

INFORMATION ON SUBSCRIPTIONS TO THE GENERAL CAPITAL INCREASE OF THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT

INTRODUCTION

1. On 15 December 2023, the EBRD Board of Governors adopted Resolution No. 265 (the Resolution), which provides for a general paid-in increase in the Bank's authorised capital stock of EUR 4 billion, and for subscriptions to such increase by the Bank's members. A copy of the Resolution is set out in Annex A.
2. The purpose of this document is to inform the Bank's members of the steps to be taken in subscribing to the newly authorised shares as provided for in the Resolution.

NOTICE OF INTENTION TO SUBSCRIBE

3. Members wishing to subscribe to the newly authorised paid-in shares should, at their earliest convenience, advise the Secretary General of the Bank of their intention (EBRDOfficeoftheSecretaryGeneral@ebrd.com) and of the expected timing of such subscription. It is equally important for the Bank to know, as soon as possible, if a member will not subscribe to any shares. Getting this information at an early stage will help the Bank manage the process in the most efficient manner.

SHARES AVAILABLE FOR SUBSCRIPTION

4. Each member of the Bank is entitled to subscribe to a number of additional shares in proportion to its existing holding. This is calculated by rounding downwards, to the nearest share, from 13.44051246 percent¹ of the shares held by such member immediately prior to the time at which the Resolution was adopted by the Board of Governors. The maximum number of shares to which each member is entitled to subscribe is set out in Annex B.
5. A member may subscribe to all or, at its option, only part of its maximum share entitlement. Any subscription must be to a whole number of shares. A member initially subscribing to less than its maximum share entitlement may subsequently increase its subscription up to its maximum share entitlement, by depositing additional subscription documents in respect of such increase. No member is under any obligation to subscribe to any of the paid-in shares to which it is entitled.

DEADLINE FOR SUBSCRIPTIONS

6. Subscriptions to paid-in shares may be made at any time up to 30 June 2025. Members are urged to make such subscriptions as soon as possible.

¹ Calculated as total new shares (400,000) divided by total subscribed shares (2,976,077) on the date of the adoption of Resolution No.265.

7. The Resolution has empowered the Board of Directors to extend the deadline for subscriptions until 31 December 2025. The Board of Directors might consider such extension, for example, where it is believed that additional time would allow for a significantly higher number of paid-in shares to be subscribed to.

8. The Bank will notify all members as to the final level of subscriptions once the deadline (as may be extended) has passed and will keep the Board updated on progress.

SUBSCRIPTION DOCUMENTS

9. Each member subscribing to paid-in shares must furnish the Bank with:

- a. an instrument of subscription whereby the member subscribes to the number of paid-in shares specified in such instrument;
- b. a representation that the member has duly taken all legislative and other internal action necessary to enable it to make such subscription; and
- c. an undertaking that the member will furnish such information as the Bank may request concerning such action.

10. This can be furnished all in one document, as provided for in the form of Instrument of Subscription attached as Annex C. It is not essential that the representation and undertaking be included in the same document as the subscription. A subscription will not, however, be considered complete for the purposes of the Resolution unless and until the instrument of subscription, the representation and the undertaking, all in an acceptable form, have been received by the Bank.

11. In addition, the Bank will need to be satisfied that the said instrument has been duly authorised or ratified by, and executed and delivered on behalf of, the member and constitutes a valid and legally binding obligation of the member, enforceable in accordance with its terms. A form of Certificate of Due Authorisation and Execution in this respect is attached as Annex D.

12. Upon receipt of the subscription document(s) and certificate from a member, the Bank will determine whether or not they are satisfactory to the Bank and will notify the member accordingly.

EFFECTIVENESS OF CAPITAL INCREASE

13. The increase in the Bank's authorised capital stock will become effective on 31 December 2024 (the Effective Date). The Bank will notify all members as to the level of subscriptions as at the Effective Date.

EFFECTIVENESS OF SUBSCRIPTIONS

14. Each instrument of subscription will become effective on the Effective Date or on the date on which the Bank notifies the subscribing member that the documents deposited by such member are satisfactory to the Bank, whichever is the later. From the date its instrument of subscription becomes effective, the shareholding of the subscribing member will increase by the number of shares specified in the instrument. This increase will be recorded in the books of the Bank as of that date and the Bank will not provide share certificates. Each member's voting rights will be adjusted accordingly on the same date, with one additional vote per paid-in share subscribed in the capital increase.²

PROCEDURES FOR SUBSCRIPTION PAYMENT

15. Payment for subscribed shares is to be made in five equal instalments. The first instalment shall be paid by each member by 30 April 2025 or within 60 days after its instrument of subscription has become effective, whichever is the later. The remaining four instalments shall be paid by 30 April 2026, 30 April 2027, 30 April 2028 and 30 April 2029, respectively. However, a member may, after consultation with the Bank, make payments on terms more favourable to the Bank than those indicated above.

16. If a member wishes to do so, all or part of their payment obligations may, after consultation with the Bank, be satisfied using non-negotiable, non-interest-bearing promissory notes, encashable by the Bank at par value upon demand on a schedule aligned with the foregoing instalment due dates.

AMOUNT OF SUBSCRIPTION PAYMENT

17. The subscription price per share is EUR 10,000.

18. Payment for subscribed shares may be made, at the option of the subscribing member, either in Euro (EUR), in United States Dollars (USD) or in Japanese Yen (JPY), into the following bank accounts:

Euro payments

CCY	CORRESPONDENT BANK	SWIFT CODE
EUR	Deutsche Bank, Frankfurt A/C 100 9254459 00 IBAN: DE51500700100925445900	DEUTDEFFXXX

United States Dollar payments

CCY	CORRESPONDENT BANK	SWIFT CODE
USD	Citibank, New York A/C 36125585	CITIUS33XXX

² Article 29.1 of the Agreement Establishing the EBRD.

Japanese Yen payments

CCY	CORRESPONDENT BANK	SWIFT CODE
JPY	Citibank Tokyo A/C 0158028417	CITIJPJXXX

19. Members wishing to settle their payment obligations in United States Dollars or in Japanese Yen shall make an irrevocable election to such effect as part of their instrument of subscription, applicable to all payments. In such cases, the following exchange rates will apply: 1 EUR : 1.0844 USD and 1 EUR : 157.25 JPY.

20. Where they have not indicated already, members are requested to advise the Bank at an early date, by 1 March 2024 if at all possible, whether they intend to make payment in Euro, United States Dollars or in Japanese Yen. This would be for the advance information of the Bank and enable the Bank to make appropriate arrangements for hedging anticipated payments into EUR – the currency in which the Bank’s capital stock is denominated.

ADDITIONAL INFORMATION AND DEPOSIT OF DOCUMENTS

21. A member’s notice of intention to subscribe and/or intention to pay in United States Dollars or in Japanese Yen can be provided by email addressed to the Office of the Secretary General (EBRDOfficeoftheSecretaryGeneral@ebrd.com).

22. Subscription documents should be submitted as signed originals, to be received by the Bank not later than 30 June 2025 (or such subsequent date not later than 31 December 2025 as may be determined by the Board of Directors). A notice informing the Bank that such subscription documents have been submitted, will be appreciated by the Bank and can be made by email to the Office of the Secretary General (EBRDOfficeoftheSecretaryGeneral@ebrd.com).

23. Subscription documents should be submitted to the Bank’s headquarters at the following address:

EBRD
5 Bank Street
London, E14 4BG
United Kingdom

For the attention of: Edward Bannerman, Director, Shareholder Relations, Office of the Secretary General

Requests for additional information can also be made by email addressed to Bannerme@ebrd.com

RESOLUTION NO. 265

INCREASE IN AUTHORISED CAPITAL STOCK AND SUBSCRIPTIONS THERETO

THE BOARD OF GOVERNORS:

Reaffirming the commitment of shareholders to support Ukraine in response to the military invasion by the Russian Federation;

Recalling Resolution No. 258 '*EBRD's Support for Resilience and Reconstruction in Ukraine: The Way Forward*' calling on the Board of Directors to submit a concrete proposal on the scope of the Bank's support for Ukraine and a potential paid-in capital increase;

Having carefully considered the Report of the Board of Directors '*Proposal for a Paid-in Capital Increase*' (the 'Report');

Endorsing the scope envisaged for the Bank in collaboration with other partners of Ukraine and as part of a well-coordinated international effort to support Ukraine, maintaining and applying the Bank's unique mandate and business model;

Stressing the importance of the Bank's role in continuing to support all of its countries of operations in addressing the most pressing transition challenges, aligned with the Bank's strategic direction;

Being in agreement that a paid-in increase to the Bank's authorised capital stock is required to enable it to play its role in Ukraine while continuing to fully support all of its countries of operations;

Welcoming and endorsing the Bank's specific ambitions for its work in Ukraine, as well as the short- and long-term commitments for the Bank's continuing evolution, as elaborated in the Report; and

Noting the Bank's commitment to the efficient use of its capital resources and the continuing implementation of the G20 Capital Adequacy Framework review recommendations, as elaborated in the Report.

HEREBY RESOLVES THAT:

1. Increase in Authorised Capital Stock

The authorised capital stock of the Bank shall, effective on 31 December 2024 (the "Effective Date"), be increased by 400,000 paid-in shares, each share having a par value of EUR 10,000.

2. Subscriptions

(a) In accordance with Article 5.3 of the Agreement Establishing the Bank (the 'Agreement'), each member as at the date this Resolution is adopted shall be entitled to subscribe, at par, to a proportion of the increase in stock equivalent to the proportion which

its stock subscribed bears to the total subscribed capital stock held by the Bank immediately prior to the date this Resolution is adopted rounded downwards to the nearest share. Each such subscription shall be on the terms and conditions set forth in this Resolution.

(b) On or before 30 June 2025, or such subsequent date not later than 31 December 2025 as the Board of Directors may determine on or before 30 June 2025, each member wishing to subscribe pursuant to this Resolution shall deposit with the Bank the following documents in a form acceptable to the Bank:

(i) an instrument of subscription whereby the member subscribes to the number of paid-in shares specified in such instrument;

(ii) a representation that the member has duly taken all legislative and other internal action necessary to enable it to make such subscription; and

(iii) an undertaking that the member will furnish such information as the Bank may request concerning such action.

(c) Each instrument of subscription shall become effective and the subscription thereunder shall be deemed to have been made on the Effective Date, or on the date on which the Bank notifies the subscribing member that the documents deposited by such member pursuant to paragraph (b) above are satisfactory to the Bank, whichever is the later.

(d) The shares authorised by this Resolution which shall not have been subscribed to in accordance with this Resolution by the time that the deadline for subscription has expired shall be retained by the Bank and reserved for initial subscriptions by new members and for special increases in the subscriptions of individual members, as may be determined by the Board of Governors pursuant to Articles 5.2 and 5.4 of the Agreement.

(e) On 1 May 2033, any shares subscribed to pursuant to this Resolution that have not been paid for, notwithstanding the application of the payment terms below, shall automatically be surrendered to the Bank at no consideration, with the shareholding of the relevant member(s) reduced accordingly. Any such surrendered shares shall also be retained by the Bank and reserved for initial subscriptions by new members and for special increases in the subscriptions of individual members, as may be determined by the Board of Governors pursuant to Articles 5.2 and 5.4 of the Agreement.

3. Payment Terms

(a) Payment for the paid-in shares subscribed pursuant to this Resolution shall be made in five equal annual instalments. The first instalment shall be paid by each member by the later of (i) 30 April 2025; or (ii) 60 days after its instrument of subscription has become effective. The remaining four instalments shall be paid by 30 April 2026; 30 April 2027; 30 April 2028 and 30 April 2029, respectively. A member may, after consultation with the Bank, make payments on terms more favourable to the Bank than those stipulated in the foregoing provisions of this paragraph. A member may satisfy all or part of its payment obligations in non-negotiable, non-interest-bearing promissory notes, encashable by the Bank at par value upon demand on a schedule aligned with the foregoing instalment due dates.

(b) All payment obligations of a member in respect of subscription to shares in accordance with this Resolution shall be settled in Euro (EUR), in United States Dollars (USD) or in Japanese Yen (JPY), in the latter two cases on the basis of the average exchange rate of the

relevant currency in terms of Euro for the period from 1 July 2023 to 30 September 2023, inclusive, quoted by the European Central Bank, specifically 1 EUR : 1.0844 USD and 1 EUR : 157.25 JPY. Members wishing to settle their payment obligations in United States Dollars or in Japanese Yen shall make an irrevocable election to such effect as part of their instrument of subscription, applicable to all payments.

(Adopted 15 December 2023)

SHARE ENTITLEMENT OF MEMBERS

	Current total shareholding	Total new shares*	Total new paid-in capital	Value of single instalment
Members	Number	Number	EUR	EUR
Albania	3,001	403	4,030,000	806,000
Algeria	203	27	270,000	54,000
Armenia	1,499	201	2,010,000	402,000
Australia	30,014	4,034	40,340,000	8,068,000
Austria	68,432	9,197	91,970,000	18,394,000
Azerbaijan	3,001	403	4,030,000	806,000
Belarus	6,002	806	8,060,000	1,612,000
Belgium	68,432	9,197	91,970,000	18,394,000
Bosnia and Herzegovina	5,071	681	6,810,000	1,362,000
Bulgaria	23,711	3,186	31,860,000	6,372,000
Canada	102,049	13,715	137,150,000	27,430,000
China	2,900	389	3,890,000	778,000
Croatia	10,942	1,470	14,700,000	2,940,000
Cyprus	3,001	403	4,030,000	806,000
Czech Republic	25,611	3,442	34,420,000	6,884,000
Denmark	36,017	4,840	48,400,000	9,680,000
Egypt	3,087	414	4,140,000	828,000
Estonia	3,001	403	4,030,000	806,000
European Investment Bank	90,044	12,102	121,020,000	24,204,000
European Union	90,044	12,102	121,020,000	24,204,000
Finland	37,518	5,042	50,420,000	10,084,000
France	255,651	34,360	343,600,000	68,720,000
Georgia	3,001	403	4,030,000	806,000
Germany	255,651	34,360	343,600,000	68,720,000
Greece	19,508	2,621	26,210,000	5,242,000
Hungary	23,711	3,186	31,860,000	6,372,000
Iceland	3,001	403	4,030,000	806,000
India	986	132	1,320,000	264,000
Republic of Iraq	203	27	270,000	54,000
Ireland	9,004	1,210	12,100,000	2,420,000
Israel	19,508	2,621	26,210,000	5,242,000
Italy	255,651	34,360	343,600,000	68,720,000
Japan	255,651	34,360	343,600,000	68,720,000
Jordan	986	132	1,320,000	264,000
Kazakhstan	6,902	927	9,270,000	1,854,000
Republic of Korea	30,014	4,034	40,340,000	8,068,000
Kosovo	580	77	770,000	154,000
Kyrgyz Republic	2,101	282	2,820,000	564,000
Latvia	3,001	403	4,030,000	806,000
Lebanon	986	132	1,320,000	264,000
Libya	986	132	1,320,000	264,000
Liechtenstein	599	80	800,000	160,000
Lithuania	3,001	403	4,030,000	806,000
Luxembourg	6,002	806	8,060,000	1,612,000
Malta	210	28	280,000	56,000
Mexico	4,501	604	6,040,000	1,208,000
Moldova	3,001	403	4,030,000	806,000
Mongolia	299	40	400,000	80,000
Montenegro	599	80	800,000	160,000
Morocco	2,464	331	3,310,000	662,000
Netherlands	74,435	10,004	100,040,000	20,008,000
New Zealand	1,050	141	1,410,000	282,000
North Macedonia	1,762	236	2,360,000	472,000
Norway	37,518	5,042	50,420,000	10,084,000
Poland	38,418	5,163	51,630,000	10,326,000
Portugal	12,605	1,694	16,940,000	3,388,000
Romania	14,407	1,936	19,360,000	3,872,000
Russian Federation	120,058	16,136	161,360,000	32,272,000
San Marino	203	27	270,000	54,000
Serbia	14,031	1,885	18,850,000	3,770,000
Slovak Republic	12,807	1,721	17,210,000	3,442,000
Slovenia	6,295	846	8,460,000	1,692,000
Spain	102,049	13,715	137,150,000	27,430,000
Sweden	68,432	9,197	91,970,000	18,394,000
Switzerland	68,432	9,197	91,970,000	18,394,000
Tajikistan	2,101	282	2,820,000	564,000
Tunisia	986	132	1,320,000	264,000
Türkiye	34,515	4,638	46,380,000	9,276,000
Turkmenistan	210	28	280,000	56,000
Ukraine	24,011	3,227	32,270,000	6,454,000
United Arab Emirates	203	27	270,000	54,000
United Kingdom	255,651	34,360	343,600,000	68,720,000
United States of America	300,148	40,341	403,410,000	80,682,000
Uzbekistan	4,412	592	5,920,000	1,184,000
Capital subscribed by members	2,976,077	399,961	3,999,610,000	799,922,000
Unallocated shares		39	-	-

* Allocation of new shares to each member have been rounded downwards, up to, but not in excess of 13.44051246 per cent of shares owned by such member.

The percentage of shares owned represents the proportion that the increase in stock authorised by Governors bears to the total subscribed capital stock held by the Bank prior to such increase (400,000 : 2,976,077).

(SUGGESTED FORM)

[To be typed on official letterhead of Member of EBRD]

**INSTRUMENT OF SUBSCRIPTION,
REPRESENTATION AND UNDERTAKING**

To: European Bank for Reconstruction and Development

In my capacity as [*Minister of Finance/other title*] of [*Full name of EBRD member country or institution*] (hereinafter referred to as “the Member”),

I the undersigned hereby confirm that:

- (a) the Member hereby subscribes to [*insert number*] (*[insert number in words]*) additional paid-in shares in the capital stock of the European Bank for Reconstruction and Development (EBRD), on the terms and conditions laid down in Resolution No. 265 of the Board of Governors dated 15 December 2023 and entitled “Increase in Authorised Capital Stock and Subscriptions Thereto”;
- (b) the Member hereby represents that all legislative and other internal action necessary to enable it to make this subscription has been taken; and
- (c) the Member undertakes that such information will be furnished to the Bank concerning such action as the Bank may request.

The member will make all payments for such additional paid-in shares in [Euros / United States Dollars / Japanese Yen].

[*Full name and official title*]

[*Signature*]

[*Date*]

(SUGGESTED FORM)

[To be typed on official letterhead of Member of EBRD]

CERTIFICATE

In my capacity as [*Minister of Justice/Secretary General*] of [*Full name of the EBRD member country or institution*] (hereinafter referred to as “the Member”), I hereby certify that:

- (a) I have inspected a signed copy of the Instrument of Subscription, Representation and Undertaking (the “Instrument”) dated [*date*].
- (b) According to [*Cite the relevant sections of the Constitution or enabling law*], [*Insert the name and title of the representative of the Member who executed the Instrument*] is empowered to execute the Instrument on behalf of the Member and such authority continues to be in full force and effect.
- (c) In accordance with the provisions of [*Cite the relevant sections of the Constitution or enabling law*], the execution, delivery and implementation of the Instrument [are]/[are not] subject to parliamentary ratification, details of which are as follows: [*Explain when and how parliamentary ratification took place or confirm that no such ratification is required*].
- (d) All acts, conditions and authorisations necessary to:
 - a. enable the Member lawfully to enter into, exercise its rights under, and perform the obligations set forth in, the Instrument and the related Resolution of the Board of Governors, being Resolution No. 265; and
 - b. ensure that the obligations set out in the Instrument and the related Resolution of the Board of Governors, being Resolution No. 265 are valid and legally binding on the Member and enforceable against the Member in accordance with the terms thereof,have been performed, fulfilled and delivered in strict compliance with the constitution and laws of the Member.
- (e) The Instrument has been duly authorised or ratified by, and executed and delivered on behalf of, the Member and constitutes a valid and legally binding obligation of the Member, enforceable in accordance with its terms.

[*Full name and official title*]

[*Signature*]

[*Date*]