

## PFIC MATTERS

### **IMPORTANT TAX NOTICE TO U.S. SHAREHOLDERS RELATED TO YOUR INVESTMENT IN BANRO CORPORATION**

This information is provided for shareholders who are subject to U.S. federal income tax ("U.S. Holders"). It may not be relevant for other persons.

Each of Banro Corporation and its non-U.S. subsidiaries, Kamituga Mining S.A.R.L., Lugushwa Mining S.A.R.L., Namoya Mining S.A.R.L., Banro Congo Mining S.A.R.L., and Twangiza Mining S.A.R.L. (collectively the "Banro Entities") expects to be considered a passive foreign investment company ("PFIC") for its taxable year ended December 31, 2008. It is also expected that each of the Banro Entities may be considered a PFIC in subsequent years.

### **THE U.S. TAX RULES REGARDING PFICS ARE VERY COMPLEX AND INVESTORS ARE STRONGLY URGED TO CONSULT THEIR OWN TAX ADVISOR REGARDING THE U.S. TAX CONSEQUENCES OF THE PFIC RULES TO YOUR INVESTMENT IN BANRO CORPORATION.**

The attached PFIC Annual Information Statements are being provided pursuant to the requirements of Treasury Regulation Section 1.1295-1(g)(1). These PFIC Annual Information Statements contain information to enable you, should you so choose based on the advice of your tax advisor in light of your personal tax circumstances, to elect to treat any of the Banro Entities as "qualified electing funds" under the meaning of Section 1295 of the Internal Revenue Code (a "QEF Election").

A U.S. Holder who makes a QEF Election with respect to a Banro Entity is required to annually include in his or her income his or her pro rata share of the ordinary earnings and net capital gains of that Banro Entity, whether or not that Banro Entity distributes any amounts to its shareholders.

None of the Banro Entities have ordinary earnings or net capital gain for its taxable year ended December 31, 2009.

If you do not elect to treat a Banro Entity as a QEF, then if the Banro Entity is a PFIC for any year during your holding period, adverse tax consequences could result to you. For example, if you were considered to receive a distribution that is considered to be an "excess distribution" under the PFIC rules or if you were considered to sell your Banro Corporation stock at a gain, you could be required to allocate the distribution or gain, as the case may be, ratably over the time period during which you held your stock while Banro Corporation was a PFIC, and pay U.S. taxes at the highest rate plus an interest charge to reflect the deemed deferral value. The QEF election is generally made on Form 8621 on or before the due date, including extensions, for the income tax return with respect to the tax year to which the election relates.

**THIS NOTICE DOES NOT CONSTITUTE TAX ADVICE AND STATEMENTS CONTAINED HEREIN ARE MERELY PROVIDED AS A GUIDE TO COMPETENT ADVISORS. INVESTORS ARE STRONGLY URGED TO CONSULT THEIR TAX ADVISORS REGARDING ANY ELECTIONS.**