



**Egypt Desalination Program
Request for Prequalification**



**THE ARAB REPUBLIC OF EGYPT
MINISTRY OF HOUSING, UTILITIES & URBAN COMMUNITIES
THE SUEZ CANAL AUTHORITY
REPRESENTED BY THE SOVEREIGN FUND OF EGYPT (TSFE)
"REQUEST FOR PREQUALIFICATION No. 01/2022"
FOR
"THE DEVELOPMENT OF DESALINATED POTABLE WATER PLANTS
POWERED BY RENEWABLE ENERGY SOURCES IN DIFFERENT
LOCATIONS ACROSS EGYPT"**





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The information does not purport to be all inclusive or to contain all the information that recipients and their advisers may require or desire in relation to the projects. No warranty or any other assurance is given to recipients as to the accuracy or adequacy of any or all of the information. Recipients should not, therefore, rely on the information and should form their own views as to what information is relevant and undertake their own due diligence, investigations, projections and consult their own advisers to verify independently the information and to obtain any additional information that they may require, prior to making any submission.

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None of the entities involved in the program, nor their respective directors, officers, members, employees, agents or advisers shall have any responsibility or liability for any costs, expenses or any other liabilities whatsoever incurred by any participants in the prequalification or tender process in connection with the program or any of the projects.

The Request for Prequalification does not constitute a contractual offer in relation to any of the projects nor a solicitation to invest, or otherwise participate, in any of the projects.



CONTENTS

1	INSTRUCTION TO PROSPECTIVE APPLICANTS	4
1.1	Introduction	4
1.2	Program Background	5
1.3	Qualification Categories	5
1.4	Structure Overview	6
1.5	Conflict of Interest	6
1.6	Prospective Applicants	6
1.7	Participation Restrictions	7
1.8	Prequalification Costs and Expenses	7
2	PREQUALIFICATION: PREPARATION OF SUBMISSION	8
2.1	Language	8
2.2	Documents comprising the Prequalification Application	8
2.3	Part I – Prequalification Application forms and supporting documents	9
2.4	Part II – Prequalification Criteria	10
2.5	Part III – Consortium specific deliverables	14
2.6	Part IV – Power(s) of Attorney and Proxies	14
2.7	Part V – Pre-printed literature	15
3	PREQUALIFICATION PROCEDURES	16
3.1	Clarifications	16
3.2	Timetable	16
4	APPLICATION FORM: SUBMISSION	17
4.1	Format and signing of the Prequalification Application	17
4.2	Sealing and marking of Prequalification Applications	17
4.3	Deadline for submission of Prequalification Applications	17
4.4	Amendment of the Request for Prequalification	18
5	PREQUALIFICATION APPLICATION: OPENING AND EVALUATION	19
5.1	Preliminary examination of the Prequalification Applications	19
5.2	Evaluation of the prequalification application	19
6	PARTICIPATING IN THE TENDERING PROCESS	20
7	CHANGES IN COMPOSITION OF PREQUALIFIED APPLICANTS	21
7.1	Partnering between Qualified Applicants	21
7.2	Partnering between Qualified Applicants and Non- Qualified Applicants	21



7.3	Other Changes to Consortium Members	21
8	RESERVATION OF RIGHTS	22
	Annex 1: Data Sheet	23
	Annex 2: Prequalification Application Form	24
	Annex 3 – Power of Attorney	26
	Annex 4: Basic Information Form	27
	Annex 5: Prequalification Criteria (Technical and Financial)	28
	Annex 6 – Declaration Letter	34
	Annex 7: Form of Letter of support from Parent Company (if required)	36



1 INSTRUCTION TO PROSPECTIVE APPLICANTS

1.1 Introduction

In light of the Government of the Arab Republic of Egypt's direction towards encouraging the private sector participation in the development of desalinated potable water plant projects and attracting foreign direct investments (FDI) to this vital sector, certain public entities are planning to launch a coordinated program (the "**Program**") for the development of a number of desalinated potable water plant projects powered by renewable energy sources in different locations of the Arab Republic of Egypt (each a "**Project**" and together the "**Projects**").

It is anticipated that the Projects would involve the following public stakeholders (the "**Stakeholders**"):

- Entities falling under the supervision of the **Ministry of Housing, Utilities and Urban Communities** such as the **New and Urban Communities Authority** and/or the **Holding Company for Water and Wastewater** or any of its subsidiaries as the water offtaker for Projects established on land plots within its geographical mandate.
- **The Suez Canal Authority** as the water offtaker for Projects established on land plots within its geographical mandate.

Each an ("**Offtaker**") and together (the "**Offtakers**").

The Sovereign Fund of Egypt ("TSFE") as the private investment fund fully owned by the Egyptian State mandated by the above-mentioned Offtakers to undertake the procedures to prequalify companies interested in submitting proposals for the development of sea water desalination plants and potentially participating – as a shareholder – in the Project Company(ies).

This Request for Prequalification is prepared with the technical assistance of the PPP Central Unit of the Ministry of Finance.

This Request for Prequalification is sent to the persons which have positively responded with their contact details to the invitation for prequalification (the "**Invitation for Prequalification**") published on 4 August 2022 (each a "**Prospective Applicant**" and together the "**Prospective Applicants**").

The purpose of this Request for Prequalification is to invite the Prospective Applicants to indicate their interest in prequalifying for participating in Projects to be launched under the Program until end of 2023 through the submission of a Prequalification Application (as defined below).

The prequalification evaluation process will be handled by a prequalification committee composed of any or all of the Stakeholders (the "**Prequalification Committee**"). Following receipt of the Prequalification Applications, the Prequalification Committee intends select a shortlist of Qualified Applicants (as defined below) to be invited to participate in the next stage of tendering the Projects.

Nothing in this Request for Prequalification or any other documentation or information issued during the prequalification or tendering stage shall constitute the basis of a contract that may be concluded in relation to any of the Projects or otherwise, nor shall such documentation or information be used in construing any such contract.

This Request for Prequalification is subject to the laws of the Arab Republic of Egypt.

A Prospective Applicant should only submit a Prequalification Application where it accepts the terms and content of this Request for Prequalification, including the disclaimers, which shall all remain in full force and effect notwithstanding the execution of definite agreements in respect of any of the Projects.



1.2 Program Background

- The Stakeholders are planning the launch of Projects covering a total planned capacity of **8.85 million m³/day by 2050** and a planned capacity of **3.35 million m³/day by 2025**.
- The expected term for operation of each Project is in the range of **20-30 years** as shall be specified in each request for proposal ("**Request for Proposal**").
- The Projects shall be powered by renewable energy sources based on the rules and regulations to be stipulated by the Ministry of Electricity and Renewable Energy in Egypt as shall be specified in each Request for Proposal.
- Projects will be tendered in lots of different capacities consisting of one or more Project and would be on the basis of reverse osmosis technology.
- The Program shall benefit from a robust set of incentives, to be announced in the near future, to support private sector participation and ensure its successful execution.
- Transfer of technology and maximizing localization of manufacturing desalination components are key objectives of the Program.
- The information, figures and dates mentioned in this Request for Prequalification may be subject to change or any Project may be cancelled at the sole discretion of the Stakeholders.
- The Stakeholders shall not under any circumstances whatsoever be bound to launch Projects within the mentioned timelines or capacities. An Applicant submitting a Prequalification Application shall by doing so deemed to have confirmed that the Stakeholders shall not be under any obligation to launch any or all of the Projects.

1.3 Qualification Categories

- In this Request for Prequalification, there shall be four (4) qualification categories based on various desalination Projects' capacities as follows (each a "**Qualification Category**" and together the "**Qualification Categories**"):

Qualification Categories	Lot Capacity
Category "A"	Up to 1,000,000 m³/day
Category "B"	Up to 600,000 m³/day
Category "C"	Up to 400,000 m³/day
Category "D"	Up to 200,000 m³/day

- Applicants that qualify under a higher Qualification Category shall automatically qualify for all lower Qualification Categories.
- Each Qualification Category shall have its own set of corresponding Prequalification Criteria as indicated in Section 2.4.
- A Prequalification Application should indicate clearly the Qualification Category that it wishes to qualify for and should satisfy all corresponding Prequalification Criteria.
- The Prequalification Committee may, in case a Prequalification Application does not meet the Prequalification Criteria for the Qualification Category for which it is submitted, still qualify the



Egypt Desalination Program Request For Prequalification

Prequalification Application for the lower Qualification Category that it meets the Prequalification Criteria for.

1.4 Structure Overview

- There shall be a competitive tender process conducted at a later stage for the Projects which one or more Request for Proposal would be issued to select a successful bidder in each case for the design, construction, financing, procurement, implementation, operation and maintenance of the Projects (the "**Works**").
- The separate Request for Proposal would be issued in due course with varying capacity lots and for one or more Project. Each Request for Proposal would be issued in accordance with the applicable procurement rules as will be identified in the Request for Proposal in due course.
- Upon awarding a Request for Proposal, the respective successful bidder shall incorporate, a special purpose vehicle (the "**Project Company**") with TSFE, should TSFE wish to participate in the same. TSFE will have the right to participate in the equity of the Project Company, with a share of up to 20% of the issued capital, as will be specified in each Request for Proposal.
- The Project Company shall enter into definitive agreements in regards to performance of the Works including a long-term water purchase agreement to be entered into with the relevant Offtaker whereby the output of the Project shall be sold solely to such Offtaker.
- The financial obligations of the Offtaker under the water purchase agreement shall be supported by a sovereign guarantee issued by the Ministry of Finance (MoF) on behalf of the Arab Republic of Egypt.
- The Project Company shall also enter into a suite of other relevant Project agreements that shall be described in the Request for Proposal.

1.5 Conflict of Interest

By submitting an Prequalification Application, the Prospective Applicant, including all Consortium Members in case of a Consortium, confirm that they are not aware of the existence of a conflict of interest or potential conflict of interest, and that it shall inform the TSFE in writing promptly upon its knowledge of the existence of a conflict of interest or potential conflict of interest. Conflict of interest events shall include, without limitation, the cases described under Section 1.7.

1.6 Prospective Applicants

- A Prospective Applicant may be a single juristic entity or take the form of a consortium (each a "**Consortium**") comprised of a number of juristic entities not exceeding five (5) members, each of which including the Lead Member (as defined below) are referred to as a "**Consortium Member**" and together the "**Consortium Members**" (inclusion of local Consortium Members is encouraged, but is not an obligation).
- Each Consortium shall appoint and authorize one (1) lead member ("**Lead Member**") to represent and irrevocably bind all Consortium Members in all matters connected with this Request for Prequalification, including, but not limited to, the submission of the Prequalification Application on behalf of the Consortium.
- Each Prospective Applicant and the Lead Member in the case of a Consortium must have an Authorized Representative (as defined below) if not represented by its legal representative. "**Authorized Representative**" shall mean the person nominated by the legal representative of a Prospective Applicant, or the Lead Member or Consortium Member, as the case may be, to act on its behalf in connection with this Request for Prequalification pursuant to Section 2.6. In the case of a Consortium, an Authorized Representative of the Lead Member is also empowered to act for the Lead Member on behalf of all Consortium Members.



1.7 Participation Restrictions

- No Prospective Applicant or Consortium Member may prequalify if it owns more than five per cent (5%) of the shares (directly or indirectly, in terms of voting rights and/or rights to dividends) of another Prospective Applicant or Consortium Member of a Consortium.
- No Prospective Applicant or Consortium Member may qualify if it has any representative on the board of directors of another Prospective Applicant or Consortium Member of a Consortium.

1.8 Prequalification Costs and Expenses

The Prospective Applicant shall bear all costs and expenses associated with the preparation and submission of its Prequalification Application, including, without limitation, all costs and expenses related to the Prospective Applicant's to questions or requests for clarification.



2 PREQUALIFICATION: PREPARATION OF SUBMISSION

2.1 Language

- The Prequalification Application prepared by the Prospective Applicant, and all correspondences and documents related to the Prequalification Application shall be submitted in either Arabic or English.
- Any printed information or financial statements provided by the Prospective Applicant in a different language must be accompanied by a certified translation of its pertinent excerpts in Arabic or English which translation shall supersede in case of inconsistency for the purposes of evaluating the same by the Prequalification Committee.
- In case of any inconsistencies between documents submitted in both Arabic and English versions, the Arabic version shall prevail.

2.2 Documents comprising the Prequalification Application

- A Prequalification Application submitted by a Prospective Applicant shall comprise the following documents:
 - Part I – Completed Prequalification Application form and supporting documents as required under Section 2.3;
 - Part II – The information required by Section 2.4 to satisfy the Prequalification Criteria;
 - Part III – Where the Prospective Applicant is a Consortium, the documents required by Section 2.5;
 - Part IV – Power(s) of Attorney as may be required by Section 2.6; and
 - Part V – Optional, separately bound pre-printed literature, as specified by Section 2.7.
- The Prequalification Application must include all completed forms and information set out in this Section 2 in order to be considered a valid Prequalification Application, with the requested documents attached to the relevant forms.
- Prequalification Applications shall contain no prices or price schedules or other reference to rates and prices for undertaking the Project(s).



2.3 Part I – Prequalification Application forms and supporting documents

In Part I of the Prequalification Application submission, each Prospective Applicant shall provide the following:

- A completed Prequalification Application Form as set out in Annex 2 signed by the Prospective Applicant or, if the Prospective Applicant is a Consortium, the Lead Member;
- A completed Basic Information Form as set out in Annex 4 for the Prospective Applicant, or each Consortium Member in case of a Consortium including the Lead Member, signed by the Prospective Applicant or, if the Prospective Applicant is a Consortium, the Lead Member, including up to date basic corporate information and details of the ownership structure of the Prospective Applicant, or each Consortium Member, as evidenced by an extract from the entity's shareholders register (or equivalent corporate information) (e.g. recent listing from a stock exchange) listing any shareholders owning 5% or more of the shares and their respective shareholdings (or equivalent corporate information);
- Up to date articles of association or incorporation and/or by-laws of the Prospective Applicant (or, if the Prospective Applicant is a Consortium, such information as to each Consortium Member) legalized before the Egyptian Consulate in the relevant jurisdiction if issued abroad;
- A valid extract of the commercial registry evidencing that it is validly existing with respect to the Prospective Applicant (or, if the Prospective Applicant is a Consortium, such information as to each Consortium Member) legalized before the Egyptian Consulate in the relevant jurisdiction if issued abroad;
- Audited financial statements of the Prospective Applicant (or, if the Prospective Applicant is a Consortium, such information as to each Consortium Member) for the past three (3) most recent full financial years. When submitting financial statements in foreign languages, Prospective Applicants are required to translate the same into English and convert the denomination currency to USD identifying the used exchange rate. Also, any details of any significant financial or business factors that the Prospective Applicant is aware of that may have an impact on the Prospective Applicant (e.g., mergers, take-overs, rationalization, change of ownership) not taken into account in the financial statements should be submitted as well; and
- A signed Declaration Letter Form as set out in Annex 4 for the Prospective Applicant, or each Consortium Member in case of a Consortium including the Lead Member, notarized and legalized by the Egyptian consulate in the jurisdiction of issuance (if issued abroad) or signature verified by a financial institution.



2.4 Part II – Prequalification Criteria

In Part II of the Prequalification Application submission, the Prospective Applicant (or if the Prospective Applicant is a Consortium, the Lead Member on behalf of the Consortium), shall submit proof that it meets all the relevant prequalification criteria for the relevant Qualification Category set out below taking into account the guidelines set out later in this Section (the "**Prequalification Criteria**").

Prequalification Criteria	Required supporting documents/forms
QC1: Technical Criterion 1 –Specific Desalination Projects Construction and/or Development Experience	DQC1: List of Projects
<p>The Prospective Applicant (or if the Prospective Applicant is a Consortium, at least one Consortium Member) must be able to demonstrate minimum experience as a contractor or in case it was the developer, through contracting with an EPC Contractor, as set out below:</p> <ul style="list-style-type: none"> (i) a number of desalination projects using reverse osmosis technology with aggregate capacity not less than as identified in the corresponding capacity for the relevant Qualification Category below, and (ii) at least the number of desalination projects requested below for each Qualification Category using reverse osmosis technology, each with a capacity not less than the corresponding capacity for the relevant Qualification Category. <p>Each reference desalination project must have achieved commercial operation after 1 January 2010.</p>	<p>The Prospective Applicant (or the Lead Member) shall provide the following to evidence achieving requirements under QC1:</p> <ul style="list-style-type: none"> (i) list of projects with aggregate capacity not less than capacity corresponding to the relevant Qualification Category below, (ii) list covering at least the number of projects required to satisfy the capacity criteria corresponding to the relevant Qualification Criteria, (iii) Complete responses to information required in Table 1 of Annex 5 for each reference project; and (iv) Certificate, declaration or letter issued by the relevant counterparty to confirm the satisfaction of the criteria required in QC1 for each reference project.



**Egypt Desalination Program
Request For Prequalification**

Prequalification Criteria			Required supporting documents/forms
Category	Aggregate Capacity	Minimum Number of Projects	Capacity of Project
A	800,000 m³/day	1	250,000 m³/day
B	500,000 m³/day	1	150,000 m³/day
C	200,000 m³/day	2	70,000 m³/day
D	100,000 m³/day	2	40,000 m³/day
<p>QC2: Technical Criterion 2 – Specific Desalination Plants Operation & Maintenance Experience</p> <p>The Prospective Applicant (or if the Prospective Applicant is a Consortium, at least one of its Consortium Members) must be able to demonstrate minimum experience as an operator (a "Desalination Operator") in the operation and maintenance of at least the number of desalination projects requested below, using reverse osmosis technology, each with a capacity not less than the corresponding capacity for the relevant Qualification Category below.</p> <p>Each reference plant must have achieved commercial operation for at least three (3) consecutive years in the last twelve (12) years.</p>			<p>DQC2: List of Projects</p> <p>The Prospective Applicant (or the Lead Member) shall provide the following to evidence achieving requirements under QC2:</p> <ul style="list-style-type: none"> (i) Complete responses to information required in Table 2 of Annex 5 for each reference project; and (ii) Certificate, declaration or letter issued by the relevant counterparty to confirm the satisfaction of the criteria required in QC2 for each reference project.
Category	Minimum Number of Projects	Capacity of Project	
A	1	250,000 m³/day	
B	1	150,000 m³/day	
C	2	70,000 m³/day	
D	2	40,000 m³/day	
<p>QC3: Specific Renewable Energy Projects Experience</p>			<p>DQC3: List of Projects</p>



**Egypt Desalination Program
Request For Prequalification**

Prequalification Criteria	Required supporting documents/forms
<p>The Prospective Applicant (or if the Prospective Applicant is a Consortium, at least one of its Consortium Members) must be able to demonstrate minimum experience as an operator ("Energy Operator") through developing or operating and maintaining renewable energy projects (solar or wind or hybrid) having an aggregate capacity not less than the corresponding capacity for the relevant Qualification Category below.</p> <p>Each reference plant must have achieved commercial operation for at least three (3) consecutive years in the last twelve (12) years.</p>	<p>The Prospective Applicant (or the Lead Member) shall provide the following to evidence achieving requirements under QC3:</p> <ul style="list-style-type: none"> (i) Complete responses to information required in Table 3 of Annex 5 for each reference project; and (ii) Certificate, declaration or letter issued by the relevant counterparty to confirm the satisfaction of the criteria required in QC3 for each reference project.

Category	Capacity
A	250 MW
B	150 MW
C	75 MW
D	35 MW

QC4: Financial Criterion 1 – Debt Financing	DQC4: List of Projects
<p>The Prospective Applicant (or if the Prospective Applicant is a Consortium, at least one of its Consortium Members) must be able to demonstrate minimum experience in successfully raising debt finance, preferably on project finance or limited recourse basis, from financing institutions for at least two (2) infrastructure projects having a raised debt amount not less than the corresponding amount for the relevant Qualification Category below.</p> <p>Each reference project must have been achieved financial closure after 1 January 2010.</p>	<p>The Prospective Applicant (or the Lead Member) shall provide the following to evidence achieving requirements under QC4:</p> <ul style="list-style-type: none"> (i) Complete responses to information required in Table 4 of Annex 5 for each reference project; and (ii) Certificate, declaration or letter issued by the relevant lenders to confirm satisfaction of the criteria required in QC4 for each reference project.

Category	Debt Financing of each project
A	USD 400 million or equivalent
B	USD 250 million or equivalent
C	USD 100 million or equivalent
D	USD 50 million or equivalent



**Egypt Desalination Program
Request For Prequalification**

Prequalification Criteria	Required supporting documents/forms										
QC5: Financial Criterion 2 – Equity Financing	DQC5: List of Projects										
<p>The Prospective Applicant or any Consortium Member (in case the Prospective Applicant is a Consortium) must be able to demonstrate minimum experience in successfully participating and investing equity contribution for at least two projects with such equity contribution amount not less than the corresponding amount for the relevant Qualification Category below.</p> <p>Each reference project must have received such equity contribution after 1 January 2010.</p>	<p>The Prospective Applicant (or the Lead Member) shall provide the following to evidence achieving requirements under QC5:</p> <p>(i) Complete responses to information required in Table 5 of Annex 5 for each reference project; and</p> <p>(ii) Certificate issued from a reputable auditing firm to confirm the satisfaction of the criteria required in QC5 for each reference project.</p>										
<table border="1"> <thead> <tr> <th>Category</th> <th>Equity Financing of each project</th> </tr> </thead> <tbody> <tr> <td>A</td> <td>USD 125 million or equivalent</td> </tr> <tr> <td>B</td> <td>USD 80 million or equivalent</td> </tr> <tr> <td>C</td> <td>USD 30 million or equivalent</td> </tr> <tr> <td>D</td> <td>USD 15 million or equivalent</td> </tr> </tbody> </table>	Category	Equity Financing of each project	A	USD 125 million or equivalent	B	USD 80 million or equivalent	C	USD 30 million or equivalent	D	USD 15 million or equivalent	
Category	Equity Financing of each project										
A	USD 125 million or equivalent										
B	USD 80 million or equivalent										
C	USD 30 million or equivalent										
D	USD 15 million or equivalent										
QC6: Other Criterion	DQC6: Declaration										
<p>The Prospective Applicant (or if the Prospective Applicant is a Consortium, each Consortium Member including the Lead Member) must be able to confirm that it satisfies all requirements listed in the Declaration Letter Form under Annex 6.</p>	<p>The Prospective Applicant (or each Consortium Member in the case of a Consortium) shall submit as part of its Part I submission a declaration letter in the form set out in Annex 6 respecting the signing formalities provided in Part I.</p>										

Prequalification Criteria Guidelines

- Persons whose experience is used to meet the Prequalification Criteria (including through their Parent Company as permitted below) will be the persons that will be the bidders for the tendering process. Prospective Applicants may not rely on any affiliates to satisfy any of the Prequalification Criteria.

The Prospective Applicant, or Consortium Member(s) in the case of a Consortium, may however elect to present evidence of projects undertaken by a Parent Company (as defined below) to satisfy the Prequalification Criteria. In doing so, it must identify the same in its Prequalification Application and submit the corresponding requirements and documents supporting the relevant Prequalification Criteria it wishes to include through Parent Company support for (technical, financial or both as the case may be), as well as, a confirmation of such support from the Parent Company substantially in the form of Annex 7. The Parent Company should be the entity controlling the Prospective Applicant (or the relevant Consortium Member). For purposes of this context, "control" means control in relation to a person: (a) holding or controlling a majority of voting rights exercisable at shareholder meetings (or the equivalent) of that person; or (b) having the ability to appoint or remove a majority of the directors of



Egypt Desalination Program Request For Prequalification

that person; or (c) having the ability to direct or procure the direction of the management and policies of that person, whether through ownership of shares, by contract or otherwise.

- The Prospective Applicant may, where the Prospective Applicant is a Consortium, rely on the collective experience of its Consortium Members to meet the Prequalification Criteria. However, where two or more Consortium Members worked on the same project then this shall only be considered as one qualifying project and the experience on that same project may not be aggregated to meet the requirements of the Prequalification Criteria.
- A single reference project may be used more than once to satisfy the minimum requirements set out in QC1 to QC6 provided the Prospective Applicant clearly demonstrates its relevance to the specific criterion. However, in case of the inclusion of reference projects executed by a group of entities, the Prospective Applicant's, or Consortium Member's (if the Prospective Applicant is a Consortium) share in the scope, activities and contract value must be indicated and only this share will be taken into account in the assessment.

2.5 Part III – Consortium specific deliverables

- A Prequalification Application submitted by a Lead Member on behalf of a Consortium shall include, as Part III, a written commitment, in the form of a letter duly executed by the legal representative of each Consortium Member, which:
 - a) Confirms each Consortium Member's commitment (in terms of proposed equity interest percentage) to the Consortium.
 - b) Identifies the Consortium Member that will assume the role of Lead Member on behalf of the other Consortium Members, confirming its authority (through its legal representative or Authorized Representative) to represent and commit all other Consortium Members.
 - c) Identifies the Consortium Member that will assume the role of the Desalination Operator.
 - d) Identifies the Consortium Member that will assume the role of the Energy Operator (if any).
 - e) Confirms that there will be no change in the constitution of the Consortium without the prior written consent of the Prequalification Committee.
- No Consortium Member shall have less than a 10% interest in the Project Company taking into account the potential equity participation by TSFE in the Project Company.

2.6 Part IV – Power(s) of Attorney and Proxies

- If a Prospective Applicant (including the Lead Member in case of a Consortium or each Consortium Member for documents to be individually signed) is a company represented by its legal representative for the purposes of this Request for Prequalification, a recent extract of the company commercial register, or such other official corporate document applicable in the relevant jurisdiction, expressly identifying and naming its legal representative as having the right to sign on behalf of the company is sufficient and does not require the issuance of power of attorney provided the commercial registration or the corporate document complies with the requirements set out under Part I above.
- If the Prospective Applicant (including the Lead Member or each Consortium member, as the case may be) is a company not represented by its legal representative for the purposes of this Prequalification Application, the legal representative must empower an Authorized Representative to act on its behalf with respect to the Request for Prequalification by virtue of issuing a power of attorney substantially in the form in Annex 3 or, provided applicable law in the relevant jurisdiction permits the same, issue a proxy covering the same content set out in Annex 3 that is signature verified by a financial institution.
- Each Consortium Member, if the Prospective Applicant is a Consortium, shall provide a written power of attorney in the form attached hereto as Annex 3 duly notarized, and legalized before the Egyptian Consulate if



Egypt Desalination Program Request For Prequalification

issued abroad, indicating that the Lead Member has the authority to represent it a Consortium Member with respect to this Request for Prequalification.

- Any powers of attorney or proxies to be submitted in accordance with this Section 2.6 shall be included as Part IV of the Prequalification Application.

2.7 Part V – Pre-printed literature

If the Prospective Applicant (or if the Prospective Applicant is a Consortium, each Consortium Member) wishes to provide pre-printed literature about the Prospective Applicant or the Consortium Members, shall submit such pre-printed literature as Part V of the Prequalification Application only.



3 PREQUALIFICATION PROCEDURES

3.1 Clarifications

- Any request for clarification with respect to this Request for Prequalification must be received by email at: desalrfq@sovfundegypt.com no later than the time and date stated in the Data Sheet (Annex 1) as the "**Clarifications Deadline**".
- After such date, electronic copies of the response, including an explanation of the query (the "**Response to Clarifications**"), will be sent by TSFE to all Prospective Applicants to their registered e-mail as communicated by the Prospective Applicant in response to the Invitation for Prequalification.

3.2 Timetable

- The timetable, from the issuance of this Request for Prequalification to the submission of the Prequalification Application, is as follows (the "**Timetable**"):

Activity	Target date
Launch of Request for Prequalification	8 August 2022
Deadline for submission of requests for clarification	22 August 2022
Responses to Clarifications	5 September 2022
Deadline for submission of Prequalification Application	22 September 2022

- TSFE may, at its sole discretion and without prior notice to the Prospective Applicants, amend the Timetable. The Stakeholders shall not be liable in any manner whatsoever as a result of amending the Timetable.
- TSFE shall give notice of changes to the Timetable to all Prospective Applicants to their registered e-mail as communicated by the Prospective Applicant in response to the Invitation for Prequalification.



4 APPLICATION FORM: SUBMISSION

4.1 Format and signing of the Prequalification Application

- Each Prospective Applicant shall prepare and submit one original of its Prequalification Application clearly marked as "ORIGINAL" and the number of copies specified in the Data Sheet (Annex 1) clearly marked as "COPY". In the event of any discrepancy between the copies (including soft copy) and the original, the original shall prevail.
- The original and all copies of the Prequalification Application, each consisting of the documents listed in Section 2.2, shall be typed or written in indelible ink. The Authorized Representative of the Prospective Applicant or the Lead Member shall sign the Prequalification Application form by:
 - signing the original of the relevant Prequalification Application form;
 - initialling all of the pages of the original of the relevant Prequalification Application submission, except for original powers of attorney and notarized/legalized documents; and
 - all pages, except for original powers of attorney and notarized/legalized documents, shall be stamped with the corporate seal of the Prospective Applicant or the Lead Member, as the case may be.
- The relevant Prequalification Application shall contain no alterations, or additions, unless such corrections are signed by the Authorized Representative signing the Prequalification Application form and other submissions.

4.2 Sealing and marking of Prequalification Applications

- The Prospective Applicant shall seal the original Prequalification Application submission and each copy in separate envelopes, each containing the documents specified in Section 2.2, and shall mark the relevant separate envelopes as "**Prequalification Application - Original**" and each copy "**Prequalification Application - Copy**" (all duly marked as required herein). The inner envelopes will indicate which is the original and which are the copies and each copy will be in a separate envelope
- The envelopes shall be sealed in an outer envelope. The inner and outer envelopes shall Be addressed to TSFE and bear the following words:

"REQUEST FOR PREQUALIFICATION NO. 01/2022

PROJECT: PREQUALIFICATION APPLICATION FOR REQUEST FOR PREQUALIFICATION NO. 01/2022"

- The inner and outer envelopes shall each indicate the name and address of the Prospective Applicant to enable the relevant Prequalification Application to be returned unopened in the event that it is declared "late".
- If the outer envelope is not sealed and marked as required by this Section 4, the Prequalification Committee will assume no responsibility for any Prequalification Application's misplacement or premature opening.

4.3 Deadline for submission of Prequalification Applications

Prequalification Applications must be received at the address specified in the Data Sheet no later than the time and date stated in the Data Sheet (Annex 1) as the "**Prequalification Application Submission Deadline**".



4.4 Amendment of the Request for Prequalification

- At any time prior to the Prequalification Application Submission Deadline, TSFE may amend the Request for Prequalification by issuing an addendum and allow appropriate time for Prospective Applicants to address the content of such addendum.
- Any addendum issued shall be part of the Request for Prequalification and shall be communicated in writing by TSFE to all Prospective Applicants to their registered e-mail as communicated by the Prospective Applicant in response to the Invitation for Prequalification.



5 PREQUALIFICATION APPLICATION: OPENING AND EVALUATION

5.1 Preliminary examination of the Prequalification Applications

- The Prequalification Committee will preliminarily examine each Prequalification Application submission to determine whether it is complete, whether the documents have been properly signed, and whether it is generally in order. The Prequalification Committee reserves the right to reject any Prequalification Application found to be non-compliant.
- Where the Prequalification Committee deems it appropriate, it may officially request supplementary information or documentation from an Applicant (including the Lead Member with respect to each Consortium Member) for determining its eligibility for prequalification. Whenever such a request is made, the Applicant shall provide the required documents by such date specified by the Prequalification Committee in its request.
- In considering the appropriateness of requesting supplementary information, the Prequalification Committee will follow the principles of non-discrimination, transparency and equal treatment. Requests for supplementary information or documentation will only be used to resolve ambiguities and to rectify obvious errors/clearly accidental omissions on the part of the Applicant.
- Applicant should be aware that the Prequalification Committee is under no obligation to seek clarification and it is the responsibility of the Prospective Applicant to ensure that its responses are unambiguous and complete and to seek clarification to the Request for Prequalification, if necessary, from the Prequalification Committee requirements as set out in Section 3.1.
- The Prequalification Committee reserves the right to waive minor formality deviations or omissions if, in its opinion, they do not materially affect the responsiveness of Prequalification Application, provided, however, that the Prequalification Criteria must be met in full.

5.2 Evaluation of the prequalification application

- The Prequalification Committee will carry out a detailed evaluation of the valid Prequalification Applications submissions in order to determine whether they are responsive to the Prequalification Criteria.
- In order to reach such a determination, the Prequalification Committee will examine the information supplied by the Applicants, in light of the requirements under this Request for Prequalification in particular, without limitation Sections 2.3 to 2.7, on a "pass"/"fail" basis for each part of the Prequalification Criteria.
- Any Applicant whose Prequalification Application is determined by the Prequalification Committee to be responsive and as meeting the Prequalification Criteria shall be designated a "**Qualified Applicant**".
- Any Applicant whose Prequalification Application is determined by the Prequalification Committee to be substantially non-responsive or as not meeting one or more of the Prequalification Criteria shall be designated "**Non-Qualified Applicant**".



6 PARTICIPATING IN THE TENDERING PROCESS

- At the end of the Prequalification Applications evaluation phase, the Prequalification Committee will either:
 - a) Notify a Applicant that it has been designated as a Non-Qualified Applicant as its Prequalification Application has been rejected on the grounds of being non-responsive, or that it does not meet the Prequalification Criteria; or
 - b) Notify a Applicant that it has been designated as a Qualified Applicant and specifying the Qualification Category.
- Qualified Applicants are only qualified to receive invitation to purchase the Request(s) for Proposal when and if issued.
- Qualified Applicants, if the Qualified Applicants is a Consortium, shall not change the structure of the Consortium without the prior written consent of the Prequalification Committee
- The specific details of the tendering process, including the deadline and content for submission of bids, will be specified in the Request(s) for Proposal to be issued by the relevant Stakeholder, or on its behalf, in due time.
- In the event any additional facts emerge whereby any aspect of a Qualified Applicant's submissions has changed, the Qualified Applicant shall promptly inform TSFE in writing, and the Prequalification Committee shall review the submitted documents to decide if such Qualified Applicant is still qualified or not
- The Prequalification Criteria shall apply to the Qualified Applicants (and, where a Consortium, each Consortium Member) as a minimum qualification criterion throughout the entire tendering process. A Qualified Applicant (and, the Consortium, - where the Applicant is a Consortium) shall be disqualified from the tendering process for failure (and, where a Consortium, each Consortium Member) to abide by the terms of the Request for Prequalification or maintain the Prequalification Criteria.
- Qualified Applicants shall provide such evidence of their (and, where the Qualified Applicants is a Consortium, their Consortium Members') continued fulfilment of the Prequalification Criteria, as TSFE may reasonably request at any time throughout the tendering process.



7 CHANGES IN COMPOSITION OF PREQUALIFIED APPLICANTS

7.1 Partnering between Qualified Applicants

A Qualified Applicants shall be precluded from partnering (directly or indirectly) with other Qualified Applicants without the express written approval of the Prequalification Committee. If the Qualified Applicant is a Consortium, the above applies to all Consortium Members.

7.2 Partnering between Qualified Applicants and Non- Qualified Applicants

A Non-Qualified Applicant shall be entitled to partner with a Qualified Applicant, provided that: (a) the said Non-Qualified Applicant shall not be the Lead Member of the Consortium; (b) the Non-Qualified Applicant did not fail the Prequalification Criteria under its own Prequalification Application, and (c) the express written approval the Prequalification Committee is obtained.

7.3 Other Changes to Consortium Members

A Qualified Applicant shall be disqualified from participation in the tender process if it seeks to replace or add a Consortium Member other than as permitted under this Request for Prequalification.



8 RESERVATION OF RIGHTS

- The Prequalification Committee reserves all rights in connection with the conduct of the prequalification process (which rights are exercisable by it in its sole and absolute discretion) including without limitation all rights to suspend, cancel, modify or extend the prequalification process and/or the tender process at any time, reject any or all Prequalification Applications; and modify all dates set or projected in this Request for Prequalification.
- This Request for Prequalification does not commit any of the Stakeholders in any way to proceed with the Program or the tender process for the Projects. Furthermore, the Stakeholders reserve the right, at any time, in their sole and absolute discretion and with no liability whatsoever, to:
 - a) amend the scope of the Program and/or the information described in this Request for Prequalification;
 - b) amend, terminate or suspend all or any element of this Request for Prequalification; and/or
 - c) re-advertise for new requests for prequalification or change the Program launch including enter into negotiations with third parties.



**Egypt Desalination Program
Request For Prequalification**

Annex 1: Data Sheet

Program name	Egypt Desalination Program
Address for submission of Prequalification Applications	The Sovereign Fund of Egypt 3 Abu El Feda Street Zamalek, Cairo Arab Republic of Egypt Tel: + 202 2737 5045/6 E-mail: desalrfq@sovfundegypt.com
Clarifications deadline	Time and date: 3:00 p.m., 22 August, 2022
Prequalification Application submission deadline	Time and date: 3:00 p.m., 22 September, 2022
Language of Prequalification Application	Arabic or English
Number of copies of Prequalification Application	One (1) original and two (2) copies in addition to one (1) digital copy on USB



Annex 2: Prequalification Application Form

Date:

Re: Prequalification Application for Desalination Projects No. 01/2022

To: The Sovereign Fund of Egypt
3 Abu El feda Street
Zamalek, Cairo
Arab Republic of Egypt
Attention: Chief Executive Officer

Reference made to the Request for Prequalification dated 08/08/2022 (the "**Request for Prequalification**"), [*name of the entity*] OR [the Consortium consisting of [*insert names of Consortium Members*], with [*name of the entity*] as the Lead Member (the "**Applicant**") hereby submits this Prequalification Application in response to the Request for Prequalification (the "**Application**").

Unless expressly defined herein or the context requires otherwise, capitalized terms used herein shall have the meanings ascribed thereto in the Request for Prequalification. [Reference to Applicant herein shall be to each and all Consortium Members and should not in any event be construed as limited to the Lead Member.]

The Applicant hereby agrees, confirms and acknowledges, [on its own behalf and on behalf of each Consortium Member] the following statements:

- a) This Application has been duly authorized and validly executed by the Applicant [including on behalf of each Consortium Member]. The Applicant [and each Consortium Member] is hereby bound by all statements and representations provided herein.
- b) In submitting this Application, the Applicant hereby acknowledges and affirms that it [including on behalf of each Consortium Member] has received, read, examined and understood the entire Request for Prequalification including all of the terms and conditions in the Request for Prequalification.
- c) In submitting this Application, the Applicant agrees and accepts to be bound by the entire Request for Prequalification including, without limitation, the Prequalification Committee right to: (i) abort the Projects, (ii) request additional information to assess the application; and (iii) amend the Request for Prequalification.
- d) The Request for Prequalification is not an offer, a tender or a request for proposals, it is solely a request for prequalification and the responsibility of the Prequalification Committee is limited to consider Prequalification Applications in accordance with, and subject to, the terms of the Request for Prequalification.
- e) Accepts the exclusive application of Egyptian law with respect to the prequalification process.

The Applicant [including on behalf of each Consortium Member] hereby represent and warrant that as of the date of this letter all of the information submitted in this Application, including the enclosed forms and documents, are accurate in all respects

Attached herewith to this Prequalification Application are the following documents, as appropriate:

- Notarized Power of Attorney as set out in Annex 3 of the Request for Prequalification.
- Completed Basic Information Form as set out in Annex 4 of the Request for Prequalification.



Egypt Desalination Program Request For Prequalification

- Prequalification Criteria List of Projects in the form set out in Annex 5 of the Request for Prequalification.
- Completed Declaration in the form set out in Annex 6 of the Request for Prequalification.
- Audited Financial Statements.
- [Form of Letter of Support from a Parent Company in the form set out in Annex 7 of the Request for Prequalification.
- [Other documents submitted in accordance with Section 2 of the Request for Prequalification].

Dated this _____ day of _____ 2022.

By: _____ as _____ of _____ by virtue of _____ [and on behalf of _____ by virtue of _____]

Signature: _____ Title: _____



Annex 3 – Power of Attorney

Guidance Notes: A power of attorney must be issued substantially in the form below, save as required by applicable law in the jurisdiction of execution. In any event, a power of attorney issued in Egypt must be notarized in accordance with the requirements of Egyptian law. A power of attorney issued elsewhere must be notarized and legalized by the Egyptian Consulate in the jurisdiction of issuance.

Form of Power of Attorney

_____ in its capacity as _____ hereby appoints _____ in its capacity as _____ as our attorney to represent and act on our behalf in all matters related to the **Request for Prequalification for Desalination Projects No. 01/2022 issued by The Sovereign Fund of Egypt (TSFE)** including, without limitation sign on our behalf the applications, forms, correspondences and such other documents, delivering, receiving and submitting all applications, forms, correspondences and such other documents before the competent entities, administrative authorities or such other concerned party. The attorney is generally empowered to carry out all essential or inessential procedures, actions and steps in respect of representing us in connection with the above mentioned Request for Prequalification.

[The attorney is hereby authorized to appoint others for all or part of the powers delegated by the present power of attorney.]



**Egypt Desalination Program
Request For Prequalification**

Annex 4: Basic Information Form

We, _____, as _____ of [*include Prospective Applicant/Lead Member*] hereby provide the below basic information of [*include Prospective Applicant/Consortium Members*] in relation to the Request for Prequalification No. 01/2022 and confirm that the below is a fair and accurate representation on relation thereto.

Name:

Type: (Corporation, Partnership, etc.)

Jurisdiction of incorporation:

Commercial registration No.:

Year of registration:

Domicile:

Address of principal office:

Attention:

Telephone number:

Fax number:

E-mail address:

Primary areas of business:

Ownership structure (attach separately)

[*to be replicated for each Consortium Member*]

Dated this _____ day of _____ 2022.

By: _____ as _____ of _____ by virtue of _____ [and on behalf of _____ by virtue of _____]

Signature: _____

Title: _____

** to be printed on the letterhead and stamped with the corporate seal of the Applicant, or the Lead Member in case of a Consortium.*



Annex 5: Prequalification Criteria (Technical and Financial)

Guidance Notes:

For an Applicant to pass each of the technical criterion QC1 to QC5, it must be able to provide evidence of the number of reference projects as stated in the Prequalification Criteria for the relevant Qualification Category.

Tables 1 to 5 below should be completed by the Applicant (or the Lead Member if the Applicant is a Consortium) for each of the mentioned Prequalification Criteria.

All submissions should be in EGP or USD, and the Applicant should state the exchange rate and date of exchange if converting from another currency to EGP or USD.



**Egypt Desalination Program
Request For Prequalification**

Table 1: DQC1 - Specific Desalination Projects Construction and/or Development Experience

Project name	Country	Project description & Capacity	Your company's role	Date signed	Date completed	Current status	Client contact information
[add rows if necessary]							



Egypt Desalination Program Request For Prequalification

Table 2: DQC2 –Desalination Plants Operation & Maintenance Experience

Project name	Country	Project description & Capacity	Your company's role	Date signed	Date completed	Current status	Client contact information
[add rows if necessary]							



**Egypt Desalination Program
Request For Prequalification**

Table 3: DQC3 - Specific Renewable Energy Projects Experience

Project name	Country	Project description & Capacity	Your company's role	Date signed	Date completed	Current status	Client contact information
[add rows if necessary]							



**Egypt Desalination Program
Request For Prequalification**

Table 4: DQC4 - Debt Financing Experience

Project name	Country	Project description	Overall investment value (EGP) or equivalent	Your company's investment (EGP) or equivalent	Amount of debt raised	Financial Institutions	Date of financial close	Client contact information
[add rows if necessary]								



Egypt Desalination Program Request For Prequalification

Table 5: DQC5 - Equity Financing Experience

Project name	Country	Project description	Overall investment value (EGP) or equivalent	Your company's investment (EGP) or equivalent	Amount of equity raised	Date of financial close	Client contact information
[add rows if necessary]							



Annex 6 – Declaration Letter

Note 1: in case of a Consortium, each Consortium Member shall submit this declaration on its respective company letterhead, stamped with its corporate seal and signed by its legal representative as reflected in its corporate documents delivered as per the requirements of the Request for Prequalification.

Note 2: Each Declaration Letter must be notarised, and legalized by the Egyptian Consulate if issued abroad. Alternatively, signature verification from a financial institution may suffice.

On this [day] of [month] of [year]

Before me [name of notary]

The notary in this office

The undersigned

Mr/Ms.. _____

In his capacity as _____

Holder of Passport or ID no. _____

[Name of Applicant or each Consortium Member] (the "**Applicant**") hereby represents and warrants that, as of the date of this letter [Name of Applicant or Consortium Member]:

- is a legal entity, duly incorporated or validly existing and duly registered under the laws of its country or domicile;
- is licensed in the relevant country in which it is established and is a member of an organisation in that relevant country where the law of that relevant country requires that person to be so licensed or to be such a member in order to undertake its activities;
- have no tax liabilities or liabilities in respect of judgments awarded by any court or similar proceedings save in each case to the extent that it has made a suitable accounting provision for such liabilities in accordance with applicable accounting regulations; does not have or is not aware of grounds that may lead to a conflict of interest;
- has not been subject to any bankruptcy or liquidation proceedings inside or outside of Egypt within the last ten (10) years prior to the date hereof;
- is not currently listed on any financial sanctions lists and has not been convicted of fraud, corruption, collusion, any public property crimes, terrorist, tax evasion or money laundering or for a criminal act involving dishonesty, physical violence or intentional harm to human life, or for any criminal offence related to their professional conduct nor is aware of any pending prosecution, investigations, proceedings or legal action against it in such respect;
- has not made any misrepresentations in the information required of it and has provided the required information in relation to the Prequalification Application as submitted [by it] OR [on its behalf] and all statements and representations made are at all times true;
- has not had a concession or PPP agreement (or their equivalent) terminated that is attributable to an event of default of the Applicant;
- has not have been previously suspended or debarred from public procurement processes; and



**Egypt Desalination Program
Request For Prequalification**

- has not have been debarred pursuant to the public sanctions list of any multilateral development bank that is included in the www.crossdebarment.org.

By signing this declaration, we affirm and acknowledge that the statements contained herein are true and correct and undertake to inform TSFE immediately should any of the above statements cease to be true or are found to be false, incomplete or misleading in any material respect.

Authorized signature Dated this _____ day of _____ 2022.

Dated this _____ day of _____ 2022.

By: _____ as _____ of _____ by virtue of _____

Name: _____

Title: _____s



Annex 7: Form of Letter of support from Parent Company (if required)

To: The Sovereign Fund of Egypt
3 Abu El feda Street
Zamalek, Cairo
Arab Republic of Egypt

Attention: Chief Executive Officer

Re: Prequalification Application for Request for Prequalification No. 01/2022

We refer to the Request for Prequalification No. 01/2022 dated 08/08/2022 (the "**Request for Prequalification**") and the Prequalification Application submitted in response thereto concurrently with this letter by [] (the "**Application**"). Unless expressly defined herein or the context requires otherwise, capitalized terms used herein shall have the meanings ascribed thereto in the Request for Prequalification.

We hereby confirm and undertake that:

- We are the Parent Company of [*name of subsidiary*], which is seeking to prequalify in response for the Request for Prequalification as [Prospective Applicant/Consortium Member] under the Qualification Category (*select category A, B, C, D*);
- We will make available sufficient technical resources and skills to [*name of subsidiary*] as set out in the Application to enable it to contribute the same to the Project Company; [**and/or**];
- We will make available sufficient funds to [*name of subsidiary*] to enable it to meet its obligations as a shareholder of the Project Company and exercise its right and perform its obligations as [*inset*] of the Project.
- We have reviewed the submissions made by [*name of subsidiary*] in the Application using our credentials and confirm the accuracy of such information.
- Attached to this letter are our financial statement for the most recent full three (3) financial years and our official corporate documents as required by the Request for Prequalification.

Yours faithfully

Dated this _____ day of _____ 2022.

By: _____ as _____ of _____ by virtue of _____ [and on behalf of _____ by virtue of _____]

Signature:

Name: _____

Title: _____

** To be issued on the letterhead of the Parent Company and be signed with its corporate seal.*

*** The authorized signatory must be its legal representative and supporting corporate documents must be provided to evidence the same following the same requirements set out in the Request for Prequalification.*