



African Export-Import Bank
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18 November 2025

To:

The Director-General
Kanto Local Finance Bureau
Japan

Ladies and Gentlemen:

African Export-Import Bank
Supplement to Shelf Registration Statement relating to
Primary Offerings of Japanese Yen Bonds in Japan

In my capacity as the Director of Legal Services of African Export-Import Bank (the “**Issuer**”), I am rendering this opinion in connection with the preparation of the amendments to the shelf registration statement and the supplements to the shelf registration statement and attachments thereto filed or to be filed by the Issuer with the Director-General, Kanto Local Finance Bureau (the “**Director-General**”) for the primary offering in Japan of the Issuer’s Japanese yen bonds (the “**Bonds**”) thereunder.

I have not made any investigations of the laws of any jurisdiction, including any of the states parties to the Agreement for the Establishment of the African Export-Import Bank dated 8 May 1993 (the “**Establishment Agreement**”) as of the date of this opinion (the “**Participating States**”), and this opinion is confined solely to matters of public international law and the Establishment Agreement.

I make reference, among others, to the following:

- (a) relevant provisions of the Establishment Agreement and the charter of the Issuer, as amended (the “**Charter**”), which are attached hereto;
- (b) English translation of the shelf registration statement filed by the Issuer with the Director-General on 28 October 2025; and
- (c) English translations of the amendments to the shelf registration statement filed by the Issuer with the Director-General on 4 November 2025 and on November 7 2025 (collectively, the “**Amendments**”) and English translations of the supplements to the shelf registration

statement to be filed by the Issuer with the Director-General on or about 18 November 2025 (the “**Supplements**”) relating to the primary offering of the Bonds.

Based upon the foregoing, I am of the opinion that at the date hereof:

- (a) The Issuer is a legal entity duly organized, validly existing and in good standing under public international law;
- (b) The Establishment Agreement and the Charter have been duly executed and ratified by all of the Participating States, and all amendments thereto have been duly adopted and are in full force and effect under public international law; and
- (c) The issue of the Bonds and the filings of the Amendments and the Supplements with the Director-General have been duly authorized by the Issuer and are lawful under the Establishment Agreement and the Charter, and no governmental consents, licenses and approvals are required for the Issuer to issue the Bonds and to file the Amendments and the Supplements.

Yours faithfully



Joy Albright

Director, Legal Services

African Export-Import Bank

SCHEDULE

Establishment Agreement and Charter



**AFRICAN EXPORT-IMPORT BANK
BANQUE AFRICAINE D'IMPORT-EXPORT
(AFREXIMBANK)**

AGREEMENT

FOR THE

**ESTABLISHMENT OF THE
AFRICAN EXPORT-IMPORT BANK
(AFREXIMBANK)**

SIGNED IN ABIDJAN, REPUBLIC OF CÔTE D'IVOIRE ON 8 MAY 1993



THE STATES AND INTERNATIONAL ORGANISATIONS, PARTIES TO THE PRESENT AGREEMENT:

MINDFUL of the various factors impairing African foreign trade, including inter alia, deteriorating terms of trade, declining export prices, increasing external debt and inadequacy of financing facilities, coupled with the rising cost of trade credit;

NOTING that the decline in African exports has impacted adversely on the economies of African states and hindered their ability to achieve a self-reliant development;

HAVING REGARD to the Agreement establishing the African Development Bank signed in Khartoum, Sudan on the 4th day of August 1963, which calls on the African Development Bank to take measures aimed at bringing about an orderly expansion of African foreign trade and, in particular, intra-African trade;

RECOGNIZING that the objective of promoting and expanding intra-African and extra-African trade, thereby stimulating economic development, can best be achieved through the creation of a trade financing international institution whose principal purpose is to provide and mobilize the requisite financial resources;

CONVINCED that a partnership of African States, international organizations and public and private institutions and investors will facilitate an additional flow of resources in support of African foreign trade;

NOTING the commendable effort of the African Development Bank in promoting the establishment of an African export-import bank;

HAVE HEREBY AGREED AS FOLLOWS:



ARTICLE I

ESTABLISHMENT, DEFINITIONS

1. There shall be established an international financial institution to be known as “the African Export-Import Bank (“AFREXIMBANK”)), (hereinafter called “the Bank”), which shall operate in accordance with the provisions of the constituent charter appended in Annex 1 to this Agreement (hereinafter referred to as “the Charter”).
2. The Charter, which may be amended from time to time in accordance with its provisions, shall derive its legal force from this Agreement and shall be valid and operative among all shareholders of the Bank.
3. Capitalized terms used herein, unless defined in this Agreement, shall have the respective meanings ascribed thereto in the Charter.

ARTICLE II

PURPOSE AND FUNCTIONS

1. The purpose for which the Bank shall be established is to facilitate, promote and expand intra-African and extra-African trade.
2. To serve its purpose, the Bank shall in accordance with the Charter, as amended from time to time, carry out the following functions:
 - (i) to extend direct credit to eligible African exporters, in any appropriate form, by means of providing pre-shipment and post-shipment finance;
 - (ii) to extend indirect short-term credit, and where appropriate, medium-term credit, to African exporters and importers of African goods, through the intermediary of banks and other African financial institutions;
 - (iii) to promote and finance intra-African trade;
 - (iv) to promote and finance the export of non-traditional African goods and services;
 - (v) to provide finance to export-generative African imports, preference being given to imports of African origin, including imports of equipment, spare-parts and raw materials, as deemed appropriate by the Bank;

- (vi) to promote and finance South-South trade between African and other countries;
- (vii) to act as intermediary between African exporters and African and non-African importers through the issuance of letters of credit, guarantee and other trade documents in support of export-import transactions;
- (viii) to promote the development, within Africa, of a market for bankers' acceptances and other trade documents;
- (ix) to promote and provide insurance and guarantee services covering commercial and non-commercial risks associated with African exports;
- (x) to provide support to payment arrangements aimed at expanding the international trade of African States;
- (xi) to carry out market research and provide any auxiliary services aimed at expanding the international trade of African countries and boosting African exports;
- (xii) to carry on banking operations and borrow funds; and
- (xiii) to undertake any other activities and provide other services which it may deem to be incidental or conducive to the attainment of its purpose, as determined by the General Meeting of Shareholders of the Bank.

ARTICLE III



LEGAL STATUS

1. The Bank shall be an international institution with full juridical personality under the laws of the states parties to this Agreement (hereinafter referred to as "the Participating States"), and shall, in particular, have the legal capacity to:
 - (i) enter into contracts and conclude agreements;
 - (ii) acquire and dispose of movable and immovable property; and
 - (iii) be a party to judicial and other legal or administrative proceedings.

ARTICLE IV

MEMBERSHIP

1. Membership of the Bank shall be open to: (a) all independent African states and African continental, regional and sub-regional financial institutions and economic organizations; (b) African public and private banks and financial institutions and African public and private investors; and (c) international financial institutions and economic organizations and non-African states, banks, financial institutions and public and private investors. The conditions governing eligibility to membership shall be determined by the General Meeting of Shareholders of the Bank.
2. Membership of the Bank shall be acquired in accordance with the provisions of the Charter upon subscribing shares of the capital stock of the Bank. All shareholders of the Bank shall subscribe to the Charter by affixing their signatures thereto or depositing with the Provisional Depositary or the Depositary (as defined in Article XIX of this Agreement) a letter of acceptance of the provisions of the Charter.
3. A Participating State may subscribe directly for shares of the capital stock of the Bank or designate its central bank or any other national entity or agency for all matters relating to the Charter, including membership and subscription to the capital stock of the Bank and the full exercise of rights attaching to membership of the Bank and the performance of the obligations of shareholders set forth in the Charter.
4. Any African state which has not signed this Agreement before the date on which this Agreement enters into force shall, as a condition precedent to membership in the Bank by the said state or any designated central bank, national entity or agency or any entity of the said state, adhere to this Agreement by depositing an instrument of accession with the Provisional Depositary or the Depositary.

ARTICLE V

HEADQUARTERS OF THE BANK, BRANCH OFFICES AND SUBSIDIARIES

1. The headquarters of the Bank shall be situated in the territory of an African country selected by the General Meeting of Shareholders of the Bank in accordance with the provisions of the Charter. The Bank shall establish branch offices in the territories of African countries selected by the Board of Directors of the Bank. It may establish representative offices, agencies or subsidiaries.

2. The state in whose territory the headquarters of the Bank is to be located shall sign with the Bank, and take all necessary measures to make effective in its territory, an agreement regarding the headquarters of the Bank (the "Headquarters Agreement") substantially in the form set out in Annex II to this Agreement.
3. The Headquarters Agreement shall be concluded by the parties thereto not later than ninety (90) days from the date of the first General Meeting of Shareholders of the Bank and shall immediately upon signature become binding and effective.
4. The state in whose territory a branch or representative office or a subsidiary is to be located shall sign with the Bank, and take all necessary measures to make effective in its territory, an agreement regarding the location of the respective branch or representative office or subsidiary.

ARTICLE VI

IMMUNITIES, EXEMPTIONS, PRIVILEGES, FACILITIES AND CONCESSIONS

Each Participating State shall take all legislative action under its national law and all administrative measures, as is necessary, to enable the Bank to effectively fulfill its purpose and carry out the functions entrusted to it. To this end, each Participating State shall accord to the Bank, in its territory, the status, immunities, exemptions, privileges, facilities and concessions set forth in this Agreement, and shall promptly inform the Bank of the specific action it has taken for this purpose.

ARTICLE VII

LEGAL PROCESS

1. Actions may be brought against the Bank in any court of competent jurisdiction in the territory of the state where the headquarters of the Bank is situated or in which the Bank has a representative or branch office or a subsidiary, or has carried out any operation or appointed an agent for the purpose of accepting service or notice of process or has otherwise agreed to be sued. No such action against the Bank shall be brought by: (a) a Participating State; (b) a shareholder or a former shareholder of the Bank or persons acting for or deriving claims

from a shareholder or a former shareholder; or (c) any natural or legal persons in respect of: (i) transactions governed by arbitration agreements; (ii) matters pending before an arbitral tribunal; and (iii) personnel matters.

2. Without prejudice to the provisions of paragraph 1 of this Article, disputes arising in connection with the operations of the Bank shall be subject to conventional business practices and ordinary legal processes applicable thereto.

ARTICLE VIII

IMMUNITY OF PROPERTY AND ASSETS

1. The property and assets of the Bank wherever located and by whomsoever held shall be immune from: (a) search, requisition, expropriation, confiscation, nationalization and all other forms of seizure, taking or foreclosure by executive or legislative action; and (b) seizure, attachment or execution before the delivery of final judgement or award against the Bank.
2. Without prejudice to the provisions of paragraph 1 of this Article, the property and assets of the Bank shall be subject to due legal processes and judicial action taken by ordinary courts of competent jurisdiction.
3. For the purpose of this Article and Article IX of this Agreement, the term “property and assets of the Bank” shall include property and assets owned or held by the Bank and deposits and funds entrusted to the Bank in the ordinary course of business.

ARTICLE IX

FREEDOM OF PROPERTY, ASSETS AND OPERATIONS FROM RESTRICTION

1. To the extent necessary to implement the purpose of the Bank and carry out its functions, each Participating State shall waive, and refrain from imposing, any administrative, financial or other regulatory restrictions that are likely to hinder in any manner the smooth functioning of the Bank or impair its operations.

2. To this end, the Bank, its property, assets, operations and activities shall be free from restrictions, regulations, supervision or controls, moratoria and other legislative, executive, administrative, fiscal and monetary restrictions of any nature.

ARTICLE X



IMMUNITY OF ARCHIVES

The archives of the Bank and, in general, all documents belonging to, or held by, the Bank shall be inviolable wherever located, except that the immunity provided for in this Article shall not extend to documents required to be produced in the course of judicial or arbitral proceedings to which the Bank is a party or proceedings arising out of transactions concluded by the Bank.

ARTICLE XI



PRIVILEGE FOR COMMUNICATIONS

Official communications of the Bank shall be accorded by each Participating State the same treatment and preferential rates that it accords to the official communications of international organizations.

ARTICLE XII



PERSONAL IMMUNITIES, PRIVILEGES AND EXEMPTIONS

1. All Representatives, the President, Vice-Presidents, Directors, Alternate Directors, officers and employees of the Bank and consultants and experts performing missions for the Bank:
 - (i) shall be immune from legal process with respect to acts performed by them in their official capacity;

- (ii) shall be accorded the same immunities from immigration restrictions and alien registration requirements, and, not being local nationals, shall be accorded the same immunities from national service obligations and the same facilities as regards exchange regulations, as are accorded by each Participating State to representatives, officials and employees of comparable rank of other states or international organizations; and
 - (iii) where they are not resident nationals, shall be granted the same treatment in respect of travelling facilities as is accorded by Participating States to representatives, officials and employees of comparable rank of other states or international organizations.
- 2. The President, Vice-Presidents, officers and employees of the Bank:
 - (i) shall be immune from personal arrest or detention, except that this immunity shall not apply to civil liability arising from a road traffic accident or to a traffic offence; and
 - (ii) shall be exempt from any form of direct or indirect taxation on salaries, emoluments, indemnities and pension paid by the Bank.

ARTICLE XIII

WAIVER OF IMMUNITIES AND PRIVILEGES

The immunities and privileges provided in this Agreement are granted in the interest of the Bank and may only be waived, to such extent and upon such conditions as the Board of Directors of the Bank shall determine, in cases where such a waiver would not, in its opinion, prejudice the interests of the Bank. The President of the Bank shall have the right and the duty to waive the immunity of any officer, employee, consultant or expert of the Bank in cases where, in his opinion, the immunity would impede the course of justice and can be waived without prejudice to the interests of the Bank. In similar circumstances and under the same conditions, the Board of Directors shall have the right and duty to waive the immunity of the President or any Vice-President, Director or Alternate Director of the Bank.

ARTICLE XIV

EXEMPTION FROM TAXATION

1. The Bank, its property, assets, income, operations and transactions shall be exempt from all taxation and custom duties. The Bank, and its receiving, fiscal and paying agents shall be exempt from any obligation relating to the payment, withholding or collection of any tax or duty out of funds owned by, or otherwise appertaining to, the Bank.
2. Without prejudice to the generality of the provisions of paragraph 1 of this Article, each Participating State shall take all necessary action to ensure that the property and assets of the Bank, its capital, reserves and dividends, loans, credits, guarantees, securities, and other investments and transactions, interest, commissions, fees, profits, gains, proceeds of realization and other income, return and moneys of any kind, accruing, appertaining or payable to the Bank from any source shall be exempt from all forms of taxes, duties, charges, levies, and imposts of any kind whatsoever, including stamp duty and other documentary taxes, heretofore levied or hereafter imposed in its territory.
3. The provisions of paragraphs 1 and 2 of this Article shall be applied without prejudice to the right of the Participating States to tax their residents in the manner each state deems appropriate.

ARTICLE XV

FISCAL EXEMPTIONS, FINANCIAL FACILITIES, PRIVILEGES AND CONCESSIONS

1. The Bank shall be accorded by each Participating State a status not less favourable than that of a non-resident corporation, and shall enjoy all fiscal exemptions, financial facilities, privileges and concessions granted to international organizations, banking establishments and financial institutions by the Participating States.
2. Without prejudice to the generality of the provisions of Article XI and paragraph 1 of this Article by reason of the following enumeration, the Bank may freely and without any restriction, but to the extent necessary to implement its purpose and carry out its functions set forth in the Charter:
 - (i) carry on all forms of banking business and financial services authorized under the Charter;

- (ii) purchase, hold and dispose of national currencies;
- (iii) purchase, hold and dispose of convertible currencies, securities, bills of exchange and negotiable instruments, and transfer the same to, from or within the territory of any Participating State;
- (iv) open, maintain and operate accounts in national currencies in the territories of the Participating States;
- (v) open, maintain and operate convertible currency accounts in the territories and outside the territories of the Participating States;
- (vi) raise funds and make loans in convertible currencies, provided that it shall seek the consent of the Participating State in whose market it intends to raise funds; and
- (vii) carry out any operation authorized under the Charter.

ARTICLE XVI

SUPPLEMENTARY AGREEMENTS

Each Participating State may enter into a supplementary agreement with the Bank to the extent necessary to attain the purpose of this Agreement.

ARTICLE XVII

INTERPRETATION AND SETTLEMENT OF DISPUTES

1. This Agreement shall be interpreted in the light of its primary purpose of enabling the Bank to fully and efficiently discharge its functions and fulfill its purpose.
2. The Arabic, English, French and Portuguese texts of this Agreement shall be equally authentic.

3. Any dispute among the parties to this Agreement or between the Bank and a party to this Agreement regarding the interpretation or application of any provision of this Agreement or any supplementary agreement shall be submitted to the General Meeting of Shareholders of the Bank whose decision shall be final and binding.
4. In the case of a dispute between the Bank and a Participating State who has ceased to be a Shareholder of the Bank, or whose nationals have ceased to be Shareholders of the Bank, or a dispute between the Bank and a party to this Agreement upon the termination of the operations of the Bank, such dispute shall be referred for final decision to a tribunal consisting of three arbitrators; one arbitrator selected by the Bank, the second arbitrator by the party to the dispute, and the Bank and the party to the dispute shall appoint the third arbitrator. If within a period of sixty (60) days of receipt of notice of arbitration either party has not appointed an arbitrator, or if within thirty (30) days of the appointment of the two arbitrators, the third arbitrator has not been appointed, the said arbitrator shall be appointed by the Secretary-General of the International Center for the Settlement of Investment Disputes, at the request of either party. The procedure of arbitration shall be fixed by the arbitrators, but the third arbitrator shall have full power to settle all questions of procedure where the arbitrators are in disagreement with respect thereto. An award rendered by the majority of the arbitrators shall be final and binding on the Bank and the party to the dispute.

ARTICLE XVIII



ENTRY INTO FORCE

1. This Agreement shall be open for signature on behalf of the contracting parties and shall be subject to ratification, acceptance or approval.
2. The present Agreement shall enter into force on the day when: (i) ten (10) States and international organizations shall have signed the Agreement; and (ii) seven (7) instruments of ratification, acceptance and/or approval shall have been deposited.
3. States and international organizations which have not signed this Agreement before its entry into force may, pursuant to paragraph (4) of Article IV, accede to this Agreement by depositing an instrument of accession with the Provisional Depositary or the Depositary.

4. This Agreement shall take effect for each contracting party on the date of deposit of its instrument of ratification, acceptance, approval or accession in accordance with its constitutional or other applicable statutory procedures.

ARTICLE XIX

DEPOSITARY

1. Instruments of ratifications, acceptance, approval or accession shall be deposited with the Secretary-General of the African Development Bank, who shall act as the provisional depositary of this Agreement (herein called the "Provisional Depositary").
2. The Provisional Depositary shall register this Agreement with the Secretariat of the United Nations in accordance with Article 102 of the Charter of the United Nations and the regulations thereunder adopted by the General Assembly of the United Nations. He shall transmit certified copies of this Agreement to all contracting parties.
3. Upon commencement of operations of the Bank, the Provisional Depositary shall transmit the text of this Agreement and all relevant instruments and documents in his possession to the Executive-Secretary of the Bank, who shall then act as the Depositary.

ARTICLE XX

INAUGURATION OF THE BANK

1. As soon as this Agreement enters into force pursuant to paragraph 2 of Article XVIII hereof, a General Meeting of Shareholders of the Bank shall be convened by the Provisional Depositary in accordance with the provisions of paragraph (3) of Article 16 of the Charter.
2. The Bank shall commence operations on the date appointed by the General Meeting of Shareholders of the Bank.

Done at Abidjan in the Republic of Côte d'Ivoire this 8th day of May, 1993

ANNEX I

CHARTER OF THE AFRICAN EXPORT-IMPORT BANK ("AFREXIMBANK")

(adopted in Abuja, Republic of Nigeria in October 1993 by the first General Assembly of shareholders of the Bank)

(as amended in Tunis, Republic of Tunisia, by the General Meeting resolution No. AFREXIM/7GM/2000/006 adopted at the plenary session of the seventh General Meeting on 8 May 2000 – the “First Amendment” and as further amended in Gaborone, Republic of Botswana by the second Extraordinary General Meeting resolution No. AFREXIM/2EGM/2010/SINGLE adopted at the plenary session of the Extraordinary General Meeting on 5 June 2010 – the “Second Amendment” and as further amended in Harare, Republic of Zimbabwe by the reconvened third Extraordinary General Meeting resolution No. AFREXIM/3EGM.RECONV/2012/001 adopted at the plenary session of the Extraordinary General Meeting on 8 December 2012 – the “Third Amendment” and as further amended at the plenary session of the thirty-first General Meeting on 15 June 2024 in Nassau, The Bahamas by resolution No. 31AGM/2024/004 – the “Fourth Amendment”)

CHARTER OF THE AFRICAN EXPORT-IMPORT BANK ("AFREXIMBANK")

We, the several persons whose names and addresses are set out in Schedule "A" hereto have, pursuant to the provisions of the Agreement (as herein-below defined), agreed to establish an international institution for the promotion and financing of intra-African and extra-African trade, which is hereby constituted and shall operate in accordance with the following provisions:

CHAPTER I



NAME, LEGAL STATUS, DEFINITIONS, HEADQUARTERS, OFFICES, OBJECTS AND POWERS

ARTICLE 1 - NAME OF THE INSTITUTION

The name of the institution is the African Export-Import Bank ("Afreximbank"), (hereinafter called "the Bank").

ARTICLE 2 - LEGAL STATUS

The Bank shall be an international institution with full juridical personality and legal capacity to carry out its operations. It shall have the legal status and enjoy the immunities, privileges, facilities and concessions provided for in the Agreement.

ARTICLE 3 - DEFINITIONS

In this Charter, unless the context otherwise provides, requires or permits, the following terms shall have the meanings ascribed thereto below:

"Acting President" has the meaning given in Article 25 of this Charter;

"African Private Investor" means a natural or legal person who is a national of an African State, and the expression "Non-African Private Investor" shall be construed accordingly;

"African State" means any African country which has the status of an independent State;

“Alternate Director” means an Alternate Director appointed for the time being pursuant to Article 21(5);

“Audit Committee” has the meaning given in Article 30 of this Charter;

“Basel Committee” means the Basel Committee on Banking Supervision or any successor thereto;

“Bank” means any corporation whose sole or principal object, as defined in its constitutive instrument or the enabling banking statutes of its country of incorporation or principal place of business, is to carry on the business of banking;

“Board of Directors” means the Board of Directors of the Bank;

“Chairman” means the Chairman of a General Meeting;

“Change of Control” means a transaction whereby all or substantially all of the assets of the Bank are sold;

“Class B Conversion Notice” has the meaning given in Article 14(3A)(i) of this Charter;

“Class “A” Director” means a Director that has been elected by the Representatives or appointed proxies of Class “A” Shares;

“Class “B” Director” means a Director that has been elected by the Representatives or appointed proxies of Class “B” Shares;

“Class “C” Director” means a Director that has been elected by the Representatives or appointed proxies of Class “C” Shares;

“Class “D” Director” means a Director that has been elected by the Representatives or appointed proxies of Class “D” Shares;

“Class “A” Shares” has the meaning given to it in Article 7(2)(a) of this Charter;

“Class “B” Shares” has the meaning given to it in Article 7(2)(b) of this Charter;

“Class “C” Shares” has the meaning given to it in Article 7(2)(c) of this Charter;

“Class “D” Shares” has the meaning given to it in Article 7(2)(d) of this Charter;

“Class “D” Threshold” has the meaning given in Article 21(1A) of this Charter;

“Common Stock” means the ordinary shares of the Bank which are divided into four classes of shares, these being Class “A” Shares, Class “B” Shares, Class “C” Shares and Class “D” Shares respectively;

“Conversion Period” has the meaning given in Article 14(3A)(i) of this Charter;

“Designated Institution” has the meaning given in Article 7(2) of this Charter;

“Director” means a Director for the time being of the Bank;

“Elected Conversion Notice” has the meaning given in Article 14(3A)(ii) of this Charter;

“Executive Committee” has the meaning given in Article 24 of this Charter;

“Extraordinary General Meeting” has the meaning given in Article 16(2) of this Charter;

“General Meeting” means the General Meeting of Shareholders of the Bank (and includes the Annual General Meeting and any Extraordinary General Meetings);

“Independent Directors” has the meaning given in Article 21(1A) of this Charter;

“Listed Share” means a Class “D” Share that has been admitted to trading on such investment exchange as is determined by the Board of Directors;

“National Financial Institution” has the meaning given in Article 7(2) of this Charter;

“Non-regional financial institution” has the meaning given in Article 7(2) of this Charter;

“Person” means an individual and also includes a government, corporation and any organization or institution having juridical personality;

“President”, “Senior Executive Vice-President”, “Executive Vice-President”, “External Auditors” and “Executive-Secretary” mean respectively the President, the Senior Executive Vice-President, the Executive Vice-President, the External Auditors and the Executive-Secretary of the Bank;

“Provisional Depositary” has the meaning given in Article 46(i) of this Charter;

“Register of Shareholders” means the register of the Shareholders kept in accordance with Article 38;

“Relevant System” means a computer-based system and procedures which enables title to securities to be evidenced and transferred without a written instrument, and which facilitate supplementary and incidental matters;

“Representative” means the Person designated as such by any Shareholder for the purposes of attending and voting at a General Meeting, or voting on resolution by correspondence in place of a General Meeting, by an instrument in writing or any

form approved by the Board of Directors save that any Shareholder that is a natural person shall be entitled to attend a General Meeting and shall be deemed to be a Representative without the requirement to provide any such instrument;

“Requisite Majority” has the meaning given in Article 44(2) of this Charter;

“Shareholder” means a holder of shares of the Common Stock, and the expressions “Class “A” Shareholder”, “Class “B” Shareholder”, “Class “C” Shareholder” and “Class “D” Shareholder” shall be construed accordingly;

“the Agreement” means the agreement among certain African States and international organizations providing for the establishment of the Bank concluded on the 8th day of May, 1993, at Abidjan in the Republic of Côte d’Ivoire;

“Tier 1 capital” has the meaning given in Article 10(1A) of this Charter;

“Unlisted Share” means every share of the Common Stock of the Bank that is not a Listed Share;

“Vice-Chairman” means the Vice-Chairman of a General Meeting;

- The masculine includes the feminine and vice-versa;
- “the Seal” means the official seal of the Bank;
- The singular includes the plural and vice-versa;
- All references to Articles are to the Articles of this Charter; and
- All references to “writing” include email and facsimile.

ARTICLE 4 - HEADQUARTERS AND OFFICES OF THE BANK

- (1) The headquarters of the Bank shall be situated in the territory of an African country. The choice of the place of the headquarters of the Bank shall be made at the first General Meeting, taking into account the availability of facilities for the proper functioning of the Bank.
- (2) The Bank shall establish in the territories of African countries branch offices which shall exercise such functions and operational authority as shall be determined from time to time by the Board of Directors.
- (3) The Bank may establish representative offices, agencies or subsidiaries in any country.

- (4) The headquarters of the Bank may be transferred to any other African country by a decision of the General Meeting, under conditions that shall be determined by the General Meeting.

ARTICLE 5 - OBJECTS AND POWERS

- (1) The purpose for which the Bank is established is to facilitate, promote and expand intra-African and extra-African trade.
- (2) To implement its statutory purpose, the Bank shall have the following functions:
- (i) to extend financing to eligible African exporters and importers of African goods and services in any appropriate form;
 - (ii) to extend financing to African exporters and importers of African goods through the intermediary of Banks and other African financial institutions;
 - (iii) to promote and finance intra-African trade;
 - (iv) to promote and finance the export of non-traditional African goods and services;
 - (v) to provide finance to export-generative imports and goods and services into Africa, preference being given to imports of African origin, including imports of equipment, spare-parts and raw materials, as deemed appropriate by the Bank;
 - (vi) to promote and finance South-South trade between African and other countries;
 - (vii) to act as intermediary between African exporters and African and non-African importers through the issuance of letters of credit, guarantees and other trade documents in support of export-import transactions;
 - (viii) to promote the development within Africa of a market for bankers' acceptances and other trade documents;
 - (ix) to promote and provide insurance and guarantee services covering commercial and non-commercial risks associated with African trade;
 - (x) to provide support to payment arrangements aimed at expanding the international trade of African states;
 - (xi) to carry out market research and provide any auxiliary services aimed at expanding the international trade of African countries and boosting African exports;

- (xii) to carry on banking operations and borrow funds;
 - (xiii) to provide capital to African exporters and importers through equity investments which shall include, but not be limited to, shares, share warrants, redeemable preference shares and loan stock and to do so whether or not in conjunction with the extension of credit; and
 - (xiv) to undertake any other activities and provide other services which it may deem to be incidental or conducive to the attainment of its purpose, as determined by the General Meeting.
- (3) The Bank shall have all the powers to perform such acts and to do such things as shall be required or desirable for the proper exercise of its functions, or as may be deemed by the Bank to be incidental or conducive to the attainment of its objects stated in Article 5(2). The powers hereby conferred on the Bank shall be without any restriction whatsoever, except as expressly provided in this Charter.

ARTICLE 6 - OFFICIAL SEAL

The Bank shall have an official seal which shall be used in accordance with the provisions of Article 27.

CHAPTER II



SHARE CAPITAL

ARTICLE 7 - AUTHORIZED CAPITAL AND ALLOCATION OF SHARES

- (1) The authorized Common Stock share capital of the Bank is twenty five billion United States Dollars (US\$25,000,000,000) divided into ordinary shares of ten thousand United States Dollars (US\$10,000) each. The authorized Common Stock share capital shall be available for subscription in the manner provided in paragraph 2 of this Article.
- (2) Shares of the Common Stock shall be divided into four classes:
- (a) Class "A" Shares, which shall be offered, allotted and issued to and held by: (i) African States or their Designated Institutions; (ii) the African Development Bank; (iii) African continental, regional and sub-regional financial institutions and economic organizations; and (iv) any entity or person who was a Class "B" Shareholder which is one hundred per cent (100%) owned by an African State pursuant to Article 14(3A);

- (b) Class “B” Shares, which shall be offered, allotted and issued to and held by National Financial Institutions (as hereinafter defined) and African Private Investors;
- (c) Class “C” Shares, which shall be offered, allotted and issued to and held by: (i) international financial institutions and economic organizations; and (ii) Non-regional financial institutions and Non-African Private Investors; and
- (d) Class “D” Shares, which shall be offered, allotted and issued to and held by any person.

For the purpose of this paragraph, the expression “Designated Institution” means the central bank or any institution, agency or governmental instrumentality designated by the Government of an African State pursuant to paragraph 3 of Article 4 of the Agreement; the expression “National Financial Institution” means any African state-owned, privately-owned or mixed-enterprise banking or financial services establishment or enterprise incorporated or otherwise established under the laws of an African State, or owned or controlled directly or indirectly by one or more African States, African continental, regional or sub-regional financial institutions or economic organizations or African Private Investors, including without limitation export-import banks, insurance companies and other financial institutions; and the expression “Non-regional financial institution” shall be construed accordingly.

- (3) Following the issue of Class “D” Shares, the authorized Common Stock share capital and any increases thereof shall be allocated for subscription in such proportions that if the shares were fully subscribed, the aggregate number of Class “A” Shares would represent not less than thirty-five per cent (35%) and the aggregate number of Class “B” Shares, Class “C” Shares and Class “D” Shares would together represent not more than sixty-five per cent (65%), respectively, of the issued capital of the Bank, it being understood that the foregoing provision shall be applied without prejudice to the right and duty of the Board of Directors to allot and issue unsubscribed shares that have not been applied for by Shareholders, in the manner it deems beneficial to the Bank.
- (4) The initial number of shares to be subscribed by each founding Shareholder shall be that set forth against its name in Schedule “A” to this Charter, and the initial number of shares to be allotted to other Shareholders shall be determined from time to time by the Board of Directors.
- (5) Except as provided in this Charter, the Class “A” Shares, Class “B” Shares, Class “C” Shares and Class “D” Shares shall rank *pari passu* in all respects.
- (6) Shares shall be indivisible and issued in any form as the Board of Directors may from time to time determine.

- (7) The liability of Shareholders shall be limited to the unpaid portion, if any, of their shares.

ARTICLE 8 - ALTERATION OF CAPITAL

- (1) Subject to the provisions of Articles 7 and 11, the authorized Common Stock share capital of the Bank may be increased as and when the General Meeting, acting upon the recommendation of the Board of Directors, deems it advisable. Unless the authorized Common Stock share capital is increased solely to provide for the initial subscription of a Shareholder, the decision of the General Meeting shall be adopted by a majority of votes of holders of two-thirds of the issued shares of the Common Stock.
- (2) The Bank may by a resolution passed by the General Meeting:
- (i) consolidate and divide all or any portion of the share capital into shares of larger amount than its existing shares;
 - (ii) sub-divide its existing Class “A” Shares, Class “B” Shares, Class “C” Shares or Class “D” Shares, or any of them, into shares of smaller denomination than is fixed by this Charter; or
 - (iii) modify the proportions in which shares of the Common Stock shall be created, allotted and issued as Class “A” Shares, Class “B” Shares, Class “C” Shares and Class “D” Shares pursuant to Article 7(3).
- (3) The Bank may, by a resolution passed by a Requisite Majority at a General Meeting, reduce its share capital to such extent, and in any manner, deemed expedient.
- (3A) If as a result of any consolidation and division or sub-division of shares, Shareholders are entitled to any issued shares of the Bank in fractions, the Board of Directors may decide how to deal with such fractions. In particular, the Directors may sell the shares to which the Shareholders have fractional entitlements for the best price reasonably obtainable and pay and distribute to and amongst Shareholders having such entitlement in due proportions the net proceeds of sale.

ARTICLE 9 - PAYMENT FOR SHARES

- (1) Payment for shares subscribed by Shareholders shall be made in United States Dollars or in any convertible currency acceptable to the Board at the rate of exchange then prevailing, as determined by the Board of Directors, in accordance with the following schedule:
- (i) one-fifth (1/5) of the par value of each share shall be paid in upon allotment but not later than the day preceding the date of the first General Meeting;

- (ii) one-fifth (1/5) of the par value of each share shall be paid eight months after the due date of the first payment; and
 - (iii) subject to Article 10(1A) in respect of mandatory calls, the balance shall be paid in such instalments and on such dates as the Board of Directors may determine from time to time.
- (2) The modalities, terms and dates of payment for unissued shares, new issues of shares and forfeited shares (if any) shall be determined by the Board of Directors in respect of each such share.
- (2A) Class “D” Shares shall only be issued as fully paid shares.

ARTICLE 10 - CALLS ON SHARES

- (1) Subject to Article 10 (1) (A), if the nominal value or premium at which shares were originally subscribed by Shareholders remains owing, the Board of Directors shall from time to time make calls upon Shareholders in respect of all such moneys unpaid on their shares, whether on account of the nominal value of the shares or by way of premium, as it deems fit, provided that the making of any such proposed call by the Board of Directors requires approval by affirmative votes of at least two-thirds (2/3) of the Directors present and voting at the meeting of the Board of Directors, or by a resolution passed by correspondence by affirmative votes of at least two-thirds of the Directors and further provided that at least twenty-eight (28) days’ notice is given of each call and each Shareholder shall be liable to pay the amount of every call so made upon him to the persons, and at the times and places, appointed by the Board of Directors.
- (1A) The Board of Directors shall make mandatory calls upon the holders of Class “A” Shares, Class “B” Shares and Class “C” Shares if the Board of Directors consider, by reference to the accounts of the Bank (for which purpose the Board of Directors shall be entitled to rely upon the quarterly management accounts of the Bank or such other accounts as the Board of Directors deems fit), that it is likely that the ratio which the total Tier 1 capital bears to the Bank’s risk weighted assets will fall below the minimum for such ratio (all as described in the then current guidelines on regulatory capital published by the Basel Committee and such that, for illustrative purposes if Basel II prescribes a minimum Tier 1 capital to risk weighted assets ratio of 4%, then a mandatory call shall be made if the Board of Directors considers that it is likely that the Bank’s ratio of total Tier 1 capital to risk weighted assets will fall below 4%). Each such capital call will be for such percentage of the total nominal amount on each of the Class “A” Shares, Class “B” Shares and Class “C” Shares as the Board of Directors shall determine so long as the proceeds of the call are at least sufficient to ensure the Bank’s total Tier 1 capital will achieve a level such that the said minimum ratio will be maintained going

forward. Any mandatory call may be carried out in such manner as the Board of Directors determines and shall not have to be carried out in accordance with Articles 9(1) (iii) and 10(1) save that at least twenty-eight (28) days' notice shall be required to be given to the holders of Class "A" Shares, Class "B" Shares and/ or Class "C" Shares (as applicable) of each such mandatory call. The Board of Directors shall be permitted to differentiate between the classes of shares as to when calls are made on each class of shares and any such differentiation shall not be a variation of any right attaching to a class of share.

- (2) A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed.
- (3) The joint holders of a share shall be jointly and severally liable for the payment of all calls and instalments in respect thereof.
- (4) If on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or instalment at such rate per annum as the Board of Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Board of Directors may waive payment of such interest wholly or in part.
- (5) Any sum, which by the terms of issue of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all purposes of this Charter be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, the provisions of this Charter as to non-payment, forfeiture and the like and all the other relevant provisions of this Charter, shall apply as if such sum were a call duly made and notified as herein provided.
- (6) No Shareholder shall be entitled to receive any dividend or exercise any right or privilege as a Shareholder, until payment has been made on all calls for the time being due and payable on every share held by the Shareholder whether alone or jointly with any other person, together with interest and expenses (if any).

ARTICLE 11 - UNISSUED AND NEW SHARES

- (1) The Board of Directors is generally and unconditionally authorised, subject to the requirements set out in Articles 7(3) and 11(5), to allot and issue all unissued shares of each class of the Common Stock (whether in the initial authorized Common Stock share capital or any increases thereof, including forfeited shares). Unless the Board of Directors shall otherwise decide, all such shares shall, before issue, be offered to all Shareholders holding shares of the respective class. Every such offer shall refer to this Article, shall give details of the shares which the Bank desires to issue and the proposed terms of issuance thereof and shall invite each Shareholder holding shares of that class to apply

in writing within such period as shall be specified being a date expiring not less than ninety (90) days from the date of dispatch of the offer for such a maximum number of shares then to be issued as the Shareholder wishes to take.

- (2) At the expiration of the said period, the shares so offered, or so many of them as the Shareholders applied for, shall be allotted to or amongst the Shareholders who have applied for them, and, if more than one Shareholder have so applied, the shares shall be divided between them pro rata, as far as possible, according to the number of shares theretofore held by each Shareholder.
- (3) The Board of Directors may dispose of any share not applied for by Shareholders on such terms and in such manner as it may deem most beneficial to the Bank.
- (4) If new shares, other than new Class “D” Shares, are issued for the purpose solely of providing for the initial subscription of a new Shareholder, the pre-emptive rights of existing Shareholders provided for herein shall not apply.
- (4A) The pre-emptive rights of existing Shareholders provided for here in shall not apply to new shares that are being issued by the Bank pursuant to an employees’ share scheme.
- (5) Notwithstanding any other provision of this Charter, the Board of Directors shall from time to time be permitted, subject to ensuring that Article 7(3) is not breached, to issue Class “D” Shares or any options, warrants or other securities that are capable to be converted into Class “D” Shares subject to such limits and terms as may be determined from time to time by an affirmative vote of at least one-half of the holders of all issued shares of the Common Stock present or represented at the General Meeting, including a majority of votes of at least two-thirds of the holders of Class “A” Shares present or represented and voting at the General Meeting, or a resolution by correspondence passed by a majority of at least one-half of the holders of all issued shares of the Common Stock entitled to be present or represented and vote at a General Meeting, including a majority of at least two-thirds of the holders of Class “A” Shares entitled to be present or represented and vote at a General Meeting.

ARTICLE 12 - LIEN

- (1) The Bank shall have a first and paramount lien on every share, not being a fully paid share, for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that share, and the Bank shall also have a first and paramount lien on all shares, other than fully paid shares, standing registered in the name of any person for all moneys presently payable by that person to the Bank, but the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Bank’s lien, if any, on a share shall extend to all dividends payable thereon.

- (2) The Bank may sell, in such manner as the Board of Directors deems fit, any shares on which the Bank has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of thirty days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto.
- (3) To give effect to any such sale, the Board of Directors may authorize the transfer of the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and the purchaser shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- (4) The proceeds of the sale shall be received by the Bank and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.

ARTICLE 13 - SPECIAL RIGHTS ATTACHING TO SHARES / VARIATION OF RIGHTS

- (1) Without prejudice to any special rights previously conferred on the holders of any existing shares or classes of shares, any share may be issued with such preferred, deferred or other rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as a General Meeting may from time to time determine.
- (2) The rights attached to the shares of any of the classes specified in Article 7 may, whether or not the Bank is being dissolved, be varied with the consent in writing of the holders of three-fourths of the issued shares of the class thereof, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class by a majority of votes of at least three-fourths of the holders of the shares of the relevant class present by Representatives or appointed proxies of the Shareholders and voting at the meeting. Any resolution to vary the rights attaching to the Class "B" Shares, the Class "C" Shares or the Class "D" Shares shall also require approval by a majority of votes of at least two-thirds of the holders of Class "A" Shares present or represented and voting at a separate meeting of the holders of the Class "A" shares, or a resolution by correspondence passed by a majority of votes of at least two-thirds of the holders of Class "A" Shares entitled to be present or represented and vote at a meeting of the Class "A" shareholders. Save with respect to a meeting for the sole purpose of carrying out the business referred to in Article 21(7), a meeting of the holders of the shares of a class can only be

held if it coincides with a properly convened General Meeting or Extraordinary General Meeting. The provisions of this Charter relating to the General Meeting shall apply to every such separate meeting except that:

- (i) no Shareholder shall be entitled to receive notice of such meeting or to attend it unless he is a holder of shares of the class in question (or is a Class "A" Shareholder) and no vote shall be given except in respect of a share of that class (or in respect of the Class "A" Shares);
 - (ii) the quorum for any meeting shall be Representatives or appointed proxies of Shareholders holding at least sixty per cent (60%) of the nominal value of the issued shares of that class;
 - (iii) if any such meeting is adjourned by reason of there being no quorum present and at the adjourned meeting a quorum as defined in Article 13(2)(ii) is not present within 30 minutes after the time appointed for the adjourned meeting, at least two holders of shares of the class in question present by Representative or appointed proxies and holding in aggregate not less than 30% of the issued shares of that class shall be a quorum;
 - (iv) any Representative or appointed proxy of a holder of shares of the class in question holding not less than one-tenth of the total voting power of the shares of that class having the right to vote at the meeting may demand a poll; and
 - (v) on a poll every Representative or appointed proxy of a holder of shares of the class in question shall have one vote for every share of that class which he holds.
- (3) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

ARTICLE 14 - TRANSFER OF SHARES

- (1) Unless otherwise decided by the Board of Directors, Unlisted Shares (other than unlisted Class "D" Shares) shall be transferable subject to the restrictions and limitations set forth in this Article, by means of lodging with the Bank a duly signed and (if necessary) stamped instrument of transfer in any usual form or in any form prescribed by the Board of Directors. Unlisted Class "D" Shares shall be transferable by means of lodging with the Bank a duly signed and (if necessary) stamped instrument of transfer in any usual form or in any form prescribed by the Board of Directors and complying with Article 14(2), Article 14(5) and Article 14(6A).

- (2) The instrument of transfer of any Unlisted Share shall be executed by, or on behalf of, the transferee and the transferor shall be deemed to remain a holder of the Unlisted Share until the name of the transferee is entered in the Register of Shareholders in respect of that Unlisted Share. The transferor of any Unlisted Share shall remain liable jointly and severally with the transferee for meeting any calls, if any, on any Unlisted Share so transferred.
- (2A) A transfer of a Listed Share shall be made in accordance with and subject to the facilities and requirements of the Relevant System (if any) and in accordance with any arrangements made by the Board of Directors under Article 39(1).
- (3) The Class “A”, Class “B” and Class “C” Shares may be transferred only among holders of shares of the respective Class or to any other person who is eligible to become a holder of such shares pursuant to Article 7(2) or in the case of Class “B” Shares, in accordance with Article 14(3A). The Class “D” Shares may be freely transferred without restriction to any person.
- (3A) (i) Holders of any Class “B” Shares who are not one hundred per cent (100%) beneficially and legally owned by an African State may at any time following the date of the first issue of Class “D” Shares to a bona fide subscriber for market value, having received notice of the same from the Board of Directors, until such date that falls not less than six weeks following receipt of a notice from the Board of Directors of its approval for listing of the Class “D” Shares on a stock exchange, provided that in no circumstances shall such period expire after the date of the listing of the Class “D” Shares on a stock exchange (in every case, such period being the “Conversion Period”), by delivery of a written notice to the Bank (the “Class B Conversion Notice”), elect to exchange all but not some only of their Class “B” Shares for Class “D” Shares. The conversion rate to be applied to a share specified in the Class “B” Conversion Notice which is to be converted to a Class “D” Share shall be calculated on a one to one basis, except where such Class “B” Share(s) as specified in the Class “B” Conversion Notice are partly paid. If the Class “B” Share(s) is partly paid, the conversion rate (which shall be multiplied by the number of Class “B” Share(s) specified in the Class “B” Conversion Notice to calculate the number of Class “D” Shares to be issued) shall be equal to the number calculated by dividing the amount paid up on the relevant Class “B” Share(s) by the issue price of the relevant Class “B” Share(s). The provisions of Article 8(3A) shall apply to any fraction that results following application of the conversion rate.
- (ii) Holders of any Class “B” Shares who are one hundred per cent (100%) beneficially and legally owned by an African State may at any time during the Conversion Period elect to exchange all but not some only of their Class “B” Shares for either Class “A” Shares, Class “D” Shares or a combination

of Class “A” Shares and Class “D” Shares, by delivery of a written notice to the Bank (the “Elected Conversion Notice”) provided that any such conversion to Class “A” Shares would be on a one to one basis and result in a minimum of one hundred (100) Class “A” Shares being held by such Shareholder. The conversion rate to be applied to those shares specified in the Elected Conversion Notice as to be converted to Class “D” Shares shall be calculated pro-rata to the paid portion of the nominal value of the Class “B” Shares at the time of their conversion. The provisions of Article 8(3A) shall apply to any fraction that results following application of the conversion rate.

- (iii) Whenever the right of conversion dealt with in this Article 14(3A) is exercised, the Class “B” Shares being exchanged shall be converted into Class “D” Shares and/or Class “A” Shares, as applicable, 90 days after the Bank’s receipt of the Class B Conversion Notice or the Elected Conversion Notice, as applicable and consequently the certificates representing the Class “B” Shares that are exchanged shall be cancelled and in their stead new certificates representing Class “D” Shares (subject to any resolution passed by the Board of Directors pursuant to Article 39(1)) and/or Class “A” Shares, as applicable, shall be issued.
- (3B) Holders of any Class “C” Shares may, at any time during the Conversion Period, by delivery of a written notice to the Bank (the “Class “C” Conversion Notice”), elect to exchange all but not some only of their Class “C” Shares for Class “D” Shares. The conversion rate to be applied to a share specified in the Class “C” Conversion Notice which is to be converted to a Class “D” Share shall be calculated on a one to one basis, except where such Class “C” Share(s) as specified in the Class “C” Conversion Notice are partly paid. If the Class “C” Share(s) is partly paid, the conversion rate (which shall be multiplied by the number of Class “C” Share(s) specified in the Class “C” Conversion Notice to calculate the number of Class “D” Shares to be issued) shall be equal to the number calculated by dividing the amount paid up on the relevant Class “C” Share(s) by the issue price of the relevant Class “C” Share(s). The provisions of Article 8(3A) shall apply to any fraction that results following application of the conversion rate. Whenever the right of conversion dealt with in this paragraph is exercised the Class “C” Shares being exchanged shall be converted into Class “D” Shares 90 days after the Bank’s receipt of the Class C Conversion Notice and consequently the certificates representing the Class “C” Shares that are exchanged shall be cancelled and in their stead new certificates representing Class “D” Shares (subject to any resolution passed by the Board of Directors pursuant to Article 39(1)) shall be issued.
- (4) The Board of Directors shall by regulation prescribe the procedure applicable to the transfer of shares other than the Class “D” Shares, the procedure for transfer of which is as set out in this Charter.

- (5) The Board of Directors may decline to recognize any instrument of transfer for an Unlisted Share unless :-
- (a) the instrument of transfer is accompanied by the certificate of the Unlisted Shares to which it relates and such other evidence as the Board of Directors may reasonably require to show the right of the transferor to make the transfer; and
 - (b) evidence is furnished as to the authority of the persons signing the instrument of transfer for the prospective transferor and the transferee of the relevant Unlisted Shares.
- (6) Subject to Article 14(6A), the Board of Directors must register any transfer of Listed Shares which has been made legally and in accordance with the rules of the relevant investment exchange on which such share is listed.
- (6A) The Board of Directors shall also decline to recognize any instrument of transfer for a share where it believes that such transfer is as a result of an offer that has been made by the transferee or parties connected to it for all of the Common Stock of the Bank, unless such transfer has first been approved at a separate meeting of the holders of the Class “A” Shares by a majority of at least two-thirds of the holders of the Class “A” Shareholders present or represented and voting at that meeting of the Class “A” Shareholders. If requested to do so by a person who the Board of Directors considers to have made a bona fide offer for all of the Common Stock of the Bank, the Board of Directors shall promptly following such request convene a meeting of the Class “A” Shareholders for the purposes of considering a resolution to approve the sale of all of the Common Stock to such bona fide offeror.

ARTICLE 15 - FORFEITURE OF SHARES

- (1) If a Shareholder fails to pay any call or instalment of a call on the day appointed for payment thereof pursuant to the provisions of Article 9, the Board of Directors may, at any time thereafter, during such time as any part of the call or instalment remains unpaid, serve a notice on the said Shareholder requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued at the rate determined by the Board of Directors.
- (2) The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
- (3) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter,

before the payment required by the notice has been made, be forfeited by a resolution of the Board of Directors to that effect.

- (4) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board of Directors may deem fit; and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board of Directors shall prescribe.
- (5) A person whose shares have been forfeited shall cease to be a Shareholder in respect of the forfeited shares, but shall, remain liable to pay to the Bank all monies which, at the date of forfeiture, were payable to the Bank in respect of such shares. The liability of the said Shareholder shall cease if and when the Bank shall have received payment in full of all such monies in respect of the shares.
- (6) A declaration in writing that the declarant is the President or the Executive-Secretary of the Bank and that a share in the Bank has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- (7) The Bank may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- (8) The provisions of this Charter as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CHAPTER III



ADMINISTRATION OF THE BANK

ARTICLE 16 - GENERAL MEETING

- (1) The Shareholders shall hold an annual meeting (the "Annual General Meeting") and other such meetings as may be provided for by the General Meeting or called by the Board of Directors. The Board of Directors shall convene a General Meeting whenever requested by holders of at least one-quarter in nominal value of the issued shares of the Bank.

- (2) All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- (3) The first General Meeting shall be called by the Provisional Depositary (as defined in Article 46(i) upon the fulfilment of condition (i) set forth in Article 45, at such venue and date, as shall be determined by the Provisional Depositary.
- (4) Each holder of shares of the Common Stock shall be entitled to have one Representative or appointed proxy at the General Meeting (but in the event that a Representative or appointed proxy is elected as Chairman or Vice-Chairman then he shall cease to be the Representative or appointed proxy of that Shareholder which shall be entitled to appoint another Representative or appointed proxy).
- (5) A Representative or appointed proxy may be appointed for each General Meeting by each holder of shares of the Common Stock. Representatives or appointed proxies shall serve as such without remuneration from the Bank.
- (6) The Shareholders shall by a majority of votes of Shareholders present or represented and voting at each Annual General Meeting elect the Chairman of the General Meeting from among Representatives or appointed proxies of Class "A" and Class "B" Shareholders and the Vice-Chairman from among Representatives or appointed proxies of all Shareholders. The term of office of the Chairman and the Vice-Chairman of the General Meeting shall be for the period up to the next Annual General Meeting.

ARTICLE 17 - GENERAL MEETING - POWERS

The General Meeting shall exercise the following powers:

- (1) subject to the provisions of this Charter, elect and remove the Directors and, subject to Article 23(13), determine their remuneration;
- (2) on the recommendation and nomination of the Board of Directors, appoint the President and remove the President on the recommendation of the Board of Directors;
- (3) appoint the External Auditors and determine their mandate and remuneration;
- (4) approve, after reviewing the report of the External Auditors, the annual financial statements of the Bank and adopt the annual report;
- (5) select, by a majority of votes of Shareholders, the country in whose territory the headquarters of the Bank shall be located, and where it deems it appropriate, decide by the affirmative vote of holders of at least two-thirds of the nominal value of issued shares, to transfer the headquarters of the Bank to any African country;

- (6) determine and authorize, on the recommendation of the Board of Directors, the distribution and/or allocation of dividends;
- (7) increase or decrease the authorised capital of the Bank;
- (8) suspend or terminate the operations of the Bank at a General Meeting convened in accordance with the provisions of this Charter;
- (9) exercise such other powers as are expressly reserved to the General Meeting in this Charter; and
- (10) consider any matter referred to it by the Board of Directors.

ARTICLE 18 - NOTICE AND FORMAT OF GENERAL MEETINGS

- (1) Every Annual General Meeting shall be called by thirty (30) days' notice in writing at the least, and a General Meeting other than an Annual General Meeting shall be called by fifteen (15) days' notice in writing at the least.
- (2) A general meeting may be held at a place (i.e. a physical meeting); by using appropriate virtual meeting technology (i.e. a virtual meeting); or both at a place and by using appropriate virtual meeting technology (i.e. a hybrid meeting)
- (3) The notice shall be exclusive of the day on which it is served or deemed to have been served and of the day for which it is given, and shall specify the provisional agenda, the place of the meeting in the case of a physical meeting, the virtual meeting technology to be used in the case of a virtual meeting; both the place and the virtual meeting technology to be used in the case of a hybrid meeting; the day and the hour of the meeting, and shall be given to such persons as are, under this Charter, entitled to receive such notices from the Bank, provided always that a General Meeting shall, notwithstanding that it is called by shorter notice than that specified in this Charter, be deemed to have been duly called if it is so agreed:
 - (a) in the case of a meeting called as the Annual General Meeting, by a Representative or appointed proxy on behalf of each Shareholder entitled to attend and vote at the meeting; and
 - (b) in the case of any other meeting, by a majority in number of the Representatives or appointed proxies of the Shareholders entitled to attend and vote at the meeting, being a majority holding not less than ninety per cent (90%) in nominal value of the shares giving that right.
- (4) The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

ARTICLE 19 - PROCEEDINGS AT GENERAL MEETINGS

- (1) All business that is transacted at an Extraordinary General Meeting and at an Annual General Meeting shall be deemed special, with the exception of the matters referred to in Article 17(1), (2), (3), (4), (5) and (6).
- (2) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in this Charter, the quorum for any General Meeting shall be Representatives or appointed proxies representing Shareholders holding not less than sixty per cent (60%) of the nominal value of the issued shares of the Bank.
- (2A) A person attends a general meeting by using virtual meeting technology if the person uses the virtual meeting technology specified in the notice of the meeting. A person so attending a general meeting is to be regarded as being present while so attending.
- (3) If a quorum is not present for an Extraordinary General Meeting, including a meeting convened on the requisition of Shareholders, the meeting shall stand adjourned for two hours (or such longer period of time as may be determined by the Chairman) thereafter at the same place, or using the same virtual meeting technology as the case may be, and if at such an adjourned meeting a quorum is not present, Representatives or appointed proxies of the Shareholders holding in aggregate not less than fifty per cent (50%) plus one of the issued shares of the Bank, shall be a quorum. In any other case it shall stand adjourned for two hours (or such longer period of time as may be determined by the Chairman) thereafter at the same place or using the same virtual meeting technology as the case may be, and if at a such an adjourned meeting a quorum is not present, Representatives or appointed proxies of the Shareholders holding in aggregate not less than thirty per cent (30%) of the issued shares of the Bank, shall be a quorum.
- (4) The Chairman of the General Meeting, and, in his absence, the Vice-Chairman, shall preside at every General Meeting. If at any meeting the Chairman shall not be present, or if he is unable or unwilling to act as chairman, the Vice-Chairman shall preside at the meeting and, failing that, the Representatives or appointed proxies present shall choose the person to act as chairman of the meeting. References in this Charter to the "Chairman of the General Meeting" shall accordingly include references to any person acting as chairman at a General Meeting in accordance with the terms of this paragraph 4 of Article 19.
- (4A) If a resolution to appoint the President pursuant to Article 25(1) is before the General Meeting, the Chairman of the General Meeting must not be a national of the same African State as the person nominated to be President by the Board of Directors.

- (5) The Chairman of the General Meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by such a meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine.
- (6) Whenever a meeting is adjourned for sixty (60) days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Shareholder shall be entitled to any notice of an adjourned meeting.

ARTICLE 20 - VOTES OF REPRESENTATIVES AND REPRESENTATION BY PROXY

- (1) Without prejudice to any special rights and privileges of any Shareholder provided for in this Charter and subject to restrictions as to voting for the time being attached to any class of shares, every Shareholder present or represented at a General Meeting shall, subject to the provisions of this Article, have one vote for every share of which he is the holder.
- (2) Except as otherwise provided in this Charter, all matters before a General Meeting shall be decided by the majority of votes of Shareholders present or represented at the General Meeting on a show of hands.
- (3) Subject to the provisions of Article 25(1), the Chairman of the General Meeting, may at any meeting ascertain the sense of the meeting in lieu of a formal vote, but he shall require a formal vote if a poll is demanded by any Representatives or appointed proxies of one or more Shareholders holding not less than one-tenth of the total voting power of all the Shareholders having the right to vote at the meeting.
- (3A) A poll may only be demanded in respect of a specific resolution then before the General Meeting. The demand must be made before, or immediately upon, the declaration by the Chairman of the results of a vote on a show of hands or of the sense of the meeting. The demand for a poll may, before the poll is taken, be withdrawn. On a poll, a Representative or appointed proxy of a Shareholder must cast all votes in respect of that Shareholder in the same way.
- (4) Unless a poll be so demanded, a declaration by the Chairman of the General Meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Bank shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- (5) If a poll is duly demanded it shall be taken in such manner as the Chairman of the General Meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (6) In the case of equal division of votes the Chairman of the General Meeting at which the poll is demanded shall be entitled to a casting vote.
- (7) No person other than a Representative or an appointed proxy of a Shareholder duly registered, and who shall have paid all sums for the time being due and payable to the Bank in respect of his shares, shall be entitled to be present at a General Meeting or to vote on any question, or to be counted in a quorum at any General Meeting.
- (8) Votes may be given either by a Representative or by an appointed proxy.
- (9) The appointment of a proxy (who need not be a Shareholder) shall be by an instrument in common form or in any form approved by the Board of Directors and shall be signed by an officer of the Shareholder or an attorney duly authorised to act on behalf of the Shareholder or, if the Shareholder is a natural person, by the Shareholder. Upon presentation of the form to the Bank or its agent it shall be presumed that the form has been duly granted unless proven otherwise. The Board of Directors of the Bank may set a date and time by which any instruments appointing proxies for meetings of Shareholders must be received. A proxy shall not be valid after eleven (11) months following its date of issue unless a longer term is expressly stated. A duly authorised proxy may not be deemed revoked, and shall continue in full force and effect, until such time as a document with a later date revokes it or another proxy is duly constituted by means of a document bearing a later date. A Shareholder who is a natural person and is represented by proxy may suspend the exercise of the corresponding proxy and exercise his or her voting right at a meeting of Shareholders if said Shareholder is present at the meeting and expressly states his or her desire to directly exercise his or her powers as Shareholder to the Chairman or secretary of the meeting.
- (10) The instrument designating a Representative or appointing a proxy may contain a direction to the Representative or appointed proxy to vote for or against a particular resolution or resolutions but unless such a direction is given, the Representative or appointed proxy may vote as he thinks fit.
- (11) A resolution passed by correspondence by the requisite majority of Shareholders shall be as valid and effectual as if the same had been passed by the requisite majority of Shareholders at a General Meeting. For the avoidance of doubt, any approvals required to be given at a General Meeting pursuant to Articles 14(6A) and 44 may also be passed in this manner.

ARTICLE 21 - BOARD OF DIRECTORS - COMPOSITION

- (1) The Board of Directors shall be composed of not more than twelve (12) members, who shall not be Representatives or appointed proxies. In the election of Directors, the Shareholders shall have due regard to high competence in economic, financial and trade matters required for the office and relevant to Africa. The same considerations shall also apply in the nomination of Alternate Directors.
- (1A) The Representatives or appointed proxies of Class “A” Shareholders shall elect, and may remove, a minimum of four (4) Directors (who shall be an African national by birth living on the African continent, and the same shall also apply to the alternate of any such Director, and who shall represent the interests of all Class “A” Shareholders), one (1) of whom shall be nominated by the African Development Bank, but whose appointment shall be subject to approval of the Representatives or appointed proxies of Class “A” Shareholders. Until such time as the Class “D” Shares represent at least ten per cent (10%) of the total issued Common Stock of the Bank (the “Class “D” Threshold”), the Representatives or appointed proxies of Class “B” Shareholders shall elect and may remove four (4) Directors (who shall represent the interests of all Class “B” Shareholders; and the Representatives or appointed proxies of Class “C” Shareholders shall elect and may remove two (2) Directors (who shall represent the interests of all Class “C” Shareholders). The Representatives or appointed proxies of Shareholders in General Meeting shall elect two (2) Directors (the “Independent Directors”) to represent the interests of the Shareholders as a whole.
- (1B) Subject to Articles 21(8A), 21(8C) and 21(8D):
- (a) at such time as the Class “D” Threshold is reached but the Class “D” Shares represent less than twenty per cent (20%) of the total issued Common Stock of the Bank, the Representatives or appointed proxies of Class “B” Shareholders shall elect, and may remove, up to four (4) Directors (who shall represent the interests of all Class “B” Shareholders);
 - (b) at such time as the Class “D” Shares represent at least twenty per cent (20%) but less than thirty per cent (30%) of the total issued Common Stock of the Bank, the Representatives or appointed proxies of Class “B” Shareholders shall elect, and may remove, up to three (3) Directors (who shall represent the interests of all Class “B” Shareholders);
 - (c) at such time as the Class “D” Shares represent at least thirty per cent (30%) but less than forty per cent (40%) of the total issued Common Stock of the Bank, the Representatives or appointed proxies of Class “B” Shareholders shall elect, and may remove, up to two (2) Directors (who shall represent the interests of all Class “B” Shareholders); and

- (d) at such time as the Class “D” Shares represent at least forty per cent (40%) of the total issued Common Stock of the Bank, the Representatives or appointed proxies of Class “B” Shareholders shall elect, and may remove, up to one (1) Director (who shall represent the interests of all Class “B” Shareholders).
- (1C) At such time as the Class “D” Threshold is reached, but subject to Articles 21(8B) and 21(8C) the Representatives or appointed proxies of Class “C” Shareholders shall elect, and may remove, up to one (1) Director (who shall represent the interests of all Class “C” Shareholders) and the Representatives or appointed proxies of Class “D” Shareholders shall elect, and may remove, up to four (4) Directors (who shall represent the interests of all Class “D” Shareholders). The Representatives or appointed proxies of Shareholders in General Meeting shall elect two Independent Directors to represent the interests of the Shareholders as a whole.
- (1D) No Director may be an officer of the Bank nor stand for nomination, appointment or election for any such office. No Director may be of the same nationality (taking into account both current and previous national status) as any other existing Director.
- (1E) In order to effect the changes to the composition of the Board of Directors that will be required once the “Class “D” Threshold is reached, within thirty (30) days following the date on which the Class “D” Threshold is reached the Class “B” Shareholders and the Class “C” Shareholders shall procure the resignation of such number of Directors appointed by them as is necessary (as notified to them by the Board of Directors) in order to enable such number of Directors as the Class “D” Shareholders are permitted to elect to be appointed to the Board of Directors. If the Class “B” Shareholders and/or Class “C” Shareholders fail to procure such resignation the Board of Directors shall convene a General Meeting on the minimum notice prescribed by this Charter (or failing such General Meeting being convened by the Board of Directors, then any Shareholder shall be entitled to convene the General Meeting at the cost of the Bank) and at the commencement of the General Meeting so convened, at which a quorum is present, all Class “B” Directors and Class “C” Directors then in office and elected by the Representatives or appointed proxies of the Class shall be removed with immediate effect and such number of new Directors as is permitted to be elected pursuant to the provisions of this Article 21 shall then be elected during the General Meeting by the Representatives or appointed proxies of each of the Class “B” Shareholders, Class “C” Shareholders and Class “D” Shareholders. Notwithstanding any other provision in this Charter, the quorum required for any General Meeting convened in the circumstances prescribed by this Article 21(1E) for the business contemplated by this Article 21(1E) shall be Representatives or appointed proxies of any one class of Common Stock so long as such Representatives or appointed proxies hold, in aggregate, not less than 30% of the shares of that class. Provided the General Meeting is quorate, in accordance with the provisions of this Article, a failure by Shareholders of any class of Common Stock to attend or appoint Representatives or appointed proxies for the General Meeting shall not affect

the removal of the Directors at the commencement of the General Meeting nor shall it invalidate the appointment of Directors by Representatives or appointed proxies of holders of any other class of Common Stock to represent such other class.

- (2) The Representatives or appointed proxies of Class “A” Shares, Class “B” Shares, Class “C” Shares and Class “D” Shares shall vote separately in groups and elect Directors representing the holders of shares of the respective class in accordance with the procedure laid down in Schedule “B” to this Charter.
- (2A) The Independent Directors shall be elected by the Shareholders voting in General Meeting. The candidates for the position of Independent Directors shall be nominated by the Board of Directors.
- (3) Directors shall be elected for a term of three years and may be re-elected. They shall continue in office until their successors are elected.
- (3A) To ensure continuity and stability in the management of the Bank, the principle of rotation, requiring the partial replacement of Directors, shall be observed each time elections to the Board of Directors are held, such that one-third (1/3) of the membership of the Board of Directors shall retire every year. In the absence of sufficient numbers of Directors voluntarily agreeing to be replaced, the Chairman of the Board of Directors shall determine which of the Directors shall retire pursuant to this rotation policy.
- (4) The President, and in his absence the Senior Executive Vice-President (if one has been appointed), or, if there is no Senior Executive Vice-President, an Executive Vice President, acting for the President, shall ex-officio be the Chairman of the Board of Directors.
- (5) Each Director shall, by notice to the Board of Directors, appoint an Alternate Director who shall act for him when he is not present. An Alternate Director may participate in meetings of the Board of Directors but may vote only when he is acting in place of the incumbent Director. Each Director may, at his own discretion, by notice to the Board of Directors, remove such incumbent Alternative Director appointed by him and appoint a replacement Alternate Director.
- (6) If the office of a Director becomes vacant more than 180 days before the end of his term, a successor shall be elected in accordance with the provisions of Article 21(2) and (2A) by the holders of shares of the respective class who elected the former Director. While the office remains vacant, and subject to the provisions of Article 21(8), the Alternate Director shall exercise the powers of the former Director except that of appointing an Alternate Director. Any deficiency in the number of Directors pending the filling of a vacancy or the full subscription of shares by Class “A”, Class “B”, Class “C” or Class “D” Shareholders in the manner set forth in Article 7(3) shall not invalidate the composition of the Board of Directors.

- (7) For purposes of this Article, the holders of Class “A”, Class “B” Class “C” or Class “D” Shares may meet separately when they deem it convenient to elect or remove a Director elected by Representatives or appointed proxies of Shareholders of the respective class. The procedure set forth in this Charter for meetings of the General Meeting shall mutatis mutandis apply to any such meeting.
- (8) Notwithstanding the rights and privileges conferred under this Charter on one or more Shareholders as to removal of Directors, the office of a Director or Alternate Director shall be vacated if:-
- (i) he is prohibited from acting as a director of a corporate body by his national law or any other relevant law or he is convicted of a criminal offence (other than a minor traffic offence) or he is found in breach of any rule or regulation by any regulatory authority to which he may be subject; or
 - (ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (iii) he is, or may be, suffering from mental disorder; or
 - (iv) he resigns his office by notice to the Bank; or
 - (v) he (or, in his absence, his Alternate Director) shall be absent from three or more Board Meetings in any twelve month period.
- (8A) Once the Class “D” Threshold has been reached, for so long as the number of issued Class “B” Shares is deemed to be equal to or greater than ten per cent (10%) of the total issued Common Stock of the Bank, then the Representatives or appointed proxies of holders of the Class “B” Shares shall have the right to elect up to four (4) Directors of the Bank as calculated in accordance with Article 21(1B). For the purposes of this Article 21, on 1 March of each year the President of the Bank shall determine, based upon the Register of Shareholders, the percentage that the total number of issued Class “B” Shares bears to the total number of issued Common Stock on such date and such percentage shall be deemed to remain the same until 1 March of the following year. If the percentage so determined is less than ten per cent (10%) of the total issued Common Stock of the Bank, the Class “B” Shareholders shall lose the right to elect such representation on the Board of Directors.
- (8B) Similarly, once the Class “D” Threshold has been reached, for so long as the number of issued Class “C” Shares is deemed to be equal to or greater than five per cent (5%) of the total issued Common Stock of the Bank, then the Representatives or appointed proxies of holders of the Class “C” Shares shall have the right to elect one (1) Director of the Bank. For the purposes of this Article 21, on 1 March of each year the President of the Bank shall determine,

based upon the Share Register of the Bank, the percentage that the total number of issued Class “C” shares bears to the total number of issued Common Stock on such date and such percentage shall be deemed to remain the same until 1 March of the following year. If the percentage so determined is less than five per cent (5%) of the total issued Common Stock of the Bank, the Class “C” Shareholders shall lose the right to elect such representation on the Board of Directors.

- (8C) The Representatives or appointed proxies of Class “D” Shareholders shall be entitled to elect and remove up to six (6) Directors as calculated in accordance with the following:
- (a) the Representatives or appointed proxies of Class “D” Shareholders shall be entitled to elect and remove one (1) Director for every ten per cent (10%) of the total issued Common Stock of the Bank represented by the Class “D” Shares save that the maximum number of Class “D” Directors appointed pursuant to this sub-paragraph (b) shall be four (4);
 - (b) where the Class “B” Shares represent less than ten per cent (10%) of the total issued Common Stock of the Bank and fifty per cent (50%) or more of the number of issued Class “B” Shares in existence as at 8 December 2012 have been converted to Class “D” Shares pursuant to Article 14(3A), the Representatives or appointed proxies of holders of the Class “D” Shareholders shall be entitled to elect and remove one (1) Director; and
 - (c) the Representatives or appointed proxies of Class “D” Shareholders shall be entitled to elect and remove one (1) Director if one hundred per cent (100%) of the number of issued Class “C” Shares in existence as at 8 December 2012 have been converted to Class “D” Shares pursuant to Article 14(3B).
- (8D) Where the Class “B” Shares represent less than ten per cent (10%) of the total issued Common Stock of the Bank as determined by Article 21(8A) and more than fifty per cent (50%) of the number of issued Class “B” Shares in existence as at 8 December 2012 have been converted to Class “A” Shares pursuant to Article 14(3A), the Representatives or appointed proxies of holders of the Class “A” Shares shall be entitled to elect and remove one (1) further Director such that the reference in Article 21(1A) to the Representatives or appointed proxies of Class “A” Shareholders being able to elect and remove a minimum of four (4) Directors is to be deemed to be a reference to a minimum of five (5) Directors.
- (8E) Where the percentage of Shareholders of Class “B” Shares and/or Class “C” Shares falls below the required minimum percentage prescribed in Article 21(8A) or 21(8B) (as applicable), the Class “B” Director and/or Class “C” Director (as applicable) shall be deemed to resign at the next General Meeting

- (8E) at which a quorum is present with immediate effect at the commencement of such meeting and the election of any further Class “A” Director or Class “D” Director (if applicable in either case as determined by reference to Articles 21(8C) and Article 21(8D)) shall take effect at such General Meeting if such Directors are so elected by the Representatives or appointed proxies of the Class “A” Shareholders and/or Class “D” Shareholders (as the case may be).

ARTICLE 22 - BOARD OF DIRECTORS - POWERS AND DUTIES

- (1) Subject to the provisions of this Charter, the Board of Directors shall have responsibility for the general conduct of the business of the Bank. The Board of Directors may pay all expenses incurred in promoting and establishing the Bank and may exercise all such powers conducive to the attainment of the purpose of the Bank as are not required by this Charter to be exercised by the Shareholders in General Meetings or the President, subject to such regulations, directives and decisions, being not inconsistent with the provisions of this Charter, as may be prescribed by the Shareholders in General Meetings. No such regulations, directives or decisions made by the Shareholders in General Meetings shall operate retrospectively to invalidate any prior act of the Board of Directors.
- (2) Each of the Directors and the Board of Directors as a whole shall at all times exercise independent judgment, act in the best interest of the Bank and be responsible only to the General Meeting.
- (3) Subject to paragraph 1 of this Article, the Board of Directors shall have full powers to manage the business of the Bank. It shall provide for its management in such manner as the Board of Directors may deem expedient.
- (4) Without prejudice to the general powers conferred on it under this Charter, the Board of Directors shall:
 - (i) prepare the work of the General Meeting;
 - (ii) submit to the Shareholders for consideration at each Annual General Meeting, the annual report of the Bank and the annual financial statements, together with the report of the External Auditors relating thereto;
 - (iii) take decisions concerning particular trade-financing proposals, direct loans, guarantees, investments, the borrowing of funds and other operations of the Bank;
 - (iv) establish, transfer and close down branch offices, representative offices, agencies and subsidiaries;

- (v) establish subsidiary organs or committees and delegate thereto any of its powers;
- (vi) approve the annual budget of the Bank;
- (vii) nominate and recommend to the Shareholders for appointment at a General Meeting the President in accordance with such procedures as the Board of Directors may from time to time establish;
- (viii) appoint, on the recommendation of the President, a Senior Executive Vice-President and one or more Executive Vice-Presidents; and
- (ix) upon the recommendation of the President, determine the organizational structure, staffing level, salary scales and benefits of the Bank and prescribe the staff regulations.

ARTICLE 23 - BOARD OF DIRECTORS - PROCEDURE

- (1) The Board of Directors shall meet once every three (3) months and as often as the business of the Bank may require at the place of the headquarters of the Bank or at any place specified in the convening notice.
- (2) The President may, on his own initiative, or shall, upon the request of four Directors, summon a meeting of the Board of Directors at any time.
- (3) Fifteen (15) clear days' notice of every meeting of the Board of Directors shall be given to every Director and Alternate Director. Every such notice shall specify the place, the day and the hour of the meeting and the provisional agenda of the meeting. Notice of every meeting of the Board of Directors may be given in writing or in such other manner as is approved by the Board of Directors.
- (4) A quorum for any meeting of the Board of Directors shall be a majority of the total number of Directors elected. Such quorum shall include at least two Directors representing holders of Class "A" Shares, one Director representing holders of Class "B" Shares (if such a Director is then in office), one Director representing holders of Class "C" Shares (if such a Director is then in office) and one (1) Director representing holders of Class "D" Shares (if such a Director is then in office). Directors will be deemed to be present at meetings of the Board of Directors if they are in direct communication by telephone, videoconference or any other means of communication authorised by the Board of Directors.

- (5) If a quorum, as provided in paragraph 4 of this Article, is not present, the meeting shall stand adjourned to the following day at the same time and place and if at such adjourned meeting a quorum is not present, three (3) Directors present in person shall be a quorum.
- (6) If at any meeting neither the President nor the Senior Executive Vice-President or Executive Vice-President as applicable acting for the President is present (as applicable), the meeting shall be adjourned and notice of the adjourned meeting shall be given in the same manner as in the case of the original meeting. If at any adjourned meeting, neither the President nor the Senior Executive Vice-President or Executive Vice-President acting for the President (as applicable) is present, then if a quorum is present the meeting shall proceed to business.
- (7) A committee established by the Board of Directors shall, in the exercise of the powers delegated to it, conform to any regulations governing its composition, functions, responsibilities and procedures as may be prescribed by the Board of Directors.
- (8) Subject to any regulations prescribed by the Board of Directors, a committee of the Board of Directors may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be decided by a majority of votes of members of the committee. Each member shall have one vote and in case of an equal division of votes, the chairman shall have a casting vote. Resolutions duly adopted by a committee shall have the full force of resolutions adopted by the Board of Directors, except as otherwise expressly provided in the regulations constituting, or delegating powers to, the committee.
- (9) All acts done in good faith at any meeting of the Board of Directors or of a committee or a subsidiary organ of the Board of Directors shall, notwithstanding it being afterwards discovered that there was some defect in the appointment of any Director or member of the committee or the subsidiary organ acting as aforesaid, or that any of them was disqualified, be as valid as if such person had been duly appointed and was qualified to be a Director or a member of that committee or subsidiary organ.
- (10) The Board of Directors shall cause minutes to be made in books provided for the purpose:
 - (a) of all appointments of Senior Executive Vice-President and Executive Vice-Presidents;
 - (b) of the names of the Directors and Alternate Directors present at each meeting of the Board of Directors, and of members of a committee or subsidiary organ of the Board of Directors present at each meeting of that committee or subsidiary organ; and
 - (c) of all proceedings of, and resolutions adopted at, all General Meetings, meetings of the Board of Directors and meetings of committees and subsidiary organs of the Board of Directors.

Any such minute of any meeting if purporting to be signed by the chairman of such meeting or of the next meeting shall, unless contested by the majority of attendants at the meeting, be conclusive evidence without any proof of the facts therein stated.

- (11) Each Director shall have one vote, and resolutions of the Board of Directors shall be passed by a majority of votes cast by the Directors present and voting.
- (12) In the event of equal division of votes, the Chairman of the Board of Directors shall be entitled to a casting vote.
- (13) Subject to Article 23(11), a resolution adopted by correspondence, by any means of communication in the form of one or more documents signed or approved in writing by the requisite majority of Directors, shall be as valid and effectual as if it had been passed by such requisite majority at a meeting of the Board of Directors. The Board of Directors shall at its next meeting following adoption of such resolution take note thereof and direct that the resolution be recorded in the minutes of the said meeting.
- (14) Unless otherwise decided by the Shareholders in General Meeting, Directors and Alternate Directors shall serve as such without remuneration but the Bank shall, in conformity with regulations to be adopted by the Shareholders in General Meeting, pay them reasonable travel expenses and subsistence allowance for attending meetings of the Board of Directors and any expenses or remuneration for carrying out any special duties or services outside the ordinary duties of Directors.

CHAPTER IV



MANAGEMENT

ARTICLE 24 - EXECUTIVE COMMITTEE

- (1) The Board of Directors shall set up at the headquarters of the Bank an Executive Committee which shall exercise such functions and powers as may be delegated to it from time to time by the Board of Directors, including in particular commitment authority in respect of financing, guarantee and investment proposals.
- (2) Until such time as the Class "D" Threshold is reached, the Executive Committee shall be composed of three (3) Directors designated by the Board of Directors (one Director each from among Directors elected by Class "A", Class "B" and Class "C" Shareholders, respectively) and such other persons as may be designated from time to time by the Board of Directors. The President shall be the Chairman of the Executive Committee.

- (2A) Once the Class “D” Threshold is reached, the Executive Committee shall be composed of four (4) Directors (one Director each from among Directors elected by Class “A”, Class “B”, Class “C” and Class “D” Shareholders, respectively) and such other Independent Director as may be designated from time to time by the Board of Directors, save that if the number of issued Class “B” Shares falls below ten per cent (10%) resulting, pursuant to Article 21(8A) in the Class “B” Shareholders losing the right to elect a Class “B” Director, and/or if the number of issued Class “C” Shares falls below five per cent (5%) resulting, pursuant to Article 21(8B), in the Class “C” Shareholders losing the right to elect a Class “C” Director, then the Class “B” Shareholders and/or Class “C” Shareholders shall not have director representation on the Executive Committee and the number of Directors on the Executive Committee shall be reduced accordingly.
- (3) The Board of Directors may, if they so determine from time to time, establish a management policy for each branch office and may make such amendments thereafter to the branch management policy as the Board of Directors may determine from time to time.
- (4) The Executive Committee shall meet as often as the business of the Bank may require.
- (5) Members of the Executive Committee, other than the President, Senior Executive Vice-President and the Executive Vice-Presidents and members of the staff of the Bank, shall be paid reasonable travel expenses and subsistence allowance for attending meetings of the respective committee.

ARTICLE 25 - PRESIDENT

- (1) The Shareholders in a General Meeting shall, on the nomination and recommendation of the Board of Directors, appoint the President by a simple majority of votes of holders of all issued shares of the Common Stock and at least forty per cent (40%) of the holders of Class “A” Shares. The voting on the appointment of the President shall be by way of poll. The President shall be a national of an African State, but not a national of the African State where the headquarters of the Bank are situated (taking into account only the then current national status) and any person who has more than one national status any of which is in respect of a non-African State shall not be eligible. Except in the case of a President standing for a second term, the candidate nominated and recommended by the Board of Directors shall be a national of a different African State to his predecessor. He shall be a person of the highest competence in matters pertaining to the operations, management and administration of the Bank. The term of office of the President shall be five years ending on the same day in the month as the day of appointment, provided however that, if the appointment of the President is not renewed, he may continue in office for a further period not exceeding four months or, if

earlier, until the effective date of assumption of office by a successor President duly appointed by the Shareholders. The term of office may be renewable once for a second term of a similar period. The Shareholders in a General Meeting may, on the recommendation of the Board of Directors, remove the President from office by a majority of votes of holders of all issued shares of the Common Stock.

- (1A) The Board of Directors shall nominate and recommend only one candidate at a time. If the candidate so nominated and recommended fails to be appointed by a majority of votes pursuant to paragraph 1 of this Article 25 then the Board of Directors shall nominate and recommend another candidate within a period not exceeding four months thereafter.
- (2) The President shall by virtue of his office attend and participate in General Meetings.
- (3) The President shall be the chief executive and legal representative of the Bank and shall, subject to the provisions of this Charter, conduct, under the general control and direction of the Board of Directors, the day-to-day business of the Bank. He shall be responsible for the appointment and release of officers and staff of the Bank in accordance with regulations adopted by the Board of Directors, and shall fix the terms of their employment in accordance with universally recognized principles of sound management and financial policy.
- (4) The Board of Directors shall delegate to the President such approval and commitment authority in respect of financing, guarantee and investment proposals up to such amounts as the Board of Directors shall determine from time to time.
- (5) In appointing the officers and staff of the Bank, the President shall make it his foremost consideration to secure the highest standards of efficiency, technical competence and integrity.
- (6) If the President is incapacitated or should his office for any reason become vacant, the Board of Directors shall designate an Acting President and shall within four months convene an Extraordinary General Meeting to appoint a new President.

ARTICLE 26 - VICE-PRESIDENT(S)

The Board of Directors shall, on the recommendation of the President, appoint a Senior Executive Vice-President and one or more Executive Vice-Presidents to assist the President and carry out such functions as the President shall determine. The remuneration and conditions of service of the Senior Executive Vice-President and the Executive Vice-President(s) shall be fixed by the Board of Directors after

consultation with the President. Any Senior Executive Vice-President or Executive Vice-President appointed as aforesaid shall cease to hold office if the Board of Directors so decides upon the recommendation of the President.

ARTICLE 27 - USE OF THE OFFICIAL SEAL

The Executive-Secretary shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board of Directors or of a committee of the Board of Directors duly authorised by the Board of Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by the President and shall be counter-signed by the Executive-Secretary or by some other person appointed by the Board of Directors for the purpose.

CHAPTER V



ACCOUNTS, SUPERVISION AND CONTROL

ARTICLE 28 - ACCOUNTS

- (1) The Board of Directors shall cause proper books of account to be kept with respect to:
 - (i) all sums of money received and expended by the Bank and the matters in respect of which the receipts and expenditure take place;
 - (ii) all sales and purchases by the Bank; and
 - (iii) the assets and liabilities of the Bank.
- (2) Proper books shall not be deemed to have been kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Bank's affairs and to explain its transactions.
- (3) The books of account shall be kept in United States Dollars, or any currency specified by the Board of Directors, at the headquarters of the Bank or at such other place or places, as the Board of Directors may deem fit, and shall always be open to the inspection of the Directors and the Shareholders. The procedure for inspection by the Shareholders shall be established by the Board of Directors.
- (4) The Board of Directors shall, at the end of each financial year, cause to be prepared and be laid before the Annual General Meeting the annual financial

statements of the Bank, including the consolidated accounts (if any) and the reports of the External Auditors relating thereto.

- (5) The financial statements of the Bank shall be compiled and presented in conformity with generally accepted international accounting standards and shall be made available to all Shareholders not less than one month before the date of the Annual General Meeting.

ARTICLE 29 - EXTERNAL AUDIT

- (1) The accounts of the Bank shall be audited each financial year by external auditors appointed and removed by the General Meeting upon the recommendation of the Board of Directors. The External Auditors shall be appointed for a term of one year, which may be renewed.
- (2) The External Auditors shall carry out their audit responsibilities in accordance with international auditing guidelines and standards and the terms of their engagement letter, subject to any special directives that the General Meeting may issue from time to time. They shall, in particular, carry out such tests and checks of the Bank's records as they shall deem appropriate and certify whether or not:
 - (i) the annual financial statements, including the balance sheet and the profit and loss account of the Bank is in accordance with its books and records;
 - (ii) the financial transactions reflected in the annual financial statements have been recorded in accordance with the applicable rules, regulations and financial decisions;
 - (iii) the securities and monies on deposit and in hand have been verified by certificates received from the Bank's depositories or by actual count; and
 - (iv) the physical assets of the Bank are in existence and are attributed proper valuation.
- (3) The report of the External Auditors shall be annexed to the financial statements of the Bank for the relevant financial year and shall be laid by the Board of Directors before the Annual General Meeting. In their report the External Auditors shall state whether or not:
 - (i) all the information and explanations required by the External Auditors have been obtained;
 - (ii) in their professional opinion, the financial statements present fairly the financial position of the Bank, the result of its operations and generally the state of affairs of the Bank at the end of the relevant period; and

- (iii) the financial situation of the Bank during the period covered by the audit is in conformity with the provisions of this Charter and the applicable resolutions, rules, regulations and financial decisions.
- (4) The External Auditors shall have right of access at all times to the books of account, registers and vouchers of the Bank and to all other supporting evidence of transactions that they consider necessary to consult for the effective discharge of their duties. The Board of Directors, the President and all the officers and staff of the Bank shall furnish to the External Auditors such information and explanations as they may require.
- (5) The External Auditors shall receive notice of, and may attend any meeting of the Board of Directors or the General Meeting at which the financial statements of the Bank for any financial year is to be presented and considered.

ARTICLE 30 - AUDIT COMMITTEE

- (1) The Board of Directors shall set up an Audit Committee which shall exercise such functions and powers as may be delegated to it from time to time by the Board of Directors, including in particular the power to review, examine and verify the proper applications of institutional policies and procedures by the financial, operational and administrative units of the Bank. The Audit Committee shall have access to all accounts, documents, registers and records in the custody or under the control of the Bank.
- (2) Whilst there is no Class “D” Director in office, the Audit Committee shall be composed of four (4) Directors designated by the Board of Directors, one each from among Directors elected by Class “A”, Class “B” and Class “C” Shareholders respectively and one of the Independent Directors and such other persons as may be designated from time to time by the Board of Directors.
- (2A) Once there is a Class “D” Director in office, then the Audit Committee shall be composed of five (5) Directors, one Director each from among Directors elected by Class “A”, Class “B”, Class “C” and Class “D” Shareholders respectively and one of the Independent Directors and such other persons as may be designated from time to time by the Board of Directors, save that if the number of issued Class “B” Shares falls below ten per cent (10%) resulting, pursuant to Article 21(8A), in the Class “B” Shareholders losing the right to elect a Class “B” Director, and/or if the number of issued Class “C” Shares falls below five per cent (5%) resulting, pursuant to Article 21(8B), in the Class “C” Shareholders losing the right to elect a Class “C” Director, then the Class “B” Shareholders and/or Class “C” Shareholders shall not have director representation on the Audit Committee and the number of Directors on the Audit Committee shall be reduced accordingly.

- (3) The Audit Committee shall meet at least twice a year or as often as its business may require. The Audit Committee shall submit to the Board of Directors and to the General Meeting an annual report and such other reports as often as it deems necessary.

ARTICLE 30(A) - REMUNERATION COMMITTEE

- (1) The Board of Directors shall set up a Remuneration Committee which shall determine the remuneration of the President and the terms and conditions of his service.
- (2) Whilst there is no Class “D” Director in office, the Remuneration Committee shall be composed of three (3) Directors, namely one (1) Class “A” Director and the two (2) Independent Directors, designated by the Board of Directors. If there is a Class “D” Director in office, the Remuneration Committee shall be composed of four (4) Directors, namely one (1) Class “A” Director, one (1) Class “D” Director and the two (2) Independent Directors.

CHAPTER VI

DIVIDENDS AND CAPITALIZATION OF PROFITS

ARTICLE 31 - DIVIDENDS AND RESERVES

- (1) Subject to any preferential right or other special right for the time being attached to any shares, the Annual General Meeting may declare dividends.
- (2) The General Meeting may from time to time on the recommendation of the Board of Directors cause the payment of dividends, but only according to the amounts paid up on the relevant Common Stock on which the dividend is paid out and only out of the profits of the Bank as appears to the Board of Directors to be justified by the financial position of the Bank, after making adequate provision for losses and reserves, provided that the amount paid shall not exceed the amount recommended by the Board of Directors.
- (2A) No dividend shall bear interest.
- (2B) Dividends shall be apportioned and paid pro rata according to the amounts paid up on the Common Stock on which the dividend is paid during any portion or portions of the period in respect of which the dividend is paid, except that if such share is issued on terms that it ranks for dividends as if paid up (wholly or partly) as from a particular date, that share ranks for dividends accordingly.

- (2C) The Board of Directors shall deduct from a dividend or any other amount payable to a Shareholder or in respect of a share any amount presently payable by the Shareholder to the Bank on account of calls on Class “A” Shares, Class “B” Shares and Class “C” Shares or otherwise in relation to the Common Stock.
- (2D) A resolution of the Bank in a General Meeting to pay a dividend on shares of any class may state that the dividend is payable to the persons registered as the holders of those shares at the close of business on a particular date or at such other time as the General Meeting may decide. That date or time may be a date of time before that on which the resolution is passed.
- (2E) The Board of Directors may, with the approval of a majority of votes of the holders of all issued shares of Common Stock at a General Meeting and subject to ensuring that the same does not result in a breach of Article 7(3), offer Shareholders the right to elect to receive an allotment of additional shares of the same class as those which the holder already owns, credited as paid, in full or in the case of Class “A” Shares, Class “B” Shares and Class “C” Shares, in full or in part, instead of cash in respect of a dividend which is specified in the applicable resolution. In such circumstance the Board of Directors shall:
- (i) decide the basis of issue so that the relevant value of the additional shares to be issued instead of any amount of cash dividend is equal to, but not greater than, that cash dividend amount; and
 - (ii) notify the Shareholders of the right of election being offered to them and shall send, with or after that notice, forms of election, specifying the procedure to be followed and the place at which, and the latest date and time by which, duly completed forms of election must be lodged in order to be effective.

ARTICLE 32 - CAPITALISATION OF PROFITS

- (1) The Bank in General Meeting may resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Bank’s reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly, that such sum be set free for distribution amongst the Shareholders who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same shall not be paid in cash but applied either in or towards paying up any amounts, if any, for the time being unpaid on any shares held by such Shareholders respectively, or paying up in full unissued shares or debentures of the Bank to be allotted and distributed, credited as fully paid up to and amongst such Shareholders in the proportion aforesaid, or partly in one way and partly in the other.

- (2) Whenever a resolution is passed at a General Meeting pursuant to Article 32(1), the Board of Directors shall give effect to such resolution and shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect to such resolution.

CHAPTER VII

GENERAL PROVISIONS

ARTICLE 33 - SUSPENSION OF OPERATIONS AND DISSOLUTION

- (1) The General Meeting may, by a majority of votes of at least two-thirds of the holders of all issued shares of the Common Stock present or represented and voting at the General Meeting, including a majority of votes of at least two-thirds of the holders of Class "A" Shares present or represented and voting at the General Meeting, or a resolution by correspondence passed by a majority of votes of at least two-thirds of the holders of all issued shares of the Common Stock entitled to be present or represented and vote at a General Meeting, including a majority of votes of at least two-thirds of the holders of Class "A" Shares entitled to be present or represented and vote at a General Meeting, suspend or terminate the operations of the Bank.
- (2) In the event of termination of operations of the Bank, the liquidator may, with the sanction of a resolution of the General Meeting, divide among the Shareholders in specie or in kind the whole or any part of the assets of the Bank and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or holders of shares of different classes. No distribution shall, however, be made to the Shareholders or holders of shares of different classes as aforesaid until all liabilities to creditors and employees shall have been discharged or properly provided for.

ARTICLE 34 - NOTICE

For the purposes this Charter, a notice under this Charter must be in writing and must be delivered by hand or sent by airmail, registered post, international courier service, e-mail or facsimile. Notice shall be deemed received: if delivered by hand, at the time of delivery; if sent by airmail, registered post, or international courier service 48 hours after posting (in the case of international courier service, provided that delivery within 48 hours was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider)

and if sent by facsimile or e-mail shall, 2 hours from the time on the day it was sent. However, if a notice would be deemed received at any time after 6:00 pm on a business day or on a day which is not a business day in the jurisdiction of the recipient, the notice or communication is deemed to have been given at 9:00 am on the next business day in that jurisdiction.

ARTICLE 35 - FINANCIAL YEAR

The financial year of the Bank shall begin on 1st January and end on 31st December of each year, except that the first financial year of the Bank shall begin on the date on which the Bank commences operations and end on 31st December of the following year.

ARTICLE 36 - ANNUAL REPORT

The Bank shall each year publish a report on the operations and activities of the Bank. The annual report shall contain the financial statements of the Bank for the preceding financial year, including the balance sheet and the profit and loss account, together with the corresponding report of the External Auditors.

ARTICLE 37 - INDEMNIFICATION

The President, the Senior Executive Vice-President, every Executive Vice-President and Director, the External Auditors and any other officer, employee and agent for the time being of the Bank shall be indemnified out of the assets of the Bank against any liability arising out of the exercise of his functions, or costs incurred by him in defending any civil or criminal proceedings pertaining thereto.

ARTICLE 38 - REGISTER OF SHAREHOLDERS

- (1) The Executive-Secretary shall keep and maintain a Register of Shareholders which shall be kept at the head office of the Bank, or at any other place as determined by the Board of Directors, under the control of the Board of Directors. The Register of Shareholders shall be open for inspection by Shareholders. The Register of Shareholders shall contain such particulars of every issue or transfer of every share and any other such particulars as the Board of Directors may from time to time prescribe. The Register of Shareholders may be kept in manual, electronic or any other form. The Board of Directors shall cause all instruments of transfer for Unlisted Shares which have been registered on the Register of Shareholders and the cancelled share certificate, if applicable, to be destroyed at any time after six years from the date of registration.
- (2) The Register of Shareholders shall contain the following particulars:

- (i) the names and postal addresses of Shareholders, and a statement of the shares held by each Shareholder distinguishing each share by its number and the amount paid thereon;
 - (ii) the date on which each person was entered in the register as a Shareholder; and
 - (iii) details of any share transfer.
- (3) In order to facilitate share transfers, the Board of Directors may at any time appoint transfer agents to undertake the transfer and registration of shares.

ARTICLE 39 – EVIDENCE OF TITLE

LISTED SHARES

- (1) The Listed Shares may be held in certificated form or uncertificated form. The Listed Shares held in uncertificated form shall be recorded in the Register of Shareholders that the Bank, or one or more registration or transfer agents appointed by the Bank, shall keep to such effect in accordance with the rules of the Relevant System.
- (2) The Register of Shareholders shall distinguish shares in uncertificated form from shares in certificated form.
- (3) Notwithstanding any provision of this Charter, the Listed Shares shall not be treated as separate classes by virtue only of those Listed Shares being held in certificated and uncertificated form or as a result of any provision of this Charter or any relevant regulations applying only in respect of Listed Shares or Unlisted Shares.

UNLISTED SHARES

- (4) Save with respect to any Listed Shares, every Shareholder shall be entitled, without payment, to receive one share certificate for all his fully paid shares or several certificates each for one or more of his fully paid shares. Every Certificate shall be under the Seal and shall specify the shares to which it relates and that the shares are fully paid, provided that in respect of a share or shares held jointly by several persons delivery of a certificate for a share or several certificates each for one or more fully paid shares to one of the several joint-holders shall be sufficient delivery to all such holders.

ARTICLE 40 – SHARE CERTIFICATES

Worn out, defaced, destroyed or lost share certificates shall be replaced on such terms as to evidence and indemnity and the payment of expenses and fees as the Board of Directors shall from time to time determine.

ARTICLE 41 - LANGUAGES

The texts of this Charter in the Arabic, English, French and Portuguese languages shall be equally authentic.

ARTICLE 42 - SETTLEMENT OF DISPUTES

Any question of interpretation or application of the provisions of this Charter arising between Shareholders inter se or between a Shareholder or a former Shareholder and the Bank shall be submitted to the Board of Directors for decision. In any case where the Board of Directors has given a decision, the Shareholder concerned may require that the question be referred to the General Meeting, whose decision shall be final and binding, subject to Article 44. Pending the decision of the General Meeting the Bank may act on the basis of the decision of the Board of Directors. The foregoing procedure shall be applicable in lieu of any judicial or arbitral procedure for the settlement of disputes and neither the Bank nor any Shareholder or former Shareholder may bring action in court in respect thereof, except in order to enforce a decision of the Board of Directors or the General Meeting.

ARTICLE 43 - RULES AND REGULATIONS

The Board of Directors may adopt such rules and regulations, including financial regulations, as may be necessary or appropriate in order to conduct the business of the Bank.

ARTICLE 44 - AMENDMENT

- (1) Subject to the provisions of Paragraphs 2 and 2A of this Article, any provision contained in this Charter may be amended from time to time by a resolution passed by a majority of votes of Shareholders present or represented at a General Meeting.
- (2) Notwithstanding any provision contained in this Charter, any resolution to modify or change, or any decision of the General Meeting under Article 44(1) which would have the effect of modifying or changing, the purpose, functions or the fundamental structure of the Bank stated in Articles 2, 4, 5, 7, 8, 11, 13, 14, 16, 17, 18, 20, 21, 22, 24, 25 and 30 as well as Article 44 of this Charter shall require a majority of votes of at least two-thirds of the holders of all issued shares of the Common Stock present or represented at the General meeting, including a majority of votes of at least two-thirds of the holders of

Class “A” Shares present or represented and voting at the General Meeting, or a resolution by correspondence passed by a majority of votes of at least two-thirds of the holders of all issued shares of the Common Stock entitled to be present or represented and vote at a General Meeting, including a majority of votes of at least two-thirds of the holders of Class “A” Shares entitled to be present or represented and vote at a General Meeting (the “Requisite Majority”).

(2A) Notwithstanding any provision contained in this Charter, none of the matters listed below may take place unless first approved by a resolution of the Requisite Majority:

- (i) the reorganisation or Change of Control of the Bank; or
- (ii) permanent changes of domicile or head office of the Bank;
- (iii) reduction of share capital or reclassification of shares; or
- (iv) voluntary bankruptcy, liquidation, dissolution or winding up of the Bank or suspension of the Bank’s operations; or
- (v) any changes to the Charter affecting the rights or voting powers of the holders of Class “A” Shares.

ARTICLE 45 - ESTABLISHMENT OF THE BANK

The Bank shall be deemed finally established only after:

- (i) shares corresponding to one-fifth of the initial authorized Common Stock share capital have been subscribed and paid for in accordance with the provisions of Article 9(1) by at least ten (10) eligible subscribers;
- (ii) the first General Meeting of the Bank has been convened pursuant to the provisions of Article XX of the Agreement; and
- (iii) the General Meeting has elected the Directors and appointed the first President and the External Auditors of the Bank.

CHAPTER VIII

TRANSITIONAL PROVISIONS

ARTICLE 46 - TRANSITIONAL PROVISIONS

Pending the final establishment of the Bank pursuant to Article 45 and commencement of its operations;

- (i) the text of this Charter shall be deposited with the Secretary-General of the African Development Bank (hereinafter be called “the Provisional Depositary”) and shall be open for signature by eligible subscribers;
- (ii) payment for shares shall be made by transfer in immediately available funds in convertible currencies to an account designated by the Provisional Depositary; and
- (iii) each Shareholder shall at least one month before the date fixed for the first General Meeting appoint a Representative and communicate his name and address to the Provisional Depositary.

DONE AT ABIDJAN, IN THE REPUBLIC OF CÔTE D’IVOIRE THIS 8TH DAY OF MAY, 1993

CERTIFIED AUTHENTIC TEXT

(DEPOSITARY)

SCHEDULE “A”



Signatory	Address	No. of Shares Subscribed	Class of Shares	Date of Subscription

SCHEDULE “B”

ELECTION OF DIRECTORS ¹

PART I: GENERAL RULES

1. NOMINATIONS

- (a) One or more Representatives may nominate one person as a Director;
- (b) Nominations shall be made on a Nomination Form furnished by the Executive-Secretary, signed by the Representative or Representatives making the nominations and deposited with the Executive-Secretary;
- (c) A Representative may nominate only one person as Director; and
- (d) Nomination may be made until 6:00 p.m. on the day preceding the election. The Executive-Secretary shall make and distribute a list of the persons nominated in the manner set forth above.

2. SUPERVISION OF THE ELECTION

The Executive-Secretary shall appoint such tellers and other assistants and take such other action as he deems necessary for the conduct of the election.

3. BALLOTS

One ballot form shall be furnished before a ballot is taken to each Representative entitled to vote. On any particular ballot, only ballot forms distributed for that ballot shall be counted.

¹ Footnote repealed by the General Meeting resolution No. AFREXIM/7GM/2000/006 relating to the first amendments to this Charter (adopted in Tunis on 8 May 2000)

4. BALLOTING

Each ballot shall be taken as follows:

- (a) There shall be a call of Representatives entitled to vote, and each ballot, signed by the Representative, shall be deposited in the ballot box;
- (b) In balloting for the election of Directors, each Representative shall cast for one nominee Director all of the votes to which the Shareholder appointing him is entitled.
- (c) When a ballot shall have completed, the Executive-Secretary shall cause the ballots to be counted and shall announce the names of the person elected to be Director before the end of the session at which the election is held; and
- (d) If the tellers shall be of the opinion that any particular ballot is not properly executed, they shall, if possible, afford the representative concerned an opportunity to correct it before tallying the result, and such ballot, if so corrected, shall be deemed to be valid.

- 5. When there is more than one nominee on any ballot, the nominee Director receiving the greatest number of votes shall be deemed elected.

6. ELIMINATION OF NOMINEES

If on any ballot two or more nominees shall receive the same number of votes, no nominee shall be dropped from the next succeeding ballot, but if the same situation is repeated on such succeeding ballot, the Executive-Secretary shall eliminate by lot all such nominees, except one who shall be deemed elected.

7. ANNOUNCEMENT OF RESULTS

After the last ballot, the Executive-Secretary shall cause to be distributed a statement setting forth the result of the election.

PART II: SPECIAL RULES FOR THE ELECTION OF CLASS “A” DIRECTORS

- (1) For the election of Class “A” Directors, the Representatives of Class “A” Shareholders, other than the African Development Bank, shall group themselves into three country groupings having in the aggregate, as far as possible equal voting powers. Such groupings shall be constituted by the Representatives of Class “A” Shareholders notwithstanding the geographical location of their respective countries or regions; and
- (2) Each group shall elect one Director.

PART III: GENERAL

- (1) The effective date of the election shall be the day on which a Director is elected.
- (2) Any question arising in connection with the conduct of the election shall be resolved by the teller, subject to appeal, at the request of any Representative to the Executive-Secretary and from him to the General Meeting.

Whenever possible, any such question shall be put without identifying the Representative concerned; and

- (3) For the election of the first Directors the Provisional Depositary shall discharge the functions of the Executive-Secretary.

APPENDIX

CONSTITUENT GENERAL ASSEMBLY OF AFREXIMBANK

RESOLUTION NO. 2

concerning transitional measures for the allocation of shares of the common stock of the African Export-Import Bank ("Afreximbank")

[adopted on 7th May, 1993 at the Plenary Session of the Constituent General Assembly of Afreximbank (the "Assembly")].

[Repealed by General Meeting Resolution No. AFREXIM/7GM/2000/006 relating to the first amendments to the Charter adopted on 8 May 2000 in Tunis, Republic of

Tunisia (the "First Amendment")].



ANNEX II

HEADQUARTERS AGREEMENT

BETWEEN

THE REPUBLIC / KINGDOM OF

.....

AND

**THE AFRICAN EXPORT-IMPORT BANK
("AFREXIMBANK")**





HEADQUARTERS AGREEMENT

BETWEEN

THE REPUBLIC/KINGDOM OF

.....

AND

THE AFRICAN EXPORT-IMPORT BANK (“AFREXIMBANK”)

CONSIDERING the Agreement for the establishment of the African Export-Import Bank (hereinafter called “the Bank”) concluded on 199..... among certain African states and international organizations;

HAVING regard to the Charter of the Bank;

RECALLING that the General Meeting of Shareholders of the Bank held infrom to 199....., resolved to locate the headquarters of the Bank in the Republic/ Kingdom of

DESIROUS of regulating by this Agreement certain questions regarding the establishment of the headquarters of the Bank and to supplement in this respect the relevant provisions of the Agreement for the Establishment of the Bank;

HAVE AGREED AS FOLLOWS:

PART I: DEFINITIONS

ARTICLE I

In this Agreement, unless the context otherwise provides, requires or permits, the following terms shall have the meanings ascribed thereto below:

- (a) “Appropriate Authorities of”, means national, municipal or other governmental authorities in as may be appropriate in the context and in accordance with the laws of the Republic/Kingdom of

- (b) “Directors” and “Alternate Directors” means respectively the Directors and Alternate Directors for the time being of the Bank;
- (c) “Government” means the Government of the Republic/Kingdom of
- (d) “Headquarters Seat” means:
 1. the headquarters temporary or permanent area, together with the building or buildings, structures and installations erected upon it, as may from time to time be defined in a schedule or schedules to this Agreement; and
 2. any other land, buildings, structures or installations which may from time to time be included, temporarily or permanently, in the Headquarters Seat in accordance with this Agreement or by supplemental agreements with the Government.
- (e) “Laws of the Republic/Kingdom of” includes the Constitution of the Republic/Kingdom of, and legislative acts, decrees, regulations and orders issued by, or under authority of, the Government or any appropriate authority in the Republic/Kingdom of
- (f) “Officials of the Bank” means, all members of the staff of the Bank with the exception of those recruited locally on hourly rates;
- (g) “President”, “Vice-President” and “Executive-Secretary” means the President, any Vice-President and the Executive-Secretary of the Bank or any other person designated to act in that behalf;
- (h) “Representatives” means Representatives of Shareholders to a meeting of the General Meeting of Shareholders of the Bank and includes all delegates, deputy delegates, advisers, and experts.
- (i) “Shareholder” means a shareholder of the Bank;

PART II: GRANT, CONTROL AND PROTECTION OF THE HEADQUARTERS SEAT

ARTICLE II

The Government grants to the Bank and the Bank accepts from the Government, the permanent use and occupancy of the Headquarters Seat.

ARTICLE III

1. The headquarters of the Bank shall be in the Headquarters Seat, and shall not be removed therefrom unless the Bank so decides. Any transfer of the headquarters temporarily to another place shall not constitute a removal of the headquarters unless the competent organ of the Bank takes an express decision to that effect.
2. The Government shall take all action that may be required in order to ensure that the Bank shall not be dispossessed of its rights in the Headquarters Seat nor deprived of the enjoyment of such rights except with the express consent of the Bank.
3. Any building in or outside of which may be used with the concurrence of the Government for meetings convened by the Bank shall be temporarily included in the Headquarters Seat.
4. The Appropriate Authorities of the Republic/Kingdom of shall take whatever action may be necessary to ensure that the Bank shall not be dispossessed of all or any part of the Headquarters Seat without the express consent of the Bank.

ARTICLE IV

The Bank may from time to time establish and operate research, documentation and technical facilities outside the headquarters area. The Appropriate Authorities of the Republic/Kingdom of shall, at the request of the Bank, make arrangements in such manner as may be agreed upon in supplemental agreements for the acquisition or use by the Bank of appropriate premises for such purposes and for the inclusion of such premises in the Headquarters Seat.

ARTICLE V

1. The Government recognizes the extraterritoriality of the Headquarters Seat, which shall be under the control and authority of the Bank as provided in this Agreement.
2. Except as otherwise provided in this Agreement, and subject to any regulations enacted under paragraph 1 of Article VI hereof, the laws of the Republic/Kingdom of shall apply within the Headquarters Seat.

ARTICLE VI

1. The Bank shall have the power to make regulations operative within the Headquarters Seat, for the purpose of establishing therein conditions in all respects necessary for the full execution of its functions.
2. The provisions of this Article shall not preclude the reasonable application of fire protection or sanitary regulations of the Appropriate Authorities of the Republic/Kingdom of

ARTICLE VII

1. The Headquarters Seat shall be inviolable. No officer or official of the Republic/Kingdom of, be they administrative, judicial, military or police or other person exercising any public authority within the Republic/
2. Kingdom of shall enter the Headquarters Seat to perform any duties therein except with the consent of, and under conditions approved by, the President. The service of legal process, including the seizure of private property, shall not take place within the Headquarters Seat except with the express consent of the President.
3. Without prejudice to the provisions of the Agreement for the establishment of the Bank or the present Agreement, the Bank shall prevent the Headquarters Seat from being used as a refuge by persons who are avoiding arrest under any law of the Republic/Kingdom of who are required by the Government for extradition to another country, or who are endeavouring to avoid service of legal process.

ARTICLE VIII

1. The Appropriate Authorities of the Republic/Kingdom of shall exercise due diligence to ensure that the tranquility of the Headquarters Seat is not disturbed by any person or group of persons attempting unauthorized entry into or creating disturbances in the immediate vicinity of the Headquarters Seat. They shall ensure the presence of the necessary police force for the protection of the Headquarters Seat.
2. If so requested by the President, the Appropriate Authorities of the Republic/Kingdom of shall provide a sufficient number of policemen for the preservation of law and order at the Headquarters Seat and for the removal therefrom of any person or group of persons as required by the President.

ARTICLE IX

The Appropriate Authorities of the Republic/Kingdom of shall take all reasonable steps to ensure that the amenities of the Headquarters Seat are not prejudiced and that the purposes for which the Headquarters Seat is required are not obstructed by any use made of the land or buildings in the vicinity of the Headquarters Seat.

ARTICLE X

1. The Appropriate Authorities of the Republic/Kingdom of shall exercise, to the extent required by the President, the powers which they possess with respect to the supply of utility services to ensure that the Headquarters Seat shall be supplied on equitable terms with the necessary public services, including, without limitation by reason of this enumeration, electricity, water, sewerage, gas, telephone, telegraph, local transportation, drainage, collection of refuse and fire protection.
2. In case of any interruption or threatened interruption of any such services, the Appropriate Authorities of the Republic/Kingdom of shall consider the needs of the Bank as being of equal importance with those of other international organizations, diplomatic missions and essential agencies of the Government and shall take all necessary steps to ensure that the work of the Bank is not prejudiced.
3. The President shall upon request make suitable arrangements to enable duly authorized representatives of the appropriate public services bodies to inspect, repair, maintain, reconstruct and relocate utilities, conduits, mains and sewers within the Headquarters Seat under conditions which shall not unreasonably disturb the carrying out of the functioning of the Bank.

PART III: COMMUNICATIONS, PUBLICATIONS AND TRANSPORTATION

ARTICLE XI

1. The Bank shall enjoy, for its official communications, treatment not less favourable than that accorded by the Government to any international organizations or diplomatic missions accredited to the Republic/Kingdom of in the matter of priorities and rates on mail, cables, telegrams, radiograms, telephotos, telephones and other communications as well as press rates for information to press, radio or television.

2. All communications addressed to the Bank, members of its Board of Directors, President, Vice-Presidents or any officials at the headquarters and principal office, and all outward official communications of the Bank, by whatever means or in whatever form transmitted, shall be immune from censorship and from any other form of interception or interference.
3. The Bank shall have the right to use codes and to dispatch and receive correspondence and other official communications in whatever form by courier or in sealed bags, which shall enjoy the same privileges and immunities as diplomatic couriers and bags.
4. Nothing in this Article shall be construed as precluding the adoption of appropriate precautionary measures, particularly, in the event of an emergency in the Republic/Kingdom of as may be determined by agreement between the Government and the Bank in order to prevent or avoid abuse of the immunities and exemptions provided in this Article.
5. The Bank shall be entitled to install and operate such equipment as may be necessary for the proper performance of its functions.

PART IV: FREEDOM FROM TAXATION

ARTICLE XII

1. The Bank, its property, assets, income, operations and transactions shall be exempt from all forms of direct and indirect taxes, including value added tax, and from all customs duties; it being understood that the Bank will not claim exemption from taxes which are in fact no more than charges for public utility services and which are payable by other international organizations and diplomatic missions accredited to the Republic/Kingdom of
2. The Government shall upon the signature of this Agreement furnish to the Bank a list of all direct and indirect taxes and levies and promptly modify such list upon any change in the laws of the Republic/Kingdom of Any amount paid by the Bank in respect of direct or indirect taxes shall within thirty days of receipt of a claim submitted by the Bank, be refunded in its entirety by the Government.
3. Without prejudice to the generality of the provisions of paragraph 1 of this Article, the Appropriate Authorities of the Republic/Kingdom of shall take all necessary action to ensure that the property and assets of the Bank, its capital, reserves and dividends, loans, credits, guarantees, securities,

and other investments and transactions, interest, commissions, fees, profits, gains, proceeds of realization and other income, return and moneys of any kind, accruing, appertaining or payable to the Bank from any source shall be exempt from all forms of taxes, duties, charges, levies, and imposts of any kind whatsoever, including stamp duty and other documentary taxes, heretofore levied or hereafter imposed in the territory of the Republic/Kingdom of

4. No direct or indirect taxes shall be levied by the Government or any authority in the Republic/Kingdom of on or in respect of salaries, emoluments, indemnities and/or pension paid by the Bank to the President, Vice-Presidents, Directors, Alternate Directors officers and employees of the Bank and consultants and experts performing missions for the Bank.
5. Articles imported or exported by the Bank for official purposes shall be exempt from customs and other levies, and from prohibitions and restrictions on imports and exports. Such articles may include, but shall not be limited to materials necessary for the construction of the Bank's headquarters building, motor vehicles and spare-parts thereof, publications and office furniture, equipment and materials.
6. The officers and employees of the Bank, who are not local nationals of the Republic/Kingdom of shall be exempt from customs duties and other levies, prohibitions and restrictions on the importation of motor vehicles and spare parts thereof, and household effects, equipment and furniture. Such exemption shall be granted to the extent, and in the manner it is enjoyed by resident members of the staff of international organizations and diplomatic missions accredited to the Republic/Kingdom of
7. The Government shall, whenever gasoline or other fuels and lubricating oils are scarce in, if requested, assist the Bank in the procurement of gasoline or other fuels and lubricating oils for each such automobile operated by the Bank or its personnel.
8. Articles imported in accordance with paragraphs 5 and 6 of this Article, may be sold or otherwise disposed of, provided that in the event that such articles are sold or disposed of in the Republic/Kingdom of, duty shall be payable at the appropriate rates unless the articles are sold or disposed of to persons or organizations enjoying the same privilege.
9. The Government shall accord to the Bank and officers and employees of the Bank who are not local nationals of the Republic/Kingdom of all other privileges, exemptions and facilities as are accorded by the Government to international organizations and diplomatic missions accredited to the Republic/Kingdom of and resident members of their staff.

PART V: FISCAL EXEMPTIONS AND FINANCIAL FACILITIES

ARTICLE XIII

1. Without prejudice to the generality of Articles IX, XIV and XV of the Agreement for the establishment of the Bank by the following enumeration, the Bank may freely:
 - (i) carry on all forms of banking business and financial services authorized under the Charter of the Bank;
 - (ii) purchase, hold and dispose of national currencies;
 - (iii) purchase, hold and dispose of convertible currencies, securities, bills of exchange, negotiable instruments, and transfer the same to, from or within the territory of the Republic/Kingdom of;
 - (iv) open, maintain and operate accounts in national currency within the territory of the Republic/Kingdom of;
 - (v) open, maintain and operate convertible currency accounts in the territory and outside the territory of the Republic/Kingdom of;
 - (vi) raise funds and make loans in convertible currencies; and
 - (vii) carry out any operations authorized under its Charter.
2. The Government shall assist the Bank to obtain the most favourable conditions as regards exchange rates, banking commissions in exchange transactions and the like.
3. The Bank shall, in exercising its rights under this Article, pay due regard to any representations made by the Government and shall give effect to such representations without prejudicing the interest of the Bank.

PART VI: ACCESS, TRANSIT AND RESIDENCE

ARTICLE XIV

1. The Appropriate Authorities of the Republic/Kingdom of shall not impede in any way, and shall take all necessary measures to facilitate the entry into, sojourn in, transit through and exit from the territory of the Republic/Kingdom of of:

- (i) representatives and members of the Shareholders' delegations and their spouses and dependents;
 - (ii) officials of the Bank, their spouses and their dependents;
 - (iii) representatives of other institutions and corporations with which the Bank has established official relations or who have official business with the Bank;
 - (iv) persons, other than officials of the Bank, performing missions authorized by the Bank or serving on committees or other subsidiary organs of the Bank and their spouses and dependents; and
 - (v) representatives of the press, radio, film, television or other information media, whom the Bank invites after consultation with the Government; and
 - (vi) persons invited by the Bank, or proceeding to the Headquarters Seat on official business.
2. Visas, where required, for persons referred to in paragraph 1 of this Article, shall be granted free of charge and as promptly as possible.
 3. No activity performed by any person referred to in paragraph 1 of this Article in his official capacity shall constitute a reason for preventing his entry into or departure from the territory of the Republic/Kingdom of or for requiring him to leave such territory.
 4. No person referred to in paragraph 1 of this Article shall be required to leave the Republic/Kingdom of save in the event of an abuse of the right of residence, in which case the following procedure shall apply:
 - (i) no proceedings shall be instituted to require any such person to leave the Republic/Kingdom of except with the prior approval of the Minister for the time being responsible for Foreign Affairs of the Republic/Kingdom of
 - (ii) in the case of a Representative of an African State, such approval shall be given only after consultation with the government of the Representative concerned;
 - (iii) in the case of the President, Vice-Presidents, a Director or an Alternate Director, such approval shall be given after consultation, and in agreement with, the Chairman of the General Meeting of the Bank;

- (iv) in the case of any other persons referred to in paragraph 1 of this Article, such approval shall be given only after consultation with the President, and if expulsion proceedings are taken against any such person, the President, shall have the right to appear or to be represented in such proceedings on behalf of the person against whom such proceedings are instituted; and
- (v) persons who are entitled to diplomatic privileges and immunities under this Agreement shall not be required to leave the Republic/ Kingdom of otherwise than in accordance with the customary procedure applicable to members of the staff of comparable rank or, as the case may be, heads of diplomatic missions accredited to the Republic/ Kingdom of

5. The provision of this Article shall not prevent the requirement of reasonable evidence to establish that persons claiming the rights granted by this Article come within the classes described in paragraph 1, or the reasonable application of quarantine and health regulations.

ARTICLE XV

The President and the Appropriate Authorities of the Republic/Kingdom of shall, at the request of either of them, consult with each other and agree on the procedure for facilitating entrance into the Republic/Kingdom of by persons other than those referred to in paragraph 1 of Article XIV.

PART VII: REPRESENTATIVES OF SHAREHOLDERS

ARTICLE XVI

Representatives of Shareholders to meetings of, or sponsored by, the Bank, and those who have official business with the Bank, shall, while exercising their functions and during their journey to and from the Republic/Kingdom of, enjoy the following privileges and immunities:

- (a) immunity from legal process of every kind, including immunity from personal arrest or detention and from seizure of their personal baggage, and in respect of words spoken or written and all acts done by them in their capacity as Representatives of Shareholders;

- (b) inviolability of all papers and documents;
- (c) the right to use codes and to receive papers or correspondence by courier or in sealed bags;
- (d) exemption in respect of themselves and their spouses and members of their families from immigration restrictions, and alien registration in the Republic/ Kingdom of;
- (e) the same privileges in respect of exchange facilities as are accorded to representatives of foreign governments on temporary official missions;
- (f) the same immunities and facilities in respect of their personal baggage as are accorded to diplomatic envoys; and
- (g) such other privileges, immunities and facilities as diplomatic envoys enjoy, except that they shall have no right to claim exemption from customs duties on goods imported otherwise than as part of their personal baggage.

ARTICLE XVII

In order to secure for Representatives complete freedom of speech and independence in the discharge of their duties, the immunity from legal process in respect of words spoken or written and all acts done by them in discharging their duties shall continue to be accorded, notwithstanding that the person concerned is no longer a Representative of a Shareholder.

ARTICLE XVIII

Where the incidence of any form of taxation depends upon residence, periods during which Representatives are present in the Republic/Kingdom of for the discharge of their duties shall not be considered as periods of residence.

ARTICLE XIX

1. The provisions of paragraphs (e), (f) and (g) of Article XVI and Article XVIII shall not be applicable to nationals and permanent residents of the Republic/ Kingdom of
2. The President shall communicate to the Government a list of Representatives and shall revise such list from time to time as may be necessary.

PART VIII: THE PRESIDENT, VICE-PRESIDENTS, DIRECTORS AND ALTERNATE DIRECTORS

ARTICLE XX

1. While exercising their functions at the Bank and during their journey to and from the Headquarters Seat, the Directors and Alternate Directors shall, subject to the provisions of Article XIX, enjoy in the Republic/Kingdom of the like immunities and privileges stated in Article XVI and the same immunities, exemptions and privileges as are accorded by the Government to non-resident members of diplomatic missions of comparable rank in conformity with international law.
2. The President, the Vice-Presidents, Directors and Alternate Directors (if resident in the Republic/Kingdom of) shall, subject to the provisions of Article XIX, enjoy in the Republic/Kingdom of the immunities and privileges stated in Article XVI and the same immunities and privileges as the Government accords to resident diplomatic representatives of comparable rank.

PART IX: OFFICIALS OF THE BANK

ARTICLE XXI

Officials of the Bank shall enjoy within the Republic/Kingdom of the following privileges and immunities:

- (a) immunity from legal process of any kind in respect of words spoken or written, and of acts performed by them in their official capacity, such immunity to continue notwithstanding that the persons concerned may have ceased to be officials of the Bank;
- (b) immunity from personal arrest or detention and from seizure of their personal and official baggage;
- (c) immunity from inspection of official baggage;
- (d) exemption from taxation in respect of the salaries, emoluments, indemnities and pensions paid to them by the Bank for their services with the Bank;
- (e) exemption from all forms of taxation on income derived by them from sources outside the Republic/Kingdom of;

- (f) exemption from registration fees in respect of their automobiles;
- (g) exemption from national service obligations, provided that, with respect to nationals of the Republic/Kingdom of, such exemption shall be confined to officials whose names have, by reason of their duties, been placed upon a list compiled by the President and approved by the Government;
- (h) freedom to acquire or maintain within the Republic/Kingdom of or elsewhere foreign securities, foreign currency accounts, and other movable property and the right to take the same out of the Republic/Kingdom of through authorized channels without prohibition or restriction;
- (i) freedom to purchase one dwelling house within the Republic/Kingdom of for strictly personal use, and the right to finance such purchase through local mortgage arrangements under the same conditions applicable to nationals of the Republic/Kingdom of
- (j) in the event of sale of such house, the right to take out of the Republic/Kingdom of through authorized channels, the proceeds of the sale in convertible currency;
- (k) when they are not nationals of the Republic/Kingdom of, the same protection and repatriation facilities with respect to themselves, their spouses and their dependents as are accorded in time of international crisis to members of diplomatic missions accredited to the Republic/Kingdom of
- (l) exemption, with respect to themselves, their spouses and dependents from immigration restrictions and alien registration;
- (m) the right, within one year after taking up their posts or such later period as the Government may in writing agree, to import for personal use, free of duty and other levies, prohibitions and restrictions on imports:
 - (i) their furniture, household and personal effects, in one or more separate shipments;
 - (ii) one automobile, and in the case of officials accompanied by their dependents, two automobiles, it being understood that in relation to the transfer or replacement of such automobiles, the same regulations that apply to the resident members of diplomatic missions of comparable rank shall apply to officials of the Bank; provided that in the event such automobiles are sold or disposed of in the Republic/Kingdom of duty shall be payable at the appropriate rates unless the automobiles are sold or disposed of to persons or organizations enjoying the same privilege; and

- (n) other privileges and exemptions which are or may be accorded by the Government to members of diplomatic missions of comparable rank or to officials of comparable rank of other international organizations.

ARTICLE XXII

In addition to the privileges and immunities specified in Article XX:

- (a) The President, shall be accorded the privileges and immunities, exemptions and facilities accorded to Ambassadors who are heads of missions;
- (b) A Vice-President or a senior official of the Bank, when acting on behalf of the President during his absence from duty, shall be accorded the same privileges and immunities, exemptions and facilities as are accorded to the President; and
- (c) The Vice-Presidents, the Executive-Secretary and such other officials as may be designated by the President on the grounds of responsibilities of their positions in the Bank, shall be accorded the same privileges and immunities, exemptions and facilities as the Government accords to members, having comparable rank, of the staffs of diplomatic missions accredited to the Republic/Kingdom of

PART X: EXPERTS PERFORMING MISSIONS FOR THE BANK

ARTICLE XXIII

Experts and consultants performing missions authorized by, serving on committees or other subsidiary organs of, or consulting at its request in any way with, the Bank shall enjoy the following privileges and immunities to the extent necessary for the effective exercise of their functions:

- (a) Immunity in respect of themselves, their spouses and their dependent children from personal arrest or detention and from seizure of their personal and official baggage;
- (b) Immunity from legal process of any kind with respect to words spoken or written, and all acts done by them, in the performance of their official functions; such immunity to continue notwithstanding that the persons concerned may no longer be employed on missions for, serving on committees of, or acting as consultants for the Bank, or may no longer be present at the Headquarters Seat or attending meetings convened by the Bank;

- (c) Inviolability of all papers, documents and other official material;
- (d) The right, for the purpose of all communications with the Bank, to use codes and to dispatch or receive papers, correspondence or other official material by courier or in sealed bags;
- (e) Exemption with respect to themselves and their spouses from immigration restrictions, alien registration and, where they are not nationals of the Republic/ Kingdom of exemption from national service obligations;
- (f) The same protection and repatriation facilities with respect to themselves, their spouses, their dependents as are accorded in time of international crisis to members, having comparable rank, of the staff of diplomatic missions accredited to the Republic/Kingdom of;
- (g) The same privileges with respect to currency and exchange restrictions as are accorded to representatives of foreign governments on temporary official missions; and
- (h) The same immunities and facilities with respect to their personal and official baggage as the Government accords to members, having comparable rank, of the staff of diplomatic missions accredited to the Republic/Kingdom of

PART XI: LIST OF OFFICIALS, IDENTIFICATION PAPERS AND WAIVER OF IMMUNITIES

ARTICLE XXIV

1. The President shall communicate to the Government the list of persons entitled to immunities, privileges and exemptions hereunder and shall revise such list from time to time as may be necessary.
2. The Government shall furnish persons within the scope of the above-mentioned Articles with an identity card certifying that they are officials or, as the case may be, consultants or experts of the Bank and that they are entitled to the immunities, privileges and exemptions provided for in this Agreement.
3. The Bank may issue diplomatic and ordinary Laissez-Passer to its officials. These Laissez-Passer shall be recognized and accepted as valid travel documents by the appropriate authorities of the Republic/Kingdom of

4. The immunities and privileges accorded by this Agreement are granted in the interest of the Bank and not for the personal benefit of the individuals themselves. The Board of Directors of the Bank or the President, as the case may be, shall have the right and duty to waive the immunity of any Director, Alternate Director, Vice-President, official, expert or consultant of the Bank in cases where, in the opinion of the Board of Directors or the President, such immunity would impede the course of justice and can be waived without prejudice to the interests of the Bank.

PART XII: GENERAL PROVISIONS

ARTICLE XXV

Any dispute between the Bank and the Government concerning the interpretation or application of this Agreement or of any supplemental agreement, on any questions affecting the Headquarters Seat or the relationship between the Bank and the Government, which is not settled by negotiation or other agreed mode of settlement shall be referred for final decision to a tribunal of three arbitrators: one to be appointed by the President; one to be appointed by the Minister for the time being responsible for Foreign Affairs of the Republic/Kingdom of and the third, who shall be chairman of the tribunal, to be chosen by the first two arbitrators. Should the first two arbitrators fail to agree upon the third arbitrator within six months following the appointment of the first two arbitrators or should either party fail to appoint an arbitrator within one month of receipt of notice of arbitration addressed by the other party, such arbitrators shall be appointed by the President of the International Court of Justice at the request of the President or the Government.

ARTICLE XXVI

The Republic/Kingdom of shall not incur by reason of the location of the Headquarters Seat within its territory any international responsibility for acts or omissions of the Bank or of officials of the Bank acting or abstaining from acting within the scope of their functions, other than the international responsibility which the Republic/Kingdom of would incur under international Law.

ARTICLE XXVII

1. Without prejudice to the privileges and immunities accorded by this Agreement, it is the duty of all persons enjoying such privileges and immunities to respect the laws and regulations of the Republic/Kingdom of

2. The Bank shall cooperate at all times with the appropriate authorities of the Republic/Kingdom of to facilitate the proper administration of justice, secure the observance of police regulations and prevent the occurrence of any abuse of the privileges, immunities and facilities provided for under this Agreement.
3. The President shall take every precaution to ensure that no abuse of a privilege or immunity conferred by this Agreement shall occur, and for this purpose shall establish such rules and regulations as may be deemed necessary or expedient.
4. Should the Government consider that an abuse of a privilege or immunity conferred by this Agreement has occurred, the President shall, upon request, consult with the appropriate authorities or the Republic/Kingdom of to determine whether any such abuse has occurred. If such consultations fail to achieve a result satisfactory to the President and to the Government, the matter shall be determined in accordance with the procedure set out in Article XXV.

ARTICLE XXVIII

This Agreement shall apply irrespective of whether the Government maintains or does not maintain diplomatic relations with any State concerned in any matter relating to or arising under this Agreement and irrespective of whether the State concerned grants a similar privilege or immunity to diplomatic envoys or nationals or the Republic/Kingdom of

ARTICLE XXIX

1. In so far as this Agreement imposes obligations on the Appropriate Authorities of the Republic/Kingdom of, the ultimate responsibility for the fulfillment of such obligations shall rest with the Government.
2. For purposes of this Agreement, the Bank and the Government shall by mutual agreement determine diplomatic positions, and those of international organizations, comparable in rank to positions occupied by officials of the Bank.
3. The provisions of this Agreement shall be complementary to the provisions of the Agreement for the Establishment of the Bank. In so far as any provisions of this Agreement and any provision of the said Agreement relate to the same subject matter, such provisions shall, wherever possible be treated as complementary, so that both provisions shall be applicable and neither shall narrow the effect of the other.

4. This Agreement shall be construed in the light of its primary purpose of enabling the Bank at the Headquarters Seat to fully and efficiently discharge its functions and fulfil its purposes.
5. Consultations with respect to modifications of this Agreement shall be entered into at the request of the Bank or the Government.
6. The Bank and the Government may enter into such supplemental agreements as may be necessary.
7. This Agreement and any supplemental agreements concluded between the Government and the Bank shall enter into force upon signature, and cease to be in effect two years after either party shall have given notice in writing to the other of its decision to terminate the same, except as regards the provisions that apply to the normal cessation of activities of the Bank in the Republic/ Kingdom of and the disposal of its property therein.

Done at in English/French language
on this day of 199.....

NOTE TO THE CHARTER

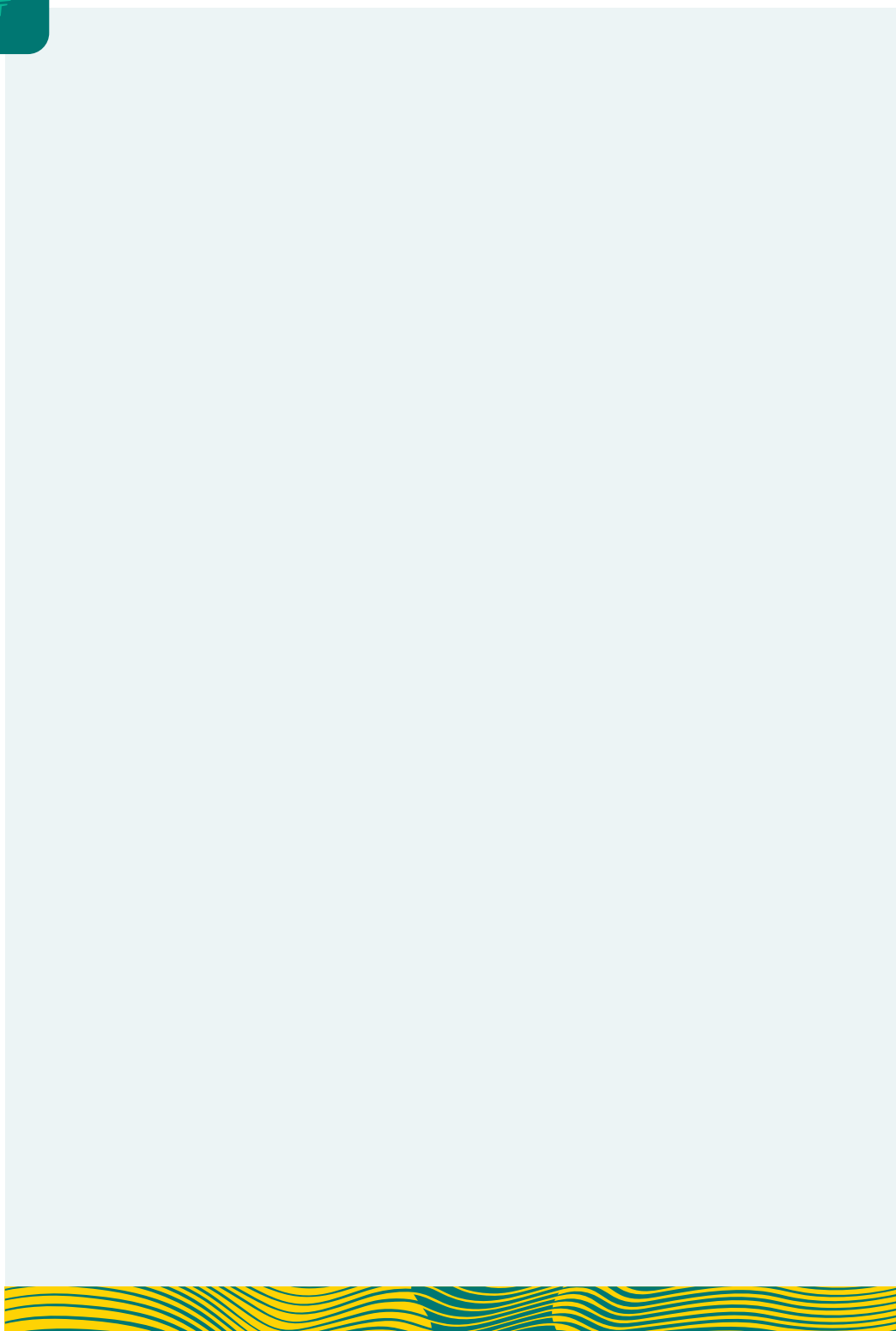
1. The Charter was adopted by the first General Meeting of shareholders in Abuja in October 1993, following the signing in Abidjan of the Agreement (to which the Charter is the first annex) by member states in May 1993.
2. The Charter has been amended four times.
 - 2.1 The first amendments were made in Tunis, Tunisia, at the seventh General Meeting of Shareholders held on 8th May 2000, by General Meeting resolution no. AFREXIM/7GM/2000/006.
 - 2.2 The Tunis amendments included the following:
 - (i) the repeal of the footnote to Schedule “B” of the Charter;
 - (ii) the repeal of resolution No. 2 of the constituent general assembly relating to certain transitional measures for the allotment of the shares of the Bank;
 - (iii) the addition of a paragraph “(3A)” to Article 7;
 - (iv) the addition of a paragraph “(1A)” to Article 21(1); and a paragraph “(3A)” to Article 21(3); and
 - (vi) in Article 42(2), the inclusion of Article 42 itself as one of the provisions requiring a special majority to amend.
 - 2.3 The Tunis amendments became effective on 1st January 2001 and are described as the “First Amendments”.
 - 2.4 The second amendments were made in Gaborone, Botswana, at the second Extraordinary General Meeting of Shareholders held on 5th June 2010, by resolution no. AFREXIM/2EGM/2010/SINGLE and are described as the “Second Amendments”, which took effect on the same date. The Gaborone amendments affected the then Articles 3, 5, 7, 16, 17, 19, 20, 21, 22, 23, 25, 26, 30, 40 and 42 of the Charter.

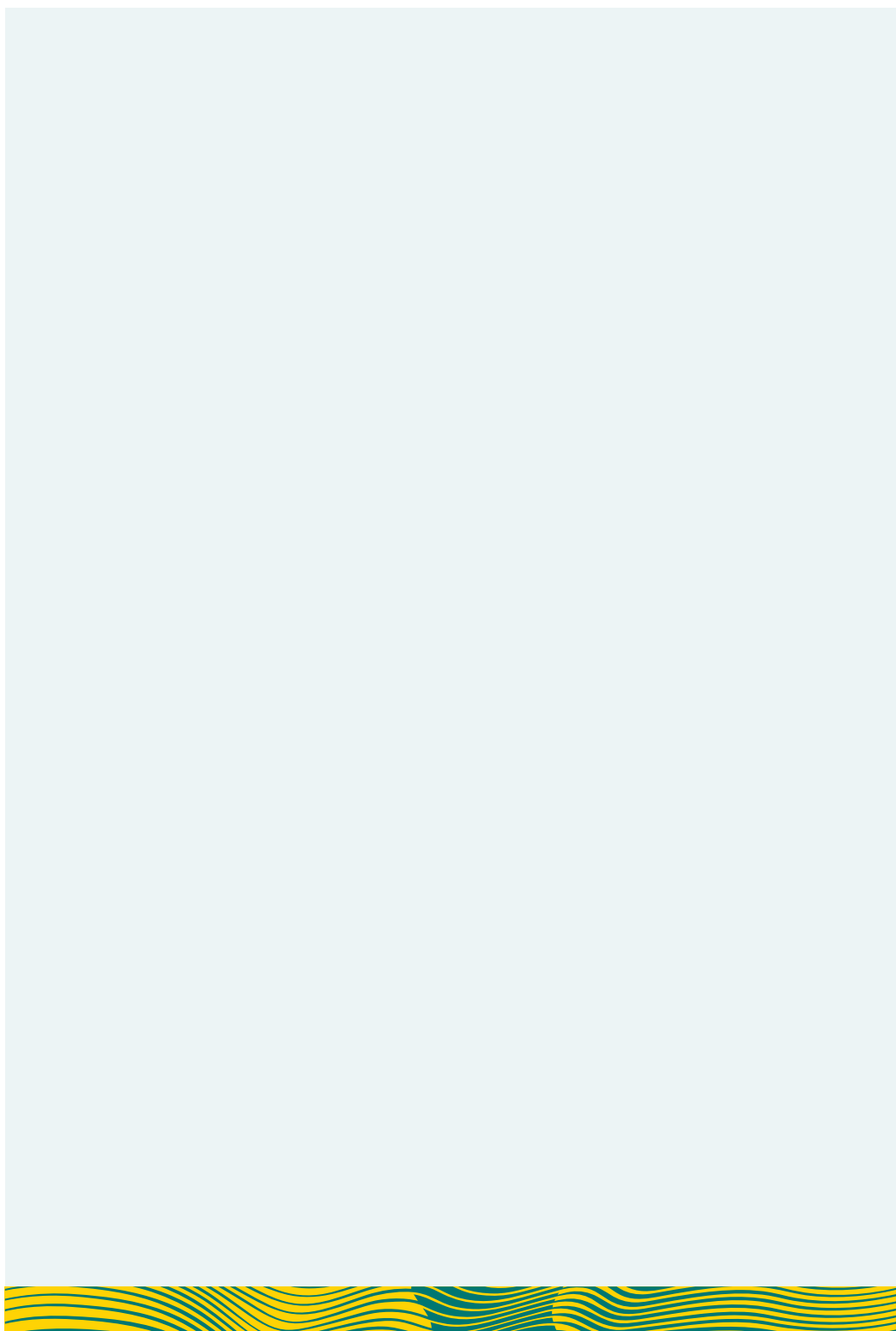
2.5 The third amendments were made in Harare, Zimbabwe, at the third reconvened Extraordinary General Meeting of Shareholders held on 8 December 2012, by resolution No. AFREXIM/3EGM.RECONV/2012/001 and are described as the “Third Amendment”. The amendments were largely as follows:

- (i) to raise the authorized capital from USD 75 million to USD 5 billion (Article 7(1));
- (ii) to create a new class of shares i.e. Class D (Article 7(2));
- (iii) composition of the Board of Directors in line with the creation of the new Class D (Article 21); and
- (iv) consequential changes to various other Articles in line with the above, such as to provide for migration of eligible Class B and C shareholders to Class D and to enhance the matters requiring the consent of Class A where it is necessary to preserve the fundamental character and mission of the institution.

2.6 The fourth amendments were made in Nassau, The Bahamas at the General Meeting of Shareholders held on 15 June 2024, by resolution No. 31AGM/2024/004 and are described as the “Fourth Amendment”. The amendments were largely as follows:

- (i) miscellaneous amendments to reflect the Bank’s broader mandate from providing “credit” to providing “financing”, from supporting “exports” to supporting “trade” and to provide financing for export-generative imports “and goods and services into Africa” (Article 5)
- (ii) to raise the authorized capital from USD 5 billion to USD 25 billion (Article 7(1));
- (iii) to provide for holding of virtual meetings (Articles 18 and 19), and
- (iv) to limit eligibility for appointment as a Class “A” director to African nationals by birth living on the African continent, with the same also applying to the alternate of any such Director







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