### AllB Directive on Designation of Signatory Authority November 26, 2021

### 1. Overriding Objective

- 1.1 In accordance with Article 29(4) of the Articles of Agreement, the President is the legal representative of the Bank.
- 1.2 This Directive is issued by the President to designate the Vice Presidents and Staff of the Bank ("Officers") who may sign written instruments in the name, and on behalf, of the Bank with legally binding effect and consequences.
- 1.2.1 No expert or consultant performing missions or services for the Bank as referred to in Article 50 of the Articles of Agreement shall be allowed to sign written instruments, in the name, and on behalf, of the Bank purporting to have legally binding effect and consequences.
- 1.3 The exercise and interpretation of this Directive shall seek to give effect to this overriding objective.

### 2 General Principles

- 2.1 The authority to sign written instruments and certify documents in the name, and on behalf, of the Bank shall be exercised in accordance with this Directive.
- 2.1.1 This Directive does not preclude the special designation by the President of Officers to sign written instruments in particular cases nor the designation by the President of particular written instruments requiring cosignature by two (or more) Officers.
- 2.1.2 This Directive is neutral as to the form taken by signature or certification in accordance with this Directive (whether physical, automated or virtual), save that its authenticity is verifiable, and integrity is maintained.
- 2.2 This Directive is without effect on the procedure by which the Bank comes to decisions that are reflected in the instruments to be signed or certified.
- 2.3 A list of designated Officers is given in the Annex, which forms part of this Directive.

### 3. Hierarchy of Authority

- 3.1 When two or more Officers are designated to sign a particular instrument, the authority so designated shall be deemed to be conferred on each of such persons severally.
- 3.2 When Officers of more than one Vice Presidency, Office or Department are designated for the purposes of any particular instrument, the authority so conferred should be exercised by an Officer of the Vice Presidency, Office, or Department to

- whose responsibilities the instrument most closely relates.
- 3.2.1 However, when Officers of more than one Vice Presidency, Office or Department are designated for the purposes of any particular instrument, the authority so conferred may be exercised on the basis of signing opportunity, in consultation with the Vice Presidency, Office or Department whose responsibilities most closely relate to such instrument.

### 4. Deputized Authority and Onward Delegation

- 4.1 Any Officer, of no less seniority than a Manager (Grades 10 and 11), appointed to act in an official capacity in the absence of an Officer designated in the Annex of this Directive shall be automatically deemed, whilst acting in that capacity, to have the same signing authority as that Officer, unless otherwise specified by the Annex of this Directive.
- 4.2 The Officers designated for the purposes of any particular instrument may onward delegate to other Officers the authority so conferred upon them, subject to their signing a written statement of such onward delegation and this statement being shared with the Chief Officer.

### 5. Official Chop

- 5.1 The Vice President and Chief Administration Officer (VP CAO) shall exercise one or more Official Chops to affix on any written instrument as may be necessary to carry out the authority and functions of their Vice Presidency.
- 5.2 The Official Chop may be affixed to any written instrument upon the written authorization of the VP CAO. Upon issuance, such written authorization shall be shared with the Chief Officer.
- 5.3 The VP CAO shall be responsible for the use, custody and safekeeping of the Official Chop.
- 5.4 The VP CAO, with or without affixing the Official Chop, shall be authorized to issue certificates or other documents to certify or authenticate copies of Bank documents to third parties, and to attest the designation of signing officers, to the extent as may be necessary to carry out the authority and functions of their Vice Presidency.

### 6. Official Seal

- 6.1 The Vice President, Corporate Secretary shall exercise an Official Seal to affix on any written instrument as may be necessary to carry out the authority and functions of their Vice Presidency.
- 6.2 The Official Seal may be affixed to any written instrument upon the written authorization of the Vice President, Corporate Secretary. Upon issuance, such written

- authorization shall be shared with the Chief Officer.
- 6.3 The Vice President, Corporate Secretary shall be responsible for the use, custody and safekeeping of the Official Seal.
- 6.4 The Vice President, Corporate Secretary, by affixing the Official Seal, shall be authorized to issue Note Verbale. Note Verbale shall not otherwise be issued on behalf of the Bank.

### 7. Decision-Making Processes and Responsibilities

- 7.1 The authority conferred on any Officer by this Directive does not relieve that Officer from subordination to the managerial and consultative procedures of the Bank, and it shall be the responsibility of designated Officers to ensure that all necessary authorizations are obtained before signing a written instrument, or affixing an Official Chop or Official Seal, in accordance with this Directive.
- 7.2 This Directive does not relieve the Officer of the responsibility of compliance with the Code of Conduct for Bank Personnel and adherence to Policies of the Board of Directors, the Staff Regulations, Staff Rules, Directives and Administrative Guidance.
- 7.3 No Officer who is not a Vice President, Head of Office or Department shall sign a written instrument in accordance with this Directive without the knowledge and authority of their corresponding Vice President, Head of Office or Department.

#### 8. Reporting

8.1 Vice Presidents, Heads of Office and Department shall report periodically, as determined by the President, to the Executive Committee on the exercise of the authority conferred upon them and their Vice Presidency, Office or Department in accordance with this Directive.

### 9. Authority

- 9.1 The President, in consultation with the Executive Committee, shall make all final decisions regarding the application of this Directive.
- 9.2 This Directive hereby revokes and replaces the Directive on Designation of Signatory Authority of April 21, 2021.

## **Annex:** Designation of Signatory Authority

The Officers designated below may sign written instruments in accordance with this Directive as follows:

Section	Instruments	Designated Officers organized by Vice Presidencies, and Offices/Departments reporting directly to the President
1.	Agreements and instruments whereby the Bank undertakes to provide loans, equity investments, guarantees and underwriting commitments or to enter into any similar operation, including loan agreements, subscription agreements, share purchase agreements, agreements for the purchase of receivables, and agreements and instruments whereby the Bank divests itself of any equity investment, including sale of shares agreements.	Investment Operations Vice Presidency:  Vice President, Investment Operations Region 1  Vice President, Investment Operations Region 2  Directors General Policy and Strategy Vice Presidency:  Vice President, Policy and Strategy Finance Department:  Chief Financial Officer Risk Management Department:  Chief Risk Officer Corporate Secretary Vice Presidency:  Vice President and Corporate Secretary Administration Vice Presidency:  Vice President and Chief Administration Officer
2.	Agreements and instruments to be executed in anticipation or in implementation of agreements and instruments provided in Section (1) above, including mandate letters, confidentiality undertakings, agency line framework agreements, agency line implementation or cofinancing agreements, project agreements, agreements or instruments providing	Investment Operations Vice Presidency:  Vice President, Investment Operations Region 1  Vice President, Investment Operations Region 2  Directors General

for security or guarantees in favor of the Bank and for the registration or perfection thereof, security sharing agreements, intercreditor agreements, agreements relating to the disposal of assets over which the Bank has taken security, project funds agreements, project completion or support agreements, management agreements, participation agreements, risk sharing agreements, loan assignment or novation agreements, put or call option agreements, and agreements and instruments relating to the divestment of equity investments.

### Policy and Strategy Vice Presidency:

 Vice President, Policy and Strategy

### Finance Department:

Chief Financial Officer

### Risk Management Department:

Chief Risk Officer

# Corporate Secretary Vice Presidency:

 Vice President and Corporate Secretary

### Administration Vice Presidency:

 Vice President and Chief Administration Officer

### 3. Amendments, supplements, notices, demands and releases related to agreements and instruments provided in Sections (1) or (2) above, including any document exercising the Bank's right as a shareholder, including director nomination forms and shareholders' resolutions, notices of revised amortization schedules, notices of suspension or cancellation, notices of waiver or consent, notices of default and notices of acceleration and any amendments of such documents; standstill agreements, restructuring and workout agreements and any amendments of such documents; forms for the establishment and operation of securities accounts and escrow accounts; escrow, trustee or other agreements with any registrar, depository, nominal holder or fiduciary manager; forms for the registration of any securities; instructions concerning any sale, transfer or other disposition of any securities and any rights to securities, including any share transfer

order; instructions concerning any pledge of or other encumbrance over

# Investment Operations Vice Presidency:

- Vice President, Investment Operations Region 1
- Vice President, Investment
   Operations Region 2
- Directors General

### Policy and Strategy Vice Presidency:

 Vice President, Policy and Strategy

### Risk Management Department:

Chief Risk Officer

#### Finance Department:

Chief Financial Officer

# Corporate Secretary Vice Presidency:

 Vice President and Corporate Secretary

### Administration Vice Presidency:

 Vice President and Chief Administration Officer

	any securities created by or in favor of the Bank, including any pledge order.	
4.	Powers-of-attorney for the execution of documents provided in Sections (1), (2), or (3) above and for representing the Bank in connection therewith; proxies or powers-of-attorney for shareholders' or creditors' meetings; indemnity agreements between the Bank and its nominees who act as directors of investee companies and members of creditors' investment committees.	Investment Operations Vice Presidency:  Vice President, Investment Operations Region 1  Vice President, Investment Operations Region 2  Directors General Risk Management Department: Chief Risk Officer
5.	Agreements relating to commercial cofinancing, loan syndications, risk sharing or credit insurance; contracts, orders, assignments, novations, endorsements, guarantees, receipts and other instruments relating to participations by the Bank in loans made by third parties and participations by third parties in Bank loans, including novation certificates, confidentiality undertakings given by the Bank and powers-of-attorney for the execution of the documents referred to in this Section (5) and in Section (6) below and for representing the Bank in connection therewith.	Investment Operations Vice Presidency:  Vice President, Investment Operations Region 1  Vice President, Investment Operations Region 2  Directors General Policy and Strategy Vice Presidency:  Vice President, Policy and Strategy Finance Department:  Chief Financial Officer Risk Management Department:  Chief Risk Officer Corporate Secretary Vice Presidency:  Vice President and Corporate Secretary Administration Vice Presidency:  Vice President and Chief Administration Officer

6. Agreements, instruments, letters or other documents relating to invitations to third parties to cofinance with, participate or share risk in, Bank loans or guarantees, including confidentiality undertakings given to the Bank by such third parties.

# Investment Operations Vice Presidency:

- Vice President, Investment Operations Region 1
- Vice President, Investment Operations Region 2
- Directors General

### Policy and Strategy Vice Presidency:

 Vice President, Policy and Strategy

### Finance Department:

Chief Financial Officer

#### Risk Management Department:

Chief Risk Officer

# Corporate Secretary Vice Presidency:

 Vice President and Corporate Secretary

#### Administration Vice Presidency:

 Vice President and Chief Administration Officer

7. Agreements, or memoranda of understanding, relating to technical assistance or provision of grant cofinancing; agreements, or memoranda of understanding, for contributions to Special Funds and any other resource mobilization mechanisms of the Bank; agreements entered into by the Bank pursuant to and/or in implementation of the transactions contemplated by agreements of cofinancing or cooperation entered into by the Bank with any public or private entity or in respect of any Special Fund, including notices, demands, receipts and other documents relating to such agreements or to contributions to Special Funds or to contributions of

### <u>Investment Operations Vice</u> Presidency:

- Vice President, Investment Operations Region 1
- Vice President, Investment Operations Region 2
- Directors General

### Policy and Strategy Vice Presidency:

- Vice President, Policy and Strategy
- Director General

### Finance Department:

Chief Financial Officer

Corporate Secretary Vice Presidency:

	cooperation funds or the provision of grant cofinancing of projects, except as provided in Section (8) below; confidentiality undertakings given to the Bank by third parties and given by the Bank to third parties related to any the documents referred to in this Section (7) and; powers-of-attorney for the execution of the documents referred to in this Section (7) and for representing the Bank in connection therewith.	<ul> <li>Vice President and Corporate Secretary</li> <li>Administration Vice Presidency:</li> <li>Vice President and Chief Administration Officer</li> </ul>
8.	Requests for payments or contributions to the Bank pursuant to instruments referred to in Section (7) above.	Finance Department:  Chief Financial Officer  Treasurer  Corporate Secretary Vice  Presidency:  Vice President and Corporate  Secretary
9.	Agreements, memoranda of understanding or cooperation, letters of intent or declarations (including any related confidentiality undertakings) in connection with (i) general cooperation between the Bank and third parties not involving financial commitments or liabilities for the Bank, (ii) research activities and/or products financed or cofinanced by the Bank, and/or (iii) publications financed or cofinanced by the Bank.	<ul> <li>Policy and Strategy Vice Presidency:</li> <li>Vice President, Policy and Strategy</li> <li>Director General</li> <li>Investment Operations Vice Presidency:</li> <li>Vice President, Investment Operations Region 1</li> <li>Vice President, Investment Operations Region 2</li> <li>Directors General</li> <li>Corporate Secretary Vice Presidency:</li> <li>Vice President and Corporate Secretary</li> <li>Communications Department:</li> <li>Director General</li> </ul>
10.	Instructions, agreements, orders, assignments, endorsements, receipts or other instruments relating to the	Finance Department:  Chief Financial Officer

	opening or closing of bank accounts (including, but not limited to, securities accounts and custody agreements).	Treasurer
11.	Compliance Statements and related documents.	Finance Department:  Chief Financial Officer  Treasurer  Risk Management Department  Chief Risk Officer  Policy and Strategy Vice Presidency:  Vice President, Policy and Strategy
12.	Instructions relating to deposit into or withdrawal from or transfer from and to bank accounts for all purposes except as provided in Sections (13), (14) and (17) below.	Finance Department:  Chief Financial Officer  Treasurer
13.	Instructions for payment of salaries and for payment of benefits and allowances that are paid through payroll, including any such instructions in electronic form or through an electronic medium.	Finance Department:  Chief Financial Officer  Treasurer  Controller
14.	Instructions for payment of benefits and allowances that are paid outside of payroll, including relocation allowances, education benefits, multipurpose loans to staff, and payments under the Bank's retirement plans, including any such instructions in electronic form or through an electronic medium.	<ul> <li>Finance Department:         <ul> <li>Chief Financial Officer</li> </ul> </li> <li>Treasurer         <ul> <li>Administration Vice Presidency:</li> </ul> </li> <li>Vice President and Chief Administration Officer</li> <li>Director General, Human Resources Department</li> </ul>
15.	Documents relating to opening of letters of credit for procurement of goods for the Bank's own account or in respect of the Bank's investment operations; forms for the establishment and operation of any securities account with any registrar,	Finance Department:  Chief Financial Officer  Treasurer  Controller

	depository, nominal holder or fiduciary manager; forms for the registration of any securities; instructions concerning any sale, transfer or other disposition of any securities and any rights to securities, including any share transfer order; instructions concerning any pledge of or other encumbrance over any securities created by or in favor of the Bank, including any pledge order.	
16.	Contracts, orders, assignments, endorsements, guarantees, receipts and other instruments relating to (i) the purchase, sale, lending, borrowing or custody of securities, fund certificates, foreign exchange and other assets; (ii) cash deposits; and (iii) derivative transactions including but not limited to futures, options, swaps and any combination thereof, except as provided in Section (19) below.	Finance Department:  Chief Financial Officer  Treasurer
17.	Instructions in electronic form or through an electronic medium relating to agreements, instruments and transactions referred to in Section (12) above.	Finance Department:      Chief Financial Officer      Treasurer
18.	Agreements, instructions and other instruments, other than trade confirmations, in electronic form or through an electronic medium relating to transactions referred to in Section (16) above and Section (19) below.	Finance Department:  Chief Financial Officer  Treasurer
19.	Agreements, instructions and other instruments relating to the borrowing of funds and issuance of securities by the Bank, including but not limited to loan and underwriting agreements, contracts with banks or similar institutions to act as fiscal agents, rating agreements and contracts for printing and engraving Bank bonds.	<ul><li>Finance Department:</li><li>Chief Financial Officer</li><li>Treasurer</li></ul>

20.	Agreements, instructions and other instruments related to external audits of the Bank.	Finance Department:  Chief Financial Officer  Controller
21.	Powers-of-attorney for the execution of documents provided in Sections (10), (12), (16) or (19) above.	Finance Department:  • Chief Financial Officer
22.	Notices, demands, receipts and other documents relating to capital subscriptions of members.	Corporate Secretary Vice Presidency:  Vice President and Corporate Secretary  Finance Department:  Chief Financial Officer  Treasurer  Controller
23.	Notices, demands, and communications relating to membership in the Bank.	Corporate Secretary Vice Presidency:  Vice President and Corporate Secretary
24.	Notices, demands, and communications relating to the status of the Bank (including in relation to its privileges and immunities).	Legal Department:  General Counsel
25.	Certificates and other documents certifying or authenticating copies of Bank documents, the designation of signing officers, designated signatories, and other like external matters.	Legal Department:      General Counsel     Corporate Secretary Vice     Presidency:      Vice President and Corporate     Secretary  Administration Vice Presidency      Vice President and Chief     Administration Officer
26.	Certificates in connection with financial reports or retirement plan reports.	Finance Department:  Chief Financial Officer  Controller

27.	Notices, actions, contracts, appointment letters and other documents relating to the engagement and discharge of external legal counsel.	Legal Department:  • General Counsel
28.	Pleadings, briefs, notices, motions, applications, and other documents relating to any litigation, arbitration, bankruptcy or protection proceedings or other legal, regulatory or enforcement proceedings except as provided in Section (29) below; registration and designations of persons to represent the Bank in any of the foregoing processes and proceedings and in the process of filing or effecting due registration with any regulatory authority; settlement agreements; designations of persons to accept service of process on behalf of the Bank or to represent the Bank in any of the foregoing proceedings or in other proceedings; powers-of-attorney for the execution of documents provided in this Section (28) and for representing the Bank in connection therewith.	Legal Department:  • General Counsel
29.	Notices, actions, instructions and other documents relating to investigations, proceedings, settlements and enforcement actions regarding investigations into alleged breaches of the Prohibited Practices Policy and submissions to the Project-affected People's Mechanism; memoranda of understanding and agreements of cooperation relating to one or more of the three CEIU functions (complaints-handling, evaluation and integrity) between CEIU and its counterpart functions at other organizations and agencies.	Complaints-Resolution, Evaluation and Integrity Unit:  Managing Director
30.	Memoranda of understanding and agreements of cooperation (including	Risk Management Department:  • Chief Risk Officer

	any related confidentiality undertakings) relating to the Bank's risk function between RMD and its counterpart functions at other organizations and agencies.	
31.	Notices, actions, letters of appointment (including extensions), secondment agreements and other documents relating to the employment, discharge, compensation, salary advances, loans or expenses of personnel or secondees, whether funded directly by the Bank or from external sources; insurance and indemnity contracts and other service contracts except as provided in Section (36) below.	<ul> <li>Administration Vice Presidency:</li> <li>Vice President and Chief Administration Officer</li> <li>Director General, Human Resources Department</li> </ul>
32.	Contracts and other instruments, relating to corporate procurement of goods, works and services, funded directly by the Bank, estimated to cost USD10,000 or more, and all corporate procurement of consultants and experts, and any amendments of such documents.	<ul> <li>Administration Vice Presidency:</li> <li>Vice President and Chief Administration Officer</li> <li>Director General, Facilities and Administration Services Department</li> </ul>
33.	Contracts and other instruments, including purchase orders and work orders, relating to corporate procurement of goods, works and services, funded directly by the Bank, and any amendments of such documents, where the total and accumulated contract value is estimated to cost less than USD10,000, except as provided in Section (36) below.	Investment Operations Vice Presidency:  Vice President, Investment Operations Region 1  Vice President, Investment Operations Region 2  Directors General Policy and Strategy Vice Presidency:  Vice President, Policy and Strategy  Director General Economics Department:  Chief Economist Finance Department:  Chief Financial Officer

		Treasurer
		Controller
		Corporate Secretary Vice Presidency:
		Vice President and Corporate     Secretary
		Administration Vice Presidency:
		Vice President and Chief     Administration Officer
		Directors General
		Legal Department:
		General Counsel
		Risk Management Department:
		Chief Risk Officer
		Office of the President:
		Chief Officer
		Communications Department:
		Director General
		Complaints-Resolution, Evaluation and Integrity Unit:
		Managing Director
		Internal Audit Office
		Chief Internal Audit Officer
		Ethics Office:
		Chief Ethics Officer
34.	Contracts and other instruments, relating to the employment, discharge,	Investment Operations Vice Presidency:
	compensation, fee advances, or expenses of consultants or experts on mission paid on a daily rate, and	Vice President, Investment     Operations Region 1
contra to the	contracts or other instruments relating to the purchase of goods, works and	Vice President, Investment     Operations Region 2
	services, funded externally.	Directors General
		Policy and Strategy Vice Presidency:
		Vice President, Policy and

35.	Memoranda and other like instruments relating to the planning, organizing, designing and holding of the Bank's Annual Meeting, or any meeting of, or mission by, the Board of Directors of Board of Governors or any conference involving the Bank, including sponsorship agreements, and other like agreements.	Strategy  Director General  Corporate Secretary Vice Presidency:  Vice President and Corporate Secretary  Communications Department:  Director General
36.	Leases, mortgages, contracts for purchases, sales or services of any value and other documents relating to the Bank's administrative services, (including the corporate procurement of goods, works and services required for the operation of the Bank's headquarters and resident offices, including documents in relation to representation of the Bank in registration of office leases with local authorities); and powers-of-attorney for the execution of documents provided in this Section (36).	Administration Vice Presidency:     Vice President and Chief Administration Officer     Director General, Facilities and Administration Services Department