

**AGREEMENT  
 INFORMAL CAPITAL CONTRIBUTION  
 KAZBAY B.V.**

**The undersigned;**

1. the company incorporated and existing under the laws of Switzerland (*société anonyme*) Helvetic Capital S.A., having its address at 19, rue Saint-Léger, Genève, Switzerland, and filed in the Trade Register of Genève, Switzerland, under number 15414/2006 ('Helvetic'), which is being represented by [REDACTED]
2. the company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) Bayrock B.V., having its seat in Amsterdam, its address at 1076 EE Amsterdam, Fred. Roeskestraat 123 and filed in the Trade Register under number 34281132 ('Bayrock'), which is being represented by [REDACTED] and [REDACTED]
3. the company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) KazBay B.V. having its seat in Amsterdam, its address at 1076 EE Amsterdam, Fred. Roeskestraat 123 and filed in the Trade Register under number 34282797 (the 'Company'), which is being represented by [REDACTED] and [REDACTED]

**whereas:**

- Helvetic is holder of 50% of the issued capital of the Company;
- Bayrock is holder of 50% of the issued capital of the Company;
- Helvetic and Bayrock (hereinafter together to be referred to as the 'Shareholders') are therefore together holders of the entire issued capital of the Company;
- Helvetic has the intention to pay on \_\_\_\_\_ 2007 an amount of USD 740,000.- to the Company (the 'Helvetic Contribution');
- Bayrock has the intention to pay on \_\_\_\_\_ 2007 an amount of USD 740,000.- to the Company (the 'Bayrock Contribution') (the Helvetic Contribution and the Bayrock Contribution hereinafter together to be referred to as the 'Contribution');
- the Company and the Shareholders have agreed on the payment to the Company by the Shareholders of a total amount of USD 1,480,000.- by means of an 'informal capital contribution'.