STRICTLY PRIVATE & CONFIDENTIAL

Strategic Growth & Equity Investment Memorandum

Kigali City Football Club Ltd

Pride of the Capital · Power of a Lion

RWF 80,000,000 for 20% equity · 4 × RWF 20,000,000 (5% each)

Pre-money RWF 320,000,000 · Post-money RWF 400,000,000

TIN 156435868 · RN 23 Runyonza, Kibenga, Ndera, Gasabo/Kigali, Rwanda · info@kigalicityfc.com · +250 728 468 549

Important Notice

This memorandum is provided for information only. It does not constitute an offer to sell or a solicitation to buy securities, and it is not investment, legal or tax advice. It contains forward-looking statements and illustrative figures that depend on assumptions and uncertain events, and actual results may differ materially. The Club gives no guarantee of any return. Recipients should conduct their own due diligence and consult independent professional advisers before making an investment decision. The terms are indicative and subject to definitive documentation, Board and shareholder approval, and applicable Rwandan law.

1. Company Overview

Kigali City Football Club Ltd, TIN 156435868, registered on 2 June 2026. Registered address: RN 23 Runyonza, Kibenga, Ndera, Gasabo/Kigali, Rwanda. Email info@kigalicityfc.com, telephone +250 728 468 549. A privately owned and independently operated football club, not owned, controlled or endorsed by the City of Kigali or any government institution. Motto: Pride of the Capital · Power of a Lion.

2. The Offer

The Club is raising RWF 80,000,000 in growth capital in exchange for 20% equity. Indicative pre-money valuation RWF 320,000,000; indicative post-money valuation RWF 400,000,000. The round is structured as four investors of RWF 20,000,000 each, each acquiring 5%. Existing shareholders retain 80%. A strategic investor may acquire a larger portion of the round, subject to shareholder approval. Value drivers: football performance, player development, player trading, sponsorship, commercial partnerships, media, academy, brand growth and international expansion.

3. Use of Funds

First-team football operations 25% (RWF 20,000,000); player recruitment and registration 20% (RWF 16,000,000); academy and player development 15% (RWF 12,000,000); training and facility development 10% (RWF 8,000,000); marketing, media and digital 10% (RWF 8,000,000); commercial and sponsorship development 10% (RWF 8,000,000); governance, legal and administration 5% (RWF 4,000,000); working-capital contingency 5% (RWF 4,000,000). The Board may revise the allocation where circumstances require, subject to the investor protections in the Shareholders' Agreement.

Allocation	RWF	%
First-team football operations	20,000,000	25%
Player recruitment & registration	16,000,000	20%
Academy & player development	12,000,000	15%
Training & facility development	8,000,000	10%
Marketing, media & digital	8,000,000	10%
Commercial & sponsorship development	8,000,000	10%
Governance, legal & administration	4,000,000	5%
Working-capital contingency	4,000,000	5%
Total	**80,000,000**	**100%**

4. Five-Year Business Plan

Year 1 Foundation: squad strengthening, scouting and player database, training environment, administration and financial controls, sponsorship programme, digital and media platforms, academy pathway. Year 2 Competitive Consolidation: progression in the league pyramid, professionalised first-team environment, expanded scouting, first academy cohorts, sponsor renewals, merchandise, matchday commercial activity, audited accounts and first investor report. Year 3 Commercial Expansion: multi-partner sponsorship portfolio, camps, corporate programmes, events and hospitality, sponsorable media platform, pathway agreements, women's football, facility upgrades. Year 4 Regional Positioning: top-tier competition, continental licensing readiness, international tournament exposure, pathway-driven registrations, loans and transfers, multi-market partnerships. Year 5 Scale and Value Realisation: sustained high-level competition, maximising academy, trading and pathway value, diversified revenue, valuation review and liquidity pathways. These are objectives, not guaranteed outcomes.

5. Revenue Model

Sponsorship from Year 1; merchandise from Year 2; matchday income from Year 2; academy and camps from Year 2; media and digital from Year 2; player trading from Year 3; corporate programmes from Year 3. Competition income depends on the league level achieved.

6. Player Development Model

Pathway agreements with partner clubs and academies, documented in written player-specific agreements. Transfer proceeds may be shared between the originating club, KCFC and the facilitating agency. FIFA training compensation and solidarity contributions are claimed and paid separately. No international transfer or registration of minors except under the Article 19 FIFA RSTP exceptions, with written parent or guardian consent. Player costs are itemised, invoiced and receipted; no payment secures a trial outcome or selection.

7. Investor Rights & Governance

Proposed and non-binding until signed: newly issued ordinary shares; quarterly management accounts, an annual investor report and annual financial statements; investors collectively hold one Board seat or an observer right; reserved matters requiring investor consent, including changes to share capital, related-party transactions above an agreed threshold, and changes to use of funds beyond Board flexibility; pro-rata pre-emption rights on future share issues; tag-along rights; information rights. Governing law: the Republic of Rwanda.

8. Illustrative Valuation Scenarios

Value of a 5% holding (entry RWF 20,000,000) at different Club valuations: RWF 200M → RWF 10M (0.5x, loss RWF 10M); RWF 400M → RWF 20M (1.0x, nil); RWF 600M → RWF 30M (1.5x, gain RWF 10M); RWF 800M → RWF 40M (2.0x, gain RWF 20M); RWF 1.2B → RWF 60M (3.0x, gain RWF 40M); RWF 2B → RWF 100M (5.0x, gain RWF 80M). Arithmetic only — not a forecast, target or promise; ignores dilution, costs and timing.

Club valuation	Value of 5%	Multiple	Gain / (Loss)
RWF 200M	RWF 10M	0.5x	(RWF 10M)
RWF 400M (entry)	RWF 20M	1.0x	RWF 0
RWF 600M	RWF 30M	1.5x	RWF 10M
RWF 800M	RWF 40M	2.0x	RWF 20M
RWF 1.2B	RWF 60M	3.0x	RWF 40M
RWF 2B	RWF 100M	5.0x	RWF 80M

9. Exit & Liquidity Pathways

Possible routes, none guaranteed: sale to a strategic or institutional investor; purchase by existing shareholders or the Club; participation in a later funding round; sale of the Club or a controlling interest; dividends where lawfully permitted. There is no public market for the shares.

10. Key Risks

Sporting performance; early-stage business (registered June 2026, limited track record); regulatory and licensing (FERWAFA, later CAF); player-trading volatility; minors and FIFA rules; commercial concentration; liquidity; dilution from later rounds; currency and economic conditions; dependence on key people. Investors may lose part or all of their capital.

11. Investment Process

1. Expression of interest. 2. Mutual non-disclosure agreement. 3. Due diligence. 4. Term sheet. 5. Definitive documents — Shareholders' Agreement and subscription agreement, with Board and shareholder approvals. 6. Completion — payment of subscription funds, issue of shares and updates to the RDB register. Contact +250 728 468 549 or info@kigalicityfc.com.

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