Guarantee Agreement

(Small and Medium Enterprises Energy Efficiency Project)

between

REPUBLIC OF TURKEY

and

INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT

Dated May 6, 2013
GUARANTEE AGREEMENT

AGREEMENT, dated Hay 6, 2013, entered into between Republic of Turkey ("Guarantor") and INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT ("Bank") ("Guarantee Agreement") in connection with the Loan Agreement of same date between the Bank and TÜRKİYE VAKİFLAR BANKASI T.A.O ("Borrower") ("Vakifbank Loan Agreement"). The Guarantor and the Bank hereby agree as follows:

ARTICLE I – GENERAL CONDITIONS; DEFINITIONS

Section 1.01. The General Conditions (as defined in the Appendix to the Vakifbank Loan Agreement) constitute an integral part of this Agreement.

Section 1.02. Unless the context requires otherwise, the capitalized terms used in this Agreement have the meanings ascribed to them in the General Conditions or in the Vakifbank Loan Agreement.

ARTICLE II – GUARANTEE

Section 2.01. Without limitation or restriction upon any of its other obligations under the Guarantee Agreement, the Guarantor hereby unconditionally guarantees, as primary obligor and not as surety merely, the due and punctual payment of all Loan Payments payable by the Borrower pursuant to the Vakifbank Loan Agreement.

ARTICLE III – REPRESENTATIVE; ADDRESSES

Section 3.01. The Guarantor’s Representative is the Undersecretary of Treasury.

Section 3.02. The Guarantor’s Address is:

- Basbakanlik
- Hazine Mustesarligi
- Inonu Bulvari
- Emek-Ankara
- Turkey

Facsimile:

(90) (312) 204-7366
(90) (312) 204-7367
Section 3.03. The Bank's Address is:

International Bank for
Reconstruction and Development
1818 H Street, N.W.
Washington, D.C. 20433
United States of America

Cable: INTBAFRAD
Telex: 248423 (MCI) or 64145 (MCI)
Facsimile: (202) 477-6391

AGREED at Ankara, Republic of Turkey, as of the day and year first above written.

REPUBLIC OF TURKEY

Authorized Representative
Name: Elvan Oguz Esen
Title: Acting Deputy Director General

INTERNATIONAL BANK FOR
RECONSTRUCTION AND DEVELOPMENT

Authorized Representative
Name: Martin Raiser
Title: Director

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