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VCS VALIDATION DEED OF REPRESENTATION

BY

DNV CLIMATE CHANGE SERVICES AS

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**THIS DEED OF REPRESENTATION** is made on 4 April 2014

**BY**

DNV Climate Change Services AS, 1322 Høvik, Norway (as **VVB**)

**THIS DEED WITNESSES** as follows:

**1. INTERPRETATION**

**1.1** In this Deed:

**"Accountholder"** means any person holding a VCU account with a VCS Registry;

**"Project"** means Lower Zambezi REDD+ Project;

**"Validation Report"** means the written report of validation [report no. 01, dated 4 April 2014] prepared by the VVB in accordance with the VCS Rules;

**"Validation/Verification Body"** means an organization approved by the VCSA to act as a validation/verification body in respect of providing validation and/or verification services in accordance with the VCS rules;

**"VCSA"** means the Verified Carbon Standard Association;

**"VCS Program"** means the GHG program operated by the VCSA which establishes the rules and requirements that operationalize the VCS to enable the validation of GHG projects and the verification of GHG emission reductions and removals;

**"VCS Registry"** means a registry operating within the VCS registry system and holding a current, valid agreement with the VCSA to provide registry services on behalf of the VCSA. VCS registries interact with the VCS project database to issue VCUs, and hold, transfer (to and from other VCS registries), retire, suspend, cancel and provide custodial services for VCUs on behalf of its account holders;

**"VCS Rules"** means the rules and requirements set out in the *VCS Program Guide*, the *VCS Standard* and the other VCS Program documents, as such rules and requirements may be updated from time to time; and

**"VCU"** means a verified carbon unit;

**2. REPRESENTATIONS**

**2.1** I am the Validation/Verification Body in relation to the validation of the Project.

**2.2** I hereby represent and warrant that:

**2.2.1** I have validated the Project's compliance with the VCS Program requirements as set out in the VCS Rules; and

**2.2.2** All information which I have provided in the Validation Report is true and accurate in all material respects.

**2.3** Notwithstanding any other provisions contained in the Validation Report, I hereby acknowledge that a VCS Registry shall hold this Deed for the benefit of Accountholders holding VCUs relating to the Project at any given time.

**3. GOVERNING LAW AND JURISDICTION**

This Deed is governed by and interpreted in accordance with English law, and the English courts shall have exclusive jurisdiction to settle any dispute arising from or connected with this Deed including a dispute regarding the existence, validity or termination of this Deed or the consequences of its nullity.

**4. COUNTERPARTS**

This Deed may be executed in any number of counterparts, each of which when executed and delivered is an original and all of which together evidence the same deed.

**5. DELIVERY**

This Deed is delivered on the date written at the start of the Deed.

**EXECUTED** by DNV CLIMATE CHANGE SERVICES AS as a deed

  
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HENDRICK W. BRACKES

Signature of director

Name of director

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Signature of director/secretary

Name of director/secretary

