

No. 32416

**AFRICAN EXPORT-IMPORT BANK
and
EGYPT**

**Headquarters Agreement (with exchange of letters). Signed at
Cairo on 31 August 1994**

Authentic texts: English and Arabic.

Authentic text of the exchange of letters: English.

Registered by the African Export-Import Bank on 18 December 1995.

**BANQUE AFRICAINE D'IMPORT-EXPORT
et
ÉGYPTE**

**Accord de siège (avec échange de lettres). Signé au Caire le
31 août 1994**

Textes authentiques : anglais et arabe.

Texte authentique de l'échange de lettres : anglais.

Enregistré par la Banque africaine d'import-export le 18 décembre 1995.

HEADQUARTERS AGREEMENT¹ BETWEEN THE AFRICAN EXPORT-IMPORT BANK (“AFREXIMBANK”) AND THE ARAB REPUBLIC OF EGYPT

The African Export-Import Bank and the Government of the Arab Republic of Egypt;

Considering the Agreement for the Establishment of the African Export-Import Bank (hereinafter called “the Bank”) concluded on May 8, 1993² among certain African states and International organizations (hereinafter referred to as the “Bank Agreement”);

Having regard to the Charter of the Bank;

Recalling that the General Meeting of Shareholders of the Bank held in Abuja, Federal Republic of Nigeria from October 27 to October 28, 1993, resolved to locate the headquarters of the Bank in Cairo, the Arab Republic of Egypt;

Desirous of regulating by this Agreement certain questions regarding the establishment of the headquarters of the Bank and to supplement in this respect the relevant provisions of the Agreement for the Establishment of the Bank;

Have agreed as follows:

PART I. DEFINITIONS

Article I

In this Agreement, unless the context otherwise provides, requires or permits, the following terms shall have the meanings ascribed thereto below:

(a) “Appropriate Authorities of Egypt”, means national, municipal or other governmental authorities in Egypt as may be appropriate in the context and in accordance with the laws of the Arab Republic of Egypt;

(b) “Directors” and “Alternate Directors” means respectively the Directors and Alternate Directors for the time being of the Bank;

(c) “Government” means the Government of the Arab Republic of Egypt;

(d) “Headquarters Seat” means:

1. The Headquarters temporary or permanent area, together with the building or buildings, structures and installations erected upon it, as may from time to time be defined in a schedule or schedules to this Agreement; and

2. Any other land, buildings, structures or installations which may from time to time be included, temporarily or permanently, in the Headquarters Seat in accordance with this Agreement or by supplemented agreements with the Government.

¹ Came into force provisionally on 31 August 1994 by signature and definitively on 11 April 1995 upon ratification, in accordance with article XXVIII (6).

² United Nations, *Treaty Series*, vol. 1890, No. I-32192.

(e) “Laws of the Arab Republic of Egypt” includes the Constitution of the Arab Republic of Egypt, and legislative acts, decrees, regulations and orders issued by, or under authority of, the Government or any appropriate authority in the Arab Republic of Egypt;

(f) “Officials of the Bank” means, all members of the staff of the Bank who have been designated Professional staff in the Staff Rules and Regulations of the Bank;

(g) “President”, “Vice-President” and “Executive-Secretary” means respectively the President, any Vice-President and the Executive-Secretary of the Bank or any other person designated to act in that behalf;

(h) “Representatives” means Representatives of Shareholders to a General Meeting of Shareholders of the Bank and includes all delegates, deputy delegates, advisers, and experts; and

(i) “Shareholder” means a shareholder of the Bank.

PART II. GRANT, CONTROL AND PROTECTION OF THE HEADQUARTERS SEAT

Article II

The Government grants to the Bank and the Bank accepts from the Government, the permanent use and occupancy of the Headquarters Seat.

Article III

1. The Headquarters of the Bank shall be in the Headquarters Seat, and shall not be removed therefrom unless the Bank decides in accordance with the relevant provisions of its Charter. Any transfer of the headquarters temporarily to another place shall not constitute a removal of the headquarters unless the competent organ of the Bank takes an express decision to that effect.

2. The Government shall take all action that may be required in order to ensure that the Bank shall not be dispossessed of its rights in the Headquarters Seat nor deprived of the enjoyment of such rights except with the express consent of the Bank.

3. Any building in or outside of Cairo which may be used with the concurrence of the Government for meetings convened by the Bank shall enjoy temporarily the same immunities as are granted to the Bank in respect of the Headquarters Seat.

4. The Government of the Arab Republic of Egypt shall take whatever action may be necessary to ensure that the Bank shall not be dispossessed of all or any part of the Headquarters Seat without the express consent of the Bank.

Article IV

The Bank may from time to time establish and operate research, documentation and technical facilities outside the headquarters area. The Government of the Arab Republic of Egypt shall, at the request of the Bank, make arrangements in such manner as may be agreed upon in supplemental agreements for the acquisition or use by the Bank of appropriate premises for such purposes and for the inclusion of such premises in the Headquarters Seat.

Article V

1. The Bank shall have the power to make regulations, operative within the Headquarters Seat, for the purpose of establishing therein conditions in all respects necessary for the full execution of its functions.

2. The provisions of this Article shall not preclude the reasonable application of fire protection or sanitary regulations of the Appropriate Authorities of the Arab Republic of Egypt.

Article VI

1. The Headquarters Seat shall be inviolable and shall be under the control and authority of the Bank as provided in this Agreement. No officer or official of the Arab Republic of Egypt, be they administrative, judicial, military or police or other person exercising any public authority within the Arab Republic of Egypt, shall enter the Headquarters Seat to perform any duties therein except with the consent of, and under conditions approved by, the President. The service of legal process, including the seizure of private property, shall not take place within the Headquarters Seat except with the express consent of the President.

2. Except as otherwise provided in this Agreement, and subject to any regulations enacted under paragraph 1 of Article V hereof, the Laws and the Arab Republic of Egypt shall apply within the Headquarters Seat.

3. Without prejudice to the provisions of the Agreement for the Establishment of the Bank or the present Agreement, the Bank shall prevent the Headquarters Seat from being used as a refuge by persons who are avoiding arrest under any law of the Arab Republic of Egypt who are required by the Government for extradition to another country, or who are endeavoring to avoid service of legal process.

Article VII

1. The Appropriate Authorities of the Arab Republic of Egypt shall exercise due diligence to ensure that the tranquillity of the Headquarters Seat is not disturbed by any person or group of persons attempting unauthorized entry into or creating disturbances in the immediate vicinity of the Headquarters Seat. They shall ensure the presence of the necessary police force for the protection of the Headquarters Seat.

2. If so requested by the President, the Appropriate Authorities of the Arab Republic of Egypt shall provide a sufficient number of policemen for the preservation of law and order at the Headquarters Seat and for the removal therefrom of any person or group of persons as required by the President.

Article VIII

The Appropriate Authorities of the Arab Republic of Egypt shall take all reasonable steps to ensure that the amenities of the Headquarters Seat are not prejudiced and that the purposes for which the Headquarters Seat is required are not obstructed by any use made of the land or buildings in the vicinity of the Headquarters Seat.

Article IX

1. The Appropriate Authorities of the Arab Republic of Egypt shall exercise, to the extent required by the President, the powers which they possess with respect to the supply of utility services to ensure that the Headquarters Seat shall be supplied on equitable terms with the necessary public services, including, without limitation by reason of this enumeration, electricity, water, sewerage, gas, telephone, telegraph, local transportation, drainage, collection of refuse and fire protection.

2. In case of any interruption or threatened interruption of any such services, the Appropriate Authorities of the Arab Republic of Egypt shall consider the needs of the Bank as being of equal importance with those of other international organizations and diplomatic missions, and shall take all necessary steps to ensure that the work of the Bank is not prejudiced.

3. The President shall upon request, make suitable arrangements to enable duly authorized representatives of the appropriate public services bodies to inspect, repair, maintain, reconstruct and relocate utilities, conduits, mains and sewers within the Headquarters Seat under conditions which shall not unreasonably disturb the carrying out of the functioning of the Bank.

PART III. COMMUNICATIONS, PUBLICATIONS AND TRANSPORTATION*Article X*

1. The Bank shall enjoy, for its official communications, treatment not less favourable than that accorded by the Government to any international organizations or diplomatic missions accredited to the Arab Republic of Egypt in the matter of priorities and rates on mail, cables, telegrams, radiograms, telephotos, telephones and other communications as well as press rates for information to press, radio or television.

2. All communications addressed to the Bank, Representatives, Directors, Alternate Directors, the President, Vice-Presidents or any Officials at the Headquarters Seat, and all outward official communications of the Bank, by whatever means or in whatever form transmitted, shall be immune from censorship and from any other form of interception or interference.

3. The Bank shall have the right to use codes and to dispatch and receive correspondence and other official communications in whatever form by courier or in sealed bags, which shall enjoy the same privileges and immunities as diplomatic couriers and bags.

4. Nothing in this Article shall be construed as precluding the adoption of appropriate precautionary measures, particularly, in the event of an emergency in the Arab Republic of Egypt as may be determined by agreement between the Government and the Bank in order to prevent or avoid abuse of the immunities and exemptions provided in this Article.

5. The Bank shall be entitled to install and operate such equipment as may be necessary for the proper performance of its functions.

PART IV. EXEMPTION FROM TAXATION

Article XI

1. The Bank, its property, assets, income, operations and transactions shall be exempt from all forms of direct taxes and from all customs duties; it being understood that the Bank will not claim exemption from taxes which are in fact no more than charges for public utility services and which are payable by other international organizations situated or represented in the Arab Republic of Egypt.

2. The Bank, its property, assets, income, operations and transactions shall be exempt from sales and other indirect taxes in the same manner and to the same extent as enjoyed by international organizations situated or represented in the Arab Republic of Egypt.

3. The Government shall furnish to the Bank a list of all direct and indirect taxes and levies as modified from time to time upon any change in or amendment to the laws of the Arab Republic of Egypt. Any amount paid by the Bank in respect of direct or indirect taxes from which the Bank is exempt shall within thirty days of receipt of a claim submitted by the Bank, be refunded in its entirety by the Government.

4. Without prejudice to the generality of the provisions of paragraph 1 of this Article, the Appropriate Authorities of the Arab Republic of Egypt shall take all necessary action to ensure that the property and assets of the Bank, its capital, reserves and dividends, loans, credits, guarantees, securities, and other investments and transactions, interest, commissions, fees, profits, gains, proceeds of realization and other income, return and moneys of any kind, accruing, appertaining or payable to the Bank from any source shall be exempt from all forms of taxes, duties, charges, levies, and imposts of any kind whatsoever, including stamp duty and other documentary taxes, heretofore levied or hereafter imposed in the territory of the Arab Republic of Egypt.

5. No direct or indirect taxes shall be levied by the Government or any authority in the Arab Republic of Egypt on or in respect of salaries, emoluments, indemnities and/or pension paid by the Bank to the President, Vice-Presidents, Directors, Alternate Directors officers and employees of the Bank and consultants and experts performing missions for the Bank.

6. Articles imported or exported by the Bank for official purposes shall be exempt from customs and other levies, and from prohibitions and restrictions on imports and exports. Such articles may include, but shall not be limited to materials necessary for the construction of the Bank's headquarters building, motor vehicles and spare-parts thereof, publications and office furniture, equipment and materials; it being understood, however, that articles imported under such exemption will not be sold in the Arab Republic of Egypt except under conditions similar to those applicable to other international organizations as may be agreed upon with the Government.

7. The Officials of the Bank, who are not local nationals of the Arab Republic of Egypt shall be exempt from customs duties and other levies, prohibitions and restrictions on the importation of motor vehicles and spare parts thereof, and household effects, equipment and furniture. Such exemption shall:

- (i) In the case of the President and Vice-Presidents, be granted to the same extent and in the same manner it is enjoyed by heads of diplomatic missions accredited to the Arab Republic of Egypt;
- (ii) In the case of Directors and Alternate Directors (if resident in the Arab Republic of Egypt), be granted to the same extent and in the same manner it is enjoyed by diplomatic agents and members of the diplomatic staff resident in the Arab Republic of Egypt; and
- (iii) In the case of Officials of the Bank, be granted to the same extent and in the same manner it is enjoyed by resident members of staff, of comparable rank, of international organizations situated or represented in the Arab Republic of Egypt.

8. The Government shall, whenever gasoline or other fuels and lubricating oils are scarce in Cairo, if requested, assist the Bank in the procurement of gasoline or other fuels and lubricating oils for each such automobile operated by the Bank or its personnel.

PART V. FISCAL EXEMPTIONS AND FINANCIAL FACILITIES

Article XII

1. Without prejudice to the generality of Articles VIII, XIII and XIV of the Bank Agreement by the following enumeration, the Bank may freely:

- (i) Carry on all forms of banking business and financial services authorized under the Charter of the Bank;
- (ii) Purchase, hold and dispose of national currencies;
- (iii) Purchase, hold and dispose of convertible currencies, securities, bills of exchange, negotiable instruments, and transfer the same to, from or within the territory of the Arab Republic of Egypt;
- (iv) Open, maintain and operate accounts in national currency within the territory of the Arab Republic of Egypt;
- (v) Open, maintain and operate convertible currency accounts in the territory and outside the territory of the Arab Republic of Egypt;
- (vi) Raise funds and make loans in convertible currencies; and
- (vii) Carry out any operations authorized under its Charter.

2. The Government may assist the Bank to obtain the most favourable conditions as regards exchange rates, banking commissions in exchange transactions and the like.

3. The Bank shall, in exercising its rights under this Article, pay due regard to any representations made by the Government and shall give effect to such representations without prejudicing the interest of the Bank.

PART VI. ACCESS, TRANSIT AND RESIDENCE

Article XIII

1. The Appropriate Authorities of the Arab Republic of Egypt shall not impede and shall take all necessary measures to facilitate, the entry into, sojourn in, transit through and exit from the territory of the Arab Republic of Egypt of:

- (i) Representatives and members of the Shareholders' delegations and their spouses and dependents;
- (ii) Officials of the Bank, their spouses and their dependents;
- (iii) Representatives of other institutions and corporations with which the Bank has established official relations or who have official business with the Bank;
- (iv) Persons, other than Officials of the Bank, performing missions authorized by the Bank or serving on committees or other subsidiary organs of the Bank and their spouses and dependents; and
- (v) Representatives of the press, radio, film, television or other information media, whom the Bank invites after consultation with the Government; and
- (vi) Persons invited by the Bank, or proceeding to the Headquarters Seat on official business.

2. Visas, where required, for persons referred to in paragraph 1 of this Article, shall be granted free of charge and as promptly as possible.

3. No activity performed by any person referred in paragraph 1 of this Article in his official capacity shall constitute a reason for preventing his entry into or departure from the territory of the Arab Republic of Egypt or for requiring him to leave such territory during the period in which such person is acting in his official capacity.

4. No person referred to in paragraph 1 of this Article shall be required to leave the Arab Republic of Egypt save in the event of an abuse of the right of residence, in which case the following procedure shall apply:

- (i) No proceedings shall be instituted to require any such person to leave the Arab Republic of Egypt, except with the prior approval of the Minister for the time being responsible for Foreign Affairs of the Arab Republic of Egypt;
- (ii) In the case of a Representative of an African State, such approval shall be given only after consultation with the government of the Representative concerned;
- (iii) In the case of the President, Vice-Presidents, a Director or an Alternate Director, such approval shall be given after consultation, and in agreement with, the Chairman of the General Meeting of the Bank;
- (iv) In the case of any other persons referred to in paragraph 1 of this Article, such approval shall be given only after consultation with the President, and if expulsion proceedings are taken against any such person, the President, shall have the right to appear or to be represented in such proceedings on behalf of the person against whom such proceedings are instituted; and
- (v) Persons who are entitled to privileges and immunities under this Agreement shall not be required to leave the Arab Republic of Egypt otherwise than in accordance with the customary procedure applicable, as the case may be, to (i)

members of the staff of international organizations situated or represented in the Arab Republic of Egypt or (ii) heads of diplomatic missions and diplomatic agents and members of the diplomatic staff accredited to the Arab Republic of Egypt.

5. The provision of this Article shall not prevent the requirement of reasonable evidence to establish that persons claiming the rights granted by this Article come within the classes described in paragraph 1, or the reasonable application of quarantine and health regulations.

Article XIV

The President and the Appropriate Authorities of the Arab Republic of Egypt shall, at the request of either of them, consult with each other and agree on the procedure for facilitating entrance into the Arab Republic of Egypt by persons other than those referred to in paragraph 1 of Article XIII.

PART VII. REPRESENTATIVES OF SHAREHOLDERS

Article XV

Representatives of Shareholders to meetings of, or sponsored by, the Bank, and those who have official business with the Bank, shall, while exercising their functions and during their journey to and from the Arab Republic of Egypt, enjoy the following privileges and immunities:

(a) Immunity from legal process of every kind, including immunity from personal arrest or detention and from seizure of their personal baggage, and in respect of words spoken or written and all acts done by them in their capacity as Representatives of Shareholders;

(b) Inviolability of all papers and documents;

(c) The right to use codes and to receive papers or correspondence by courier or in sealed bags;

(d) Exemption in respect of themselves and their spouses and members of their families from immigration restrictions, and alien registration in the Arab Republic of Egypt;

(e) The same privileges in respect of exchange facilities as are accorded to representatives of foreign governments on temporary official missions;

(f) The same immunities and facilities in respect of their personal baggage as are accorded to non-resident diplomatic envoys; and

(g) Such other privileges, immunities and facilities as non-resident diplomatic envoys enjoy, except that they shall have no right to claim exemption from customs duties on goods imported otherwise than as part of their personal baggage.

Article XVI

In order to secure for Representatives complete freedom of speech independence in the discharge of their duties, the immunity from legal process in respect of words spoken or written and all acts done by them in discharging their duties shall

continue to be accorded, notwithstanding that the person concerned is no longer a Representative of a Shareholder.

Article XVII

Where the incidence of any form of taxation depends upon residence, periods during which Representatives are present in the Arab Republic of Egypt for the discharge of their duties shall not be considered as periods of residence.

Article XVIII

1. The provisions of paragraphs (d), (e), (f) and (g) of Article XV and Article XVII shall not be applicable to nationals and permanent residents of the Arab Republic of Egypt.

2. The President shall communicate to the Government a list of Representatives and shall revise such list from time to time as may be necessary.

PART VIII. THE PRESIDENT, VICE-PRESIDENTS, DIRECTORS, AND ALTERNATE DIRECTORS

Article XIX

1. The President, the Vice-Presidents, Directors and Alternate Directors (if resident in the Arab Republic of Egypt) shall, subject to the provisions of Article XVIII, enjoy in the Arab Republic of Egypt the immunities and privileges stated in Article XV and the same immunities and privileges as the Government accords to resident diplomatic agents and members of the diplomatic staff of comparable rank.

2. While exercising their functions at the Bank and during their journey to and from the Headquarters Seat, the Directors and Alternate Directors shall, subject to the provisions of Article XVIII, enjoy in the Arab Republic of Egypt the like immunities and privileges stated in Article XV and the same immunities, exemptions and privileges as are accorded by the Government to non-resident diplomatic agents and members of diplomatic staff of comparable rank in conformity with international law.

3. The Government shall accord to the President, Vice-President, Directors and Alternate Directors all other privileges, exemptions and facilities as are accorded by the Government to heads of diplomatic missions, or as the case may be, to diplomatic agents and members of the diplomatic staff, of comparable rank, resident in the Arab Republic of Egypt.

PART IX. OFFICIALS OF THE BANK

Article XX

1. Officials of the Bank, regardless of nationality, shall enjoy within the Arab Republic of Egypt the following privileges and immunities:

(a) Immunity from legal process of any kind in respect of words spoken or written, and of acts performed by them in their official capacity, such immunity to continue notwithstanding that the persons concerned may have ceased to be officials of the Bank;

(b) Immunity from inspection and seizure of official baggage;

(c) Exemption from taxation in respect of the salaries, emoluments, indemnities and pensions paid to them by the Bank for their service with the Bank;

2. Officials of the Bank — other than nationals of the Arab Republic of Egypt — shall, in addition to the privileges and immunities specified in paragraph (1) hereof, enjoy the following privileges and immunities:

(a) Immunity from personal arrest or detention in respect of themselves, their spouses and their dependent children, except that this immunity shall not apply to civil liability arising from a road traffic accident or to a traffic offence;

(b) Immunity from seizure of their personal baggage, except in cases where it is established that such personal baggage contains prohibited goods or other items the possession of which constitutes an offence under applicable Laws of the Arab Republic of Egypt;

(c) Exemption from all forms of taxation on income derived by them from sources outside the Arab Republic of Egypt;

(d) Exemption from registration fees in respect of their automobiles;

(e) Exemption from national service obligations;

(f) Freedom to acquire or maintain within the Arab Republic of Egypt or elsewhere foreign securities, foreign currency accounts, and other movable property and the right to take the same out of the Arab Republic of Egypt through authorized channels without prohibition or restriction;

(g) Freedom to purchase one dwelling house within the Arab Republic of Egypt for strictly personal use, and the right to finance such purchase through local mortgage arrangements, in accordance with the applicable Laws of the Arab Republic of Egypt;

(h) In the event that the purchase price of such house is paid in convertible currency, the right to take out of the Arab Republic of Egypt, through authorized channels, the proceeds of the sale in any convertible currency;

(i) The same protection and repatriation facilities with respect to themselves, their spouses and their dependents as are accorded in time of international crisis to members of diplomatic missions accredited in the Arab Republic of Egypt;

(j) Exemption, with respect to themselves, their spouses and dependents from immigration restrictions and alien registration;

(k) The right, within one year after first taking up their posts or such later period as the Government may in writing agree, to import for personal use, free of duty and other levies, prohibitions and restrictions on imports:

- (i) Their furniture, household and personal effects, in one or more separate shipments;
- (ii) One automobile, and in the case of officials accompanied by their dependents, two automobiles, it being understood that in relation to the transfer or replacement of such automobiles, the same regulations that apply to the resident members of staff of international organizations of comparable rank shall apply to officials of the Bank; provided that in the event such automobiles are sold or disposed of in the Arab Republic of Egypt, duty shall be payable at the appropri-

ate rates unless the automobiles are sold or disposed of to persons or organizations enjoying the same privilege; and

l) Other privileges and exemptions which are or may be accorded by the Government to officials of comparable rank of other international organizations.

3. The Bank shall specify the categories of Officials to which the provisions of paragraphs 1 and 2 of this Article apply.

Article XXI

In addition to the privileges and immunities specified in Article XX:

(a) The President shall be accorded the privileges and immunities, exemptions and facilities accorded to Ambassadors who are heads of missions;

(b) A Vice-President or a senior official of the Bank, when acting on behalf of the President during his absence from duty, shall be accorded the same privileges and immunities, exemptions and facilities as are accorded to the President; and

(c) The Vice-Presidents, the Executive-Secretary and such other Officials as may be designated from time to time by the President on the grounds of responsibilities of their positions in the Bank, shall be accorded during their period of service the same privileges and immunities, exemptions and facilities as the Government accords to diplomatic agents and members of the diplomatic staff, of comparable rank, resident in the Arab Republic of Egypt.

PART X. EXPERTS PERFORMING MISSIONS FOR THE BANK

Article XXII

1. Experts and consultants performing missions authorized by, serving on committees or other subsidiary organs of, or consulting at its request in any way with the Bank, shall enjoy the following privileges and immunities to the extent necessary for the effective exercise of their functions:

(a) Immunity from seizure of their official baggage;

(b) Immunity from legal process of any kind with respect to words spoken or written, and all acts done by them, in the performance of their official functions; such immunity to continue notwithstanding that the persons concerned may no longer be employed on missions for, serving on committees of, or acting as consultants for the Bank, or may no longer be present at the Headquarters Seat or attending meetings convened by the Bank;

(c) Inviolability of all papers, documents and other official material;

(d) The right, for the purpose of all communications with the Bank, to use codes and to dispatch or receive papers, correspondence or other official material by courier or in sealed bags;

2. Experts and consultants, other than nationals of the Arab Republic of Egypt, performing missions authorized by, serving on committees or other subsidiary organs of, or consulting at its request in any way with the Bank, shall enjoy the following privileges and immunities to the extent necessary for the effective exercise of their functions:

(a) Immunity from personal arrest or detention except that this immunity shall not apply to civil liability arising from a road traffic accident or to a traffic offence;

(b) Immunity from seizure of their personal baggage, except in cases where it is established that such personal baggage contains prohibited goods or other items the possession of which constitutes an offence under applicable Laws of the Arab Republic of Egypt;

(c) Exemption with respect to themselves and their spouses from immigration restrictions, alien registration and exemption from national service obligations;

(d) The same protection and repatriation facilities with respect to themselves, their spouses, their dependents as are accorded in time of international crisis to members, having comparable rank, of the staff of international organizations situated or represented in the Arab Republic of Egypt;

(e) The same privileges with respect to currency and exchange restrictions as are accorded to representatives of foreign governments on temporary official missions; and

(f) The same immunities and facilities with respect to their personal and official baggage as the Government accords to members, having comparable rank, of the staff of international organizations situated or represented in the Arab Republic of Egypt.

PART XI. LIST OF OFFICIALS, IDENTIFICATION PAPERS AND WAIVER OF IMMUNITIES

Article XXIII

1. The President shall communicate to the Government the categories of Officials referred to in paragraph 2 of Article XX of this Agreement and a list of persons entitled to immunities, privileges and exemptions hereunder and shall revise such list from time to time as may be necessary.

2. For purposes of this Agreement, the Bank and the Government shall by mutual agreement determine diplomatic positions, and those of international organizations, comparable in rank to positions occupied by Officials of the Bank.

3. The Government shall furnish persons within the scope of the above-mentioned Articles with an identity card certifying that they are Officials or, as the case may be, consultants or experts of the Bank and that they are entitled to the immunities, privileges and exemptions provided for in this Agreement.

4. The Bank may issue diplomatic and ordinary Laissez-Passer to its Officials. These Laissez-Passer shall be recognized and accepted as valid travel documents by the appropriate authorities of the Arab Republic of Egypt.

5. The immunities and privileges accorded by this Agreement are granted in the interest of the Bank and not for the personal benefit of the individuals themselves. The Board of Directors of the Bank or the President, as the case may be, shall have the right and duty to waive the immunity of any Director, Alternate Director, Vice-President, official, experts or consultant of the Bank in cases where, in the opinion of the Board of Directors or the President, such immunity would impede the course of justice and can be waived without prejudice to the interests of the Bank.

PART XII. GENERAL PROVISIONS

Article XXIV

Any dispute between the Bank and the Government concerning the interpretation or application of this Agreement or of any supplemental agreement, on any questions affecting the Headquarters Seat or the relationship between the Bank and the Government, which is not settled by negotiation or other agreed mode of settlement shall be referred for final decision to a tribunal of three arbitrators: one to be appointed by the President; one to be appointed by the Minister for the time being responsible for Foreign Affairs of the Arab Republic of Egypt, and the third, who shall be chairman of the tribunal, to be chosen by the first two arbitrators. Should the first two arbitrators fail to agree upon the third arbitrator within six months following the appointment of the first two arbitrators or should either party fail to appoint an arbitrator within one month of receipt of notice of arbitration addressed by the other party, such arbitrators shall be appointed by the President of the International Court of Justice at the request of the President of the Government.

Article XXV

The Arab Republic of Egypt shall not incur by reason of the location of the Headquarters Seat within its territory any international responsibility for acts or omissions of the Bank or of Officials of the Bank acting or abstaining from acting within the scope of their functions other than the international responsibility which the Arab Republic of Egypt would incur under international Law.

Article XXVI

1. Without prejudice to the privileges and immunities accorded by this Agreement, it is the duty of all persons enjoying such privileges and immunities to respect the laws and regulations of the Arab Republic of Egypt.

2. The Bank shall cooperate at all times with the Appropriate Authorities of the Arab Republic of Egypt to facilitate the proper administration of justice, secure the observance of police regulations and prevent the occurrence of any abuse of the privileges, immunities and facilities provided for under this Agreement.

3. The President shall take every precaution to ensure that no abuse of a privilege or immunity conferred by this Agreement shall occur, and for this purpose shall establish such rules and regulations as may be deemed necessary or expedient.

4. Should the Government consider that an abuse of a privilege or immunity conferred by this Agreement has occurred, the President shall, upon request, consult with the Appropriate Authorities of the Arab Republic of Egypt to determine whether any such abuse has occurred. If such consultations fail to achieve a result satisfactory to the President and to the Government, the matter shall be determined in accordance with the procedure set out in Article XXIV.

Article XXVII

This Agreement shall apply irrespective of whether the Government maintains or does not maintain diplomatic relations with any State concerned in any matter relating to or arising under this Agreement and irrespective of whether the State

concerned grants a similar privilege of immunity to diplomatic envoys or nationals of the Arab Republic of Egypt.

Article XXVIII

1. In so far as this Agreement imposes obligations on the Appropriate Authorities of the Arab Republic of Egypt, the ultimate responsibility for the fulfillment of such obligations shall rest with the Government.

2. The provisions of this Agreement shall be complementary to the provisions of the Agreement for the Establishment of the Bank. In so far as any provisions of this Agreement and any provision of the said Agreement relate to the same subject matter, such provisions shall, wherever possible be treated as complementary, so that both provisions shall be applicable and neither shall narrow the effect of the other.

3. This Agreement shall be construed in the light of its primary purpose of enabling the Bank at the Headquarters Seat in fully and efficiently discharge its functions and fulfil its purposes.

4. Consultations with respect to modifications of this Agreement shall be entered into at the request of the Bank or the Government.

5. The Bank and the Government may enter into such supplemented agreements as may be necessary.

6. This Agreement shall enter into force upon ratification; it being understood that the Government shall give provisional effect to this Agreement upon signature and pending its ratification.

7. This Agreement shall cease to be in effect two years after either party has given notice in writing to the other of its decision to terminate the same, except as regards the provisions that apply to the normal cessation of activities of the Bank in the Arab Republic of Egypt and the disposal of its property therein.

DONE at Cairo in the Arab Republic of Egypt, this 31st day of August 1994 in two original copies in the English and Arabic languages, both texts being equally authentic. In case of any divergence in interpretation between the two texts, the English text shall prevail.

For the African Export-Import Bank:

CHRISTOPHER EDORU
President

For the Government
of the Arab Republic of Egypt:

SAID REFAAT
Asst. Minister of Foreign Affairs

[EXCHANGE OF LETTERS]

I

AFRICAN EXPORT-IMPORT BANK
BANQUE AFRICAINE D'IMPORT-EXPORT
CAIRO, EGYPT
PRESIDENT

Date: August 31, 1994

Re: Headquarters Agreement

Honourable Minister,

I refer to the Headquarters Agreement concluded on the 31st day of August 1994 between the Arab Republic of Egypt and the African Export-Import Bank (the "Bank") concerning the immunities, privileges, facilities and exemptions to be accorded to the Bank in Egypt and have the honour to submit the following:

1. That the expression "international organisation situated or represented in the Arab Republic of Egypt" shall, in the context of the Agreement include all inter-governmental organisations which are, or may in the future be, situated or represented in the Arab Republic of Egypt, such as the United Nations Organization which is accorded in Egypt the immunities, privileges, facilities and exemptions governed by the Convention on the Privileges and Immunities of the United Nations of February 13, 1946¹ ratified by Egypt.

2. The Arab Republic of Egypt undertakes to accord to the Bank, and where the context so admits its officials, the most favourable treatment as is accorded by the Government of Egypt (the "Government"), from time to time, to such international organisations.

I wish to further inform you that this letter and your affirmative answer constitute the understanding reached between the Bank and the Government of its contents.

Yours sincerely,

CHRISTOPHER EDORU

His Excellency Mr. Said Refaat
Assistant Minister of Foreign Affairs
of the Arab Republic of Egypt
Cairo, Egypt

¹ United Nations, *Treaty Series*, vol. 1, p. 15, and vol. 90, p. 327 (corrigendum to vol. 1, p. 18).

II

ASSISTANT MINISTER OF FOREIGN AFFAIRS

31 August 1994

Re: *Headquarters Agreement*

Mr. President,

I have the honour to inform you that I received your letter dated 31st August, 1994, which reads as follows:

[*See letter I*]

I would like to confirm the Government's agreement with the contents of your letter.

Yours sincerely,

SAID REFAAT
Assistant Minister of Foreign Affairs

Mr. Christopher Edordu
President
African Export-Import Bank
Cairo, Egypt
