

**AFRICAN DEVELOPMENT BANK
ADB/BG/IF/2010/05**

**AFRICAN DEVELOPMENT FUND
ADF/BG/IF/2010/06
6 August 2010**

MEMORANDUM

TO: THE BOARD OF GOVERNORS

FROM: THE BOARD OF DIRECTORS

SUBJECT: OFFICIAL RECORD OF THE FORTY-FIFTH ANNUAL MEETING OF THE BOARD OF GOVERNORS OF THE AFRICAN DEVELOPMENT BANK AND THE THIRTY-SIXTH ANNUAL MEETING OF THE BOARD OF GOVERNORS OF THE AFRICAN DEVELOPMENT FUND HELD IN ABIDJAN, COTE D'IVOIRE, ON 27 AND 28 MAY 2010*

Please find attached, for information, the Official Record of the Bank Group's 2010 Annual Meetings held in Abidjan, Côte d'Ivoire, on 27 and 28 May 2010. The Reports of the Joint Steering Committee, Twelfth Meeting of the Governors' Consultative Committee (GCC), Standing Committee on the Conditions of Service of Elected Officers as well as the Resolutions adopted by the Boards of Governors attached as Annexes to this Official Record.

**AFRICAN DEVELOPMENT BANK
AFRICAN DEVELOPMENT FUND**



BOARDS OF GOVERNORS

**FORTY-FIFTH ANNUAL
MEETING OF THE ADB
ABIDJAN, CÔTE D'IVOIRE
27 AND 28 MAY 2010**

**THIRTY-SIXTH ANNUAL
MEETING OF THE ADF
ABIDJAN, CÔTE D'IVOIRE
27 AND 28 MAY 2010**

OFFICIAL RECORD

CA

OFFICIAL RECORD

INTRODUCTION

- 1 The Forty-Fifth Annual Meeting of the Board of Governors of the African Development Bank (ADB) and the Thirty-Sixth Annual Meeting of the Board of Governors of the African Development Fund (ADF) were held jointly on 27 and 28 May 2010 at the Palais des Congrès, Hotel Ivoire, Abidjan, Côte d'Ivoire, under the chairmanship of **His Excellency Paul-Antoine BOHOUN BOUABRE**, Minister of State, Minister for Planning and Economic Development as well as Governor for Côte d'Ivoire and Chairperson of the Boards of Governors. The Annual Meetings were opened in the presence of **Dr. Donald KABERUKA**, President of the African Development Bank Group.
- 1.1 About 2408 participants, comprising Governors, Alternate Governors, members of the Boards of Directors, Delegates, Staff and Observers, attended the 2010 Annual Meetings.
- 1.2 The Meetings were preceded by meetings of the subsidiary organs of the Boards of Governors, the Financial Presentation, ADF-12 Consultations, High Level Seminars on: (i) Climate Change and Development Financing; (ii) Measuring Development in Resourced-based and Rural/Informal Economies; (iii) Rebalancing the Role of the State and Market; and (iv) Climate Change – Implications for Agriculture and Food Security in Africa. The Meeting also hosted the CEO's Dialogue on "Taking Africa to the Next Level through Business".

OPENING CEREMONY

- 2 The formal opening ceremony was held in the Palais des Congrès, Hotel Ivoire in Abidjan, Côte d'Ivoire, on Thursday, 27 May 2010 and presided by **His Excellency Laurent GBAGBO**, President of the Republic of Côte d'Ivoire, who was accompanied by the First Lady, **Her Excellency Simone GBAGBO**. Also present were **His Excellency Amadou Toumani TOURE**, President of the Republic of Mali, **His Excellency Thomas Yayi BONI**, President of the Republic of Benin, **His Excellency Faure GNASSINGBE**, President of the Republic of Togo, **His Excellency Tertius ZONGO**, Prime Minister of Burkina Faso, **His Excellency Bernard MAKUZA**, Prime Minister of the Republic of Rwanda, **His Excellency Guillaume SORO**, Prime Minister of the Republic of Côte d'Ivoire, **His Excellency Nguema OWONO**, Deputy Prime Minister of the Republic of Equatorial Guinea, **His Excellency, Alhaji Muhammad MUMUNI**, Minister of Foreign Affairs and Regional Integration of the Republic of Ghana, who represented the President of Ghana, **His Excellency Antoine de Padoue MBOUMBOU MIYAKOU**, President of the Economic and Social Council of Gabon, **His Excellency Jean PING**, President of the African Union Commission and Mr. Abdoulie **JANNEH**, Executive Secretary of the Economic Commission for Africa, who represented the Secretary-General of the United Nations.
- 2.1 In his address, **His Excellency Paul-Antoine BOUHOUN BOUABRE**, Chairperson of the Boards of Governors and Governor for Côte d'Ivoire,

- extended a warm welcome to the Heads of State and Government, Bank Group Governors, their respective delegations and other participants present. He acknowledged the presence of former Presidents of the African Development Bank, Messrs. Willa Mung'omba, Babacar N'Diaye and Fordwor, who had accepted the Bank's invitation to attend the meetings.
- 2.2 The Governor observed that hosting the Bank Group's 2010 Annual Meetings was of great significance for Côte d'Ivoire as, after a long spell due to the crisis, the country had resumed playing host to major international events. He paid tribute to the Head of State for his personal involvement in the efforts that were made to resolve problems that could have compromised the hosting of the meetings in Abidjan.
 - 2.3 In his capacity as the Chairperson of the Board of Governors, he acknowledged that in spite of difficult global economic challenges of the last few years, the Bank had performed remarkably well by developing its capacity, mobilizing resources for the economic development of the continent and becoming a respected advocate of Africa's interest, particularly in international fora. He also noted with satisfaction that the Bank had been able to resolve two important issues of concern during his tenure of office, namely, the Sixth General Capital Increase (GCI-VI) and the increase in the number of seats on the Board of Directors.
 - 2.4 On future measures to be taken, the Governor stated that regional member countries still looked to the Bank for continued support in poverty reduction, implementation of reforms that would improve the Bank's operations, regional integration and championing Africa's cause in the dialogue on climate change adaptation and mitigation. He further stated that he was looking forward to a substantial replenishment of ADF resources.
 - 2.5 He expressed gratitude to Bank Management for the projects and programs being financed in the country and for finalizing the country strategy for Côte d'Ivoire. He pledged the willingness of the country to carry out the measures needed for speedy development and called for the Bank's continuous support especially in the area of new technology and agricultural production.
 - 2.6 Finally, he explained that the hosting of the 2010 Annual meetings was significant to Côte d'Ivoire since, to an average Ivorian, it announced the return of the Bank to its host country. He urged the Bank to work towards that objective.
 - 2.7 In his Statement, the Executive Secretary of the United Nations Economic Commission for Africa, **Mr. Abdoulie JANNEH**, conveyed the message of the UN Secretary General. In the message, the Secretary General acknowledged that, with the support of the African Development Bank, the continent had made remarkable economic and social progress in the last decade, in spite of significant challenges. He encouraged the Bank to assist African countries to consolidate those achievements and mobilize the funds, technology and capacity needed to accelerate progress towards the attainment of the Millennium Development Goals. He also encouraged the continent to target its investment in women and girls, work towards good governance, regional integration, climate change adaptation and mitigation and overall peace and stability. He looked forward to strengthening the collaboration of the UN with the ADB and other development partners, and expressed the determination to support the continent to achieve its full economic, political and social potential.

- 2.8 The President of the African Union Commission, **Mr. Jean PING**, expressed special appreciation to the Bank for holding the Annual Meetings in Abidjan, thus strengthening the hope that the Bank would soon return to the host country of its Headquarters. He thanked the Government and people of Côte d'Ivoire for their hospitality.
- 2.9 Reflecting on the lessons from the past financial crisis, he expressed the need for African countries to diversify their sources of revenue and promote regional integration through inter-state trade facilitation and infrastructure development. Countries should carefully balance their development needs with those for clean energy development and protection of the continent's biodiversity. He encouraged Africa to speak with one voice and assured the gathering that the UN Economic Commission for Africa and the African Union Commission had decided to partner with the African Development Bank to adopt a common stance for Africa in future international fora.
- 2.10 While commending the initiative to increase the Bank's capital and introduce additional reforms in the operations of the Bank, he advised that the reforms would only succeed if regional member countries and the private sector partner effectively.
- 2.11 Finally, he expressed concern at the economic crisis in Europe, hoped that it would not adversely affect African countries and called on the continent to be vigilant and work out adequate strategies to address such effects.
- 2.12 In his statement, **Dr. Donald KABERUKA**, President of the Bank Group expressed gratitude to the Government and people of Côte d'Ivoire for the invitation, the excellent preparation of the meetings and the warm hospitality extended to all the participants. He thanked the distinguished Heads of State and Government for honouring the Bank with their presence, which was also a strong signal of support and ownership.
- 2.13 The Bank Group President acknowledged the keen interest of the host country in the return of the Bank's operations to its Headquarters and expressed his confidence in the capacity of the Ivorian people to find a lasting solution and a definitive end to the crisis soon, to pave the way for the Bank's return. The President also thanked the Government and people of Tunisia for their hospitality since the Bank temporarily relocated its operations to Tunis.
- 2.14 Dr. Kaberuka then recalled that certain key decisions to be taken could impact the trajectory of the Bank for a long time including, among others, the general capital increase, the election of new Board members and the reconfiguration of the Board, the election of the President and the penultimate negotiations for the ADF-12.
- 2.15 The President observed that the global financial crisis momentarily disrupted the growth momentum of African economies, and that it might take some time to return to the buoyant pre-crisis growth peak. He, however, felt that the broader question to be addressed was how African countries could manage commodity revenues to build diversified and self-sustaining economies. He reminded the meeting that the Bank responded to the challenges of the crisis by: (i) doubling its operations in 2009; (ii) providing frontloaded additional budget support, trade finance and liquidity; (iii) using private sector window resources to fill financing gaps in key private sector infrastructure projects; and (iv) being flexible,

innovative and proactive in providing the above support. The Bank was able to react swiftly because of its growing effectiveness, built on the cumulative changes especially over the last three years and resulting from decentralization, responsiveness to clients and sustained focus on priorities built on a robust financial position.

- 2.16 With reference to the significant achievements the Bank had made during the last five years, President Kaberuka explained that: (i) the portfolio of the ADB window had doubled from 8.5 billion Dollars to 15.6 billion Dollars; (ii) ADF approvals increased by 68% in four years; and (iii) non-performing assets of the Bank decreased by 62% through rigorous portfolio monitoring. Going forward, the President undertook to strengthen risk management for a growing portfolio, fulfil commitments so as to deliver value for money through the execution of obligations accepted by the Bank during the GCI-VI discussions, deepen decentralization, adopt and implement a more explicit disclosure policy, demonstrate greater accountability and conduct surveys for feedback from stakeholders.
- 2.17 To consolidate achievements made, President Kaberuka pledged that the Bank would continue to implement a results measurement framework to determine effectiveness, reinforce anti-corruption measures, ensuring that a strong ADF replenishment supplements the GCI-VI and that the Bank remains a focused institution that gives priority to: (i) economic and regional integration; (ii) infrastructure; (iii) governance and support to fragile states; (iv) private sector promotion; (v) skills development; and (vi) food security.
- 2.18 Concluding, the President expressed his gratitude to: (i) Governors and the countries they represent for their confidence and support; (ii) senior Management and staff, forty percent of whom had joined the Bank in the last three years, bringing their talents and multicultural background to bear on the institution's work; and (iii) sister institutions and partners across the world for their loyal collaboration.
- 2.19 The President of the Republic of Mali, **His Excellency Amadou Toumani TOURE**, thanked the President and Government of Côte d'Ivoire for the invitation extended to him and stated that, like all the neighbouring countries to Côte d'Ivoire, Mali was committed to the peace and stability of Côte d'Ivoire. He commended the African Development Bank for its support to Regional Member Countries and called for the allocation of more ADF resources to Low Income Countries. He also commended Non-Regional Member Countries for endorsing the increase in the capital of the Bank but requested that, given the enormous challenges facing Africa, the increase in capital should also be matched by increase in concessional funding.
- 2.20 In his statement, the President of the Republic of Côte d'Ivoire, **His Excellency Laurent GBAGBO**, expressed appreciation to his counterpart Heads of State for accepting the invitation to attend the opening ceremony of the 45th Annual Meeting of the Bank and the 36th Annual Meeting of the Fund. He considered their presence not only as a token of esteem and friendship but also as a demonstration of their commitment to the development of Africa. He welcomed the African Development Bank back to Côte d'Ivoire, and on behalf of the Government and people of Côte d'Ivoire, congratulated the President and staff of the Bank for the achievements recorded in the last few years.

- 2.21 He went on to observe that despite the progress recorded, Africa still faced development challenges and that the leaders of the continent were looking up to the African Development Bank for support. While acknowledging the Bank Group's support to Regional Member Countries with regard to infrastructure development, he called on the Institution to do more in the transport and communication infrastructure sub-sectors, energy production and distribution, and water and sanitation development infrastructure.
- 2.22 He also invited the Bank to be involved in the management of remittances from African immigrants, speak on behalf of the African continent on climate change adaptation and mitigation, increase its involvement in combating pandemics like AIDS and Malaria and support African countries to prevent them from sliding back into fragility. The Bank should assist the Regional Member Countries to create the social, political and economic environment that would encourage development.
- 2.23 Lastly, he pledged the support of his country to the Bank. The President assured that all Ivorians were working together to consolidate the peace and security that had been restored after the crisis and invited the Bank to return to its Headquarters in Côte d'Ivoire. He then declared the 2010 Annual Meetings open.

CONSIDERATION OF AGENDA ITEMS

- 3 The Rapporteur of the Joint Steering Committee, the Governor for Sweden, presented a summary of the conclusions reached by the Joint Steering Committee of the Boards of Governors of the Bank and the Fund, at its meeting held on Tuesday, 25 May 2010, at the Hotel Ivoire in Abidjan, Côte d'Ivoire.
- 3.1 The Boards of Governors noted that the Joint Steering Committee exhaustively considered the following agenda items:
- The Provisional Agenda of the 45th Annual Meeting of the Board of Governors of the ADB and the 36th Annual Meeting of the Board of Governors of the ADF
 - Adoption of the Summary Records of the 44th Annual Meeting of the ADB and the 35th Annual Meeting of the ADF
 - Dates and Venue of the 2011 Annual Meetings of the Boards of Governors of the African Development Bank Group
 - Designation of the Members of the Bureau and the Joint Steering Committee for the period starting from the end of the 2010 Annual Meetings to the end of the 2011 Annual Meetings
 - Update on the Implementation and Financing of the Heavily Indebted Poor Countries Initiative and the Multilateral Debt Relief Initiative
 - Independent Review Mechanism: Annual Report for 2009
 - Information Note on Bank Activities and Initiatives in the Water Sector in 2009
 - New Partnership for Africa's Development (NEPAD) Infrastructure Program: Annual Report
 - The Annual Report and Audited Financial Statements of the ADB for the Financial Year ended 31 December 2009
 - Allocation and Distribution of the Net Income of the ADB for the Financial Year ended 31 December 2009
 - Distribution of the Net Income of the NTF for the Financial Year ended 31 December 2009

- Instrument for the Establishment of the Clim-Dev Africa Special Fund
 - Annual Report and Audited Special Purpose Financial Statements of the ADF for the Year ended 31 December 2009
 - Report of the ADF-11 Mid-Term Review and Status of the ADF-12 Consultations
 - General Election of the Executive Directors of the African Development Bank and Selection of the Executive Directors of the African Development Fund.
- 3.2 The Boards of Governors then noted that the Joint Steering Committee reached consensus on these items, as reflected in various recommendations and resolutions adopted. However, they further noted that some Governors raised issues concerning the Resolutions on the Bank's Sixth General Capital Increase and the increase in the number of seats on the Board of Directors, and that Management provided the necessary clarifications with assurances that the concerns raised would be addressed in the revised documents and resolutions to be submitted to the Board of Governors. The Boards of Governors thanked the Governor for Sweden for the report.

Report of the Eleventh Meeting of the Governors' Consultative Committee (GCC) of 23 April 2010

- 3.3 The Chairperson of the Board of Governors recalled that the GCC had submitted directly to the Board, its Report on: (i) the Sixth General Capital Increase of the Resources of the Bank; (ii) Review of the Share Transfer Rules; and (iii) Report of the Contact Group on the Request of Countries in the Southern Africa Sub-Region to Increase their Representation on the Board of Directors of the Bank. The Board of Governors then endorsed the recommendations of the GCC as follows:

Sixth General Capital Increase of the Resources of the Bank (GCI-VI)

- 3.4 Increase the authorized capital stock of the Bank from twenty-one billion eight hundred and seventy million Units of Account (UA 21,870,000,000) to sixty-five billion six hundred and ten million Units of Account (UA 65,610,000,000), on the terms and conditions set forth in the draft resolution. The authorized capital of twenty-one billion eight hundred and seventy million Units of Account (UA 21,870,000,000) excludes: (i) the temporary increase in callable capital allocated to Canada and the Republic of Korea; and (ii) the special capital increase to allow for the subscriptions of the Republic of Turkey and the Grand Duchy of Luxembourg.
- 3.5 The GCI-VI should be accompanied by a package of reforms set forth in an Institutional Reform Matrix, including, among others, establishing: (i) a longer term strategy, (ii) a robust risk and corporate management framework; (iii) review of the Bank's income model to ensure adequate cost recovery, and putting in place a coherent and comprehensive results framework covering all Bank operations; and (iv) undertaking an effective division of labour with other MDBs and enhancing management of the Bank's operations pipeline. Furthermore, Management should submit proposals to the Board of Directors on loan pricing and promote enhanced transfer of resources to the ADF from the net income of the Bank as well as make public the reform measures and undertake an independent review after three years,.

3.6 The Board of Governors then adopted Resolution B/BG/2010/08, attached hereto.

II Review of Share Transfer Rules

3.7 The Board of Governors recalled that as part of the GCI-VI process, it had requested a review of the Bank's Share Transfer Rules. Governors took note of the consensus reached at the Board of Directors regarding the amendment to the priority rules under the Share Transfer Rules, and approved the Report of the Board of Directors and the proposed amendments. The Board of Governors also adopted Resolution B/BG/2010/09, attached hereto.

III Request of Countries in the Southern Africa Sub-Region to Increase their Representation on the Board of Directors of the Bank

3.8 The Board of Governors of the Bank approved the following proposals in relation to the above Request:

- (I) Increasing the number of seats on the Board of Directors of the Bank by two seats;
- (II) Allocating one of these seats to regional member countries and the other to non-regional member countries;
- (III) Approving the Draft Resolution in this regard with immediate applicability, so as to permit a smooth and orderly conduct of the general election of the members of the Board of Directors during the 2010 Annual Meeting.

3.9 The Board of Governors of the Bank adopted Resolution B/BG/2010/10, attached hereto.

3.10 The Board of Governors of the Fund also adopted Resolution F/BG/2010/03, attached hereto.

3.11 Furthermore, Governors urged Management to take measures to minimize the budgetary impact within the Bank's budget and to take account of Board efficiency.

Report of the Twelfth Meeting of the Governors' Consultative Committee (GCC) of 25 May 2010

3.12 The Chairperson of the Board of Governors recalled that the GCC had submitted directly to the Board of Governors, the above Report concerning the assessment of the situation in the Bank's host country, Côte d'Ivoire. The Board of Governors took note, with satisfaction, of the improvement in the security and the political situation in Côte d'Ivoire since the submission in March 2010, of the consolidated half-yearly reports on the situation in the country. This was reflected by several positive developments on the ground, including the improvement in the United Nation's security index. The decision by the shareholders of the Bank to hold the 2010 Annual Meetings in Abidjan testified to those positive developments.

3.13 The Board of Governors, however, agreed with the GCC that more time was needed to consolidate the progress made, and therefore endorsed its recommendation to extend the Temporary Relocation Period for twelve (12) months. Governors also: (i) reaffirmed that the Headquarters of the Bank shall remain in Abidjan, Côte d'Ivoire; (ii) directed the Board of Directors to continue to closely monitor the situation; (iii) further directed the GCC to meet at an

appropriate date before the 2011 Annual Meetings to provide appropriate guidance to the Board of Governors; and (iv) decided that there shall be a twelve-month notice period, to ensure proper planning and orderly return of the operations of the Bank to its Headquarters after a final decision is taken by Governors. The Board of Governors then adopted Resolution B/BG/2010/07 attached hereto.

- 3.14 The Board of Governors of the Fund concurred with the decision of the Board of Governors of the Bank and adopted Resolution F/BG/2010/02, attached hereto.

Report of the Meeting of the Standing Committee on the Conditions of Service of Elected Officers of the ADB

- 3.15 The Board of Governors of the Bank noted the Committee's observation that it was not in a position to make any recommendations to it at this time, particularly on a cost-of-living adjustment and a comprehensive review of the terms and conditions of service of Elected Officers. The Board of Governors further noted that the Committee would reconvene within the next six months and submit its recommendations.

Report of the Steering Committee of the Board of Governors for the Election of the President of the African Development Bank

- 3.16 In accordance with the relevant Rules on the election of the President of the Bank, the Board of Governors of the ADB proceeded with the election of the President on 27 May 2010, the first day of the Annual Meetings.
- 3.17 The Board of Governors of the ADB noted that the incumbent President, Dr. Donald KABERUKA, was the sole candidate; he had served only one term, satisfied the eligibility criteria in Article 36 of the Agreement establishing the Bank and therefore still eligible for re-election. On the proposal of the Governor for Morocco and supported by the Governors for Seychelles, South Africa, Uganda, Congo, Côte d'Ivoire, Kenya, United Kingdom, Algeria and Nigeria, the Board of Governors of the African Development Bank re-elected Dr. Donald KABERUKA by acclamation to the Office of President of the Bank for another period of five years. The Board of Governors then adopted Resolution B/BG/2010/15 attached hereto.
- 3.18 In his brief acceptance statement, Dr. Donald KABERUKA thanked the Governors for renewing their trust and confidence in his leadership. He recalled the commitments he made on his election in 2005 and noted with gratitude and humility that the achievements made by the Bank during the past five years had been made possible by the strong support of dedicated shareholders, development partners and staff.
- 3.19 He underlined that the sincere support he got enabled the Bank to consolidate its financial position, obtain enhanced respectability, make strategic choices, manage the effect of the global financial crisis on the economies of regional member countries and become the African voice on development matters in international fora. Concluding, Dr. KABERUKA undertook to consolidate the Bank's achievements and to continue to serve the Bank and Africa with humility and dedication.

General Election of the Executive Directors of the African Development Bank and Selection of the Executive Directors of the African Development Fund

- 3.20 The Board of Governors of the Bank endorsed the election of twenty Executive Directors to serve on the Board of Directors of the Bank and adopted Resolution B/BG/2010/16 attached as annex.
- 3.21 The Board of Governors of the Fund endorsed the selection of the seven non-regional Executive Directors to serve on the Board of Directors of the Fund and adopted Resolution F/BG/2010/05 attached as annex. The Board noted that the President of the Bank would designate the representatives of the Bank on the ADF Board.

RESOLUTIONS ADOPTED

- 4 The Resolutions and Votes of Thanks adopted are contained in Annex 1 of this Report and listed below:
- (i) Dates and Venue of the next Annual Meetings;
 - (ii) Sixth General Capital Increase of the Bank;
 - (iii) Review of the Bank's Share Transfer Rules;
 - (iv) Temporary Relocation of the Operations of the African Development Bank to the Temporary Relocation Agency in Tunis, Tunisia: Annual Review of the Temporary Relocation Period;
 - (v) Increase in the number of Executive Directors;
 - (vi) Annual Report and Audited Financial Statements of the Bank for the financial year ended 31 December 2009;
 - (vii) Allocation and Distribution of Part of the Net Income of the Bank for the financial year ended 31 December 2009;
 - (viii) Distribution of Part of the Net Income of the Nigeria Trust Fund (NTF) for the financial year ended 31 December 2009;
 - (ix) Annual Report and Audited Special Purpose Financial Statements of the ADF for the financial year ended 31 December 2009;
 - (x) Establishment of the ClimDev Africa Special Fund;
 - (xi) Election of the President of the African Development Bank;
 - (xii) General Election of Executive Directors of the African Development Bank;
 - (xiii) Selection of the Executive Directors of the African Development Fund;
 - (xiv) Votes of Thanks of the Boards of Governors in favour of several Personalities and governing bodies, particularly, His Excellency Laurent GBAGBO, President of the Republic of Côte d'Ivoire and the First Lady, His Excellency Amadou Toumani TOURE, President of the Republic of Mali, His Excellency Thomas Yayi BONI, President of the Republic of Benin, His Excellency Faure GNASSINGBE, President of the Republic of Togo, His Excellency Tertius ZONGO, Prime Minister of Burkina Faso, His Excellency Bernard MAKUZA, Prime Minister of the Republic of Rwanda, His Excellency Guillaume SORO, Prime Minister of the Republic of Côte d'Ivoire, His Excellency Nguema OWONO, Deputy Prime Minister of the Republic of Equatorial Guinea, His Excellency Alhaji Muhammad MUMUNI, Minister of Foreign Affairs and Regional

Integration of Ghana, who represented the President of Ghana, His Excellency Antoine de Padoue MBOUMBOU MIYAKOU, President of the Economic and Social Council of the Republic of Gabon, His Excellency Jean PING, President of the African Union Commission, Mr. Abdoulie JANNEH, Executive Secretary of the Economic Commission for Africa, representing the Secretary General of the United Nations, the outgoing Chairperson, the Bureau, the Joint Steering Committee, the Governors' Consultative Committee, National Organizing Committee of the 2010 Annual Meetings; the President, Boards of Directors, Management and Staff of the Bank and the outgoing members of the Boards of Directors of the Bank and the Fund.

SUMMARY OF THE KEY POINTS OF GOVERNORS' STATEMENTS

- 5 In their respective statements, the Governors expressed their deep appreciation and gratitude to the President, Government and people of the Republic of Côte d'Ivoire for the warm Ivorian "Akwaba" hospitality extended to them and members of all the delegations present and for the excellent facilities made available for their meetings.
- 5.1 The Governors also expressed their appreciation to the President of the African Development Bank Group, the Board of Directors and staff of the Bank for the considerable effort deployed to strengthen the Bank, despite the difficult global economic climate, in such a way that it has become the premier development finance institution in Africa. In that regard, they lauded the leadership of the Bank Group President and unanimously renewed their confidence in him. They hoped that, under his guidance, the Bank would continue to stay the course, consolidate its achievements and strengthen its role as the premier regional development Bank that is fully committed to assisting Regional Member Countries to meet their challenges.
- 5.2 In addition, the Governors emphasized that the Annual Meetings of the Bank Group were being held in a challenging global economic context, after several crises and slow fragmented and fragile recovery. They, however, acknowledged that despite this difficult economic climate, the Bank recorded positive results in 2009 and, without jeopardizing its financial strength, took bold, prompt and flexible initiatives to respond to the growing demands from borrowing member countries and support them to face the challenges that resulted from various crises. Therefore, they unanimously expressed support for the Bank's Sixth General Capital Increase (GCI-VI) as well as the increase in the number of seats on the Boards of Directors. They emphasized that, beyond strengthening the Institution's financial base, the GCI-VI was a mark of shareholders' confidence in the Bank and a strong boost to enable it fulfill its development mandate for Africa. Nevertheless, they observed that that mark of confidence must be accompanied by increased responsibility. Therefore, they encouraged the Bank to pursue the implementation of initiated reforms, improve the effectiveness of the decentralization process and promote the development of Africa's private sector, including in Low Income Countries.
- 5.3 The Governors stressed the need for the Bank to concentrate its intervention in its areas of comparative advantage such as the development of infrastructure, the promotion of the private sector, the provision of support to Fragile States and the improvement of access to water and sanitation in Regional Member Countries.
- 5.4 Governors also underlined those issues that would require greater attention by the Bank in 2010, namely: (i) the transformation of the Medium-Term Strategy to a Longer-Term Strategy, taking into account the post-crisis scenario, the division of labour among international finance institutions, the need to differentiate between the interventions and approaches for Middle-Income Countries and that of Low-Income Countries, so as to adequately respond to their respective needs; (ii) the development of a framework for results measurement, with emphasis on the improvement of management systems, the quality of operations and results-

oriented and sustainable development; (iii) improvement in the rate of project execution; (iv) promotion of civil society participation; (v) strengthening of gender mainstreaming; (vi) strengthening of risk management capacity; (vii) promotion of private sector operations; (viii) development of a new strategy with the aim of mitigating the effects of climate change and promoting the development of renewable energy; (ix) promotion of a work environment based on merit, results and cross-complex collaboration; (x) deepening of regional economic integration; (xi) strengthening of the capacity of regional institutions; (xii) increasing the allocation from the net income to the African Development Fund; (xiii) involvement of the ADF in financing Public/Private Partnership interventions; and (xiv) increased presence of the Bank at the national level to enable it to readily provide its expertise to Regional Member Countries.

- 5.5 Finally, the Governors congratulated the Bank Group President, Dr. Donald KABERUKA on his re-election and encouraged him to pursue the reforms that he had already initiated to improve the Bank's operations.



Cecilia AKINTOMIDE
Secretary General

ANNEXES

- Annex 1** **Resolutions adopted during the 2010 Annual Meetings**
- Annex 2** **Report of the Meeting of the Joint Steering Committee, held on 25 May 2010**
- Annex 3** **Report of the Twelfth Meeting of the Governors' Consultative Committee (GCC), held on 25 May 2010**
- Annex 4** **Report of the Meeting of the Standing Committee on the Conditions of Service of Elected Officers**

Annex 1**List of Resolutions Adopted****(i) Resolutions**

- (i) Dates and Venue of the Forty-Sixth Annual Meeting of the Board of Governors of the Bank and Thirty-Seventh Annual Meeting of the Board of Governors of the Fund (B/BG/2010/06 – F/BG/2010/01);
- (ii) Temporary Relocation of the Operations of the African Development Bank to the Temporary Relocation Agency in Tunis, Tunisia: Annual Review of the Temporary Relocation Period (B/BG/2010/07);
- (iii) Temporary Relocation of the Operations of the African Development Bank to the Temporary Relocation Agency in Tunis, Tunisia: Annual Review of the Temporary Relocation Period (F/BG/2010/02);
- (iv) Sixth General Capital Increase (B/BG/2010/08);
- (v) Amendment to the Share Transfer Rules of the African Development Bank (B/BG/2010/09);
- (vi) Increase in the Number of Executive Directors under Article 33(1) of the Agreement Establishing the African Development Bank (B/BG/2010/10);
- (vii) Increase in the Number of Executive Directors under the Agreement Establishing the African Development Fund (F/BG/2010/03);
- (viii) Annual Report and Audited Financial Statements of the Bank for the financial year ended 31 December 2009;
- (ix) Annual Report and Audited Special Purpose Financial Statements of the ADF for the financial year ended 31 December 2009 (F/BG/2010/04);
- (x) Allocations and Distributions of Part of the Net Income of the African Development Bank for the financial year ended 31 December 2009 using Allocable Income as the Basis of Allocation and Distribution (B/BG/2010/12);
- (xi) Distribution of Part of the Income of the Nigeria Trust Fund (NTF) for the financial year ended 31 December 2009 (B/BG/2010/13);
- (xii) Establishment of the ClimDev Africa Special Fund (B/BG/2010/14);
- (xiii) Election of the President of the African Development Bank (B/BG/2010/15);
- (xiv) General Election of Executive Directors of the African Development Bank (B/BG/2010/16);
- (xv) Selection of the Executive Directors of the African Development Fund (F/BG/2010/05);

(II) Votes of Thanks

- (i) Vote of Thanks of the Boards of Governors to His Excellency Laurent GBAGBO, President of the Republic of Côte d'Ivoire and the First Lady (B/BG/2010/17-F/BG/201006);
- (ii) Vote of Thanks of the Boards of Governors to His Excellency Amadou Toumani TOURE, President of the Republic of Mali (B/BG/2010/18-F/BG/2010/07);
- (iii) Vote of Thanks of the Boards of Governors to His Excellency Thomas Yayi BONI, President of the Republic of Benin (B/BG/2010/19-F/BG/2010/08);
- (iv) Vote of Thanks of the Boards of Governors to His Excellency Faure GNASSINGBE, President of the Republic of Togo (B/BG/2010/20-F/BG/2010/09);
- (v) Vote of Thanks of the Boards of Governors to His Excellency Bernard MAKUZA, Prime Minister of the Republic of Rwanda (B/BG/2010/21-F/BG/2010/10);
- (vi) Vote of Thanks of the Boards of Governors to His Excellency Tertius ZONGO, Prime Minister of Burkina Faso (B/BG/2010/22-F/BG/2010/11);
- (vii) Vote Thanks of the Boards of Governors to His Excellency John ATTA MILLS, President of the Republic of Ghana, represented by His Excellency Alhaji Muhammad MUMUNI, Minister of Foreign Affairs and Regional Integration (B/BG/2010/23-F/BG/2010/12);
- (viii) Vote of Thanks of the Boards of Governors to His Excellency Ali BONGO, President of the Republic of Gabon, represented by His Excellency Antoine de Padoue MBOUMBOU MIYAKOU, President of the Economic and Social Council (B/BG/2010/24-F/BG/2010/13);
- (ix) Vote of Thanks of the Boards of Governors to His Excellency Teodoro OBIANG NGUEMA MBASOGO, President of the Republic of Equatorial Guinea, represented by His Excellency Salomon NGUEMA OWONO, Deputy Prime Minister (B/BG/2010/25-F/BG/2010/14);
- (x) Vote of Thanks of the Boards of Governors to His Excellency Guillaume SORO, Prime Minister of the Republic of Côte d'Ivoire, to Mr. Jean-Baptiste GOMONT DIAGOU, Mayor of the District of Cocody and to the National Organizing Committee of the Republic of Cote d'Ivoire (B/BG/2010/26-F/BG/2010/15);
- (xi) Vote of thanks the Boards of Governors to Mr. Ban Ki-Moon, Secretary General of the United Nations, represented by Mr. Abdoulie Janneh, Executive Secretary of the Economic Commission for Africa (B/BG/2010/27-F/BG/2010/16);
- (xii) Vote of Thanks of the Boards of Governors to His Excellency Jean PING, President of the African Union Commission (B/BG/2010/28-F/BG/2010/17);

- (xiii) Vote of Thanks of the Boards of Governors to the outgoing Chairperson, the Bureau, the Joint Steering Committee and the Governors' Consultative Committee (B/BG/2010/29-F/BG/2010/18);
- (xiv) Vote of Thanks of the Boards of Governors to the Boards of Directors, President, Management and Staff (B/BG/2010/30-F/BG/2010/19);
- (xv) Vote of Thanks of the Boards of Governors to the outgoing members of the Boards of Directors of the Bank and the Fund B/BG/2010/31-F/BG/2010/20).

**AFRICAN DEVELOPMENT BANK
AFRICAN DEVELOPMENT FUND**



BOARDS OF GOVERNORS

**FORTY-FIFTH ANNUAL
MEETING OF THE ADB**

**THIRTY-SIXTH ANNUAL
MEETING OF THE ADF**

**ABIDJAN, REPUBLIC OF COTE D'IVOIRE
27 AND 28 MAY 2010**

RESOLUTIONS ADOPTED AT THE 2010 ANNUAL MEETINGS

CA

BOARDS OF GOVERNORS

Resolution B/BG/2010/06 – F/BG/2010/01

Adopted at the First Sitting of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”), on 27 May 2010

Dates and Venue of the Forty-Sixth Annual Meeting of the Board of Governors of the Bank and the Thirty-Seventh Annual Meeting of the Board of Governors of the Fund (2011)

THE BOARDS OF GOVERNORS,

HAVING REGARD to Article 31(1) of the Agreement establishing the Bank and Article 25(1) of the Agreement establishing the Fund;

HAVING CONSIDERED:

- (i) Resolution B/BG/92/07 concerning the venue of Annual Meetings;
- (ii) Document ADB/BG/WP/2010/08 – ADF/BG/WP/2010/03 (the “Proposal”) on the Dates and Venue of the Forty-Sixth Annual Meeting of the Board of Governors of the Bank and the Thirty-Seventh Annual Meeting of the Board of Governors of the Fund, (collectively, the “2011 Annual Meetings”);
- (iii) The invitation of the Government of Portugal, expressing its desire to host the 2011 Annual Meetings in **Lisbon, Portugal**; and
- (iv) The recommendation of the Boards of Directors contained in the Proposal;

RESOLVE to hold the 2011 Annual Meetings in **Lisbon, Portugal** from **9 to 10 June 2011**.

AFRICAN DEVELOPMENT BANK

BOARD OF GOVERNORS

Resolution B/BG/2010/07

Adopted at the First Sitting of the Forty-Fifth Annual Meeting
of the African Development Bank, on 27 May 2010

**Temporary Relocation of the Operations of the African Development Bank to the
Temporary Relocation Agency in Tunis, Tunisia: Twelve (12) Months Review of the
Temporary Relocation Period**

THE BOARD OF GOVERNORS,

HAVING REGARD to: (i) the Agreement Establishing the African Development Bank (the "Bank"), in particular Articles 1 (Purpose), 2 (Functions), 29 (Board of Governors: Powers); 32 (Board of Directors: Powers), 37 (The Office of the President), and 39 (Office of the Bank); (ii) the General Regulations of the Bank, in particular Article 4 (Powers, Functions and Responsibilities of the Board of Directors and the President); and (iii) the Terms of Reference of the Governors' Consultative Committee (GCC);

RECALLING:

- (i) Resolution B/BD/2002/09-F/BD/2002/08, adopted on 27 February 2002 by the Boards of Directors of the Bank and the African Development Fund (the "Fund"), confirming the selection of Tunisia as the Regional Member Country to host the Temporary Relocation Agency for the African Development Bank Group (TRA);
- (ii) Resolution B/BD/2003/03-F/BD/2003/02, adopted on 19 February 2003 by the Boards of Directors of the Bank and the Fund, authorizing the temporary relocation of operations of the Bank to the TRA;
- (iii) Resolution B/BG/2003/02-F/BG/2003/02, adopted on 30 April 2003 by the Boards of Governors of the Bank and the Fund, authorizing the temporary relocation of the Boards of Directors of the Bank and the Fund to the TRA;
- (iv) Resolution B/BG/2003/04, adopted by this Board on 3 June 2003, fixing the timeframe of the temporary relocation of operations to the TRA as twenty-four (24) months from 3 June 2003 (the "Temporary Relocation Period"), and providing the related review process of the Temporary Relocation Period as well as the required notice period for an orderly and planned return of the Bank's operations to its Headquarters; and

FURTHER RECALLING the decisions of this Board since 2005 with the most recent being Resolution B/BG/2009/03 adopted on 13 May 2009, by which this Board resolved, inter alia, that the situation in the Host Country of the Headquarters was not yet conducive for a return of the operations of the Bank to its Headquarters, and therefore extended the Temporary Relocation Period for another twelve (12) month period;

HAVING CONSIDERED:

- (v) The Report of the Twelfth meeting of the GCC, in particular the recommendations contained therein regarding the Temporary Relocation Period; and

- (vi) The importance of ensuring the safety and welfare of the Officers and Staff of the Bank, as well as the effective functioning of the Bank while consolidating the gains accomplished thus far;

HEREBY:

- (i) Reaffirms that the Headquarters of the Bank shall remain in Abidjan, Côte d'Ivoire;
- (ii) Takes note of the developments in Cote d'Ivoire in the first quarter of the year and the progress made since then by the Host Country towards consolidating peace and stability, but decides that the situation in the Host Country is not yet conducive for an immediate return of the operations of the Bank to its Headquarters;
- (iii) Extends the Temporary Relocation Period for twelve (12) months from June 2010;
- (iv) Directs the Board of Directors to continue to closely monitor the situation in the Host Country in accordance with the following: (a) the normalization of the political and security situation; and (b) the existence of the basic facilities and infrastructure necessary for the effective operations of the Bank;
- (v) Further directs the GCC to meet at an appropriate date before the 2011 Annual Meetings to provide guidance to the Board of Governors on the issues referred to in paragraph (iv) above relating to the Bank's return to Abidjan and anything else judged relevant, and to recommend a decision to be taken by the Board of Governors at the 2011 Annual Meetings;
- (vi) Decides that there shall be a twelve (12) month notice period, to ensure proper planning and orderly return of the operations of the Bank to its Headquarters after a final decision is taken by the Board of Governors; and
- (vii) Authorizes the Board of Directors and the President to take such administrative measures, as may be necessary or expedient for the implementation of this Resolution, having regard to the functions and powers of the Board of Directors and the President, as set out in the Agreement establishing the Bank, the General Regulations, and other subsidiary instruments of the Bank.



AFRICAN DEVELOPMENT FUND

BOARD OF GOVERNORS

Resolution F/BG/2010/02

Adopted at the First Sitting of the Thirty-Sixth Annual Meeting
of the African Development Fund, on 27 May 2009

Temporary Relocation of the Operations of the African Development Bank to the Temporary Relocation Agency in Tunis, Tunisia: Twelve (12) Month Review of the Temporary Relocation Period

THE BOARD OF GOVERNORS,

HAVING REGARD to: (i) the Agreement Establishing the African Development Fund (the "Fund"), in particular Articles 2 (Purpose), 23 (Board of Governors: Powers); 26 (Board of Directors: Functions), 30 (The President), 31 (Relationship to the Bank); and 32 (Office of the Fund); and (ii) the General Regulations of the Fund, in particular Article 4 (Delegation of Powers);

RECALLING:

- (i) Resolution B/BD/2002/09-F/BD/2002/08, adopted on 27 February 2002 by the Boards of Directors of the African Development Bank (the "Bank") and the Fund, confirming the selection of Tunisia as the Regional Member Country to host the Temporary Relocation Agency for the African Development Bank Group (TRA);
- (ii) Resolution B/BD/2003/03-F/BD/2003/02, adopted on 19 February 2003 by the Boards of Directors of the Bank and the Fund, authorizing the temporary relocation of operations of the Bank to the TRA;
- (iii) Resolution B/BG/2003/02-F/BG/2003/02, adopted on 30 April 2003 by the Boards of Governors of the Bank and the Fund, authorizing the temporary relocation of the Boards of Directors of the Bank and the Fund to the TRA; and
- (iv) Resolution B/BG/2003/04, adopted by the Board of Governors of the Bank on 3 June 2003, during the 2003 Annual Meetings, fixing the timeframe for the temporary relocation of operations of the Bank as twenty-four (24) months from 3 June 2003 (the "Temporary Relocation Period"), and the concurrence of this Board, with the decisions contained in that Resolution, as indicated in its Resolution F/BG/2003/04, adopted on 3 June 2003;

FURTHER RECALLING:

- (i) The decisions of the Board of Governors of the Bank, since 2005 with the most recent being Resolution B/BG/2010/08 adopted on 13 May 2009, by which that Board resolved, *inter alia*, that the situation in the Host Country of the Headquarters was not yet conducive for a return of the operations of the Bank to its Headquarters, and therefore extended the Temporary Relocation Period for another twelve (12) month period; and the concurrence of this Board, with such decisions; and
- (ii) Resolution B/BG/2010/08 adopted on 27 May 2010 by the Board of Governors of the Bank concerning the twelve (12) month review of the Temporary Relocation Period (the "2010 Temporary Relocation Period Resolution");

HAVING DULY NOTED:

- (i) The Report of the Twelfth meeting of the Governors' Consultative Committee of the Bank, in particular the recommendations contained therein regarding the Temporary Relocation Period; and
- (ii) The importance of ensuring the safety and welfare of the Officers and Staff of the Bank, as well as preserving the effective functioning of the Bank while consolidating the gains accomplished thus far;

CONCURS with the decision of the Board of Governors of the Bank, as set out in the 2010 Temporary Relocation Period Resolution; and

AUTHORIZES the Board of Directors and the President to take such administrative measures, as may be necessary or expedient for the implementation of this Resolution, having regard to the functions and powers of the Board of Directors and the President, as set out in the Agreement establishing the Fund, the General Regulations, and other subsidiary instruments of the Fund.



AFRICAN DEVELOPMENT BANK

BOARD OF GOVERNORS

Resolution B/BG/2010/08

Adopted at the First Sitting of the Forty-Fifth Annual Meeting
of the African Development Bank, on 27 May 2010

Authorizing the Sixth General Capital Increase

THE BOARD OF GOVERNORS,

HAVING REGARD TO:

- (i) The Agreement Establishing the African Development Bank (the "Agreement"), particularly Articles 5(3) and (4) (Authorization for a Capital Increase and Allocation of Capital Stock), Article 6 (Subscription of Shares), Article 7 (Payment of Subscription) and Article 29 (Board of Governors: Powers); and
- (ii) Resolution B/BG/2009/11, which authorized the initiation of consultations for a sixth general capital increase (the "GCI-VI") with the Members of the African Development Bank (the "Bank");

AND HAVING CONSIDERED the Report of the Governors' Consultative Committee entitled "Report of the Eleventh Meeting of the Governors' Consultative Committee" and the institutional reform agenda proposed therein, contained in Document ADB/BG/GCC-XI/2010/Final/Rev.1 (the "Report");

HEREBY ACCEPTS AND ENDORSES the Report;

ADOPTS its conclusions and recommendations and therefore,

DECIDES as follows:

1. THE AUTHORIZED CAPITAL STOCK OF THE BANK

The authorized capital stock of the Bank is hereby increased from twenty three billion, nine hundred and forty-seven million four hundred and sixty thousand Units of Account (UA 23,947,460,000) to sixty seven billion six hundred and eighty seven million four hundred and sixty thousand Units of Account (UA 67,687,460,000) by the creation of four million three hundred and seventy four thousand (4,374,000) new shares, with a par value of ten thousand Units of Account (UA 10,000) for each share, as set forth in Article 5(1)(a) of the Agreement.

Explanatory Note 1: Article 5(1)(a) of the Agreement sets forth the authorized capital stock of the Bank, the number of issued shares, and the par value of each share, at the time of the establishment of the Bank. Since that time, the authorized capital stock and the number of issued shares have been increased as a result of five (5) general capital increases occurring in 1974, 1976, 1981, 1987 and 1998 respectively.

The amount of UA 67,687,460,000 represents the total amount of the Bank's authorized capital following a 200% increase (that is, an increase of UA 43,740,000,000), plus UA 2,077,460,000 comprising: (i) the temporary increase in non-voting callable capital allocated to Canada and the Republic of Korea under Resolution B/BG/2010/02; and (ii) the special capital increases authorized under Resolutions B/BG/2008/07 and B/BG/2009/05 to allow for the subscriptions by the Republic of Turkey and the Grand Duchy of Luxembourg respectively.

2. ALLOCATION OF THE CAPITAL STOCK

- 2.1 The new shares hereby created shall be allocated to the regional and non-regional groups in such proportions that, when fully subscribed, the regional group shall hold sixty percent (60%) of the total capital stock of the Bank, and the non-regional group forty percent (40%), as provided in Article 5(4) of the Agreement.
- 2.2 The new shares hereby created shall be divided into paid-up and callable shares in the proportion of six percent (6%) paid-up shares and ninety-four percent (94%) callable shares (fifteen and two-thirds ($15\frac{2}{3}$) callable shares for one (1) paid-up share).

Explanatory Note 2: Upon the adoption of this Resolution, the authorized capital stock of the Bank (excluding the temporary increase in non-voting callable capital allocated to Canada and the Republic of Korea) shall consist of 7.6% percent paid-up shares and 92.4% percent callable shares.

3. SUBSCRIPTIONS

- 3.1 Each Member shall have the right to subscribe, in accordance with Article 6(2) of the Agreement, to a proportion of the new shares equivalent to the proportion of the total capital stock held by such Member, immediately before the entry into force of this Resolution.
- 3.2 The allocation of the new shares hereby created shall be carried out in accordance with the following provisions:
- 3.2.1 Immediately following the adoption of this Resolution, the Bank shall inform each Member in writing of the number of new shares to which it is entitled to subscribe. Each Member shall inform the Bank within sixty (60) days of the date of the letter from the Bank whether it (i) intends to subscribe to all of the new shares allocated to it; or (ii) intends to subscribe only to a portion of the new shares; or (iii) does not intend to subscribe to any new shares.
- 3.2.2 In the event that a Member does not inform the Bank that it intends to subscribe to a portion or all of the new shares allocated to it under sub-paragraph 3.2.1, it

shall be deemed not to intend to subscribe to any new shares. At the end of the period specified in sub-paragraph 3.2.1 of this Resolution, all the new shares hereby created that Members have indicated that they do not intend to subscribe to (the "Relinquished Shares") shall be made available to all Members. Shares relinquished by Members belonging to the regional group shall be made available to all Members belonging to the regional group, and shares relinquished by Members belonging to the non-regional group shall be made available to all Members belonging to the non-regional group. Each Member shall be invited to indicate within sixty (60) days its interest in subscribing to the number of Relinquished Shares from its respective group equivalent to its adjusted *pro rata* share.

Explanatory Note 3: The adjusted pro rata share (APRS, expressed as a percentage) of each Member is arrived at by use of the following formula:

$$APRS = x * \frac{100}{y}$$

Where:

x is the proportion of the total capital stock held by such Member, immediately before the entry into force of this Resolution, expressed as a percentage;

y is the proportion of the total capital stock held by all members in the Member's group (regional or non-regional) who have expressed an interest in subscribing to Relinquished Shares, expressed as a percentage.

- 3.2.3 At the end of the period specified in sub-paragraph 3.2.2 of this Resolution, the Relinquished Shares shall be allocated to Members that have indicated an interest in acquiring such shares.
- 3.2.4 Following the allocation process specified in sub-paragraphs 3.2.1, 3.2.2 and 3.2.3 of this Resolution, the Bank shall notify each Member of the total number of shares allocated to it.
- 3.2.5 Notwithstanding the provisions of sub-paragraphs 3.2.2, 3.2.3 and 3.2.4 of this Resolution, a Member may, at the time that it informs the Bank that it intends to subscribe to all or a portion of the new shares allocated to it under sub-paragraph 3.2.1, deposit an instrument of subscription (the "Instrument of Subscription") at the Bank, in accordance with sub-paragraphs 3.3 and 3.4 of this Resolution.
- 3.3 In order to subscribe for its shares, each Member shall deposit an Instrument of Subscription at the Bank not later than sixty (60) days from the date of the letter of notification referred to in sub-paragraph 3.2.4 of this Resolution (the "Letter of Notification"), and shall make the payment for the first installment of the paid-up portion of the new shares on the date of deposit of such instrument, but not later than one year from the due date for the deposit of such instrument (the "First Installment Payment Date"). In the event that a Member informs the Bank in writing within the sixty (60) day period referred to in this sub-paragraph 3.3 that owing to legislative requirements it is unable to deposit its Instrument of Subscription by the due date for the deposit of such instrument, such Member shall be entitled to deposit its Instrument of Subscription at the same time that it makes its first installment payment on or before the First Installment Payment Date.
- 3.4 The Instrument of Subscription shall be in the form of Annex A hereto, and shall: (i) indicate the number of shares to be subscribed by the Member (the number of paid-up

shares plus the proportional number of callable shares); (ii) confirm that the Member accepts the terms and conditions of subscription specified in this Resolution; (iii) provide an undertaking that the Member shall pay for the shares subscribed in accordance with the applicable mode of payment specified in this Resolution; and (iv) specify whether or not the Instrument of Subscription is qualified or unqualified. An Instrument of Subscription is qualified if the payment obligations undertaken therein are subject to budgetary appropriation. The Instrument of Subscription is unqualified if such budgetary appropriation is not required.

- 3.5 A subscription shall be deemed effective, for the number of shares specified therein, upon the deposit of the Instrument of Subscription and payment of the first installment. A subscription effected in accordance with sub-paragraph 3.3 above shall be applicable to both the paid-up and the callable portion of the shares subscribed.
- 3.6 All new shares that remain unsubscribed one hundred and twenty (120) days after the First Installment Payment Date shall be immediately available for subscription by other members of the group to which such shares were initially allocated. In the case of shares subscribed with a qualified Instrument of Subscription, the shares shall become available to the other Members of the group to which the shares were initially allocated under sub-paragraph 2.1 of this Resolution, to the extent that the required budgetary appropriation has not been obtained and payment for the shares has not been made within one hundred and twenty (120) days after the First Installment Payment Date. The allocation of shares pursuant to this subparagraph shall be carried out in accordance with the prevailing Share Transfer Rules (the "Share Transfer Rules") at the time of allocation.
- 3.7 Each Member shall ensure that it is not in arrears in respect of its obligations under the previous general capital increases, prior to the issuance of shares under this Resolution.

4. PAYMENT

- 4.1 The new shares created under this Resolution shall be issued at par value, that is, UA 10,000 per share. The value of one (1) UA is equivalent to one (1) Special Drawing Right ("SDR") of the International Monetary Fund. Payment for the shares shall be made in terms of any freely convertible currency (as determined by the Bank) at the equivalent of SDR 10,000 per share, to be converted, at the option of the subscribing Member, in accordance with any of the following methods:
- (a) Conversion at a rate equal to the average of the exchange rates (rounded up to six significant figures) prevailing during the thirty (30) day period ending seven (7) days before the date of subscription in the case of the first payment, and seven (7) days before the date of payment, in the case of subsequent payments.
 - (b) Fixing, up to one year in advance of the payment date of an installment, the exchange rate between a specified currency and the SDR; provided that the difference between the exchange rate fixed in advance and the exchange rate on the payment date will be factored into the computation of the subsequent installment amount due from the Member. That is to say, any shortfalls or excesses will either increase or reduce the subsequent installment amount. No adjustment will be made for the final installment amount.
 - (c) At the request of a Member electing to pay in United States Dollars, Euro,

Pounds Sterling or Japanese Yen, fixing, for the duration of its subscription period, the exchange rate between the currency specified and the SDR, at a rate equal to the average of the exchange rates (rounded up to six significant figures) prevailing during the thirty (30) day period ending seven (7) days before the date of this Resolution.

Explanatory Note 4: Sub-paragraph 4.1 establishes the issue price for the shares created under this Resolution. Article 5.1 (b) of the Agreement establishes the equivalency of the UA to the SDR. Sections (a), (b) and (c) of sub-paragraph 4.1 provide various methods for determining the exchange rate for freely convertible currencies. In accordance with Article 26 of the Agreement, the Bank will determine what are freely convertible currencies.

- 4.2 (a) Each Member eligible to receive financing exclusively from the African Development Fund shall pay for the paid-up portion of its subscribed shares in twelve (12) equal and consecutive annual installments, the first of which shall be paid in cash and in a freely convertible currency in accordance with sub-paragraph 4.1 on the date of deposit of the Instrument of Subscription referred to in sub-paragraph 3.3 of this Resolution, but not later than one year from the due date for the deposit of such instrument, and the second to the twelfth installments paid in cash or promissory notes encashable on or before the due date for payment (“Notes”) in a freely convertible currency in accordance with sub-paragraph 4.1.
- (b) Any Member which is not eligible to receive financing exclusively from the African Development Fund shall pay for the paid-up portion of its subscribed shares in eight (8) equal and consecutive annual installments, the first of which shall be paid in cash and in a freely convertible currency in accordance with sub-paragraph 4.1 on the date of deposit of the Instrument of Subscription referred to in sub-paragraph 3.3 of this Resolution, but not later than one year from the due date for the deposit of such instrument, and the second to the eighth installments paid in cash or Notes in a freely convertible currency in accordance with sub-paragraph 4.1.
- (c) In the event that a Member becomes eligible to receive financing exclusively from the African Development Fund during the eight year period referred to in sub-paragraph 4.2(b) of this Resolution, the remaining period within which it is obliged to pay for the paid-up portion of its subscribed shares shall be increased to match the remaining period within which other Members eligible to receive financing exclusively from the African Development Fund are obliged to pay for the paid-up portion of their subscribed shares.
- 4.3 Notwithstanding sub-paragraph 4.2 of this Resolution, a Member may request no later than thirty (30) days before a payment date, at the time of the deposit of its Instrument of Subscription or thereafter, to receive a discount on its subscription payments derived from accelerated payment of its annual installments. The discount will be determined by taking into account, among other factors, the investment income derived from the accelerated payment of the Member’s annual installments, market volatility and appropriate market yields.
- 4.4 In the event that a Member fails to pay the second or subsequent installment payments for the paid-up portion of its subscribed shares within one hundred and twenty (120) days of the due date for the relevant payment, the shares shall become

available for subscription by Members of the group to which the shares were initially allocated under sub-paragraph 2.1 of this Resolution. The allocation of shares pursuant to this subparagraph shall be carried out in accordance with the prevailing Share Transfer Rules at the time of allocation.

5. ISSUANCE OF SHARES

- 5.1 Shares representing the paid-up portion of any subscription shall be issued only as and when the Bank receives actual payments for such shares in cash.

6. VOTING

- 6.1 Votes shall be attributed to all subscribed shares in the proportion of paid-up to callable shares as set forth in sub-paragraph 2.2 of this Resolution.

- 6.2 Members shall be entitled to exercise the votes attributable to the portion of the paid-up shares, which have been issued to the Member in accordance with paragraph 5 of this Resolution.

Explanatory Note 5: With respect to paid-up shares, a Member may only exercise or cast the votes attributable to paid-up shares that have been issued to such Member. Paragraph 5 of this Resolution provides that paid-up shares will only be issued as and when the Bank receives payment for such shares.

- 6.3 Each Member shall be entitled to exercise the votes attributable to the entire callable portion of the stock subscribed, when the subscription of such Member is deemed effective in accordance with sub-paragraph 3.5 of this Resolution.

Explanatory Note 6: A Member may exercise the right to vote the entire callable portion of its subscription when such Member's subscription is deemed effective. As provided in sub-paragraph 3.5 of this Resolution, a Member's subscription is deemed effective when the following has occurred:
(i) The Member has deposited the Instrument of Subscription; and
(ii) The Bank has received the Member's payment of the first installment.

- 6.4 Votes shall be attributed to all stock in the proportion of paid-up to callable stock, as specified in sub-paragraph 2.2 of this Resolution, specifically fifteen and two-thirds ($15\frac{2}{3}$) votes representing callable shares for one (1) vote representing a paid-up share. However, in the event of any delay or default in payment or encashment of a Note by a Member, such Member's right to vote the corresponding callable shares shall be suspended until the payment is received in full by the Bank or the Note is encashed. Until such time as full payment is received by the Bank or the Note is encashed, such Member shall only be entitled to vote the paid-up shares subscribed and paid and the corresponding callable shares.

Explanatory Note 7: Similar to the GCI-IV and GCI-V Resolutions, sub-paragraph 6.3 entitles a Member to vote the entire callable portion of the subscribed shares as soon as the Member's subscription is deemed effective. Sub-paragraph 6.4 provides the mechanism for a reduction of voting rights in the event of a delay or default in payment. In such case, the Member's right to vote the corresponding callable shares also will be suspended.

7. APPLICATION OF THE SHARE TRANSFER RULES

Except as otherwise provided in this Resolution, the Share Transfer Rules of the African Development Bank, as amended by Resolution B/BG/2010/12, shall govern the re-allocation of the shares created pursuant to this Resolution.

8. EFFECTIVENESS AND IMPLEMENTATION

This Resolution shall enter into effect on the date of its adoption, and the Board of Directors, in close consultation with the President of the Bank, shall take the necessary measures for the timely implementation of this Resolution.



ANNEX A

INSTRUMENT OF SUBSCRIPTION

[Date]

Ms. Cecilia AKINTOMIDE
Secretary General
African Development Bank
15 Avenue de Ghana
B.P. 323-1002 Tunis Belvédère
TUNISIA

Dear Madam,

I have the honor to acknowledge receipt of your letter of [] by which you communicated to me the allocation by the Board of Directors of new shares in the capital stock of the Bank to*

I am pleased to inform you that, in response to this allotment, the Government of* [subject to the qualification below,]**** accepts and hereby subscribes to paid-up shares and callable shares in accordance with the provisions of Resolution B/BG/2010/.... Of the Board of Governors, adopted on May 2010 (the "Resolution").

The Government of* has decided to pay for the paid-up portion of its subscription in []** on the understanding that they will be converted into Units of Account by their translation into SDR's using the conversion method provided in section [(a)] [(b)] [(c)]*** of subparagraph 4.1 of the Resolution.

[.....* has fulfilled all internal legal requirements necessary to make a valid and binding subscription and to ensure that the currency received by the Bank in payment of the first and subsequent installments of this subscription shall be freely convertible into the currencies of other countries for the purposes of the Bank's operations.]****

[This subscription is made on the basis of the qualification provided for in Paragraph 3.4 of the Resolution; namely that the subscription, and payment is subject to enactment by the legislation of the necessary budgetary and appropriations legislation, Accordingly, this subscription shall become unqualified and effective to the extent that the Bank is informed by the Government of* that such necessary budgetary and appropriations legislation has been passed. The Government of* undertakes to make all efforts necessary to secure such legislation]****

Please accept, dear Madam, the assurances of my highest consideration.

* Name of country

** Specify currency

*** Choose whichever option is applicable

**** This formulation is for countries making qualified subscriptions. In such cases the fourth paragraph should be deleted.

AFRICAN DEVELOPMENT BANK

BOARD OF GOVERNORS

Resolution B/BG/2010/09

Adopted at the First Sitting of the Forty-Fifth Annual Meeting
of the African Development Bank, on 27 May 2010

Amendment to the Share Transfer Rules of the African Development Bank

THE BOARD OF GOVERNORS,

HAVING REGARD to:

1. The Agreement Establishing the African Development Bank (the "Bank Agreement"), in particular Articles 1 (Purpose), 2 (Functions), 3 (Members and Geographical Area), 5 (Authorized Capital), 6 (Subscription of Shares), 7 (Payment of Subscription) and 29 (Board of Governors: Powers);
2. The Revised Share Transfer Rules adopted in 2000, pursuant to Resolution B/BG/Extra/2000/04 of the Board of Governors at the First Plenary Session of the Third Extra-Ordinary Meeting of the Board of Governors on 29 May 2000 (the "Rules"); and
3. Resolution B/BG/2010/11 authorizing the Sixth General Capital Increase of the Bank (the "GCI-VI Resolution");

HAVING CONSIDERED the Report of the Governors' Consultative Committee (GCC) of the African Development Bank (the "Bank") on the Review of the 2000 Share Transfer Rules of the Bank, as set forth in Document ADB/BG/WP/2010/14 (the "Report");

HEREBY ADOPTS the amended Share Transfer Rules attached as Annex I to the Report (the "Share Transfer Rules");

HEREBY DECIDES that the Share Transfer Rules as amended pursuant to this Resolution shall enter into force on the same date as the date of entry into force of the GCI-VI Resolution, and shall supersede all other previous Share Transfer Rules of the Bank.



AFRICAN DEVELOPMENT BANK

BOARD OF GOVERNORS

Resolution B/BG/2010/10

Adopted at the First Sitting of the Forty-Fifth Annual Meeting
of the African Development Bank, on 27 May 2010

**Concerning the Increase in the Number of Executive Directors under
Article 33(1) of the Agreement Establishing the African Development Bank**

THE BOARD OF GOVERNORS,

HAVING REGARD to:

1. The Agreement Establishing the African Development Bank (the "Bank Agreement"), in particular Articles 29 (Board of Governors: Powers), 31 (Board of Governors: Procedure), and 60 (Amendments); and
2. The Report of the Governors' Consultative Committee (GCC) of the African Development Bank (the "Bank"), as set forth in Document ADB/BG/GCC-XI/2010/Final/Rev.1 (the "Report");

HAVING CONSIDERED the Report, in particular the recommendation of the GCC to increase the number of Executive Directors of the Bank from 18 to 20 and the fact that such an increase will require a consequential change in the composition of the Board of Directors and the number of Executive Directors reflected in the Bank Agreement;

TAKING COGNIZANCE of Resolution B/BG/2002/04 adopted by this Board on 28 May 2002 concerning new Rules for the Election of Executive Directors of the African Development Bank (the "Election Rules");

HEREBY DECIDES to increase the number of Executive Directors under Article 33(1) of the Bank Agreement so that the provision reads as follows:

The Board of Directors shall be composed of twenty members who shall not be governors or alternate governors. Thirteen members shall be elected by the governors of the regional members and seven shall be elected by the governors of the non-regional members. They shall be elected by the Board of Governors in accordance with Annex B of the Bank Agreement. In electing the Board of Directors, the Board of Governors shall have due regard to the high competence in economic and financial matters required for the office. The Board of Governors may determine to change the number of members of the Board of Directors only by a three-fourths majority of the total voting power of the member countries, including with respect to provisions relating exclusively to the number and election of directors by the regional member countries, by a two-thirds majority of the governors of regional members, and with respect to the provisions relating exclusively to the number and election of directors by non-regional member countries, by a two-thirds majority of the governors of non-regional members.

FURTHER DECIDES that, notwithstanding the provisions of Article 60 of the Bank Agreement, this increase in the number of Executive Directors as reflected in the Bank Agreement and contained in this Resolution shall enter into force with immediate effect to allow for the orderly conduct of general elections for the Board of Directors during this Annual Meeting.



AFRICAN DEVELOPMENT FUND

BOARD OF GOVERNORS

Resolution F/BG/2010/03

Adopted at the First Sitting of the Thirty-Sixth Annual Meeting
of the African Development Fund, on 27 May 2010

**Concerning Increase in the Number of Executive Directors under the
Agreement Establishing the African Development Fund**

THE BOARD OF GOVERNORS,

HAVING REGARD to the agreement establishing the African Development Fund (the "Fund Agreement"), in particular Articles 23 (Board of Governors: Powers), 25 (Board of Governors: Procedure), 29 (Voting) and 51 (Amendments);

TAKING NOTE of the Report of the Governors' Consultative Committee (GCC) of the African Development Bank (the "Bank") recommending a change in the composition of the Board of Directors of the Bank contained in Document ADB/BG/GCC-XI/2010/Final/Rev.1 and the adoption by the Board of Governors of the Bank of Resolution B/BG/2010/11 approving the recommendations of the GCC;

HEREBY DECIDES to increase the number of Executive Directors under Article 27 (1), (2), and (3) of the Fund Agreement so that the provision reads as follows:

- 1. There shall be a Board of Directors composed of fourteen Directors.**
- 2. The State participants shall, pursuant to Schedule B, select seven directors and seven alternate directors.**
- 3. The Bank shall, pursuant to Schedule B, designate seven directors and their alternates from the Board of Directors of the Bank.**

FURTHER DECIDES that, notwithstanding the provisions of Article 51(1) of the Fund Agreement, this increase in the number of Executive Directors reflected in the Fund Agreement and contained in this Resolution shall enter into force with immediate effect to allow for the orderly conduct of the selection for the Board of Directors during this Annual Meeting.



AFRICAN DEVELOPMENT BANK

BOARD OF GOVERNORS

Resolution B/BG/2010/11

Adopted at the First Sitting of the Forty-Fifth Annual Meeting of
the African Development Bank, on 27 May 2010

Annual Report and Audited Financial Statements for the Financial Year ended 31 December 2009

THE BOARD OF GOVERNORS,

HAVING REGARD to: (i) the Agreement Establishing the African Development Bank (the "Bank"), in particular Articles 13(4) and (5) (Ordinary and Special Operations), 29(2)(g) (Board of Governors: Powers – Approval of the General Balance Sheet and Statement of Profit and Loss) and 41(3) (Annual Report); (ii) the General Regulations of the Bank, in particular Article 8 (Annual Report and Financial Statements); and (iii) the Financial Regulations of the Bank, in particular Regulation 13.2 (Financial Statements);

HAVING CONSIDERED:

- (i) The 2009 Annual Report of the Board of Directors, contained in Document ADB/BD/WP/2010/40;
- (ii) The Report of the External Auditors for the Financial Year ended 31 December 2009;
- (iii) The Audited Financial Statements of the Bank for the Financial Year ended 31 December 2009, contained in Document ADB/BD/WP/2010/28;
- (iv) The Audited Financial Statements of the Nigeria Trust Fund for the Financial Year ended 31 December 2009, contained in document ADB/BD/WP/2010/27; and
- (v) The Financial Statements of the Special and Trust Funds for the Financial Year ended 31 December 2009, contained in document ADB/BD/WP/2010/23 the summary of which is included as a note in the Audited Financial Statements of the Bank (Document ADB/BD/WP/2010/28);

APPROVES the 2009 Annual Report of the Board of Directors as well as each of the above-mentioned Audited Financial Statements for the Financial Year ended 31 December 2009.

AFRICAN DEVELOPMENT FUND

BOARD OF GOVERNORS

Resolution F/BG/2010/04

Adopted at the First Sitting of the Thirty-Sixth Annual Meeting
of the African Development Fund, on 27 May 2010

**Annual Report and Audited Special Purpose Financial Statements
for the Financial Year ended 31 December 2009**

THE BOARD OF GOVERNORS,

HAVING REGARD to the Agreement Establishing the African Development Fund (the "Fund"), in particular Article 23(2)(vii) (Board of Governors: Powers) and the General Regulations of the Fund, in particular Article 8 (Annual Report and Financial Statements);

HAVING CONSIDERED:

- (i) The 2009 Annual Report of the Board of Directors, contained in Document ADF/BD/WP/2010/29;
- (ii) The Report of the External Auditors for the Financial Year ended 31 December 2009; and
- (iii) The Audited Special Purpose Financial Statements of the Fund for the Financial Year ended 31 December 2009, contained in the Document ADF/BD/WP/2010/16;

APPROVES the 2009 Annual Report of the Board of Directors and the Audited Special Purpose Financial Statements of the Fund for the Financial Year ended 31 December 2009.



AFRICAN DEVELOPMENT BANK

BOARD OF GOVERNORS

Resolution B/BG/2010/12

Adopted at the First Sitting of the Forty-Fifth Annual Meeting
of the African Development Bank, on 27 May 2010

Allocations and Distributions of Part of the Income of the African Development Bank for the Financial Year Ended 31 December 2009 Using Allocable Income as the Basis of Allocation and Distribution

THE BOARD OF GOVERNORS,

HAVING REGARD to: (i) the Agreement Establishing the African Development Bank (the "Bank"), in particular Articles 29 (Board of Governors: Powers) and 42 (Allocation of Net Income); and (ii) the Financial Regulations of the Bank, in particular Regulations 3.1(5) (Use of Resources – Allocation of Net Income) and 4.6 (Content of Proposals for Allocations of Part of the Net Income);

RECALLING:

- (i) Resolution F/BG/2008/01, adopted by the Board of Governors of the African Development Fund (the "Fund"), authorizing the Eleventh Replenishment of the resources of the Fund ("ADF-11"), and considering the continued urgent need for concessional resources to assist those regional member countries of the Bank eligible for financing only to concessional terms, in achieving their development objectives; and
- (ii) Resolution B/BG/2009/07 of this Board, adopted on 13 May 2009, by which this Board: (a) authorized the distribution of part of the income of the Bank for the year ended 31 December 2008; and (b) authorized the Board of Directors to adopt the necessary modalities for distributions by this Board from the Surplus Account;

HAVING CONSIDERED:

- (i) The Financial Statements for the financial year ended 31 December 2009, and confirmed that such Financial Statements indicate an income before transfers approved by the Board of Governors of Two Hundred and Thirty One Million, One Hundred and Sixty Thousand Units of Account (UA 231,160,000), and an allocable income (*Financial Statements income before transfers approved by the Board of Governors adjusted for certain unrealized gains or losses*) in the amount of Two Hundred and Thirty Eight Million Seven Hundred and Forty Nine Thousand Units of Account (UA 238,749,000); and
- (ii) The Report of the Board of Directors contained in Document ADB/BG/WP/2010/05 (the "Report"), and the recommendations therein, relating to the distribution of part of the income for the year 2009, as well as the fact that the financial statements and the medium-term financial projections, including considerations regarding the adequacy of reserves, indicate that the financial situation of the Bank remains sound;

HEREBY:

- (i) Decides to make provision for reserves, in the amount of Ninety Million Units of Account (UA 90,000,000), from the 2009 allocable income;
- (ii) Decides to allocate to the Surplus Account Twenty Seven Million Seven Hundred and Fifty Thousand Units of Account (UA 27,750,000) from the balance of the 2009 allocable income; and

- (iii) Approves the following distributions from the balance of the 2009 allocable income for the purposes stated below:
- (iv) Fifty Million Units of Account (UA 50,000,000) contribution to the ADF-11, in recognition of the importance of providing additional support to ADF countries;
- (v) Sixty Six Million Units of Account (UA 66,000,000) (equivalent to the interest income realized in 2009 on Bank loans to the Democratic Republic of Congo (the "DRC")), for purposes of a Special Account dedicated to the debt service of part of the consolidated loans of the DRC; and
- (vi) Five Million Units of Account (UA 5,000,000) for the benefit of the Technical Assistance Fund for Middle Income Countries.



AFRICAN DEVELOPMENT BANK

BOARD OF GOVERNORS

Resolution B/BG/2010/13

Adopted at the First Sitting of the Forty-Fifth Annual Meeting
of the African Development Bank, on 27 May 2010

**Distribution of Part of the Income of the Nigeria Trust Fund for the Financial Year
Ended 31 December 2009**

THE BOARD OF GOVERNORS,

HAVING REGARD to: (i) the Agreement Establishing the African Development Bank (the "Bank"), in particular Articles 8 (Special Funds), 29 (Board of Governors: Powers) and 42 (Allocation of Net Income); (ii) the Agreement Establishing the Nigeria Trust Fund (the "NTF"); and (iii) the Financial Regulations of the Bank, in particular Regulations 3.1(5) (Use of Resources – Allocation of Net Income), 3.3 (Financial Administration of Special Funds) and 4.6 (Content of Proposals for Allocations of Part of the Net Income);

RECALLING:

- (i) The terms of the Protocol Agreement between the Government of the Federal Republic of Nigeria (the "Government") and the Bank, dated 22 September 2003 (the "Protocol Agreement");
- (ii) The desire of the Government, as expressed in the Protocol Agreement, to make additional resources available for debt reduction initiatives and, in that connection, the request of the Government that the Bank distribute ten per cent (10%) of the net income of the NTF, annually, for the benefit of the Heavily Indebted Poor Countries ("HIPCs") Initiative, commencing with the net income of 2002; and
- (iii) Resolution B/BG/2003/11, adopted by this Board on 3 June 2003, which authorized the President of the Bank to execute the Protocol Agreement with the Government;

HAVING CONSIDERED:

- (i) The Financial Statements of the NTF for the financial year ended 31 December 2009, and confirmed that such Financial Statements indicate an income before distributions approved by the Board of Governors (the "allocable income") of Three Million One Hundred and Seventy-Three Thousand Units of Account (UA 3,173,000); and
- (ii) The Report of the Board of Directors contained in Document ADB/BG/WP/2010/07, and the recommendation therein, relating to the distribution of part of the income of the NTF for the financial year ended 31 December 2009;

HEREBY:

- (i) Decides to transfer to the reserves of the NTF, the amount of Two Million Two Hundred and Fifty-Six Thousand Seven Hundred Units of Account (UA 2,256,700), from the 2009 net income; and
- (ii) Approves a distribution for the benefit of the HIPCs Initiative, of ten percent (10%) of the 2009 allocable income of the NTF, in the amount of Three Hundred and Seventeen Thousand Three Hundred Units of Account (UA 317,300).

AFRICAN DEVELOPMENT BANK

BOARD OF GOVERNORS

Resolution B/BG/2010/14

Adopted at the First Sitting of the Forty-Fifth Annual Meeting
of the African Development Bank, on 27 May 2010

Establishment of the ClimDev-Africa Special Fund

THE BOARD OF GOVERNORS,

HAVING REGARD to: (i) the Agreement Establishing the African Development Bank (the “Bank”), in particular Articles 2 (Functions), 8 (Special Funds), 10 (Special Resources), 11 (Separation of Resources), 17 (Operational Principles), 29 (Board of Governors: Powers) and 32 (Board of Directors: Powers); (ii) the Financial Regulations of the Bank, in particular Regulations 3.2 (The Separation Principle) and 3.3 (Financial Administration of Special Funds);

HAVING CONSIDERED:

- (i) Document ADB/BG/WP/2010/09 of the Board of Directors, entitled “Framework Document for the Establishment of the ClimDev-Africa Special Fund”, and the recommendation therein for this Board to establish the ClimDev-Africa Special Fund for resources mobilized from donors for purposes of financing climate-resilient development programs that mainstream climate change information at all levels in Africa; and
- (ii) The proposed Instrument for the Establishment of the ClimDev-Africa Special Fund (the “Instrument”);

HEREBY:

- (i) Establishes the ClimDev-Africa Special Fund, on the terms and conditions contained in the Instrument attached hereto as Annex I; and
- (ii) Authorizes the Board of Directors and the President to take such administrative measures as may be necessary or expedient for the implementation of this Resolution, having regard to the functions and powers of the Board of Directors and the President, as set out in the Agreement establishing the Bank, the General Regulations, and other subsidiary instruments of the Bank.



ANNEX I

CLIMATE FOR DEVELOPMENT IN AFRICA

INSTRUMENT

FOR THE ESTABLISHMENT OF THE

CLIMDEV-AFRICA SPECIAL FUND

(ADMINISTERED BY THE AFRICAN DEVELOPMENT BANK)

CA

TABLE OF CONTENTS

Instrument for the Establishment of the ClimDev-Africa Special Fund

	Page
PREAMBLE	
CHAPTER I OBJECTIVE AND PURPOSES	2
CHAPTER II ADMINISTRATION	2
CHAPTER III STRUCTURE AND GOVERNANCE	3
CHAPTER IV FINANCIAL ARRANGEMENTS	5
CHAPTER V OPERATIONS	5
CHAPTER VI GENERAL PROVISIONS	6

**INSTRUMENT FOR THE ESTABLISHMENT
OF THE CLIM-DEV AFRICA SPECIAL FUND
(ADMINISTERED BY THE AFRICAN DEVELOPMENT BANK)**

PREAMBLE

WHEREAS:

1. In January 2007, the Africa Union Eighth Ordinary Session endorsed the April 2006 “Action Plan for Africa”, and requested “*the [African Union] Commission, the Economic Commission for Africa, and the African Development Bank to develop and implement the Plan on Climate Change and Development in Africa and to report on progress biannually*”.
2. At the Conference of African Ministers of Finance, Planning and Economic Development in April 2007 it was noted that: “*the Economic Commission for Africa, African Union Commission and African Development Bank within the framework of the joint secretariat, and in collaboration with the development partners, are currently developing the “Climate Information for Development in Africa (ClimDev-Africa) adaptation programme to be implemented by the relevant African and regional institutions*”;
3. The First Joint Annual Meeting of the African Union Conference of Ministers on the Economy and Finance and the Conference of African Ministers of Finance, Planning and Economic Development of the UN Economic Commission for Africa held in Addis Ababa in April 2008, requested: “*the Economic Commission for Africa, in collaboration with the African Union Commission and the African Development Bank to take the necessary measures for the effective implementation of CLIM-DEV Africa through relevant national, sub-regional and regional institutions*”;
4. In June 2008, the 12th Session of the African Ministerial Conference on the Environment specifically supported “*the process of developing the CLIMDEV Africa programme*” and requested “*the African Union Commission, Economic Commission for Africa and the African Development Bank to accelerate the finalization of the programme document and the dissemination of this information to ensure the participation of the African Ministerial Conference on the Environment in the Climate for Development in Africa programme*”.
5. The African Development Bank (the “Bank”) is a significant and committed contributor to development in Africa and in particular was established for the purpose of contributing to the sustainable economic development and social progress of its African member states, and in this regard, the Bank has accepted the request to establish the ClimDev-Africa Special Fund and to administer its resources;
6. In accordance with Article 8 of the Agreement establishing the Bank (the “Bank Agreement”), the Bank may establish or be entrusted with the administration of Special Funds which are designed to serve the purpose of the Bank and come within its functions;
7. The Board of Directors of the Bank has approved this Instrument, subject to the approval of the Board of Governors of the Bank;

It is hereby resolved as follows.

CHAPTER I OBJECTIVES AND PURPOSES

Section 1.1 Establishment. There is hereby established a Special Fund under Article 8 of the Bank Agreement to be known as the ClimDev-Africa Special Fund (hereinafter called the “CDSF” or the “Fund”), which shall be constituted with resources mobilized from donors, to be administered in accordance with the provisions of this Instrument and, when applicable, the Bank Agreement.

Section 1.2 Purpose. The purpose of the CDSF shall be to pool the resources mobilized from donors to finance climate-resilient development programs that mainstream climate change information at all levels in Africa.

Section 1.3 Areas of Intervention. The resources of the CDSF shall be devoted primarily to:

- (a) the generation and wide dissemination of reliable and high quality climate information in Africa;
- (b) capacity enhancement of policy makers and policy support institutions to integrate climate change information into development programs; and
- (c) implementation of pilot adaptation practices that demonstrate the value of mainstreaming climate information into development.

CHAPTER II ADMINISTRATION

Section 2.1 Administration. The Bank shall be the Trustee for the CDSF, and in this capacity shall, as legal owner, hold in trust the funds, assets and receipts which constitute the resources of the CDSF, and manage and apply them for the purpose of, and in accordance with, the provisions of this Instrument. The Bank shall keep the resources of the CDSF separate and apart from all other accounts and assets of, or administered by, the Bank.

Section 2.2 Use of the Bank’s Facilities. Except as otherwise provided herein, the Bank shall administer the CDSF through its own realization, services, facilities, officers, staff and such other experts and consultants as may be necessary. The Bank shall in no event delegate responsibility for the administration of the CDSF.

Section 2.3 Expenses of Administering the CDSF. The Bank shall keep an account of the expenses incurred in the administration of the CDSF, as follows:

- (a) Direct costs incurred by the Bank for the CDSF;
- (b) Indirect costs incurred by the Bank in the administration of the CDSF.

Section 2.4 Payment of Administrative Costs. To meet the costs and expenses of administering the CDSF, the Bank shall charge an administrative fee set at a minimum of five percent (5%) of the resources held by the Fund.

Section 2.5 Commitments. The Bank shall adopt measures to avoid commitments in excess of the available resources of the CDSF, and shall seek to keep administrative costs of the CDSF at a minimum.

Section 2.6 Privileges and Immunities. The privileges and immunities accorded to the Bank under its Articles of Agreement shall apply to the property, assets, archives, income, operations and transactions of the CDSF.

Section 2.7 Reporting.

- (a) The Bank shall present to the Governing Council an Annual Report on the activities of the CDSF. The Annual Report shall contain a brief description of the activities of the CDSF during the preceding financial year, including all the operations financed from resources of the CDSF, and the outcomes of such operations. The Annual Report shall also include a statement of assets and liabilities of the CDSF, a statement of cumulative receipts and expenditure, and a statement of the use of resources of the CDSF, with such explanatory notes as may be pertinent.
- (b) The comments which the members of the Governing Council may consider appropriate to make in respect of the statements and information referred to in paragraph (a) of this Section, shall be presented as soon as possible and in any case within thirty (30) days following the receipt of the respective reports.

Section 2.8 Audit. The CDSF shall be subject to the internal and external audit procedures of the Bank, including an annual audit to be conducted by the external auditors of the Bank. Upon the written request of the Governing Council, the Bank shall cause the account and records of any specific activity financed with the resources of the CDSF to be audited by its external auditors. Notwithstanding Section 2.4 of this Instrument, the costs of such special audit shall be charged to the resources of the CDSF.

CHAPTER III STRUCTURE AND GOVERNANCE

Section 3.1 Structure. The CDSF shall have a Governing Council, as well as a Coordinator and other staff considered necessary to carry out the objectives of the Fund.

Section 3.2 Participation. Any member country of the Bank, any country which is eligible to become a member of the Bank, and any organization acceptable to the Bank, may become a participant in the CDSF. Participation in the CDSF shall be effected by submitting an Instrument of Participation, and acceding to the terms of this Instrument. Participation in the CDSF shall be a prerequisite for representation in the decision-making organ of the Fund.

Section 3.3 Governing Council: Composition. The Governing Council shall have nine (9) members comprising: one (1) representative each from the Bank, the UN Economic Commission for Africa (“UNECA”) and the African Union Commission (“AUC”), one (1) representative from the World Meteorological Organization, one (1) representative from the Global Climate Observation System, one (1) member appointed by Donors to the CDSF who are not otherwise represented on the Governing Council, two (2) stakeholder representatives who may be selected from civil society realization by agreement between the Principal Partners (AUC, UNECA and the Bank), and the Coordinator, who shall be an *ex-officio* member.

Section 3.4 Governing Council: Functions. The Governing Council shall be responsible for determining the general policy direction of the CDSF. In particular, the Governing Council shall:

- (a) Set strategic direction of and exercise financial oversight over the CDSF;
- (b) Be responsible for the approval and control of annual work plans and CDSF budgets;
- (c) Endorse proposals for funding; and
- (d) Review the annual report of activities financed from the resources of the CDSF.

The Bank shall consult regularly with the Governing Council.

Section 3.5 Governing Council: Chairperson. The representative of the AUC shall serve as Chairperson of the Governing Council.

Section 3.6 Governing Council: Procedure. The Governing Council shall adopt its Rules of Procedure at its inaugural meeting. The Coordinator of the Africa Climate Policy Centre shall serve as Secretary for the Governing Council.

Section 3.7 Governing Council: Meetings. The Chairperson of the Governing Council, in close consultation with the Bank and the Secretary of the Council, may convene meetings at such places and at such times as may be required. Decisions of the Governing Council may also be taken by correspondence.

Section 3.8 Decision-Making. Decisions of the Governing Council shall be taken by consensus. Where a consensus appears unattainable, a decision may be taken by the vote of a simple majority of the members of the Governing Council. Each member of the Governing Council shall have one (1) vote, except the Coordinator of the CDSF, who shall not be assigned a vote. The Chairperson shall however have a casting vote in the event of an equal division.

Section 3.9 The Coordinator. The Bank shall recruit a person to serve as Coordinator of the CDSF, as well as an operational and administrative team to assist the Coordinator. The Bank shall also provide adequate office facilities to the Coordinator and the team.

Section 3.10 The Coordinator: Appointment and Functions. The Coordinator of the CDSF shall be a person with considerable senior management experience in the management of climate change and related funds. The Coordinator shall be appointed by the President of the Bank and shall be accountable to the President or other officer of the Bank designated by the President. The Coordinator shall serve as the administrative head of the CDSF within the realizational structure of the Bank and shall perform such related functions as may be assigned by the Bank.



CHAPTER IV FINANCIAL ARRANGEMENTS

Section 4.1 Resources

- (a) The resources of the CDSF shall consist of contributions obtained from donor countries or organizations (the "Donor(s)"). Contributions may be made in kind, to the extent acceptable by the Bank, taking into consideration the relevance and ease of valuation of the contribution.
- (b) All sums received: (i) in the form of additional resources from Donors, (ii) in connection with the operations financed out of the resources of the CDSF, or (iii) which accrue to the CDSF by way of interest, dividends, fees, sale of assets or from other sources, shall be added to the *corpus* of the CDSF for use by the Bank as part of the CDSF.

Section 4.2 Contributions. A member country of the Bank, or any country eligible to be a member country, as well as an organization acceptable to the Bank, may make contributions to the CDSF to be utilized for achieving its purpose. The Bank will receive contributions for use in accordance with the terms of this Instrument. Contributions will be effected by a deposit of an Instrument of Commitment, stating the specific amount of the contribution, and the payment schedule agreed with the Bank.

Section 4.3 Denomination and Payment.

- (a) Contributions shall be paid in any one of the lending currencies of the Bank.
- (b) The financial statements and accounts of the CDSF shall be denominated in one of the lending currencies of the Bank, as determined by the Governing Council.

Section 4.4 Separation of Resources.

- (a) The Bank shall at all times hold, realize, commit, invest or in any other manner dispose of the resources of the CDSF, independently of the resources of the Bank itself, or of any other resources entrusted to the Bank for administration.
- (b) The Bank shall keep separate accounts and records of the resources and operations of the CDSF in such a way as to permit the identification of the assets, liabilities, income, costs and expenses pertaining to the CDSF.

Section 4.5 Replenishment. The resources of the CDSF may be replenished from time to time. The Bank, however, shall inform the Governing Council, and initiate discussions for a general replenishment of the resources of the CDSF, when it so determines, taking into consideration the commitment capacity and rate of utilization of the resources of the Fund.

CHAPTER V OPERATIONS

Section 5.1 Recipients. Regional member countries of the Bank or any organization, institution, agency and other undertaking in the territory of a regional member country shall be eligible to receive financing or other assistance from the resources of the CDSF.

Section 5.2 Approval Financing or other form of assistance provided from the resources of the CDSF shall be approved, individually, or as part of a group of projects, by the Board of Directors of the Bank, in accordance with the general voting rules set forth in the Bank Agreement. The Bank, in consultation with the Governing Council, shall adopt operational procedures for operations financed with the resources of the CDSF, which shall in particular, be designed to ensure a fast-track process for the review, approval and implementation of operations financed with the resources of the CDSF.

Section 5.3 Operational Principles. Except as otherwise provided herein, or in operational procedures adopted by the Bank for purposes of the CDSF, the Bank, in its administration of the CDSF, shall apply the same principles and criteria that are applicable to financing provided from its own ordinary resources, particularly those contained in Article 17 of the Bank Agreement.

Section 5.4 Recipient's Contribution. In considering applications for financing from the resources of the CDSF, the Bank shall give due regard to the relevant self-help measures being taken by the recipient and, where the recipient is not a member country of the Bank, by both the recipient and the member or members intended to benefit from the proposed financing.

Section 5.5 Procurement. Procurement of goods, works and services using the resources of the CDSF shall be carried out in accordance with the Rules of the Bank. Procurement shall be limited to member countries of the Bank as well as those Donor States that are non-members of the Bank.

Section 5.6 Supervision. Supervision of the operations carried out with the resources of the CDSF shall be the responsibility of the Bank.

Section 5.7 Currencies. Financing out of the resources of the CDSF shall be denominated and disbursed in the lending currency of the Bank in which the account(s) of the CDSF is denominated. Any reimbursements or, related charges, whenever applicable, shall be made in the currency of disbursement.

Section 5.8 Financing Agreements. Financing agreements concluded by the Bank obligating the resources of the CDSF shall indicate clearly that the financing has been provided by the CDSF.

Section 5.9 Non-obligation of the Bank. Financing granted by the Bank under this Instrument shall not involve any financial obligation on part of the Bank, and except as otherwise provided for in this Instrument, the Bank shall not derive any financial benefits from the CDSF.

CHAPTER VI GENERAL PROVISIONS

Section 6.1 Establishment and Effectiveness.

- (a) The CDSF shall be established as of the date of adoption of this Instrument by the Board of Governors of the Bank, in accordance with Article 8 of the Bank Agreement.
- (b) This Instrument shall become effective and the CDSF operational on the date when the Bank shall have Instruments of Commitment pledging contributions in an aggregate amount equivalent to 20 million Units of Account (UA 20,000,000), as defined in the Bank Agreement; provided, however, that such date shall not be later than 31 December 2010 or such later date as may be determined by the Bank.

Section 6.2 Consultation and Information. Participants in the CDSF shall co-operate fully to assure that the purposes of the CDSF are accomplished.

Section 6.3 Financial Year. The financial year of the CDSF shall be the calendar year.

Section 6.4 Notices and Requests.

- (a) Notices or requests to the CDSF shall be in writing and shall be delivered at the address below, or such other address as may be notified by the Bank:

The ClimDev-Africa Special Fund
(a Special Fund Administered by the
African Development Bank)
01 B.P. 1387
Abidjan 01
Ivory Coast
Telephone : (+225) 20 20 44 44
Telefax : (+225) 20 20 49 59
E-mail : climdev@afdb.org
Telex AFDEV Abidjan
Attention: The Coordinator

During the period of the Temporary
Relocation of Operations of the Bank:

The ClimDev-Africa Special Fund
(a Special Fund Administered by the
African Development Bank)
Agence Temporaire de Relocalisation
15 Avenue du Ghana
B.P. 323 Tunis
002 Tunis Belvedere, Tunisia
Tel : (+216) 71 10 2468
Fax : (+216) 71 10 3721
E-mail: climdev@afdb.org
Attention: The Coordinator

- (b) Notices and requests to the Bank or any other participants in the CDSF shall be in writing and shall be delivered to the address provided in the respective Instruments of Participation or any other address as shall be notified in writing by such participant.

Section 6.5 Settlement of Disputes.

- (a) In the event of a dispute concerning the interpretation or implementation of the terms of this Instrument, such dispute shall be submitted by notification in writing to arbitration by a tribunal of three arbitrators. One of the arbitrators shall be appointed by the Bank, another by the other disputing party, and the two (2) parties shall appoint the third arbitrator, who shall be the Chairperson. If, within forty-five (45) days of receipt of the request for arbitration, either party has not appointed an arbitrator, or if, within thirty days of the appointment of the two (2) arbitrators, the third arbitrator has not been appointed either party may request the Chairperson of the African Union Commission to appoint the arbitrator not yet appointed. The procedure of arbitration shall be fixed by the arbitrators, but the third arbitrator shall have full power to settle all questions of procedure in any case of disagreement with respect thereto.
- (b) The Tribunal shall afford to all parties a fair hearing and shall render its award in writing; such award may be rendered by default. An award signed by a majority of the Arbitral Tribunal shall constitute the award of such Tribunal. A signed counterpart of the award shall be transmitted to each of the disputing parties. Any such award rendered in accordance with the provisions of this Section shall be final and binding

upon such parties, and the participants Donors and recipients. Each of the disputing parties shall abide by and comply with any such award rendered by the Tribunal in accordance with the provisions of this Section.

- (c) The parties shall fix the amount of the remuneration of the arbitrators and such other persons as shall be required for the conduct of the arbitration proceedings. If the parties shall not agree on such amount before the Tribunal shall convene, the Tribunal shall fix such amount as shall be reasonable under the circumstances. Each of the disputing parties shall defray its own expenses in the arbitration proceedings. The cost of the Tribunal shall be divided between, and borne equally by the parties. Any question concerning the division of the expenses of the Tribunal or the procedure for payment of such expenses shall be determined by the Tribunal.

Section 6.6 Withdrawal from Participation. Any participant may, however, withdraw from participation in the CDSF by written notice to the Facility. The withdrawal shall become effective six (6) months after the date of receipt of the notice. The participant shall, however, remain liable for the payment of any portion of the amount of its commitment, on the basis of which the CDSF has made commitments to recipients.

Section 6.7 Amendments and Termination.

- (a) Amendments or additions may be made to this Instrument by a decision of the Bank and the Governing Council.
- (b) This Instrument shall be in effect for twelve (12) years, provided however that this period may be extended or shortened by a decision of the Board of Governors of the Bank, upon the recommendation of the Board of Directors acting in consultation with the Governing Council. The effectiveness of this Instrument will also terminate upon the occurrence of the event contemplated in Article 47, Section 1 of the Bank Agreement.
- (c) On the date of expiration or the date of termination (each hereinafter referred to as the "Termination Date"), the Bank shall cease all activities relating to the resources of the CDSF, except those incidental to their orderly realization, conservation and preservation and settlement of the direct or contingent obligations to which they may be subject.
- (d) The Bank shall also present to the Governing Council a list of all operations in progress, as of the Termination Date, and such operations shall continue to be processed until the respective processing is concluded.
- (e) The Bank shall within a reasonable period after the termination of the CDSF transfer to the donors such of the resources of the CDSF as are in possession of the Bank and are not required for the purpose of settlement of any outstanding obligations, and shall thereafter, transfer the balance of such resources as and when received by the Bank.
- (f) In the event of termination, the Bank shall, prior to transferring funds in its control to the relevant donors, withhold such portion of the funds as shall correspond *pro rata* to the administrative fee agreed by the Governing Council, to be paid to the Bank during the period of liquidation of the CDSF.



AFRICAN DEVELOPMENT BANK

BOARD OF GOVERNORS

Resolution B/BG/2010/15

Adopted at the Third Sitting of the Forty-Fifth Annual Meeting
of the African Development Bank, on 27 May 2010

Election of the President of the African Development Bank

THE BOARD OF GOVERNORS,

HAVING REGARD to (i) Articles 1, 4, 29, 31(1), 35(2), 36(1) and 37 of the Agreement Establishing the African Development Bank (the “Bank”) and (ii) the Rules of Procedure Governing the Election of the President of the Bank, as amended;

RECALLING Article 2 of the Rules of Procedure for the Election of the President which designates the Steering Committee as the subsidiary body of the Board of Governors responsible for the general administration of the electoral process to the Office of President;

HAVING CONSIDERED:

- (i) The Memorandum of the Steering Committee of the Board of Governors (the “Steering Committee”) to the Board of Governors concerning the Timetable and Procedure for the Election of the President of the Bank contained in Document ADB/BG/WP/2009/10; and
- (ii) The Report of the Meeting of the Steering Committee for the Election of the President of the Bank held on 9 February 2010 contained in Document ADB/BG/SC/WP/2010/01;

NOTING that as of 1st February 2010 (the deadline set for the deposit of candidatures), only one nominee for the post of President, Dr. **Donald KABERUKA**, was duly presented by Rwanda and seconded by thirty two (32) other regional member countries of the Bank, as set forth in the Annex hereto;

FURTHER NOTING that the Steering Committee has, in accordance with the standard procedure, officially registered only the single candidature of Dr. **Donald KABERUKA**;

HAVING REGARD to the recommendation of the Steering Committee, endorsing the single candidature of Dr. **Donald KABERUKA** on the basis of the above procedure;

RECOGNIZING that in view of the foregoing, the election of the President of the Bank will not entail any electoral contest by more than one single candidate;

UNANIMOUSLY DECLARES Dr. **Donald KABERUKA** re-elected, unopposed, as President of the African Development Bank for a second term of office with effect from the expiration of his current term on 31 August 2010.

ANNEX

**Countries that seconded* the candidate presented by Rwanda
Dr. Donald KABERUKA, for election as President of the
African Development Bank
(as at 5.00 p.m. on 1st February 2010)**

1. Zimbabwe
2. Cape Verde
3. Togo
4. Senegal
5. Botswana
6. Nigeria
7. Benin
8. Chad
9. Central African Republic (CAR)
10. Republic of South Africa
11. Mauritius
12. Kenya
13. Niger
14. Malawi
15. Uganda
16. Tanzania
17. Cameroon
18. Guinea Bissau
19. Sierra Leone
20. Liberia
21. Seychelles
22. Ethiopia
23. Swaziland
24. Ghana
25. Côte d'Ivoire
26. Burundi
27. Mali
28. Gabon
29. Burkina Faso
30. Mozambique
31. Tunisia
32. Lesotho

* Countries have been listed in the order in which their letters of sponsorship were received by the Bank.



AFRICAN DEVELOPMENT BANK

BOARD OF GOVERNORS

Resolution B/BG/2010/16

Adopted at the Fifth Session of the Forty-Fifth Annual Meeting
of the African Development Bank, on 28 May 2010

The General Election of the Executive Directors of the African Development Bank

THE BOARD OF GOVERNORS,

HAVING REGARD TO:

- (i) The Agreement Establishing the African Development Bank (the “Bank Agreement”), in particular Articles 29(1) (Board of Governors: Powers), 33(1) (Board of Directors: Composition), 35(3) (Voting), and Annex B to the Bank Agreement, containing the Rules of Procedure Governing the Election of the Members of the Board of Directors of the African Development Bank (the “Bank”);
- (ii) The Rules for the Election of Executive Directors of the African Development Bank; and
- (iii) The maximum term limits for members of the Board of Directors of the Bank, set forth in Article 33(4) of the Bank Agreement;

RECALLING Resolution N° B/BG/2010/11 adopted by this Board on 27 May 2010 by which this Board decided to increase the number of Executive Directors under Article 33(1) of the Agreement establishing the African Development Bank;

NOTING that Governors have nominated only one candidate for each electoral seat, and that each of the said candidates is duly qualified to discharge the functions of Executive Director of the Bank;

DECLARES that:

- (i) The twenty (20) persons, whose names appear below, in the order of magnitude of the total shareholding that counted towards the election of each of them, are duly elected as members of the Board of Directors of the Bank, with effect from 1st July 2010;¹ and
- (ii) In accordance with Article 33(4) of the Bank Agreement, which sets the maximum term limits for Executive Directors, no Executive Director shall serve beyond the maximum applicable term limit;

¹ Please note that under the column titled ‘Countries Represented’, member countries are listed by constituency, starting with the country of origin of the elected Executive Director, and followed by the other member countries in the constituency.

<u>Executive Director</u>	<u>Countries Represented</u>	<u>Voting Powers as of 30.04.10</u>
1. Dr. Shehu YAHAYA	<u>Nigeria</u> Sao Tome & Principe <u>Total of Constituency</u>	8.702 0.095 <u>8.797</u>
2. Mr. Masahiro KAN	<u>Japan</u> Saudi Arabia Austria Brazil Argentina <u>Total of Constituency</u>	5.389 0.217 0.464 0.462 0.291 <u>6.823</u>
3. Mr. Walter C. JONES	<u>United States of America</u> Total	6.495 <u>6.495</u>
4. Mr. Christoph KOHLMEYER	<u>Germany</u> Switzerland Portugal <u>Total of Constituency</u>	4.052 1.459 0.263 <u>5.774</u>
5. Mr. Bruce MONTADOR	<u>Canada</u> China Kuwait Korea <u>Total of Constituency</u>	3.694 1.119 0.464 0.464 <u>5.741</u>
6. Mr. Emmanuel CARRERE	<u>France</u> Belgium Spain <u>Total of Constituency</u>	3.694 0.655 1.062 <u>5.411</u>
7. Mr. Hassan Ali Ali KHEDR	<u>Egypt</u> Djibouti <u>Total of Constituency</u>	5.049 0.083 <u>5.132</u>
8. Mr. Shahid KHAN	South Africa Lesotho Swaziland <u>Total of Constituency</u>	4.516 0.184 0.354 <u>5.054</u>

<u>Executive Director</u>	<u>Countries Represented</u>	<u>Voting Powers as of 30.04.10</u>
9. Mr. Vincenzo ZEZZA	<u>Italy</u>	2.392
	Netherlands	0.865
	United Kingdom	1.669
	<u>Total of Constituency</u>	<u>4.926</u>
10. Mr. Mohamed MAHROUG	<u>Morocco</u>	3.273
	Tunisia	1.397
	Togo	0.183
	<u>Total of Constituency</u>	<u>4.853</u>
11. Ms. Mary Consolate MUDUULI	<u>Uganda</u>	0.522
	Seychelles	0.083
	Ethiopia	1.589
	Kenya	1.452
	Tanzania	0.830
	Rwanda	0.158
	Eritrea	0.118
	<u>Total of Constituency</u>	<u>4.752</u>
12. Mr. Abdelhak BENALLEGUE	<u>Algeria</u>	3.949
	Madagascar	0.664
	Guinea Bissau	0.055
	<u>Total of Constituency</u>	<u>4.668</u>
13. Dr. Mohit DHOORUNDHUR	<u>Mauritius</u>	0.661
	Botswana	2.122
	Zambia	1.261
	Malawi	0.319
	<u>Total of Constituency</u>	<u>4.363</u>
14. Ambassador Mogens PEDERSEN	<u>Denmark</u>	1.158
	Sweden	1.536
	Norway	1.158
	Finland	0.505
	India	0.246
	<u>Total of Constituency</u>	<u>4.603</u>
15. Prof. Tchetché N'GUESSAN	<u>Côte d'Ivoire</u>	3.665
	Guinea	0.426
	Equatorial Guinea	0.145
	<u>Total of Constituency</u>	<u>4.236</u>

<u>Executive Director</u>	<u>Countries Represented</u>	<u>Voting Powers as of 30.04.10</u>
16. Mr. Tombwele Mampuya Francisco PEDRO	<u>Angola</u>	1.169
	Zimbabwe	2.050
	Mozambique	0.646
	Namibia	0.360
	<u>Total of Constituency</u>	<u>4.225</u>
17. Dr. Abdul-Magid GADAD	<u>Libya</u>	3.796
	Mauritania	0.172
	Somalia	0.115
	<u>Total of Constituency</u>	<u>4.083</u>
18. Mr. Mamadou Abdoulaye SOW	<u>Senegal</u>	1.004
	Gabon	1.202
	Burkina Faso	0.446
	Mali	0.456
	Niger	0.276
	Benin	0.219
	Cape Verde	0.103
	Chad	0.102
	Comoros	0.048
	<u>Total of Constituency</u>	<u>3.856</u>
19. Mr. Elfatih Mohamed KHALID	<u>Sudan</u>	0.424
	Liberia	0.218
	Ghana	2.258
	Gambia	0.174
	Sierra Leone	0.266
	<u>Total of Constituency</u>	<u>3.340</u>
20. Mr. André NZAPAYEKE	<u>Central African Republic</u>	0.072
	Congo	0.471
	Dem. Rep. Congo	1.049
	Cameroon	1.019
	<u>Total of Constituency</u>	<u>2.871</u>

DECIDES for the purpose of the present General Election of the Board of Directors to waive the requirement that no person who receives less than five and one half percent (5.5%) of the normalized total voting power of regional members or twelve percent (12%) of the normalized total voting power of the non-regional members shall be considered as elected.

AFRICAN DEVELOPMENT FUND

BOARD OF GOVERNORS

Resolution F/BG/2010/05

Adopted at the Fifth Session of the Thirty-Sixth Annual Meeting
of the African Development Fund, on 28 May 2010

Selection of the Executive Directors of the African Development Fund

THE BOARD OF GOVERNORS,

HAVING REGARD to the relevant provisions of the Agreement Establishing the African Development Fund (the "Fund Agreement"), in particular Articles 23(1) (Board of Governors: Powers), 27 (Board of Directors: Composition) and 29 (Voting), as well as Schedule B to the Fund Agreement;

RECALLING Resolution N° F/BG/2010/11 adopted by this Board on 27 May 2010 by which this Board decided to increase the number of Executive Directors under Article 27(1), (2) and (3) of the Agreement establishing the African Development Fund;

DECLARES that the following seven (7) persons whose names appear below are duly selected members of the Board of Directors of the African Development Fund, with effect from 1st July 2010:¹

¹ Please note that under the column titled "Countries Represented", State participants are listed by constituency, starting with the country of origin of the designated Executive Director, and followed by the other State participants in the constituency.



<u>Executive Director</u>	<u>Countries Represented</u>	<u>Voting Powers as of 30.04.10</u>
1. Mr. Vincenzo ZEZZA	<u>Italy</u>	2.870
	Netherlands	1.990
	United Kingdom	3.925
	<u>Total of Constituency</u>	<u>8.785</u>
2. Mr. Masahiro KAN	<u>Japan</u>	5.971
	Saudi Arabia	0.657
	Austria	0.805
	Brazil	0.342
	Argentina	0.005
	<u>Total of Constituency</u>	<u>7.780</u>
3. Mr. Emmanuel CARRERE	<u>France</u>	5.257
	Belgium	0.984
	Spain	1.281
	<u>Total of Constituency</u>	<u>7.522</u>
4. Mr. Christoph KOHLMEYER	<u>Germany</u>	5.147
	Portugal	0.392
	Switzerland	1.824
	<u>Total of Constituency</u>	<u>7.363</u>
5. Ambassador Mogens PEDERSEN	<u>Denmark</u>	1.383
	Sweden	2.554
	Norway	2.195
	Finland	0.928
	India	0.184
	<u>Total of Constituency</u>	<u>7.244</u>
6. Mr. Bruce MONTADOR	<u>Canada</u>	3.955
	China	0.957
	Kuwait	0.478
	Korea	0.425
	<u>Total of Constituency</u>	<u>5.815</u>
7. Mr. Walter C. JONES	<u>United States of America</u>	<u>5.468</u>
	United Arab Emirates	0.022

BOARDS OF GOVERNORS

Resolution B/BG/2010/17 – F/BG/2010/06

Adopted on 28 May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”) (collectively, the “Annual Meetings”)

**Vote of Thanks of the Boards of Governors to
His Excellency, Laurent GBAGBO, President of the Republic of Côte d’Ivoire**

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings of the Bank and the Fund (collectively, the “Bank Group”) held in **ABIDJAN, REPUBLIC OF COTE D’IVOIRE**, from 27 to 28 May 2010;

EXTEND this vote of thanks to His Excellency **Laurent GBAGBO**, President of the Republic of Côte d’Ivoire; and to **Simone EHIVET GBAGBO**, First Lady, for having graciously honored the Bank Group by their presence;

EXPRESS their most profound gratitude to His Excellency **Laurent GBAGBO**, President of the Republic of Côte d’Ivoire, for his most inspiring intervention at the opening ceremony of the Annual Meetings, as well as for the cordial and fraternal reception, the true African hospitality, and for the excellent facilities generously provided to ensure the success of the Annual Meetings;

COGNISANT of the unwavering and strong support of the Republic of Côte d’Ivoire to the Bank Group;

EXTEND to His Excellency, **Laurent GBAGBO**, President of the Republic of Côte d’Ivoire and to the Government of the Republic of Côte d’Ivoire, their profound gratitude for the continued support to the Bank Group;

SINCERELY WISH His Excellency **Laurent GBAGBO** and the people of Côte d’Ivoire the most resounding success in their noble task of the economic development and social progress of their country and the continent of Africa.



BOARDS OF GOVERNORS

Resolution B/BG/2010/18 – F/BG/2010/07

Adopted on 28 May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”) (collectively, the “Annual Meetings”)

**Vote of Thanks of the Boards of Governors to
His Excellency, Amadou TOUMANI TOURE, President of the Republic of Mali**

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings of the Bank and the Fund (collectively, the “Bank Group”) held in **ABIDJAN, REPUBLIC OF COTE D’IVOIRE**, from 27 to 28 May 2010;

EXPRESS their profound gratitude to His Excellency, **Amadou TOUMANI TOURE**, President of the Republic of Mali, for having graciously consented to honor the Bank Group by his presence at the opening ceremony of the Annual Meetings, and for his inspiring speech;

SINCERELY WISH His Excellency **Amadou TOUMANI TOURE** and the people of Mali the most resounding success in their noble task of the economic development and social progress of their country and the continent of Africa.



BOARDS OF GOVERNORS

Resolution B/BG/2010/19 – F/BG/2010/08

Adopted on 28 May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”) (collectively, the “Annual Meetings”)

**Vote of Thanks of the Boards of Governors to
His Excellency, Thomas YAYI BONI, President of the Republic of Benin**

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings of the Bank and the Fund (collectively, the “Bank Group”) held in **ABIDJAN, REPUBLIC OF COTE D’IVOIRE**, from 27 to 28 May 2010;

EXPRESS their profound gratitude to His Excellency, **Thomas YAYI BONI**, President of the Republic of Benin, for having graciously consented to honor the Bank Group by his presence and participation at the opening ceremony of the Annual Meetings;

SINCERELY WISH His Excellency **Thomas YAYI BONI** and the people of Benin the most resounding success in their noble task of the economic development and social progress of their country and the continent of Africa.



BOARDS OF GOVERNORS

Resolution B/BG/2010/20 – F/BG/2010/09

Adopted on 28 May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”) (collectively, the “Annual Meetings”)

**Vote of Thanks of the Boards of Governors to
His Excellency, Faure GNASSINGBE, President of the Republic of Togo**

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings of the Bank and the Fund (collectively, the “Bank Group”) held in **ABIDJAN, REPUBLIC OF COTE D’IVOIRE**, from 27 to 28 May 2010;

EXPRESS their profound gratitude to His Excellency, **Faure GNASSINGBE**, President of the Republic of Togo, for having graciously consented to honor the Bank Group by his presence at the opening ceremony of the Annual Meetings,

SINCERELY WISH His Excellency **Faure GNASSINGBE** and the people of Togo the most resounding success in their noble task of the economic development and social progress of their country and the continent of Africa.



BOARDS OF GOVERNORS

Resolution B/BG/2010/21 – F/BG/2010/10

Adopted on 28 May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”) (collectively, the “Annual Meetings”)

**Vote of Thanks of the Boards of Governors to
His Excellency, Bernard MAKUZA, Prime Minister of the Republic of Rwanda**

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings of the Bank and the Fund (collectively, the “Bank Group”) held in **ABIDJAN, REPUBLIC OF COTE D’IVOIRE**, from 27 to 28 May 2010;

EXPRESS their profound gratitude to His Excellency, **Bernard MAKUZA**, Prime Minister of the Republic of Rwanda, for having graciously consented to honor the Bank Group by his presence at the opening ceremony of the Annual Meetings;

SINCERELY WISH His Excellency **Bernard MAKUZA** and the people of Rwanda the most resounding success in their noble task of the economic development and social progress of their country and the continent of Africa.



BOARDS OF GOVERNORS

Resolution B/BG/2010/22 – F/BG/2010/11

Adopted on 28 May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”) (collectively, the “Annual Meetings”)

**Vote of Thanks of the Boards of Governors to
His Excellency, Tertius ZONGO, Prime Minister of Burkina Faso**

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings of the Bank and the Fund (collectively, the “Bank Group”) held in **ABIDJAN, REPUBLIC OF COTE D’IVOIRE**, from 27 to 28 May 2010;

EXPRESS their profound gratitude to His Excellency, **Tertius ZONGO**, Prime Minister of **Burkina Faso**, for having graciously consented to honor the Bank Group by his presence at the opening ceremony of the Annual Meetings;

SINCERELY WISH His Excellency **Tertius ZONGO** and the people of **Burkina Faso** the most resounding success in their noble task of the economic development and social progress of their country and the continent of Africa.



BOARDS OF GOVERNORS

Resolution B/BG/2010/23 – F/BG/2010/12

Adopted on 28 May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”) (collectively, the “Annual Meetings”)

Vote of Thanks of the Boards of Governors to His Excellency, John ATTA MILLS, President of the Republic of Ghana, represented by His Excellency, ALHAJI MUHAMMAD MUMUNI, Minister of Foreign Affairs and Regional Integration

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings of the Bank and the Fund (collectively, the “Bank Group”) held in **ABIDJAN, REPUBLIC OF COTE D’IVOIRE**, from 27 to 28 May 2010;

EXPRESS their profound gratitude to His Excellency, **John ATTA MILLS**, President of the Republic of Ghana, for having graciously designated an official representative to participate on his behalf at the opening ceremony of the Annual Meetings;

SINCERELY WISH His Excellency, **John ATTA MILLS**, and the people of Ghana the most resounding success in their noble task of the economic development and social progress of their country and the continent of Africa.



BOARDS OF GOVERNORS

Resolution B/BG/2010/24 – F/BG/2010/13

Adopted on 28 May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”) (collectively, the “Annual Meetings”)

**Vote of Thanks of the Boards of Governors to His Excellency, Ali BONGO,
President of the Republic of Gabon
represented by His Excellency, Antoine de Padoue MBOUMBOU MIYAKOU
President of the Economic and Social Council**

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings of the Bank and the Fund (collectively, the “Bank Group”) held in **ABIDJAN, REPUBLIC OF COTE D’IVOIRE**, from 27 to 28 May 2010;

EXPRESS their profound gratitude to His Excellency, **Ali BONGO**, President of the Republic of Gabon, for having graciously designated an official representative to participate on his behalf at the opening ceremony of the Annual Meetings;

SINCERELY WISH His Excellency, **Ali BONGO**, and the people of Gabon the most resounding success in their noble task of the economic development and social progress of their country and the continent of Africa.



BOARDS OF GOVERNORS

Resolution B/BG/2010/25 – F/BG/2010/14

Adopted on 28 May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”) (collectively, the “Annual Meetings”)

Vote of Thanks of the Boards of Governors to His Excellency Teodoro OBIANG NGUEMA MBASOGO, President of the Republic of Equatorial Guinea, represented by His Excellency, Salomon NGUEMA OWONO, Deputy Prime Minister

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings of the Bank and the Fund (collectively, the “Bank Group”) held in **ABIDJAN, REPUBLIC OF COTE D’IVOIRE**, from 27 to 28 May 2010;

EXPRESS their profound gratitude to His Excellency, **Teodoro OBIANG NGUEMA MBASOGO**, President of the Republic of Equatorial Guinea, for having graciously designated an official representative to participate on his behalf at the Opening Ceremony of the Annual Meeting;

SINCERELY WISH His Excellency, **Teodoro OBIANG NGUEMA MBASOGO** and the people of Equatorial Guinea the most resounding success in their noble task of the economic development and social progress of their country and the continent of Africa.



BOARDS OF GOVERNORS

Resolution B/BG/2010/26 – F/BG/2010/15

Adopted on 28 May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”) (collectively, the “Annual Meetings”)

Vote of Thanks of the Boards of Governors to His Excellency, Guillaume SORO, Prime Minister of the Republic of Côte d’Ivoire, to Mr. Jean-Baptiste GOMONT DIAGOU, Mayor of the District of Cocody and to the National Organizing Committee of the Republic of Côte d’Ivoire

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings of the Bank and the Fund (collectively, the “Bank Group”) held in **ABIDJAN, REPUBLIC OF COTE D’IVOIRE**, from 27 to 28 May 2010;

EXPRESS their most profound gratitude to:

1. His Excellency **Guillaume SORO**, Prime Minister of the Republic of Côte d’Ivoire and Chairman of the National Organizing Committee of the Annual Meetings;
2. Mr. **Jean-Baptiste GOMONT DIAGOU**, Mayor of the District of Cocody; and
3. The National Organizing Committee of the Annual Meetings;

GRATEFUL for the quality of the organization of all the activities of the Annual Meetings as well as the generosity with which the Ivorian Authorities made available all the facilities required by the Bank Group for the Annual Meetings;

NOTING that the commitment, efficiency, and generosity with which the Ivorian Authorities and the National Organizing Committee of the Republic of Côte d’Ivoire conducted their responsibilities, significantly contributed to the success of the Annual Meetings;

EXTEND this vote of thanks to His Excellency **Guillaume SORO**, Prime Minister of the Republic of Côte d’Ivoire and Chairperson of the National Organizing Committee of the Annual Meetings, to Mr. **Jean-Baptiste GOMONT DIAGOU**, Mayor of the District of Cocody, and to the members of the National Organizing Committee as well as the various sub-committees.

BOARDS OF GOVERNORS

Resolution B/BG/2010/27 - F/BG/2010/16

Adopted on 28 May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the "Bank") and the Thirty-Sixth Annual Meeting of the African Development Fund (the "Fund") (collectively, the "Annual Meetings")

Vote of Thanks of the Boards of Governors to His Excellency, Ban KI-MOON, Secretary General of the United Nations Organization, represented by His Excellency, Abdoulie JANNEH, Executive Secretary of the Economic Commission for Africa

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings of the Bank and the Fund (collectively, the "Bank Group") held in **ABIDJAN, REPUBLIC OF COTE D'IVOIRE**, from 27 to 28 May 2010;

EXPRESS their profound gratitude to His Excellency, **Ban KI-MOON**, Secretary General of the United Nations Organization, for having graciously designated an official representative to participate on his behalf at the opening ceremony of the Annual Meetings;

SINCERELY WISH His Excellency, **Ban KI-MOON**, the most resounding success in his noble task of strengthening universal peace and promoting economic development and social progress.



BOARDS OF GOVERNORS

Resolution B/BG/2010/28 – F/BG/2010/17

Adopted on 28 May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”) (collectively, the “Annual Meetings”)

**Vote of Thanks of the Boards of Governors to
His Excellency, Jean PING, President of the Commission of the African Union**

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings of the Bank and the Fund (collectively, the “Bank Group”) held in **ABIDJAN, REPUBLIC OF COTE D’IVOIRE**, from 27 to 28 May 2010;

EXPRESS their profound gratitude to His Excellency, **Jean PING**, President of the Commission of the African Union, for having graciously consented to honor the Bank Group by his presence at the opening ceremony of the Annual Meetings, and for his inspiring speech;

SINCERELY WISH His Excellency **Jean PING** and the African Union the most resounding success in their noble task of development of the continent of Africa.



BOARDS OF GOVERNORS

Resolution B/BG/2010/29 – F/BG/2010/18

Adopted on () May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”) (collectively, the “Annual Meetings”)

Vote of Thanks of the Boards of Governors to the Outgoing Chairperson, the Bureau, the Joint Steering Committee and the Governors Consultative Committee

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings held in **ABIDJAN, REPUBLIC OF COTE D’IVOIRE**, from 27 to 28 May 2010;

GRATEFUL to the Honorable **Paul-Antoine BOHOUN BOUABRE**, Minister of State, Minister of Planning and Development, who served as Chairperson of the Boards of Governors during the period from the closure of the 2009 Annual Meetings to the closure of the 2010 Annual Meetings, for the leadership, wisdom, clear-sightedness and keen sense of consensus with which he directed all deliberations, and conducted the work of the Bureau as well as (i) the Joint Steering Committee of the Boards of Governors and (ii) the Governors Consultative Committee;

COGNISANT of the constant cooperation and active participation of the Vice-Chairpersons of the Bureau and Members of the Joint Steering Committee and the Governors Consultative Committee;

EXTEND this Vote of Thanks to the Chairperson, Vice-Chairpersons of the Bureau and Members of the Joint Steering Committee of the Boards of Governors and the Governors Consultative Committee;

SINCERELY WISH these eminent personalities every success in all their undertakings in the interest of their respective countries, the Bank and the Fund, and the entire continent.

BOARDS OF GOVERNORS

Resolution B/BG/2010/30 – F/BG/2010/19

Adopted on 28 May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”) (collectively, the “Annual Meetings”)

**Vote of Thanks of the Boards of Governors to the Boards of Directors,
President, Management and Staff**

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings of the Bank and the Fund (collectively, the “Bank Group”) held in **ABIDJAN, REPUBLIC OF COTE D’IVOIRE**, from 27 to 28 May 2010;

NOTING the competence and dedication with which the Boards of Directors, President, Management and Staff have conducted the work of the Bank Group in fulfillment of its development mandate, in particular the creativity and timeliness with which the Bank Group has responded to the needs of Regional Member Countries of the Bank (RMCs), in these times, and the significant decisions of the Boards of Directors, which will positively contribute to the social and economic development of the RMCs;

EXTEND this Vote of Thanks to the Boards of Directors, President, Management and Staff.



BOARDS OF GOVERNORS

Resolution B/BG/2010/31 – F/BG/2010/20

Adopted on 28 May 2010 at the Closing Session of the Forty-Fifth Annual Meeting of the African Development Bank (the “Bank”) and the Thirty-Sixth Annual Meeting of the African Development Fund (the “Fund”) (collectively, the “Annual Meetings”)

Vote of Thanks of the Boards of Governors to the Outgoing Members of the Boards of Directors of the Bank and the Fund

THE BOARDS OF GOVERNORS,

AT THE END OF THE DELIBERATIONS of the Annual Meetings of the Bank and the Fund (collectively, the “Bank Group”) held in **ABIDJAN, REPUBLIC OF COTE D’IVOIRE**, from 27 to 28 May 2010;

EXPRESS their most profound gratitude to the outgoing members of the Boards of Directors of the Bank and the Fund for their visible commitment to the development of Africa, especially, during the fuel, food and financial crises, in particular, their willingness and ability to work with Management, to innovate and to ensure that the Bank Group’s response to the needs of its clients was timely and effective.

EXTEND this vote of thanks to the outgoing members of the Boards of Directors of the Bank and the Fund and wish them every success in their future endeavors.



**AFRICAN DEVELOPMENT BANK
AFRICAN DEVELOPMENT FUND**



BOARDS OF GOVERNORS

**FORTY-FIFTH ANNUAL
MEETING OF THE ADB
ABIDJAN, COTE D'IVOIRE
27 AND 28 MAY 2010**

**THIRTY-SIXTH ANNUAL
MEETING OF THE ADF
ABIDJAN, COTE D'IVOIRE
27 AND 28 MAY 2010**

**REPORT OF THE MEETING OF THE JOINT
STEERING COMMITTEE HELD ON 25 MAY 2010**

CA

BOARDS OF GOVERNORS
REPORT OF THE JOINT STEERING COMMITTEE

- 1 The Joint Steering Committee of the Boards of Governors of the African Development Bank (ADB) and the African Development Fund (ADF), comprising the Governors for Cape Verde, Equatorial Guinea, Ethiopia, Mozambique, Senegal, Sweden, Switzerland, Tunisia and United Kingdom, met on 25 May 2010, at the Hotel Ivoire, in Abidjan, Cote d'Ivoire, in the presence of Dr. Donald KABERUKA, President of the African Development Bank. Cape Verde, Equatorial Guinea and Senegal were not present.
 - 1.1 The Minister of State of State, Minister of Planning and Economic Development as well as Governor for Cote d'Ivoire and Chairperson of the Boards of Governors presided over the meeting. He was assisted by his two Vice-Chairpersons, the Governors for Portugal and Guinea Bissau. The Governor for Sweden was designated as Rapporteur.

I. JOINT DOCUMENTS

**ITEM 1.2 Adoption of the Provisional Agenda
(ADB/BG/AG/2010/45/Prov.1/Rev.2-
ADF/BG/AG/2010/36/Prov.1/Rev.2)**

- 2 The Joint Steering Committee considered and took note of the above Revised Provisional Agenda of the 2010 Annual Meetings and recommends that the Boards of Governors adopt it.

**ITEM 1.3 Adoption of the Summary Records of the Forty-Fourth (44th)
Annual Meeting of the ADB and Thirty-Fifth (35th) Annual
Meeting of the ADF (Dakar, Senegal 2009)**

- 3 The Joint Steering Committee recalled that the Summary Records of the Forty-Fourth Annual Meeting of the ADB and Thirty-Fifth Meeting of the ADF, or "Compendium of Annual Meeting Statements" had been posted on the Bank's web site since 6 April 2010. The Committee also recalled that the General Secretariat had transmitted to Governors the direct link enabling access to the document as well as the access code to the section of the web site reserved for the Boards of Governors.
 - 3.1 The Joint Steering Committee noted that no comments were received from Governors on the Compendium of Statements and therefore recommended that the Boards of Governors take note of the document.

**ITEM 1.4 Dates and Venue of the 2011 Annual Meetings of the Boards of
Governors of the African Development Bank Group
(ADB/BG/WP/2010/08-ADF/BG/WP/2010/03)**

- 4 The Joint Steering Committee drew attention to Article 31(1) of the ADB Agreement, Article 25(1) of the ADF Agreement as well as Resolution



B/BG/92/07 concerning the dates and venue for holding the Annual meetings of the Bank Group. It noted that the Authorities of Portugal had requested to host the 2008 Bank Group Annual Meetings in Lisbon and that the Boards of Directors had endorsed the request following the satisfactory assessment by a Bank delegation of the infrastructure and facilities required for the successful hosting of the Annual Meetings in Lisbon.

- 4.1 In view of the foregoing, the Joint Steering Committee recommends to the Boards of Governors to adopt the relevant Resolution approving that the Forty-Sixth ADB Annual Meeting and the Thirty-Seventh ADF Annual Meeting take place on 9 and 10 June 2011 in Lisbon, Portugal.
- 4.2 Finally, the Joint Steering Committee noted with satisfaction that in compliance with the suggestion made by Governors during the 2009 Annual Meetings in Dakar, Senegal, Management had reviewed the sequence of the Agenda items to ensure that the item on the dates and venue of the subsequent Annual Meetings, which constitute the main criterion for designating the Chairperson of the Bureau of the Boards of Governors, was considered before the item concerning the designation of members of the Bureau and Joint Steering Committee.

ITEM 1.5 Designation of the Members of the Bureau and the Joint Steering Committee for the period starting from the end of the 2010 Annual Meetings to the end of the 2011 Annual Meetings (ADB/BG/WP/2010/10–ADF/BG/WP/2010/04)

- 5 The Joint Steering Committee, in light of the proposal to host the 2011 Annual Meetings of the Bank Group in Lisbon, Portugal, recommends that the Boards of Governors approve the following proposal concerning the composition of the Bureau of the Boards of Governors for the period starting from the end of the 2010 Annual Meetings to the end of the 2011 Annual Meetings:

- Chairperson : Portugal
- First Vice-Chairperson : Equatorial Guinea
- Second Vice-Chairperson : Kenya

- 5.1 The Joint Steering Committee also recommends that the Boards of Governors approve the following proposal concerning the composition of the Joint Steering Committee for the period starting from the end of the 2010 Annual Meetings to the end of the 2011 Annual Meetings:

- Algeria
- Argentina
- Austria
- Central African Republic
- Madagascar
- Namibia
- The Gambia
- Togo
- United States of America

ITEM 1.6 General Election of the Executive Directors of the African Development Bank and Selection of the Executive Directors of the African Development Fund (ADB/BG/WP/2010/02 – ADF/BG/WP/2010/01)

- 6 The Joint Steering Committee drew attention to the Boards of Governors' Resolutions B/BG/2001/12 and F/BG/2001/07 of 29 May 2001 concerning the General Election of ADB Executive Directors and the designation of ADF Executive Directors for the period 1 July 2001 to 30 June 2004. It took note of the provisions of the Rules for the Election of Executive Directors, which stipulate that the general election shall be held during and at the venue of the Annual Meetings of the Boards immediately preceding the date of expiry of the term of office of the Executive Directors. In compliance with the above provisions and rules therefore, the Joint Steering Committee recommends that the ADB Board of Governors proceed with the election of nominees for the post of Executive Directors of the African Development Bank on 28 May 2010, as scheduled, and to adopt the relevant resolution.
- 6.1 The Joint Steering Committee also recommends that the ADF Board of Governors proceed with the selection of Executive Directors of the Fund on 28 May 2010 as scheduled, in accordance with Article 27(2) and (3) as well as Schedule B (Part II) of the Agreement establishing the African Development Fund, and to adopt the relevant resolution.

ITEM 1.7 Thirteenth and Fourteenth Consolidated Half-Yearly Reports of the Situation in the Host Country (distributed separately)

- 7.1 The Joint Steering Committee noted that the Governors' Consultative Committee (GCC) would consider the above document at its meeting scheduled for 2.30 p.m. that afternoon. The conclusions and recommendations of the GCC as well as the relevant resolutions would be submitted to the Boards of Governors for adoption during their first plenary session on 27 May 2010.

ITEM 1.8: Update on the Implementation and Financing of the Heavily Indebted Poor Countries (HIPC) Initiative and the Multilateral Debt Relief Initiative (ADB/BG/WP/2010/03–ADF/BG/WP/2010/04)

- 8 The Joint Steering Committee noted with satisfaction the significant progress made by the Bank Group and its donors in mobilizing resources from internal and external sources as per their commitment to the HIPC Initiative. In this regard, the Joint Steering Committee further noted that the Bank Group had contributed US\$ 414.12 million from internal resources, facilitated seven arrears clearance operations worth US\$ 575 million and created a special facility to clear DRC's arrears and finance a US\$ 1.8 billion debt relief operation. Donors for their part had contributed over US\$ 2.6 billion towards the Bank Group's cost of debt relief under the HIPC Initiative

- 8.1 Under the Multilateral Debt Relief Initiative (MDRI), the ADF had cancelled eligible debts of 22 completion point countries amounting to UA 4.5 billion. Donors have met their MDRI payment obligation for the 2006-2009 period. The Joint Steering Committee, however, took note that 19% of payments due for the 2010 period remain either qualified or not received. Lastly, the Committee observed that the cost of the HIPC Initiative and the MDRI could rise if interim and pre-decision point countries do not make sufficient and timely progress. The Bank, its regional member countries, other creditors and donors should therefore continue mobilizing their best and collective efforts to ensure acceleration of progress of these countries towards HIPC decision or completion point.
- 8.2 The Joint Steering Committee therefore recommends that the Boards of Governors take note of the above update on the implementation and financing of the HIPC Initiative as well as the MDRI.

**ITEM 1.9 Independent Review Mechanism—Annual Report for 2009
(ADB/BG/IF/2010/04—ADF/BG/IF/2010/05)**

- 9 The Joint Steering Committee considered and took note of the above report on the activities undertaken by the Bank Group's Independent Review Mechanism in 2009. Those activities included outcomes of the Mechanism's core functions of compliance review and problem-solving, as well as outputs of its outreach strategy.
- 9.1 With respect to the exercise of the IRM's core functions, the Committee noted that the Compliance Review and Mediation Unit (CRMU) registered three new requests in 2009, submitted by local and international NGOs. The IRM team had visited the project areas concerned and its reports had been submitted to the Boards of Directors for information, and the Bank's Management for immediate action.
- 9.2 With regard to outreach activities, the Joint Steering Committee noted that the CRMU organized seven sub-regional and national workshops attended by 192 representatives of Civil Society Organizations (CSOs) and government officials from fifteen regional member countries. The objective of the workshops was to convey IRM information to local communities that are the ultimate beneficiaries of the Mechanism. Besides, the Bank commissioned an independent review of the IRM to assess the Mechanism's experience since it became operational in 2006 and the review report would be presented to the Boards of Directors in 2010.
- 9.3 Finally, the Joint Steering Committee commended the Boards of Directors and Management for the above achievements and recommended that the Boards of Governors take note of the report.

ITEM 1.10: Information Note on Bank Activities and Initiatives in the Water Sector (ADB/BG/IF/2010/02–ADF/BG/IF/2010/02)

- 10 The Joint Steering Committee considered the status of activities undertaken by the Bank in the drinking water and sanitation sector in 2009 and commended the Bank's Management for giving priority to the development and management of water resources, with a view to enabling other MDGs to benefit from the multiplier effect of investments in water and sanitation services. The Committee also welcomed the Bank's medium-term strategy and the various initiatives put in place to address the challenges impeding progress in the water and sanitation sector. Those Initiatives comprised mainly the: (i) Rural Water Supply and Sanitation Initiative; (ii) Urban Water Supply and Sanitation; (iii) African Water Facility; (iv) Multi-Donor Water Partnership Program; and (v) Water for Agriculture and Water Energy Development.
- 10.1 Within that framework, the Bank would continue to scale up investments to strengthen drinking water and sanitation services in regional member countries, enhance decentralization of Bank Group operations and foster innovation and knowledge.
- 10.2 The Joint Steering Committee therefore invites the Boards of Governors to take note of the above Information Paper.

II. ADB DOCUMENTS

ITEM 1.11 New Partnership for Africa's Development (NEPAD) Infrastructure Program-Annual Report (ADB/BG/IF/2010/01)

- 11 The Joint Steering Committee noted with satisfaction that significant progress had been made in the development and implementation of NEPAD projects and programs, particularly in the area of infrastructure development. It, however, observed that in spite of that notable progress, it was still necessary to scale up funding for project preparation and implementation, especially Flagship projects, as well as attracting more private sector participation. Furthermore, it was important to deliver on the Program for Infrastructure Development in Africa (PIDA) study, forge partnerships for infrastructure development and support capacity building in regional economic communities to enable them to develop and implement projects and programs.
- 11.1 Committee members further noted that the low level of development of the local private sector continues to pose a serious impediment to an accelerated development and implementation of infrastructure projects and programs. Countries, as a matter of urgency, should promote actions to support the development of their local private sector to ensure sustainability of key investments within the NEPAD framework. This should be another area in which the Bank could focus its consultations with regional economic communities and other key stakeholders.
- 11.2 The Joint Steering Committee therefore recommends that the Boards of

Governors take note of the above Annual Report.

ITEM 2.1 Report of the Steering Committee of the Board of Governors for the Election of the President of the African Development Bank (ADB/BG/SC/WP/2010/01)

12 The Joint Steering Committee noted that, in accordance with the Rules of Procedure governing the election to the Office of President of the African Development Bank, the Steering Committee of the Board of Governors for the Election of the Bank's President met on 9 February 2010, in Tunis, Tunisia to: (i) verify the conformity of individual candidatures with the conditions of eligibility set forth under Article 36 of the Bank Agreement as well as the conditions of candidature set out in the Election Rules governing the election of the President; and (ii) prepare and transmit to Governors, a detailed report containing information on the candidatures for the Office of President of the Bank.

12.1 The Joint Steering Committee recalled that the Steering Committee of the Board of Governors for the Election of the President had examined the Curriculum Vitae of the sole candidate, Mr. Donald KABERUKA from Rwanda, whose candidature had been duly received and registered by the General Secretariat of the Bank by the closing date for submission of candidatures, set at 1 February 2010, 5.00 p.m., Tunis time. The Steering Committee for the Election of the President had also noted that Dr. Donald KABERUKA was the incumbent President of the Bank, and having served one term, was still eligible for election having satisfied the eligibility criteria in Article 36 of the Agreement establishing the Bank and also the Conditions of Candidature set out in the Election Rules. The Steering Committee for the Election of the President of the Bank therefore, recommended that the Board of Governors of the Bank consider the candidature of Dr. Donald KABERUKA and proceed with the election of the candidate to the Office of President of the Bank on the first day of the Annual Meetings, namely, 27 May 2010, in accordance with the relevant Rules on the election of the President of the Bank

12.2 The Joint Steering Committee endorsed the above proposals and recommended that the Board of Governors proceed with the election of the President of the Bank and adopt the relevant Resolution.

ITEM 2.2 Report of the Eleventh Meeting of the Consultative Committee concerning the Sixth General Capital Increase of the Resources of the African Development Bank and the Request of Countries in the Southern Africa Sub-Region to increase their representation on the Board of Directors of the Bank (ADB/BG/SC/WP/2010/01)

13 The Joint Steering Committee recalled that the Governor's Consultative Committee held its eleventh meeting on 23 April 2010 in Washington, D.C, USA to consider the Sixth General Capital Increase of the Resources of the

Bank as well as the Request of Countries in the Southern Africa Sub-Region to Increase their Representation on the Board of Directors of the Bank.

- 13.1 With regard to the general capital increase, the GCC had recommended the approval of an increase in the authorized capital stock of the Bank from twenty-one billion eight hundred and seventy million Units of Account (UA 21,870,000,000) to sixty-five billion six hundred and ten million Units of Account (UA 65,610,000,000), on the terms and conditions set forth in the draft resolution. The GCC also recommended that the GCI-VI be accompanied by a package of reforms set forth in an Institutional Reform Matrix prepared by Management, attached as Annex II to its Report.
- 13.2 On the request of countries in the Southern Africa sub-region, the committee noted that the GCC had endorsed the proposals put forward by the Contact Group, namely: (i) increasing the number of seats on the Board of Directors by two seats; (ii) allocating one of those seats to regional member countries and the other to the non-regional member countries; and (iii) approving the draft Resolution in this regard with immediate applicability, so as to permit a smooth and orderly conduct of the general election of the Board of Directors during these Annual Meetings.
- 13.3 The Joint Steering Committee noted that the GCC had submitted its report directly to the Board of Governors with its recommendations and the related draft resolutions.

ITEM 2.3: Review of the African Development Bank Share Transfer Rules adopted in 2000 (ADB/BG/WP/2010/14)

- 14 The Joint Steering Committee recalled that the above report had been submitted at the request made by the Board of Governors during its 2009 Annual Meetings held in Dakar, Senegal, concerning a review of the Bank's Share Transfer Rules as part of the GCI-VI process. During the 23 April 2010 meeting of the GCC in Washington, D.C., GCC members took note of the consensus reached at the Board of Directors regarding the amendment to the priority rules under the Share Transfer Rules, and recommended that the Report of the Board of Directors be transmitted to the Board of Governors along with the draft Resolution and amendments to the Share Transfer Rules for adoption at the present Annual Meeting.
- 14.1 The Joint Steering Committee therefore recommends that the Board of Governors to approve the above report and adopt the relevant Resolution.

ITEM 2.4: Report of the Standing Committee on the Conditions of Service of Elected Officers (Document distributed separately)

- 15 The Joint Steering Committee noted that the Standing Committee on the Conditions of Service of Elected Officers would meet to undertake a comprehensive study on the conditions of service of the President and Executive Directors of the Bank as well as a cost of living adjustment for these elected officers.

15.1 The Joint Steering Committee also noted that the standing committee would submit its report directly to the Board of Governors.

ITEM 2.5: The Annual Report and Audited Financial Statements for the Financial Year Ended 31 December 2009 (ADB/BG/WP/2010/03)

16 The Joint Steering Committee recalled that the Board of Directors had noted with satisfaction the unqualified opinion of the External Auditors on the Financial Statements of the Bank and had recommended that the Board of Governors approve the Annual Report as well as the Audited Financial Statements of the Bank for the year ended 31 December 2009.

16.1 The Joint Steering Committee therefore requested the Board of Governors to endorse the Board of Directors' recommendation and approve the Annual Report and Financial Statements of the Bank for the year ended 31 December 2009 as well as the relevant Resolution. The Joint Steering Committee also recommended that the Board of Governors commend the Board of Directors, Management and staff for the good results in spite of difficult global financial environment.

ITEM 2.6: Allocation and Distribution of the Net Income of the ADB for the Financial Year Ended 31 December 2009 (ADB/BG/WP/2010/05)

17 The Joint Steering Committee noted that the Bank earned a net income of UA 68 480 000 during the financial year ended 31 December 2009. Since 2006, the Bank has recognized distributions of income approved by the Board of Governors as expenses in the income statement in the year in which such distributions are approved. Accordingly, with effect from 2006, allocable income was redefined as income before distributions approved by the Board of Governors adjusted for certain unrealized gains and losses. Income before distributions approved by the Board of Governors amounted to UA 231.160 million. Allocable income for 2009 amounted to UA 238.749 million.

17.1 In the light of the Bank's financial solidity, balanced against the development needs of its regional member countries, the Joint Steering Committee recommends that the Board of Governors approve the proposals of the Board of Directors regarding the allocation and distribution of the 2009 net income as follows :

- (i) make provision for reserves, in the amount of Ninety Million Units of Account (UA 90,000,000) from the 2009 allocable income;
- (ii) Twenty-Seven Million Seven Hundred and Fifty Thousand Units of Account (UA 27,750,000) to the surplus account;
- (iii) approve the following distribution from the balance of the 2009 allocable income for the following purposes:
 - (a) Fifty Million Units of Account (UA 50,000,000) contribution to the ADF-11, in recognition of the importance of providing

additional support to the ADF countries;

- (b) Sixty-Six Million Units of Account (UA 66,000,000) for purpose of a Special Account dedicated to the debt service of part of the consolidated loans of the DRC; and
- (c) Five Million Units of Account (UA 5,000,000) for the benefit of the Technical Assistance Fund for the Middle Income Countries;

17.2 The Joint Steering Committee recommends that the Board of Governors approve the above proposals and adopt the relevant Resolution.

ITEM 2.7: Distribution of the Net Income of the NTF for the Financial Year ended 31 December 2009 (ADB/BG/WP/2010/07)

18 The Joint Steering Committee took note that the Financial Statements of the NTF indicate an income before transfers approved by the Board of Governors of Three Million One Hundred and Seventy-Three Thousand Units of Account (UA 3,173,000) for the financial year ended 31 December 2009. It endorsed the recommendations of the Board of Directors to allocate the 2009 net income of the NTF as follows:

- (i) Two Million Two Hundred and Fifty-Six Thousand Seven Hundred Units of Account (UA 2,256,700), from the 2009 net income to be retained in the Reserves of the NTF; and
- (ii) An allocation to the HIPC Initiative, of ten percent (10%) of the 2009 net income of the NTF, in the amount of Three Hundred and Seventeen Thousand and Three Hundred Units of Account (UA 317,300).

18.1 The Joint Steering Committee recommends that the Board of Governors approve the above proposals and adopt the relevant Resolution.

ITEM 2.8: Instrument for the Establishment of the ClimDev-Africa Special Fund (ADB/BG/WP/2010/09)

19 The Joint Steering Committee recalled that the Global Climate observing System (CGOS), in close collaboration with National Meteorological and Hydrological Services (NMHSs) and the World Meteorological Organization (WMO) undertook a series of assessments in 2000 to ascertain the state of climate observing systems in Africa. It noted that the continent has the lowest density and quality of climate reporting systems in the world, about 1/8th; the minimum number required to support development.

19.1 Subsequently, a series of regional consultations were held in South, East, Central, West and North Africa from 2001 to 2005, resulting in the establishment of a strategy and Action Plan for "Climate for Development in Africa Program. Both the African Union and the Bank were invited to join this important Initiative.

19.2 The program partners and a number of donors have requested the Bank to establish and host the ClimDev – Africa Special Fund (CDSF). The Joint

recommended that the Board of Governors approve the Framework Document, the Instrument for the Establishment of the CDSF and the relevant Resolution.

III. ADF DOCUMENTS

ITEM 3.1: Annual Report and Audited Special Purpose Financial Statements for the Year ended 31 December 2009 (ADF/BG/WP/2010/02)

- 20 The Joint Steering Committee took note of the above Financial Statements and expressed satisfaction at the good financial performance of the Fund during the 2009 financial year.
- 20.1 The Joint Steering Committee endorsed the Annual Report and Audited Special Purpose Financial Statements of the ADF for the financial year ended 31 December 2009 and recommends that the Board of Governors approve the said Statements and adopt the relevant Resolution.

ITEM 3.2: Report on the ADF-11 Mid-Term Review and Status of the ADF-12 Consultations (ADF/BG/WP/2010/03)

- 21 The Joint Steering Committee recalled that at the conclusion of the ADF-11 replenishment consultations, ADF Deputies requested that there should be a mid-term review of ADF-11 during the second year of the replenishment cycle. ADF Deputies, joined by representatives of selected beneficiary countries and international development institutions (as observers), met for the ADF-11 Mid-Term Review in Helsinki, Finland, on 20 and 21 October 2010. The primary objective of the review was to discuss progress made in the implementation of the decisions set out in the ADF-11 Report, and in particular, in the the core priority areas of infrastructure, governance, support for fragile states and regional integration.
- 21.1 The Joint Steering Committee noted that the Deputies expressed broad support for the Fund's rapid and flexible response to the new challenges arising from the fuel, food and financial crisis, while maintaining its focus on the agreed core operational priorities for ADF-11. It also noted that consultations on the replenishment of ADF-12 had commenced and that the next consultative meeting would be held during the current ADF Annual Meeting in Abidjan.
- 21.2 The Joint Steering Committee therefore recommends that the Board of Governors take note of the above Report.



**The Rapporteur
Governor for Sweden**

AFRICAN DEVELOPMENT BANK

ADB/BG/GCC-XII/2010
25 May 2010
Prepared by: SEGL
Original: ENGLISH/FRENCH



**REPORT OF THE TWELFTH MEETING OF THE
GOVERNORS' CONSULTATIVE COMMITTEE (GCC)**

25 MAY 2010

**HOTEL IVOIRE
ABIDJAN, COTE D'IVOIRE**

COA

**REPORT OF THE TWELFTH MEETING OF THE GOVERNORS'
CONSULTATIVE COMMITTEE (GCC), ABIDJAN, COTE D'IVOIRE**

- 1 The Governors' Consultative Committee (GCC) had its twelfth meeting at the Hotel Ivoire, Abidjan, Cote d'Ivoire, on 25 May 2010, with **His Excellency Mr. Paul Antoine BOHOUN BOUABRE**, Minister of State, Minister of Planning and Economic Development of Cote d'Ivoire as well as the Chairperson of the Boards of Governors, presiding. The meeting took place in the presence of **Dr. Donald KABERUKA**, President of the African Development Bank. Members of the Committee in attendance were Algeria, Burkina Faso, Canada, Congo (Brazzaville), Cote d'Ivoire, Egypt, France, Germany, Japan, Liberia, Libya, Malawi, Morocco, Nigeria, Seychelles, Switzerland, United States of America and Zimbabwe. Several member countries attended the meeting as observers.

Opening Statement by the Chairperson of the Governors' Consultative Committee

- 2 In his capacity as Chairperson of the Board of Governors of the Bank as well as the GCC, His Excellency Mr. BOHOUN BOUABRE welcomed his colleagues to the meeting and declared the meeting open. He expressed the hope that as usual, the deliberations would be cordial and that decisions would be reached in a consensual manner.

Statement by the President of the Bank

- 3 The President of the Bank in his brief Statement welcomed Committee members to the meeting and thanked them for their constructive dialogue during the course of their mandate that had enabled them to address major issues. He recalled his working visit to the host country during which he met and discussed with most stakeholders and observed that the report on the situation in the host country faithfully reflected those consultations.

Adoption of the Agenda

- 4 Members of the GCC approved the agenda as presented.

Cote d'Ivoire – Thirteenth and Fourteenth Consolidated Half-Yearly Reports on the Situation in the Host Country (ADB/BG/WP/2010/47)

- 5 The Committee took note of the improvement pertaining to security and the political situation since the preparation and circulation of the report in March 2010. This was reflected by several positive developments on the ground including the improvement in the United Nation's security index. The decision by the shareholders of the Bank to hold the 2010 Annual Meetings in Abidjan testified to those positive developments.
- 6 However, following its consideration of the consolidated reports, the Committee agreed that more time was needed to consolidate the progress made, and therefore recommended that the Boards of Governors endorse the proposal to:
 - (i) reaffirm that the Headquarters of the Bank shall remain in Abidjan, Côte d'Ivoire;

- (ii) take note of the developments in Cote d'Ivoire in the first quarter of the year and the progress made by the Host Country towards consolidating peace and stability, but decide that the situation in the Host Country is not yet conducive for an immediate return of the operations of the Bank to its Headquarters;
- (iii) extend the Temporary Relocation Period for twelve (12) months;
- (iv) direct the Board of Directors to continue to closely monitor the situation in the Host Country in accordance with the following: (a) the normalization of the political and security situation; and (b) the existence of the basic facilities and infrastructure necessary for the effective operations of the Bank;
- (v) further direct the GCC to meet at an appropriate date before the 2011 Annual Meetings to provide guidance to the Board of Governors on the issues referred to in paragraph (iv) above relating to the Bank's return to Abidjan and anything else judged relevant, and to recommend a decision to be taken by the Board of Governors at the 2011 Annual Meetings;
- (vi) decide that there shall be a twelve (12)-month notice period, to ensure proper planning and orderly return of the operations of the Bank to its Headquarters after a final decision is taken by the Board of Governors.

7 Lastly, the GCC recommended that the Boards of Governors adopt the relevant resolution.

Other Business

8 Under "Other Business", the GCC took note of the assurances provided by Management on certain issues raised by some Governors relating to the Resolutions on the Bank's sixth general capital increase and the increase in the number of seats on the Board of Directors. In particular, the GCC noted that the Resolutions on the Capital Increase and the Increase in the number of seats on the Board of Directors will not make any reference to the word "Amendment" to the Agreements establishing the Bank and the Fund, to avoid legislative constraints in some member countries. The Committee further noted that the Resolution authorizing the Sixth General Capital Increase will be reworded in such a way as: (i) to allow member countries that could not deposit their instruments of subscription within the prescribed 60-day period due to legislative requirements to do so at the same time that they make the first installment payment or before the first installment payment date; and (ii) to pay in cash or promissory notes provided the notes are encashable on or before the due date for payment. It was noted that these changes would be reflected as revisions to the relevant documents submitted to the Boards of Governors.

Closing Remarks by the Chairperson of the GCC

9 In his closing remarks, the Chairperson expressed his gratitude to the GCC members for their effective participation in the several meetings he had the honour to chair that were held in a cordial and consensual environment. The Committee's assiduous work enabled it to address by consensus all the sensitive issues referred to it. The consensual approach of Governors is proof of their commitment to strengthening the Bank's credibility and its capacity to

Report of the Twelfth Meeting of the Governors' Consultative Committee

meet its laudable mission of the economic and social development of Africa. Lastly, he thanked his colleagues for their support to the Bureau of the Boards of Governors throughout the deliberations of the GCC.

Mr. Paul Antoine BOHOUN BOUABRE
Chairperson, Board of Governors and Chairperson
of the Governors' Consultative Committee (GCC)

A large, stylized handwritten signature in blue ink, consisting of a long horizontal line at the top, a jagged middle section, and a long horizontal line at the bottom.

AFRICAN DEVELOPMENT BANK



BOARD OF GOVERNORS

**REPORT OF THE MEETING OF THE STANDING COMMITTEE ON THE
CONDITIONS OF SERVICE OF ELECTED OFFICERS HELD AT HOTEL
IVOIRE, ABIDJAN, COTE D'IVOIRE, ON 25 MAY 2010**

ABIDJAN, COTE D'IVOIRE, 25 MAY 2010

CA

BOARD OF GOVERNORS

**REPORT OF THE MEETING OF THE STANDING COMMITTEE
ON THE CONDITIONS OF SERVICE OF ELECTED OFFICERS
HELD ON 25 MAY 2009**

- 1 The Standing Committee on the Conditions of Service of Elected Officers met on Tuesday, 25 May 2010, at the Hôtel Ivoire in Abidjan, Cote d'Ivoire. The following members were represented: Belgium, Brazil, Djibouti and Egypt, while Botswana was not present. **Mr. Mahmoud Abdel Aziz MAHMOUD**, Temporary Governor for Egypt, presided.

Introductory Statement of the Chairperson of the Standing Committee on the Conditions of Service of Elected Officers

- 2 The Chairperson welcomed Committee members, thanked them for their presence and declared the meeting open. He recalled that the purpose of the meeting was to consider proposals concerning the conditions of service of the President and Executive Directors of the Bank. In that regard, he drew attention to Resolutions B/BG/2002/12 and B/BG/2002/13 adopted by the Board of Governors in 2002, which requires Management to commission a study every year to determine the impact of inflation on the salaries of elected officers. The Resolution also makes provision for a comprehensive study every three years for the review of the total remuneration package of elected officers. The document under consideration had been prepared by an independent consultant in compliance with the provisions of those resolutions.

Adoption of the Agenda

- 3 The Committee adopted the agenda as presented, which is attached to this report as an Annex 1.

Report: Conditions of Service of Elected Officers

- 4 The Consultant, in his presentation, explained that the document set out to review, (i) effective 1 January 2009, the salary and allowances of the President and the salary of the Executive Directors to take into account the financial situation of the Bank during the period under review as well as the cost/price inflation over the past year; and (ii) effective 1 January 2010, the total remuneration package of the President and Executive Directors, taking into account: (a) all remunerable elements including salaries, allowances, benefits and other compensation elements); (b) the underlying principle that the total remuneration package of the President of the Bank and that of the Executive Directors, should be reasonably comparable with the salary of the Presidents or that of the Executive Directors of other multilateral development banks, notably the President and Executive Directors of the Asian Development Bank; (c) the performance of the Bank, cost of living and currency differences; and (d) the financial situation of the Bank.

3. 1.

STANDING COMMITTEE ON THE CONDITIONS OF SERVICE OF ELECTED OFFICERS

Discussions

- 5 The Committee commended the consultant for his clear and comprehensive analysis, particularly in connection with the terms and conditions of service of the elected officers of the ADB and its comparator institutions.

Conclusions and Recommendations

- 6 Following its deliberations, the Committee concluded that it was not in a position to make recommendations to the Board of Governors at this time, particularly on a cost-of-living adjustment and a comprehensive review of the terms and conditions of service. The Committee agreed to reconvene within the next six months and submit its recommendations to the Board of Governors.

Other Business

- 7 No issues were raised under this item.

Closing Remarks by the Chairperson of the Standing Committee on the Conditions of Service of Elected Officers

- 8 The Chairperson thanked his colleagues for their effective participation in the deliberations and commended the consultant for his objective analysis.



Mr. Mahmoud Abdel Aziz MAHMOUD
Chairperson, Standing Committee on the Conditions of Service
of Elected Officers and Temporary Governor for Egypt