SCHEDULE B

Election of Directors

1. Candidates for the office of Director shall be nominated by the Governors, provided that a Governor may nominate only one person.

2. The election of Directors shall be by ballot of the Governors.

3. In balloting for the Directors, every governor shall cast for one candidate all the votes which the member represented by him is entitled to cast under Section (a) of Article 40.

4. One-fourth of the number of Directors shall be elected separately, one by each of the Governors of members having the largest number of shares. If the total number of Directors is not divisible by four, the number of Directors so elected shall be one-fourth of the next lower number that is divisible by four.

5. The remaining Directors shall be elected by the other Governors in accordance with the provisions of paragraphs 6 to 11 of this Schedule.

6. If the number of candidates nominated equals the number of such remaining Directors to be elected, all the candidates shall be elected in the first ballot; except that a candidate or candidates having received less than the minimum percentage of total votes determined by the Council for such election shall not be elected if any candidate shall have received more than the maximum percentage of total votes determined by the Council.

7. If the number of candidates nominated exceeds the number of such remaining Directors to be elected, the candidates receiving the largest number of votes shall be elected with the exception of any candidate who has received less than the minimum percentage of the total votes determined by the Council.

8. If all of such remaining Directors are not elected in the first ballot, a second ballot shall be held. The candidate or candidates not elected in the first ballot shall again be eligible for election.

9. In the second ballot, voting shall be limited to

(i) those Governors having voted in the first ballot for a candidate not elected and

(ii) those Governors having voted in the first ballot for an elected candidate who had already received the maximum percentage of total