

Annex 13 – Protocol for Dispute Resolution

1. This Protocol applies to disputes or differences of any kind between the Parties out of or in connection with any of the following agreements or arrangements relating to the PSL project:
 - a. Between the Ministry of Education, Government of Liberia (**GoL**) and any PSL Operator outlining certain conditions and arrangements for the PSL Operator to manage certain agreed public primary schools in Liberia (**2017/2018 (Year 2) PSL Operator Agreements**)
 - b. Between GoL, the Fund Manager and any PSL Operator outlining the terms on which any grant will be made available to a PSL Operator in relation to schools managed by it under a 2017/2018 (Year 2) PSL Operator Agreement (**PSL Grant Agreement**)

2. If any dispute or difference of any kind between the Parties to a 2017/2018 (Year 2) PSL Operator Agreement or a PSL Grant Agreement arises out of or in connection with such Agreement or the arrangements between them, those Parties agree to the following process for resolving it:
 - a. First, the Parties shall make reasonable efforts through their respective chief executives (or, in the case of GoL, Deputy Minister for Instruction (DMI)) to resolve it on mutually acceptable terms;
 - b. Second, if after a period of 30 days (or sooner in the case of urgency) the matter is not resolved between them, either Party may escalate the dispute by referring it to an escalation panel. The escalation panel will comprise one representative of each Party. The representative shall be the Chair of Board of Directors of that Party (or, in the case of GoL, the Minister of Education) or, in each case a senior Board member or official nominated in writing by them;
 - c. Any member of the escalation panel may refer the matter in dispute to Exco to obtain its opinion or guidance. Any communication between them, in any form, and any opinion or guidance of Exco shall be conducted on an open and transparent basis and available to both parties. The escalation panel shall not be bound by any opinion or guidance of Exco.
 - d. Third, if after a period of 30 days after the matter is referred to it, the escalation panel has not resolved the matter on terms mutually acceptable to the Parties, the Parties agree to submit such dispute to arbitration by a single sitting in London who shall be appointed and act in accordance with the procedures of the International Chamber of Commerce (ICC).

3. This Protocol shall be binding on the Parties to each 2017/2018 (Year 2) PSL Operator Agreement and each PSL Grant Agreement as if it were set out in the relevant Agreement and signed by them.