

Appendix No. 5

to the minutes of the meeting of the
Management Board
of the Eurasian Development Bank
dated 21 August 2025 No. 1221

APPROVED

by the Management Board of the Eurasian
Development Bank
(Minutes No. 1221 dated 21 August 2025)

**REGULATION
ON THE SUSTAINABILITY COMMITTEE
OF THE EURASIAN DEVELOPMENT BANK**

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1. Abbreviations and Definitions; References to Documents

This Regulation on the Sustainability Committee (hereinafter referred to as the "Regulation") of the Eurasian Development Bank (hereinafter referred to as the "Bank") uses terms, abbreviated terms, and abbreviated names of the Bank's independent structural units as defined in the Bank's Glossary.

1.1. Abbreviations

ESG – Environmental, Social and Governance.

1.2. Terms and Definitions

Term	Definition
Conflict of Interest	A situation in which the direct or indirect personal interest of an officer or employee of the Bank, an external service provider and/or consultant engaged by the Bank, or a participant in a project implemented with the Bank's participation conflicts, or may conflict, with his/her professional activities in a manner that may affect the proper, objective and impartial performance of his/her official (employment) duties, the exercise of powers or obligations arising from contractual relations; or where a conflict exists between the property or other interests of the Bank and/or one or more counterparties, as a result of which an act or omission by one party may have adverse consequences for another party.

1.3. Terms and Definitions Used Exclusively in this Regulation

Term	Definition
Initiator	A structural unit or employee of the Bank initiating a request for consideration by the Sustainability Committee.
Secretary	A Bank employee entrusted by the Management Board with organisational support for the activities of the Sustainability Committee and preparation of its meetings.
Request	A matter submitted by the Initiator for consideration by the Sustainability Committee.

1.4. References to Documents

This Regulation contains references to the following internal regulatory documents (hereinafter referred to as "IRDs"):

- Regulation on Internal Regulatory Documents of the Eurasian Development Bank.
- Procedure for Interaction of Structural Units in Preparing Materials for Meetings of the Management Board of the Eurasian Development Bank.

2. Purpose and Scope

2.1. Purpose

This Regulation governs the composition, functions and powers of the Sustainability Committee (hereinafter referred to as the "Committee"), establishes the procedure for making its decisions, and regulates the identification of the Bank's priority areas, objectives and key principles of activities in the field of sustainable development.

2.2. Scope, Owner and Review of the Regulation

2.2.1. This Regulation applies to all employees of the Bank.

2.2.2. The owner of this Regulation is the Office for Sustainability.

2.2.3. In case of a reorganization (abolishment, restructuring or renaming) of any structural unit specified in this Regulation, or a change in the titles of Bank employees, until the relevant amendments are made to this Regulation, the functions and powers of such structural unit or employee shall be performed by the structural unit or employee to whom the respective functions and powers have been transferred.

2.2.4. This Regulation shall be amended as necessary and shall also be reviewed on a mandatory basis to determine whether amendments are required or whether it should be deemed obsolete, in the cases and in accordance with the procedure established by the Regulation on Internal Regulatory Documents of the Eurasian Development Bank.

2.2.5. This Regulation may be published in whole or in part on both the Bank's internal and external resources, including on the Internet.

3. General Provisions

3.1. Purpose of the Committee

3.1.1. The Committee is a permanent collegial body of the Bank, accountable to the Management Board, established to organise and coordinate the activities of the Bank's structural units in the areas of social and environmental responsibility and corporate governance, including the impact of these areas on the Bank's business reputation and its relations with member states, suppliers, clients, financial institutions, rating agencies, public organisations and other stakeholders.

3.1.2. The Committee's remit does not include the preliminary approval of internal regulatory documents on corporate governance submitted for consideration by the Management Board and/or committees under the Bank's Council and by the Bank's Council.

3.1.3. In its activities, the Committee shall be guided by the Agreement Establishing the Bank, the Bank's Charter, decisions of the Council and the Management Board, the Bank's IRDs, orders and instructions of the Chairperson of the Management Board, and this Regulation.

3.2. Composition of the Committee

3.2.1. The Committee shall comprise Bank employees representing different structural units and management levels of the Bank.

3.2.2. The size and personal composition of the Committee shall be approved by the Management Board upon submission by the Office for Sustainability.

3.2.3. The Chair of the Committee shall be appointed by the Management Board from among the Committee members and shall be responsible for organising the Committee's work and ensuring the timely and proper achievement of the objectives assigned to the Committee.

3.2.4. The Deputy Chair of the Committee shall be appointed by the Chair from among the Committee members and shall be responsible for supporting the Committee's operations and assisting the Chair in achieving the Committee's objectives. In the absence of the Chair, the Deputy Chair shall perform the duties of the Chair unless such duties have been assigned by the Chair to another Committee member.

3.2.5. The Secretary shall be appointed by the Management Board to provide organisational support for the Committee's activities, prepare Committee meetings, prepare its decisions and monitor their implementation.

3.3. Objectives and Responsibilities of the Committee

3.3.1. The objective of the Committee is to provide expert opinions and recommendations on sustainable development matters that are consistent with the Bank's objectives, functions and commitments.

3.3.2. The responsibilities of the Committee include:

- a) considering the Bank's strategic sustainable development matters, as well as action plans (roadmaps) in the areas of environmental and social responsibility and corporate governance (hereinafter referred to as the "Plan");
- b) participating in the development of the Bank's sustainable development performance targets;

- c) participating in overseeing the implementation of the developed Plan, as well as the Bank's sustainability performance targets;
- d) approving the Bank's Sustainability Report for submission to the Management Board for consideration and approval in accordance with Principle No. 6, "Accountability to Stakeholders", of the Eurasian Development Bank Sustainability Principles approved by the Management Board on 12 January 2024 (Minutes No. 1102);
- e) participating in assessing the Bank's contribution to the achievement by the member states of the United Nations Sustainable Development Goals;
- f) considering matters related to the Bank's priority sustainable development areas across member states as a whole or individual economic sectors;
- g) considering matters related to the Bank's accession to and participation in sectoral, cross-sectoral, local, regional, national and international associations, unions, organisations and programmes in the field of sustainable development;
- h) considering sustainable development projects and initiatives, including green, climate and social finance projects; issuance of green, social or other ESG bonds or raising green loans; development of new ESG financial instruments; and other environmental and social initiatives;
- i) considering matters related to enhancing the effectiveness of internal procedures and processes in the areas of environmental and social responsibility, including the consideration of climate risks and opportunities;
- j) considering ESG-related corporate governance matters, including improving the Bank's ESG ratings performance, preparation of the Sustainability Report, holding Committee meetings and other matters;
- k) participating in developing and presenting expert opinions on positioning the Bank as an environmentally and socially responsible organisation with an effective corporate governance system;
- l) considering other key Bank matters related to reducing environmental impacts and social investments, including healthcare, education and development programmes;
- m) considering other key sustainable development matters in general, including projects with significant potential sustainability risks, at the request of the Bank's structural units;
- n) performing other responsibilities as instructed by the Management Board and/or the Chairperson of the Management Board and/or in accordance with the Bank's IRDs.

3.3.3. Where approval of an IRD is required for the purposes of implementing the Committee's responsibilities specified in Clause 3.3.2 of this Section, the procedure for developing, approving and recording such IRD shall be carried out in accordance with the Regulation on Internal Regulatory Documents of the Eurasian Development Bank.

3.4. Rights of the Committee

3.4.1. The Committee shall have the right to invite and hear heads and employees of the Bank's structural units on matters considered at its meetings.

3.4.2. The Committee shall have the right to request and receive from the Bank's structural units materials and information required in relation to matters considered at its meetings.

3.4.3. The Committee shall have the right to submit proposals and/or recommendations to the Management Board on matters falling within the responsibilities

assigned to the Committee under Clause 3.3.2 of this Section; recommend the development of Bank IRDs on such matters in accordance with Clause 3.3.3 of this Section; and issue instructions to Committee members for the purpose of performing the responsibilities assigned to the Committee.

3.4.4. The Committee shall have the right to monitor implementation of its decisions adopted in the cases specified in Clause 3.4.3 of this subsection.

3.5. Organisation of the Committee's Work

3.5.1. A Committee meeting shall have a quorum if more than half of the total number of Committee members are present. Participation in a Committee meeting online is permitted.

3.5.2. Committee meetings shall be held as necessary, but at least once per calendar year, and also at the request of Committee members.

3.5.3. Matters included in the agenda shall be considered at a Committee meeting by decision of the Chair or Deputy Chair of the Committee.

3.5.4. Bank employees who are not Committee members and other persons may participate in Committee meetings upon invitation of the Chair or Deputy Chair of the Committee.

3.5.5. The Initiator shall be responsible for the completeness and accuracy of the information submitted and for compliance with the procedure for preliminary discussion and approval of the matter submitted for consideration with the head of the relevant structural unit.

3.5.6. Meetings shall be held in person; the date and venue of a meeting shall be determined by the Chair or Deputy Chair of the Committee.

4. List of Regulated Processes and Process Owners

The organisation of the Sustainability Committee's work is supported by the following process groups:

No.	Process Group	Process	Owner (Process Responsible)
1	Organisational support of the Committee's activities and preparation of meetings	– preparation of the draft Committee meeting agenda; – organisation of the Committee meeting; – conduct of the Committee meeting; – documentation and implementation of Committee decisions	Secretary
2	Processing of requests addressed to the Committee	– receipt of requests addressed to the Committee; – provision of recommendations to the Committee	Secretary, Office for Sustainability
3	Committee voting		Committee Members

5. Process Description

5.1. Receipt of Requests Addressed to the Committee

5.1.1. Requests submitted to the Committee by Initiators may be included in the agenda of the nearest Committee meeting.

5.1.2. No later than 10 business days prior to the Committee meeting, the Initiator shall prepare an internal memorandum addressed to the Secretary setting out the substance of the request and its rationale, with reference to the relevant supporting documents, copies of which shall be attached to the memorandum. The internal memorandum shall be uploaded to the electronic document management system (EDMS) and approved in the following order:

- (1) responsible employee of the Initiator;
- (1) co-executors, if any;
- (2) head of the Initiator;
- (3) Secretary of the Sustainability Committee.

5.1.3. The Secretary shall have the right to request additional information or supporting documents from the Initiator to ensure that complete information is available for the Committee meeting.

5.1.4. On the day of receipt of a request addressed to the Committee, the Secretary shall forward the request to the Office for Sustainability for recommendations to the Committee.

5.1.5. Office for Sustainability shall review the request materials and provide an assessment of the request's rationale and recommendations within two business days from the date of receipt of the request and supporting materials.

5.1.6. When approving agenda items, the Chair or Deputy Chair of the Committee shall have the right to decline consideration of a request where the information required for decision-making is unavailable and return the materials for revision. In such case, the following shall be determined:

- scope and nature of the revision, including the list of documents required to be submitted, further details of the relevant matters, and other requirements;
- deadline for completion;
- persons responsible on behalf of the Initiator.

5.2. Organisation of Committee Meetings

5.2.1. The Secretary shall prepare the Committee meeting agenda and submit it to the Chair or, in the Chair's absence, the Deputy Chair for approval.

5.2.2. The approved Committee meeting agenda and accompanying materials shall be circulated by the Secretary to all Committee members by email for prior review, together with information on the planned date and venue of the meeting.

5.2.3. An invitation to a Committee meeting shall be sent by email no later than five business days prior to the planned meeting date.

5.2.4. If a Committee member is unable to attend the meeting, he/she shall notify the Chair, Deputy Chair and Secretary of the Committee by email of his/her absence.

5.2.5. If the number of participants in a meeting is insufficient to constitute a quorum, the Committee meeting shall be postponed.

5.2.6. The Secretary shall inform Committee members of any changes to the meeting date or venue.

5.2.7. The Chair or Deputy Chair of the Committee shall have the right to invite the Initiator and other Bank employees relevant to a matter included in the meeting agenda.

5.2.8. Prior to the meeting, the Secretary shall provide the materials relating to the relevant agenda item to the employees invited to the meeting.

5.3. Conduct of Committee Meetings

5.3.1. Committee meetings shall be chaired by the Chair of the Committee.

5.3.2. In the absence of the Chair at a meeting, the Chair's duties shall be performed by the Deputy Chair or a Committee member authorised by the Chair.

5.3.3. Invited employees shall participate in the meeting only within the scope of consideration of the relevant agenda item.

5.3.4. A Committee member shall refrain from discussing a matter where a conflict of interest exists. In such case, the member shall inform the Chair of the Committee of the conflict of interest before or during the Committee meeting.

5.3.5. When the Committee takes decisions at a meeting, the Committee members present at the meeting shall express their views on the agenda items. If a Committee member is unable to attend the meeting in person, the member may submit a written opinion on the agenda items.

5.3.6. Committee decisions shall be adopted by a simple majority of the total votes of the Committee members present at the meeting. In the event of a tie, the Chair shall have the casting vote.

5.4. Documentation and Implementation of Committee Decisions

5.4.1. Decisions adopted at Committee meetings shall be documented in minutes no later than three business days after the Committee meeting. The minutes shall be approved by Committee members through the electronic document management system and assigned sequential numbers. The Secretary shall be responsible for maintaining the minutes of Committee meetings.

5.4.2. The minutes shall specify the date of the meeting, the list of Committee members present, whether a quorum was present, the list of invited persons present, the meeting agenda, and the decisions adopted. The minutes shall mandatorily record a Committee member's dissenting opinion where the member disagrees with the proposed decision.

5.4.3. The Secretary shall communicate Committee decisions to interested persons and the Bank's structural units whose activities are affected by such decisions by circulating extracts from the Committee meeting minutes.

5.4.4. Copies of Committee minutes certified by the Secretary, as well as excerpts and extracts therefrom, may be provided to members of the Bank's Council, members of the Management Board, the Internal Audit Service, heads of interested Bank structural units on matters related to the activities of such units, the Bank's external auditors and representatives of other Bank counterparties, including rating agencies, intergovernmental commissions, consultants and others.

5.4.5. Bank employees may obtain extracts from Committee meeting minutes concerning matters relevant to them upon submitting a request by email addressed to the Secretary.

5.4.6. The Secretary shall prepare the required package of materials for subsequent submission of matters, in accordance with Clause 3.4.3 of this Regulation, to the Management Board for consideration and approval in accordance with the Procedure for Interaction of Structural Units in Preparing Materials for Meetings of the Management Board of the Eurasian Development Bank.

6. Roles and Responsibilities

6.1. Management Board

- 6.1.1. Approves the size and personal composition of the Committee.
- 6.1.2. Appoints the Chair of the Committee.
- 6.1.3. Appoints the Secretary.
- 6.1.4. Considers and approves Committee decisions in accordance with Clause 3.4.3 of this Regulation.

6.2. Chair of the Committee

- 6.2.1. Organises the work of the Committee.
- 6.2.2. Appoints the Deputy Chair of the Committee.
- 6.2.3. Is responsible for the timely and proper achievement of the objectives and responsibilities assigned to the Committee.
- 6.2.4. Chairs Committee meetings.
- 6.2.5. Oversees the activities of the Secretary.

6.3. Committee Members

- 6.3.1. Review materials relating to matters included in the agendas of Committee meetings.
- 6.3.2. Participate in Committee meetings.
- 6.3.3. Are responsible for disclosure of information discussed at Committee meetings in accordance with the procedure established for Bank employees.
- 6.3.4. Are responsible for the soundness of decisions taken by them.

6.4. Committee Secretary

- 6.4.1. Prepares and organises Committee meetings.
- 6.4.2. Prepares materials concerning changes to the composition of the Committee for the Management Board to take the relevant decisions.
- 6.4.3. Provides Committee members with the required meeting materials in a timely manner.
- 6.4.4. Prepares minutes of Committee meetings and organises their approval by Committee members through the electronic document management system.
- 6.4.5. Prepares documents for subsequent consideration and approval of Committee decisions by the Management Board.
- 6.4.6. Notifies interested persons who submitted the matter for consideration by the Committee of the Committee's decision on such matter.
- 6.4.7. Monitors the timely implementation of Committee decisions.
- 6.4.8. Is responsible for disclosure of information discussed at Committee meetings in accordance with the procedure established for Bank employees.

6.5. Office for Sustainability

- 6.5.1. Performs a preliminary review of materials relating to matters on the agenda of a Committee meeting.

6.5.2. Reviews materials relating to an Initiator's request and provides an assessment of the request's rationale and recommendations to the Committee regarding inclusion of the request in the agenda of a Committee meeting.

6.6. Initiator

6.6.1. Provides the Committee with complete information relating to the substance of the request.

6.6.2. Is responsible for the accuracy of the information provided.

6.6.3. Participates in a Committee meeting upon invitation of the Chair or the person acting in the Chair's capacity.

6.6.4. Is responsible for disclosure of information discussed at Committee meetings in accordance with the procedure established for Bank employees.

6.7. Invited Employees

6.7.1. Review the materials circulated by the Secretary.

6.7.2. Participate in Committee meetings upon invitation of the Chair.

6.7.3. Are responsible for providing inaccurate information when the agenda item is considered.

6.7.4. Are responsible for disclosure of information discussed at Committee meetings in accordance with the procedure established for Bank employees.