

RESOLUTION NO.259

AMENDMENT TO ARTICLE 1 OF THE AGREEMENT ESTABLISHING THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT TO ENABLE A LIMITED AND INCREMENTAL EXPANSION OF THE GEOGRAPHIC SCOPE OF THE BANK'S OPERATIONS TO SUB-SAHARAN AFRICA AND IRAQ

THE BOARD OF GOVERNORS,

Recalling Resolution No.248, by which the Board of Governors approved, in principle, a limited and incremental expansion of the geographic scope of the Bank's operations to sub-Saharan Africa and Iraq;

Emphasising the importance of sub-Saharan Africa and Iraq to achieving the international community's geopolitical and development priorities, the growing links between many countries in sub-Saharan Africa and Iraq and current EBRD countries of operations, and the relevance and applicability of the Bank's mandate, business model, private sector focus and competencies in sub-Saharan Africa and Iraq;

Stressing that the most urgent priority of the Bank remains to support Ukraine and other countries of operations affected by the war on Ukraine;

Recognising that the war on Ukraine has reinforced the parallel relevance of continuing to address shareholder objectives in sub-Saharan Africa and Iraq;

Underlying that any possible limited and incremental expansion to new countries of operations must not: impair the Bank's ability to support its current countries of operations, compromise the Bank's triple-A rating, lead to a request for additional capital contributions, or deviate from the Bank's mandate to support transition and its operating principles of additionality and sound banking;

Emphasising the importance of complementarity and collaboration amongst development partners already active in sub-Saharan Africa and Iraq; and

Having considered the Report of the Board of Directors to the Board of Governors "*Amendment to Article 1 of the Agreement Establishing the European Bank for Reconstruction and Development in order to enable the limited and incremental expansion of the geographic scope of the Bank's operations to sub-Saharan Africa and Iraq*" and being in agreement with its conclusions, amongst others, that:

- (i) The analysis of the capital and financial implications reconfirms that a limited and incremental expansion to Sub-Saharan Africa and Iraq will not in itself impair the Bank's ability to support its existing countries of operations, compromise the Bank's triple-A credit rating, or lead to a request for additional capital contributions;
- (ii) Such limited and incremental expansion of the geographic scope of the Bank's operations to sub-Saharan Africa and Iraq should be enabled through an amendment of Article 1 of the Agreement Establishing the European Bank for Reconstruction and Development ('the Agreement'); and
- (iii) The implementation of the expansion must be carried out in a way that will not dilute the focus of the Bank in supporting Ukraine and other countries of operations affected by the war on Ukraine.

RESOLVES THAT:

1. Article 1 of the Agreement shall be amended to read as follows:

"In contributing to economic progress and reconstruction, the purpose of the Bank shall be to foster the transition towards open market-oriented economies and to promote private and entrepreneurial initiative in the Central and Eastern European countries committed to and applying the principles of multiparty democracy, pluralism and market economics. Subject to the same conditions, the purpose of the Bank may also be carried out in (i) Mongolia; (ii) member countries of the Southern and Eastern Mediterranean; and (iii) a limited number of member countries of sub-Saharan Africa; in each case under (ii) and (iii) as determined by the Bank upon the affirmative vote of not less than two-thirds of the Governors, representing not less than three-fourths of the total voting power of the members. Accordingly, any reference in this Agreement and its annexes to "Central and Eastern European countries", "countries from Central and Eastern Europe", "recipient country (or countries)" or "recipient member country (or countries)" shall refer to Mongolia and each of such countries of the Southern and Eastern Mediterranean and sub-Saharan Africa as well."

- a. The term "sub-Saharan Africa" as set out under Article 1 of the Agreement shall be understood to mean the sub-Saharan Africa region as defined by the World Bank Group.

- b. The limitation on the number of member countries of sub-Saharan Africa in which the Bank may carry out its purpose as set out under Article 1 of the Agreement shall be understood so as to enable a limited and incremental expansion of the geographic scope of the Bank's operations, in accordance with the measures and mechanisms set out in the report of Board of Directors *"Amendment of the Agreement Establishing the European Bank for Reconstruction and Development in order to enable the limited and incremental expansion of the geographic scope of the Bank's operations to sub-Saharan Africa and Iraq"*. In this context, an affirmative vote of not less than three-fourths of the Governors, representing not less than four-fifths of the total voting power of the members shall be required to approve any further increment to the expansion.
 - c. Iraq shall be incorporated into the Southern and Eastern Mediterranean region for the purposes of the Agreement, and consequently the term "Southern and Eastern Mediterranean" as set out under Article 1 of the Agreement shall be understood to mean the region consisting of the countries that have a shoreline on the Mediterranean as well as Jordan and Iraq, which are closely integrated into this region.
2. Members of the Bank shall be asked whether they accept the said amendment by (a) executing and depositing with the Bank an instrument stating that such member has accepted the said amendment in accordance with its law and (b) furnishing evidence, in form and substance satisfactory to the Bank, that the amendment has been accepted and the instrument of acceptance has been executed and deposited in accordance with the law of that member.
3. The said amendment shall enter into force three (3) months after the date on which the Bank has formally confirmed to its members that the requirements for accepting the said amendment, as provided for in Article 56 of the Agreement, have been met.

(Adopted 18 May 2023)