

Banro Corporation Ltd

Audit Committee Charter of the Audit Committee of the Board of Directors of Banro Corporation Ltd

June 2018

Mandate

A. Role and Objectives

The Audit Committee (the "**Committee**") is a committee of the Board of Directors (the "**Board**") of Banro Corporation Ltd ("**Banro**") established for the purpose of overseeing the accounting and financial reporting process of Banro and external audits of the consolidated financial statements of Banro. In connection therewith, the Committee assists the Board in fulfilling its oversight responsibilities in relation to Banro's internal accounting standards and practices, financial information, accounting systems and procedures, financial reporting and statements and the nature and scope of the annual external audit. The Committee also recommends for Board approval Banro's audited annual consolidated financial statements and other mandatory financial disclosure. Unless expressly determined by the Board, the Committee shall not have any executive authority and its recommendations shall not be binding on the Board or Banro.

Banro's external auditor is accountable to the Board and the Committee as representatives of shareholders of Banro. The Committee shall be directly responsible for overseeing the relationship of the external auditor. The Committee shall have such access to the external auditor as it considers necessary or desirable in order to perform its duties and responsibilities. The external auditor shall report directly to the Committee.

The objectives of the Committee are as follows:

1. to be satisfied with the credibility and integrity of financial reports and financial statement audits;
2. to support the Board in meeting its oversight responsibilities in respect of Banro's system of disclosure controls and procedures, internal control over financial reporting, including the consolidated financial statements of Banro and compliance with ethical standards adopted by Banro;
3. to facilitate communication between the Board and the external auditor and to receive all reports of the external auditor directly from the external auditor;
4. to be satisfied with the external auditor's qualifications, independence and objectivity;

5. to strengthen the role of independent directors by facilitating in-depth discussions between members of the Committee, management and Banro's external auditor; and
6. overseeing the performance of Banro's independent auditor and internal audit function.

B. Composition

1. The Committee shall be comprised of three members, none of whom shall be an officer or employee of Banro or any of its subsidiaries. Each Committee member shall satisfy the independence, financial literacy and experience requirements of any applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. Determinations as to whether a particular director satisfies such requirements shall be made by the full Board.
2. One member of the Committee shall be appointed by each of the "Gramercy Representative" and the "Baiyin Representative" (as such terms are defined in Schedule A to the memorandum and articles of association of Banro), and the third member of the Committee shall be appointed by the chairperson of the Board (the "**Banro Chairperson**") (the Gramercy Representative, Baiyin Representative and Banro Chairperson shall sometimes be referred herein as an "**Appointer**"). Each member of the Committee shall serve until his successor is appointed by the Appointer who appointed him, unless the member (the "**Departed Member**") shall resign or shall otherwise cease to be a director of Banro, in which case the Appointer who had appointed the Departed Member shall appoint a new Committee member.
3. The Chair of the Committee may be designated by the Board or, if it does not do so, the members of the Committee may elect a Chair by vote of a majority of the full Committee membership.
4. The Committee shall have access to such officers and employees of Banro or any of its direct or indirect subsidiaries (collectively, the "**Subsidiaries**") and to such information respecting Banro and the Subsidiaries, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

C. Meetings

1. The provisions of Section 3.04 of Schedule A to the memorandum and articles of association of Banro, are incorporated by reference into, and form part of, this charter.
2. Minutes of all meetings of the Committee shall be taken. The Chief Financial Officer of Banro shall attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Committee Chair. The Chair of the Committee shall hold *in camera* sessions of the Committee, without management present, at every meeting.

3. The Committee shall report the results of meetings and reviews undertaken and any associated recommendations to the Board.
4. The Committee shall meet periodically with Banro's external auditor (in connection with the preparation of the annual consolidated financial statements and otherwise as the Committee may determine), part or all of each such meeting to be in the absence of management.

Responsibilities

As discussed above, the Committee is established to advise and assist the Board in fulfilling its oversight responsibilities with respect to the accounting and financial reporting processes of Banro and external audits of Banro's consolidated financial statements. In that regard, the Committee shall:

1. review this charter at least annually and recommend to the Board any necessary amendments;
2. advise and assist the Board in relation to all financing agreements involving Banro or its Subsidiaries, including ongoing liaison with lenders and their agents as well as with the financial officers and auditors of Banro;
3. satisfy itself on behalf of the Board with respect to Banro's internal control systems including identifying, monitoring and mitigating business risks as well as compliance with legal, ethical and regulatory requirements. The Committee shall also review with management, the external auditor and, if necessary, legal counsel, any litigation, claim or other contingency (including tax assessments) that could have a material effect on the financial position or operating results of Banro (on a consolidated basis), and the manner in which these matters may be, or have been, disclosed in the financial statements;
4. review with management and the external auditor the annual audited consolidated financial statements of Banro, the reports of the external auditor thereon and related financial and management reporting (collectively, "**annual reporting**"), prior to their submission to the Board for approval and other relevant reports or other financial information submitted by Banro to any governmental body or the public, including relevant reports rendered by the independent auditor (or summaries thereof). This process should include, but not be limited to:
 - (a) reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future year's financial statements;
 - (b) reviewing significant accruals, reserves or other estimates;
 - (c) reviewing accounting treatment of unusual or non-recurring transactions;
 - (d) reviewing disclosure requirements for commitments and contingencies;

- (e) reviewing financial statements and all items raised by the external auditor whether or not included in the financial statements; and
- (f) reviewing unresolved differences between Banro and the external auditor.

Following such review, the Committee shall recommend to the Board for approval all annual reporting;

5. review with management all interim consolidated financial statements of Banro and related financial and management reporting (collectively "**quarterly reporting**") and, if thought fit, approve all quarterly reporting;
6. review with management and recommend to the Board for approval, any financial statements of Banro which have not previously been approved by the Board and which are to be included in a prospectus of Banro;
7. with respect to the external auditor:
 - (a) receive all reports of the external auditor directly from the external auditor;
 - (b) discuss with the external auditor:
 - (i) critical accounting policies;
 - (ii) alternative treatments of financial information within GAAP discussed with management (including the ramifications thereof and the treatment preferred by the external auditor); and
 - (iii) other material, written communication between management and the external auditor;
 - (c) consider and make a recommendation to the Board as to the appointment or re-appointment of the external auditor, being satisfied that such auditor is a participant in good standing pursuant to any applicable securities laws;
 - (d) review the terms of engagement of the external auditor, including the appropriateness and reasonableness of the auditor's fees and make a recommendation to the Board as to the compensation of the external auditor;
 - (e) when there is to be a replacement of the external auditor, review with management the reasons for such replacement and the information to be included in any required notice to any applicable securities regulators and recommend to the Board for approval the replacement of the external auditor along with the content of any such notice;
 - (f) oversee the work of the external auditor in performing its audit or review services and oversee the resolution of any disagreements between management and the external auditor;

- (g) review and discuss with the external auditor all significant relationships that the external auditor and its affiliates have with Banro and its affiliates in order to determine the external auditor's independence, including, without limitation:
 - (i) requesting, receiving and reviewing, on a periodic basis, written or oral information from the external auditor delineating all relationships that may reasonably be thought to bear on the independence of the external auditor with respect to Banro;
 - (ii) discussing with the external auditor any disclosed relationships or services that the external auditor believes may affect the objectivity and independence of the external auditor; and
 - (iii) recommending that the Board take appropriate action in response to the external auditor's information to satisfy itself of the external auditor's independence;
 - (h) as may be required by any applicable securities laws, rules and guidelines, either:
 - (i) pre-approve all non-audit services to be provided by the external auditor to Banro (and its Subsidiaries, if any), or, in the case of *de minimus* non-audit services, approve such non-audit services prior to the completion of the audit; or
 - (ii) adopt specific policies and procedures for the engagement of the external auditor for the purposes of the provision of non-audit services;
 - (i) review and approve the hiring policies of Banro regarding partners, employees and former partners and employees of the present and former external auditor of Banro;
8. (a) establish procedures for:
- (i) the receipt, retention and treatment of complaints received by Banro regarding accounting, internal accounting controls or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and
- (b) review with the external auditor its assessment of the internal controls of Banro, its written reports containing recommendations for improvement, and Banro's response and follow-up to any identified weaknesses;
9. with respect to risk management, be satisfied that Banro has implemented appropriate systems of internal control over financial reporting (and review senior management's

assessment thereof) to ensure compliance with any applicable legal and regulatory requirements;

10. review annually with management and Banro's insurance agent and report to the Board on insurable risks and insurance coverage;
11. engage independent counsel and other advisors as it determines necessary to carry out its duties and set and pay the compensation for any such advisors;
12. review the regular internal reports to management (or summaries thereof) prepared by the internal audit function, as well as management response;
13. annually review and recommend changes (if any) to the internal audit charter;
14. periodically review with the Chief Financial Officer of Banro the internal audit function's responsibility, budget, and staffing;
15. review any independent auditor's report on Banro's assessment of internal control over financial reporting;
16. oversee, review, and periodically update Banro's code of business conduct and ethics and Banro's system to monitor compliance with and enforce this code;
17. consider the risk of management's ability to override Banro's internal controls; and
19. review with the independent auditor, the internal audit function and management, the extent to which changes or improvements in financial or accounting practices have been implemented.

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