

IIB DEVELOPMENT GROUP

Advisory Board Handbook

May 2016

1050 CONNECTICUT AVE NW, 5TH FLOOR
Washington, District of Columbia 20036
United States of America



OUR MISSION

Meet the growing infrastructure needs of developing countries by introducing state of the art, innovative and affordable technology and work with governments and local partners, including where possible, setting up manufacturing plants locally. Committed to our vision of Building a World of Difference®, We are Innovative.

We consistently raise the bar with our process and technology, which allows us to provide innovative solutions to our clients and to the world's most complex challenges. New technologies founded in best practices, enable us to meet the needs of our communities and to fulfill our purpose.

OUR VISION

IIB-DG is a center of excellence for financing and infrastructure development at affordable levels using environmentally approaches.

OUR COMPANY

IIB Development Group brings together experts in synergistic industries to develop turnkey innovative solutions in the areas of financing, housing, energy, water, infrastructure and development.

It is largely bi-lingual and multi-cultural group of approximately 300 professionals, from various countries across the globe. A widespread of backgrounds, with qualifications in areas ranging from Engineering to Banking and Finance, Project Development and Consulting. Our team members have come from international investment, capable for structuring deals, designing and implementing transactions, development finance institutions (DFIs), regional banks and operating companies. The Advisory Board (AB) meets regularly to discuss key issues and makes recommendations to IIB.

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I. MESSAGE FROM THE VICE PRESIDENT

Thank you and congratulations on your decision to serve on the International Investment Banking (IIB) Advisory Board!

We are glad you are part of this initiative and would like to thank you for your time to support the mission, vision and work of IIB. We have developed this Handbook to help orient you to the role of the Advisory Board and to explain the functions of Board members.

Advisory Board members offer advice and support to IIB `s Top management team by providing strategic guidance on how to achieve IIB` s vision and mission.

Your willingness to participate as an Advisory Board member is a significant step in sharing your knowledge and experience that will help create sustainability within IIB` s organization. Your participation will help with imparting guidance, mentorship, and new project ideas as well as providing the directors and management with insights and greater focus.

This Guide includes general recommendations and flexible guidelines for the use of the Advisory Board.

I recognize your commitment to IIB and again want to thank you for the vital contributions that you, Advisory Board Members, are willing to make to the growth and development of our organization.



Basha White
Vice President Public Relations





II. STRUCTURE:

1. Composition

The Advisory Board shall be composed of representatives with diverse background and who can offer a comprehensive range of perspectives, experience and skills. This mix of individuals may include the following:

- Prominent faculty members
- Government/public sector representatives
- Media/public relations representatives
- Private sector professionals
- Any other individuals (i.e. philanthropists, retired professionals) that complement the mix and can provide advice in key strategic areas.


III. ADVISORY BOARD ROLES AND RESPONSIBILITIES

1. Responsibilities:

Members:

The Advisory Board (AB) is responsible for advising IIB on issues of strategic importance for the smooth and profitable operation of the firm. Responsibilities of the AB shall include but does not need to be limited to the following areas:

- **Overall strategic guidance:** Providing strategic guidance to achieve IIB`s mission and main objectives
- **External analysis:** Assisting IIB in identifying and addressing areas of opportunity, potential risks and challenges.
- **Partnerships:** Supporting the creation of partnerships, sponsorships and other strategic links between IIB and potential business partners.
- **Resources:** Act as a resource for executives. Expertise and advice. AB members are expected to bring a wide range of backgrounds and real world experience to the table that can be applied to situations faced by IIB.
- **Finance:** Provide insights, connections and assisting IIB-DG on Monetization and Trade financial instruments (Bank Guarantee, SBLC, SG, etc) for financing of infrastructure project.
 - Advise on Funding, Buying and Selling Financial Instruments, lease, purchase, trade securities, Private Placement Programs (PPP) for project funding.
 - Advise on Trade Platforms and countless other finance, banking, trading, monetization and funding expert in obtaining financing for both commercial transactions and various business projects.
 - Assist in raising capital with major Insurance Companies, Hedge funds, Pension Funds, large Private Investors, Venture Capital, Private Equity and other financing entities, including debt and equity funds for project and infrastructure finance.
- **Other contributions:**
 - Develop an understanding of the business, market and industry trends
 - Provide “wise counsel” on issues raised by the directors or management of IIB
 - Encourage and support the exploration of new business ideas
 - Monitor business performance and challenge the directors and management to consider options for improving the business

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- Provide a wealth of other resources including networking, business contacts and more.

1. Chair

The chair is responsible for:

- Leadership and vision – Providing leadership and conveying the AB’s vision to the team and other stakeholders
- Authority – Having the ability to start and end all meetings on time and ensure that the agenda is followed throughout the meeting
- Discussions – Monitoring meeting deliberations to ensure that they are relevant and focused.
- Conflict management – Mitigating any conflicts that may occur during a meeting
- Designation of replacement – Arranging for another member to take over these duties in the case the chair is absent from a meeting
- Membership – Recruitment and orientation of new AB members (in consultation with the AB and Executive team members) and managing existing AB members throughout their term in order to ensure continuity.
- Information – Compiling all information required by the AB (e.g. invitation package/letter, Member Handbook)
- Schedule – Scheduling meetings and other AB events and maintaining record of anticipated and actual attendance at these events
- Materials – Confirming that all materials required for meetings, including agendas and minutes, are distributed in an appropriate and timely fashion
- Feedback – Soliciting feedback regarding the AB, including annual AB self-evaluations, and responding in an appropriate manner
- Communication – Facilitating communication between the AB and IIB team

The Chair shall be appointed from among the Advisory Board members and the position rotated on a regular basis to allow for enhanced participation of AB members in the management of the AB.


2. Secretary

In advance of the first meeting, a team member is nominated to the position of Secretary for the Advisory Board meetings of the year. The secretary shall be responsible for:

- Record of minutes – Recording the minutes of the meeting in an organized manner and submitting a draft version of the minutes to the Chair for finalization within one week after the meeting
- Amendment of minutes – Amending the minutes to reflect any changes noted by the AB members at the next meeting and distributing a final version within the period indicated by the Board.
- Designation of replacement – Designating a replacement to take over these duties in case of absence from a meeting and alerting the chair of this replacement.

IV. COMPENSATION:

Advisory Board members shall receive equity in exchange for their participation in the running of the firm. They may also receive cash compensation or a retainer. The Advisory Board member can get as much stock as a board member: 0.25-0.50% stock in the company with 3 year vesting period

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- **Shares of stock** offer direct ownership interest in the company
 - **Options to purchase shares of stock** give the right to acquire stock.
 - **Stock appreciation rights and phantom stock** are very similar. Both represent a form of deferred.
 - **Advisory Board members** will receive 20,000 \$ (TwentyThousands) per meeting.

The Company will seek written approval or have a meeting of the Board of Directors to authorize the Advisor compensation and deliver definitive stock purchase or option agreements regarding the stock compensation.

V. EXPENSES:

The Company shall pay or reimburse Advisory Board members for reasonable travel and related expenses incurred in the course of performing services herein provided. However, to be reimbursed for any expenses the Advisory Board member shall email to the company for approval his/her request including the nature of the expense and the amount involved.

VI. MEETINGS:

The Advisory Board shall meet two (2) times a year - first week of February and second week of September of each year. The Board may choose to hold additional meetings, if it considers them necessary for carrying out its responsibilities effectively.

1. Attendance

Advisory Board members must notify the Chair of their anticipated attendance at meeting sat least a month before the date of the meeting.

2. Materials

Agendas

Draft agendas for regularly scheduled meetings will be determined at the first Advisory Board meeting of the year, creating a ‘work plan’ for the year (see below). At least one month prior to a meeting, the chair will distribute a draft agenda for that meeting. AB members will be given a maximum of one week to propose any changes. The chair will distribute a final agenda at least two weeks prior to the meeting. The agenda will be approved at the beginning of each meeting.

Work Plan


An annual Advisory Board Work Plan allocates each of the AB responsibilities to a specific meeting agenda. The work plan also identifies the AB information requirements for each item and who is accountable for providing the AB with that information.

Minutes

The secretary shall record all events, recommendations and action items in the minutes of each meeting. The minutes are then finalized by the chair and distributed to the Advisory Board and the executives within one week of the meeting. The minutes are then approved at the start of the next meeting. If any changes are required, the secretary will provide a revised version of the minutes of the last meeting within one week of the current meeting.

3. Other Materials

At least two weeks in advance of the first meeting of the year, the Advisory Board will receive



the following materials:

- A letter confirming participation on the AB for the year
 - A profile of AB members for the year
 - A profile of all executive team members and an organizational chart for the year
 - A current version of the AB Member Handbook
 - IIB's constitution, code of ethics and any other binding documents
 - IIB's mission statement and strategic objectives for the year
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- A one-page information page from each executive team member documenting the Individual's proposed strategic priorities and action plan for the year.

Any other materials can be requested by the AB at any time. The management team will provide these materials for distribution at least two weeks in advance of the next AB meeting unless otherwise agreed.

VII. ACCOUNTABILITY AND RESPONSIBILITY

Accountability

As the Advisory Board makes recommendations rather than decisions for the firm's operations, IIB's Management Team (MT) is ultimately accountable for its own actions.

Responsibility

Despite not making official decisions, the Advisory Board is expected to act responsibly. To demonstrate this, AB members must consistently:

- Abide by the terms established in the AB Member Handbook
- Exercise due diligence, using a level of judgment and care that person would reasonably be expected to do under particular circumstances
- Act in good faith, in the best interest of IIB
- Obtain a degree of confidence in monitoring the integrity and ability of the executive team members
- Be diligent with regard to AB meetings and obtaining information
- Respect confidentiality

VIII. CONFIDENTIALITY AND PUBLIC COMMUNICATION:

Confidentiality

As Advisory Board members are expected to be open and candid in the discussion of strategic issues, it is important to maintain confidentiality by not disclosing confidential information or views expressed by individuals. The results of AB evaluations and other such practices will also be kept confidential.

Written Records

The minutes and other written records will respect the principle of non-attribution. Deliberations will remain confidential until there is a general agreement and consensus.