

## **Annex 9a**

# **Legal Due Diligence**

to the GCF Funding Proposal

*“Building the resilience of Togo’s national health system and vulnerable communities  
to climate-sensitive health outcomes”*

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Submitted by:

Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ) GmbH

## Legal Due Diligence

*Details of any government or regulatory approvals, licenses or permits required for implementing and operating the project/programme, the relevant issuing authority, and the date of issuance or expected date of issuance.*

A Framework Agreement on Technical Cooperation was concluded between the Federal Republic of Germany and the Republic of Togo on 17 February, 1977, and has continued to be applied since cooperation resumed in 2012 (after an interruption of cooperation since the 1990s). In addition, there is a supplementary agreement from 2011 to the Deutscher Entwicklungsdienst (DED) agreement of 1968, which refers to the framework agreement of 1977. Regardless of the provisions in the Framework Agreement on Technical Cooperation, there are no laws in Togo that grant privileges and protective rights to ODA projects and the companies and employees working there.

In addition, bilateral GIZ projects in Togo are covered by project agreements under international law (technical cooperation agreements or exchanges of notes). During bilateral government negotiations in November 2025, the timely conclusion of a new technical cooperation agreement was agreed. It shall cover both the BMZ funded project "Strengthening a climate-resilient health system – reproductive health and sexual rights (ProSanté IV)" and the GCF project "Building the resilience of Togo's national health system and vulnerable communities to climate-sensitive health outcomes."

The Framework Agreement on Technical Cooperation from the year 1977, complemented by the mentioned technical cooperation agreement, provides for certain privileges and protections to be applied in projects and programmes of technical cooperation in Togo, including economic protection rights (exemptions for taxes, customs, duties, and fees) as well as personal protection rights. GIZ will endeavour to ensure that the relevant privileges and protections are extended to the project, including in respect of GCF proceeds, in accordance with the applicable cooperation framework. No problems have been reported to date in exercising the protective rights under the Framework Agreement on Technical Cooperation and additional project agreements under international law. The essential protective rights (both personal and economic) are always granted in practice by the Togolese partner institutions.

In addition, implementation agreements are concluded for each project, which specify the joint implementation of the project with the partner. The above-mentioned agreements between Germany and Togo form the legal basis for this.

The AE, GIZ, is registered as a limited liability company (GmbH) in the Commercial Register of the Local Court of Frankfurt am Main (under registration number HRB 12394) and the Local Court Bonn (under registration number HRB 18384). The company is owned by the German state and its operations are non-profit. It acquired its legal identity pursuant to the Merger Agreement dated 16 December 2010.

GIZ as AE will enter into Subsidiary Agreements with two national Executing Entities, the Togolese National Meteorological Agency (Agence Nationale de la Météorologie, ANAMET) and the Ministry of Health, Public Hygiene, Universal Health Coverage, and Insurance (Ministère de la Santé, de l'Hygiène Publique, de la Couverture Sanitaire Universelle et des Assurances, MSHPCSUA), respectively, in connection with the implementation of their relevant project activities. ANAMET is a public administrative institution with legal personality and administrative and financial management autonomy. The incorporation of ANAMET is based on Decree No. 2022-110/PR of 11 November 2022. As a state administrative organisation, ANAMET works on a non-commercial, not-for-profit basis. MSHPCSUA is a government structure and public body with legal personality created via Decree No. 1/PM of 18 September 1956 and Decree No. 58-68 of 18 August 1958. As a public institution, the MSHPCSUA works on a non-commercial, not-for-profit basis. GIZ has carried out its internal due diligence processes in relation to both EEs, including verification of their legal personality, capacity to enter into legally binding agreements with GIZ, and ability to receive and manage project funds, including GCF proceeds.

At the time of submitting this Funding Proposal, GIZ is not aware of the project requiring specific approvals, permits, licences, or land to allow for the implementation of planned activities.

*Describe applicable taxes (or exemptions thereof) and foreign exchange regulations related to the project/programme.*

The local currency in Togo is the West African CFA franc (code: XOF). The project's local transactions will use XOF. GCF proceeds will be managed by GIZ in Euro. The XOF is pegged to the euro at a fixed exchange rate.

The Framework Agreement on Technical Cooperation, complemented by the project agreement under international law, regulates GIZ's exemption from direct taxes (income tax, profit tax, etc.) and indirect taxes (value added tax, excise duty, etc.) and, in practice, this exemption has been granted without any problems to date.

*Details of any insurance policies or requirements related to the project/programme.*

GIZ, as the AE, will ensure that project activities are adequately insured as per GIZ standard operating procedures and common practices. GIZ standard operating procedures require contractors to ensure required insurance cover. Further, GIZ policies provide insurance cover for GIZ staff. At the time of submitting the Funding Proposal, GIZ does not anticipate additional insurance to cover special risks in this project.