

PRA
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EXECUTION VERSION

Date: 23 JANUARY 2017

**THE GOVERNMENT OF THE REPUBLIC OF SIERRA LEONE, ACTING BY THE
MINISTER OF FINANCE AND ECONOMIC DEVELOPMENT AND BY THE
MINISTER OF ENERGY**

ELECTRICITY DISTRIBUTION AND SUPPLY AUTHORITY

CEC AFRICA (SL) LIMITED

CEC AFRICA (SL) LIMITED

CEC AFRICA (SIERRA LEONE) LIMITED

CECA SL GENERATION LIMITED

**DEED OF TERMINATION OF PROJECT
AGREEMENTS IN RELATION TO THE FREETOWN
GENERATION PROJECT IN SIERRA LEONE**

Trinity
INTERNATIONAL LLP



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THIS DEED is dated

23 JANUARY 2017

BETWEEN:

- (1) **THE GOVERNMENT OF THE REPUBLIC OF SIERRA LEONE, ACTING BY THE MINISTER OF FINANCE AND ECONOMIC DEVELOPMENT AND BY THE MINISTER OF ENERGY** (the “**Government**”);
- (2) **ELECTRICITY DISTRIBUTION AND SUPPLY AUTHORITY**, the body corporate established under the National Electricity Act 2011 and having its registered office at Electricity House, 36 Siaka Stevens Street Freetown, Sierra Leone (“**EDSA**”);
- (3) **CEC AFRICA (SL) LIMITED** (formerly Blue Flare Power SL (BVI) Limited) a company incorporated under the laws of the British Virgin Islands (“**CECA BVI**”);
- (4) **CEC AFRICA (SL) LIMITED** a company incorporated under the laws of Sierra Leone (“**CECA SL**”);
- (5) **CEC AFRICA (SIERRA LEONE) LIMITED** a company incorporated under the laws of the Republic of Mauritius (the “**Shareholder**”); and
- (6) **CECA SL GENERATION LIMITED** a company incorporated under the laws of Sierra Leone (the “**CECA Generation**”),

collectively referred to as the “**Parties**” and each a “**Party**”.

WHEREAS:

- (A) The Government entered into the following project agreements with CECA BVI (and with CECA SL in respect of (v) and (vi) below), in 2011 and 2013, relating to the construction and operation of a new power generation capacity and the development of the electricity transmission grid in the western area of Sierra Leone:
 - (i) the project framework agreement dated 21 July 2011;
 - (ii) the power purchase agreement dated 21 July 2011;
 - (iii) the grid development and management agreement dated 21 July 2011, as amended by the grid development and management agreement term sheet and amendment dated 26 March 2013;
 - (iv) the power purchase agreement term sheet dated 16 July 2013;
 - (v) the memorandum of understanding in respect of power generation dated 19 November 2013; and
 - (vi) the memorandum of understanding in respect of emergency works for transmission & distribution grid dated 19 November 2013,

together, the “**Existing Project Agreements**”.

