

Atlas Mara Beteiligungs AG

Düsseldorf

Announcement regarding offer conditions

On 3 July 2014, Atlas Mara Beteiligungs AG, Düsseldorf, (the "**Bidder**") published the offer document (the "**Offer Document**") for its voluntary public offer to the shareholders of African Corporate Development Corporation AG ("**ADC**"), Frankfurt am Main, regarding the acquisition of all no-par value registered shares in ADC (ISIN DE000A1E8NW9) ("**ADC Shares**") for a consideration of 1.25 shares of Atlas Mara Co-Nvest Limited per ADC Share (the "**Offer**"). The acceptance period ended on 31 July 2014, 24:00 hours (CEST).

Pursuant to section 13.1 of the Offer Document, the Offer and the contracts which come into existence as a result of its acceptance are subject to the conditions precedent listed in Section 13.1.1 through 13.1.12 of the Offer Document (each a "**Completion Condition**" and together the "**Completion Conditions**").

The Completion Conditions in Sections 13.1.1, 13.1.2, 13.1.4, 13.1.8, 13.1.9, 13.1.10, 13.1.11 and 13.1.12 of the Offer Document had been fulfilled as at the end of the Acceptance Period as announced on 5 August 2014.

The Completion Conditions 13.1.3 (Consent of the Central Bank of Botswana), 13.1.5 (Consent of the Central Bank of Mozambique), 13.1.6 (Consent of the Central Bank of Tanzania) and 13.1.7 (Notification to the Central Bank of Zambia) have been fulfilled as at 15 August 2014. Therefore, all Completion Conditions are fulfilled.

Settlement of the Offer will take place in accordance with Section 11.5 of the Offer Document.

Düsseldorf, 15 August 2014

Atlas Mara Beteiligungs AG