Héla Cheikhrouhou
Executive Director
Green Climate Fund

Headquarter address:
G-Tower, 24-4 Songdo-Dong,
Yeonsu-Gu Incheon City, Republic of Korea

Temporary address:
P.O. Box 260124
53113 Bonn, Germany

Re: Green Climate Fund Trust Fund (MTO No. 069022) – Procedures for the Processing of Funds between the Secretariat of the Green Climate Fund and the Interim Trustee

Dear Ms. Cheikhrouhou:

We refer to Agreement on the Terms and Conditions for the Administration of the Green Climate Fund Trust Fund between the Green Climate Fund (the “Fund”) and the International Bank for Reconstruction and Development (the “Bank”), serving as interim trustee (the “Trustee”) of the Green Climate Fund Trust Fund (MTO No. 069022) (the “Trust Fund”), dated October 15, 2013 (the “GCF Trust Fund Agreement”).

Following recent discussions between the Trustee and the Secretariat of the Fund (the “Secretariat”), the Trustee hereby proposes that the document attached to this Letter shall constitute the procedures for the commitment and transfer of Trust Fund resources from the Trustee to the Secretariat, including the return of any cancelled or unused Trust Fund resources, as referred to in paragraphs 5.2(a) and 5.3 of the GCF Trust Fund Agreement.

Please confirm the Secretariat’s agreement to the foregoing by signing, dating, and returning to us the enclosed original of this Letter.

Sincerely,

INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT
Serving as Interim Trustee of the Green Climate Fund Trust Fund

Susan McAdams
Director
Multilateral Trusteeship and Innovative Financing
Concessional Finance and Global Partnerships
CONFIRMED AND AGREED:

By: [Signature]

Date: January 6th, 2014

Helia Cheikhrouhou
Executive Director
Head of the Secretariat of the Green Climate Fund

Enclosure:
(1) Green Climate Fund Trust Fund (MTO No. 069022): Procedures for the Processing of Funds between the Interim Trustee and the Secretariat dated December 17, 2013
GREEN CLIMATE FUND TRUST FUND (MTO NO. 069022): PROCEDURES FOR THE PROCESSING OF FUNDS BETWEEN THE INTERIM TRUSTEE AND THE SECRETARIAT

This document, dated December 17, 2013, is prepared pursuant to paragraphs 5.2(a) and 5.3 of the Agreement on the Terms and Conditions for the Administration of the Green Climate Fund Trust Fund dated October 15, 2013 (the “GCF Trust Fund Agreement”) between the Green Climate Fund (the “Fund”) and the International Bank for Reconstruction and Development (the “Bank”), serving as interim trustee (the “Trustee”) of the Green Climate Fund Trust Fund (MTO No. 069022) (the “Trust Fund”), to set forth the procedures for the commitment and transfer of Trust Fund resources from the Trustee to the secretariat of the Fund (the “Secretariat”), including the return of any cancelled or unused Trust Fund resources.

Context
1. All capitalized terms used in this document, but not otherwise defined herein, shall have the meanings ascribed to them in the GCF Trust Fund Agreement.

2. In the event of any inconsistency between the GCF Trust Fund Agreement and this document, the GCF Trust Fund Agreement shall prevail to the extent of the inconsistency.

Commitment and Transfer of Funds

3. The Trustee shall, subject to the availability of applicable resources held in the Trust Fund as determined by the Trustee, commit the funds in the Trust Fund to the Secretariat in the amount approved by the Board or the Authorized Designee, upon the Trustee’s receipt of a written decision of the Board or the Authorized Designee. The Trustee shall confirm such commitment to the Secretariat by means of a letter of commitment (the “Letter of Commitment”), substantially in the form attached to this document as Annex 1.

4. The committed funds, which have not yet been transferred to the Secretariat, may be cancelled in whole or in part on the basis of a written notification from the Board, the Authorized Designee or the Secretariat. The Trustee shall cancel the commitment for the relevant amount of funds upon receipt of such notification, and shall inform the Secretariat of the cancellation in a manner acceptable to the Secretariat and the Trustee.

5. Following the issuance of the Letter of Commitment, the Secretariat may request the Trustee to transfer the funds to the Secretariat by submitting to the Trustee a funds transfer request (the “Funds Transfer Request”), substantially in the form attached to this document as Annex 2, duly signed by the authorized signatory of the Fund. The amount specified by the Secretariat in the Funds Transfer Request shall not exceed the cumulative amounts committed by the Trustee pursuant to the Letters of Commitment, less any cumulative amounts canceled pursuant to paragraph 4 above and/or transferred to the Secretariat. The Secretariat shall, from time to time, provide the Trustee with a list containing the name(s) and signature(s) of person(s) authorized on behalf of the Fund to sign the Funds Transfer Requests, in the form attached to this document as Annex 3.
6. Upon receipt of the Funds Transfer Request and the verification by the Trustee that such request has been made in accordance with paragraph 5 above, the Trustee shall, subject to the availability of applicable resources held in the Trust Fund as determined by the Trustee, transfer the requested amount of the committed funds to the Secretariat by wire transfer to the bank account specified in the Funds Transfer Request in one lump sum. All transfers of funds described under this document shall be made in United States dollars. The provisions of paragraph 5.4 of the GCF Trust Fund Agreement shall apply upon the transfer of funds from the Trust Fund to the Secretariat.

**Return of Funds**

7. Except as the Trustee shall otherwise agree with the Secretariat, the Secretariat shall return to the Trust Fund the cancelled or unused funds for which no further disbursements are due to be made and any interests and investment income earned on the funds transferred from the Trust Fund to the Secretariat. Such return shall be made annually or at such other intervals agreed between the Trustee and the Secretariat, to such account as the Trustee may designate.
ANNEX 1
FORM OF LETTER OF COMMITMENT

LETTER OF COMMITMENT

[Name/Title/Contact of the Fund]

[Date]

THE GREEN CLIMATE FUND TRUST FUND (MTO NO. 069022):
COMMITMENT OF FUNDS TO THE SECRETARIAT

Dear Sir or Madam:

Reference is made to: (i) the Agreement on the Terms and Conditions for the Administration of the Green Climate Fund Trust Fund dated October 15, 2013 (the “GCF Trust Fund Agreement”) between the Green Climate Fund (the “Fund”) and the International Bank for Reconstruction and Development, serving as interim trustee (the “Trustee”) of the Green Climate Fund Trust Fund; and (ii) paragraph 3 of the document “Green Climate Fund Trust Fund (MTO No. 069022): Procedures for the Processing of Funds between the Interim Trustee and the Secretariat”, dated December 17, 2013, agreed between the Secretariat and the Trustee (the “Document”).

Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the GCF Trust Fund Agreement.

In accordance with paragraph 3 of the Document, the Trustee hereby commits the sum of US$ __________ to the Secretariat, such amount reflecting the amount[s] approved by the Board or the Authorized Designee in decision[s] [decision no]. [Details appear in the Annex attached hereto.]

Funds will be transferred from the Trust Fund to the Secretariat in accordance with the procedures and conditions specified in paragraph 6 of the Document.

Yours truly,

INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT, SERVING AS INTERIM TRUSTEE OF THE GREEN CLIMATE FUND TRUST FUND

________________________________________
Name:
Title:
ANNEX 2
FORM OF FUNDS TRANSFER REQUEST

[on the letterhead of the Green Climate Fund]

THE GREEN CLIMATE FUND TRUST FUND (MTO NO. 069022):
FUNDS TRANSFER REQUEST FROM SECRETARIAT

Funds Transfer Request No. __________


Request as of __________ (date) __________

<table>
<thead>
<tr>
<th></th>
<th>Amount (in US dollars)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Secretariat</td>
<td>0.00</td>
</tr>
</tbody>
</table>

The Secretariat’s bank account details for receipt of fund transfer:
Bank account name:
Bank account number:
Bank name:
Bank address:
Bank SWIFT code:
Routing instructions:

Signed: ____________________________ Date: ____________________________
Name:
Title:
ANNEX 3
FORM OF AUTHORIZED SIGNATORY LETTER

[Date]

Director
Multilateral Trusteeship and Innovative Financing Department
The World Bank
1818 H Street, N.W.
Washington, D.C. 20433
U.S.A.

Dear Director:

Re: Green Climate Fund Trust Fund (MTO No. 069022) – Authorized Signatory Letter of the Green Climate Fund

Reference is made to: (i) the Agreement on the Terms and Conditions for the Administration of the Green Climate Fund Trust Fund dated October 15, 2013 (the “GCF Trust Fund Agreement”) between the Green Climate Fund (the “Fund”) and the International Bank for Reconstruction and Development, serving as interim trustee (the “Trustee”) of the Green Climate Fund Trust Fund; and (ii) paragraph 5 of the document “Green Climate Fund Trust Fund (MTO No. 069022): Procedures for the Processing of Funds between the Interim Trustee and the Secretariat”, dated December 17, 2013, agreed between the Secretariat and the Trustee (the “Document”).

For the purposes of the GCF Trust Fund Agreement and the Document, any [one/two] of the persons whose authenticated specimen signatures appear below is authorized on behalf of the Fund to sign the Funds Transfer Requests (as defined in the Document).

This authorization replaces and supersedes any authorization currently in the Trustee records with respect to the GCF Trust Fund Agreement and the Document.

[Name], [position] Specimen Signature: ______________________

[Name], [position] Specimen Signature: ______________________

Yours truly,
GREEN CLIMATE FUND

[Name] [Position]