

ANNEX No. 18

to the Agreement on Transfer of Movable Assets for Consideration and Subsequent Lease Back of Means of Transport dated [•]

UNJUST ENRICHMENT IN CASE OF 19.8 (iii)

The terms defined in the Agreement shall have the same meaning in this Annex.

Under Section 19.8.1.4, the amount to be paid by the Seller to the Buyer is a total of A+B+C where:

- A= outstanding amount of payments to be made by the Buyer to the Financing Entity funding the Buyer in order to buy the Railway Carriages including but not limited to principal, accrued interest, default interest, early redemption penalties and break funding costs, any costs in respect to hedging arrangements, and other related costs linked directly or indirectly to the financing, such amounts to be evidenced by a "final statement of account" issued by the Financing Entity calculated to the day when the Financing Entity: (a) declares default of the Facilities Agreement in writing due to the situation under Section 19.8 under the letter (iii) hereof and (b) provably sends such written declaration of default to the Buyer by means of Slovak Post Office (*Slovenská pošta, a.s.*).
- B= outstanding unpaid principal and accrued interest of the shareholder loans granted to the Buyer based on the EUR 10,000,000 Loan Agreement concluded by the Seller as the lender and the Buyer as the borrower on [■], and the EUR 20,000,000 Loan Agreement concluded by the company AAE Wagon a.s. as the lender and the Buyer as the borrower on [■]; calculated to the day when the Financing Entity: (a) declares default of the respective loan agreement in writing due to the situation under Section 19.8 under the letter (iii) hereof and (b) provably sends such written declaration of default to the Buyer by means of Slovak Post Office (*Slovenská pošta, a.s.*). For the purposes of calculation of the amount under this letter B, the Parties shall take into account the wording of the loan agreements described in this letter B in their initial signed wording, unless agreed otherwise.
- C= €10,400,000 plus accrued interest from the Transfer Date at an assumed rate of 15% *per annum* less any dividends paid to the shareholders of the Buyer by the Buyer in that same time period.