

# **THE REPUBLIC OF UZBEKISTAN**

The State Assets Management Agency

## **REQUEST FOR PREQUALIFICATION**

The project of privatization of nitrogen fertilizers  
manufacturing company JSC Ferganaazot

## **The project of JSC Ferganaazot privatization**

### **The Republic of Uzbekistan**

In accordance with Presidential Decree of the Republic of Uzbekistan of 11 February 11 2021 No. UP-6167 "About measures for further acceleration of processes of privatization of the state assets", the State Assets Management Agency of the Republic of Uzbekistan (the "Agency") announces the collection of prequalification applications ("PQ application(s)") for the privatization of JSC Ferganaazot by the sale of 99.02% of its share capital via public invitation to negotiations (the "Transaction").

The leading consultant of the Agency on this Transaction is the international company Deloitte. The Agency's independent strategic consultant is the International Finance Corporation (hereinafter referred to as "IFC").

The following steps were taken as part of the prequalification process:

1. Informing about the collection of PQ applications for the purpose of selecting Bidders for participation in the Transaction via public announcement on the official website of the Agency, as well as direct distribution of information materials to the parties, which are potentially interested in the Transaction.
2. Acceptance of PQ applications from all interested parties. Interested parties could be both local and foreign legal entities.
3. Upon acceptance of PQ applications, Bidders will be evaluated against the requirements and criteria set out in the attached Instructions for Prospective Bidders.
4. Bidders who meet the requirements and criteria are marked as "**Qualified Bidders**".
5. Qualified bidders will be eligible to participate in the solicitation of binding proposals, the timing of which will be announced by direct communication via e-mail.

PQ applications must be sent no later than 18 July 2022 (6 pm local time in Tashkent) to the following email addresses: [annagurnyi@deloitte.kz](mailto:annagurnyi@deloitte.kz), [ivazhov@deloitte.kz](mailto:ivazhov@deloitte.kz) and [ryessimov@deloitte.kz](mailto:ryessimov@deloitte.kz). PQ applications will be evaluated by the Competition Commission formed directly by the Agency. The announcement of the evaluation results will be sent separately to each Bidder by e-mail no later than 31 July 2022 (6 pm local time in Tashkent).

Please acknowledge receipt of this invitation by sending an email to the email addresses provided above to register and include your company in the Q&A mailing list (see Section 2.8). If you do not submit PQ application, we would appreciate it if you notify us by email as soon as possible.

Sincerely,

**State Assets Management Agency of the Republic of Uzbekistan**

## **IMPORTANT NOTICE**

This request for prequalification is being provided to the recipient solely for the purpose of preparing for the submission of PQ Application under the JSC Ferganaazot privatization project. The request for prequalification is issued by the State Assets Management Agency for the exclusive use of potential investors. The terms and conditions of the prequalification process have been prepared with the support of the International Finance Corporation and Deloitte, who act as consultants for this Project.

None of these organizations, nor their advisors, make(s) any representations or warranties (explicit or implied) regarding the accuracy or completeness of the information contained herein or in other documents made available to potential investors, in as part of JSC Ferganaazot privatization process, and is(are) not responsible for this prequalification document or other written or oral communications sent to potential investors. Neither any of these entities, nor their advisors will be liable to reimburse or compensate the recipient for any costs nor expenses incurred by the recipient in evaluating or acting upon this prequalification document or otherwise in connection with JSC Ferganaazot privatization Project as contemplated herein.

This request for prequalification does not constitute a solicitation to invest, or otherwise participate, in the privatization project.

# **THE REPUBLIC OF UZBEKISTAN**

The State Assets Management Agency

## **INSTRUCTIONS FOR PROSPECTIVE BIDDERS**

The project of privatization of nitrogen fertilizers  
manufacturing company JSC Ferganaazot

## СОДЕРЖАНИЕ

<b>TERMS AND DEFINITIONS .....</b>	<b>6</b>
<b>INSTRUCTIONS FOR POTENTIAL BIDDERS .....</b>	<b>8</b>
1. INTRODUCTION .....	8
1.1. Bidders .....	8
1.2. Consortium .....	8
1.3. Consortium participation restriction .....	8
1.4. Expenses .....	9
2. PREQUALIFICATION: PREPARATION .....	9
2.1. Language of Application for Prequalification .....	9
2.2. Documents included in the prequalification application .....	9
2.3. Part I – Prequalification Criteria .....	9
2.4. Part II – Prequalification form and other documents .....	11
2.5. Part III – Consortium Documents and Requirements .....	12
2.6. Part IV – Power of Attorney .....	12
2.7. Clarifications .....	12
3. FORMAT, SUBMISSION AND REVIEW OF THE APPLICATION .....	13
3.1. Submission of an application .....	13
3.2. Application deadline .....	13
3.3. Evaluation of Applications .....	13
4. PRELIMINARY QUALIFICATION RESULTS .....	13
<b>ANNEX 1. Form of PQ Statement .....</b>	<b>15</b>
<b>ANNEX 2. General Information Form .....</b>	<b>17</b>
<b>ANNEX 3. Form of Power of Attorney .....</b>	<b>18</b>

## TERMS AND DEFINITIONS

The terms and definitions used in this document shall have the following meanings:

**Affiliate** means in relation to a Bidder or Consortium Member, a person who controls, is controlled by, or is under the common control with such Bidder or Consortium Member. The expression "**control**" means, with respect to a person or entity, the ability (directly or indirectly) to direct or cause the direction of the votes attaching to 25% and more of its issued shares or interests or carrying voting rights, or to appoint or remove or cause the appointment or removal of those of its directors (or equivalent officials) holding the majority of the voting rights on its board of directors (or equivalent body) or to otherwise direct its management and policies by operation of law or legal agreement.

**Agency** – the State Assets Management Agency of the Republic of Uzbekistan.

**Authorized Representative** – representative of the Bidder or, in case of Consortium, each Consortium Member, authorized to represent respectively the Bidder, Consortium Member or their Affiliate in all matters in relation to the Tender process based on the Power of Attorney in a form as per Annex 3.

**Bidder** – any business, including a foreign one, or a group of businesses (Consortium), including a group of foreign business entities, which submits or intends to submit Prequalification Application.

**Competition Commission** – the commission formed directly by the Agency responsible for evaluating Prequalification Applications.

**Connected Person** – any Affiliate of a Bidder (or if a Bidder is a Consortium, any Affiliate of any Consortium Member), any director, senior executive or manager of such Bidder, Consortium Member or Affiliate of any of the foregoing, or any person having an ultimate beneficial interest of at least five per cent (5%) of the share capital or ownership interest in such Bidder, Consortium Member or Affiliate.

**Consortium** – the legal form of enterprises, as described in Section 1.2. **Lead Member** is the Member of Consortium described in Section 1.2.

**Company** – JSC Ferganaazot

**Deadline** – the last day for submission of Prequalification Applications as specified in Section 3.2.1.

**IFC** – International Finance Corporation.

**Prequalification** – evaluation of potential investors' compliance with the Prequalification Criteria to participate in the process of privatization of JSC Ferganaazot.

**Prequalification Application** – means the Application for Prequalification submitted by the Bidder and drawn up in accordance with the description in Part 2.

**Prequalification Criteria** – the meaning given in Section 2.3.

**Qualified bidder** – the Bidder who meets the requirements and criteria.

**Sanctioned Party** – a person or entity that is:

(a) listed on any sanctions or export control list issued pursuant to any Sanctions Regime (including but not limited to: the Specially Designated Nationals and Blocked Persons List maintained by the United States Department of Treasury's Office of Foreign Assets Control,

any List of Parties of Concern maintained by the United States Department of Commerce, including without limitation the “Entity List”, the European Union's Consolidated List of Persons, Groups and Entities subject to EU Financial Sanctions, or on the Consolidated List of Financial Sanctions Targets issued by Her Majesty's Treasury of the United Kingdom);

(b) located in, incorporated under the laws of, or directly or indirectly majority owned or controlled by a person or entity located in or organized under the laws of a country or territory that is the target of any comprehensive, country-wide or territory-wide Sanctions Regime; or

(c) otherwise a target of economic sanctions (“target of economic sanctions” signifying a person with whom a national of the jurisdiction of a Sanctions Authority would be prohibited or restricted by law from engaging in trade, business or other activities).

**Sanctions Regimes** means the trade, economic and financial sanctions laws, regulations or embargoes administered, enacted or enforced by:

- (a) the United Nations Security Council or its Committees under Chapter VII of the United Nations Charter;
- (b) the Republic of Uzbekistan;
- (c) the United States;
- (d) the European Union ;
- (e) Her Majesty's Treasury of the United Kingdom ;
- (f) any other regime which the Agency considers (in its entire discretion) should be included as a “Sanctions Regime”, as notified to Bidders from time to time via the Data Room; and
- (g) the respective governmental institutions and agencies of any of the foregoing, ((a) to (g) together being the “**Sanctions Authorities**”).

**Transaction** – privatization of a 99.02% stake in the share capital of Ferganaazot JSC.

**Ultimate beneficiary** – is an individual who, directly or through participation in other companies, owns a company and receives income in the form of cash or other type of benefit from the ownership of the company.

**US Dollar** – is the national currency of the United States of America.

# INSTRUCTIONS FOR POTENTIAL BIDDERS

## 1. INTRODUCTION

In accordance with Presidential Decree of the Republic of Uzbekistan of 11 February 11 2021 No. UP-6167 “About measures for further acceleration of processes of privatization of the state assets”, the State Assets Management Agency of the Republic of Uzbekistan (hereinafter referred to as the “Agency”) announces the collection of Prequalification Applications for the privatization of JSC Ferganaazot (the "Company") by the sale of 99.02% of its share capital, and publicly invites to negotiations (the "Transaction").

### 1.1. Bidders

This request for prequalification is made in accordance with the announcement on the official website of the Agency, as well as direct distribution of information materials to potential interested parties in order to select Bidders for participation in the Transaction.

### 1.2. Consortium

The Bidder may act as a Consortium (“**Consortium**”) consisting of companies, firms, commercial organizations or other legal entities. Each Consortium shall appoint and authorize one Lead Member (the "**Lead Member**") who shall represent and unconditionally liaise all members of the Consortium in all matters related to the Prequalification and Transaction process, including but not limited to filing a Prequalification Application on behalf of consortium.

### 1.3. Consortium participation restriction

No Bidder may be directly or indirectly related to another Bidder. No business entity may participate as a Bidder or a Consortium Member (including via an Affiliate) in more than one Prequalification Application.

In the case of a Consortium, the number of Consortium Members shall not be more than 3 (three) business entities.

The composition of any Consortium shall be fixed, subject to the below, with effect from the Deadline for submitting Prequalification Applications and until the end of the Transaction. Changes to such composition or ownership shall be permitted provided that:

(i) the change proposed is, in the opinion of the Competition Commission, acting reasonably, made in good faith and in the case of changes to a Consortium the new composition of the Bidder is capable of fulfilling the technical criteria and the financial criterion and the modified Bidder continues to satisfy the legal criteria and all other requirements of this request for prequalification; and

(ii) the Competition Commission has the necessary capacity and resources available, having regard to the requirements and procedures of applicable laws, to review, approve and implement the change; and

(iii) the Competition Commission has provided, at its exclusive discretion, written approval to the change.

But in any event such changes shall not lead to the replacement of the Lead Member or reduction of the Lead Member's (anticipated) participation interest in the Consortium below 51%.

**1.4. Expenses**

The Bidder shall bear all costs associated with the preparation and submission of its Prequalification Application, including, without limitation, all costs and expenses associated with the preparation by the Bidder of responses to questions or requests for clarification.

**2. PREQUALIFICATION: PREPARATION**

**2.1. Language of Application for Prequalification**

The Prequalification Application prepared by the Bidder and all correspondence and documents related to the Application must be submitted in Russian or Uzbek (with mandatory English translation), except for any pre-printed documentation (for example, brochures), provided by the Bidder, which may be written in another language, provided that it is accompanied by a translation of relevant fragments in Russian or Uzbek and English.

**2.2. Documents included in the prequalification application**

The Prequalification Application submitted by the Bidder must consist of the following documents:

- i. Part I - Information required by Section 2.3;
- ii. Part II - Documents or information required by Section 2.4;
- iii. Part III - If the Bidder is a Consortium, the documents required by Section 2.5;
- iv. Part IV - Power of Attorney required by Section 2.6; and

The Prequalification Application must not include a price offer.

Prequalification Applications containing quotations will be rejected.

**2.3. Part I – Prequalification Criteria**

In Part I of the Prequalification Application, the Bidder shall submit proof that it meets the prequalification criteria set out below (the "**Prequalification Criteria**").

Qualification Criteria	Required Documents / Forms
<p><b>TR1: Technical requirement 1</b>                      Proven experience (at least five consecutive years) in the production or wholesale trade of mineral and/or organic fertilizers.</p>	<p>Documents confirming the required experience</p>

<p>TR1 must be satisfied by the Bidder itself (if the Bidder is acting independently as one independent company) or by at least one of the Consortium Members (if the Bidder is a Consortium).</p>	
<p><b>FR1: Financial requirement 1</b>  Minimum Total Assets of one hundred fifty million US dollars (150,000,000 USD) as of the last reporting date.</p> <p>The Total Assets of a Consortium shall be calculated as a sum of Total Assets of each of the Consortium Members at the close of the last audited financial year falling prior to the Deadline, which in any case shall not be earlier than the financial year ending 2021.</p>	<p>Audited 2019 – 2021 IFRS / US GAAP financial statements (audited by an independent auditor or certified public accountant, including all notes to the financial statements, and the report of an independent auditor / certified public accountant.</p>
<p><b>FR2: Financial requirement 2</b>  The Total Equity to Total Assets ratio of the Bidder (or if the Bidder is a Consortium, the Lead Member) must not be below 30% as of the last reporting date.</p>	<p>Audited 2019 – 2021 IFRS / US GAAP financial statements.</p>
<p><b>LR1: Legal requirement 1</b>  The Bidder (or if the Bidder is a Consortium, all Consortium Members) must not have outstanding tax liabilities and/or liabilities in respect of judgments awarded by any court or similar proceeding in an amount exceeding 10% of its total assets value as of the last reporting date.</p>	<p>Tax clearance certificate issued by the tax authority at the place of registration of the Bidder</p> <p>Certificate / extract from the register of court cases</p>
<p><b>LR2: Legal requirement 2</b>  The Bidder (or if the Bidder is a Consortium, all Consortium Members), its/their ultimate beneficiaries, shareholders (with a share of more than 5%) and top managers must not be on local and international lists of unfair entrepreneurs and bankrupts, be convicted of fraud, corruption, collusion, money laundering, or for a criminal act involving dishonesty, physical violence or harm to human life or be under investigation for such criminal activities.</p>	<p>Letter(s) in the form of Annex 1 (Form of PQ Statement).</p>

<p><b>LR3: Legal requirement 3</b></p> <p>The Bidder (or if the Bidder is a Consortium, all Consortium Members) must confirm compliance with the Law of the Republic of Uzbekistan №660-11 (as amended on 15 January 2019) “On counteracting to legalization of the proceeds from crime, terrorist financing and financing proliferation weapons of mass destruction”.</p>	<p>Letter(s) in the form of Annex 1 (Form of PQ Statement).</p>
<p><b>LR4: Legal requirement 4</b></p> <p>The Bidder (or if the Bidder is a Consortium, all of Consortium Members) must not be included in the public sanctions lists of the European Union and the United States, as well as in any of the largest international development banks (World Bank, European Bank for Reconstruction and Development, Asian Development Bank), and as of the application filing date the Bidder (or if the Bidder is a Consortium, all of Consortium Members) must not be under investigation for any activities by the above mentioned sanction authorities.</p> <p>The Bidder (or if the Bidder is a Consortium, all of Consortium Members) or any of its/their connected persons must not have any operations (directly or indirectly including through any subsidiaries) or carry out transactions that are not in compliance with any above mentioned sanction regimes.</p> <p>The Bidder (or if the Bidder is a Consortium, all of Consortium Members) or any of its/their connected persons must not have as its/their primary financiers or creditor banks or financial institutions which are sanctioned parties or directly or indirectly majorly owned or controlled by sanctioned parties.</p>	<p>Letter(s) in the form of Annex 1 (Form of PQ Statement).</p>

**2.4. Part II – Prequalification form and other documents**

In Part II of the Prequalification Application, each Bidder shall provide the following:

- 2.4.1. A Prequalification Application signed by the Bidder (or if the Prospective Bidder is a Consortium, signed by the Lead Member) in the form of Annex 1.

- 2.4.2. The following legal documents and background information:
- i. General information regarding the Bidder (or each member of a Consortium), as detailed in Annex 2, including an up-to-date list of shareholders of the Bidder;
  - ii. Founding documents of the Bidder (or of each member of a Consortium).
- 2.4.3. To confirm compliance with technical requirement of TR1, the Bidder (and in the case of a Consortium that is a Consortium Member for which requirement TT1 is met) must submit the following documents:
- i. Documents confirming the relevant expertise in mineral and/or organic fertilizer production, for example licenses to produce mineral and/or organic fertilizer, excerpts from relevant contracts (trade secrets and confidential information may be omitted/hidden), or any other publicly available, verifiable information.
- 2.4.4. To confirm compliance with the financial requirements of FR1 and FR2, the Bidder (including each member of the Consortium) must submit the following documents:
- i. The 2019-2021 IFRS / US GAAP financial statements, audited by an independent auditor or certified public accountant;
  - ii. Audit report and all notes to the financial statements;
- 2.4.5. To confirm compliance with the legal requirement of LR1, the Bidder (including each member of the Consortium) must submit the following documents:
- i. Tax clearance certificate issued by the tax authority at the place of registration of the Bidder;
  - ii. Certificate / extract from the register of court cases.

## **2.5. Part III – Consortium Documents and Requirements**

If the Bidder is a Consortium, there must be a Lead Member who is duly authorized (through a power of attorney signed in front of a notary, as described in Section 2.6) by all other Consortium members to act on their behalf and provide an undertaking that there will be no change in the constitution of the Consortium without the prior written consent of the Agency if the Transaction is executed.

A Bidder wishing to qualify as a Consortium shall submit, as Part III of the Prequalification Application, a written commitment, in the form of a letter duly executed by the legal representative of each Consortium member, which:

- i. confirms each member's commitment to the Consortium; and
- ii. identifies the member that will assume the role of Lead Member on behalf of the other members, with the authority to commit all members.

## **2.6. Part IV – Power of Attorney**

Each Bidder (or if the Bidder is a Consortium, each Consortium member) shall provide, as Part IV of the Prequalification Application, a written power of attorney in the form attached hereto as Annex 3, duly notarized, indicating that the person(s) signing the Prequalification Application has(ve) the authority to sign it.

## **2.7. Clarifications**

In the case of questions, which require clarification regarding the Instructions for Bidders, such as the Prequalification Criteria or any of the requirements set out herein,

the Bidder may send corresponding requests to the Agency via the following email addresses: [annagurnyi@deloitte.kz](mailto:annagurnyi@deloitte.kz), [ivazhov@deloitte.kz](mailto:ivazhov@deloitte.kz) and [ryessimov@deloitte.kz](mailto:ryessimov@deloitte.kz).

Such requests must be received for consideration by the Agency until 11 July 2022 (6 pm local time in Tashkent). Responses to the requests, including the requests themselves (without identifying the source), will be sent to all Bidders who have confirmed their participation in the prequalification process.

### **3. FORMAT, SUBMISSION AND REVIEW OF THE APPLICATION**

#### **3.1. Submission of an application**

- 3.1.1. The Prequalification Application and all attached documents must be in PDF format, page numbered, complete and accurate. The Agency reserves the right to limit the permitted file size of the Application (including attached documents). The Bidders will be notified of any such limitation in a timely manner.
- 3.1.2. Applications must be submitted via the following e-mail addresses: [annagurnyi@deloitte.kz](mailto:annagurnyi@deloitte.kz), [ivazhov@deloitte.kz](mailto:ivazhov@deloitte.kz) и [ryessimov@deloitte.kz](mailto:ryessimov@deloitte.kz). The Agency will not accept hard copies.
- 3.1.3. Regardless of the paragraph above, the Agency reserves the right to request the Bidder to provide the original document of any Application (or any part of any Application) at any time prior to completion of the Transaction.
- 3.1.4. The application must not be password protected or otherwise locked. Any application submitted with password protection or other locking features will be rejected.

#### **3.2. Application deadline**

- 3.2.1. The Prospective Bidder may submit the Prequalification Application until 18 July 2022 (6 pm local time in Tashkent) (the "Deadline").
- 3.2.2. Any Application and attached documents submitted after the Deadline will not be accepted.
- 3.2.3. The Agency reserves the right to extend the Deadline at its sole discretion. If any such changes are made, the Agency will announce the corresponding update notice on its official website.

#### **3.3. Evaluation of Applications**

- 3.3.1. The Competition Commission shall evaluate the Prequalification Applications and attached documents received from the Bidders within 30 (thirty) calendar days after the Deadline (or within any other longer period determined at the discretion of the Agency).
- 3.3.2. The Competition Commission may request the Bidder to provide additional information related to the Application and the documents attached to it.
- 3.3.3. Any Prequalification Application that does not meet the requirements will be rejected by the Competition Commission and will not be included for further consideration.

### **4. PRELIMINARY QUALIFICATION RESULTS**

Upon completion of the evaluation of the Prequalification Applications, the Competition Commission:

- i. will notify the Bidder of the “Qualified Bidder” status and allow participation in the collection of binding proposals.

If a Consortium acts as the Bidder, the structure of the Consortium may not be changed without the prior written consent of the Agency before the completion of the Transaction.

## ANNEX 1. Form of PQ Statement

[LETTERHEAD OF THE BIDDER/EACH CONOSRTIUM MEMBER]

Date:

**Subject:** Acquisition of a block of shares of JSC Ferganaazot in the amount of 99.02%

**To:** The State Assets Management Agency of the Republic of Uzbekistan

**From:** *[Name of the Bidder/Consortium member]*

Dear Madam/Sir,

Having examined the Request for Prequalification (“**RFP**”) and understood their contents, the [NAME OF THE BIDDER/CONSORTIUM MEMBER] hereby submits this statement of qualification (the “**Statement**”) to participate in the process of privatization of a 99.02% share of JSC Ferganaazot (the “**Project**”). This Statement is unconditional and unqualified.

[The Bidder/Consortium Member] confirms the following:

1. We certify that all information provided in the Application and in all documents attached to it is true and correct; nothing has been omitted which renders such information misleading; and all documents provided as copies are true copies of their respective originals.
2. We agree and confirm that The State Assets Management Agency of the Republic of Uzbekistan (the “Agency”) or the Competition Commission may make verification of any documents, information, statements provided by us and may request us to provide additional information related to us and/or our shareholders for proper assessment and confirmation of the declared qualifications.
3. We confirm that we are not an affiliate of another Bidder or Consortium member.
4. We confirm that at the time of submission of the Prequalification Application we meet the qualification requirements of the prequalification stage as specified in the RFP, including but not limited to, that we are not in bankruptcy or liquidation proceedings and we have a reasonable expectation of being able to meet our debts as they fall due.
5. We confirm that we do not have tax liabilities or liabilities in respect of judgments awarded by any court or similar proceedings as at the last reporting date, in the amount of more than 10% of the total value of our assets at the last reporting date, unless appropriate accounting provisions have been made for each such liability in accordance with applicable accounting rules.
6. We confirm that neither we nor our ultimate beneficiaries, shareholders (with a share of more than 5%) and top managers are not on local and international lists of false entrepreneurs and bankrupts, convicted of fraud, corruption, criminal conspiracy or money laundering, or for a criminal act involving dishonesty, physical violence or harm to human life or are under investigation for such criminal acts.

7. We confirm that neither we nor any of our Related parties have been excluded or disqualified from a tender or other public procurement process in the Republic of Uzbekistan.
8. We confirm compliance with the Law of the Republic of Uzbekistan No. 660-11 (as amended on 15 January 2019) “On counteracting to legalization of the proceeds from crime, terrorist financing and financing proliferation weapons of mass destruction”.
9. We confirm that neither we nor our Related parties are listed on the public sanctions lists of the European Union and the United States, as well as any of the largest international development banks (World Bank, European Bank for Reconstruction and Development, Asian Development Bank).
10. We confirm that neither we nor our Related Parties are, as of the date of this Prequalification Application, a sanctioned entity or the subject of any proceeding or investigation by the aforementioned sanctioning authorities.
11. We confirm that neither we nor our Related Parties are involved in any activity (directly or through any subsidiary) that is contrary to the sanctions regime of the aforementioned institutions and states.
12. We confirm that neither we nor any of our Related Parties have as our/its primary financiers or creditors banks or financial institutions that are sanctioned parties or directly or indirectly majorly owned or controlled by sanctioned parties.
13. We confirm we are not subject to a conflict of interest in relation to the Project.
14. We confirm that all statements we have made above at the prequalification stage shall remain true, accurate and not misleading, failing which (or if found false) we can be disqualified from the Project.

In witness thereof, we submit this Statement in accordance with the terms of the RFP.

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[Full name of Authorized Representative of the Bidder, position]

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signature

seal (if any)

## ANNEX 2. General Information Form

[ON THE LETTERHEAD OF THE BIDDER, AS APPLICABLE]

### General information

1. Prospective Bidder information:

Name:	
Type: (Corporation, Partnership, etc.)	
Country of registration	
Address of principal office:	
Telephone number:	
Fax number:	
Web site:	
E-mail address:	
The contact person: (name, telephone number, e-mail)	

2. Consortium members information (if applicable, fill in details for all members, identifying the Lead Member) :

Name:	
Type: Corporation, Partnership, etc.)	
Country of registration	
Address of principal office:	
Telephone number:	
Fax number:	
Web site:	
E-mail address:	
The contact person: (name, telephone number, e-mail)	

### ANNEX 3. Form of Power of Attorney

[ON THE LETTERHEAD OF THE BIDDER, AS APPLICABLE]

[DATE OF ISSUANCE AND PLACE OF ISSUANCE OF THE POWER OF ATTORNEY]

#### Power of Attorney

Hereby, [NAME OF THE BIDDER/CONSORTIUM MEMBER AND ADDRESS OF ITS REGISTERED OFFICE] (the "**Beneficiary**"), representing by [FULL NAME, POSITION] authorize:

[FULL NAME OF THE PERSON], a [CITIZENSHIP], [DATE of BIRTH] and holding [TYPE AND DETAILS OF IDENTIFICATION DOCUMENT (e.g. PASSPORT)], who is presently residing at [PLACE OF RESIDENCE],

as true and lawful representative (the "**Authorized Representative**") to do in the name and on behalf of the Beneficiary, all such acts, deeds and things as are necessary or required in connection with submission of the Prequalification Application and Proposal to the State Assets Management Agency of the Republic of Uzbekistan (the "Agency") to participate in the process of privatization of a share in the equity capital of JSC Ferganaazot in the amount of 99.02% ("Project"), including:

- (i) signing and submission of the Prequalification Application, and any other documents or writings or providing oral explanations, considerations related to the Project;
- (ii) participate in meetings and calls for Bidders (if the Beneficiary is prequalified and invited by the Competition Commission), and providing information/responses to the Competition Commission/the Agency;
- (iii) representing the Beneficiary in all matters before the Competition Commission/the Agency;
- (iv) participating in negotiations with the Agency on terms and conditions of the deal and signing of all contracts within the Project including the Purchase and Sale Agreement and;
- (v) generally dealing with the Competition Commission/the Agency in all matters in connection with or relating to or arising out of the Prequalification Application for participation in the Project and the conclusion of the Purchase and Sale Agreement.

The Beneficiary hereby confirms that all acts, deeds and things lawfully done or caused to be done by the Authorized Representative pursuant to and in exercise of the powers conferred by this Power of Attorney shall be deemed to have been done by the Beneficiary.

This Power of Attorney shall remain in force until [*insert date which must be at least 1 (one) year from the Prequalification Application Deadline*]. This Power of Attorney shall cease if the submitted Prequalification Application is revoked or rejected or the of the Purchase and Sale Agreement is concluded with another Bidder.

The powers under this Power of Attorney shall not be transferrable to another person.

IN WITNESS WHEREOF THE BENEFICIARY HAS EXECUTED THIS POWER OF ATTORNEY ON THIS [DATE].

For [NAME OF THE BIDDER/CONSORTIUM MEMBER]

[Name, Position]

[Signature, if any]