
**MINUTES OF THE THIRTY-EIGHTH MEETING OF THE BOARD OF DIRECTORS OF
THE NEW DEVELOPMENT BANK (VIDEOCONFERENCE) HELD ON DECEMBER 13,
2022 AT 19:00 (CHINA STANDARD TIME)**

PRESENT:

Directors and Alternate Directors

- i. Mr. Dondo Mogajane (Director for South Africa, Interim Chairperson of the Board)
- ii. Ms. Nolundi Dikweni (Alternate Director for South Africa)
- iii. Mr. Lucas Pedreira do Couto Ferraz (Director for Brazil)
- iv. Mr. Marco Aurélio dos Santos Rocha (Alternate Director for Brazil)
- v. Mr. Timur Maksimov (Director for Russia)
- vi. Ms. Manisha Sinha (Director for India)
- vii. Dr. Prasanna V. Salian (Alternate Director for India)
- viii. Mr. Bo Zhang (Alternate Director for China)
- ix. Mr. Md. Shahriar Kader Siddiky (Temporary Additional Director for the Constituency of Bangladesh and the United Arab Emirates)
- x. Mr. Abdalla Ahmed Alobeidli (Temporary Additional Alternate Director for the Constituency of Bangladesh and the United Arab Emirates)

Advisors and Other Participants Accompanying Directors

- i. Ms. Silvia Helena Machado Drummond, Coordinator for Relationships with Regional Development Institutions, Ministry of Economy, Brazil
- ii. Mr. Oleg Podomatko, Head of Division, Department for International Financial Affairs, Ministry of Finance, Russia
- iii. Ms. Daria Teterkina, Deputy Head of Division, Department for International Financial Affairs, Ministry of Finance, Russia
- iv. Ms. Elena Zamorina, Advisor, Department for International Financial Affairs, Ministry of Finance, Russia
- v. Mr. Jiangnan Qian, Director, IFI Division IV, Department of International Economic and Financial Cooperation, Ministry of Finance, China

- vi. Mr. Lei Zhang, Deputy Director, IFI Division IV, Department of International Economic and Financial Cooperation, Ministry of Finance, China
- vii. Mr. Yazhou Yan, Staff, IFI Division IV, Department of International Economic and Financial Cooperation, Ministry of Finance, China
- viii. Mr. Victor Luvhengo, Senior Economist, Multilateral Development Banks, National Treasury, South Africa
- ix. Mr. Oratilwe Teisho, Assistant Director, BRICS, Global and Emerging Markets, International and Regional Economic Policy, National Treasury, South Africa
- x. Mr. Gert Marincowitz, Deputy Director, International Financial Architecture, Global and Emerging Markets, International and Regional Economic Policy, National Treasury, South Africa

Senior Management

- i. Mr. Marcos Troyjo, President and Board Member
- ii. Mr. Vladimir Kazbekov, Vice-President and Chief Operating Officer (“COO”)
- iii. Mr. Anil Kishora, Vice-President and Chief Risk Officer (“CRO”)
- iv. Mr. Qiangwu Zhou, Vice-President and Chief Administrative Officer (“CAO”)
- v. Mr. Leslie Maasdorp, Vice-President and Chief Financial Officer (“CFO”)

Secretary to the Board of Directors

- i. Ms. Yolande Dwarika, Director General and Corporate Secretary

Other New Development Bank Staff

(Attachment I)

1. Adoption of the Agenda

The Board of Directors (“Board”) considered and adopted the draft Agenda of the 38th Meeting of the Board of Directors (2022-BD38-DOC-001-REV1), as amended.

2. Leave of Absence

The Director for China was represented by the Alternate Director. The meeting had the requisite quorum.

3. Approval of Minutes and Summary

a. Minutes and Summary of the 37th Meeting of the Board of Directors held on September 23, 2022

The Board considered and approved the Minutes (2022-BD38-DOC-003) and Summary (2022-BD38-DOC-004) of the 37th Board of Directors Meeting held on September 23, 2022.

b. Minutes and Summary of the Special Briefing on Impact and Implications of Market Developments on the Financial Model of the New Development Bank held on October 31, 2022

The Board considered and approved the Minutes (2022-BD38-DOC-005) of the Special Briefing on Impact and Implications of Market Developments on the Financial Model of the New Development Bank held on October 31, 2022 and that the Summary (2022-BD38-DOC-006) be adopted as amended once comments were received from Russia.

4. Record of Approval of Matters Agreed to during the Inter-sessional Period

The Board considered the Note on the Inter-Sessional Decisions of the Board of Directors since the 37th Meeting (2022-BD38-DOC-007-REV1) and took note thereof.

5. Matters Arising from the Previous Meetings

a. Matters Arising from the 37th Meeting of the Board of Directors held on September 23, 2022

The Board considered the Matters Arising from the 37th Meeting of the Board of Directors held on September 23, 2022 (2022-BD38-DOC-008-a) and took note of the progress.

The Board considered the Note on Legal Risks Related to Lesotho Highlands Water Project (Phase II) (2022-BD38-DOC-008-b) as well as its three Annexures (2022-BD38-DOC-008-c, 2022-BD38-DOC-008-d and 2022-BD38-DOC-008-e) and approved the proposals therein.

b. Matters Arising from the Special Briefing on Impact and Implications of Market Developments on the Financial Model of the New Development Bank held on October 31, 2022

The Board considered the Matters Arising from the Special Briefing on Impact and Implications of Market Developments on the Financial Model of the New Development Bank held on October 31, 2022 (2022-BD38-DOC-009) and took note of the progress.

6. Update on the Impact and Implications of Recent Developments in the Financial Markets on NDB

The Board took note of the update on the impact and implications of recent developments in the financial markets on NDB.

7. Template for the Project Document to the Board for Transactions under the Policy on Transactions Without Sovereign Guarantee

The Board considered the New Template for the Project Document to the Board for Transactions under the Policy on Transactions Without Sovereign Guarantee (2022-BD38-DOC-011-c), a Cover Note (2022-BD38-DOC-011-a) and the Schedule of Changes (2022-BD38-DOC-011-b) and took note thereof.

8. Project Proposals

a. Loan of EUR 465 million to the People's Republic of China for Guangxi Trunk Road Network Improvement Program

The Board approved the proposed Loan of EUR 465 million to the People's Republic of China for Guangxi Trunk Road Network Improvement Program. The Board also approved that the retroactive financing period for this loan start from January 1, 2022. The Board further approved deviation from the General Conditions (Loans to Sovereigns or Loans with Sovereign Guarantees), as described in Annexure I of the PDB. The Board adopted Resolution 2022-BD-R110.

b. Loan of USD 346.72 million to the Republic of India for Corridor 4 of Phase II of Chennai Metro Rail Project

The Board approved the Loan of USD 346.72 million to the Republic of India for Corridor 4 of Phase II of Chennai Metro Rail Project. The Board adopted Resolution 2022-BD-R111.

c. Loan of up to RMB 2.19 billion to the People's Republic of China for Anhui Tongling G3 Road-Rail Bridge Project

The Board approved the Loan of up to RMB 2.19 billion to the People's Republic of China for Anhui Tongling G3 Road-Rail Bridge Project. The Board adopted Resolution 2022-BD-R112.

d. Loan of up to USD 84 million Guaranteed by the Federative Republic of Brazil to the Municipality of Aracaju for Urban Sustainable Infrastructure Program – Aracaju City of the Future

The Board approved the Loan of up to USD 84 million Guaranteed by the Federative Republic of Brazil to the Municipality of Aracaju for Urban Sustainable Infrastructure Program – Aracaju City of the Future. The Board further approved deviations from the General Conditions (Loans to Sovereigns or Loans with Sovereign Guarantees), as described in Annexure I of the PDB. The Board adopted Resolution 2022-BD-R113.

e. Loan of USD 80 million to Manaus Ambiental S.A. guaranteed by AEGEA Saneamento e Participações S.A. for the Water and Wastewater Services Expansion Project in Manaus

The Board approved the Loan of USD 80 million to Manaus Ambiental S.A. guaranteed by AEGEA Saneamento e Participações S.A. for the Water and Wastewater Services Expansion Project in Manaus. The Board further approved the exception to the Non-Sovereign Loan Pricing Framework, as described in the Proposal section of the PDB. The Board adopted Resolution 2022-BD-R114.

f. Loan of USD 200 million to Development Bank of Southern Africa Limited for the DBSA Sustainable Infrastructure Project

The Board approved the Loan of USD 200 million to the Development Bank of Southern Africa Limited for the DBSA Sustainable Infrastructure Project. The Board also resolved to allow the sub-borrowers to procure goods, works and services from non-member countries. The Board further approved the waiver to exceed the exposure limit of USD 300 million on a single borrower stipulated in the Credit Risk Management Policy was approved. The Board further approved the non-application of the General Conditions for Loans without Sovereign Guarantee to National Financial Intermediaries and that the loan agreement would be substantially based on NDB loan agreement templates used for similar transactions with National Financial Intermediaries. The Board further approved the exception to the Non-Sovereign Loan Pricing Framework, as described in the Proposal section of the PDB. The Board adopted Resolution 2022-BD-R115.

9. Changes to Existing Projects

a. Loan to the Government of the Republic of South Africa for the National Non-Toll Roads Management Program

The Board approved the proposed amendments to the terms of the Loan of up to USD 1.0 billion to the Republic of South Africa for the National Non-Toll Roads Management Program. The Board adopted the Resolution 2022-BD-R116.

b. Loan to the State of Pará, Brazil for Para Sustainable Municipalities Project with Sovereign Guarantee from the Federative Republic of Brazil

The Board approved the proposed amendments to the terms of the Loan of USD 50 million to the State of Pará for Pará Sustainable Municipalities Project, guaranteed by the Federative Republic of Brazil. The Board adopted the Resolution 2022-BD-R117.

10. Update on Project Pipeline

The Board considered the Project Pipeline for Q4 2022 (2022-BD38-DOC-020-b) and took note thereof. The Board provided guidance on further strengthening the Bank's non-sovereign operations.

11. Quarterly Project Implementation and Disbursement Report

The Board considered the Quarterly Project Implementation and Disbursement Report Q3 2022 (2022-BD38-DOC-021) and took note thereof.

12. Quarterly Report on Project Procurement in Non-Member Countries

The Board considered the Report on Projects regarding Procurement in Non-member Countries Q3 2022 (2022-BD38-DOC-022) and took note thereof.

13. Funding Update

The Board considered the Note on the Update on Funding Activities (2022-BD38-DOC-023) and took note thereof.

14. Funding Plan for 2023

The Board considered the Note on the Annual Funding Plan for 2023 (2022-BD38-DOC-024) and approved the proposed funding plan for 2023.

15. Update on NDB's LIBOR Transition

The Board considered the Note on the Update of NDB's LIBOR Transition Progress (2022-BD38-DOC-025) and took note thereof.

16. Securitisation of Loan Portfolio at NDB

The Board considered the Note on Securitisation of Loan Portfolio at the New Development Bank (2022-BD38-DOC-026) and took note thereof.

17. Proposal on Setting up the Revolving Credit Facility to Enhance Liquidity and Safeguard the Primary Liquidity Ratio

The Board considered the Proposal on Setting up the Revolving Credit Facility to Enhance Liquidity and Safeguard PLR (2022-BD38-DOC-027) and approved the proposals.

18. Update on Membership Expansion

The Board considered the Note on Expanding the List of Potential New Members (2022-BD38-DOC-028) and provided guidance for the next steps.

19. Independent Evaluation

a. Evaluation Report on the Loan to the Government of India for the Madhya Pradesh Major District Road Project

The Board considered the Cover Note on the Independent Evaluation of the Madhya Pradesh Major District Roads Project in India (2022-BD38-DOC-029-a-REV1), Project Performance Evaluation of the Madhya Pradesh Major District Roads Project (2022-BD38-DOC-029-b) and NDB Management Response on the Project Performance Evaluation on the India Madhya Pradesh Major District Roads Project (2022-BD38-DOC-029-c), and took note thereof. The Board provided guidance for actioning the recommendations.

b. Terms of Reference of the High-Level Independent Evaluation Advisory Committee

The Board considered the Cover Note on the Evaluation Advisory Committee (2022-BD38-DOC-030-a-REV1) and the Proposal for the Establishment of a High-Level Evaluation Advisory Committee (2022-BD38-DOC-030-b). The Board approved the proposal on the establishment of a high-level evaluation advisory committee for the independent evaluation.

20. Report of the Chairperson of Audit, Risk and Compliance Committee

The Board took note of the report from the 25th meeting of the Audit, Risk and Compliance Committee and approved the recommendations.

21. Report of the Chairperson of Budget, Human Resources and Compensation Committee

The Board took note of the report from the 21st meeting of the Budget, Human Resources and Compensation Committee (“BHRC”). The Board approved the recommendations by the 21st meeting of BHRC, except for the proposed amendment concerning eligible family members in the Staff Compensation and Benefits Policy and requested the Management to conduct further bilateral consultations with member countries in this regard.

22. Dates of the Upcoming Board Meetings

The Board considered the Board Indicative Workplan 2023 (2022-BD38-DOC-031) and agreed with the proposed dates of the upcoming Board meetings. The Board also took note of the progress on the preparation for the 8th Annual Meeting of the Board of Governors.

23. Any Other Matters

The Board took note of the briefing by the Management on the Bank’s work for the Independent Review of Multilateral Development Banks’ Capital Adequacy Frameworks commissioned by G20.

The meeting ended with thanks from the Chairperson of the meeting.

The following staff members attended the meeting for relevant agenda items with the approval of the Chairperson:

Corporate Secretary Department

- i. Mr. Weijie Liu, Principal Professional
- ii. Ms. Miya Liu, Professional
- iii. Mr. Alexander Efimov, Young Professional
- iv. Ms. Angela Gu, Senior Officer

Office of the President

- i. Mr. Artur Lacerda, Director General
- ii. Mr. Hanyong Liu, Chief
- iii. Mr. Couto Silva, Principal Professional
- iv. Ms. Melisha Naidoo, Principal Professional
- v. Ms. Lusha Zhuang, Professional
- vi. Mr. James Elias, Executive Assistant to the President

Executive Assistants to Vice-Presidents

- i. Mr. Evgeny Kochkin, Executive Assistant to the COO
- ii. Mr. Ningqian Zhang, Executive Assistant to the CAO
- iii. Mr. Saurabh Ghugre, Executive Assistant to the CFO

Other Departments

- i. Mr. Sergei Kuznetsov, Director General and Legal Counsel
- ii. Mr. Yury Surkov, Director General, Public Sector
- iii. Mr. Monale Ratsoma, Director General, Africa Regional Centre
- iv. Ms. Claudia Prates, Director General, Americas Regional Office
- v. Mr. Andrey Bokarev, Director General, Eurasian Regional Centre
- vi. Mr. DJ Pandian, Director General, Indian Regional Office
- vii. Mr. Yousef Syed, Director General, Treasury and Portfolio Management
- viii. Ms. Halima Nazeer, Director General, Finance, Budget and Accounting
- ix. Mr. Ashwani Muthoo, Director General, Independent Evaluation Office
- x. Ms. Sharmila Govind, Director General, Human Resources
- xi. Ms. Svetlana Radchenko, Chief, Infrastructure
- xii. Mr. Paritosh Pandit, Chief, Financial Controller
- xiii. Mr. Leon Myburgh, Chief, Portfolio Management
- xiv. Mr. Anand Kumar Srivastava, Chief, Procurement
- xv. Mr. Kuldeep Goel, Chief, Credit Risk

- xvi. Mr. Marcelo Cardoso, Chief, Legal
- xvii. Mr. Fabio Batista, Chief, Strategy and Partnerships
- xviii. Mr. Roman Novozhilov, Chief, Environmental, Social and Governance
- xix. Mr. Marcos Thadeu, Principal Professional, Americas Regional Office
- xx. Mr. Mauricio Xavier, Principal Professional, Americas Regional Office
- xxi. Ms. Nokuthula Mabuza, Principal Professional, Private Sector and NSG Transactions
- xxii. Mr. Garvit Sah, Principal Professional, Indian Regional Office
- xxiii. Mr. Abhimanyu Ghosh, Principal Professional, Legal
- xxiv. Mr. Qingwei Meng, Senior Professional, Strategy, Policies and Partnerships
- xxv. Mr. Sidharth Kamani, Senior Professional, Credit Risk
- xxvi. Mr. Alberto Pita, Senior Professional, Credit Risk
- xxvii. Ms. Charmaine Kazamula, Senior Professional, Public Sector
- xxviii. Mr. Fernando Silva, Senior Professional, Public Sector
- xxix. Mr. Jitesh Ketkar, Senior Professional, Public Sector
- xxx. Mr. Akhil Kumar, Senior Professional, Private Sector and NSG Transactions
- xxxi. Ms. Vivian Ramathuba, Senior Professional, Africa Regional Centre
- xxxii. Mr. Tshifhiwa Mukwevho, Senior Professional, Africa Regional Centre
- xxxiii. Mr. Paul Hoffman, Senior Professional, Treasury and Portfolio Management
- xxxiv. Ms. Raissa Leao, Professional, Americas Regional Office
- xxxv. Mr. Mukund Kumar, Professional, Public Sector
- xxxvi. Ms. Anita Yadav, Short-term Consultant, Private Sector and NSG Transactions