

REPUBLIC OF UZBEKISTAN
MINISTRY OF WATER RESOURCES

**MODERNIZATION OF IRRIGATION PUMPING STATIONS TO ENHANCE
ENERGY EFFICIENCY UNDER PUBLIC-PRIVATE PARTNERSHIP FRAMEWORK**

REQUEST FOR QUALIFICATION

MARCH 3, 2026

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DEFINITIONS

As used in this RFQ, the following terms shall have the following meanings:

Affiliate means in relation to a Prospective Bidder or a Consortium Member, a person who controls, is controlled by, or is under the common control with such Prospective Bidder or Consortium Member. For these purposes, 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 the majority 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;

Anticipated Private Partner Ownership has the meaning given to that term in APPENDIX 5;

CAPEX means capital expenditure;

Confidential Information has the meaning given to that term in APPENDIX 8;

Conduct means conduct:

- (a) involving fraud, corruption, collusion or money laundering;
- (b) involving dishonesty, physical violence or intentional harm to human life; or
- (c) relevant to professional or ethical standards of conduct;

Consortium has the meaning given to that term 5.1 of this RFQ;

Consortium Member has the meaning given to that term in Section 5.1 of this RFQ;

Controlling Interest has the meaning given to that term in Section 5.2(a) of this RFQ;

Conviction means a criminal, civil or regulatory finding or determination that the relevant Prospective Bidder, Consortium Member and/or Relevant Person is guilty of, carried out, participated in, or is otherwise liable for, the Conduct (and the term **Convicted** has the corresponding meaning);

Eligible Projects has the meaning given to that term in Section 6.2(a) of this RFQ;

Estimated Timetable has the meaning given to that term in 4.2 of this RFQ;

Financial Qualification has the meaning given to that term in Section 6.3(a) of this RFQ;

GSA means the Government Support Agreement;

Government means the Government of the Republic of Uzbekistan;

IFC Advisory has the meaning given to that term in Section 1.3 of this RFQ;

Lead Member has the meaning given to that term in 5.2 of this RFQ;

MoEF means the Ministry of Economy and Finance of the Republic of Uzbekistan;

MoWR means the Ministry of Water Resources of the Republic of Uzbekistan;

Net Worth has the meaning given to that term in Section 6.3(d) of this RFQ;

PPP means public-private partnership;

PPP Law means the Law of the Republic of Uzbekistan No. 537 “On Public-Private Partnership”;

PPPA means the Public-Private Partnership Agreement to be entered into by the Public Partner and the Private Partner for the implementation of the Project;

Package(s) has the meaning given to that term in Section 1.2 of this RFQ;

Potential Contractor has the meaning given to that term in 11 Section 5.4 of this RFQ;

Prequalification Application has the meaning given to that term in 3.6 of this RFQ;

Prequalification Form has the meaning given to that term in 6.5 of this RFQ;

Prequalified Bidders means the Prospective Bidders who have passed the prequalification stage of the Tender;

Private Partner means the special purpose company of the Winning Bidder, with whom the Public Partner enters into the PPPA;

Process has the meaning given to that term in Section 1.3 of this RFQ;

Project has the meaning given to that term in 1.1 of this RFQ;

Project Agreements has the meaning given to that term in 3.5 of this RFQ.

Proposal has the meaning given to that term in Section 3.7 of this RFQ;

Prospective Bidder(s) means any legal entity or Consortium that has registered with the VDR and plans to submit a Prequalification Application pursuant to this RFQ;

Prosecution means any criminal, civil or regulatory process, the aim of which is a finding or determination regarding the relevant Prospective Bidder, Consortium Member and/or Relevant Person's guilt, participation in or liability for the Conduct;

Public Partner means the MoWR;

Receiving Party has the meaning given to that term in APPENDIX 8;

Relevant Person means, with respect to a legal or natural person:

- (a) any person controlling, controlled by or under common control with, such person;
- (b) any director, senior executive or manager either of such person or of any person referred to in paragraph (a);

- (c) any consultant, agent or representative supporting such person in connection with the Process or the Project; and
- (d) any person with an aggregate ultimate beneficial interest in at least twenty five percent (25%) of the share capital or ownership interest in such person (howsoever held);

Reserve Winning Bidder means a Prequalified Bidder, whose Proposal is recognized as the second best suitable by the Tender Commission;

Technical Qualification has the meaning given to that term in Section 6.2(a) of this RFQ;

Tender Commission means the commission formed by the Public Partner and approved by the Government to manage this tender process and to evaluate the Applications and Proposals and select a Winning Bidder and a Reserve Winning Bidder;

UN means the United Nations;

“Virtual Data Room” or **“VDR”** means a secure, confidential, and restricted online, web-based platform established and maintained for the purposes of the Process, through which the Public Partner and/or its advisors make information and documentation available relating to the Project and the Process, and through which Prospective Bidders are permitted, subject to agreed terms and conditions, to access such information and upload submissions, applications, queries, and other documents. **Virtual Data Room Undertaking** has the meaning given to that term in 4.4 of this RFQ; and

Winning Bidder means a Prequalified Bidder, whose Proposal is recognized as most suitable by the Tender Commission.

PART 1: REQUEST FOR QUALIFICATION

1. Background

- 1.1. The Government of the Republic of Uzbekistan (the "**Government**"), through the Ministry of Water Resources (the "**MoWR**") and the Ministry of Economy and Finance (the "**MoEF**"), is implementing a nationwide PPP program to modernize and improve the energy efficiency of approximately one thousand and seven hundred (1,700) irrigation pumping stations. The program aims to address outdated infrastructure, high electricity consumption, and operational inefficiencies, while ensuring reliable irrigation for over two (2) million hectares of agricultural land through private investment and expertise.

Further to the above, the Government, acting through the MoEF, and the MoWR ("**Public Partner**"), wishes to develop and implement a PPP project under the Law of the Republic of Uzbekistan No. 537 "On Public-Private Partnership" (the "**PPP Law**") for the modernization of irrigation pumping stations in selected regions of the Republic of Uzbekistan on a Design, Build (rehabilitation, fabrication and modernization works), Finance, Operate and Maintain (DBFOM) basis, aimed at enhancing energy efficiency (by implementing energy conservation measures), cost efficiency (by lowering operation and maintenance expenses), and service reliability, and for this purpose, the Public Partner wishes to engage private developers in the sector, to utilize their sectoral expertise and mobilize private financing (the "**Project**").

The Project aims to improve energy efficiency through the implementation of energy-saving measures, reduce operating and maintenance costs, and enhance the reliability of irrigation pumping services.

- 1.2. The Project is being implemented across seven (7) regions of the Republic of Uzbekistan and the Republic of Karakalpakstan, and comprises two (2) packages ("**Package(s)**"):
- (a) Package-1: twenty-two (22) pumping stations with a total of eighty (80) pumping units.
 - (b) Package-2: fifty-four (54) pumping stations with a total of one hundred and seventy-four (174) pumping units.

Prospective Bidders may submit Prequalification Applications for:

- (a) either one (1) of the two Packages- Package 1 or Package-2; or
 - (b) for both Packages.
- 1.3. The Government appointed the International Finance Corporation, a member of the World Bank Group, acting through its Transaction Advisory Services division, as its lead transaction advisor ("**IFC Advisory**") to assist it in structuring and implementing an open and competitive tender process to select a private sector developer or consortium (the "**Winning Bidder**") to implement the Project (the "**Process**").
- 1.4. The Public Partner intends to invite private sector developers and investors to participate in a competitive tender in relation to the Project with IFC Advisory's support.

- 1.5. Accordingly, IFC Advisory has engaged a number of third-party advisory firms to advise and support it in connection with the Project and the development and implementation of the proposed tender. Such advisory firms include:
 - (a) Ernst & Young LLP (India & Uzbekistan) and Encotec (Azerbaijan), as technical advisers;
 - (b) Trilegal (India) and Kosta Legal Law Firm, as legal advisers.
- 1.6. A 'Project Concept Note' and a 'Project Evaluation Document', prepared in accordance with the PPP Law, have been duly developed by the Public Partner, and subsequently, approved and adopted by the Government on March 02, 2026.
- 1.7. The current stage of the Process is a prequalification round, to prequalify those legal entities and Consortiums ("**Prospective Bidders**") that possess the requisite experience, expertise, legal capacity and financial resources to implement the Project.
- 1.8. The Public Partner invites Prospective Bidders that believe they are capable of meeting the qualification criteria set out in this request for qualification document ("**RFQ**") to submit Prequalification Applications (*as defined below*) in accordance with the requirements of this RFQ.
- 1.9. The Prospective Bidders that submit Prequalification Applications which are deemed to have met the requirements of this RFQ by the Tender Commission ("**Prequalified Bidders**") will be eligible to participate in the next stage of the Process and shall be issued a request for proposals ("**RFP**"). The exact process, procedures and timelines to be followed during the RFP stage of the Process shall be determined by the Public Partner and a tender commission, formed by the Public Partner and approved by the Government, for the Project (the "**Tender Commission**") following the completion of the RFQ stage, with the objective of preserving competition in the Process and upholding transparency, competitiveness and non-discrimination.
- 1.10. Prequalification Applications must be submitted electronically via a virtual (online) data room (the "**VDR**") on or before the Prequalification Application submission deadline of 17:00 Tashkent time, on May 02, 2026, and in accordance with Section 7.4(d) below.
- 1.11. The Public Partner and the Tender Commission each reserve the right to request Prospective Bidders to provide them with an original hard copy of any Prequalification Application (or any part of any Prequalification Application) at any time prior to the completion of the Process.
- 1.12. All submissions must be in English and accompanied by either Uzbek or Russian translation. The English version of the Prequalification Application shall prevail over its Uzbek /Russian version¹.

¹ **Note to Prospective Bidders:** Please refer to APPENDIX 2: PROCESS INFORMATION) for the translation requirements.

PART 2: DISCLAIMER

2. Disclaimer

- 2.1. The Public Partner is providing this RFQ solely for use by Prospective Bidders in preparing and submitting the Prequalification Applications (*as defined below*). This RFQ has been prepared with the assistance of IFC Advisory, as lead transaction advisor to the Public Partner.
- 2.2. Neither the Public Partner nor IFC Advisory, nor the Tender Commission nor any of their respective consultants or advisors:
 - (a) makes any representation or warranty (express or implied) as to the accuracy or completeness of the information contained herein or in any other document made available to a Prospective Bidder at any time;
 - (b) shall have any liability for this RFQ or for any other written or oral communication transmitted to a Prospective Bidder; or
 - (c) will be liable to reimburse or compensate a Prospective Bidder for any costs or expenses incurred by a Prospective Bidder in evaluating or acting upon this RFQ or otherwise in connection with the potential transaction contemplated herein or otherwise.
- 2.3. This RFQ constitutes an invitation to submit a Prequalification Application. It does not constitute a solicitation to invest, partner or otherwise participate in, the Project.
- 2.4. Without prejudice to 7.1 of this RFQ, all communications between the Prospective Bidders and the Public Partner and/or Tender Commission, as well as all information and data obtained in connection with or arising out of this RFQ and the Process shall be treated as confidential during as well as after preparation and submission of the Prequalification Applications. In the event of any breach of confidentiality by the Prospective Bidder, the Public Partner and/or Tender Commission, at their sole and absolute discretion, may at any time reject the Prequalification Application by such Prospective Bidder without any further consideration and terminate that Prospective Bidder's right to participate in the Process.

PART III: INSTRUCTIONS TO PROSPECTIVE BIDDERS

3. Introduction

- 3.1. The Public Partner is seeking a private sector developer or consortium to implement the Project.
- 3.2. It is anticipated that the Winning Bidder will implement the Project through a special purpose company (the "**Private Partner**"), to be established and incorporated in Uzbekistan specifically for this purpose.
- 3.3. The RFQ is issued for one-time prequalification process only. Prequalification under this RFQ does not guarantee eligibility for future tenders.
- 3.4. In the interests of convenience, and unless otherwise specified, further references in this RFQ to:
 - (a) the Project shall be construed as referring to the project described in Section 1.13.1;
 - (b) the Winning Bidder shall be construed as referring to the development company or consortium described in Section 1.3, to whom the relevant Project is awarded; and
 - (c) the Private Partner shall be construed as referring to the special purpose company described in 3.2, through which the Winning Bidder will implement the relevant Project.
- 3.5. In connection with the Project, the Private Partner is expected to enter into:
 - (a) a public-private partnership agreement ("**PPPA**") under which the Private Partner will, subject to terms and a set of operational performance standards set out in the applicable laws and the PPPA, enhance the energy efficiency of the existing pumping stations (as required), and will design, build (rehabilitation, fabrication and modernization works), finance, operate and maintain the pumping stations, implement modern management and governance practices to achieve operational efficiencies;
 - (b) a Government Support Agreement ("**GSA**") with the Republic of Uzbekistan represented by the MoEF under which the Republic of Uzbekistan will undertake to provide certain protections and other support to the Project under the PPP Law; and
 - (c) certain other agreements relating to the Project, to be identified and provided in due course,

(together, the "**Project Agreements**").
- 3.6. As the first stage of the Process, the Public Partner hereby invites prequalification applications (each a "**Prequalification Application**") from Prospective Bidders to be considered for selection as a Prequalified Bidder.
- 3.7. Prospective Bidders that succeed in becoming Prequalified Bidders will subsequently receive the RFP inviting them to carry out their own due diligence on the Project and

thereafter to submit binding proposals capable of acceptance by the Tender Commission and the Public Partner in respect of the Project (each a "**Proposal**").

- 3.8. The RFP Stage is the competitive procurement process that is intended to result in the selection of the Winning Bidder and the Reserve Winning Bidder. The RFP will provide details on the technical and financial information required to be submitted in the Proposal.
- 3.9. Submission of a Bid Bond (*as shall be defined in the RFP*) will be required at the RFP Stage. The requirements regarding the form of a Bid Bond, its terms and conditions, validity period and issuing bank, will be specified in the RFP. Pursuant to the rules of the RFP, the Tender Commission will assess Proposals received from Prequalified Bidders and will take the decision on selection of a Winning Bidder and a Reserve Winning Bidder.
- 3.10. The Public Partner will then seek to finalize and sign the PPPA with the Private Partner to implement the Project. Should the PPPA not be signed by the date defined in the Letter of Award (*as shall be defined in the RFP*), the Public Partner reserves the right to award the Project to the Reserve Winning Bidder, or to re-tender the Project, if the Reserve Winning Bidder declines to sign the PPPA.

4. **Project data and information**

- 4.1. APPENDIX 1 contains brief background information relating to the Project and some indicative minimum technical specifications with which the Project may ultimately be expected to comply.
- 4.2. APPENDIX 2 contains key data relating to the Process, including information relevant to the submission of Prequalification Applications and an estimated timetable for the Process (the "**Estimated Timetable**").
- 4.3. In addition to the information contained in APPENDIX 1, the Public Partner and/or the Tender Commission may make various reports and documents available to Prequalified Bidders via the VDR during the RFP stage.
- 4.4. Prospective Bidders will be required to enter into an undertaking in order to have access to the VDR and its contents (a "**Virtual Data Room Undertaking**") as per the form provided in
- 4.5. APPENDIX 8 and shall email the executed Virtual Data Room Undertaking to dxsh@minwater.uz (with copies to Yoqubov.Abduqodir@imv.uz, Jalil.Boykalanov@imv.uz, dxshtender@imv.uz) on or before submission deadline of 17:00 Tashkent time, on April 24, 2026. The Virtual Data Room Undertaking will also govern the use of and confidentiality of the information in the VDR and set out the proposed arrangement as regards reliance on reports.

5. **Prospective Bidder composition, participation restrictions, costs**

- 5.1. A Prospective Bidder may be a company, firm, corporate body or investment fund or a consortium of such entities ("**Consortium**"). A Consortium shall comprise up to a maximum of three (3) such entities (each a "**Consortium Member**"), subject always to the requirement

in 5.98 and the intention that the Project will ultimately be implemented through the Private Partner.

- 5.2.** Each Prospective Bidder which is a Consortium shall appoint and authorize a lead member (“**Lead Member**”), having regard to the requirements set out below, which will ultimately be applied to the Private Partner through the Project Agreements for a specified number of years after the commercial operations date (to be determined by the Public Partner and specified in the PPPA):
- (a) the Lead Member shall hold and be beneficially entitled to a controlling interest in the Private Partner, and for these purposes a "**Controlling Interest**" shall comprise:
 - (i) a direct or indirect shareholding of more than fifty percent (50%) of the share capital of the Private Partner; and
 - (ii) the power to elect a majority of the board of directors (or other similar constituent body) or otherwise direct the management and policies of the Private Partner, directly or indirectly; and
 - (b) each Consortium Member shall hold at least ten percent (10%) of the share capital of the Private Partner.
 - (c) save for the rights of the financing parties of the Project, there shall be no contractual or other arrangement in respect of the Lead Member that purports to transfer, assign or delegate to any third party any right, title or interest in respect of any part of the Controlling Interest or any minimum individual interest referred to in paragraph (a) of this Section 5.2 (or does in practice so transfer, assign or delegate). In the case of a Prospective Bidder that is a single entity, such entity shall be considered as the Lead Member for such entity for the purposes of the Process.
- 5.3.** Subject to Sections 5.44 to 5.66 below, no legal entity or other person may participate or be involved directly or indirectly (including via an Affiliate) in more than one (1) Prequalification Application in any capacity whatsoever.
- 5.4.** Nothing in this RFQ is intended to or shall prevent a potential contractor, service provider and/or equipment manufacturer or supplier (a "**Potential Contractor**") from participating or being involved in more than one (1) Prequalification Application if it does so solely with a view to:
- (a) carrying out or performing works;
 - (b) providing services; and/or
 - (c) supplying plant, equipment and/or machinery

to, for or on behalf of more than one (1) Prospective Bidder and/or Prequalified Bidder (or special purpose company which has been or may be established by them), provided always

that the conditions set out in 5.55 are fully complied with by each relevant Prospective Bidder and/or Prequalified Bidder.

5.5. The conditions referred to in 5.44 are that:

- (a) no Potential Contractor may be involved directly or indirectly (including via an Affiliate) in more than one (1) Consortium as an investor;
- (b) each relevant Prospective Bidder and/or Prequalified Bidder must ensure that:
 - (i) they comply fully with all applicable laws in respect of fraud, corruption, collusion;
 - (ii) suitable measures are put in place, to ensure that:
 - (A) confidentiality is preserved and maintained in relation to each Prequalification Application; and
 - (B) there can be no collusion (or possibility of collusion) between different Prospective Bidders and/or Prequalified Bidders.

5.6. Prospective Bidders and Prequalified Bidders must not:

- (a) impose on Potential Contractors any restrictions, or provide any inducement, monetary or otherwise, which may in any way, limit a Potential Contractor's ability to carry out or perform works, provide services and/or supply plant, equipment and/or machinery (or to offer to do so) to, for or on behalf of other Prospective Bidders and/or Prequalified Bidders or multiple Prospective Bidders and/or Prequalified Bidders (in accordance with the requirements and conditions of this RFQ); and/or
- (b) offer Potential Contractors any payment, commission, advantage, gift and/or incentive of any kind as an inducement or reward for:
 - (i) working with one Prospective Bidder and/or Prequalified Bidder to the exclusion of others; and/or
 - (ii) refusing to work with any other Prospective Bidder and/or Prequalified Bidder.

5.7. If and to the extent that a Prospective Bidder and/or a Prequalified Bidder fails to comply fully with the conditions set out in 5.55 or the requirements in 5.66, the Public Partner and/or the Tender Commission shall be entitled in its absolute discretion to reject any Prequalification Application (or later submission) that is submitted by the relevant Prospective Bidder and/or Prequalified Bidder and exclude them from the Process.

5.8. Subject to the remaining provisions of this RFQ, changes (including, but not limited to, removals, replacements, additions, etc.) to Consortium Members will only be permitted at the discretion of the Public Partner and/or the Tender Commission, provided always that:

- (a) no such changes are allowed between the Prequalification Application submission deadline and announcement of the Prequalified Bidders;

- (b) a Consortium may add, remove, or replace any Consortium Member, except for the Lead Member, or make any changes to the participation of any Consortium Member, other than the Lead Member, after the announcement of the Prequalified Bidders, subject to a written approval of the Public Partner and/or the Tender Commission, such approval not to be unreasonably withheld or delayed;
- (c) if changes are made, the Consortium must continue to meet the requirements of this RFQ, including but not limited to those requirements set out in 5.2;
- (d) the substitute (in cases where a new member is replacing an existing Consortium Member or a single entity Prospective Bidder is joining with other entity to form a Consortium) would have satisfied and continues to satisfy all applicable criteria including the Financial (if applicable) and Legal Prequalification Criteria set out in the RFQ; and
- (e) changes will only be permitted where:
 - (i) the change proposed is, in the opinion of the Tender Commission, acting reasonably, made in good faith by the Prospective Bidder; and
 - (ii) the Tender Commission has provided, at its exclusive discretion, written approval to the change subject to such substitute meeting the requirements set out in sub-clause (d) above.

5.9. Following signature of the Project Agreements, such changes will only be permitted as is expressly provided in the Project Agreements. For these purposes, Prospective Bidders are advised that it is intended that the Project Agreements may allow such changes to a limited extent, subject always to compliance with the requirements set out in 5.2.

5.10. Each Prospective Bidder shall bear all costs associated with the preparation and submission of its Prequalification Application, including without limitation all costs and expenses related to the Prospective Bidder's preparation of responses to any questions or requests for clarification which the Public Partner and/or the Tender Commission may submit pursuant to (b). A Prospective Bidder shall not make any claim for reimbursement by the Public Partner, Tender Commission or any other public authority of the Republic of Uzbekistan of any costs or expenses incurred by the Prospective Bidder in respect of this RFQ.

6. Prequalification Application

6.1. Introduction

- (a) Each Prequalification Application and all correspondence and documents related thereto shall be submitted in the language specified in APPENDIX 2. Any material not submitted in such language shall be disregarded for all purposes.

- (b) Each Prequalification Application shall comprise the following documents:
 - (i) Part I - Technical Qualification - evidence that the relevant Prospective Bidder satisfies all of the Technical Criteria (see 6.2);
 - (ii) Part II - Financial Qualification - evidence that the relevant Prospective Bidder satisfies all of the relevant Financial Criteria (see 6.3);
 - (iii) Part III - Legal Qualification - evidence that the relevant Prospective Bidder satisfies all of the Legal Criteria (see 6.4); and
 - (iv) Part IV - Prequalification Form - prequalification form and other documents or information (see 6.5).
- (c) No Prequalification Application shall contain prices or price schedules or any other reference to rates and prices for undertaking the Project. Any Prequalification Application containing any such price information will be rejected and the relevant Prospective Bidder will be disqualified. Additionally, Prequalification Applications shall not include any comments, proposals, or suggestions regarding the structure of the Project or the terms of any Project Agreement. Any such inclusion may, at the discretion of the Public Partner, result in the rejection of the Prequalification Application.
- (d) Prospective Bidders may, at the request of the Public Partner and/or the Tender Commission, be required to provide evidence of the authenticity of certain documents submitted either prior to or after the announcement of Prequalified Bidders.

6.2. Technical Qualification

- (a) To demonstrate technical capacity and experience (the "**Technical Qualification**") to bid for Package-1 and/or Package-2, the Prospective Bidder shall demonstrate the following:
 - (i) development experience, as set out in Section 6.2(b) below;

AND

 - (ii) operation and maintenance ("**O&M**") experience, as set out in Section 6.2(c) below,

in each case, in relation to "**Eligible Projects**". An Eligible Project means a project:

- (A) in any one (1) or more of the following areas:
 - (I) irrigation, water supply, or sewerage;
 - (II) pumping stations or water conveyance systems; or

- (III) rehabilitation projects involving installation, replacement, or upgradation of pumps and motors.
 - (B) which has been successfully commissioned in the last ten (10) financial years immediately preceding the Prequalification Application submission deadline, as evidenced by the acceptable documents set out in Appendix 5;
 - (C) which has been successfully operational for a minimum period of two (2) years, as evidenced by the acceptable documents set out in Appendix 5; and
 - (D) which has a capital cost of more than USD 20,000,000 (USD Twenty Million), as evidenced by the acceptable documents set out in Appendix 5.
- (b) **Development experience:**
- The Prospective Bidder should have developed and/or constructed and/or manufactured/supplied and/or designed and fabricated, [at least two (2) Eligible Projects], of which [at least one (1)] Eligible Project should demonstrate experience in undertaking electro-mechanical works, involving:
- (i) pumps and motors; and/or
 - (ii) electrical systems such as switchgear, control panels, motor control centers (MCCs), variable frequency drives (VFDs), transformers, or similar equipment.
- (c) **O&M experience:**
- The Prospective Bidder should have experience in undertaking the O&M of [at least one (1)] Eligible Project for a minimum period of one (1) year. It is clarified that the Eligible Project for which O&M experience is being claimed by the Prospective Bidder (i) may be the same as or different from the Eligible Project(s) used to demonstrate development experience; and (ii) may not necessarily be developed by the Prospective Bidder, provided that the Prospective Bidder has been responsible for the O&M of such project for a minimum continuous period of one (1) year. Such O&M experience may be demonstrated through an annual maintenance contract performed by the Prospective Bidder in respect of the Eligible Project and evidenced by the acceptable documents set out in Appendix 5.
- (d) Where the Prospective Bidder is a Consortium, the Technical Qualification may be demonstrated by the Lead Member individually, or by such Lead Member jointly with one (1) or both of the other Consortium Members. A Consortium Member whose technical experience is relied upon to demonstrate Technical Qualification shall, individually, or collectively with the other Consortium Member (where both non-Lead Member Consortium Members lend technical experience) hold at least twenty per cent (20%) of the equity shareholding in the Private Partner.
- (e) The Prospective Bidder or Consortium Member, as the case may be, may evidence such satisfaction of the criteria under Sections 6.2(b) and 6.2(c) by way of: (i) its own expertise and experience, including where such entity was employed as the principal contractor/supplier to undertake the development or O&M of the relevant Eligible Project; or (ii) that of a business entity(ies) in which it holds a direct or indirect shareholding greater than twenty five percent (25%).

6.3. Financial Qualification

- (a) To demonstrate financial capacity (the "**Financial Qualification**"), the Prospective Bidder seeking qualification for:
- (i) Package-1 solely, shall have a minimum Net Worth (*defined below*) of USD 35,000,000 (USD Thirty Five Million);
 - (ii) Package-2 solely, shall have a minimum Net Worth of USD 17,000,000 (USD Seventeen Million); and
 - (iii) both Packages, shall have a minimum Net Worth of USD 50,000,000 (USD Fifty Million),

in each case, at the close of the financial year immediately preceding the Prequalification Application submission deadline.

- (b) In case of a Consortium, the combined Net Worth of the Consortium Members shall be the sum of individual Net Worths of each Consortium Member multiplied with such Consortium Member's proposed equity shareholding in the Private Partner. It is clarified for the avoidance of doubt that each Consortium Member shall demonstrate the Financial Qualification, in proportion to the Consortium Member's proposed equity shareholding in the Private Partner.

For the purposes of illustration, if a Prospective Bidder A consists of three consortium members (X, Y and Z) and is seeking qualification for both Packages, the details of Net Worth of X, Y and Z and their respective shareholding in the Private Partner are provided in the table below:

Name of Consortium Member	Proposed shareholding in Private Partner	Net Worth (in USD Millions)	Net Worth to be considered for computing combined Net Worth (in USD Millions)
X	35%	10	3.5
Y	15%	50	7.5
Z	50%	80	40
Combined Net Worth of Consortium (in USD Million)			51

Based on the above, Prospective Bidder A shall be deemed to have demonstrated the required Financial Qualification for both Package-1 and/or Package-2.

- (c) To satisfy Financial Qualification, a Prospective Bidder (or a Consortium Member, as the context may require) may rely on the Net Worth of an Affiliate. Such Affiliate will be required to submit an undertaking in the form set out in Appendix 10 as part of the Prequalification Application of the Prospective Bidder / Consortium Member.

- (d) For the purposes of this RFQ, the "**Net Worth**" of a Prospective Bidder or a Consortium Member or an Affiliate of the foregoing, as the case may be, shall mean (as applicable given the legal nature of the entity) the amount derived by subtracting the liabilities from the assets as certified by a chartered accountant/statutory auditor having a valid registration. For further clarity, in case of a company, Net Worth should be calculated as the sum of subscribed and paid up equity and reserves from which shall be deducted the sum of revaluation reserves, miscellaneous expenditure not written off and reserves not available for distribution to equity shareholders.
- (e) If the Prospective Bidder, Consortium Member or Affiliate, as the case may be, is an investment fund, or owned by an investment fund, such Prospective Bidder, Consortium Member or Affiliate, shall be required to submit the following documents as part of Prequalification Application in lieu of the Net Worth requirement for Financial Qualification:
- (i) copies of relevant documents (such as the subscription agreement or limited partner agreement) evidencing irrevocable commitments from one or more limited partners or other investors in the relevant fund of at least: (A) USD 35,000,000 (USD Thirty Five Million), if the Prospective Bidder is seeking qualification for Package-1; (B) USD 17,000,000 (USD Seventeen Million), if the Prospective Bidder is seeking qualification for Package-2; or (C) USD 50,000,000 (USD Fifty Million), if the Prospective Bidder is seeking qualification for both Packages, in each case, as at the date on which the relevant fund closed to new commitments;
 - (ii) a letter from Chief Financial Officer, Chief Investment Officer or equivalent of the manager of such fund, dated no earlier than the date falling two (2) weeks prior to the Prequalification Application submission deadline:
 - (A) confirming the availability as at such date of an aggregate amount of at least (A) USD 35,000,000 (USD Thirty Five Million), if the Prospective Bidder is seeking qualification for Package-1; (B) USD 17,000,000 (USD Seventeen Million), if the Prospective Bidder is seeking qualification for Package-2; or (C) USD 50,000,000 (USD Fifty Million), if the Prospective Bidder is seeking qualification both Packages, in each case, (or equivalent) in uncommitted funds;
 - (B) committing to notify the Public Partner (with a copy to the Tender Commission) immediately upon such funds being irrevocably allocated to another purpose;
 - (C) acknowledging the right of the Public Partner / Tender Commission to disqualify the relevant Prospective Bidder from the Process as a result of such allocation; and
 - (D) acknowledging that the Prospective Bidder will be subject to additional requirements in the Process, as follows: (I) if designated as a Prequalified Bidder, an additional requirement under the RFP to provide

as part of any final proposal a guarantee or letter of credit from an entity which has an international long term credit rating in foreign currency by Standard & Poor's Ratings Services, Moody's Investors Service or Fitch Ratings Limited of at least BB / Ba2 / BB respectively in an amount to be specified in the RFP; and (II) if ultimately awarded the Project, an additional requirement under the PPPA for such fund manager to retain a controlling interest in the Winning Bidder (or Consortium Member of Winning Bidder) who holds equity in the Private Partner until the expiry of two (2) years from the date of commercial operation of the pumping stations awarded to the Winning Bidder as defined in the PPPA.

- (f) If the Prospective Bidder is a Consortium, such Prospective Bidder's Prequalification Form (as defined below in Section 6.5) shall include the confirmation set out in paragraph 5 of Appendix 5.

6.4. Legal Qualification

Without prejudice to Sections 6.2 and 6.3, to be declared a Prequalified Bidder, a Prospective Bidder or, where the Prospective Bidder is a Consortium, each Consortium Member shall be required to satisfy all of the following legal prequalification criteria (each a "**Legal Criterion**", together the "**Legal Criteria**") and to submit the documentation described in Section 6.4(f) below:

- (a) be duly registered as a legal entity in the Republic of Uzbekistan, or as a legal entity registered in a foreign state recognized by and having diplomatic relations with the Republic of Uzbekistan.
- (b) Neither it nor any Relevant Person:
 - (i) is in bankruptcy, liquidation, or receivership or is being wound up;
 - (ii) is having its affairs administered by a court or a judicial office;
 - (iii) has been suspended from carrying out any of its business activities;
 - (iv) has been previously suspended, disqualified or debarred from any PPP or public procurement process in Uzbekistan;
 - (v) is subject to, or involved in, legal proceedings in relation to any of the foregoing;
or
 - (vi) is unable to form a reasonable expectation of being able to discharge all financial liabilities as they fall due.
- (c) Neither it nor any Relevant Person:
 - (i) is currently the subject of a Prosecution; or

- (ii) has been, at any time after January 2016, Convicted, provided that notwithstanding the foregoing, if a Relevant Person is the subject of a Prosecution or has been Convicted in accordance with the foregoing and:
 - (A) all natural persons whose actions served as the basis for the Prosecution or Conviction for the same Conduct, are no longer:
 - (I) directors, senior executives or managers of such Relevant Person; or
 - (II) consultants, agents or representatives supporting such Relevant Person in connection with the Process or the Project, or otherwise engaged in a manner allowing such person to influence how the Relevant Person conducts business; and
 - (B) such Relevant Person is not a legal or natural person with an aggregate beneficial interest of at least twenty five percent (25%) of the share capital or ownership interest in the Prospective Bidder or a Consortium Member (howsoever held),

then the Prospective Bidder may provide all relevant details about the Conduct, Prosecution and/or Conviction, as well as details of measures taken in response to these (including remedial and mitigating measures) and, if the Public Partner and/or the Tender Commission is satisfied that these measures comprehensively and adequately mitigate the risks (including integrity risks) associated with that Relevant Person and/or Prospective Bidder or Consortium Member (as applicable), it may, in its absolute discretion, deem the requirements of this Section 6.4(c) to have been satisfied, either absolutely or conditionally subject to compliance by the relevant Prospective Bidder, Consortium Member and/or Relevant Person with such conditions as the Public Partner and/or the Tender Commission may specify;

- (iii) is not aware of any conflict of interest or potential conflict of interest, as defined in Section 8 below, arising from prior or existing contracts or relationships which affects or could affect its or (upon formation) the Private Partner's (as applicable) potential involvement in the Project (other than supply or service agreements among members of the Consortium Member's corporate group in the ordinary course);
- (iv) has any tax liabilities, outstanding social security contributions or liabilities in respect of judgments awarded by any court or similar proceedings in the period of three (3) years prior to the date of this invitation, save in each case to the extent that it has made suitable accounting provision for such liabilities in accordance with applicable accounting regulations;
- (v) has had a PPP agreement or a concession agreement terminated as a result of an

event of default of the private partner/contractor in the event of a PPP agreement or the concessionaire/operator (as applicable) under a concession agreement;

- (d) Neither it nor any Relevant Person:
 - (i) is included as a debarred person pursuant on the public sanctions list of any multilateral development bank that is party to the Agreement on Mutual Enforcement of Debarment Decisions of 9 April 2010 (www.crossdebarment.org); or
 - (ii) is included on any sanctions lists promulgated by the UN Security Council or its committees, or any other recognised international sanctions list.
- (e) Neither it nor any Relevant Person has operations (directly or through any subsidiary) or carries out transactions that are not in compliance with the sanctions promulgated by the UN Security Council or its committees or national sanctions in Uzbekistan.
- (f) To demonstrate compliance with the Legal Criteria the Prospective Bidder shall submit, or if the Prospective Bidder is a Consortium, each Consortium Member shall submit the following:
 - (i) a confirmation letter in the form attached as APPENDIX 3;
 - (ii) copies of constitutive documents e.g., charter, articles of incorporation or foundation agreement, as applicable;
 - (iii) a comprehensive organisation chart showing, or narrative text describing, how it is owned, up to the level of ultimate beneficial ownership by individuals and identifying by name all legal or natural persons holding (at any level in the organisation structure) an aggregate ultimate beneficial interest of least one percent (1%) or more;
 - (iv) if the Prospective Bidder is a Consortium, a duly notarized copy of the consortium agreement, joint venture agreement, memorandum or equivalent contract;
 - (v) official copies of each such legal person's certificate of good standing (or if such a certificate or its equivalent is not available in the relevant jurisdiction, its constitutive documents, e.g. certificate of incorporation and/or registration or equivalent) in the original language, together with a translation into the Prequalification Application language as defined in APPENDIX 2;
 - (vi) power(s) of attorney substantially in the form attached as Appendix 4 authorising the person(s) signing and submitting the Prequalification

Application on behalf of the relevant Prospective Bidder or each Consortium Member (as applicable) (provided that to the extent that a Prospective Bidder or Consortium Member considers that a power of attorney in general or the form attached as APPENDIX 4 in particular is not effective or appropriate, advance clarification and approval of an alternative form of document should be sought in accordance with the process described in 7.1);

- (vii) if the Prospective Bidder is a Consortium, in respect of each Consortium Member a notary-certified letter of authorization(s) to the Lead Member authorizing it to represent and irrevocably bind any and all Consortium Members, and conduct all business for and on behalf of any and all the Consortium Members, during the Process for the Project, as evidenced by Appendix 9 (*Letter of Authorization for Lead Member*).

6.5. (vi) Prequalification Form

Each Prospective Bidder shall provide a prequalification form in the form attached as APPENDIX 5 ("**Prequalification Form**") signed on behalf of the Prospective Bidder (or if the Prospective Bidder is a Consortium, the Lead Member) by the individual identified in the power(s) of attorney referred to in (vi) Section 6.4(f)(vi).

7. Process

7.1. Clarifications

- (a) Any Prospective Bidder requiring any clarification of any part of this RFQ or of any of the requirements set out herein may notify the Public Partner and/or the Tender Commission in writing in English, via the VDR, at any time prior to the deadline for such requests specified in the Estimated Timetable (*as defined below*).
- (b) To the extent that the Public Partner and/or the Tender Commission responds to any or all such requests (and it shall not be obliged to do so), it shall send via VDR such response(s) to all Prospective Bidders in one (1) or more batches and without identifying the source of the original request(s). Any change proposed to be made by a Prospective Bidder in its Prequalification Application to any form provided in this RFQ will only be permitted if advance clarification of such change is sought in accordance with this 7.1 and such change is approved by the Public Partner and/or the Tender Commission.
- (c) Prospective Bidders shall use the template below for submission of queries or requests for clarification:

Subject:	Submission of queries, requests for clarification and/or suggestions for consideration in respect of the request for qualification ("RFQ")
-----------------	--

	issued for the PPP project for the Modernization of irrigation pumping stations to enhance energy efficiency (the "Project").		
Defined terms:	Unless otherwise defined, capitalised terms used in this submission shall have the meaning given to them in the RFQ.		
Date of submission:	[Insert date of submission]		
Potential Bidder:	[Insert name of Prospective Bidder]		
Ref. No.	Section of RFQ	Query/ request for clarification/ suggestion for consideration	Proposed drafting amendment* (if any)

7.2. Pre-Application Meeting

- (a) The Public Partner may hold a physical and/or virtual pre-application meeting for Prospective Bidders at the RFQ Stage. If the Public Partner decides to hold the pre-application meeting, the time and venue of the pre-application meeting will be notified to Prospective Bidders using the VDR. Only the representatives of the Prospective Bidders shall be allowed to participate in the pre-application meeting. The Public Partner may revise the date, time or venue and/or limit the number of representatives permitted to attend the pre-application meeting. If the Public Partner makes any such change, it will inform only Prospective Bidders through the VDR.
- (b) Any presentation materials presented by the Public Partner at the pre-application meeting will be uploaded to the VDR. Any such presentation materials shall not in any event be construed as an agreement, understanding or an instruction by the Public Partner and nor shall they be binding on the Public Partner.
- (c) The Public Partner may provide clarifications at the pre-application meeting as it deems appropriate, provided that any revision to the bid documents that may become necessary as a result of the pre-application meeting will be made by the Public Partner exclusively in accordance with Section 7.1 (b) and not through any clarifications given at the pre-application meeting.
- (d) The Public Partner further reserves the right to set up one or more follow-up meetings after the initial pre-application meeting if it deems necessary.

7.3. Estimated timetable

The Estimated Timetable is set out in APPENDIX 2. The Estimated Timetable is presented for indicative purposes only and the Public Partner and/or the Tender Commission shall not

incur any liability whatsoever in respect thereof. The Public Partner and/or the Tender Commission may amend the Estimated Timetable (and any other information in APPENDIX 2) at any time in its sole discretion, provided that in no circumstance shall any such amendment result in an acceleration of the Prequalification Application submission deadline. The Public Partner and/or the Tender Commission shall give notice to Prospective Bidders as soon as reasonably practicable after making any such changes (whereupon all references to time and deadlines in this RFQ shall be deemed amended accordingly).

7.4. Format, Signing and Submission of Prequalification Applications

- (a) Each Prospective Bidder shall prepare and submit its Prequalification Application to the Public Partner by uploading a full and complete copy of the Prequalification Application to the designated folder within the VDR. Details of the VDR and the designated folder within the VDR for each Prospective Bidder shall be provided upon receipt of the signed Virtual Data Room Undertaking from the Prospective Bidders, together with details as to how the VDR can be accessed and how documents can be uploaded. Prospective Bidders must split each of Parts I to IV as described in (b) into separate electronic files before they are uploaded to the VDR. Prospective Bidders may submit a Prequalification Application for either of the two Packages or for both Packages.
- (b) The person(s) duly authorised by the power(s) of attorney referred to in (vi)Section 6.4(f)(vi) to bind the Prospective Bidder shall sign the Prequalification Application by signing its completed Prequalification Form, based on the form attached at APPENDIX 5, with the supporting documents listed in such form. The Prequalification Application shall be signed in blue or black ink.
- (c) The Prequalification Application shall be typed and shall contain no alterations, omissions or additions. Any manuscript text, other than the signature referred to in Section 7.4(b), will be ignored.
- (d) Prequalification Applications must be uploaded in full and complete to the VDR no later than the Prequalification Application submission deadline, in each case as specified in APPENDIX 2. Any Prequalification Application, including any part thereof, submitted after the submission deadline mentioned in Appendix 2 will not be accepted. Prospective Bidders are reminded to start uploading the Prequalification Application at least three (3) hours before the Prequalification Application submission deadline, in each case as specified in APPENDIX 2 and any upload not finished by that time will be rejected.

7.5. Opening of Prequalification Applications

- (a) Prequalification Applications will be opened immediately after the Prequalification Application submission deadline, in each case as specified in APPENDIX 2.

- (b) The Tender Commission will promptly commence the evaluation of each Prequalification Application submitted before the deadline specified in APPENDIX 2 in accordance with Section 7.6 below.

7.6. Evaluation of Prequalification Applications

- (a) The Tender Commission shall first examine each Prequalification Application to determine whether it is complete in form and substance.
- (b) Where the Tender Commission deems it convenient or necessary for clarification purposes, it may - but shall not be so obliged - request supplementary information or documentation from a Prospective Bidder (whether relating to such Prospective Bidder, any Consortium Member, the relevant Prequalification Application or any document submitted as part thereof or otherwise in connection therewith) for determining its eligibility for prequalification. Whenever such request is made, the Prospective Bidder shall provide the required information or documentation to the Tender Commission within three (3) business days (or such longer period as is specified in the request from the Tender Commission).
- (c) Once the Tender Commission has concluded the clarification process contemplated under (b) (if any), it shall proceed to formal evaluation of the Prequalification Applications. Such evaluation shall be on a simple "pass/fail" basis.
- (d) Any Prospective Bidder whose Prequalification Application is evaluated as being compliant with the requirements of 6.1 shall be designated as a Prequalified Bidder. The Public Partner (or the Tender Commission as appropriate) shall notify all Prequalified Bidders on the same date as to whether or not their Prequalification Applications have been accepted, via the VDR or via email. This information shall also be published on the official websites of the Public Partner and the MoEF.
- (e) Any Prospective Bidder whose Prequalification Application fails to demonstrate compliance with the requirements of 6.1 shall be designated as a non-prequalified bidder. The Public Partner (or the Tender Commission as appropriate) shall notify all such non-prequalified bidders simultaneously that their Prequalification Applications have been rejected.
- (f) For the purposes of the formal evaluation referred to in (c), the Tender Commission shall be entitled (but shall not be so obliged) to use its discretion to disregard non-material deviations from the formal requirements of 6.1, provided that it is clear from the relevant Prospective Bidder's Prequalification Application (and from any subsequent clarifications pursuant to 7.1) that the Prospective Bidder satisfies relevant Technical, Financial and Legal Criteria.
- (g) The Tender Commission shall be entitled to disqualify any Prospective Bidder from the Process, whether during the formal evaluation referred to in (c) or subsequently,

if it discovers that any statement in any document provided by such Prospective Bidder as part of or in connection with its Prequalification Application is or was when made incorrect or misleading in any material respect.

7.7. Termination or Variation of Process

- (a) Notwithstanding any other provision of this RFQ or any other document already issued or to be issued in future in connection with the Process, the Public Partner (or the Tender Commission as appropriate) reserves the right at all times:
 - (i) to vary the detailed requirements of the Project, the capacity or other technical requirements of any facility to be operated as part of the Project and/or the scope of the Project being procured under the Process;
 - (ii) to amend the Process or amend or clarify the procedures and rules relating thereto;
 - (iii) to extend the Estimated Timetable from time to time;
 - (iv) to terminate or suspend the Process and/or to announce a re-tender in the event if the number of Prequalified Bidders is less than two (2); and
 - (v) to request additional information from any Prospective Bidder reasonably required to assess this Prequalification Application, in each case at any time and for any reason and without incurring any liability to any Prospective Bidder or Prequalified Bidder in respect thereof.

7.8. Governing law

The Process is governed by the laws of the Republic of Uzbekistan, including specifically the PPP Law and the Regulation on PPP. The courts of the Republic of Uzbekistan shall have exclusive jurisdiction over all disputes arising under, pursuant to and/or in connection with the Process.

PART VI: MISCELLANEOUS

8. Conflict of Interest

- 8.1. Prospective Bidders and Consortium Members shall not have a Conflict of Interest in relation to this Project and Process. For the purposes of this RFQ, "Conflict of Interest" means, in respect of any Prospective Bidder or a Consortium Member:
- (a) such Prospective Bidder or Consortium Member and any other Prospective Bidder or Consortium Member have either directly or indirectly common controlling shareholders, meaning that such controlling shareholders may:
 - (i) direct or cause the direction of the votes attaching to the majority of two or more of the Prospective Bidders' or Consortium Members' issued shares or interests or carrying voting rights; and/or
 - (ii) appoint or remove or cause the appointment or removal of two or more of the Prospective Bidders' or Consortium Members' directors (or equivalent officials) holding the majority of the voting rights in such respective Bidders' or Consortium Members' board of directors (or equivalent body); and/or
 - (iii) otherwise direct the respective Prospective Bidders' or Consortium Members' management and policies by operation of law or legal agreement;
 - (b) such Prospective Bidder or Consortium Member receives or has received any direct or indirect subsidy, grant, concessional loan or subordinated loan from any other Prospective Bidder or Consortium Member, or has provided any such direct or indirect subsidy, grant, gifts, concessional loan or subordinated loan to any other Prospective Bidder or Consortium Member;
 - (c) such Prospective Bidder or Consortium Member has a relationship with another Prospective Bidder or Consortium Member, either directly or through common third parties, that puts them in a position to:
 - (i) have access to each other's commercially sensitive information; and/or
 - (ii) influence or be perceived to have influenced the Prequalification Application of the other;
 - (d) such Prospective Bidder or Consortium Member has participated as a consultant(s) and/or advisor(s) or has directly assisted the MoWR and/or Tender Commission in the preparation of any documents, design and/or technical specifications in respect of the Project and Process;
 - (e) such Prospective Bidder or Consortium Member employs or has employed an officer or employee of the MoWR and/or Tender Commission in relation to the Project (including the Process); and/or

(f) such Prospective Bidder or Consortium Member appoints any legal, financial, technical or other advisor of the MoWR in relation to the Project for matters related to or incidental to the Project and/or the RFQ.

- 8.2.** Prospective Bidders or their agents and/or employees shall not engage in discussions or other communications with any other Prospective Bidder or their agents and/or employees regarding the preparation or submission of their Prequalification Application.
- 8.3.** Subject to Section 8.1(f) of this RFQ, Prospective Bidders and/or Consortium Members may use the same firm or firms as other Prospective Bidders and/or Consortium Members to obtain geotechnical, topographical, or other information about the Project site and may use the same firm or firms as other Prospective Bidders and/or Consortium Members to obtain financial, tax, accounting or legal advice in respect of the RFQ or the Project, except any of the advisors employed by the MoWR and/or the IFC Advisory for this Project, as listed in Section 1.5 above.
- 8.4.** Breach of this Section 8 may result in rejection of the Prequalification Application and disqualification of the Prospective Bidder from the Process.

9. Confidentiality

Without prejudice to the Virtual Data Room Undertaking, all communications between the Prospective Bidders, the MoWR and Tender Commission (and/or its or their advisors), as well as all information obtained in connection with or arising out of this RFQ, shall be treated as confidential by the Prospective Bidder both during and as after preparation and submission of the Prequalification Applications. In the event of any breach of confidentiality by a Prospective Bidder, the MoWR and/or Tender Commission (at their absolute discretion) may at any time reject the Prequalification Application by the Prospective Bidder without any further consideration and terminate that Prospective Bidder's participation in the Process.

PART V: APPENDICES

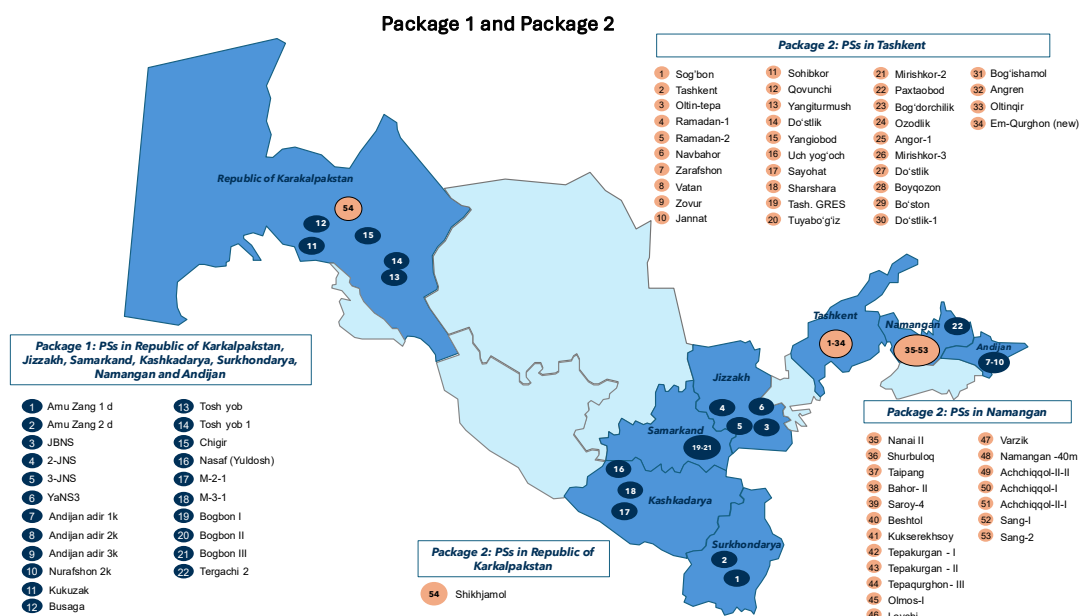
APPENDIX 1: BACKGROUND INFORMATION

The Government of Uzbekistan, through the Ministry of Water Resources and the Ministry of Economy and Finance, is implementing a nationwide PPP program to modernize and improve the energy efficiency of approximately one thousand seven hundred (1,700) irrigation pumping stations. The program aims to address outdated infrastructure, high electricity consumption, and operational inefficiencies, while ensuring reliable irrigation for over two million hectares of agricultural land through private investment and expertise. To ensure effective and orderly implementation, the program is being implemented on a phased basis.

The program aims to improve energy efficiency through the implementation of energy-saving measures, reduce operating and maintenance costs, and enhance the reliability of irrigation pumping services. This phase of the program comprises two (2) Packages and is being implemented across seven (7) regions of the Republic of Uzbekistan² and the Republic of Karakalpakstan. Additional pumping stations will be bid-out for upgradation in subsequent phases.

Prospective Bidders may submit proposals for either of the two Packages or for both Packages.

1. Package-1: twenty-two (22) pumping stations with a total of eighty (80) pumping units.
2. Package-2: fifty-four (54) pumping stations with a total of one hundred and seventy-four (174) pumping units.



² Surkhondarya, Jizzakh, Kashkadarya, Samarkand, Andijan, Tashkent, and Namangan regions

The Project is expected to be implemented over a period of twenty-five (25) years, including a two (2) year construction period (approximately).

The Private Partner is expected to modernize and rehabilitate the pumping stations, including the installation of control and automation systems (SCADA), upgrades to electrical and civil infrastructure, and the implementation of environmental and social measures in compliance with best practices and applicable local regulations.

This Appendix is intended to provide Prospective Bidders with an overview of the Project background and key characteristics. Detailed requirements, obligations and risk allocation will be set out in the subsequent tender documentation, including the RFP and the Project Agreements.

APPENDIX 2: PROCESS INFORMATION

Basic Information

Project Name	Modernization of irrigation pumping stations to enhance energy efficiency under Public-Private Partnership (PPP) framework
The Public Partner contact details	<p>Ministry of Water Resources of the Republic of Uzbekistan Address: 11, Karasuv-4 Residential Area, Mirzo-Ulugbek District, Tashkent city, 100187, Republic of Uzbekistan; Mr. A'zam Narmuxammedovich Tagayev Email: dxsh@minwater.uz</p> <p>Ministry of Economy and Finance of the Republic of Uzbekistan Address: 29, Istiklol Street, Yunusabad District, Tashkent city, 100017, Republic of Uzbekistan Mr. Abduqodir Muxamadjumayevich Yoqubov, copy to Mr. Jalil G'aybullayevich Boykalanov E-mail: Yoqubov.Abdugodir@imv.uz, copy to dxstender@imv.uz, Jalil.Boykalanov@imv.uz</p>
IFC Advisory contact details	Email: uzpumpsee@ifc.org
Details of VDR for submission of Applications	To be notified to each Prospective Bidder separately upon receipt of the signed Virtual Data Room Undertaking from such Prospective Bidder.

Prequalification Application language	<p>The Prequalification Application, Confirmation Letter, Power of Attorney, Consortium Agreement & Authorization for the Lead Member (if applicable) shall be submitted in English and accompanied by a translation into Uzbek or Russian.</p> <p>The Confirmation Letter, Power of Attorney, Consortium Agreement & Authorization for the Lead Member (if applicable) shall be notarized as a certified translation and apostilled or legalized.³</p> <p>For avoidance of doubt, supporting documents submitted under Appendix 6: Format of Technical Qualification Form do not need to be translated.</p>
Clarification Request language	All Clarification Requests must be submitted in English.

Estimated Timetable* (*timetable currently proposed)

Activity	Target Deadline
RFQ issue date	March 03, 2026
Clarification request deadline	April 18, 2026, 17.00 Tashkent time
Prequalification Application submission deadline	May 02, 2026, 17.00 Tashkent time
Announcement of Prequalified Bidders	To be notified

³ Uzbekistan joined the Hague Convention that allows documents to go through the apostille procedure. However, please take into account the following: (i) for the Minsk Convention countries, apostille is not required and notarization is sufficient; (ii) Apostille is not applicable for the documents originating from Austria, Belgium, Germany, and Greece, and, hence, consular legalization is required instead; (iii) for non-Apostille countries, the consular legalization is required.

APPENDIX 3: CONFIRMATION LETTER

PREQUALIFICATION APPLICATION FORM

To: Ministry of Water Resources of the Republic of Uzbekistan & Ministry of Economy and Finance of the Republic of Uzbekistan

Re: Modernization of irrigation pumping stations to enhance energy efficiency under Public-Private Partnership framework

[Date]

Dear Sirs,

I refer to the request for qualification document dated [date] issued in connection with the Project ("**RFQ**"). Capitalised terms defined in the RFQ and used but not defined herein shall bear the meanings ascribed to them in the RFQ.

In accordance with Section 6.4 of the RFQ, I hereby confirm on behalf of [*name of Prospective Bidder or Consortium Member*] (the "**Company**") that:

- the Company is registered as a business entity in the [*country of jurisdiction (Uzbekistan or another country recognized by and having diplomatic relations with the Republic of Uzbekistan)*];
- the Company and all Relevant Persons are not in bankruptcy or liquidation proceedings or receivership, or wound up, or their affairs are not being administered by a court or a judicial officer, or their business activities have not been suspended or they are not the subject of legal proceedings of any of the foregoing and have a reasonable expectation of being able to discharge all financial liabilities as they fall due;

➤ [*check one as applicable*]

(i) neither the Company nor any Relevant Person:

- (A) is currently the subject of a Prosecution; or
- (B) has been, at any time after January 2016, Convicted.

OR

(ii) the Company is not currently the subject of a Prosecution nor has it been, at any time after January 2016, Convicted, but a Relevant Person is currently the subject of a Prosecution, or has been, at some time after January 2016, Convicted, and:

- (A) all natural persons whose actions served as the basis for the Prosecution or Conviction, are no longer:
 - (I) directors, senior executives or managers of such Relevant Person; or
 - (II) consultants, agents or representatives supporting such Relevant Person in connection with the Process or the Project, or otherwise engaged in a manner allowing such person to influence how the Relevant Person conducts business; and
 - (B) such Relevant Person is not a legal or natural person with an aggregate beneficial interest of at least twenty five percent (25%) of the share capital or ownership interest in the Prospective Bidder or a Consortium Member (howsoever held); and
 - (C) all relevant details about the Conduct, Prosecution, or Conviction, as applicable, as well as details of measures taken in response to these (including remedial and mitigating measures) are enclosed⁴;
- the Company is not aware of any conflict of interest or potential conflict of interest arising from prior or existing contracts or relationships which affects or could affect its or (upon formation) the Private Partner's (as applicable) potential involvement in the Project, subject to the exceptions described in Section 6.4 of the RFQ;
 - the Company abided in full with provisions in respect of Potential Contractor in Sections 5.5 and 5.6;
 - neither the Company nor any Relevant Person has any tax liabilities or outstanding social security contributions or liabilities in respect of judgments awarded by any court or similar proceedings in the period of three (3) years prior to the date of this invitation, save in each case to the extent that it has made suitable accounting provision for such liabilities in accordance with applicable accounting regulations;
 - neither it nor any Relevant Person has had a concession agreement or a PPP agreement terminated as a result of an event of default of the concessionaire/operator or the private partner/contractor under a PPP agreement,

⁴**Note to Prospective Bidders:** In accordance with and pursuant to the terms set forth in Section 6.4, Prospective Bidders selecting this checkbox may be requested to provide additional information and the Public Partner and/or the Tender Commission may, in its absolute discretion, deem the Legal Criteria to be: (a) not satisfied, (b) satisfied, or (c) conditionally satisfied by such Prospective Bidder.

- neither the Company nor any Relevant Person:
- (i) is included as a debarred person pursuant on the public sanctions list of any multilateral development bank that is party to the Agreement on Mutual Enforcement of Debarment Decisions of 9 April 2010 (www.crossdebarment.org); or
 - (ii) is included on any sanctions lists promulgated by the UN Security Council or its committees, or any other recognised international Sanctioned list; and
 - (iii) has operations (directly or through any subsidiary) or carries out transactions that are not in compliance with the sanctions promulgated by the UN Security Council or its committees or national sanctions in Uzbekistan.

In accordance with Section 6.4 of the RFQ, I enclose the following documents:

- (a) a comprehensive organisation chart showing - or narrative text describing – how the Company is owned, up to the level of ultimate beneficial ownership by individuals and identifying by name all legal or natural persons holding (at any level in the organisation structure) an aggregate ultimate beneficial interest of one percent (1%) or more;
- (b) [a duly notarized copy of the consortium agreement, joint venture agreement, memorandum or equivalent contract]⁵;
- (c) official copies the Company’s certificate of good standing (or, if such a certificate or its equivalent is not available in the Company’s jurisdiction, its constitutive documents, e.g., certificate of incorporation and/or registration or equivalent) in the original language, together with a translation into the Prequalification Application language as defined in Appendix 2 of the RFQ; and
- (d) a duly notarized power of attorney substantially in the form attached as Appendix 4 of the RFQ.

Yours faithfully,

[*Name*]

[*Position*]

Authorised signatory for [*Prospective Bidder or Consortium Member*]

⁵ **Note to Prospective Bidders:** Delete in case of a single entity Prospective Bidder.

APPENDIX 4: FORM OF POWER OF ATTORNEY⁶

[On the letterhead of the Prospective Bidder or each Consortium Member, as applicable]

[Date of issuance and place of issuance of the Power of Attorney]

Power of attorney

Reference is made to Modernization of irrigation pumping stations to enhance energy efficiency under Public-Private Partnership framework (the "**Project**") and the request for prequalification document dated [date] issued in connection therewith ("**RFQ**"). Capitalised terms defined in the RFQ and used but not defined herein shall bear the meanings ascribed to them in the RFQ.

[Company], incorporated under the laws of [country] and having its registered office at [address] ("**Company**") does hereby irrevocably constitute, nominate, appoint and authorize [name]⁷ of [address], who is presently employed with [Lead Member] and holding the position of [title], as its true and lawful attorney ("**Attorney**") to do in its name and on its behalf, all such acts, deeds, matters and things as are necessary or required in connection with or incidental to submission of a Prequalification Application on behalf of [Prospective Bidder] pursuant to the RFQ issued and for the ensuing participation of [Prospective Bidder] as Prequalified Bidder including but not limited to:

- (a) representing the Company [and the Prospective Bidder] in all matters relating to the Process, including signing, receiving, executing and submitting all bids, proposals, contracts, undertakings and other documents relating to the Process (including the Project Agreements);
- (b) participating in pre-bid conferences and other conferences and providing information/responses to the Public Partner and the Tender Commission and generally dealing with the Public Partner and the Tender Commission in all matters in connection with or relating to the Process,

and we hereby agree to ratify and confirm and do hereby ratify and confirm all acts, deeds, matters and things done or caused to be done by our said Attorney pursuant to and in exercise of the powers conferred by this Power of Attorney and that all acts, deeds and things done by our said Attorney in exercise of the powers hereby conferred shall be done and shall always be deemed to have been done by us.

This Power of Attorney is valid until [insert the date].

⁶ **Note to Prospective Bidders:** Power of Attorney must be duly notarized, legalized or apostilled, as well as its English translation.

⁷ **Note to Prospective Bidders:** In the event of a Consortium, all Consortium Members should appoint the same individual, who should be an employee, officer or other representative of the Lead Member.

A specimen signature of each Attorney is attached to Schedule 1 of this Power of Attorney for reference.

IN WITNESS WHEREOF, THE COMPANY HAS EXECUTED THIS POWER OF ATTORNEY ON THIS DAY OF....., 20..

BY

Schedule 1 - Specimen Signatures

Attorney Name:

Specimen Signature:

[repeat for each Attorney as required]

APPENDIX 5: PREQUALIFICATION FORM

To: Ministry of Water Resources of the Republic of Uzbekistan, Ministry of Economy and Finance of the Republic of Uzbekistan

Re: Modernization of irrigation pumping stations to enhance energy efficiency under Public-Private Partnership framework

[Date]

Dear Sirs,

1. I refer to the request for prequalification document dated [date] issued in connection with the Project ("**RFQ**"). Capitalised terms defined in the RFQ and used but not defined herein shall bear the meanings ascribed to them in the RFQ.
2. [Prospective Bidder] hereby submits its Prequalification Application in conformity with the RFQ and requests to be considered for prequalification as a Prequalified Bidder in connection with the Project and confirms that it:
 - (a) acknowledges and agrees to the disclaimer in and other terms of the RFQ;
 - (b) agrees to comply with all rules, laws and regulations governing the Process as issued by the Public Partner and any other relevant authorities from time to time;
 - (c) confirms it has sufficient legal capacity to participate in the Process, enter into the Project Agreements and implement the Project;
 - (d) accepts the right of the Public Partner and the Tender Commission:
 - (i) to vary the scope of the Project;
 - (ii) to amend the Process or amend or clarify the procedures and rules relating thereto;
 - (iii) to extend or amend the Estimated Timetable from time to time;
 - (iv) to terminate the Process; and
 - (v) to request additional information from any Prospective Bidder reasonably required to assess this Prequalification Application,in each case at any time and for any reason and without incurring any liability to any Prospective Bidder or Prequalified Bidder in respect thereof; and
 - (e) accepts the exclusive application of the laws of Uzbekistan with respect to the Process and exclusive jurisdiction of the courts of Uzbekistan over all disputes

arising under, pursuant to and/or in connection with the Process.

[Prospective Bidder] hereby designates the Attorney identified (and as defined) in the Power of Attorney enclosed within this Prequalification Application as its representative to receive notices in respect of the prequalification and the tender at the following address, telephone numbers and email address:

[Insert details]

3. [Prospective Bidder] hereby confirms that the Power of Attorney enclosed within this Prequalification Application is a legal, valid, binding and enforceable delegation of the Prospective Bidder in accordance with its terms.
4. [Include one of the following two provisions, depending on whether the Prospective Bidder is a Consortium (first provision) or a single entity (second provision):]

[Prospective Bidder] confirms that it is a Consortium comprising the following Consortium Members: [List Consortium Members, clearly identifying the Lead Member, and set out each Consortium Member's anticipated ultimate beneficial shareholdings in the Private Partner in the form of the table provided below]. [Prospective Bidder] confirms that there will be no change in the membership of the Consortium or the foregoing anticipated beneficial shareholdings in the Private Partner (or related control and other interests held) by each Consortium Member ("**Anticipated Private Partner Ownership**") until signature by the Private Partner of the Project Agreements and then only as permitted therein, save to the extent that the Public Partner otherwise consents in writing or as otherwise permitted by the RFQ.

Role	Name of Entity	Anticipated Beneficial Shareholding in the Consortium
Lead Member	<input type="text"/>	<input type="text"/>
Consortium Member (if applicable)	<input type="text"/>	<input type="text"/>
Consortium Member (if applicable)	<input type="text"/>	<input type="text"/>

[OR]

[Prospective Bidder] confirms that it is submitting this Prequalification Application in its own right and not as a Consortium, that it anticipates holding the entire beneficial shareholding in the Private Partner (and related control and other interests) ("**Anticipated**

Private Partner Ownership") and that there will be no change in the Anticipated Private Partner Ownership until signature by or novation to the Private Partner of the Project Agreements and then only as permitted therein, save to the extent that the Public Partner otherwise consents in writing.

5. *[Only include if the Prospective Bidder is a Consortium:*

[Prospective Bidder] hereby confirms that, in the event that it is awarded the Project, the Lead Member will jointly and severally cover any shortfall in the equity contribution of any Consortium Member that is not a Lead Member.]

6. [Prospective Bidder] hereby represents and warrants that as of the date of this letter all of the information submitted in this Prequalification Application, including the enclosed forms and documents, is accurate, complete and not misleading in any respect.

7. The Authorized Representative hereby confirms on behalf of the Prospective Bidder/each Consortium Member and each of their Relevant Persons that it (they) meet(s) the qualification requirements listed below and provide(s) the following documents to the Tender Commission:

No.	Qualification requirement	Acceptable documents evidencing compliance with qualification requirement
Technical		
1	Development experience and O&M experience under Section 6.2 of the RFQ.	<ul style="list-style-type: none"> • Technical Qualification Form (Appendix 6) • To demonstrate development experience and that the project is an Eligible Project: <ul style="list-style-type: none"> ➤ A certificate issued by the Prospective Bidder’s statutory auditor confirming the Prospective Bidder’s experience in the relevant Eligible Project (in accordance with format B in Appendix 6) - for Section 6.2(a)(B) and/or (D), and if applicable, to certify minimum 25% shareholding in the entity referred to in Section 6.2(e)(ii); and ➤ A certificate issued by the relevant customer/employer stating the name of the Eligible Project and the name of the Prequalified Bidder - for Section 6.2(a)(B) and/or (C). • To demonstrate O&M experience: <ul style="list-style-type: none"> ➤ A certificate issued by the Prospective Bidder’s statutory auditor (if relevant) to certify minimum 25% shareholding in the entity referred to in Section 6.2(e)(ii) (in accordance with format A in Appendix 6); and ➤ A certificate issued by the relevant customer/employer stating the name of the

		Eligible Project and the name of the Prequalified Bidder.
Financial		
2	Net Worth for Financial Qualification for Package-1 solely in accordance with Section 6.3(a) (i) of the RFQ.	<ul style="list-style-type: none"> • Certificate from the auditor for net worth and compliance with other financial qualification requirements in Appendix 7; • Copies of the balance sheets for the five (5) years preceding the Prequalification Application submission deadline, submitted by the Prospective Bidder or each Consortium Member (as applicable); • Copies of the audited financial statements for the five (5) completed financial years preceding the Prequalification Application submission deadline (including all notes), submitted by the Prospective Bidder or each Consortium Member (as applicable), and by any relevant Affiliate where relied upon; • Copies of the Annual Reports for the five (5) completed financial years preceding the Prequalification Application submission deadline, submitted by the Prospective Bidder or each Consortium Member (as applicable), and by any relevant Affiliate where relied upon; • Auditor's Certificate issued by a statutory auditor confirming the Applicant's Net Worth and specifying the methodology used to calculate such Net Worth in accordance with the RFQ.
3	Net Worth for Financial Qualification for Package-2 solely in accordance with Section 6.3(a) (ii) of the RFQ.	
4	Net Worth for Financial Qualification for both Packages in accordance with Section 6.3(a) (iii) of the RFQ.	
Legal		
5	The Prospective Bidder, or each Consortium Member (as applicable) satisfies the requirements in Section 6.4(a).	<ul style="list-style-type: none"> • Constitutive documents, e.g. certificate of incorporation and/or registration or equivalent)
6	The Prospective Bidder, or each Consortium Member (as applicable) satisfies the requirements in Section 6.4(b).	<ul style="list-style-type: none"> • Official copies of each such legal person's certificate of good standing (or if such a certificate or its equivalent is not available in the relevant jurisdiction, its constitutive documents, e.g. certificate of incorporation and/or registration or equivalent; • Confirmation Letter in Appendix 3;
7	The Prospective Bidder, or each Consortium Member (as applicable) satisfies the requirements in Section 6.4(c) to Section 6.4(f).	<ul style="list-style-type: none"> • Confirmation Letter in Appendix 3; • if the Prospective Bidder is a Consortium, a duly notarized copy of the consortium agreement, joint venture agreement, memorandum or equivalent contract;

8	The Prospective Bidder, or each Consortium Member (as applicable) satisfies the requirements in Section 8.	<ul style="list-style-type: none"> • a comprehensive organisation chart showing, or narrative text describing, how it is owned, up to the level of ultimate beneficial ownership by individuals and identifying by name all legal or natural persons holding (at any level in the organisation structure) an aggregate ultimate beneficial interest of least one percent (1%) or more • power(s) of attorney substantially in the form attached as Appendix 4 authorising the person(s) signing and submitting the Prequalification Application on behalf of the relevant Prospective Bidder or each Consortium Member (as applicable) so to do, (provided that to the extent that a Prospective Bidder or Consortium Member considers that a power of attorney in general or the form attached as Appendix 4 in particular is not effective or appropriate, advance clarification and approval of an alternative form of document should be sought in accordance with the process described in Section 7.1); • if the Prospective Bidder is a Consortium, in respect of each Consortium Member a notary-certified letter of authorization(s) to the Lead Member authorizing it to represent and irrevocably bind any and all Consortium Members, and conduct all business for and on behalf of any and all the Consortium Members, during the Tender for the Project, as evidenced by Appendix 9 (Letter of Authorization for Lead Member).
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Yours faithfully,
Attorney for [*Prospective Bidder*] under enclosed Power of Attorney

APPENDIX 6. FORMAT OF TECHNICAL QUALIFICATION FORM ⁸

Table 6-1: Details of eligible projects

Item (1)	Refer Instruction	Particulars of the project
Name of Entity claiming experience		
Title & Nature of the project	(2)	
Entity for which the project was constructed/developed	(3)	
Location		
Cost of the project	(4)	
Date of commencement of project / contract	(5)	
Date of completion / commissioning	(5)	
Equity shareholding in the entity developing the project, if applicable (with _____ period during which equity was held)	(6)	

- (1) **Instructions:** Prospective Bidder are expected to provide information in respect of each Eligible Project through which the Prospective Bidder is demonstrating Technical Qualification in this Appendix. The projects cited must comply with the eligibility criteria specified in the RFQ, as the case may be. Information provided in this section is intended to serve as a backup for information provided in the Application.
- (2) A separate sheet should be filled for each Eligible Project.

⁸ **Note to Prospective Bidders:** This Form shall be accompanied with the supporting documents set out in Section 6.2 of the RFQ.

- (3) If the Prospective Bidder is relying on its own experience, including in acting as the principal contractor, the name, address and contact details of owner/authority/agency (i.e. concession grantor, counter party to concession agreement, etc.) should be provided. If the Prospective Bidder is relying on the experience of a business entity(ies) referred to in Section 6.2(e)(ii), name, address and contact details of owner/authority/agency (i.e., concession grantor, counter party to concession agreement, etc.) of such business entity(ies) should be provided.
- (4) Provide the capital cost of Eligible Project in USD. For conversion of UZS, the rate of conversion shall be the daily representative exchange rates published by the Central Bank of the Republic of Uzbekistan as prevalent on the date of issuance of this RFQ. In case of any other currency, the rate of conversion shall be the exchange rate published by the relevant authority/ central bank of the country in which such Eligible Project is located, as prevalent on the date of issuance of this RFQ.
- (5) For each Eligible Project, the date of award and date of commissioning of the project/date of completion of construction should be indicated in Appendix - 6.
- (6) If the Prospective Bidder is relying on the experience of a business entity(ies) referred to in Section 6.2(e)(ii), the equity shareholding of the Prospective Bidder, in the company owning the Eligible Project, held continuously during the period for which Eligible Project is claimed, needs to be given.
- (7) Experience for any activity relating to an Eligible Project shall not be claimed by two or more Members of the Consortium. In other words, no double counting by a Consortium in respect of the same experience shall be permitted in any manner whatsoever.
- (8) The Prospective Bidder claiming Eligible Projects with O&M experience through an entity referred to in Section 6.2(e)(ii) should provide a certificate from its statutory auditor in Format A below:

Format A: Certificate from the statutory auditor

Based on its books of accounts and other published information authenticated by it, this is to certify that (name of the Prospective Bidder /Member/Affiliate) is/ was an equity shareholder in (title of the project company) and holds/ held USD Mn. (USD Million.) of equity (which constitutes% of the total paid up and subscribed equity capital) of the project company from (date) to (date). The project was commissioned on (date of commissioning of the project).

We further certify that the total capital cost of the project was USD Million.

Seal of the statutory auditor

Name:

Signature of the statutory auditor and date

Remarks

1. In case duly certified audited annual financial statements containing the requisite details are provided, a separate certification by statutory auditors would still be necessary.
2. Refer Clause 5.5 of the RFQ.
3. Provide certificate as per this format only. Attach explanatory notes to the certificate, if necessary

- (9) If the Applicant is claiming Eligible Projects with construction/manufacturing experience, it should provide a certificate from its statutory auditors in Format B given below:

[Please see next page]

Format B: Certificate from the statutory auditor regarding construction /manufacturing works

Based on its books of accounts and other published information authenticated by it, this is to certify that (name of the Prospective Bidder / Member/Affiliate) was engaged by..... (title of the project company) to execute (name of project) for (nature of project). The construction of the project commenced on (date) and the project was commissioned on (date, if any). It is certified that.....(name of the Prospective Bidder / Member/Affiliate) received/paid USD Mn. (USD Million) by way of payment for the aforesaid construction.

We further certify that the total capital cost of the project is USD Million.

*{It is further certified that the payments/ receipts indicated above are restricted to the share of the Applicant who undertook these works as a partner or a Member of joint venture/ Consortium.}*⁹

Seal of the statutory auditor

Name:

Signature of the statutory auditor and date

Remarks

1. In case duly certified audited annual financial statements containing the requisite details are provided, a separate certification by statutory auditors would still be necessary.
2. Provide certificate as per this format only. Attach explanatory notes to the certificate, if necessary.
3. It is further certified that the payments/ receipts indicated above are restricted to the share of the Applicant who undertook these works as a partner or a Member of Consortium.

⁹ This certification should only be provided in case of jobs/ contracts, which are executed as part of a partnership/ joint venture/ consortium. The payments indicated in the certificate should be restricted to the share of Prospective Bidder in such partnership/ joint venture/ consortium. This portion may be omitted if the contract did not involve a partnership/ joint venture/ consortium. In case where work is not executed by partnership/ joint venture/ consortium, this paragraph may be deleted.

APPENDIX 7. FORMAT OF CERTIFICATE FROM THE AUDITOR FOR NET WORTH AND COMPLIANCE WITH OTHER FINANCIAL QUALIFICATION REQUIREMENTS¹⁰

[Date]

Prospective Bidder type ^{ss}	Name of Entity	% Shareholding in the Consortium	Net Worth/ Irrevocable commitment of funds^{ff}
			Year
(1)	(2)	(3)	1
			(4)
Single entity Prospective Bidder			
Consortium Member 1			
Consortium Member 2			

¹⁰ **Note to Prospective Bidders:** To be provided on letterhead of an auditor with its full postal address, telephone number and email address.

Consortium Member 3			
TOTAL			

Name & address of Prospective Bidder’s Bankers:

§§A Prospective Bidder consisting of a single entity should fill in details as per the row titled Single entity Prospective Bidder and ignore the rows titled Consortium Members. In case of a Consortium, row titled Single entity Prospective Bidder may be ignored.

££The Prospective Bidder should provide details of its own Financial Capacity or of an Affiliate.

Instructions:

1. The Prospective Bidder/ its constituent Consortium Members shall attach copies of the balance sheets, financial statements and Annual Reports for 5 (five) years preceding the Prequalification Application submission deadline. The financial statements shall:
 - (a) reflect the financial situation of the Prospective Bidder or Consortium Members and its/ their Affiliates where the Prospective Bidder is relying on its Affiliate’s financials;
 - (b) be audited by a statutory auditor;
 - (c) be complete, including all notes to the financial statements; and
 - (d) correspond to accounting periods already completed and audited (no statements for partial periods shall be requested or accepted).
2. Net Cash Accruals shall mean Profit After Tax + Depreciation.
3. Net Worth shall mean the amount derived by subtracting the liabilities from the assets as certified by the chartered accountant/statutory auditor having valid registration. For further clarity, in case of a company, Net Worth should be calculated as the sum of subscribed and paid up equity and reserves from which shall be deducted the sum of revaluation reserves, miscellaneous expenditure not written off and reserves not available for distribution to equity shareholders.

4. Year 1 will be the latest completed financial year, preceding the Prequalification Application submission deadline. Year 2 shall be the year immediately preceding Year 1 and so on. In case the Prequalification Application submission deadline falls within 3 (three) months of the close of the latest financial year, it shall ignore such financial year for the purposes of its Prequalification Application and furnish all its information and certification with reference to the 5 (five) years or 1 (one) year, as the case may be, preceding its latest financial year. For the avoidance of doubt, financial year shall, for the purposes of an Prequalification Application hereunder, mean the accounting year followed by the Prospective Bidder in the course of its normal business.
5. The Prospective Bidder shall provide an Auditor's Certificate specifying the Net Worth of the Applicant and also specifying the methodology adopted for calculating such Net Worth in accordance with the RFQ document.
6. In case of ACI, the Applicant shall provide i) copies of irrevocable commitments from one or more limited partners or other investors in the relevant fund and ii) a letter from Chief Financial Officer, Chief Investment Officer or equivalent of the manager of such fund confirming the availability as at a date, no earlier than the date falling two (2) weeks prior to the Prequalification Application submission, of aggregate amount specified in this RFQ.

APPENDIX 8. FORM OF VIRTUAL DATA ROOM UNDERTAKING¹¹¹²

[Date]

Virtual Data Room Undertaking (“**Undertaking**”) in respect of the Process for the Project Capitalised terms defined in the RFQ and used but not defined herein shall bear the meanings ascribed to them in the RFQ.

1. In accordance with 4.4 of the RFQ, [name of Prospective Bidder or Consortium Member] (the “**Receiving Party**”) hereby undertakes:
 - (a) to keep all Confidential Information (as defined in Clause 2 below) confidential and, save to the extent expressly provided hereunder, not to disclose Confidential Information to any other party, provided that the Receiving Party may disclose Confidential Information if required (and only to the extent required) by applicable law (in which case it shall use best efforts to minimize the nature of the disclosure and inform the Public Partner and the Tender Commission of its obligations to disclose any such information). The Receiving Party shall ensure that all Confidential Information is protected by security measures and is properly protected against theft, damage, loss and unauthorized access. The Receiving Party shall use any Confidential Information disclosed to it for the sole purpose of preparing its Prequalification Application in response to the RFQ and / or proposal in response to the RFP.
 - (b) not to, without the Public Partner’s or Tender Commission’s prior written consent, disclose any Confidential Information to any party nor make any commercial use thereof. The Receiving Party may disclose such Confidential Information to its affiliates, potential suppliers, potential partners, subcontractors, advisors, financial institutions and consultants (“**Consultants**”) to the extent such disclosure is necessary to enable the Receiving Party to prepare Receiving Party’s Prequalification Application or Proposal. The Receiving Party shall obtain a written commitment to maintain such Confidential Information in confidence from any Consultant on terms consistent with and at least as stringent as the terms of this Undertaking prior to sharing the Confidential Information. The Receiving Party shall inform the Public Partner immediately if it becomes aware that any Confidential Information has been disclosed to or come to the knowledge of an unauthorized third party.
 - (c) that prior to making any public release or other announcement incorporating

¹¹ **Note to Prospective Bidders:** In case of a Consortium, each member of the Consortium shall submit this undertaking on the company letterhead of the respective Consortium Member. If additional members are added to the Consortium, such member shall submit this undertaking as soon as it is admitted to the Consortium and in any case prior to the Prequalification Application submission deadline.

¹² **Note to Prospective Bidders:** Delete footnotes from the execution version.

Confidential Information, the Receiving Party will obtain written approval of the Tender Commission or the Public Partner for each release or announcement.

- (d) to indemnify the Tender Commission, the Public Partner and the IFC Advisory for any losses, claims, demands, liabilities, and expenses of whatever nature arising out of a breach of the obligations under or in connection with this Undertaking.
2. “**Confidential Information**” means all non-public business, proprietary, commercial, economic, financial, operational, technical, administrative, marketing information, trade secrets, know-how, whether or not marked as confidential or private, disclosed whether in written, oral, electronic, pictorial or any other form, and all information, correspondence, data, formulae, specifications, standards, processes, designs, photographs, drawings, specification, software programs, samples and any other material, attributable to or deriving from or in connection with the Project, including information provided directly in response to questions and any other information, materials or data disclosed to the Receiving Party by or on behalf of the Public Partner whether through the Tender Commission or by its advisors or otherwise in any form or by any means or through any medium whether it is disclosed on or before the effective date of this Undertaking but excluding:
- (a) any information which at the time of disclosure was in the public domain;
 - (b) after disclosure, is published or otherwise becomes part of the public domain, unless it is in the public domain as a direct or indirect result of a breach by the Receiving Party (or any other party that the Receiving Party is permitted to disclose to) of the obligations contained in this Undertaking; and
 - (c) any information that the Receiving Party can prove that it was in the Receiving Party’s possession at the time of disclosure and was not acquired, directly or indirectly, from the Public Partner, Tender Commission or its members or its advisors or from a third party under an obligation of confidence.
3. This Undertaking shall take effect on the date of execution and delivery of this Undertaking by the Receiving Party. Except as otherwise agreed between the Parties, this Undertaking shall remain in effect until the earlier of: (i) the execution of the PPP agreement in connection with the Project, and (ii) three (3) years from the date of execution of this Undertaking.
4. This Undertaking and any non-contractual obligations arising out of or in relation to it shall be governed by laws of Uzbekistan. Any disputes arising out of or in connection with this Undertaking are subject to the non-exclusive jurisdiction of the courts of Uzbekistan.
5. The Receiving Party acknowledges and accepts that neither the Public Partner and Tender Commission, nor their respective advisors, or other representatives, nor any of their respective officers, employees or agents accept responsibility for or make any representation, express or implied, nor gives any warranty with respect to the accuracy or completeness of the information provided in the VDR or accept any responsibility or liability for technical issues affecting the VDR service.

6. The Receiving Party agrees that the Public Partner, the Tender Commission and their advisors shall accept no liability for any damage of any sort which may be caused to any computer, computer system or other communications device through which the VDR has been accessed, or any information stored on any such computer, computer system or other communications device, in any way resulting from the use of or the downloading of any information from the VDR. Use of the VDR is entirely at the Receiving Party's own risk.

Receiving Party

Name of the Receiving Party (Prospective Bidder or Consortium Member):

By (signature):

(Attorney for the Prospective Bidder under enclosed Power of Attorney or authorized signatory of the Consortium Member)

Name of the Attorney / Authorised signatory:

Position:

APPENDIX 9. LETTER OF AUTHORIZATION FOR THE LEAD MEMBER ¹³¹⁴

[ON THE LETTERHEAD OF THE PROSPECTIVE BIDDER OR CONSORTIUM
MEMBER(S), AS APPLICABLE]

Date: [please insert day, month, year]

To: Tender Commission

Dear Sir,

Terms defined in the RFQ shall have the same meaning when used in this Letter of Authorization for Lead Member of Consortium unless otherwise stated.

We, [please insert names and address of the consortium member(s)] do hereby irrevocably appoint and authorize [please insert name and address of the lead member] ("**Lead Member**") to represent each of us individually and all of us collectively as Consortium Members in [please insert name of bidder] (the "**Prospective Bidder**" or the "**Consortium**") in all matters in connection with the Process, including but not limited to: executing and submitting of the Prequalification Application, Proposal and other relevant documents; participating in the meetings and other conferences held during the RFQ stage or otherwise during the Process; providing or submitting queries and requests for clarification to the MoWR and/or Tender Commission; providing information and responses to the MoWR and/or Tender Commission; representing the Consortium in all matters before the MoWR and/or Tender Commission; signing and execution of all contracts including the PPP Agreement and undertakings consequent to acceptance of the Consortium's Proposals, and generally dealing with the MoWR and/or Tender Commission in all matters in connection with or relating to or arising out of the Consortium's Proposal for the Project and/or upon award of the Project to the Consortium.

We hereby agree to ratify and confirm and do hereby ratify and confirm all acts, deeds and things lawfully done or caused to be done by the Lead Member pursuant to and in exercise of the powers conferred by this letter of authorization and that all acts, deeds and things done by the Lead Member in exercise of the authority hereby conferred shall and shall always be deemed to have been done by us.

¹³ **Note to Prospective Bidders:** To be provided only in the case of a Consortium. This letter of authorization shall be provided (either individually or jointly) by all Consortium Members nominating a Consortium Leader. If provided individually, this letter shall be issued on the letterhead(s) of a Consortium Member nominating a Consortium Leader including full postal address, telephone number and email address.

¹⁴ **Note to Prospective Bidders:** It must be submitted in both the original language and an English translation, and must be duly notarized and, where applicable, apostilled or legalized.

This letter of authorization shall be governed by, and construed in accordance with, the laws of Uzbekistan and the courts of Uzbekistan shall have exclusive jurisdiction over all disputes arising under, pursuant to and/or in connection with this letter of authorization.

Signed by [*insert name of Authorized Representative of Consortium Member*]

For and on behalf of [*insert name of Consortium Member*]:

[*Repeat signature block for each Consortium Member if provided jointly*]

APPENDIX 10. FORMAT OF UNDERTAKING BY AFFILIATE

(to be submitted on the letterhead of the Affiliate whose credentials have been relied upon by the Prospective Bidder/Consortium Member for demonstrating the Financial Qualification Requirements set out under Section 6 of the RFQ)

Dated:

Reference No. _____

From: _____ *(Insert name and address of the relevant Affiliate) (the "Company")*

Phone: _____

Fax: _____

E-mail address _____

To: Ministry of Water Resources of the Republic of Uzbekistan & Ministry of Economy and Finance of the Republic of Uzbekistan

Re: Undertaking for equity investment

We refer to your RFQ dated [●] for Modernization of irrigation pumping stations to enhance energy efficiency under Public-Private Partnership framework.

We have carefully read and examined in detail the RFQ, including in particular, Section 6 of the RFQ.

In consideration of the reliance placed on our credentials by [*insert the name of the Prospective Bidder or the relevant Consortium Member*] for Financial Qualification, we hereby undertake the following:

- (a) In the event of failure of [*insert the name of the Prospective Bidder or the relevant Consortium Member*] to invest in full or in part, the necessary equity in the Private Partner to develop the Project if awarded to [*insert the name of the Prospective Bidder or the relevant Consortium Member*] and/or to submit the bank guarantees/securities

required under the Project Agreements, we shall invest the said amount not invested by [insert the name of the Prospective Bidder or the relevant Consortium Member] and/or submit the bank guarantees/securities not submitted by [insert the name of the Prospective Bidder or the relevant Consortium Member].

- (b) We shall remain an Affiliate of [insert the name of the Prospective Bidder or the relevant Consortium Member], if awarded the Project, until the date of achievement of commercial operation of the pumping stations awarded to [insert the name of the Prospective Bidder or the relevant Consortium Member].

We have attached hereto a certified true copy of the board resolution(s) whereby the board of directors of our Company has approved the issue of this undertaking by the Company to:

- (i) invest the entire equity funding committed by [insert the name of the Prospective Bidder or the relevant Consortium Member] and/or to submit the bank guarantees/securities required under the Project Agreements, in case [insert the name of the Prospective Bidder or the relevant Consortium Member] fails to fulfil either of these obligations; and
- (ii) ensure that the Company remains an Affiliate of [insert the name of the Prospective Bidder or the relevant Consortium Member] till the date of achievement of commercial operation of the pumping stations awarded to [insert the name of the Prospective Bidder or the relevant Consortium Member].

All the terms used herein but not defined, shall have the meaning as ascribed to the said terms under the RFQ.

Yours faithfully,

Dated this [insert date] day of [insert month] 2026

Name and seal of the Company

(Signature, name and designation of the authorised signatory of the Company)

Note (to be deleted from submission): Board resolution authorizing the authorized signatory of the Affiliate to execute this undertaking must be submitted.*

APPENDIX 11. PREQUALIFICATION APPLICATION CHECKLIST

Appendix No.	Form Description	Checked (or marked not applicable) by Prospective Bidder	Checked (or marked not applicable) by Tender Commission
3	Confirmation Letter		
4	Power of Attorney		
5	Prequalification Form		
6	Technical Qualification Form		
7	Certificate From the Auditor for Net Worth and Compliance with other Financial Qualification Requirements		
9	Letter of Authorisation for Lead Member		
10	Undertaking by Affiliate		
11	Application checklist		