

**BASE OFFERING MEMORANDUM SUPPLEMENT DATED 30 OCTOBER 2024 TO
THE BASE OFFERING MEMORANDUM DATED 25 FEBRUARY 2022**



NEW DEVELOPMENT BANK

**U.S.\$50,000,000,000
Euro Medium Term Note
Programme**

This supplement dated 30 October 2024 (the "**Base Offering Memorandum Supplement**") to the Base Offering Memorandum dated 25 February 2022, as supplemented by the base offering memorandum supplements dated 16 February 2023 and 31 July 2023, respectively (together, the "**Base Offering Memorandum**") has been prepared by the New Development Bank (the "**Issuer**").

Terms defined in the Base Offering Memorandum have the same meaning when used in this Base Offering Memorandum Supplement. This Base Offering Memorandum Supplement is supplemental to and should be read in conjunction with the Base Offering Memorandum.

The purpose of the Base Offering Memorandum Supplement is to:

- update the section entitled "*Risk Factors*" of the Base Offering Memorandum;
- update the section entitled "*Description of the Issuer*" of the Base Offering Memorandum; and
- amend the section entitled "*General Information*" of the Base Offering Memorandum.

Investors should make their own assessment as to the suitability of investing in the Notes.

The Issuer accepts responsibility for the information contained in this Base Offering Memorandum Supplement. To the best of the knowledge of the Issuer, the information contained in this Base Offering Memorandum Supplement is in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between: (a) any statement in this Base Offering Memorandum Supplement or any statement incorporated by reference into the Base Offering Memorandum by this Base Offering Memorandum Supplement; and (b) any other statement in or incorporated by reference in the Base Offering Memorandum, the statement in (a) above will prevail.

Save as disclosed in this Base Offering Memorandum Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Offering Memorandum which is capable of affecting the assessment of the Notes issued under the Issuer's Programme or the rights attaching to any such Notes, or whose inclusion in the Base Offering Memorandum or removal is necessary for the purpose of allowing an investor to make an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the Issuer.

Any websites referred to within this Base Offering Memorandum Supplement, the Base Offering Memorandum or any relevant Pricing Supplement, including <https://www.ndb.int>, do not form part of this Base Offering Memorandum Supplement, the Base Offering Memorandum or any relevant Pricing Supplement. Information appearing on such website does not form part of this Base Offering Memorandum Supplement, the Base Offering Memorandum or any relevant Pricing Supplement and none of the Issuer, the Arranger or the Dealers accepts any responsibility whatsoever that any such information is accurate and/or up-to-date. Any such information should not form the basis of any investment decision by an investor to purchase or deal in the Notes issued under the Programme.

UPDATES TO THE "IMPORTANT INFORMATION" SECTION

The following paragraphs should be added after page v of the Base Offering Memorandum:

IMPORTANT NOTICE TO THE PROSPECTIVE INVESTORS PURSUANT TO PARAGRAPH 21 OF THE SFC CODE (AS DEFINED BELOW)

Prospective investors should be aware that certain intermediaries in the context of certain offerings of Notes pursuant to this Programme (each such offering, a "**CMI Offering**"), including certain Dealers, are "capital market intermediaries" ("**CMIs**") subject to Paragraph 21 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the "**SFC Code**"). This notice to prospective investors is a summary of certain obligations the SFC Code imposes on such CMIs, which require the attention and cooperation of prospective investors. Certain CMIs may also be acting as "overall coordinators" ("**OCs**") for a CMI Offering and are subject to additional requirements under the SFC Code. The application of these obligations will depend on the role(s) undertaken by the relevant Dealer(s) in respect of each CMI Offering.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an association ("**Association**") with the Issuer, the CMI or the relevant group company. Prospective investors associated with the Issuer or any CMI (including its group companies) should specifically disclose this when placing an order for the relevant Notes and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not disclose their Associations are hereby deemed not to be so associated. Where prospective investors disclose their Associations but do not disclose that such order may negatively impact the price discovery process in relation to the relevant CMI Offering, such order is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should ensure, and by placing an order prospective investors are deemed to confirm, that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). A rebate may be offered by the Issuer to all private banks for orders they place (other than in relation to Notes subscribed by such private banks as principal whereby it is deploying its own balance sheet for onward selling to investors), payable upon closing of the relevant CMI Offering based on the principal amount of the Notes distributed by such private banks to investors. Private banks are deemed to be placing an order on a principal basis unless they inform the CMIs otherwise. As a result, private banks placing an order on a principal basis (including those deemed as placing an order as principal) will not be entitled to, and will not be paid, the rebate. Details of any such rebate will be set out in the applicable Pricing Supplement or otherwise notified to prospective investors. If a prospective investor is an asset management arm affiliated with any relevant Dealer, such prospective investor should indicate when placing an order if it is for a fund or portfolio where the relevant Dealer or its group company has more than 50% interest, in which case it will be classified as a "proprietary order" and subject to appropriate handling by CMIs in accordance with the SFC Code and should disclose, at the same time, if such "proprietary order" may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a "proprietary order". If a prospective investor is otherwise affiliated with any relevant Dealers, such that its order may be considered to be a "proprietary order" (pursuant to the SFC Code), such prospective investor should indicate to the relevant Dealer when placing such order. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a "proprietary order". Where prospective investors disclose such information but do not disclose that such "proprietary order" may negatively impact the price discovery process in relation to the relevant CMI Offering, such "proprietary order" is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should be aware that certain information may be disclosed by CMIs (including private banks) which is personal and/or confidential in nature to the prospective investor. By placing an order, prospective investors are deemed to have understood and consented to the collection, disclosure, use and transfer of such information by the relevant Dealers and/or any other third parties as may be required by the SFC Code, including to the Issuer, any OCs, relevant regulators and/or any other third parties as may be required by the SFC Code, it being understood and agreed that such information shall only be used for the purpose of complying with the SFC Code, during the bookbuilding process for the relevant CMI Offering. Failure to provide such information may result in that order being rejected.

UPDATES TO THE "RISK FACTOR" SECTION

With effect from the date of this Base Offering Memorandum Supplement, the section entitled "*Risk Factors*" commencing on page 1 of the Base Offering Memorandum is updated as follows.

The risk factor titled "*Credit Risk*" commencing on page 1 is deleted in its entirety and replaced with the following:

"*Credit risk*"

Credit risk is defined as risk of financial loss arising from the failure of the borrower or other obligor, to meet its contractual obligations to the Issuer. It can arise from both funded and non-funded transactions that are contingent in nature. As the Issuer provides financial support through loans, guarantees, equity investment and other financial activities, the inability or unwillingness of borrowers or obligors to meet their financial obligations towards the Issuer leads to credit risk. According to the nature of the Issuer's business, the principal sources of credit risks are:

- (a) credit risk in its sovereign operations;
- (b) credit risk in its non-sovereign operations; and
- (c) obligors credit risk in its treasury business.

The Issuer mainly relies on external credit ratings from major international rating agencies (e.g. Moody's Investors Service, Standard and Poor's Global Ratings and Fitch Ratings) to provide an initial assessment of the credit quality of borrowers and treasury counterparties. In cases where the loans are guaranteed by the governments of the individual countries, the credit risk is assessed on the guarantor. In case a loan is not rated by any of the external credit ratings mentioned previously, the Issuer uses either an alternative agency approved by the Finance Committee or an internal credit assessment taking into account specific project, sector, macro and country credit risks. The Risk Management Department of the Issuer monitors the overall credit risk profile of the Issuer on a periodic basis.

In addition, the majority of the Issuer's portfolio is located within jurisdictions and economic sectors for which adequate statistical and qualitative information is available. The Issuer also relies on external data providers to source this information as part of its regular credit risk management activities. Thus, credit recommendations are made on information from the most reliable of these sources. With regard to specific projects, the Issuer conducts a due diligence process. However, the Issuer's relatively short track record, combined with the medium-and long-term nature of a large part of the credit portfolio, offers no assurance that these techniques will prove sufficient to mitigate credit risks inherent to its operations. As of 30 June 2024, 0.24 per cent. of the Issuer's loan portfolio were in arrears and classified as stage 3.

As such, the Issuer considers credit risk to be a material risk to its business as it is not possible to eliminate entirely the possibility of adverse credit risk events. This in turn could have a material adverse effect on the Issuer's financial condition and results of operations. "

The risk factor titled "*The economic conditions in the member states may still be adversely affected by the COVID-19 pandemic, and this may negatively impact the Issuer's business, financial condition and results of operations*" commencing on page 3 is deleted in its entirety.

UPDATES TO THE "DESCRIPTION OF THE ISSUER" SECTION

With effect from the date of this Base Offering Memorandum Supplement, the section entitled "*Description of the Issuer*" commencing on page 72 of the Base Offering Memorandum is updated as follows.

Paragraph 3.5.4 is deleted in its entirety and replaced with the following:

"The following is a list of the Governors of the Board of Governors as of 30 October 2024:

| Name | Position |
|------------------------------|---|
| Fernando Haddad | Minister of Finance of Brazil |
| Anton Siluanov | Minister of Finance of Russia |
| Nirmala Sitharaman | Minister of Finance of India |
| Fo'an Lan | Minister of Finance of China |
| Enoch Godongwana | Minister of Finance of South Africa |
| Salehuddin Ahmed | Honorable Finance and Commerce Advisor to the Government of the People's Republic of Bangladesh |
| Mohamed Bin Hadi Al Hussaini | Minister of State for Financial Affairs of the United Arab Emirates |
| Rania Al-Mashat | Minister of Planning, Economic Development and International Cooperation of Egypt |

".

Paragraph 3.6.3 is deleted in its entirety and replaced with the following:

"The following is a list of the Directors of the Board of Directors as of 30 October 2024:

| Name | Member Country Represented | Position | Business Address |
|-------------------------|----------------------------|--|--|
| Tatiana Rosito | Brazil | Secretary for International Affairs, Ministry of Finance, Brazil | Esplanada dos Ministérios, Bloco J, 8º andar, 70048-900, Brasília-DF, Brazil |
| Timur Maksimov | Russia | Director of the Board of Directors, NDB | 9 Ilinka Street, 109097, Moscow, Russian Federation |
| Manisha Sinha | India | Additional Secretary, Department of Economic Affairs, Ministry of Finance of India | Room No. 129-B, North Block, New Delhi, 110001, India |
| Zhijun Cheng | China | Director General, Department of International Economic and Financial Cooperation, Ministry of Finance of China | 3 Nansanxiang, Sanlihe, Xicheng District. Beijing, 100820, China |
| Duncan Pieterse | South Africa | Director General, National Treasury, South Africa | 240 Madiba Street, Pretoria, 0002, South Africa |
| Thuraiya Hamid Alhashmi | Bangladesh and United | Director, International Financial Relations and | Bur Dubai, Alghubaiba area, 3 A Street, AI Souq |

| Name | Member Country Represented | Position | Business Address |
|-------------|-----------------------------------|--|--|
| | Arab Emirates. | Orgnizations Department, Ministry of Finance, United Arab Emirates | AI Kabeer, Burr Dubai, United Arab Emirates, Ministry of Finance |
| | Egypt | | |

Note: The President of NDB is a member of the Board of Directors but has no vote except a deciding vote in case of an equal division.

".

Paragraph 3.7.5 is deleted in its entirety and replaced with the following:

"As of 30 October 2024, the following is a list and profile of the Senior Management team members:

| Name | Profile |
|---|--|
| Dilma Rousseff <i>(President)</i> | Dilma Rousseff was elected the President of the Federative Republic of Brazil for two consecutive terms. Previously, in the first two governments of President Luiz Inácio Lula da Silva, she was the Minister of Mines and Energy and Minister Chief of Staff, a position she held until 2010. During this period, she chaired the Board of Directors of Petrobras, Brazil's largest and most important company. As the President of Brazil, Dilma Rousseff focused her agenda on ensuring the country's economic stability and job creation. In addition, during her government, the fight against poverty was prioritized, and social programs that started under President Lula da Silva's terms were expanded and internationally recognized. As a result of one of the most extensive processes of poverty reduction in the country's history, Brazil was removed from the UN's Hunger Map. Internationally, she promoted respect for the sovereignty of all nations and the defense of multilateralism, sustainable development, human rights, and peace. Under her government, Brazil was present in all international fora for climate and environmental protection, culminating in decisive participation in the achievement of the Paris Agreement. Dilma Rousseff significantly expanded cooperation with several countries in Latin America, Africa, the Middle East, and Asia. In July 2014, she participated with the BRICS countries in the creation of the New Development Bank and the Contingent Reserve Arrangement. |
| Anil Kishora <i>(Vice President, Chief Risk Officer)</i> | Mr. Anil Kishora worked in India's largest bank, the State Bank of India (SBI) for about 38 years. During his career, Mr. Anil Kishora had exposure to all areas of SBI operations. Before joining the NDB, he worked as Deputy Managing Director & CRO of SBI, being responsible for managing SBI Group's operational, market, credit, cyber, information security and other risks. Prior to that, Mr. Anil Kishora served as Deputy Managing Director/ Chief General Manager, SBI Local Head Office, Chandigarh, India and CEO of SBI in Singapore. He has also been a Council Member of Association of Banks in Singapore, a board member of IACPM, New York, and director on the boards of Macquarie SBI Infrastructure Management Pte. Ltd. and Macquarie SBI Infrastructure Trustee Ltd. |

| Name | Profile |
|---|--|
| Vladimir Kazbekov <i>(Vice President, Chief Operating Officer)</i> | Mr. Kazbekov worked in executive positions for the Russian National Development Bank – the state corporation bank for development and foreign economic affairs (Vnesheconombank) for more than 15 years. During this time Mr. Kazbekov gained extensive experience in the field of development finance. He has greatly contributed to the development of BRICS Interbank cooperation mechanism that includes the national development banks of BRICS countries. Prior to his appointment in Vnesheconombank Mr. Kazbekov served as the Deputy Director of the Foreign Policy Department of the Presidential Executive Office of the Russian Federation. He has nearly 20 years of experience in the Russian Ministry of Foreign Affairs, predominantly in Asian countries. |
| Qiangwu Zhou <i>(Vice President, Chief Administrative Officer)</i> | Over the past 25 years, Mr. Zhou has served in various senior positions in the public sector. Most recently, he served as Director General level official in the Department of International Economic and Financial Cooperation, the Ministry of Finance (MOF) of China, while holding the positions of International Development Association (IDA) Deputy, and GEF Council member for China. Prior to that, Mr. Zhou was Director General of International Economic and Financial Institute (IEFI), MOF's leading think tank on international economics and development for eight years. He was also assigned to work in the UN's Administrative and Budgetary Committee, representing the Government of China during 1999-2002, and served as Advisor and then Senior Advisor to the Executive Director for China in the World Bank Group during 2008-2011. Mr. Zhou has several publications on international economics. He holds a master's degree from Peking University, China. |
| Monale Ratsoma <i>(Vice President, Chief Financial Officer)</i> | From 2018-2024, Mr. Ratsoma served as Director-General of NDB's Africa Regional Centre (ARC), overseeing ARC's operations, including project origination, preparation and implementation efforts for the NDB's African regional portfolio. Before assuming his role as Director-General of ARC, Mr. Ratsoma served in various capacities within the South African National Treasury. These roles include Head of Economic Policy, Acting Head of International and Regional Economic Policy and Chief Director: Debt Issuance and Liability Management. In these roles he was responsible for shaping economic policies for the South African economy and matters related to international economic cooperation and regional economic policy. Mr. Ratsoma managed South African government's issuance of debt instruments in both domestic and international capital markets. Prior to his public sector experience, Mr. Ratsoma worked in the private and corporate sector, as Chief economist and Acting CEO at Thebe Stockbroking. He was a Macro Strategist at Absa Capital. He also worked in the capital markets divisions at Standard Bank and Calyon Corporate and Investment Bank. |

Paragraph 6.2 is deleted in its entirety and replaced with the following:

"As of 30 June 2024, the Issuer had an outstanding gross carrying amount of loans of USD 1.8 billion to Russian-domiciled entities. Exposure to Russian-domiciled entities represents approximately 5.9 per cent. of the Issuer's total assets. Of this USD 1.8 billion, USD 1.3 billion is either to the Russian state or backed by a sovereign guarantee and the remaining USD 0.6 billion is to a non-sovereign client. The Issuer also has an outstanding gross carrying amount of loans of USD 0.2 billion to international organisations which have exposures to Russia.

As of 30 June 2024, all of the Issuer's outstanding loan exposure to Russia is denominated in Euro, USD and Swiss Franc. The Issuer's exposures to Russia continues to be monitored and any expected credit losses are continually assessed and provided for accordingly."

UPDATES TO THE "SUBSCRIPTION AND SALE" SECTION

With effect from the date of this Base Offering Memorandum Supplement, the section entitled "*Subscription and Sale*" commencing on page 88 of the Base Offering Memorandum is updated to:

- Include the below as a new sub-paragraph under the existing sub-paragraph entitled "*Hong Kong*" on page 90 of the Base Offering Memorandum:

Hong Kong - Important Notice to CMI's (including private banks) pursuant to Paragraph 21 of the SFC Code

This notice to CMI's (including private banks) is a summary of certain obligations the SFC Code imposes on CMI's, which require the attention and cooperation of other CMI's (including private banks). Certain CMI's may also be acting as OCs for this offering and are subject to additional requirements under the SFC Code.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an Association with the Issuer, the CMI or the relevant group company. CMI's should specifically disclose whether their investor clients have any Association when submitting orders for the Notes. In addition, private banks should take all reasonable steps to identify whether their investor clients may have any Associations with the Issuer or any CMI (including its group companies) and inform the Dealers accordingly.

CMI's are informed that, unless otherwise notified, the marketing and investor targeting strategy for this offering includes institutional investors, sovereign wealth funds, pension funds, hedge funds, family offices and high net worth individuals, in each case, subject to the selling restrictions set out elsewhere in this Base Offering Memorandum.

CMI's should ensure that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMI's). CMI's should enquire with their investor clients regarding any orders which appear unusual or irregular. CMI's should disclose the identities of all investors when submitting orders for the Notes (except for omnibus orders where underlying investor information may need to be provided to any OCs when submitting orders). Failure to provide underlying investor information for omnibus orders, where required to do so, may result in that order being rejected. CMI's should not place "X-orders" into the order book.

CMI's should segregate and clearly identify their own proprietary orders (and those of their group companies, including private banks as the case may be) in the order book and book messages.

CMI's (including private banks) should not offer any rebates to prospective investors or pass on any rebates provided by the Issuer. In addition, CMI's (including private banks) should not enter into arrangements which may result in prospective investors paying different prices for the Notes.

The SFC Code requires that a CMI disclose complete and accurate information in a timely manner on the status of the order book and other relevant information it receives to targeted investors for them to make an informed decision. In order to do this, those Dealers in control of the order book should consider disclosing order book updates to all CMI's.

When placing an order for the Notes, private banks should disclose, at the same time, if such order is placed other than on a "principal" basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on such a "principal" basis. Otherwise, such order may be considered to be an omnibus order pursuant to the SFC Code. Private banks should be aware that placing an order on a "principal" basis may require the relevant affiliated Dealer(s) (if any) to categorise it as a proprietary order and apply the "proprietary orders" requirements of the SFC Code to such order.

In relation to omnibus orders, when submitting such orders, CMI's (including private banks) that are subject to the SFC Code should disclose underlying investor information in respect of each order constituting the relevant omnibus order (failure to provide such information may result in that order being rejected). Underlying investor information in relation to omnibus orders should consist of:

- The name of each underlying investor;
- A unique identification number for each investor;
- Whether an underlying investor has any "Associations" (as used in the SFC Code);
- Whether any underlying investor order is a "Proprietary Order" (as used in the SFC Code);
- Whether any underlying investor order is a duplicate order.

To the extent information being disclosed by CMIs and investors is personal and/or confidential in nature, CMIs (including private banks) agree and warrant: (A) to take appropriate steps to safeguard the transmission of such information to any OCs; and (B) that they have obtained the necessary consents from the underlying investors to disclose such information to any OCs. By submitting an order and providing such information to any OCs, each CMI (including private banks) further warrants that they and the underlying investors have understood and consented to the collection, disclosure, use and transfer of such information by any OCs and/or any other third parties as may be required by the SFC Code, including to the Issuer, relevant regulators and/or any other third parties as may be required by the SFC Code, for the purpose of complying with the SFC Code, during the bookbuilding process for this offering. CMIs that receive such underlying investor information are reminded that such information should be used only for submitting orders in this offering. The Dealers may be asked to demonstrate compliance with their obligations under the SFC Code, and may request other CMIs (including private banks) to provide evidence showing compliance with the obligations above (in particular, that the necessary consents have been obtained). In such event, other CMIs (including private banks) are required to provide the relevant Dealer with such evidence within the timeline requested.

- To delete and replace the existing sub-paragraph entitled "*Singapore*" on pages 90 and 91 of the Base Offering Memorandum with the following:

Singapore

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Base Offering Memorandum has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Base Offering Memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the "**SFA**")) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

Singapore SFA Product Classification: In connection with Section 309B of the SFA, unless otherwise specified before an offer of Notes, the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are 'prescribed capital markets products' (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

AMENDMENTS TO THE "GENERAL INFORMATION" SECTION

With effect from the date of this Base Offering Memorandum Supplement, the sub-sections entitled "*Significant or Material Change*" and "*Auditor*" in the section entitled "*General Information*" commencing on page 92 of the Base Offering Memorandum are deleted in their entirety and replaced with the following:

"Significant or Material Change

There has been no significant change in the financial performance or financial position of the Issuer since 30 June 2024 and there has been no material adverse change in the prospects of the Issuer since 31 December 2023."

"Auditor

The Auditor of the Issuer for the financial years ended 31 December 2023 and 31 December 2022 is Deloitte Touche Tohmatsu Certified Public Accountants LLP. Deloitte Touche Tohmatsu Certified Public Accountants LLP is empowered by the Ministry of Finance of China to carry out its auditing activities."

The Base Offering Memorandum Supplement is not for use in, and may not be delivered to, or inside, the United States of America.