

Date: 25-Dec-2025

Honorable Esrom Immanuel
Minister for Finance, Commerce and Business Development
Ministry of Finance
Ro Lalabalavu House
P O Box 2212 Suva
REPUBLIC OF FIJI

Re: Amendment to the Carbon Fund of the Forest Carbon Partnership Facility Emission Reductions Payment Agreement for the Fiji Emissions Reduction Program between the Republic of Fiji and the International Bank for Reconstruction and Development, as Trustee of Tranche B of the Carbon Fund of the Forest Carbon Partnership Facility (together referred to as “Parties”) (TF0B2734)

WHEREAS

- A. The Republic of Fiji (“**Program Entity**”) and the International Bank for Reconstruction and Development (“**IBRD**”), as Trustee (“**Trustee of Tranche B of the Fund**”) of Tranche B of the Carbon Fund (“**Carbon Fund**”) of the Forest Carbon Partnership Facility (“**Facility**”), entered into the Emission Reductions Payment Agreement (“**ERPA**”) dated July 08, 2020 (TF0B2734), for the Emissions Reduction Program of Fiji (“**Program**”).
- B. The Program Entity also entered into a separate ERPA with the IBRD, acting as Trustee (“**Trustee of Tranche A of the Fund**”) of Tranche A of the Carbon Fund of the Facility, dated July 08, 2020 (TF0B2733), (“**Tranche A ERPA**”), for the Program (Tranche A ERPA and Tranche B ERPA together referred to as “**ERPAs**” and Trustee of Tranche A of the Fund and Trustee of Tranche B of the Fund together referred to as “**Trustee**”).
- C. In a letter to the Bank dated 08 October 2025, the Program Entity has requested an amendment to the ERPAs, to revise the following provisions: i) to extend the termination date from 31 December 2025 to 30 June 2027; ii) to revise Schedule 2 to merge the second and third Reporting Periods, covering the period from 01 January 2021 to 31 December 2024; and (iii) to determine 30 April 2026 as the new deadline for the submission of the ER Monitoring Report for the revised second Reporting Period. In a subsequent letter dated 06 November 2025, the Program Entity has informed the Trustee of the change of name from the “Ministry of Economy” to the “Ministry of Finance”.

THEREFORE, we propose to amend the Tranche B ERPA as follows (“**Amendment**”):

- 1. Section 1.01 of the Tranche B ERPA shall be deleted in its entirety and replaced as follows:

“Section 1.01 *Application of General Conditions*

(a) The International Bank for Reconstruction and Development's "General Conditions Applicable to Emission Reductions Payment Agreements for Forest Carbon Partnership Facility Emission Reductions Programs" dated November 1, 2014 ("**General Conditions**"), set forth the terms and conditions applicable to this Agreement and constitute an integral part of this Agreement.

(b) The following definition shall be added to Section 2.01 of the General Conditions:

“‘Disbursement and Financial Information Letter’ means the letter transmitted by the Trustee to the Program Entity, and/or if applicable, the ERPA Payment Receipt Entity, with instructions related to the application for payment under the ERPA.”

(c) Unless otherwise defined in this Agreement, any capitalized terms in this Agreement shall have the meaning ascribed to such terms in the General Conditions.

(d) Any reference made in this Agreement to a specific Article or Section shall, unless expressly provided for otherwise, be deemed to be a reference to the corresponding Article or Section in this Agreement.

(e) Without prejudice to the first Reporting Period, Section 5.01(a) of the General Conditions shall require the Program Entity to provide the Trustee with an ER Monitoring Report for the Second Reporting Period, in form and substance satisfactory to the Trustee, by no later than April 30, 2026.”

2. Section 10.01 of the Tranche B ERPA shall be deleted in its entirety and replaced as follows:

“Section 10.01 *Term of the Agreement*

This Agreement will become effective through execution by both Parties as of the date first above written. Unless terminated earlier in accordance with the General Conditions or **Error! Reference source not found.**, this Agreement shall terminate after eighteen (18) months following the transfer of all Contract ERs and Additional ERs, if any, the payment of Periodic Payments in respect thereof, and the repayment of any yet unrecovered and outstanding Advance Payment amounts, if applicable, subject to the survival of provisions as identified in Section 18.11 of the General Conditions, but in any event by no later than June 30, 2026.”

3. Schedule 2 of the Tranche B ERPA shall be deleted in its entirety and replaced as follows:

“SCHEDULE 2”

MINIMUM REPORTING PERIOD AMOUNTS

Reporting Period	Minimum Reporting Period Amount of Contract ERs to be generated in this Reporting Period and subsequently transferred to	Cumulative Amount of Contract ERs which must be generated by the end of this Reporting Period and subsequently transferred
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		the Trustee of Tranche B of the Fund	to the Trustee of Tranche B of the Fund
1	July 11, 2019 – December 31, 2020	Tranche B Pro Rata Share of 922,829 ERs (873,345 ERs)	Tranche B Pro Rata Share of 922,829 ERs (873,345 ERs)
2	January 1, 2021 – December 31, 2024	Tranche B Pro Rata Share of 1,577,171 ERs (1,492,599 ERs)	Tranche B Pro Rata Share of 2,500,000 ERs (2,365,944 ERs)

Unless otherwise defined in this Amendment, all capitalized terms used in this Amendment shall have the same meaning as given to those terms in the Tranche B ERPA.

Unless expressly amended by this Amendment, all terms and provisions under the Tranche B ERPA shall remain unchanged and in full force and effect.

This Amendment shall become effective and become an integral part of the Tranche B ERPA upon being duly counter-signed and returned to the Trustee by the Program Entity.

Sincerely yours,

**On behalf of the International Bank
for Reconstruction and Development,
as Trustee of Tranche B of the Carbon Fund of
the Forest Carbon Partnership Facility**

By: _____

Name: Naveed Hassan Naqvi

Title: Acting Division Director

Date: 25-Dec-2025_____

CONFIRMED AND AGREED:

**On behalf of the Republic of Fiji,
represented by:**

By: _____

Name: Honorable Esrom Immanuel
Title: Minister for Finance, Commerce
and Business Development, Ministry of
Finance

Date: 30-Dec-2025_____