

To:

Payment Guarantee No. _____

We have been informed that you, _____, as seller, hereinafter called the Beneficiary, [have concluded the contract No. _____ of _____, hereinafter called the Underlying Relationship, with]¹ _____, as buyer, hereinafter called the Applicant, according to which the Beneficiary will deliver to the Applicant²

_____ (goods/services as described in contract / order) _____,

hereinafter called the Goods / Services³,

in the total value of _____.

As agreed the Applicant has to provide a bank guarantee in favour of the Beneficiary, amounting to _____, to cover the fulfilment of the Applicant's payment obligations towards the Beneficiary resulting from the Underlying Relationship.

In consideration of the aforesaid, we, COMMERZBANK Aktiengesellschaft, as the Guarantor, hereby issue the guarantee on behalf of the Applicant towards the Beneficiary in the maximum amount of

_____ (in words: _____)

and undertake irrevocably

without consideration of any objections and defences of the Applicant or third parties and irrespective of the validity and legal effect of the Underlying Relationship and waiving any objections arising therefrom,

to pay to the Beneficiary any amount claimed from us by the Beneficiary up to the maximum amount of this guarantee upon receipt of the Beneficiary's first demand in writing, hereinafter called the Demand, in which the Beneficiary indicates simultaneously that and in what respect the

¹ If reference to an "order" instead of a "contract" is requested, replace the text between [...] as follows: "have received the order no. _____, dd. _____, hereinafter called the Underlying Relationship, from"

² In case delivery is effected from another party or to another party amend this clause accordingly.

³ Delete the inapplicable.

Applicant is in breach of its payment obligations under the Underlying Relationship indicating the unpaid amount.

The Demand shall be accompanied by copies of the Beneficiary's totally or partially unpaid commercial invoice(s) for the Goods / Services³ referring to the Underlying Relationship and by copies of the _____⁴ evidencing the despatch of the Goods / Services³ as described above. Transport documents / _____⁴ shall be issued in English language.

The Demand shall be presented to us solely in paper form.⁵

The obligation under this guarantee shall be reduced by all amounts which, by order of the Applicant, are paid to the Beneficiary by us - or by the Applicant himself, in which case the reduction shall only become effective upon presentation to us of copies of the relative bank transfer or bank cheque, in each case under reference to the Underlying Relationship.

The obligation under this guarantee shall expire [as soon as the original of this guarantee has been returned to us by the Beneficiary or a third party for discharge, but it expires in any case at the latest]⁶ on _____. Any Demand must have been received by us at our address in _____ on or before the expiry of this guarantee.

This guarantee shall be subject to the Uniform Rules for Demand Guarantees (URDG) 2010 Revision ICC Publication No. 758.

⁴ Name of transport document according to agreed means of transport or generally "transport documents". In case services are rendered, do not insert any copy of transport document in addition to invoice at all unless requested by instructing party

⁵ In case the demand is also acceptable in electronic form, replace with: "The Demand has to be presented to us in paper form or in electronic form by authenticated swift message to our swift address COBA_____ through Beneficiary's bankers, in which case Beneficiary's bankers must quote the contents of the Demand."

⁶ [...] not applicable in case of electronic transmission of the guarantee.