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PRIVATE EQUITY | AFRICA

2016 Annual Review Report

First Edition

Sponsored by

C L I F F O R D

Clifford Chance No. 1 for Private Equity – Globally and in Africa

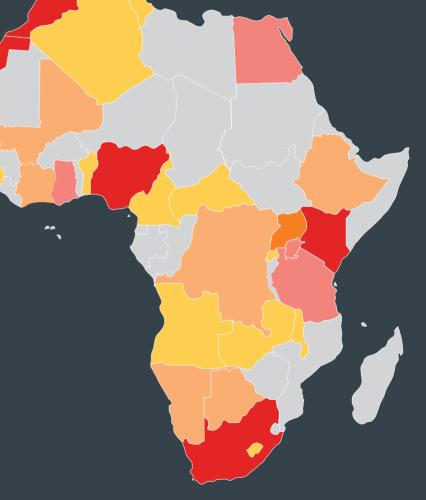
Clifford Chance was involved in over 65 M&A transactions in Africa during 2016 giving us a unique overview of the market.

Our 2016 heat map has seen a change in geographic and sector focus compared to 2015. M&A activity shifted from West to East Africa, with the power, agribusiness and education sectors being particularly active, and the financial services sector remaining strong.

In addition, we continue to see an increased use of bespoke and innovative investment structures and purchase price mechanisms to bridge valuation gaps and protect against key investment risks.

If you would like to talk to us about private equity in Africa, please contact Spencer Baylin, Head of Emerging Markets PE:

spencer.baylin@cliffordchance.com



Award Winning

Private Equity Africa Awards: Overall Legal Advisor Award 2016, 2015, 2014, 2013; Deals Legal Advisor Award 2016

Top Tier in Chambers Global 2016 for Private Equity: Global-wide; Corporate/Commercial: Africa-wide; Projects & Energy: Africa-wide

CLIFFORD

Global M&A Insights

Thomson Reuters data on global and African M&A

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Global Private Equity Analysis

Thomson Reuters highlights key global private equity trends

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Africa Private Equity Review

Private Equity Africa analyses 2016 and historic African deal-making and fundraising data

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PEA Investor Rankings

Private Equity Africa ranks the most active investors across regions, sectors and deal sizes

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Q&A: GP Views

Africa's fund managers share thoughts on lessons learnt in 2016, and how these impact their views

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PRIVATE EQUITY | AFRICA

GP & Advisor Awards 2017



1 June, London

ENTER TO BE RECOGNISED

The Awards Gala Dinner will be held on the evening of the LP-GP Investor Summit







Celebrating the best of African Private Equity

Clarifying African Private Equity

Welcome to *Private Equity Africa*'s first edition of the Annual Review Report – our latest venture in clarifying African private equity.

Thomson Reuters has joined Private Equity Africa on this venture - by co-branding the report and providing a strong backdrop through the provision of global mergers and acquisitions (M&A) and private equity data.

Key to the report is the launch of the *Private Equity Africa Rankings*, a tool for the industry to get up to speed with which investors have been most active across the industry in the five years up to 2016. The rankings are based on volumes across key sectors, deal sizes and regions.

In this premier issue, readers get an indepth view of how private equity in Africa links into global and emerging market trends. The *Thomson Reuters* data provides insights into aggregate global values and volumes across M&A, private equity and venture capital deal-making.

The global analysis reveals an overall year-on-year drop in both volumes and deal-making values – on the back of the uncertainty that plagued investing in 2016.

In this publication *Private Equity Africa* also analyses 2016 and historic deal-making, covering regions, sectors and key transactions.

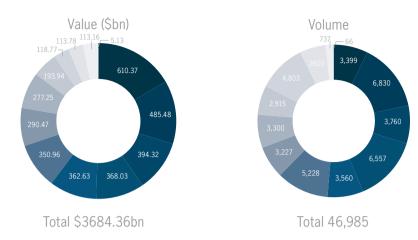
The African fundraising data has been flavoured by emerging markets insights. In 2016 Africa suffered its worst fundraising year in recent times – and was one of the regions that dragged down overall fundraising across emerging markets – as did the Middle East and North Africa, and Latin America.

The report additionally includes views from the industry, with key investors sharing their thoughts on lessons learnt – and how they are to view the industry moving forward.

The GP views show that while Africa's sombre economic backdrop may have meant a dry spell for many – for some it has been a fertile time for treasure hunting.

GLOBAL ANALYSIS | M&A

Global M&A by Target Macro Sector 2016*



- Energy and Power
- High Technology
- Materials
- Industrials
- Real Estate
- FinancialsMedia and Entertainment
- Healthcare
- Consumer Staples
- Consumer Products and Services
- Retail
- Telecommunications
- Government and Agencies

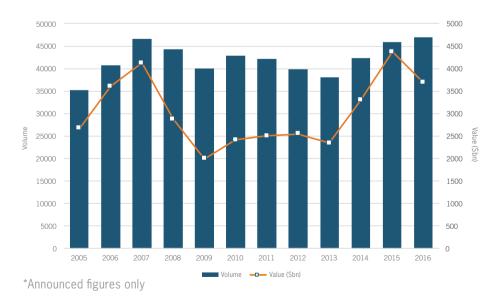
Global M&A by Target Region 2016*



Americas

- Asia-Pacific (ex Central Asia)
- Europe
- Japan
- Africa/Middle East/Central Asia

Global M&A Volumes and Values*



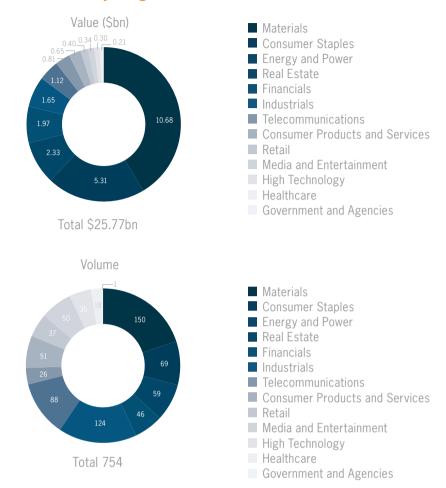
Global M&A 2016: Most Targeted Nations*

Country	Volume
US	11,191
China	6,017
UK	2,585
Japan	2,457
France	2,420
Russian Federation	1,687
Germany	1,668
South Korea	1,604
Canada	1,529
Australia	1,260
India	1,118
Italy	976
Spain	890
Hong Kong	835
Sweden	707
Netherlands	664
Brazil	547
Singapore	452
Switzerland	370
Israel	137
Industry Total	46,985

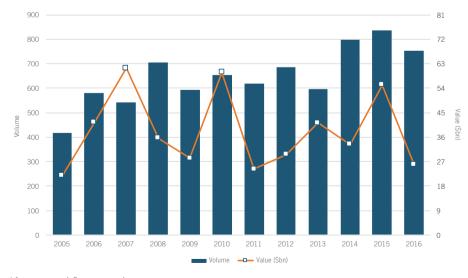
Source: THOMSON REUTERS

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African M&A by Target Macro Sector 2016*



African M&A Volumes and Values*



^{*}Announced figures only

Source: THOMSON REUTERS®

African M&A by Target Nation 2016*

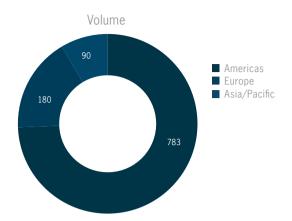
Country	Volume
South Africa	308
Egypt	89
Nigeria	46
Kenya	40
Morocco	33
Mauritius	28
Tunisia	19
Ghana	14
Ivory Coast	14
Botswana	14
DRC	12
Zimbabwe	11
Algeria	10
Namibia	10
Mozambique	9
Tanzania	8
Ethiopia	6
Gabon	6
Burkina Faso	6
Uganda	6
Reunion (France)	6
Rwanda	6
Guinea	5
Zambia	5
Sierra Leone	4
Senegal	4
Angola	3
Mali	3
Benin	3
Liberia	3
Madagascar	2
Cameroon	2
Lesotho	2
Malawi	2
Seychelles	2
Swaziland Somalia	2
Sudan	1
Eritrea	1
Mayotte (France)	1
Cape Verde	1
Djibouti	1
Equatorial Guinea	1
Gambia	1
Libya	1
Sao Tome and Principe	1
Togo	1
Industry Total	754

GLOBAL ANALYSIS | Private Equity & Venture Capital

Global PE & VC Fundraising 2016 by Fund Location*

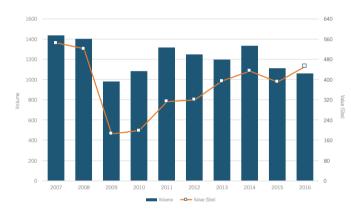


Total \$450.57bn

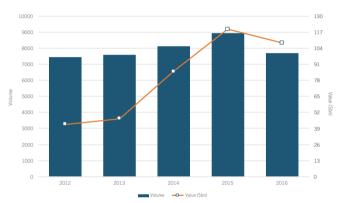


Total 1053

Global PE & VC Fundraising 2007 - 2016*



Global VC Investments 2012 - 2016*



Global Exits 2012 - 2016*

Exits by region 2012 - 2016

Location	Volume	No. of IPOs	Avg. Time to Exit (Years)	Proceeds Amt + Overallot Sold All Markets	Rank Value Incl. Net Debt
Americas	4,776	546	6.1	138,507.14	674,805.09
Europe	2,362	186	6.2	68,518.66	320,070.20
Asia/Pacific	1,071	458	5.6	96.377.55	121.781.19

Exits by year

Time Period Announced	Volume	No. of IPOs	Avg. Time to Exit (Years)	Proceeds Amt + Overallot Sold All Markets	Rank Value Incl. Net Debt
2012	1,886	213	5.7	45,186.35	255,343.23
2013	1,891	291	6.0	72,035.38	181,359.93
2014	1,023	415	6.2	125,210.79	112,241.70
2015	1,873	188	6.0	40,599.70	314,145.64
2016	1,527	90	6.1	21,282.21	260,791.56

^{*}Announced figures only

Source:

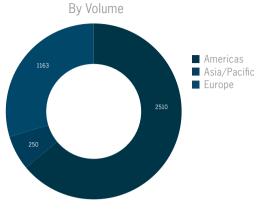
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PRIVATE EQUITY | AFRICA

Global PE & VC Investments by Region 2016*

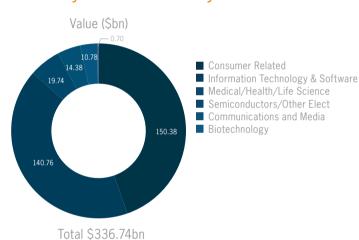


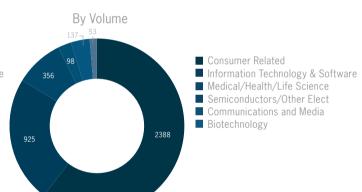


Total \$336.51bn

Total 3923

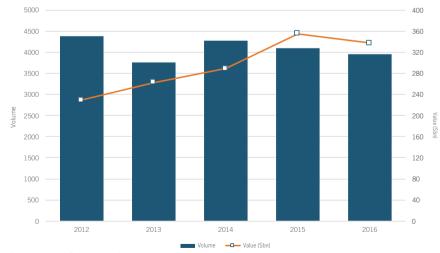
Global Buyout Investments by Sector 2016*





Total 3957

Global Buyout Investments 2012 - 2016*



Global Buyout Investments - Top 10 Countries 2016*

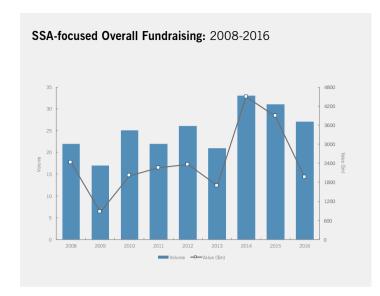
Country	Volume	Value (\$bn)
US	2145	238.49
Australia	48	17.30
Canada	298	9.12
Netherlands	67	8.79
Germany	159	8.52
UK	270	6.07
Brazil	33	5.50
France	325	4.80
Switzerland	24	4.63
India	62	4.59

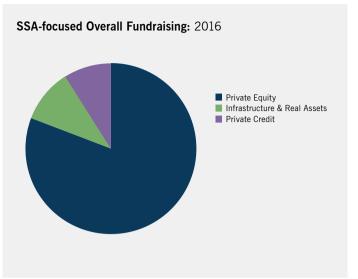
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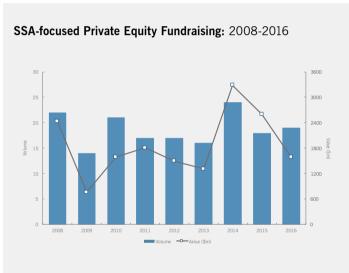


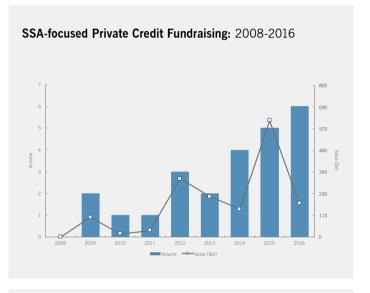
^{*}Announced figures only

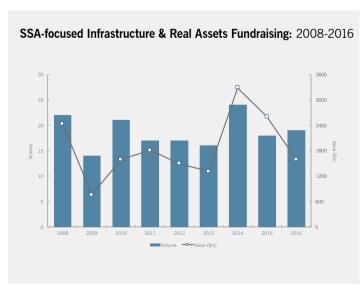
AFRICA ANALYSIS | Historic Fundraising

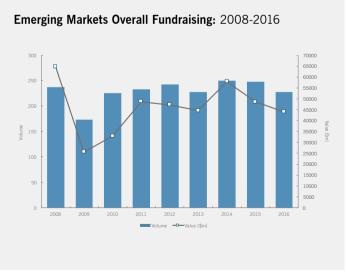






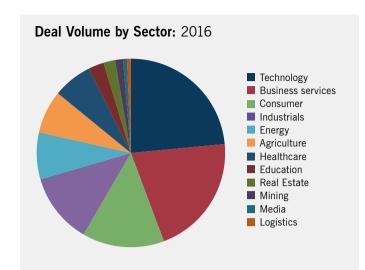






Source: **EMPEA**

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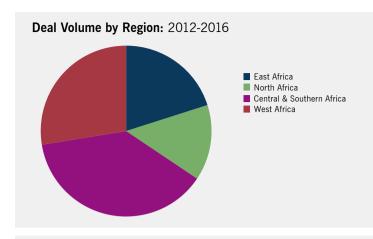
Key African Private Equity Deals in 2016			
Company	Investor(s)		
Tenke Fungurume Mining	BHR Partners		
Tsebo	Wendel		
Oando Gas and Power	Helios		
Atlantic Business International	DPI		
Seven Energy	Capital International, IFC AMC, IDB, SCPE, Temasek		
Beloxxi Industries	8 Miles, ACA, DEG		
Hygeia Nigeria	CIEL, IFC AMC, IFHA, Swiss Re		
General Emballage	DEG, DPI		
Value Added Network Solutions	Adlevo, Helios, IFC, InterSwitch		
Legit	Metier, Retailability		

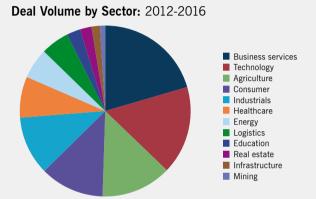
Most Active Investors in 2016*	Top Countries in 2016		World Bank Ea	se of Doing Business
Investor	Country	Volume %	Country	2016 Rank
Abraaj	South Africa	35.1	South Africa	74
Actis	Nigeria	16.0	Nigeria	169
Adenia Partners	Kenya	10.7	Kenya	92
African Capital Alliance	Ghana	5.3	Ghana	108
AfricInvest	Tunisia	5.3	Tunisia	77
Carlyle	Egypt	3.1	Egypt	122
Catalyst Principal Partners	Ethiopia	3.1	Ethiopia	159
Development Partners International	Morocco	3.1	Morocco	68
Ethos Private Equity	Zambia	2.3	Zambia	98
Equator Capital Partners	Algeria	2.3	Algeria	156
Helios Investment Partners	Côte d'Ivoire	2.3	Côte d'Ivoire	142
Investec	Madagascar	1.5	Madagascar	167
Investisseurs & Partenaires	Namibia	1.5	Namibia	108
LeapFrog	Rwanda	1.5	Rwanda	56
Mediterrania Capital Partners	Tanzania	0.8	Tanzania	132
Metier	Cabo Verde	0.8	Cabo Verde	129
Old Mutual	DRC	0.8	DRC	184
Phatisa	Gabon	0.8	Gabon	164
Quantum Global	Mali	0.8	Mali	141
Synergy Capital Managers	Mauritius	0.8	Mauritius	49
TLG Capital	Senegal	0.8	Senegal	147
TPG	Swaziland	0.8	Swaziland	111
Vantage Capital	Zimbabwe	0.8	Zimbabwe	161

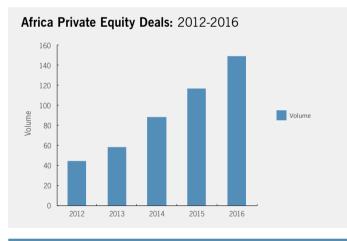
 $^{{}^{\}star}\text{Based on deal volumes. Ordered alphabetically. Only includes investors that manage third-party capital.}$

Source: PRIVATE EQUITY | AFRICA & World Bank

AFRICA ANALYSIS | 5-year Deal-making







Top Countries By Deal V	olume 2012-2016
Country	Volumes %
South Africa	28.6
Nigeria	15.7
Kenya	9.2
Egypt	6.2
Ghana	6.0
Tunisia	3.4
Côte d'Ivoire	3.2
DRC	3.2
Morocco	3.2
Zambia	2.6
Ethiopia	2.2
Tanzania	2.2
Jganda	2.2
Mauritius	1.9
Algeria	1.3
Zimbabwe	1.1
Madagascar	0.9
Rwanda	0.9
Senegal	0.9
Cameroon	0.6
Mali	0.6
Central African Republic	0.4
Malawi	0.4
Mozambique	0.4
Namibia	0.4
Годо	0.4
Benin	0.2
Botswana	0.2
Burkina Faso	0.2
Cabo Verde	0.2
Congo	0.2
Gabon	0.2
Gambia	0.2
Swaziland	0.2

Key African Private Equity Deals 2012-2016					
Company	Year	Investor(s)	Location	Sector	
Export Trading Group	2012	Carlyle, SCPE, Pembani Remgro Infrastructure Managers	Tanzania	Agriculture	
Fan Milk International	2013	Abraaj	Denmark (Africa-focused)	Consumer	
Helios Towers Africa	2014	Helios, IFC, Providence, RIT Capital, Soros, Albright CM	Ghana	Technology	
IHS	2014	ECP, Goldman Sachs, KIC-QIA, FMO, Wendel	Nigeria	Technology	
Jumia	2014	Rocket Internet, Kinnevik	Egypt	Technology	
Liberty Star Consumer Holdings	2014	Abraaj	South Africa	Consumer	
North Africa Hospital Holdings Group	2015	Abraaj, DEG, EBRD, Proparco	Egypt	Business services	
Oando's Downstream Business	2015	Helios, Vitol	Nigeria	Energy	
Petrobras Oil & Gas	2013	BTG Pactual, Helios	Nigeria	Energy	
Union Bank of Nigeria	2014	Atlas Merchant Capital	Nigeria	Business services	

Source: **PRIVATE EQUITY** | AFRICA

MOST ACTIVE INVESTORS | Sectors by 5-Year Volumes

Healthcare

(2012-2016)

Abraaj

Actis

54 Capital Adenia Partners

Advanced Finance & Investment Group

Advanced Finding & Investment Group

African Health Systems Management Company

Amethis Finance

Ascent Capital

Catalyst Principal Partners

Cauris Management

CI Capital Partners

Eos Capital

Flint Atlantic Capital

Kagiso Tiso Holdings

Kibo Capital Partners LeapFrog Investments

Polaris Partners

RMB Corvest

SQM Frontier Management

Synergy Capital Managers

TVM Capital

Vantage Capital

Consumer

(2012-2016)

8 Miles

Abraaj

Actis

African Capital Alliance

AfricInvest

Capital Trust

Catalyst Principal Partners

Development Partners International

Duet Private Equity

Emerging Capital Partners

Ethos Private Equity

Investisseurs & Partenaires

Old Mutual

Schulze Global Investments

XSML

Education

(2012-2016)

Abraaj

Actis

Development Partners International

Emerging Capital Partners

Ke Nako Capital

Mediterrania Capital Partners

Metier

Old Mutual

Satya Capital

TPG

University Ventures

Business services

(2012-2016)

8 Miles

Abraaj

Actis

African Capital Alliance

AfricInvest

Amethis Finance

Apis Partners

Atlas Mara

Carlyle

Catalyst Principal Partners

Development Partners International

Equator Capital Partners

Ethos Private Equity

Helios Investment Partners

Invested

Kagiso Tiso Holdings

LeapFrog Investments

Mediterrania Capital Partners

Old Mutual

Satya Capital

TLG Capital

Wendel

Technology

(2012-2016)

Amadeus Capital Partners

Cauris Management

Convergence Partners

Emerging Capital Partners

Helios Investment Partners

Investec

Rocket Internet

Wendel

XSML

Agriculture

(2012-2016

8 Miles

Abraaj

Agri-Vie

Capitalworks

Databank Agrifund Manager

Duet Private Equity

Fanisi Capital

Injaro Investments

One Thousand & One Voices

Pearl Capital Partners

Phatisa

Sahel Capital

Standard Chartered Private Equity

XSML

Logistics

(2012-2016)

Abraai

Actis

Advanced Finance & Investment Group

AfricInvest

Amethis Finance

Capitalworks

Carlyle

Development Partners International

Ethos Private Equity

Flexpoint Ford

Helios Investment Partners

Investec Asset Management

Jacana Partners

Kibo Capital Partners

Marlow Capital

Old Mutual

Qalaa Holdings

YSMI

Energy

(2012-2016)

Δctis

Advanced Finance & Investment Group

Africa Finance Corporation

....

AHL Ventures Partners

Amethis Finance

Carlyle

Energy Access Ventures

Helios Investment Partners

Invested

Investisseurs & Partenaires

Israel Cleantech Ventures

Manialia ...

Standard Chartered Private Equity

Synergy Capital Managers

Verod Capital Management

Industrials

(2012 2016

Abraai

Adenia Partners

AfricInvest

Catalyst Principal Partners

Ethos Private Equity

Phathisa

RMB Corvest

RMB Ventures

Spear Capital

Standard Chartered Private Equity Synergy Capital Managers

*Based on deal volumes. Ordered alphabetically. Only includes investors that manage third-party capital.

Source: PRIVATE EQUITY | AFRICA

www.privateequityafrica.com

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MOST ACTIVE INVESTORS | Regions by 5-Year Volumes

East Africa

(2012-2016)

8 Miles

Abraaj

Adenia Partners

AfricInvest

Amethis Finance

Ascent Capital

Carlyle

Catalyst Principal Partners

Databank Agrifund Manager

Emerging Capital Partners

Equator Capital Partners

Fanisi Capital

Fusion Capital

Helios Investment Partners

Invested

Investisseurs & Partenaires

Kibo Capital Partners

LeapFrog Investments

Old Mutual

Pearl Capital Partners

Phatisa

Satya Capital

Schulze Global Investments

West Africa

(2012-2016)

8 Miles

Abraaj

Adenia Partners

Advanced Finance & Investment Group

African Capital Alliance

AfricInvest

Amethis Finance

Cauris Management

Development Partners International

Duet Private Equity

Emerging Capital Partners

Helios Investment Partners

Injaro Investments

Investec

Investisseurs & Partenaires

Kagiso Tiso Holdings

Sahel Capital

Standard Chartered Private Equity

Synergy Capital Managers

Vantage Capital

Verod Capital Management

Wendel

North Africa

(2012-2016)

Abraaj

Actis

AfricInvest

Capital Trust

Development Partners International

FFG Herme

Mediterrania Capital Partners

Central & Southern Africa

(2012-2016

Abraaj

Actis

Agri-Vie

Capitalworks

Carlyle

Convergence Partners

Databank Agrifund Manager

Development Partners International

Eos Capital

Ethos Private Equity

Global Environment Fund

Helios Investment Partners

Investec

Kagiso Tiso Holdings

Ke Nako Capital

Kleoss Capital

Leaf Capital

Marlow Capital

Medu Capital

Metier

Nedbank Capital Private Equity

Old Mutual

One Thousand & One Voices

Phatisa

Remgro

RMB Corvest

RMB Ventures

Spear Capital

Standard Chartered Private Equity

Vantage Capital

XSML

Source: PRIVATE EQUITY | AFRICA

^{*}Based on deal volumes. Ordered alphabetically.
Only includes investors that manage third-party capital.

Large-cap > \$100m

(2012-2016)

Abraaj

Actis

Carlyle

Emerging Capital Partners

Ethos Private Equity

Helios Investment Partners

Investec

Old Mutual

Rocket Internet

Standard Chartered Private Equity

Wendel

Mid-cap \$20m to \$100m

(2012-2016)

8 Miles

Abraaj

Actis

African Capital Alliance

AfricInvest

Amethis Finance

Atlas Mara

Capital Trust

Capitalworks

Development Partners International

Duet Private Equity

EFG Hermes

Emerging Capital Partners

Ethos Private Equity

Helios Investment Partners

Investec

Kagiso Tiso Holdings

LeapFrog Investments

Mediterrania Capital Partners

Old Mutual

One Thousand & One Voices

Phatisa

Qalaa Holdings

RMB Corvest

RMB Ventures

Satya Capital

Standard Chartered Private Equity

Vantage Capital

Source: PRIVATE EQUITY | AFRICA

Small-cap < \$20m

(2012-2016)

8 Miles

Abraaj

Adenia Partners

Advanced Finance & Investment Group

African Capital Alliance

AfricInvest

Amethis Finance

Ascent Capital

Catalyst Principal Partners

Cauris Management

Convergence Partners

Databank Agrifund Manager

Emerging Capital Partners

Eos Capital

Equator Capital Partners

Fanisi Capital

Fusion Capital

Injaro

Investec

Investisseurs & Partenaires

Kibo Capital Partners

Kleoss Capital

Leaf Capital

LeapFrog Investments

Marlow Capital

Mediterrania Capital Partners

Medu Capital

Nedbank Capital Private Equity

Pearl Capital Partners

Phatisa

Remgro

Sahel Capital Partners

Schulze Global Investments

Spear Capital

Synergy Capital Managers

TLG Capital

Triple Jump

Vantage Capital

Verod Capital Management

Wendel

XSML

^{*}Based on deal volumes. Ordered alphabetically.
Only includes investors that manage third-party capital.



Africa's fund managers share thoughts on lessons learnt in 2016, and how these impact their views moving forward

Lessons learnt in 2016

Andrew Brown
Partner
ECP



2016 was a year of adaptation for African PE as the divergence between Africa's oil exporters and importers was heightened. African countries, such as Nigeria and South Africa, that are particularly reliant on oil and other natural resource exports felt the impact of low crude and falling commodity prices. However non-oil dependent economies such as Kenya, Tanzania and Rwanda, became Africa's bright spots by delivering more impressive GDP growth.

Natalie Kolbe

Partner
Actis



On the one hand it was beneficial when big global players came and looked at Africa as it gave us a wider platform from which to redress the misconceptions many hold, in effect it made it more mainstream. However in order to succeed and deliver capital back to investors you have to be part of these markets. It is one thing to spot an opportunity but it's quite another to realise it and make it work from origination to exit.

Papa Ndiaye



SSA economies demonstrated resilience in 2016. Resource-dependent economies faced headwinds leading to lower economic growth, higher inflation and fiscal imbalances, and currency depreciation. Diversified economies, like the francophone WAEMU countries, managed stronger GDP growth, lower inflation and stronger social indicators. Pipeline deals were enhanced by depressed valuations, particularly in slow-growth countries. Active engagement also saw our portfolio companies outperform peers, and generate significant alpha.

Chad Smart

Partner

Capitalworks



The major theme for 2016 in the African private equity industry was one of the resilience of long-term investors in the sector, a number of whom have traded through many cycles of volatility. Overall economic growth has been sluggish and global developments have added to the uncertainty experienced in various countries. This uncertainty isn't the sole preserve of emerging markets, however, with markets and mainstream commentators being surprised by developments in Britain and America, amongst others.

Opportunities in 2017

3 Challenges in 2017

Investors with knowledge of Africa's regional markets and its distinct characteristics will continue to see promising deal opportunities in certain sectors and territories. Throughout 2016, East and Francophone West Africa, have established themselves as regional hubs. Both regions are resource-independent, share positive macro-economic fundamentals and enjoy a larger degree of trade integration across diverse countries.

One of the key challenges in 2017 is likely to remain Nigeria's devalued Naira and the parallel dollar market exerting further downward pressure on the Naira's value. For investors interested in investing in Africa's consumer growth, Nigeria is projected to be the region's single largest consumer market accounting for 15% of overall growth in consumer spending by 2025. A market of such size and potential cannot be ignored by investors in the medium term, but the present market conditions make it exceedingly difficult for investors to justify investments.

We focus on opportunities where growth is driven by the rise of the middle class and their need for infrastructure, goods and services. Examples would include the secular growth we see in the financial services sector, with the shift from cash to electronic means of payment that has nothing to do with commodity prices or GDP growth. If you stick to this type of opportunity, macroeconomic shocks can be absorbed and in fact give rise to an ability to take advantage of dislocations in markets.

If there is one thing about Africa, it's that it is never constant. New challenges and opportunities spring up every year. Whilst we consider secular growth to be the best mitigant to the volatility in many African countries, there are of course key macro risks that we also have to manage. FX is one, access to foreign currency is another, and while there have been some improvements in some markets, for example, it remains an issue in many countries.

Financial services remain of particular interest with SSA penetration among the lowest in the world. Import substitution plays in light manufacturing, and new economy deals such as solar and fintech, will also offer interesting opportunities to discerning GPs with requisite skills and networks.

2017 looks to be a promising year for Africa as fundamentals continue to stay in line with long-term growth trends. We expect faster capital deployment after recent pipeline stress testing. Vigorous portfolio company support will be key to success, as macro risks become more complex.

We expect deal opportunities to be sourced through a combination of proprietary networks, internal research and brokered processes. The private equity industry will remain active and will continue to deploy capital at a measured pace, while also looking for opportunities to grow value in our existing portfolios.

On the acquisition front, the challenge is going to be pricing assets in volatile times, with low earnings visibility in many cases leading to an uncomfortable bid-offer spread. In such times there are often good opportunities to pursue an expansionary strategy in portfolio companies with the intention of creating capacity for the recovery, without over-capitalising in the event that the prevailing environment persists.

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