



# RESOLUTION N°012 OF THE BOARD OF DIRECTORS OF OMCA-TOGO

## FIFTH MEETING, OCTOBER 19, 2023, AT 3:45 P.M.

The following resolution (this "Resolution") was adopted by the Board of Directors of OMCA-Togo at its fifth meeting held on the above date and time and duly notified in a letter dated October 6, 2023 in accordance with (i) the Decree N°. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementation Agency of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

CONSIDERING that the meeting of the Board of Directors was duly convened and that a quorum was reached in accordance with the provisions of Article 16 of the Decree N°. 2020-092/PR of November 11,2020 on the creation, operation and organization of the Millennium Challenge Account-Togo Implementing Agency (OMCA-Togo);

It is RESOLVED that each member of the Board of Directors present or represented acknowledges having received sufficient notice of the fifth meeting of the Board of Directors;

It is RESOLVED that the Board of Directors, after review and discussion, hereby approves and adopts the *Human resource manual of OMCA-Togo*.

It is RESOLVED that the Secretary of the Board of Directors is instructed to prepare the minutes of this meeting, submit the minutes and this resolution for publication on the OMCA-Togo Website in French and English within two weeks of the date of their signature by the Chairman of the Board of Directors.

Name: BABA Stanislas





# RESOLUTION N°013 OF THE BOARD OF DIRECTORS OF OMCA-TOGO

## FIFTH MEETING, OCTOBER 19, 2023, AT 3:45 P.M.

The following resolution (this "Resolution") was adopted by the Board of Directors of OMCA-Togo at its fifth meeting held on the above date and time and duly notified in a letter dated October 6, 2023 in accordance with (i) the Decree N°. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementation Agency of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

CONSIDERING that the meeting of the Board of Directors was duly convened and that a quorum was reached in accordance with the provisions of Article 16 of the Decree N°. 2020-092/PR of November 11,2020 on the creation, operation and organization of the Millennium Challenge Account-Togo Implementing Agency (OMCA-Togo);

It is RESOLVED that each member of the Board of Directors present or represented acknowledges having received sufficient notice of the fifth meeting of the Board of Directors;

It is RESOLVED that the Board of Directors, after review and discussion, hereby approves the modified procurement plan 11 of the Threshold Program (PP11 modified).

It is RESOLVED that the Secretary of the Board of Directors is instructed to prepare the minutes of this meeting, submit the minutes and this resolution for publication on the OMCA-Togo Website in French and English within two weeks of the date of their signature by the Chairman of the Board of Directors.

Name BABA Stanislas





### RESOLUTION N°014 OF THE BOARD OF DIRECTORS OF OMCA-TOGO

## FIFTH MEETING, OCTOBER 19, 2023, AT 3:45 P.M.

The following resolution (this "Resolution") was adopted by the Board of Directors of OMCA-Togo at its fifth meeting held on the above date and time and duly notified in a letter dated October 6, 2023 in accordance with (i) the Decree N°. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementation Agency of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

CONSIDERING that the meeting of the Board of Directors was duly convened and that a quorum was reached in accordance with the provisions of Article 16 of the Decree N°. 2020-092/PR of November 11,2020 on the creation, operation and organization of the Millennium Challenge Account-Togo Implementing Agency (OMCA-Togo);

It is RESOLVED that each member of the Board of Directors present or represented acknowledges having received sufficient notice of the fifth meeting of the Board of Directors;

It is RESOLVED that the Board of Directors, after review and discussion, hereby approves the contract of the ICT project equipment and servers.

It is RESOLVED that the Secretary of the Board of Directors is instructed to prepare the minutes of this meeting, submit the minutes and this resolution for publication on the OMCA-Togo Website in French and English within two weeks of the date of their signature by the Chairman of the Board of Directors.

Name: BABA Stanislas





## RESOLUTION N°015 OF THE BOARD OF DIRECTORS OF OMCA-TOGO

## FIFTH MEETING, OCTOBER 19, 2023, AT 3:45 P.M.

The following resolution (this "Resolution") was adopted by the Board of Directors of OMCA-Togo at its fifth meeting held on the above date and time and duly notified in a letter dated October 6, 2023 in accordance with (i) the Decree N°. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementation Agency of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

CONSIDERING that the meeting of the Board of Directors was duly convened and that a quorum was reached in accordance with the provisions of Article 16 of the Decree N°. 2020-092/PR of November 11,2020 on the creation, operation and organization of the Millennium Challenge Account-Togo Implementing Agency (OMCA-Togo);

It is RESOLVED that each member of the Board of Directors present or represented acknowledges having received sufficient notice of the fifth meeting of the Board of Directors;

It is RESOLVED that the Board of Directors, after review and discussion, hereby approves and adopts the grant calendar and the grant justification for the implementation of AT.2.1 (Structuring and launching a program dedicated to women entrepreneurs in relation to ICT), AT2.2 (Drafting a Program Continuity Plan), and AT.4 (Assistance in the development and implementation of the telephone distribution project for women)

It is RESOLVED that the Secretary of the Board of Directors is instructed to prepare the minutes of this meeting, submit the minutes and this resolution for publication on the OMCA-Togo Website in French and English within two weeks of the date of their signature by the Chairman of the Board of Directors.

Name: BABA Stanislas





### RESOLUTION N°016 OF THE BOARD OF DIRECTORS OF OMCA-TOGO

## FIFTH MEETING, OCTOBER 19, 2023, AT 3:45 P.M.

The following resolution (this "Resolution") was adopted by the Board of Directors of OMCA-Togo at its fifth meeting held on the above date and time and duly notified in a letter dated October 6, 2023 in accordance with (i) the Decree N°. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementation Agency of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

CONSIDERING that the meeting of the Board of Directors was duly convened and that a quorum was reached in accordance with the provisions of Article 16 of the Decree N°. 2020-092/PR of November 11,2020 on the creation, operation and organization of the Millennium Challenge Account-Togo Implementing Agency (OMCA-Togo);

It is RESOLVED that each member of the Board of Directors present or represented acknowledges having received sufficient notice of the fifth meeting of the Board of Directors;

It is RESOLVED that the Board of Directors, after review and discussion, hereby approves and adopts October 2023 version of the monitoring and evaluation Plan for the Threshold Program.

It is RESOLVED that the Secretary of the Board of Directors is instructed to prepare the minutes of this meeting, submit the minutes and this resolution for publication on the OMCA-Togo Website in French and English within two weeks of the date of their signature by the Chairman of the Board of Directors.

Name BABA Stanislas





# RESOLUTION Nº017 OF THE BOARD OF DIRECTORS OF OMCA-TOGO

## FIFTH MEETING, OCTOBER 19, 2023, AT 3:45 P.M.

The following resolution (this "Resolution") was adopted by the Board of Directors of OMCA-Togo at its fifth meeting held on the above date and time and duly notified in a letter dated October 6, 2023 in accordance with (i) the Decree N°. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementation Agency of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

CONSIDERING that the meeting of the Board of Directors was duly convened and that a quorum was reached in accordance with the provisions of Article 16 of the Decree N°. 2020-092/PR of November 11,2020 on the creation, operation and organization of the Millennium Challenge Account-Togo Implementing Agency (OMCA-Togo);

It is RESOLVED that each member of the Board of Directors present or represented acknowledges having received sufficient notice of the fifth meeting of the Board of Directors;

It is RESOLVED that the Board of Directors, after review and discussion, hereby approves and adopts the modified Financial Accountability Plan (FAP), version of September 2023.

It is RESOLVED that the Secretary of the Board of Directors is instructed to prepare the minutes of this meeting, submit the minutes and this resolution for publication on the OMCA-Togo Website in French and English within two weeks of the date of their signature by the Chairman of the Board of Directors.

Name: BABA Stanislas/





### RESOLUTION N°018 OF THE BOARD OF DIRECTORS OF OMCA-TOGO

## FIFTH MEETING, OCTOBER 19, 2023, AT 3:45 P.M.

The following resolution (this "Resolution") was adopted by the Board of Directors of OMCA-Togo at its fifth meeting held on the above date and time and duly notified in a letter dated October 6, 2023 in accordance with (i) the Decree N°. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementation Agency of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

CONSIDERING that the meeting of the Board of Directors was duly convened and that a quorum was reached in accordance with the provisions of Article 16 of the Decree N°. 2020-092/PR of November 11,2020 on the creation, operation and organization of the Millennium Challenge Account-Togo Implementing Agency (OMCA-Togo);

It is RESOLVED that each member of the Board of Directors present or represented acknowledges having received sufficient notice of the fifth meeting of the Board of Directors;

It is RESOLVED that the Board of Directors, after review and discussion, hereby ratify KMPG contract and its amendment N°1 of the ICT project, Contract N°026/22/OMCA-Togo/AT/DPM, June 20, 2023, which were previously approved.

It is RESOLVED that the Secretary of the Board of Directors is instructed to prepare the minutes of this meeting, submit the minutes and this ratification for publication on the OMCA-Togo Website in French and English within two weeks of the date of their signature by the Chairman of the Board of Directors.

Name: BABA Stanislas





# RESOLUTION N°019 OF THE BOARD OF DIRECTORS OF OMCA-TOGO

# FIFTH MEETING, OCTOBER 19, 2023, AT 3:45 P.M.

The following resolution (this "Resolution") was adopted by the Board of Directors of OMCA-Togo at its fifth meeting held on the above date and time and duly notified in a letter dated October 6, 2023 in accordance with (i) the Decree N°. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementation Agency of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

CONSIDERING that the meeting of the Board of Directors was duly convened and that a quorum was reached in accordance with the provisions of Article 16 of the Decree N°. 2020-092/PR of November 11,2020 on the creation, operation and organization of the Millennium Challenge Account-Togo Implementing Agency (OMCA-Togo);

It is RESOLVED that each member of the Board of Directors present or represented acknowledges having received sufficient notice of the fifth meeting of the Board of Directors;

It is RESOLVED that the Board of Directors, after review and discussion, hereby ratify VNG International contract and its amendment N°2 of LRAP project, Contract N°011/22/OMCA-Togo/AT/DPM, September 29, 2023, which were previously approved.

It is RESOLVED that the Secretary of the Board of Directors is instructed to prepare the minutes of this meeting, submit the minutes and this ratification for publication on the OMCA-Togo Website in French and English within two weeks of the date of their signature by the Chairman of the Board of Directors.

Name BABA Stanislas





### RESOLUTION N°020 OF THE BOARD OF DIRECTORS OF OMCA-TOGO

## FIFTH MEETING, OCTOBER 19, 2023, AT 3:45 P.M.

The following resolution (this "Resolution") was adopted by the Board of Directors of OMCA-Togo at its fifth meeting held on the above date and time and duly notified in a letter dated October 6, 2023 in accordance with (i) the Decree N°. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementation Agency of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

CONSIDERING that the meeting of the Board of Directors was duly convened and that a quorum was reached in accordance with the provisions of Article 16 of the Decree N°. 2020-092/PR of November 11,2020 on the creation, operation and organization of the Millennium Challenge Account-Togo Implementing Agency (OMCA-Togo);

It is RESOLVED that each member of the Board of Directors present or represented acknowledges having received sufficient notice of the fifth meeting of the Board of Directors;

It is RESOLVED that the Board of Directors, after review and discussion, hereby ratify the procurement plans 1 to 11 (PP01 to PP11) which were previously approved.

It is RESOLVED that the Secretary of the Board of Directors is instructed to prepare the minutes of this meeting, submit the minutes and this ratification for publication on the OMCA-Togo Website in French and English within two weeks of the date of their signature by the Chairman of the Board of Directors.

Name: BABA Stanislas





### RESOLUTION N°021 OF THE BOARD OF DIRECTORS OF OMCA-TOGO

## FIFTH MEETING, OCTOBER 19, 2023 AT 3:45 P.M.

The following resolution (this "Resolution") was adopted by the Board of Directors of OMCA-Togo at its fifth meeting held on the above date and time and duly notified in a letter dated October 6, 2023 in accordance with (i) the Decree N°. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementation Agency of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

CONSIDERING that the meeting of the Board of Directors was duly convened and that a quorum was reached in accordance with the provisions of Article 16 of the Decree N°. 2020-092/PR of November 11,2020 on the creation, operation and organization of the Millennium Challenge Account-Togo Implementing Agency (OMCA-Togo);

It is RESOLVED that each member of the Board of Directors present or represented acknowledges having received sufficient notice of the fifth meeting of the Board of Directors;

It is RESOLVED that the Board of Directors, after review and discussion, hereby ratify the recruitment and the contract of the monitoring and evaluation director which were previously approved.

It is RESOLVED that the Secretary of the Board of Directors is instructed to prepare the minutes of this meeting, submit the minutes and this ratification for publication on the OMCA-Togo Website in French and English within two weeks of the date of their signature by the Chairman of the Board of Directors.

Name: BABA Stanislas/





### RESOLUTION N°022 OF THE BOARD OF DIRECTORS OF OMCA-TOGO

## FIFTH MEETING, OCTOBER 19, 2023 AT 3:45 P.M.

The following resolution (this "Resolution") was adopted by the Board of Directors of OMCA-Togo at its fifth meeting held on the above date and time and duly notified in a letter dated October 6, 2023 in accordance with (i) the Decree N°. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementation Agency of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

CONSIDERING that the meeting of the Board of Directors was duly convened and that a quorum was reached in accordance with the provisions of Article 16 of the Decree N°. 2020-092/PR of November 11,2020 on the creation, operation and organization of the Millennium Challenge Account-Togo Implementing Agency (OMCA-Togo);

It is RESOLVED that each member of the Board of Directors present or represented acknowledges having received sufficient notice of the fifth meeting of the Board of Directors;

It is RESOLVED that the Board of Directors, after review and discussion, hereby ratify the management assistant promotion as the administrative and financial director which was previously approved.

It is RESOLVED that the Secretary of the Board of Directors is instructed to prepare the minutes of this meeting, submit the minutes and this ratification for publication on the OMCA-Togo Website in French and English within two weeks of the date of their signature by the Chairman of the Board of Directors.

Name, BABA Stanislas





## RESOLUTION N°023 OF THE BOARD OF DIRECTORS OF OMCA-TOGO

## FIFTH MEETING, OCTOBER 19, 2023 AT 3:45 P.M.

The following resolution (this "Resolution") was adopted by the Board of Directors of OMCA-Togo at its fifth meeting held on the above date and time and duly notified in a letter dated October 6, 2023 in accordance with (i) the Decree N°. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementation Agency of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

CONSIDERING that the meeting of the Board of Directors was duly convened and that a quorum was reached in accordance with the provisions of Article 16 of the Decree N°. 2020-092/PR of November 11,2020 on the creation, operation and organization of the Millennium Challenge Account-Togo Implementing Agency (OMCA-Togo);

It is RESOLVED that each member of the Board of Directors present or represented acknowledges having received sufficient notice of the fifth meeting of the Board of Directors;

It is RESOLVED that the Board of Directors, after review and discussion, hereby ratify and adopts the performance management system of OMCA- Togo which was previously approved.

It is RESOLVED that the Secretary of the Board of Directors is instructed to prepare the minutes of this meeting, submit the minutes and this ratification for publication on the OMCA-Togo Website in French and English within two weeks of the date of their signature by the Chairman of the Board of Directors.

Name? BABA Stanislas





### RESOLUTION N°024 OF THE BOARD OF DIRECTORS OF OMCA-TOGO

## FIFTH MEETING, OCTOBER 19, 2023 AT 3:45 P.M.

The following resolution (this "Resolution") was adopted by the Board of Directors of OMCA-Togo at its fifth meeting held on the above date and time and duly notified in a letter dated October 6, 2023 in accordance with (i) the Decree N°. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementation Agency of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

CONSIDERING that the meeting of the Board of Directors was duly convened and that a quorum was reached in accordance with the provisions of Article 16 of the Decree N°. 2020-092/PR of November 11,2020 on the creation, operation and organization of the Millennium Challenge Account-Togo Implementing Agency (OMCA-Togo);

It is RESOLVED that each member of the Board of Directors present or represented acknowledges having received sufficient notice of the fifth meeting of the Board of Directors;

It is RESOLVED that the Board of Directors, after review and discussion, hereby ratify and adopts the salary increase of OMCA-Togo staff which was previously approved.

It is RESOLVED that the Secretary of the Board of Directors is instructed to prepare the minutes of this meeting, submit the minutes and this ratification for publication on the OMCA-Togo Website in French and English within two weeks of the date of their signature by the Chairman of the Board of Directors.

Name BABA Stanislas





### RESOLUTION N°025 OF THE BOARD OF DIRECTORS OF OMCA-TOGO

## FIFTH MEETING, OCTOBER 19, 2023 AT 3:45 P.M.

The following resolution (this "Resolution") was adopted by the Board of Directors of OMCA-Togo at its fifth meeting held on the above date and time and duly notified in a letter dated October 6, 2023 in accordance with (i) the Decree N°. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementation Agency of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

CONSIDERING that the meeting of the Board of Directors was duly convened and that a quorum was reached in accordance with the provisions of Article 16 of the Decree N°. 2020-092/PR of November 11,2020 on the creation, operation and organization of the Millennium Challenge Account-Togo Implementing Agency (OMCA-Togo);

It is RESOLVED that each member of the Board of Directors present or represented acknowledges having received sufficient notice of the fifth meeting of the Board of Directors;

It is RESOLVED that the Board of Directors, after review and discussion, hereby ratify the 2022 and 2023 performance-based bonuses which were previously approved.

It is RESOLVED that the Secretary of the Board of Directors is instructed to prepare the minutes of this meeting, submit the minutes and this ratification for publication on the OMCA-Togo Website in French and English within two weeks of the date of their signature by the Chairman of the Board of Directors.

on Name; BABA Stanislas