

**PRIVATE AND CONFIDENTIAL**

[Date]

[Borrower Name]  
[Borrower Address]  
[City, State, Zip Code]

Re: Fee Letter - [Project Name / Facility Name]

Dear [Contact Person Name],

This fee letter (the "Fee Letter") sets forth the fees payable in connection with the [Amount] Working Capital Facility (the "Facility") as outlined in the Commitment Letter dated [Date] between [Lender Name] (the "Lender") and [Borrower Name] (the "Borrower").

The Borrower agrees to pay the following fees in the amounts and at the times set forth below:

1. **Upfront Fee:** A one-time non-refundable upfront fee of [Amount/Percentage] of the total Facility limit, payable on the closing date of the Facility.
2. **Commitment Fee:** A fee calculated at the rate of [Percentage]% per annum on the undrawn and uncanceled amount of the Facility. This fee shall accrue daily and be payable quarterly in arrears.
3. **Facility Agent Fee:** An annual agency fee of [Amount], payable in advance on the closing date and on each anniversary of the closing date for the duration of the Facility.
4. **Structuring Fee:** A fee of [Amount] payable to the Lender for the preparation and structuring of the Facility documentation, due upon execution of this letter.

All fees payable hereunder shall be paid in [Currency] in immediately available funds, without set-off or counterclaim, and are exclusive of any applicable taxes (including VAT).

This Fee Letter and its contents are confidential and may not be disclosed to any third party without the prior written consent of the Lender, except as required by law.

Please confirm your agreement to the terms above by signing and returning the enclosed copy of this letter.

Yours sincerely,

[Signature]  
[Name of Authorized Signatory]  
[Title]  
[Lender Name]

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**Agreed and Accepted:**

For and on behalf of [Borrower Name]

Signature: \_\_\_\_\_

Name: [Name]

Title: [Title]

Date: [Date]