Execution Copy

Dated 29 **September 2010**

GUARANTCO LTD

and

THE TRUSTEES OF THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

and

NEDERLANDSE FINANCIERINGS-MAATSCHAPPIJ VOOR ONTWIKKELINGSLANDEN N.V.

AMENDMENT NO. 1 TO THE PIDG TRUST/GUARANTCO SUBSCRIPTION AGREEMENT DATED 20 APRIL 2010

relating to shares in GuarantCo Ltd

THIS AMENDMENT NO.1 is made on 29 September 2010

BETWEEN

(1) **GUARANTCO LTD,** a private company limited by shares and incorporated under the laws of Mauritius with registered number 58185 whose registered office is at 6th Floor Medine Mews, La Chaussée Street, Port Louis, Mauritius ("**GuarantCo**");

(2) **SG HAMBROS TRUST COMPANY LTD.** of Norfolk House, 31 St. James's Square, London EC1Y 4JJ, England, **MULTICONSULT TRUSTEES LTD.** of Rogers House, 5 President John Kennedy Street, Port Louis, Mauritius, and **MINIMAX LTD.** of Rogers House, 5 President John Kennedy Street, Port Louis, Mauritius as trustees of the **PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST**, a trust created under the laws of Mauritius (the "**PIDG Trust**"); and

(3) **NEDERLANDSE FINANCIERINGS-MAATSCHAPPIJ VOOR ONTWIKKELINGSLANDEN N.V.**, a public company incorporated under the laws of The Netherlands whose registered address is at Anna van Saksenlaan 71, 2593 HW Den Haag, The Netherlands ("**FMO**").

INTRODUCTION

(A) On 20 April 2010, GuarantCo, the PIDG Trust and FMO entered into a subscription agreement for the PIDG Trust to subscribe at US$ 1 per Share for up to a maximum aggregate number of shares of 17,637,360 (the "**PIDG Trust/GuarantCo Subscription Agreement (No.3)**")

(B) The PIDG Trust wishes to amend the PIDG Trust/GuarantCo Subscription Agreement (No.3) to increase its total commitment and the maximum aggregate number of shares it will subscribe for by such amount as will result from an additional subscription by the PIDG Trust of the US$ equivalent of GBP 250,000, which shall be calculated as the amount of US$ received by the PIDG Trust from the Government of the United Kingdom, acting through the Secretary of State for International Development at the Department for International Development ("**DFID**"), under an amendment dated 20 August 2010 to a letter of arrangement dated 18 March 2010 between DFID and the PIDG Trust to enable the PIDG Trust to support GuarantCo (the "**DFID Increase**").

IT IS AGREED as follows:

1. DEFINITIONS

1.1 Terms used (and not otherwise defined) herein shall have the same meanings as set forth in the PIDG Trust/GuarantCo Subscription Agreement (No.3).

2. AMENDMENTS

2.1 Clause 1 of the PIDG Trust / GuarantCo Subscription Agreement (No.3) shall be amended to incorporate a definition of the DFID Increase as follows:

> "1.1.9 "**DFID Increase**" means the amount by which the PIDG Trust wishes to increase its total commitment and the maximum aggregate number of shares it will subscribe for as will result from an additional subscription by the PIDG Trust of the US$ equivalent of GBP 250,000, which shall be calculated as the amount of US$ received by the PIDG Trust from the Government of the United Kingdom, acting through the Secretary of State for International Development at the Department for International Development, under an amendment dated 20 August 2010 to a letter of arrangement dated 18 March 2010 between the Government of the United Kingdom, acting through the Secretary of State for International Development at the Department for International Development and the PIDG Trust to enable the PIDG Trust to support GuarantCo."

2.2 Schedule 1 shall be replaced in its entirety with the form of Schedule 1 attached to this Amendment No. 1.

2.3 Save as expressly set out in this Amendment No. 1, the PIDG Trust/GuarantCo Subscription Agreement (No.3) shall remain in full force and effect.

THIS AMENDMENT NO.1 has been signed by the Parties or their duly authorised representatives on the date which appears on the first page of this Amendment No.1 in accordance with the provisions of clause 10.7 of the PIDG Trust/GuarantCo Subscription Agreement No.3.

SCHEDULE 1

THE PIDG TRUST SUBSCRIPTION

A **Total Commitment**	B **Maximum no. of Shares to be subscribed on Initial Subscription**	C **Maximum amount payable on Initial Subscription**	D **Maximum aggregate no. of Shares to be subscribed on Initial and Subsequent Subscriptions**
US$17,637,360 plus the DFID Increase	13,637,360	US $13,637,360	17,637,360 plus such amount of shares as results from a Share Subscription by the PIDG Trust in the amount of the DFID Increase

EXECUTED and **DELIVERED** as a **DEED** by **GUARANTCO LTD** acting by the identified person(s) acting on the authority of the said company in accordance with the laws of Mauritius

Name/ Title:
JOHN HODGES / DIRECTOR

Name/ Title: DIRECTOR

EXECUTED and **DELIVERED** as a **DEED** by **NEDERLANDSE FINANCIERINGS-MAATSCHAPPIJ VOOR ONTWIKKELINGSLANDEN N.V.** acting by the identified persons acting on the authority of the said company in accordance with the laws of the Netherlands:

Name/Title

Name/ Title:

EXECUTED and **DELIVERED** as a **DEED** by the **PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST** acting by its trustees on the authority of the said trust in accordance with the laws of their respective jurisdictions of incorporation:

Name/Title
(authorised signatory for
SG Hambros Trust Co. Ltd)

Name/ Title:
(authorised signatory for
Multiconsult Trustees Ltd)

Name/ Title:
(authorised signatory for
Minimax Ltd)

EXECUTED and **DELIVERED** as a **DEED** by **GUARANTCO LTD** acting by the identified person(s) acting on the authority of the said company in accordance with the laws of Mauritius

Name/ Title:

Name/ Title:

EXECUTED and **DELIVERED** as a **DEED** by **NEDERLANDSE FINANCIERINGS-MAATSCHAPPIJ VOOR ONTWIKKELINGSLANDEN N.V.** acting by the identified persons acting on the authority of the said company in accordance with the laws of the Netherlands:

Name/Title

B.I. Boersma
Manager Global Partners

Name/ Title:

S.E.L. Leijten
Manager Legal Affairs
Structured Finance

EXECUTED and **DELIVERED** as a **DEED** by the **PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST** acting by its trustees on the authority of the said trust in accordance with the laws of their respective jurisdictions of incorporation:

Name/Title
(authorised signatory for
SG Hambros Trust Co. Ltd)

Name/ Title:
(authorised signatory for
Multiconsult Trustees Ltd)

Name/ Title:
(authorised signatory for
Minimax Ltd)

EXECUTED and **DELIVERED** as a **DEED** by **GUARANTCO LTD** acting by the identified person(s) acting on the authority of the said company in accordance with the laws of Mauritius

Name/ Title:

Name/ Title:

EXECUTED and **DELIVERED** as a **DEED** by **NEDERLANDSE FINANCIERINGS-MAATSCHAPPIJ VOOR ONTWIKKELINGSLANDEN N.V.** acting by the identified persons acting on the authority of the said company in accordance with the laws of the Netherlands:

Name/Title

Name/ Title:

EXECUTED and **DELIVERED** as a **DEED** by the **PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST** acting by its trustees on the authority of the said trust in accordance with the laws of their respective jurisdictions of incorporation:

Name/Title Director
(authorised signatory for
SG Hambros Trust Co. Ltd)

DIRECTOR

Name/ Title:
(authorised signatory for
Multiconsult Trustees Ltd)

Name/ Title:
(authorised signatory for
Minimax Ltd)

EXECUTED and **DELIVERED** as a **DEED** by **GUARANTCO LTD** acting by the identified person(s) acting on the authority of the said company in accordance with the laws of Mauritius

Name/ Title:

Name/ Title:

EXECUTED and **DELIVERED** as a **DEED** by **NEDERLANDSE FINANCIERINGS-MAATSCHAPPIJ VOOR ONTWIKKELINGSLANDEN N.V.** acting by the identified persons acting on the authority of the said company in accordance with the laws of the Netherlands:

Name/Title

Name/ Title:

EXECUTED and **DELIVERED** as a **DEED** by the **PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST** acting by its trustees on the authority of the said trust in accordance with the laws of their respective jurisdictions of incorporation:

Name/Title
(authorised signatory for
SG Hambros Trust Co. Ltd)

Name/ Title: Ashrin Aukhjee
(authorised signatory for
Multiconsult Trustees Ltd)

Name/ Title: Steven Robert Flynn
(authorised signatory for
Minimax Ltd)