

July 16, 2025

Doudou Fwamba Likunde Li-Botayi
Minister, Ministry of Finance
Kinshasa-Gombe
Democratic Republic of Congo

Re: Amendment No.3 to the Carbon Fund of the Forest Carbon Partnership Facility Emission Reductions Payment Agreement for the Emission Reductions Program in Mai-Ndombe between the Democratic Republic of Congo 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") (TF0B9276)

WHEREAS

- A. The Democratic Republic of Congo ("**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 dated September 21, 2018 (TF0B9276), as amended on May 19, 2023 and October 01, 2024 ("**Tranche B ERPA**"), for the Emission Reductions Program in Mai-Ndombe ("**Program**").
- B. The Program Entity also entered into a separate Emission Reductions Payment Agreement with the IBRD, acting as trustee ("**Trustee of Tranche A of the Fund**") of Tranche A of the Carbon Fund of the Facility, dated September 21, 2018 (TF0B9277), as amended on May 19, 2023, and October 01, 2024 ("**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. As per letter dated February 19, 2025, the Program Entity has requested the Trustee to amend the respective ERPAs in order to extend the ERPA Term until June 30, 2027.

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

- 1. 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 on the date it has been duly executed by all Parties pursuant to applicable legal procedures. Unless terminated earlier in accordance with the General



Conditions or Section 3.03, this Agreement shall terminate upon 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 provisions as identified in Section 18.11 of the General Conditions, but in any event no later than June 30, 2027.”

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.

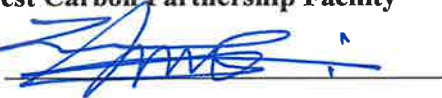
Unless expressly amended by this Amendment, all terms and provisions under the Tranche B ERPA shall remain unchanged and in full force and effect.

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 Project 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: Albert G. Zeufack
Title: Division Director

Date: _____

7/16/2025

CONFIRMED AND AGREED:

**On behalf of the Democratic Republic of
Congo, represented by the Ministry of
Finance**

By: _____



Name: Doudou Fwamba Likunde Li-Botayi
Title: Minister, Ministry of Finance

Date: _____

04 AUG 2025

July 16, 2025

Doudou Fwamba Likunde Li-Botayi
Minister, Ministry of Finance
Kinshasa-Gombe
Democratic Republic of Congo

Re: Amendment No.3 to the Carbon Fund of the Forest Carbon Partnership Facility Emission Reductions Payment Agreement for the Emission Reductions Program in Mai-Ndombe between the Democratic Republic of Congo and the International Bank for Reconstruction and Development, as Trustee of Tranche A of the Carbon Fund of the Forest Carbon Partnership Facility (together referred to as "Parties") (TF0B9277)

WHEREAS

- A. The Democratic Republic of Congo ("**Program Entity**") and the International Bank for Reconstruction and Development ("**IBRD**"), as Trustee ("**Trustee of Tranche A of the Fund**") of Tranche A of the Carbon Fund ("**Carbon Fund**") of the Forest Carbon Partnership Facility ("**Facility**"), entered into the Emission Reductions Payment Agreement dated September 21, 2018 (TF0B9277), as amended on May 19, 2023 and October 01, 2024 ("**Tranche A ERPA**"), for the Emission Reductions Program in Mai-Ndombe ("**Program**").
- B. The Program Entity also entered into a separate Emission Reductions Payment Agreement with the IBRD, acting as trustee ("**Trustee of Tranche B of the Fund**") of Tranche B of the Carbon Fund of the Facility, dated September 21, 2018 (TF0B9276), as amended on May 19, 2023 and October 01, 2024 ("**Tranche B 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. As per letter dated February 19, 2025, the Program Entity has requested the Trustee to amend the respective ERPAs in order to extend the ERPA Term until June 30, 2027.

THEREFORE, we propose to amend the Tranche A ERPA as follows ("**Amendment**"):

- 1. 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 on the date it has been duly executed by all Parties pursuant to applicable legal procedures. Unless terminated earlier in accordance with the General



Conditions or Section 3.03, this Agreement shall terminate upon 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 provisions as identified in Section 18.11 of the General Conditions, but in any event no later than June 30, 2027.”

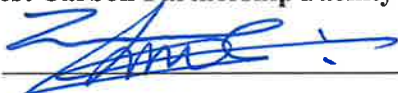
Unless otherwise defined in this Amendment, all capitalized terms used in this Amendment shall have the same meaning as given to those terms in the Tranche A ERPA.

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

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

Sincerely yours,

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

By: 

Name: Albert G. Zeufack

Title: Division Director

Date: 7/16/2025

CONFIRMED AND AGREED:

**On behalf of the Democratic Republic of
Congo, represented by the Ministry of
Finance**

By: 

Name: Doudou Fwamba Likunde Li-Botayi

Title: Minister, Ministry of Finance

Date: 04 AUG 2025