



"Decade of Equal Opportunities for Women and Men"
"Year of Unity, Peace and Development"

**DECLARATION OF INTEREST OF THE SELF-FINANCED UNSOLICITED PROPOSAL
CALLED "NEW SAN JUAN DE MARCONA PORT TERMINAL".**

The Board of Directors of PROINVERSIÓN in Session No. [*] dated [*], 2023, by means of PROINVERSIÓN Agreement No. [*] ratified the Agreement of the Committee PRO TRANSPORTATION AND COMMUNICATIONS No. [*] dated [*], 2023, which approved the Declaration of Interest of the project originated in the Self-financed Unsolicited Proposal called "NEW SAN JUAN DE MARCONA PORT TERMINAL" (hereinafter, the "Project") submitted by the company JINZHAO (hereinafter, the "Proponent").

Pursuant to the provisions of the Single Ordered Text of Legislative Decree No. 1362, Legislative Decree that regulates the Promotion of Private Investment through Public-Private Partnerships and Projects in Assets, approved by Supreme Decree No. 195-2023-EF and the Regulations of Legislative Decree No. 1362, approved by Supreme Decree No. 240-2018-EF, as well as its amendments; those third parties interested in the Project may express their interest before PROINVERSIÓN within ninety (90) calendar days from the day following the publication of this Declaration of Interest.

If there are no third parties interested in the execution of the Project that present themselves within the aforementioned term, in accordance with section 89.1 of the Regulations of Legislative Decree No. 1362, the Project will be awarded directly to the Proponent¹.

This Declaration of Interest incorporates all the modifications made to the approach contained in the unsolicited proposal submitted by the Proponent and, therefore, is the only document that regulates the terms and conditions for the development and execution of the Project. This Declaration of Interest replaces any other document related to the same object and dated prior to it.

The aspects or matters not indicated therein shall be developed or completed, including the provisions that may be necessary, in the corresponding Concession Contract generated as a consequence of the Award of the Project.

The studies and amounts used to support this declaration of interest are referential in nature.

**A. SUMMARY OF THE PROJECT CONTAINED IN THE SELF-FINANCED
UNSOLICITED PROPOSAL ("IPA")**

i. Purpose and scope of the Project

a. Purpose

¹ In order to guarantee the signing of the Concession Contract in direct award, the Proponent undertakes to deliver a joint and several, irrevocable, unconditional, non-excusable and automatically executed letter of guarantee in favor of PROINVERSIÓN, for the amount of USD 4,075,824.29 (Four Million Seventy-Five Thousand Eight Hundred Twenty-Four and 29/100 US Dollars), which (i) must be issued by one of the financial entities referred to in Annex No. 3 of this Declaration of Interest and (ii) must be in force for an initial term of six (6) months, and must be renewed at PROINVERSIÓN's request for an additional term of six (6) months.

If after the expiration of the term of this guarantee and its renewal, the Concession Contract has not been executed for reasons not attributable to the Proponent, PROINVERSIÓN will return the guarantee upon request. In this case, the Proponent accepts that it will not be entitled to the payment of reimbursement of expenses derived from the preparation of this self-financed unsolicited proposal.

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The purpose of the Project is to grant a concession for the design, financing, execution of investments, conservation, operation and transfer of the New San Juan de Marcona Port Terminal (hereinafter, the "TPSJM").

The TPSJM qualifies as new port infrastructure, in accordance with the provisions of Article 11.3 of Law No. 27943, Law of the National Port System (hereinafter, "LSPN"), and as declared by the APN through Board Resolution No. 0069-2023-APN-DIR, dated September 14, 2023, published in the Official Gazette El Peruano on September 15, 2023. Therefore, the concessionaire, observing the existing regulations, shall have the right to the execution and/or exclusive rendering of each and every one of the port services that may be provided within the TPSJM, as from the beginning of the operation, with the exception of the services with respect to which the provisions set forth in the Framework Regulations for Access to the Public Transportation Infrastructure (hereinafter, "REMA") of the Supervisory Board for Investment in Public Transport Infrastructure (hereinafter, "OSITRAN").

b. Scope

The Project includes the design, financing, execution of investments, conservation, operation and transfer of the Terminal.

The TPSJM, in accordance with Article 6 of the LSPN, is classified as follows:

- a) By ownership: Public.
- b) For the occupation and use of its works and facilities or by the administration formula: General or Public Use.
- c) Because of the essential activity that takes place in them: Multipurpose.
- d) Because of its location: Maritime.
- e) Because of its scope and area: National.

The Project considers among its main components, those indicated in Annex No. 4 "Mandatory Technical Parameters for Compulsory Investments" of the Initial Version of the Contract, which must be executed within the framework of the Contractual Execution of the Project.

c. Quality indicators of the service to be provided

The CONCESSIONAIRE shall comply, as a minimum, with reaching the Service and Productivity Levels set forth in Annex No. 3 "Service and Productivity Levels" of the Initial Version of the Contract, which contemplates:

1. Levels of service indicators for any type of Vessel
 - a. Time to start of commercial operations of the Vessel
 - b. Time for Vessel Undocking
2. Levels of service indicators for the attention of Users
 - a. Time of cargo reception
 - b. Cargo delivery time
3. Levels of cargo serving indicators

ii. Assets or public services on which the Project will be developed

The Project will provide vessel and cargo support service. These services include the use or rental of mooring; the loading and/or unloading of bulk solids, liquids, fragmented cargo and containerized cargo, as well as the transfer of tippable containers, among other services established in the Concession Contract.

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iii. Contractual modality and term of the Concession Contract

- **Contractual Modality**

The Project constitutes a Self-financed Public-Private Partnership through a Concession Contract, in accordance with the provisions of the Single Ordered Text of Legislative Decree No. 1362 and the Regulations of Legislative Decree No. 1362, in accordance with numeral 10.3. of article 10 of Law 27943, Law of the National Port System. The Project does not contemplate guarantees (financial and non-financial) from the State.

- **Purpose of the Concession Contract**

The term of the TPSJM concession is thirty (30) years, counted from the Closing Date, in accordance with the provisions of numeral 10.3 of Article 10 of Law No. 27943, Law of the National Port System.

iv. Reference amount of investment

The mandatory investment stage, whose development does not depend on demand (Demand Trigger), has a referential investment of USD 271,721,619.16 (Two Hundred Seventy-One Million Seven Hundred Twenty-One Thousand and Six Hundred Nineteen and 16/100 US Dollars), excluding Value Added Tax (VAT). The mandatory investment stage is Stage 1.

STAGE	MANDATORY INVESTMENT
Stage 1	<p>In this stage, all civil works and investments in equipment that guarantee the operation of the port will be carried out.</p> <p>The project includes the construction of the access bridge and pier 1, arrival, storage, handling and transportation systems for ferrous bulk minerals, courts and equipment for handling Fragmented cargo and containerized cargo, diesel unloading manifold, basic water supply services, ventilation system, lighting, communications system, among others.</p>

The mandatory investment stages, whose development depends on demand (Demand Triggers), have an investment of USD 133,127,495.14 (One Hundred Thirty-Three Million One Hundred Twenty-Seven Thousand and Four Hundred Ninety-Five and 14/100 US Dollars), excluding VAT. These Stages are 2, 3 and 4 and their demand triggers are as follows:

STAGE	TRIGGER BASED ON DEMAND
Stage 2	<p>In excess of 12,000,000 tons/year of Fe concentrates or as established in Appendix 2 of Annex No. 9 of the Initial Version of the Contract (VIC).</p> <p>Corresponds to the investment in the construction of multipurpose pier 2 and the investment in two (2) 40 tons mobile port cranes.</p>

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Stage 3	<p>When exceeding 15,000,000 tons/year of Fe concentrates.</p> <p>Corresponds to the investment for the extension of the Oriental de Hierro iron ore mine up to a total capacity of 1,082,000 tons and a second rotary blade, among others.</p>
Stage 4	<p>When 800,000 tons/year are exceeded at the multipurpose pier 2.</p> <p>Corresponds to the investment of a fragmented cargo Esplanade (1.1 Has), storage area for tippable containers and containers (4 Has) and a third 40 tons mobile port crane.</p>

The Referential Investment of the Project, expressed in constant values, amounts to USD 404,849,114.30 (Four Hundred Four Million Eight Hundred Forty-Nine Thousand and One Hundred Fourteen and 30/100 US Dollars), excluding VAT. This amount is equivalent to the total investments corresponding to the four (4) Development Stages, according to the following table:

STAGE	REFERENCE INVESTMENT
Stage 1	USD 271,721,619.16
Stage 2	USD 78,391,437.08
Stage 3	USD 33,760,221.16
Stage 4	USD 20,975,836.90
TOTAL	USD 404,849,114.30

The description of the investments to be made by the Concessionaire at its own cost and risk can be found in Annex No. 9 of the Initial Version of the Contract.

v. Tentative Project Schedule

The following is the tentative schedule for the execution of the mandatory investments corresponding to Stage 1 of the Project:

Illustration 1: Tentative Project Schedule

STAGE	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	YEAR 5 - 30
Stage 1	Design		Port Construction and Equipment			Start-up, commercial operation and maintenance

The investments of Stages 2, 3 and 4 will be mandatory after the corresponding trigger has been set.

vi. Proposed form of remuneration

The Concessionaire will charge tariffs as economic consideration for the provision of the Standard Services and Special Services subject to regulation, excluding applicable taxes, in accordance with the provisions of clauses 8.29 and 8.30 of the Initial Version of the Contract, respectively.

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The tariff regime established for the services to be rendered in the TPSJM are those indicated in Annex No. 5 "Tariff Regime" of the Initial Version of the Contract.

It should be noted that, as indicated in clause 8.36 of the Initial Version of the Contract, the tariff to be charged by the Concessionaire will be effective as of the date of commencement of operation. As of the fifth year, counted from the beginning of Stage 1 operation, OSITRAN will carry out the first tariff revision, applying the regulatory mechanism "RPI - X", established in the RETA, for both Standard Services and Special Services with tariff. Complementary Investments will not be considered in the tariff review process.

In addition, as stated in clause 8.36 of the Initial Version of the Contract, each year, as from the beginning of the Concession Operation, the corresponding annual tariff update will be made based on the RPI of the last twelve (12) months available.

vii. Costs incurred by the Proponent in the preparation of the UP until the Declaration of Interest.

Pursuant to Article 51.1 and 51.2 of the Single Ordered Text of Legislative Decree No. 1362 and Article 93 of the Regulations of Legislative Decree No. 1362, the amount of USD 7,986,486.29 (Seven Million, Nine Hundred Eighty-Six Thousand, Four Hundred Eighty-Six and 29/100 US Dollars) without VAT will be recognized in favor of the Proponent. The costs incurred in the preparation of the self-financed unsolicited proposal indicated above shall be borne by the successful bidder.

Interested third parties, upon submitting their expression of interest, acknowledge and agree to execute the reimbursement of costs incurred by the Proponent, as required by PROINVERSIÓN.

B. PREQUALIFICATION REQUIREMENTS OF THE SELECTION PROCESS TO BE CALLED

The prequalification requirements will be technical, financial and legal, as follows:

i. Technical Requirements

The bidder must at least demonstrate experience in the operation of 12,000,000 tons per year on average in the last 3 years, of which at least 10,000,000 tons must correspond to solid bulk cargo. For such purposes, each year will be counted from January 1 to December 31.

The accreditation referred to above may be made in any of the following situations:

- i. As Port Manager
- ii. As Port Operator
- iii. As Logistics Operator

In all the above cases, the accreditation may be done directly in case the Bidder is a single legal entity.

In case the Bidder is a Consortium, the accreditation may be done through the sum of the experiences of up to two of the members of the consortium, provided

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that at least 60% of the experience to be accredited corresponds to only one member, who will be considered as a Strategic Partner.

For the purpose of accrediting the required technical experience, the experience of the respective companies related to the Bidder may be considered, in accordance with the conditions established in the respective terms and conditions of the selection process to be called. For the purposes of this declaration of interest and of the public tender that may be called in this regard, if applicable, the definitions established in the Initial Version of the Contract must be taken into account.

In the event that for the accreditation of technical experience, the participation in a project in which the Bidder, the member of the consortium or the company related to the Bidder, must have had at least a 35% participation in the experience presented at.

ii. Financial Requirements

The Bidder must demonstrate a minimum net worth of USD 172,000,000.00 (One Hundred Seventy-Two Million and 00/100 US Dollars). This requirement may be satisfied in the following manner:

- a. Directly by the Bidder or by any of its members in the case of a Consortium,
- b. Through the Parent Company or its Subsidiaries, in the case of the latter, or through the Bidder or any of its members in the case of a Consortium,
- c. Through the sum of the net worth of each of the members, in case the Bidder is a Consortium, or of the Parent Company or Subsidiary Companies of any of its members.

In no case may the same net worth be credited more than once.

In order to accredit the financial requirement indicated above, interested third parties must submit a simple copy of the audited financial statements or, alternatively, by means of reports or similar documents of a public nature, or by submitting a document issued by an external auditing firm duly registered in the registry of qualified companies for the appointment and contracting of the Comptroller General of the Republic, in which the review of the financial statements of the bidder (or of its members in the case of a consortium) is declared and the net worth figure is ratified. Said documents must correspond to the last two (2) years available, of the Bidder and its members, in case of Consortium or of the respective Related Company(ies) of the Bidder or member, as the case may be, that prove the required net worth.

The required Minimum Net Worth must be evidenced in each of the two (2) years presented, which must correspond to the last annual periods closed prior to the date of presentation of Envelope No. 1 in the selection process to be called, if applicable.

A similar document is understood to be the Income Tax Affidavit filed with the National Superintendence of Customs and Tax Administration (SUNAT). In case the Bidder, the member of the Consortium or its Parent or Subsidiary Company, carries out its operations abroad, the documents similar to those indicated above, issued in the countries of origin, shall be required.

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Likewise, the net worth may be accredited with the consolidated financial statements of its Parent Company; in such case, it may not present its own Net Worth or that of other Affiliates or Subsidiaries.

The financial information referred to in this Numeral may be submitted in Spanish or English, and no translation is required in the latter case. In the event that the financial information is presented in a language other than those indicated above, it must be accompanied by an unofficial translation into Spanish.

iii. Legal Requirements

The bidder must prove to be a consortium or legal person, duly constituted, accrediting the powers or faculties of its legal representative. In the case of a consortium, each of its members must comply with these requirements. Likewise, the bidder must submit the affidavits and forms established in the bidding terms, among others.

Among the affidavits to be submitted at this stage, a statement shall be included whereby the bidder undertakes, in case of being the successful bidder, to incorporate or have incorporated a company whose corporate purpose is limited exclusively to the provision of the services contained in this Declaration of Interest and in accordance with the Concession Contract.

The concessionaire company must comply with the following: (i) the corporate purpose must be framed within the object of the concession contract; and, (ii) minimum initial capital subscribed and paid in the form and opportunities to be provided for in the bidding terms and conditions of the selection process.

C. THE COMPETENCY FACTOR OF THE SELECTION PROCESS TO BE CALLED

If interested third parties present themselves, and a selection process is carried out, the competition factor will be the highest percentage of discount on handling tariffs for solid bulk (handled in bulk or in tippable containers) and liquid bulk of the Standard Service.

The mechanism and procedure of the competition factor and tie-breaking factor(s) will be defined in the bidding terms of the selection process.

D. EXPRESSIONS OF INTEREST IN THE PROJECT AND THE SELECTION PROCESS

Third parties interested in the execution of the Project will have a term of ninety (90) calendar days from the day following the publication of this declaration of interest to submit their expressions of interest.

Likewise, they are not included in the cases established in Article 32 of the Single Ordered Text of Legislative Decree No. 1362, indicated below:

1. Those referred to in article 1366 of the Civil Code.
2. Those that have impediments established in Law No. 30225, State Contracting Law.
3. Those that have impediments established by regulations with the character of a law.
4. Those who, having been investors in Public Private Partnership contracts, have ceased to be such due to their breach of contract. This impediment is valid for two (02) years and extends to the strategic partners and/or those who have exercised control of the investor at the time of the termination and/or expiration



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of the respective contract, notwithstanding those impediments established in Law No. 30225, State Contracting Law, which are governed by the terms stipulated in said standard.

All expressions of interest must be submitted at PROINVERSIÓN's reception desk located at: Avenida Canaval y Moreyra No. 150, Lima 27, San Isidro, Peru or through Proinversión's Online Reception Desk. In order to submit the documentation through the Online Reception Desk, you must access the computer module, whose direct access is:

<https://mesadepartesvirtual.proinversion.gob.pe>

1. Requirements for the submission of Expressions of Interest

Third parties interested in the Project must submit their expression of interest containing the following:

- a) Letter of expression of interest, according to the model attached in Annex No. 1.
- b) Bank letter of guarantee with a solidary, irrevocable, unconditional nature, without benefit of exemption and automatic realization, in favor of PROINVERSIÓN, for an amount of USD 4,075,824.29 (Four Million Seventy-Five Thousand Eight Hundred and Twenty-Four and 29/100 US Dollars), in accordance with the model attached in Annex No. 2.
- c) This guarantee must be in force until the signing of the respective Concession Contract, and must be issued by one of the financial entities referred to in Annex No. 3 of the Declaration of Interest.

2. Procedure of the selection process in case of interested third parties

If within the aforementioned period of ninety (90) calendar days, one or more third parties interested in the execution of the Project concur, PROINVERSIÓN will proceed to develop the corresponding selection process in accordance with the bidding terms approved for such purpose.

The selection process will be carried out during the period to be established in the schedule of the bidding terms by means of the three (03) envelopes system:

- Envelope No. 1: Prequalification
- Envelope No. 2: Technical Offer
- Envelope No. 3: Economic Offer

E. THE RIGHT OF THE PROPONENT TO MATCH THE FIRST-PLACE OFFER

Pursuant to the provisions of numeral 91.4 of article 91 of the Regulations of Legislative Decree No. 1362, in case the Proponent participates in the selection process to be called and complies with the documentation required in the bidding terms in order to be considered a prequalified bidder, as well as a valid technical and economic proposal, as provided in said conditions, it shall have the right to match first place offer.

If this right is exercised, there will be a final tie-breaker between the Proponent and the bidder that would have been in first place, each presenting a better proposal in accordance with what is established in the terms and conditions of the selection

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process. This tie-breaker must be carried out at the same time as the opening of the economic proposals and the awarding of the Successful Bid.

F. FONCEPRI

At the closing date, the successful bidder must deposit in favor of PROINVERSIÓN the contribution to FONCEPRI, amounting to USD 6,178,012.86 (Six Million One Hundred Seventy-Eight Thousand Twelve and 86/100 US Dollars), pursuant to the provisions of Article 21 of the Single Ordered Text of Legislative Decree No. 1362 and Article 28 of the Regulations of Legislative Decree No. 1362.

G. CONTRIBUTION FOR REGULATION

The Concessionaire is obliged to pay OSITRAN the Contribution for Regulation referred to in Article 10 of Law No. 27332, Framework Law of the Regulatory Bodies for Private Investment in Public Services, as well as Article 14 of Law No. 26917, Law for the Supervision of Private Investment in Transportation Infrastructure for Public Use and Promotion of Air Transportation Services, or regulations that modify or replace them. Said fee shall be calculated and charged in the terms and amounts referred to in said legal provision, the respective Regulatory Standards and Applicable Provisions.

H. EXPENSES OF THE PROCESS

The preliminary liquidation of the process expenses incurred by PROINVERSIÓN in the present private investment promotion process of the IPA "New San Juan de Marcona Port Terminal" amounts to the referential sum of USD 2,500,000.00 (Two Million Five Hundred Thousand and 00/100 US Dollars) amount that includes VAT.

Prior to the execution of the Concession Contract, the successful bidder shall reimburse PROINVERSIÓN for the expenses of the process, the final settlement of which shall be determined and communicated in due time, in accordance with the provisions of numeral 89.2. of Article 89 of the Regulations of Legislative Decree No. 1362 and the bidding terms of the selection process, if applicable.

I. INITIAL VERSION OF THE PUBLIC-PRIVATE PARTNERSHIP CONTRACT

In accordance with section 5 of numeral 87.1 of Article 87 of the Regulations of Legislative Decree No. 1362, the Initial Version of the Contract has the prior opinions in accordance with Article 55 of the aforementioned regulation, forming part of this Declaration of Interest, which is published on PROINVERSIÓN's institutional portal: www.investinperu.pe

J. TECHNICAL INFORMATION OF THE PROJECT

The technical information related to the project is available for consultation in PROINVERSIÓN's Virtual Data Room, which can be accessed through the following link: <https://apps.proinversion.gob.pe/VDR/Login.aspx>.