

## EXHIBIT A

To: Citibank, N.A.  
Citigroup Centre  
Canada Square  
London E14 5LB

(as Principal Paying and Transfer Agent, and as Registrar)

[•] [•] Notes due [•] (the "Notes")  
Series No. [•] Tranche No. [•]  
issued under

### INTERNATIONAL FINANCE FACILITY FOR IMMUNISATION COMPANY

#### Global Debt Issuance Programme

In connection with our sale of [•] nominal amount of the Notes of the Series described above (hereinafter referred to as the "**Registered Notes**"), we confirm that either (a) such sale has been effected pursuant to and in accordance with Regulation S under the U.S. Securities Act of 1933, as amended, (the "**Securities Act**"), and accordingly we represent that:

- 1 the offer of the Registered Notes was made in an offshore transaction within the meaning of Rule 902 of Regulation S;
- 2 no directed selling efforts have been made in the United States within the meaning of Rule 903(a)(2) or Rule 904(a)(2) of Regulation S, as applicable; and
- 3 the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act

or (b) the Registered Notes are being transferred in a transaction permitted by Rule 144 under the Securities Act.

In addition, (a) if such sale is made during the distribution compliance period applicable to the Registered Notes and the provisions of Rule 903(b)(2) or Rule 904(b)(1) of Regulation S are applicable thereto, we confirm that such sale has been made in accordance with the applicable provisions of Rule 903(b)(2) or Rule 904(b)(1) of Regulation S, as the case may be, and (b) if the undersigned is an officer or director of IFFIm or a distributor or any affiliate of IFFIm solely by virtue of holding such position, such sale is made in accordance with the applicable provisions of Rule 904(b)(2) of Regulation S.

Accordingly, we request that you [procure the exchange or transfer of our beneficial interest in the Rule 144A Global Certificate representing the Registered Notes, for a beneficial interest in the Regulation S Global Certificate representing the Notes (which, for the avoidance of doubt, shall not display the Rule 144A Legend) and which shall be held with the Common Depository for Euroclear and Clearstream, Luxembourg] †[procure the exchange or transfer of the above Registered Notes for †[Regulation S Notes/Registered Notes] in definitive form and the delivery to [TRANSFERE] of Definitive Certificates representing such Registered Notes (which, for the avoidance of doubt, shall not display

<sup>\*</sup> Delete as appropriate

<sup>†</sup> Delete as appropriate

<sup>‡</sup> Delete as appropriate

the Rule 144A Legend}). This certificate and the statements contained herein are made for your benefit and the benefit of IIF Im. Terms capitalised but not defined in this certificate have the meanings set forth in Regulation S, in the Trust Deed dated 3 November 2006 and constituting the Notes, or in the Agency Agreement dated 3 November 2006 under which the Notes are issued, as the context may require.

Details of the relevant accounts at Euroclear Bank S.A./N.V., as operator of the Euroclear System or Clearstream, Luxembourg], as the case may be, and The Depository Trust Company,] to be credited and debited, respectively, are as follows: [INSERT DETAILS]

[Name of Transferor]

By \_\_\_\_\_

Authorised Signature

## EXHIBIT B

### PART I CLEARING SYSTEM CERTIFICATE

To: Citibank, N.A.  
Citigroup Centre  
Canada Square  
London E14 5LB

(as Principal Paying and Transfer Agent, and as Registrar)

[♦] [●] Notes due [●] (the "Notes")  
Series No. [●] Tranche No. [●]  
issued under

#### INTERNATIONAL FINANCE FACILITY FOR IMMUNISATION COMPANY

##### Global Debt Issuance Programme

This is to certify that, based solely on a certificate we have received in writing, by fax or by electronic transmission from a member organisation appearing in our records as a person being entitled to the nominal amount set out below (our "**Member Organisation**") substantially to the effect set out in this certificate and the form of which is set out in Exhibit B to Schedule 2 of the Agency Agreement dated 3 November 2006 (the "**Agency Agreement**") relating to the Notes, as of the date hereof, [●] nominal amount of the Notes (hereinafter referred to as the "**Registered Notes**") (i) has been sold by such Member Organisation pursuant to and in accordance with Rule 144A under the U.S. Securities Act of 1933, as amended, and (ii) is being transferred to a transferee which such Member Organisation reasonably believes is purchasing the Registered Notes for its own account or an account with respect to which the transferee exercises sole investment discretion and the transferee and any such account is a "qualified institutional buyer" within the meaning of Rule 144A and the transferee is aware that the sale to it is being made in reliance on Rule 144A, in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any State of the United States or any other jurisdiction.

Accordingly, we request that you [procure the exchange or transfer of the beneficial interest in the Regulation S Global Certificate representing the Registered Notes, for a beneficial interest in the Rule 144A Global Certificate representing the Notes (which, for the avoidance of doubt, shall display the Rule 144A Legend) and which shall be held with the Common Depository for Euroclear and Clearstream, Luxembourg or the Custodian for DTC, as the case may be] [procure the exchange or transfer of the above Registered Notes for Rule 144A Notes in definitive form and the delivery to [TRANSFEREE] of Definitive Certificates representing such Registered Notes (which, for the avoidance of doubt, shall display the Rule 144A Legend)].

We understand that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or threatened in connection with which this certificate is or would be relevant, we irrevocably authorise you to produce this certificate to any interested party in such proceedings.

Terms capitalised but not defined in this certificate have the meanings set forth in the Trust Deed dated 3 November 2006 and constituting the Notes, or in the Agency Agreement under which the Notes are issued, as the context may require.

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<sup>1</sup> Delete as appropriate.

Yours faithfully,

[Euroclear Bank S.A./N.V.,

as operator of the Euroclear System] or [Clearstream, Luxembourg]

By: \_\_\_\_\_ Date: \_\_\_\_\_ 200 [●]\*

Authorised signature

\*Not earlier than the certification event to which the certificate relates.

†Delete as appropriate