	4 549	500 086	438 468	475 043	-175 576	-1 304 245	433 180	2 571 129	4 867 636	7 219 275
<b>TOTAL ASSETS</b>	<b>501 060</b>	<b>4 412 057</b>	<b>12 259 021</b>	<b>30 111 285</b>	<b>34 117 638</b>	<b>32 988 969</b>	<b>34 726 393</b>	<b>36 864 342</b>	<b>39 160 849</b>	<b>41 512 488</b>
Equity										
Shareholders contribution	970 718	3 511 738	6 948 789	16 483 324	19 232 582	19 232 582	19 232 582	19 232 582	19 232 582	19 232 582
Retained earnings	-869 910	-871 281	4 275 582	10 822 840	12 142 822	14 194 774	16 292 019	18 429 968	20 726 475	23 078 114
Non Controlling Interest	-168 384									
Non current liabilities										
Loans	1 329	1 372 678	635 728	2 406 198	2 343 310	-837 311	-1 197 131	-1 197 131	-1 197 131	-1 197 131
Current liabilities	567 307									
<b>TOTAL EQUITY &amp; LIABILITIES</b>	<b>501 060</b>	<b>4 013 134</b>	<b>11 860 098</b>	<b>29 712 362</b>	<b>33 718 715</b>	<b>32 590 046</b>	<b>34 327 470</b>	<b>36 465 419</b>	<b>38 761 926</b>	<b>41 113 565</b>
Shares in Issue	26 009 042	27 025 770	32 025 770	47 751 302	47 751 302	47 751 302	47 751 302	47 751 302	47 751 302	47 751 302
Shares from Options	1 016 728									
Sub Total	27 025 770	27 025 770	32 025 770	47 751 302	47 751 302	47 751 302	47 751 302	47 751 302	47 751 302	47 751 302
New Issue of Shares First Tranche	0	5 000 000								
Sub Total	27 025 770	32 025 770	32 025 770	47 751 302	47 751 302	47 751 302	47 751 302	47 751 302	47 751 302	47 751 302
New Issue of Shares Second Tranche			15 725 532	0	0	0	0	0	0	0
Total Shares in Issue	27 025 770	32 025 770	47 751 302	47 751 302	47 751 302	47 751 302	47 751 302	47 751 302	47 751 302	47 751 302
***** A	Assuming all future issues are at US\$1.00, effectively this will not be the case as the projects that switch on add significant value.									
***** B	Total new Equity raised to develop projects in this projection									
<b>EXPLANATION OF NEW ISSUES</b>										
Total Equity required for Investment in Projects		35 000 000								
Use of own funds from Development fees		14 274 468								
New Issue of Shares First Tranche		5 000 000								
New Issue of Shares Second Tranche		15 725 532								
Total Funds raised and own sources		35 000 000								



# CONCLUSION



- Compelling African energy proposition
- Extensive due diligence conducted on current and future markets (risk mitigation)
- Clear focussed strategy with long term growth potential
- Proven working technology and projects
- Impact investment through transformation while receiving strong return
- Strong cash flow forecast (US\$) from projects
- Strong experienced management team with demonstrable track record in Africa
- Clear near term value proposition for investors through dividend and share value growth
- Social Economic and Environmental policy driven



# DISCLAIMER, FORWARD LOOKING AND CAUTIONARY STATEMENT

By accepting this confidential presentation (the “**Presentation Materials**”), and in consideration of it being made available to such recipient, each recipient agrees to keep strictly confidential the information contained in it and any information otherwise made available by African Clean Energy Solutions Limited (“**ACES**” or the “**Company**”), whether orally or in writing, in connection with the proposed issue of convertible loan notes by the Company to a limited number of qualified investors. In the case of a corporate recipient, this Presentation may only be disclosed to such of its directors, officers or employees who are required to review it for the purpose of deciding whether or not to make an investment in the Company. This Presentation has been provided to each recipient at their request, solely for their information, and may not be reproduced, copied, published, distributed or circulated, to any third party, in whole or in part, or published in whole or in part for any purpose, without the express prior consent of the Company.

All information supplied by the Company or any of its employees, agents or professional advisers in connection with this Presentation was when given and remains accurate and complete in all respects and no information has been disclosed which makes any information supplied inaccurate or misleading or which is otherwise material for disclosure to potential investors. The sole purpose of this Presentation is to provide information on the Company to those parties who have expressed an interest in investigating the possibility of investing in the Company in order that they may assess whether or not they wish to proceed with a more detailed review of the matters discussed in this Presentation.

The information in this Presentation has been prepared and distributed by the Company. It is subject to further updating, completion, revision, verification and further amendment. This Presentation and its contents do not, and are not intended to, constitute, or form any part of, an offer for sale, prospectus, invitation to subscribe for or purchase or otherwise acquire transferable securities within the meaning of sections 85 and 102B of the Financial Services and Markets Act 2000, as amended (“**FSMA**”) in the Company, nor shall it, or the fact of its distribution, form the basis of, or be relied upon in connection with, any contract or commitment to acquire any securities.

This Presentation has not been approved by an authorised person in accordance with section 21 of FSMA. Distribution of this Presentation is restricted to a very limited number of parties who have expressed an interest in the Company. This Presentation is only addressed to and directed at persons in member states of the European Economic Area who are “qualified investors” within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC). In addition, in the United Kingdom, this document is only being distributed to and is directed at persons who are reasonably believed by Strand Hanson Limited (“**Strand Hanson**”) to be: (a) persons who have professional experience in matters relating to investments falling within Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”); or (b) high net worth entities falling within Article 49 of the Order; or (c) persons who are certified high net worth individuals within the meaning of Article 48(2) of the Order; (d) persons who are certified sophisticated investors within the meaning of Articles 50 and 50A of the Act; (e) persons who are otherwise permitted by law to receive it (all such persons together being referred to as “**Relevant Persons**”). This Presentation is directed to, available only to, and any invitation, offer or agreement relating to this Presentation will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this Presentation or any of its contents. By accepting this Presentation and not immediately returning it, the recipient is deemed to represent and warrant that: (i) they are a person who falls within the above description of persons entitled to receive this Presentation; and (ii) they agree with, have read and will comply with the contents of this notice.

No recipient of this Presentation in any territory other than the United Kingdom may treat this Presentation as constituting an offer or invitation to the recipient to invest in the Company, nor should the recipient in any event invest in the Company unless such an invitation or investment complies with any financial promotion, registration or other legal or regulatory requirements in the relevant territory. It is the responsibility of any recipient outside the United Kingdom wishing to invest in the Company to satisfy himself that, in doing so, he complies with the laws of any relevant territory in connection with such investment and that he obtains any requisite governmental or other consents and observes any other formalities.

Investment in unlisted companies carries high risks to your capital, is highly speculative and you may not get back the full amount invested. Before investing in a project about which information is given, potential investors are strongly advised to take advice from a person authorised under FSMA who specialises in advising on investments of this kind. Potential investors must rely on their own examination of the legal, taxation, financial and other consequences of an investment in the Company, including the merits of investing and the risks involved. Potential investors should not treat the contents of this Presentation as advice relating to legal, taxation or investment matters and are advised to consult their own professional advisers concerning any acquisition of shares in the Company.

No undertaking, representation, warranty or other assurance, express or implied, is made or given by or on behalf of the Company or any of its respective affiliates, any of their respective directors, officers, employees, agents, advisers or any other person as to the accuracy, completeness or fairness of the information or opinions contained in this Presentation, no reliance should be placed on the accuracy, completeness or fairness of the information or opinions in this Presentation and no responsibility or liability is accepted for any such information or opinions or for any errors or omissions.

Neither this Presentation nor any copy of it may be taken or transmitted into the United States of America, its territories or possessions or distributed, directly or indirectly, in the United States of America, its territories or possessions. Neither this Presentation nor any copy of it may be taken or transmitted into Australia, Canada, Japan or the United States or to any securities analyst or other person in any of those jurisdictions. Any failure to comply with this restriction may constitute a violation of Australian, Canadian, Japanese or United States securities laws. The distribution of this Presentation in other jurisdictions may be restricted by law and persons into whose possession this document comes should inform themselves about, and observe, any such restrictions.

The convertible loan notes mentioned in this Presentation have not been, and will not be, registered under the US Securities Act of 1933 (the “**Securities Act**”), or under the applicable securities laws of Canada, Australia or Japan, and may not be offered or sold in the United States (as such term is defined in Regulation S under the Securities Act) unless they are registered under the Securities Act or pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act and, subject to certain exceptions, may not be offered or sold within Canada, Australia or Japan or to any national, resident or citizen of Canada, Australia or Japan. No public offer of securities in the Company is being made in Canada, Australia, Japan or the United States.

The information contained in this Presentation is being supplied as a guide only and prospective investors must make their own investigations and satisfy themselves as to the condition of the Company and the accuracy and completeness of the statements contained herein. This Presentation should not be considered a recommendation by the Company or any of its respective directors, officers, employees, agents, advisers or any other person in connection with any purchase of, or subscription for, securities of the Company. Save in the case of fraud, no liability is or will be accepted for such information by the Company or any of its respective directors, officers, employees, agents or advisers or any other person.

Certain of the information contained in this Presentation has been obtained from published sources prepared by other parties. Certain other information has been extracted from unpublished sources prepared by other parties which have been made available to the Company. The Company has not carried out an independent investigation to verify the accuracy and completeness of such third party information. No responsibility is accepted by the Company or any of its directors, officers, employees, agents, advisers or any other person for the accuracy or completeness of such information.



# DISCLAIMER, FORWARD LOOKING AND CAUTIONARY STATEMENT continue ....

This Presentation contains forward-looking statements and has been based upon a number of assumptions, forecasts and projections which by their nature are forward looking. These statements relate to the future prospects developments and business strategies of the Company. Forward-looking statements are identified by the use of such terms as "anticipate", "assume", "believe", "could", "envisage", "estimate", "expect", "forecast", "potential", "intend", "may", "plan", "should", "will" or the negative of those, variations or comparable expressions, including references to assumptions. The forward-looking statements contained in this Presentation are based on current expectations and beliefs and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. If one or more of these risks or uncertainties materialises, or if underlying assumptions prove incorrect, the Company's actual results may vary materially from those expected, estimated or projected. Given these risks and uncertainties, potential investors should not place any reliance on forward-looking statements. These forward-looking statements speak only as at, and on the basis of information known at, the date of this Presentation.

## **Residents of Canada: Rights of Rescission:**

Statutory Rights of Action in the Event of a Misrepresentation for Residents of Manitoba, Alberta, British Columbia and Saskatchewan:

If there is a misrepresentation in this Presentation if you are resident in Manitoba, Alberta, British Columbia or Saskatchewan, you have a statutory right to sue:

- (a) The Company to cancel your agreement to buy these securities, or
- (b) for damages against the Company, all its directors and those persons who signed this Presentation.

This statutory right to sue is available to you whether or not you relied on the misrepresentation. However, there are various defences available to the persons or companies that you have a right to sue. In particular, they have a defence if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in (a) or (b) above, you must do so within strict time limitations. You must commence your action to cancel the agreement within 180 days from the day of the transaction that gave rise to the cause of action (one year if you reside in Saskatchewan). You must commence your action for damages within the earlier of (i) (A) if you are resident in Alberta or British Columbia, 3 years after the date of the transaction that gave rise to the cause of action, and if you are resident in Saskatchewan, 6 years after the date of the transaction.

### **Statutory Rights of Action in the Event of a Misrepresentation for Residents of Ontario**

In the event that this document, together with any amendments hereto, contains an untrue statement of a material fact or omits to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made (a "misrepresentation"), a subscriber resident in Ontario who purchases the securities offered by this document during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase, and such subscriber has a right of action for rescission or damages against the Corporation. The subscriber may elect to exercise a right of rescission against the Corporation, in which case the subscriber will have no right of action for damages against the Corporation. No action for rescission shall be commenced more than 180 days after the date of the transaction that gave rise to the cause of action and no action for damages shall be commenced more than the earlier of:

- 180 days after the subscriber first had knowledge of the facts giving rise to the cause of action, or
- three years after the date of the transaction that gave rise to the cause of action.

If there is a misrepresentation in this Presentation you have a contractual right to sue the Corporation:

- (a) to cancel your agreement to buy these securities, or
- (b) for damages.

This contractual right to sue is available to you whether or not you relied on the misrepresentation. However, in an action for damages, the amount you may recover will not exceed the price that you paid for your securities and will not include any part of the damages that the Corporation provides does not represent the depreciation in value of the securities resulting from the misrepresentation. The Corporation has a defence if it proves that you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in (a) or (b) above, you must do so within strict time limitations. You must commence your action to cancel the agreement within 180 days after you signed the agreement to purchase the securities. You must commence your action for damages within the earlier of 180 days after learning of the misrepresentation and 3 years after you signed the agreement to purchase the securities.

## **Residents of the United States of America:**

This presentation may contain forward-looking statements, including "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. Words such as "expects", "anticipates", "intends" or the negative of these terms and other similar expressions of future performance or results, and their negatives are intended to identify such forward-looking statements. These forward looking statements are based upon current expectations and assumptions regarding anticipated developments and other factors affecting the Company. They are not historical facts, nor are they guarantees of future performance. Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements. The issuance of the common shares under the contemplated offering has not been, and will not be, registered under the Securities Act of 1933, as amended (the "Securities Act"). The Company may offer the common shares within the United States only in transactions exempt from the registration requirements of the Securities Act. Any common shares issued will be "restricted securities" and can only be resold in a transaction exempt from the registration requirements of the Securities Act.





# CONTACTS



Dave Kruger  
Chief Executive Officer  
davek@saces.co.za  
Mobile +27 83 579 3634

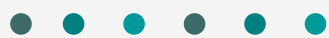
Melvyn Antione  
Chief Operating Officer  
mela@saces.co.za  
Mobile +27 82 853 5793

Company Secretary  
Intercontinental Trust Ltd – Sheetal Bissumroy  
sbissumroy@intercontinentaltrust.com

Mauritian Transaction Advisor  
Perigeum Capital Ltd – Shamin A. Sookia / Kesaven Moothoosamy  
info@Perigeum.mu

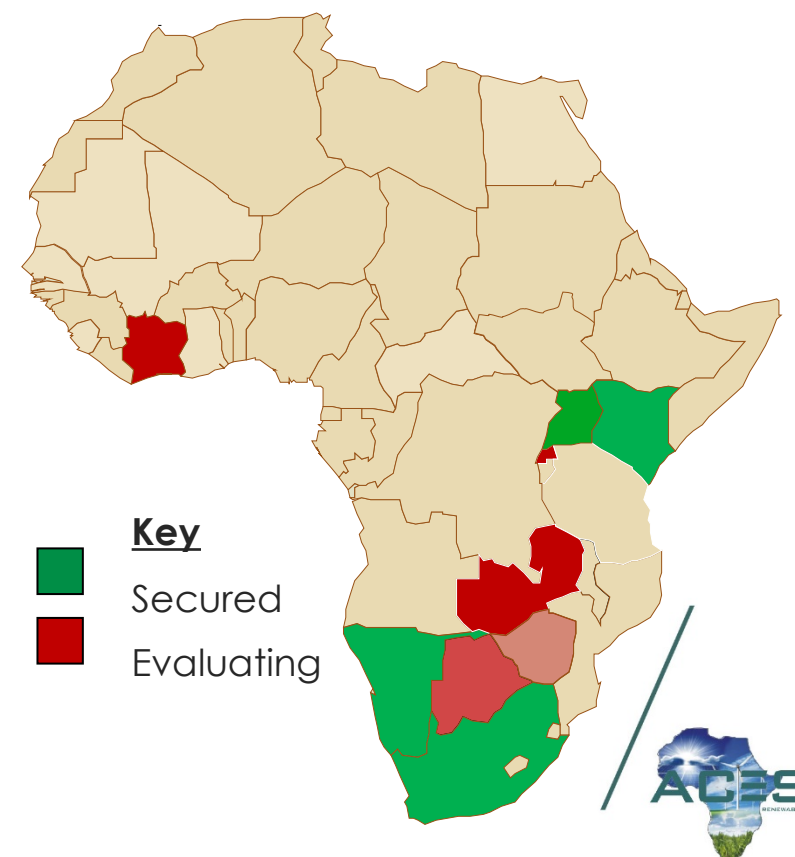


# APPENDIX A: CAPABILITY STATEMENT



- The ACES Group is capable of a full wrap, full turnkey project development and is targeting ownership of the renewable power plants for the duration of the PPA
- The list below is supported by our preferred development partners

1	<b>Development</b> <ul style="list-style-type: none"><li>• Country setup and local office agreements</li><li>• Country and project Sustainability studies</li></ul>
2	<b>Technical Capability</b> <ul style="list-style-type: none"><li>• Experienced team to conduct site selection, Feasibility Studies, Costing and permitting.</li><li>• Full support from our preferred EPC and BOT partners</li></ul>
3	<b>Design &amp; Engineering</b> <ul style="list-style-type: none"><li>• Site selection, Foundations, Frameworks, Plant design and Protection of plant &amp; Equipment</li></ul>
4	<b>Construction</b> <ul style="list-style-type: none"><li>• Site preparation, Civils, Electrics, Construction and Commissioning</li></ul>
5	<b>Operation &amp; Maintenance</b> <ul style="list-style-type: none"><li>• Performance monitoring, Security, Cleaning &amp; Parts replacement</li></ul>



# APPENDIX B: PROJECTS



COUNTRY		LOCATION	TECH.	PPA
Namibia		Okatope	Solar	Signed for 25 years @ 137 N/D cents escalating at CPIX
Namibia		Okatope	Solar	Signed for 25 years @ 137 N/D cents escalating at CPIX
South Africa		Port Elizabeth	Solar	20 Years @ 110 SA cents escalating at CPIX
Kenya		Kitangale	Hybrid Solar/ Biogas	20 years @ 8.85 US cents Partial tariff escalation
Kenya		Kitangale	Hybrid Solar/ Biogas	20 years @ 8.85 US cents Partial tariff escalation
Uganda		Masindi	Biogas	20 years@ 11,3 US cents escalating at 8%
Uganda		Masindi	Biogas	20 years@ 11,3 US cents escalating at 8%





# APPENDIX C: DIRECTORS OF ACES



## **Gaetan Siew – Chairman of the Board**

Director/partner of Lampotang & Siew Architects Ltd since 1981 in Mauritius. Worked internationally (Mauritius, France, India, Madagascar, Mayotte, Seychelles, Swaziland, Tunisia) on projects such as Airports, Hotels, Commercial and Leisure. Urban planning and heritage projects. Initially trained as an architect. Throughout his professional career he has learnt that being an architect means to translate the imagination into reality. The same methodology applies to resolve complex problems into concrete solutions. As founding partner of Lampotang & Siew Architects Ltd since 1981 in Mauritius, he worked internationally (Mauritius, France, India, Madagascar, Mayotte, Seychelles, Swaziland, and Tunisia) on projects such as Airports, Hotels, Commercial and Leisure, Urban planning and Heritage projects. Past President of the International Union of Architects, he travels the world to make presentations on global issues and globalisation. Extensive traveller to over a 100 countries and has visited about 250 cities

## **Dave Kruger - CEO**

Dave joined the Board on formation in 2007 and became the Chief Executive Officer in 2011, having previously managed a successful property development company in South Africa. Dave is responsible for the negotiations and selection of the Group business partners in Africa and together with the African business partners are involved with negotiations with government and mining houses in Namibia, Kenya, Uganda and South Africa for the off-take of the energy from the power plant. Dave is actively involve with fund raising for the group. With more than 10 years experience in the renewable energy space, Dave has concluded numerous projects in Africa



# APPENDIX C: DIRECTORS OF ACES



## **Melvyn Antonie - COO**

Melvyn holds a BA LLB (Wits) and is an admitted attorney. He also obtained a Diploma in Banking from the Manchester Business School. He joined the Board on formation of SACE in 2007 as an Executive Director. In 1973 he joined Barclays National Merchant Bank where he became senior general manager, responsible for mergers, acquisitions, listings, bank syndicated positions and project financing. He became a director of Hill Samuel SA in 1986 and was responsible for the Corporate Finance Department. He formed The Janus Corporation as a shareholder and director in 1987 and between 1996 and 1998, as part of a joint venture, was a director of SG Corporate Finance (SA) (Pty) Limited. With his extensive experience in the financial field, Mr Antonie and Mr Wood make up the SACE/ARCP finance team. The finance team are responsible for securing CAPEX for ACES projects

## **Jim Friedlander – Non Executive Director**

Jim is an international lawyer. After receiving his J.D. from Harvard Law School in 1966, he lived in Malawi for 5 years and Kenya for 8 years. He has worked in 25 countries in Africa, as a World Bank lawyer, as a private banker at Citibank, and as a private lawyer for large and small law firms. Over the years, Jim has been on the board of NMB Bank in Zimbabwe and a Canadian mining company listed on the TSE. Jim has advised Governments in Africa and in Eastern Europe for 33 years on their investment laws as a consultant to the World Bank/IFC. Jim is currently living in London, UK. He is a marketing manager of ENS Africa, a law firm and a partner in a law firm in Moscow, Russia (where he lived for 8 years)



# APPENDIX C: DIRECTORS OF ACES



## **Smitha Algoo-Bissoonauth – Non-Executive Director**

Ms. Bissoonauth joined the Corporate Services Department of Intercontinental Trust Limited (“ITL”) in 2006 and she is currently a Senior Manager in the Listing Department. She completed her MBA in Innovation and Leadership with distinction, from the University of Mauritius in partnership Ducere Business School and is presently an Associate Member of the Institute of Chartered Secretaries and Administrators. Prior to her appointment as Manager in the Listing Department, she worked in the Corporate Services Department for nearly 10 years and is currently overseeing companies that are listed on the SEM, NSX, JSE and LSE. She has been overseeing the operations division such as incorporation of companies, advising on company structures, regulatory matters and corporate administration as well as company secretarial duties to companies, both under the private and public structures in the global business sector and the domestic sector. Additionally, Ms Bissoonauth sits as director on the boards of several global business companies that are under the administration of ITL, as well as boards of Listed Companies and Special Licensed Companies by the FSC.

## **Toorisha Nakey-Kurnauth – Non-Executive Director**

Toorisha joined ITL in the year 2008 and is currently Manager in the Listing Division of ITL. She oversees the operation of the listing team and advises clients on incorporation of companies, compliance with ongoing obligations in relation to regulatory matters and is the direct point of contact for clients. She also worked in the Fund administration department for five years where she gained extensive experience by administering fund structures. She advised clients on the fund structures, reviewed fund documents and was also involved in fund accounting. Over the years Toorisha has gained experience to manage people and to service clients. She has attended several seminars, conferences and workshops in relation to leadership, presentation skills, company secretarial matters and compliance with ongoing SEM obligations. Toorisha graduated from the University of Mauritius with a B.Sc. (Hons) in Finance with Law and is currently undertaking the final papers for the Association of Chartered Certified Accountants (ACCA)





# APPENDIX D: GROUP COMPANY DIRECTORS



## **Tim Wood - Non- Executive Director**

Tim spent most of his career in the Citi banking group in 12 different countries in their commercial and investment banking sectors. Most recently he was the managing director of a multimillion private equity fund for sub-Saharan Africa. He joined the Board in July 2014 as a non-executive director. His role in ACE is primarily in finance and along with Melvyn is responsible for raising funding for projects

## **Paul Norman - Non- Executive Director**

Paul joined the Board in November 2015 as a Non-Executive Director. He has been an executive at MTN since 1997. He is a member of the Group Exco and has played a key role in MTN's evolution from a single country business to a global business with a footprint in 22 countries. Paul has a Masters degree in Psychology from Rhodes University and also graduated from IMD in Switzerland with an MBA. He is a qualified Psychologist and before moving into Industry, he ran his own private practise. As an HR professional Paul has positioned MTN as an employer of choice across all its markets. In 2003 Paul was also awarded HR Practitioner of the Year by the Institute for People Management (IPM). In 2012 he was recognised by the South African Board for People Practices (SABPP), with the Life Time Achievement Award. According to SABPP, the award was in acknowledgment of his great contribution to the advancement of the Human Resources profession, not only in South Africa, but across MTN's 22 countries of operation. He serves as a director on several of MTN's Subsidiary Boards. He has also established various entrepreneurial ventures in the food, motor and alternative energy sectors



# APPENDIX D: GROUP COMPANY DIRECTORS



## **Dr Jacky Rampedi - Non- Executive Director**

Dr Rampedi (MBCHB) is a graduate of Natal Medical School. He joined the Board of SACE in October 2010 as a Non-Executive Director. He is an entrepreneur, starting private practice more than 15 years' ago and developing it into four fully operational primary healthcare clinics. In addition, he has created emergency services which are contracted to Netcare 911 and services the greater Northern Pretoria. He has extensive community involvement and, inter alia, founded PEPCO, Winterveld Aids Awareness Campaign, BMR Football Club. In 2003, Dr Rampedi launched an initiative to establish and integrated black owned Healthcare group, providing and opportunity to acquire skills and participate in main stream economy. His achievements have demonstrated his strength of business acumen and abilities as an entrepreneur, all of which he brings to SACE as a member of the Board of Directors

## **Ashley Ally - Non-Executive Director of ACES (UK)**

Ashley has qualifications in Electrical Engineering, Town and Regional Planning as well as Business and Public Administration. Ashley is the Chief Executive Officer of Izingwe Holdings (Pty) Ltd; an investment company specializing in infrastructure development, industrial and mining services. He serves on the Board of Directors for both listed and unlisted companies and has investments in Anglo Gold Ashanti, Powertech IST, Nedbank, Old Mutual, Aberdare Cables, Onelogix, Scaw Metals as well as CBI Electric



# APPENDIX E: LOCAL PROJECT PARTNERS



## **Robert W. Muchiri - Director KENYA**

Robert is a Kenyan agronomist with a wealth of technical skills, management experience and a track record of successful business ventures in Kenya. His local knowledge and access in this jurisdiction makes him an invaluable and integral part of the team.

## **Ulrich Sedi/Gaoseb - Director NAMIBIA**

Ulrich has extensive experience and an impressive track record in establishing and running businesses across all sectors. He has been involved in renewable energy for the past two years and is a co-founder of ARCP. Ulrich is well acquainted with the Fishing Industry and has been a Director and Chairperson in key companies – establishing them from inception to their current operational status. He currently serves on Boards of Naras Investment (Pty) Ltd, Trachurus Fishing (Pty) Ltd, Omankete Investment (Pty) Ltd, Kuiseb Fishing Enterprises (Pty) Ltd, Kuiseb Cold Store and Kuiseb Traders (Pty) Ltd.

## **Charles Mbire - Director UGANDA**

Charles is an Economist with a Degree from the University of Essex and an MBA from Leicester University, UK. He is one of the founding shareholders and Chairman of MTN Uganda Ltd, the largest telecommunications company in Uganda and the biggest tax payer in that country. He is the director of Eskom Uganda Limited, a subsidiary of Eskom South Africa and the Chairman and CEO of Invesco Uganda Limited. Mr. Mbire is an investor and director of Rift Valley Railways (Kenya & Uganda) Ltd, Railway Concessionaire Uganda/Kenya and is the Chairman of the Board of Directors, Uganda Securities Exchange (stock exchange). He has of late invested in oil exploration, oil services, energy and cement production. In 2010, he was appointed a member of the Uganda Presidential Investment Round Table and in 2011 was appointed to the International Monetary Fund (IMF), as a member of the Regional Advisory Group for Africa.





Contact

+2711 530 9500

AFRICA CLEAN ENERGY SOLUTIONS LIMITED

PROVEN & VIABLE INVESTMENT

