Supplemental Letter No. 3 (C)

HŽ PUTNIČKI PRIJEVOZ D.O.O.

May 6, 2015

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

Re: Loan No. 8501-HR
(Sustainable Croatian Railways in Europe Project)
Representations

Dear Sirs and Mesdames:

In connection with the Loan Agreement of even date herewith between the International Bank for Reconstruction and Development (the Bank) and the HŽ PUTNIČKI PRIJEVOZ D.O.O. (Borrower) for the above-captioned Project, the Borrower hereby undertakes and warrants to the Bank that:

1. The audited financial statements (consolidated) dated September 10, 2014, copies of which have been furnished to the Bank, correctly set forth the financial and operating condition of the Borrower as of that date, and since that date there have been no material adverse changes in the financial and operating conditions of the Borrower.

2. The Borrower is not engaged in litigation as plaintiff or defendant, the outcome of which might materially and adversely affect its financial condition.

3. The Borrower has no outstanding agreements or liabilities, contingent or otherwise (including taxes), that might materially and adversely affect its financial condition.

4. No debt of the Borrower is secured by any mortgage, pledge, charge, priority, or other lien, and no contract or arrangement exists for the creation of any such mortgage, pledge, charge, priority, or other lien.

5. There are no existing defaults in the payment of principal of, or interest or other charges on, any of the debts of the Borrower.

6. The Borrower is not in violation of, and execution and delivery of the Loan Agreement and the compliance with all its terms do not and will not result in any violation of, any provisions of any existing agreement, franchise, concession, license, or permit, or of any statute, law, decree-law, executive decree, regulation, or any other legal rule of a similar nature presently in effect and applicable to the Borrower.

7. The Borrower is a duly existing Limited Liability Company under the laws of Republic of Croatia, with full authority to carry out its present business, to carry out the Project (as described in Schedule 1 to
the IBRD Loan Agreement), and to execute and deliver the IBRD Loan Agreement, and has furnished to the Bank true copies of its founding documents presently in effect and governing the Borrower.

It is our understanding that, in making the Loan and entering into the Loan Agreement with the Borrower, the Bank may rely on the representations contained herein.

Very truly yours,

HŽ PUTNIČKI PRIJEVÓZ D.O.O.

By

Authorized Representative