

**Annex 5: Letter of Comfort**

Ship to:  
Austrian Power Grid AG  
Markets  
Wagramer Straße 19, IZD-Tower  
1220 Wien  
Austria

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<http://www.grid-losses-austria.com>

## Letter of Comfort

We understand and agree that ..... maintains business relations with you.

..... is a 100 % daughter of .....

As long as a loan relationship exists with you and any amounts under such loan relationship are payable to you by our subsidiary, we will retain our equity interest in our subsidiary at the present level. In the event that we should consider any change thereto, we will contact you in good time and act in agreement with you.

We hereby undertake irrevocably and without any restrictions and reservations to ensure that our subsidiary – as long as it has not fully repaid and settled the loan granted by you, together with interest and additional charges – will be managed and funded in such a way as to ensure that it will at all times be in a position to meet its existing and future liabilities to you on the dates and within the periods specified.

The place of jurisdiction for any and all legal disputes arising from this Letter of Comfort will be the court in Vienna having jurisdiction over the subject matter (Section 104 of the Austrian Code of Jurisdiction) unless you prefer to sue us at the court having general jurisdiction at the place of our business. This Letter of Comfort will be governed by and construed in accordance with Austrian law.

**PARENT COMPANY DATA:**

<b>Company Name:</b>			
<b>Postal Address:</b>			
<b>Post code and city:</b>		<b>Country:</b>	

\_\_\_\_\_  
(Place, Date)

\_\_\_\_\_  
Signature of parent company authorised person