



9 May 2023

Dear Mr. Gertler,

We acknowledge receipt of your letter of April 13, 2023 announcing the "suspension of defamation lawsuits recently filed against NGOs, media and individuals" and take note of this decision, as well as your proposal for a roundtable between our organizations and yourself.

We wrote to you on April 18 that a collective response would reach you as soon as it was approved by all our organizations. Unfortunately, you released a public message on April 19 that we had not responded to your invitation and had "remained silent". We cannot ascertain the circumstances that led to this statement, but wish to clarify that we did respond to you on April 18 prior to its release.

We have repeatedly raised our opposition to the use of *Strategic Lawsuits Against Public Participation (SLAPPs)* and would welcome an update from you about the concrete steps you have taken since your announcement to suspend your defamation cases in various jurisdictions, as well as clarifications as to whether these procedures will be suspended or withdrawn. As regards your legal action in the DRC, it is our understanding that no official confirmation has been received by CNPAV spokesperson, Jean Claude Mputu, nor his employer Resource Matters, that your legal actions have been suspended or withdrawn.

Nevertheless, we appreciate your offer to meet us. It is the policy of our organizations to provide companies and government officials the opportunity to share their comments, corrections and insights before we publish. Several of our organizations have repeatedly shared extensive lists of questions regarding your business transactions in Congo, many of which have remained unanswered. We therefore welcome any opportunity to hold a substantive discussion with you.

To move this forward, we would like to invite you to come to Kinshasa for a detailed one-day meeting during the week of 29 May 2023. If this timing is inconvenient for you, we look forward to receiving alternative dates in the near future from you for a visit to Kinshasa.

We propose the following for the modalities of our meeting:

1. A mixed format with you and others in Kinshasa present in person, and a virtual connection to those of our civil society colleagues spread across Congo and internationally who may not be able to attend in person.

2. A neutral and secure environment with an agreed upon facilitator to ensure the meeting is effective and well-managed. We have approached the UN to request their good offices for such a meeting and will revert back to you once we have their response.
3. An agreed upon list of participants. Both sides should share the list of participants one week in advance of the meeting.
4. Access to full copies of key documents as listed in the attached annex. These are the documents you committed to sharing with our organizations "on a transparent and collaborative basis" in your letter of March 17. We expect to have access to these documents at the latest at the outset of the meeting. However, sharing them ahead of time may help answer some of our outstanding questions and will permit the meeting to be conducted more productively.
5. Ahead of the meeting, we commit to sharing a list of our most pressing questions to which we have previously requested your response, and will aim to do so at least one week before the meeting.

We trust these arrangements are agreeable to you and we look forward to receiving your response.

Sincerely,

- The Congo is not for Sale Coalition (CNPAV)
- Human Rights Watch
- Resource Matters (also a member of CNPAV)
- Rights and Accountability in Development - RAID (also a member of CNPAV)
- The Sentry

List of documents to be shared ahead of the meeting

1. A full declaration of all your current business holdings in the DRC and those of your affiliated companies and/or proxies.
2. The valuation performed by the independent international Tier 1 expert of the assets to be returned to the DRC pursuant to the Settlement Agreement, as discussed in your letter dated March 17.
3. Documentary evidence of the costs to be reimbursed by the DRC to Ventora, as discussed in your letter dated March 17.
4. Independent audits and valuations that attest that your companies' acquisition of the right to collect royalties was legal, on fair commercial terms and at market value, including from:
 - a. Ernst & Young
 - b. The DRC government
 - c. The Inspection Générale des Finances.
5. The Feb 9, 2022 term sheet (made binding according to Article 1.3 of the Feb 24, 2022 DRC-Ventora Memorandum of Understanding) as well as the "*documentation définitive*" and the 5 transactional agreements of March 16, 2022 that were enacted to implement the Feb 24 Memorandum of Understanding.
6. The anti-money laundering, sanctions, and anti-corruption compliance policies of Ventora and its affiliates.