

[PLEASE INSERT YOUR ORGANIZATON LETTERHEAD]

[For Public Entity]

[Please Insert Date]

Joelle Chassard
Manager, Carbon Finance Unit
The World Bank, 1818 H St, NW
MSN MC 4-414
Washington, DC 20433
United States of America

Dear Ms Chassard:

We wish to express our interest in participating in the Carbon Partnership Facility (**CPF**) that may be established by the International Bank of Reconstruction and Development (**IBRD**). In order to assess our potential participation, we understand you may provide us with access to information relating to the CPF, including, but not limited to, the confidential Supplementary Information for the Information Memorandum for prospective buyer participants in the CPF and the Participation Agreement. (collectively, the **Confidential Information**).

We understand that it is a condition of our access to the Confidential Information that:

1. We have the financial capacity associated with acquiring an interest in the Carbon Fund of the CPF for a minimum amount of Euro €20,000,000 equivalent;
2. We keep the Confidential Information confidential in accordance with the provisions outlined below.

We agree to keep confidential, and not to publish, disclose or otherwise divulge to anyone (and to cause our officers, directors, employees, agents and representatives to keep confidential, and not to publish, disclose or otherwise divulge to anyone) the Confidential Information and, at your request (except as provided below), promptly to return to you or destroy the Confidential Information and all copies thereof, extracts therefrom and analyses or other materials based thereon, except that we shall be permitted to disclose information (i) to the extent required by applicable laws and regulations or by any subpoena or similar legal process or (ii) to the extent you shall have consented to such disclosure in writing.

Finally, we hereby agree that this Letter contains the entire agreement between us, concerning the Confidential Information, and that no modifications of this Letter or waiver of the terms and conditions hereof will be binding except by a written Agreement between the IBRD and ourselves.

Signed and Agreed

By

Name of person authorized to access website:

Name:

Position:

Title:

Date:

Name and email address:

Position:

Title:

Date: