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From:	Ms Marjut SANTONI, Secretary General of the European Investment Bank
date of receipt:	13 March 2019
To:	Mr Jeppe TRANHOLM-MIKKELSEN, Secretary-General of the Council of the European Union

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Subject:	Amendment of the EIB's Statute - Request to launch the Article 308 procedure
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Delegations will find attached the EIB's request to the Council to amend the EIB's Statute based on the special legislative procedure laid down in Article 308 TFEU concerning the EIB capital increase subscribed by Poland and Romania.

## **Increase of the capital in the EIB subscribed by Poland and Romania and corresponding amendment of the Statute**

HAVING REGARD TO Articles 4(3) and 5(2) of the Statute whereby the Board of Governors, acting unanimously, may decide to increase the subscribed capital and determine the payment modalities,

HAVING REGARD TO Article 308 of the Treaty on the Functioning of the European Union, pursuant to which the European Investment Bank may request the Council to amend the Statute by special legislative procedure,

WHEREAS following its meeting of 17 July 2018 the Board of Directors has proposed to the Board of Governors an increase in the subscribed capital of the remaining Member States to maintain the total subscribed capital of the EIB following the withdrawal of the United Kingdom from the Union,

WHEREAS at its meeting of 11 December 2018 the Board of Directors approved a timeline to implement the governance changes which it had laid out on 17 July 2018 in the context of its proposal to increase the subscribed capital of the remaining Member States,

WHEREAS following a decision of the Board of Governors of 22 June 2018, a high-level shareholders' working group had been convened to analyse possibilities for certain Member States to subscribe additional capital in the Bank,

WHEREAS Poland has specified that it wishes that its subscribed capital be increased by EUR 5,386,000,000

WHEREAS Romania has specified that it wishes that its subscribed capital be increased by EUR 125,452,381

WHEREAS the paid-in portion of this capital increase should be financed by payments from these Member States, and they should contribute to the reserves of the Bank to reflect their share in the Bank's subscribed capital,

WHEREAS the arrangements in Article 9 of the EIB Statute for the nomination of alternate members of the Board of Directors by groups of Member States acting by common accord should also be amended,

WHEREAS the Bank will provide "scoping papers" by 3<sup>rd</sup> February 2019 on activities as described in the implementation roadmap on governance changes agreed by the Board of Directors

**THE BOARD OF GOVERNORS OF THE EUROPEAN INVESTMENT BANK HAS DECIDED UNANIMOUSLY AS FOLLOWS:**

1. The Board of Governors agrees that the capital subscribed by Poland should be increased by EUR 5,386,000,000 and that the capital subscribed by Romania should be increased by EUR 125,452,381.
2. In complement to the capital increase proposed by the Board of Directors on 17 July 2018 and subject to its approval by the Board of Governors and its entry into force, the subscribed capital of the Bank should be increased to EUR 248,795,606,881 subscribed by the Member States as follows:

Germany	46,722,369,149
France	46,722,369,149
Italy	46,722,369,149
Spain	28,033,421,847
Belgium	12,951,115,777
Netherlands	12,951,115,777
Poland	11,366,679,827
Sweden	8,591,781,713
Denmark	6,557,521,657
Austria	6,428,994,386
Finland	3,693,702,498
Greece	3,512,961,713
Portugal	2,263,904,037
Czech Republic	2,206,922,328
Hungary	2,087,849,195
Ireland	1,639,379,073
Romania	1,639,379,073
Croatia	1,062,312,542
Slovakia	751,236,149
Slovenia	697,455,090
Bulgaria	510,041,217
Lithuania	437,633,208
Luxembourg	327,878,318
Cyprus	321,508,011
Latvia	267,076,094
Estonia	206,248,240
Malta	122,381,664

3. Provided that this capital increase takes effect, Poland and Romania shall pay to the EIB the following amounts as the paid-in portion of their increase in subscribed capital. The amounts shall be paid in ten equal semi-annual instalments. The first instalment shall fall due on the last day of the first semester following the semester in which the increase in subscribed capital takes effect.
- 4.

Poland	480,391,093EUR
Romania	11,189,418EUR

5. Furthermore, Poland and Romania shall contribute, in ten equal instalments falling due on the dates referred to in the preceding paragraph, to the reserves and provisions equivalent to reserves, as well as to the amount still to be appropriated to the reserves and provisions, comprising the balance of the profit and loss account, established at the end of the month preceding the month in which the increase in subscribed capital takes effect, as entered on the balance sheet of the EIB, in amounts corresponding to the following percentage share of the reserves and provisions:

Poland	2.2138721%
Romania	0.0515662%

**TO GIVE EFFECT TO THE ABOVE DECISION, THE BOARD OF GOVERNORS OF THE EUROPEAN INVESTMENT BANK HAS DECIDED TO SUBMIT THE FOLLOWING REQUEST TO THE COUNCIL:**

The European Investment Bank requests the Council, in accordance with the procedure set out in Article 308 of the Treaty on the Functioning of the European Union, to amend Protocol (No. 5) on the Statute of the European Investment Bank as follows.

(1) In complement to the capital increase proposed by the Board of Directors on 17 July 2018 and subject to its approval by the Board of Governors and entry into force, Article 4, Paragraph 1, shall be amended as follows:

- (a) The first sentence shall be replaced by the following:

‘The capital of the Bank shall be EUR 248,795,606,881 subscribed by the Member States as follows:’

- (b) The list after the first sentence shall be replaced by the following:

Germany	46,722,369,149
France	46,722,369,149
Italy	46,722,369,149
Spain	28,033,421,847
Belgium	12,951,115,777
Netherlands	12,951,115,777
Poland	11,366,679,827
Sweden	8,591,781,713
Denmark	6,557,521,657
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Slovenia	697,455,090
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Lithuania	437,633,208
Luxembourg	327,878,318
Cyprus	321,508,011
Latvia	267,076,094
Estonia	206,248,240
Malta	122,381,664

(2) Article 9, Paragraph 2, shall be amended as follows:

The third Subparagraph shall be replaced by the following:

‘The alternate directors shall be appointed by the Board of Governors for five years as shown below:

- two alternates nominated by the Federal Republic of Germany,
- two alternates nominated by the French Republic,
- two alternates nominated by the Italian Republic,
- two alternates nominated by common accord of the Kingdom of Spain and the Portuguese Republic,
- three alternates nominated by common accord of the Kingdom of Belgium, the Grand Duchy of Luxembourg and the Kingdom of the Netherlands,
- three alternates nominated by common accord of the Republic of Poland, Hungary and the Republic of Croatia,
- four alternates nominated by common accord of the Kingdom of Denmark, the Hellenic Republic, Ireland and Romania,
- six alternates nominated by common accord of the Republic of Estonia, the Republic of Latvia, the Republic of Lithuania, the Republic of Austria, the Republic of Finland and the Kingdom of Sweden,
- six alternates nominated by common accord of the Republic of Bulgaria, the Czech Republic, the Republic of Cyprus, the Republic of Malta, the Republic of Slovenia and the Slovak Republic,
- one alternate nominated by the Commission.’