

[Company Letterhead]

Date: [Insert Date]

To: [Name of Agent Bank/Facility Agent]
[Address of Agent Bank]
(Acting as Agent for the Finance Parties)

Re: Syndicated Facility Agreement dated [Date] (the "Agreement")

Dear Sirs,

1. We refer to the Agreement entered into between, among others, [Name of Borrower] (the "Borrower"), [Name of Parent/Guarantor] (the "Guarantor"), and the financial institutions named therein as Lenders.
2. In consideration of the Lenders making available the facilities described in the Agreement, the Guarantor hereby irrevocably and unconditionally undertakes to pay to the Agent (for the account of the relevant Finance Party) an amount equal to any Tax Liability which any Finance Party determines has been or will be suffered by it in connection with any Finance Document.
3. "Tax Liability" for the purposes of this letter includes any tax, levy, impost, duty, or other charge or withholding of a similar nature (including any penalty or interest payable in connection with any failure to pay or any delay in paying any of the same) imposed by any contractual or statutory law.
4. All payments to be made by the Guarantor under this letter shall be made in [Currency] in immediately available funds, free and clear of and without any deduction for or on account of tax, unless a tax deduction is required by law.
5. If the Guarantor is required by law to make a tax deduction, the amount of the payment due shall be increased to an amount which (after making any tax deduction) leaves an amount equal to the payment which would have been due if no tax deduction had been required.
6. This guarantee is a continuing guarantee and will extend to the ultimate balance of all sums payable under the Finance Documents, regardless of any intermediate payment or discharge in whole or in part.
7. This letter and any non-contractual obligations arising out of or in connection with it are governed by [Jurisdiction, e.g., English] law.

Yours faithfully,

For and on behalf of
[Name of Guarantor]

[Name of Authorized Signatory]
[Title]