

## AGREEMENT

between

The Association for the Extractive Industries Transparency Initiative (EITI)

Rådhusgata 26, 0151 Oslo, Norway ("EITI")

and

Helen Clark, PO Box 56014, Dominion Road Post Shop, Auckland 1446, New Zealand ("Helen")

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Helen Clark has been nominated by the EITI Board to be elected as the EITI Chair by the EITI Members' Meeting to be held on 17 June 2019. The tasks and responsibilities of the EITI Chair are laid down in the EITI Articles of Association, notably article 12.

Following the Board's decision taken through circular 265 of January 2019 to nominate Helen as the EITI Chair, the EITI agrees to remunerate Helen with 50 000 USD per year and to cover office costs up to a maximum of 100 000 USD per year.

In order to meet her duties and responsibilities as the EITI Chair, Helen will send EITI quarterly an overview for the costs of a personal assistant and office and other associated costs of running a Chair's office. An expense report with proof of the office costs associated with Helen's EITI engagement will be provided and will be paid by EITI to Helen.

Helen shall be reimbursed for any documented travel expenses, including hotel accommodations, meals, all modes of transport and local transfers and taxis which are personally incurred by Helen in her capacity as EITI Chair. It has been estimated by EITI that the role as Chair will take on average between one and two days per week. Any reimbursement of expenses incurred by Helen will take place as soon as possible by EITI after receipt of relevant documentation.

The annual compensation of 50,000 USD will be paid to Helen directly in quarterly instalments over each 12-month period. Helen is responsible for relevant income tax. To the extent required under Norwegian tax legislation EITI will deduct and pay advance income tax in Norway. The EITI will cover employer's fees and national insurance where applicable.

EITI agrees to indemnify the Chair against all liabilities, damages, losses, costs, and expenses (including legal expenses) which the Chair may incur as a result of any claim, demand, action or suit that may be made against the Chair as a result of her performance of her role as Chair.

This agreement enters into effect once the Members' meeting has elected Helen as EITI Chair and will end when Helen is no longer the EITI Chair and the commitments under this agreement have been settled.

Further, the provision below relating to governing law and arbitration shall survive any termination or expiration of this agreement. As the position as EITI Chair is a position elected by the Members' Meeting, this agreement shall, for the avoidance of doubt, not constitute any employment relationship between EITI and Helen.

This agreement is governed by Norwegian law. Any disputes arising out of or in connection with this agreement shall be settled by arbitration in Oslo in accordance with the Norwegian Act on Arbitration. In case arbitration is commenced, the parties agree to enter into a separate confidentiality agreement concerning the arbitration proceedings and any arbitration awards.

Paris, 19 June 2019



Helen Clark

EITI Chair



Mark Robinson, Executive Director

EITI International Secretariat



Oleksiy Orlovsky, Board Member



Alan McLean, Board Member

The Association for the Extractive Industries Transparency Initiative (EITI)