H.E. Hoshyar Zibari
Minister of Finance
Ministry of Finance
Baghdad, Republic of Iraq
(Email: iraqmof2008@yahoo.com)

Re: Iraq - Trust Fund for EITI Implementation Support
Grant No.TF097358
Implementation of the Iraqi Extractive Industry Transparency Initiative Project - Amendment to the Grant Agreement

Excellency:

We refer to the Letter Agreement (the Agreement) dated, September 30, 2010, between the Republic of Iraq ("Recipient") and International Bank for Reconstruction and Development ("World Bank") acting as administrator of grant funds provided by various donors under the Multi-Donor Trust Fund for Extractive Industries Transparency Initiative (EITI) Implementation Support Facility. We also refer to your letters dated October 31, 2013 and March 3, 2014, requesting to increase the Grant amount.

We are pleased to inform you that the World Bank has agreed to your request and consequently the Agreement is amended to read as set forth below.

1. First Paragraph of the Agreement is amended to read as follows:

"In response to the request for financial assistance made on behalf of the Republic of Iraq ("Recipient"), I am pleased to inform you that the International Bank for Reconstruction and Development ("World Bank"), acting as administrator of grant funds provided by Australia, Belgium, Canada, the European Commission, Finland, France, Germany, the Netherlands, Norway, Spain, the United Kingdom, and the United States of America ("Donors") to the Extractive Industries Transparency Initiative (EITI) Implementation Support Facility, proposes to extend to the Recipient a grant in an amount not to exceed one million six hundred forty thousand United States Dollars (US$ 1,640,000) ("Grant") from the Trust Fund for EITI Implementation Support (TF071337) on the terms and conditions set forth or referred to in this letter agreement ("Agreement"), which includes the attached Annex, to assist in the financing of the project described in the Annex ("Project"). This Grant is funded out of the abovementioned trust fund for which the World Bank receives periodic contributions. In accordance with Section 3.02 of the Standard Conditions (as defined in the Annex to this Agreement), the Recipient may withdraw the Grant proceeds subject to the availability of such funds."
2. The table under Section 3.01 of the Annex to the Agreement is amended to read as follows:

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount of the Grant Allocated (expressed in USD)</th>
<th>Percentage of Expenditures to be Financed</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Goods, consultants' services, including audit and training</td>
<td>1,220,000</td>
<td>100%</td>
</tr>
<tr>
<td>(2) Operating costs</td>
<td>420,000</td>
<td>100%</td>
</tr>
<tr>
<td><strong>TOTAL AMOUNT</strong></td>
<td><strong>1,640,000</strong></td>
<td></td>
</tr>
</tbody>
</table>

Except as specifically amended by this amendment letter, all other provisions of the Agreement remain in full force and effect.

Please confirm your agreement to the foregoing by signing the form of confirmation set forth below and returning one fully executed original of this amendment letter to us and retaining one original for your records. This amendment letter shall become effective as of the date of countersignature.

Yours sincerely,

INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT

[Signature]

Authorized Representative

AGREED:

REPUBLIC OF IRAQ

By [Signature]

Authorized Representative

Hoshyar Zebri

Name: Minister of Finance

Date: 2 March 2015

cc: Mr. Merza Hussain Hasan, Executive Director, the World Bank Group
Ms. Zainab Allawi, Advisor to the Executive Director, World Bank Group
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