Date: November 19, 2015

Ms. Gloria Grandolini  
Senior Director  
Finance and Markets Global Practice  
International Bank for Reconstruction and Development  
International Development Association  
1818 H Street, N.W.  
Washington, DC 20433

Amendment No. 2 to the Agreement between the Bill & Melinda Gates Foundation and the International Bank for Reconstruction and Development and the International Development Association regarding the CGAP Technology Program – Support to CGAP V Trust Fund (TF No. 072120) (OPP1081836)

1. We refer to the Agreement between the Bill & Melinda Gates Foundation (“Foundation”) and the International Bank for Reconstruction and Development (“IBRD”) and the International Development Association (“IDA”) (collectively, the “Bank” and together with the Foundation, the “Parties” and each a “Party”) regarding the CGAP Technology Program – Support to CGAP V Trust Fund (TF No. 072120) (the “Trust Fund”) effective as of November 14, 2013, as amended (the “Agreement”).

2. The Foundation agrees to provide a supplemental grant in the amount of One Million Six Hundred Sixty One Thousand Seven Hundred Thirty Three United States dollars ($1,661,733) (the “Grant Funds”). The Foundation shall deposit the Grant Funds into such bank account designated by the Bank promptly following the Foundation’s receipt of a countersigned Amendment and submission of a payment request by the Bank.

3. When making such deposit, the Foundation shall instruct its bank to include in its payment details information (remittance advice) field of its SWIFT payment message, information indicating: the amount paid, that the payment is made by the Foundation for the TF 072120 (CGAP Technology Program – Support to CGAP V Trust Fund), and the date of the deposit. In addition the Foundation shall provide a copy of the deposit instruction to the Bank’s Accounting Trust Funds Division by e-mail sent to tfremitadvice@worldbank.org or by fax sent to (202) 614-1315.

4. Pursuant to recent discussions between the Parties, the Parties agree to modify the Agreement as follows:

(a) The third sentence of paragraph 1 of the Agreement is amended to read as follow:

“The Grant Funds will be used to support CGAP V (CGAP’s framework for the period FY14-FY18) including supporting the development of: (i) robust ecosystems that offer a range of digital financial services, (ii) a global financial policy architecture that balances innovation for financial inclusion with stability, integrity and protection and (iii) more effective financial services and products for smallholder farmers; and conducting activities as described in the Activities section of the Proposal Narrative dated November 6, 2013 and
the Scope and Approach section of the Proposal Narrative dated September 15, 2015, and the budget dated September 5, 2013 and supplement budget dated September 15, 2015 (collectively, the “Proposal”) submitted by the Bank to the Foundation (the “Project”).”

(b) The table in paragraph 11 of the Agreement is amended to read as follows:

<table>
<thead>
<tr>
<th>Date Due</th>
<th>Report</th>
</tr>
</thead>
<tbody>
<tr>
<td>January 31, 2015</td>
<td>Progress Report</td>
</tr>
<tr>
<td>January 31, 2016</td>
<td>Progress Report</td>
</tr>
<tr>
<td>June 30, 2016</td>
<td>Interim Progress Report</td>
</tr>
<tr>
<td>January 31, 2017</td>
<td>Progress Report</td>
</tr>
<tr>
<td>October 31, 2017</td>
<td>Final Report</td>
</tr>
</tbody>
</table>

5. All other terms of the Agreement shall remain the same.

6. The Bank has advised the Foundation that the Bank’s shall disclose this Amendment in accordance with the Bank’s Policy on Access to Information. By entering into this Amendment, the Foundation consents to such disclosure.

7. Each of the Parties represents, by confirming its agreement below, that it is authorized to enter into this Amendment and act in accordance with these terms and conditions. The Parties are requested to sign and date this Amendment, and upon possession by the Bank of this fully signed Amendment, this Amendment shall become effective as of the date of the last signature.

Sincerely,

THE BILL & MELINDA GATES FOUNDATION

Rodger Voorhies
Director
Financial Services for the Poor
Global Development Program

CONFIRMED AND AGREED:

INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT
INTERNATIONAL DEVELOPMENT ASSOCIATION

By: ___________________________ Date: 11/20/2015
Gloria Grandolini
Senior Director