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-UM-39

9.6.2025

## Liite 3: Latinalaisen Amerikan sijoitusyhtiön perussopimuksen muutoksen hyväksyminen

The Board of Governors of IDB Invest, in accordance with the Agreement,

RESOLVES:

1. To amend Section 6 of Article IV of the Agreement so that it reads as follows:

“Section 6. Executive Committee of the Board of Executive Directors

(a) The Executive Committee of the Board of Executive Directors shall be composed as follows:

- (i) one person who is the Director or Alternate appointed by the member country having the largest number of shares in the Corporation that is not a regional developing member country of the Corporation;
- (ii) three persons from among the Directors representing the regional developing member countries of the Corporation; and
- (iii) two persons from the Directors representing the other member countries.

The election of members of the Executive Committee and their Alternates in categories (ii) and (iii) above shall be made by the members of each respective group pursuant to procedures to be worked out within each group.

(b) The Chairman of the Board of Executive Directors shall preside over meetings of said Committee. In his absence, the General Manager shall preside over meetings but without the right to vote.

(c) The Committee shall consider all loans and investments by the Corporation in enterprises in the member countries.

(d) All loans and investments shall require the vote of a majority of the Committee for approval. A quorum for any meeting of the Committee shall be four. An absence or abstention shall be considered a negative vote.

(e) A report with respect to each operation approved by the Committee shall be submitted to the Board of Executive Directors. At the request of any Director, such operation shall be presented to the Board for a vote. In the absence of such request within the period established by the Board, an operation shall be deemed approved by the Board.

(f) In the event that there is a tie vote regarding a proposed operation, such proposal shall be returned to Management and the Committee shall meet within a period established by the Board of Executive Directors to reconsider the proposed operation and any modifications that may be presented by Management. If upon reconsideration in the Committee, a tie vote shall again occur, the Chairman of the Board of Executive Directors shall cast the deciding vote during the meeting in which the tie vote occurs.

(g) In the event that the Committee shall reject an operation, the Board of Executive Directors, upon the request of any Director, may require that Management's report on such operation, together with a summary of the Committee's review, be submitted to the Board for discussion and possible recommendation with regard to the technical and policy issues related to the operation and to comparable operations in the future."

2. To amend Section 7(a) of Article IV of the Agreement so that it reads as follows:

"(a) The President of the Bank shall be ex-officio Chairman of the Board of Executive Directors of the Corporation. He shall preside over meetings of the Board of Executive Directors but without the right to vote except in the event of a tie. In the Chairman's absence, the General Manager shall preside over meetings of the Board of Executive Directors but without the right to vote. The Chairperson and the General Manager may participate in meetings of the Board of Governors, but shall not vote at such meetings."