

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) WEDNESDAY, THE 5th
JUSTICE HAINEY)
) DAY OF AUGUST, 2020

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF BANRO CORPORATION, BANRO
GROUP (BARBADOS) LIMITED, BANRO CONGO
(BARBADOS) LIMITED, NAMOYA (BARBADOS) LIMITED,
LUGUSHWA (BARBADOS) LIMITED, TWANGIZA
(BARBADOS) LIMITED AND KAMITUGA (BARBADOS)
LIMITED

(the "Applicants")

CCAA TERMINATION AND DISCHARGE ORDER

THIS MOTION, made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, for an Order, among other things: (i) terminating these CCAA proceedings of the Applicants (the "**CCAA Proceedings**") and discharging FTI Consulting Canada Inc. ("**FTI**") in its capacity as the Court-appointed monitor (the "**Monitor**") of the Applicants upon the filing by the Monitor of a certificate (the "**CCAA Termination and Monitor's Discharge Certificate**") substantially in the form attached hereto as Schedule "A" confirming the completion of the administration of these CCAA Proceedings; (ii) approving the Sixth Report of the Monitor (the "**Sixth Report**") and the activities set out therein; (iii) approving the fees and disbursements of the Monitor and its counsel; and (iv) releasing the Monitor from any and all liability, as set out in paragraph 7 of this Order, was heard this day by judicial videoconference via Zoom at Toronto, Ontario due to the COVID-19 Emergency.

ON READING the Sixth Report, the affidavits of the Monitor and its counsel as to fees (the “**Fee Affidavits**”), and on hearing the submissions of counsel for the Monitor, no one else appearing although served as evidenced by the Affidavit of Sophie Moher sworn July 30th, 2020, filed;

1. THIS COURT ORDERS that the time for service and filing of this motion is hereby abridged and validated such that the motion is properly returnable today and hereby dispenses with further service thereof.

2. THIS COURT ORDERS that all terms not otherwise defined herein have the meanings given to them in the Sixth Report.

3. THIS COURT ORDERS that the Sixth Report and the activities of the Monitor as set out in therein are hereby approved; *provided, however*, that only the Monitor, in its personal capacity and only with respect to its own personal liability, and the Monitor’s legal counsel shall be entitled to rely upon or utilize in any way such approval.

4. THIS COURT ORDERS that the fees and disbursements of the Monitor and its counsel, as set out in the Sixth Report and the Fee Affidavits, are hereby approved and that no further approval of the fees and disbursements of the Monitor or its legal counsel is required in respect of the period from the date of this order until such time as the Monitor is discharged in accordance with paragraph 6 below.

5. THIS COURT ORDERS that, after payment of the fees and disbursements herein approved and the fees and disbursements of counsel to the Applicants, the Monitor shall transfer any unused portion of the Administrative Reserve Account to Banro Corporation or as it may otherwise direct in writing.

6. THIS COURT ORDERS that upon the transfer of any unused portion of the Administrative Reserve Account set out in paragraph 5 hereof and upon the Monitor filing the CCAA Termination and Monitor’s Discharge Certificate certifying that (i) it has completed the transfer of any unused portion of the Administrative Reserve Account to Banro Corporation or as it may otherwise direct in writing; and (ii) it has completed the other activities described in the Sixth Report, these CCAA Proceedings shall be

terminated and FTI shall be discharged as Monitor of the Applicants, provided however that notwithstanding its discharge herein (a) the Monitor shall remain Monitor for the performance of such incidental duties as may be required to complete the administration of the CCAA Proceedings; and (b) the Monitor shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of FTI in its capacity as Monitor.

7. THIS COURT ORDERS AND DECLARES that FTI be and is hereby released and discharged from any and all liability that FTI now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of FTI while acting in its capacity as Monitor herein, save and except for any gross negligence or wilful misconduct on the Monitor's part. Without limiting the generality of the foregoing, FTI is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the CCAA Proceedings, save and except for any gross negligence or wilful misconduct on the Monitor's part. Notwithstanding the discharge of FTI as Monitor and the termination of this CCAA proceeding, FTI and its legal counsel shall continue to have the benefit of all approvals and protections that exist at common law or pursuant to the CCAA, the Initial Order and all other Orders made in this CCAA proceeding.

8. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Monitor and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

9. THIS COURT ORDERS that, this order is effective from today's date and it is made and enforceable without any need for entry or filing.

A handwritten signature in cursive script, reading "Hainey J.", is written over a horizontal line. The signature is fluid and stylized, with the first letter 'H' being particularly large and the 'J' having a prominent loop.

Schedule "A"
Form of CCAA Termination and Monitor's Discharge Certificate

Court File No. CV-17-589016-00CL

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LIMITED**

(the "Applicants")

CCAA TERMINATION AND MONITOR'S DISCHARGE CERTIFICATE

RECITALS

- A. All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Order of the Honourable Justice Hailey made in these proceedings on August 5th, 2020 (the "CCAA Termination and Discharge Order").
- B. Pursuant to the CCAA Termination and Discharge Order, upon FTI in its capacity as Monitor filing the CCAA Termination and Monitor's Discharge Certificate certifying that it has transferred any unused portion of the Administrative Reserve Account to Banro Corporation or as it may have otherwise directed in writing and completed the other activities described in the Sixth Report, the CCAA proceedings of the Applicants

shall be terminated and FTI shall be discharged as the Monitor of the Applicants, provided however that notwithstanding this discharge (a) the Monitor shall remain Monitor for the performance of such incidental duties as may be required to complete the administration of the Applicants' CCAA proceedings; and (b) the Monitor shall continue to have the benefit of the provisions of all Orders made in the Applicants' CCAA proceedings, including all approvals, protections and stays of proceedings in favour of FTI in its capacity as Monitor.

THE MONITOR CERTIFIES the following:

1. The Monitor has transferred any unused portion of the Administrative Reserve Account to Banro Corporation or as it otherwise directed in writing.
2. The Monitor has completed the other activities described in the Sixth Report.

DATED at the City of Toronto, in the Province of Ontario, this ____ day of _____, 2020 at _____.

FTI CONSULTING CANADA INC., in its capacity as Court-appointed Monitor of the Applicants and not in its personal or corporate capacity

By: _____
Name: Nigel D. Meakin
Title: Senior Managing Director

Court File No. CV-17-589016-00CL

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PROCEEDING COMMENCED AT TORONTO

**CCA TERMINATION AND MONITOR'S DISCHARGE
CERTIFICATE**

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CCAA TERMINATION AND DISCHARGE ORDER

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