TRANSNET SOC LTD [hereinafter referred to as Transnet]

[Registration No. 1990/000900/30]

REQUEST FOR QUALIFICATIONS [RFQ]

FOR THE APPOINTMENT OF A PRIVATE SECTOR PARTNER IN THE NGQURA MANGANESE EXPORT CORRIDOR (NMEC) PRIVATE SECTOR PARTICIPATION (PSP) TRANSACTION

The Request for Qualification (RFQ) is issued to identify and pre-qualify Respondents with the requisite technical, financial, legal, and operational capability to participate in the next stage of the transaction.

Only Respondents who successfully qualify through this RFQ process may be invited to participate in the subsequent Request for Proposal (RFP) stage.

RFQ NUMBER	TCC/2026/08/0001/114626/RFQ
ISSUE DATE	23 September 2026
BRIEFING SESSIONS	28 October 2026 (Non-Compulsory, via Microsoft Teams) 11h00 and 15h00 CAT (Pretoria)
CLOSING DATE	26 February 2027
CLOSING TIME	16h00 CAT (Pretoria)
VALIDITY PERIOD	One hundred and eighty (180) Working Days from the RFQ Closing Date

Note to the Respondents: *Respondents are required to ensure that electronic bid submissions are done at least a day before the closing date to prevent issues which they may encounter due to their internet speed, bandwidth or the size of the number of uploads they are submitting. Transnet will not be held liable for any challenges experienced by Respondents because of the technical challenges. Please do not wait for the last hour to submit. A Respondent can upload 30mb per upload and multiple uploads are permitted.*

BIDDING PROCEDURE ENQUIRIES	TECHNICAL ENQUIRIES
Contact: psp@transnet.net	Contact: psp@transnet.net

TRANSNET

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DEFINITIONS

As used in this Request for Qualifications (RFQ) and each of the Submission Documents:

Term	Definition
Applicable Law	All applicable South African legislation, regulations, subordinate legislation, directives, licences, permits and other legal requirements applicable to the Project.
Asset Management	The coordinated activities undertaken to realise value from infrastructure assets throughout their lifecycle, including inspection, maintenance, renewal, rehabilitation and replacement.
Asset Management Plan	The documented strategy for maintaining, rehabilitating, renewing and managing infrastructure assets over the transaction period.
Audited Financial Statements	Annual financial statements audited by a Registered Auditor in accordance with IFRS or an equivalent recognised accounting framework.
Auditor's Certificate	A certificate prepared and signed by a Registered Auditor specifically for the purposes of this RFQ confirming the information required under the applicable qualification criterion and acknowledging that the auditor owes a duty of care to both Transnet and the Respondent.
Authorised Representative	The individual authorised by the Respondent or Consortium Member to represent and legally bind that entity in relation to this RFQ.
Availability Agreement	The agreement between TRIM and SPV2 governing infrastructure rehabilitation, maintenance, performance obligations and the availability payment mechanism.
Availability-Based Payment	The contractual payment made to SPV2 for making the rail infrastructure available in accordance with agreed performance standards.
B-BBEE	Broad-Based Black Economic Empowerment as contemplated in the Broad-Based Black Economic Empowerment Act and applicable Codes of Good Practice.
Respondent / Respondent	A legal entity or Consortium submitting a Statement of Qualification in response to this RFQ.
Brownfield Project	A project involving the rehabilitation, renewal, upgrade, maintenance or expansion of existing operational infrastructure.
Bulk Materials Handling Systems	Infrastructure and equipment used to receive, convey, stockpile, reclaim and load bulk commodities.
Capital Availability Confirmation	Documentary evidence confirming the Respondent has access to sufficient capital to satisfy the financing capability requirements of this RFQ.
Client Reference	Written confirmation from a project owner or client verifying the Respondent's role, scope and performance on a qualifying project.
Community Upliftment	Structured programmes intended to improve the long-term social and economic wellbeing of affected communities.
Comparable Project	A project of similar scale, complexity, financing structure or operational characteristics to the NMEC PSP Transaction.
Completed Financial Year	A financial year for which audited financial statements have been issued before the RFQ Closing Date.
Consortium	Two or more legal entities jointly submitting a Statement of Qualification.
Consortium Member	Any individual member of a Consortium.
Corporate Social Investment (CSI)	Structured social investment initiatives undertaken for the sustainable benefit of communities.
Days/ (Working) days	A day, excluding Saturdays, Sundays and official public holidays in the Republic of South Africa.
DBFOM	Design, Build, Finance, Operate and Maintain.

Term	Definition
Direct Ownership Interest	The Respondent's direct equity or quasi-equity participation in a project company or SPV.
Economic Infrastructure	Infrastructure supporting economic activity including transport, logistics, ports, railways and industrial infrastructure.
Economic Regulation of Transport Act	The Economic Regulation of Transport Act, 2024 (Act No. 6 of 2024), as amended.
Enterprise and Supplier Development (ESD)	Programmes supporting supplier development, SMMEs, localisation and economic transformation.
Equity Contribution	The paid-in equity or quasi-equity invested by the Respondent in a qualifying project.
Financial Capability	The financial strength and funding capability required to satisfy the qualification criteria contained in Section 4.
Financial Close	The date on which all financing agreements become effective, all conditions precedent have been satisfied, and project funding becomes available for drawdown.
Financier	A commercial bank, DFI, export credit agency, infrastructure fund, pension fund, sovereign wealth fund or other recognised provider of debt or equity finance.
Greenfield Project	A project involving the construction of entirely new infrastructure.
HOLDCO	The holding company established by the Preferred Respondent to hold interests in SPV1 and SPV2.
IFRS	International Financial Reporting Standards or an equivalent recognised accounting framework.
Independent Engineer	A professionally registered engineer independent of the Respondent and qualified to certify technical information required under this RFQ.
Infrastructure Asset Management	The systematic planning, maintenance, rehabilitation, renewal and optimisation of infrastructure assets over their lifecycle.
JIEPS	Transnet's Joint Investment and External Partner Selection Framework.
Lead Member	The Consortium Member authorised to represent the Consortium throughout the procurement process.
Letter of Interest (LOI)	A non-binding indication issued by a Financier confirming willingness in principle to consider financing the Respondent's participation in the Project.
Lifecycle Maintenance	Planned maintenance, renewal and replacement activities undertaken throughout the transaction period to maintain agreed asset performance.
Localisation	Procurement of goods, services and labour within South Africa to support industrial development and transformation.
Logistics Asset	A rail, port, terminal or other logistics asset used for the movement or handling of freight.
Material Change	Any event occurring after the latest audited financial statements that materially affects the Respondent's financial position or capability.
Net Assets / Shareholders' Funds	Total equity attributable to shareholders as reflected in the Respondent's audited financial statements.
Network Statement	The document issued by TRIM describing the rail network, access conditions, capacity allocation arrangements, technical requirements and other information applicable to access and use of the rail network.
NMEC	The Ngqura Manganese Export Corridor
NMET	The Ngqura Manganese Export Port Terminal.
Open Access	The regulated, non-discriminatory access regime applicable to South Africa's rail infrastructure.

Term	Definition
Operational Railway	A railway carrying live traffic while rehabilitation, renewal or maintenance works are undertaken.
Ownership Interest	The percentage equity or voting interest held by the Respondent in a qualifying project company.
Performance Regime	The contractual framework establishing performance standards, KPIs, incentives and deductions.
Preferred Respondent	The Respondent selected following completion of the RFP evaluation process.
Project	The NMEC Private Sector Participation Transaction.
Project Agreements	The suite of agreements required to implement the Project, including shareholder, transaction, availability, operating and financing agreements.
Project Finance	A financing structure in which repayment is primarily dependent upon project cash flows with limited or non-recourse to sponsors.
Project Value	The total capital expenditure or financing requirement associated with a qualifying project.
PSP	Private Sector Participation.
Qualification Criterion	A mandatory financial, technical or corporate social investment requirement contained in Section 4 of this RFQ.
Qualifying Project	A project relied upon by a Respondent to satisfy one or more qualification criteria.
Qualifying Transaction	A project-financed infrastructure transaction including PPPs, transactions, DBFOM, BOT, BOOT or similar structures.
Registered Auditor	An auditor registered in terms of the Auditing Profession Act, 2005, or equivalent legislation in another jurisdiction.
Registered Engineer	A professional engineer registered with ECSA or an equivalent recognised professional body.
Rehabilitation	Works undertaken to restore existing infrastructure to the required operational and performance standards.
Renewal	Planned replacement of infrastructure assets that have reached the end of their economic life.
Respondent's Team	The Respondent together with its Consortium Members, advisers, subcontractors and nominated service providers.
Revenue Generating Asset	An operational asset generating recurring operating revenue through logistics, transport or infrastructure services.
Rolling Stock	Locomotives, wagons and associated freight rail equipment.
Route Kilometre	One kilometre of operational railway measured along the centreline of the route irrespective of the number of tracks.
South African Rand (ZAR)	The lawful currency of the Republic of South Africa.
Shortlisted Respondent	A Respondent successfully prequalified and invited to participate in the RFP stage.
SPV1	The Special Purpose Vehicle responsible for terminal development, terminal operations, rail operations, rolling stock management and corridor operations.
SPV2	The Special Purpose Vehicle responsible for financing, rehabilitation, renewal, maintenance and lifecycle management of the rail infrastructure under an Availability-based contractual arrangement with TRIM.
Statement of Qualification (SOQ)	The complete submission made by a Respondent in response to this RFQ.
Technical Capability	The technical experience and capability required to satisfy the qualification criteria contained in Section 4.

Term	Definition
Throughput	The quantity of freight transported or handled during a specified period, typically expressed in million tons per annum (Mtpa).
Total Financing Requirement	The aggregate debt, equity, quasi-equity and other committed funding required to achieve Financial Close for a qualifying project.
Transaction Advisor	Any financial, legal, technical or commercial adviser appointed by Transnet for the Project.
Transaction Documents	The RFQ, RFP, Project Agreements and all associated procurement and contractual documentation.
Transnet	Transnet SOC Ltd.
TRIM	Transnet Rail Infrastructure Manager.
TFR	Transnet Freight Rail.
TNPA	Transnet National Ports Authority.
TPT	Transnet Port Terminals.
Unqualified Audited Financial Statements	Audited Financial Statements accompanied by an unqualified (clean) audit opinion issued by a Registered Auditor.
Workforce Transition	The transfer, secondment, retention, redeployment or retraining of employees associated with implementation of the Project.
Workforce Transition Plan	The plan governing workforce transition, labour consultation, skills retention and operational readiness associated with the Project.

ACRONYMS AND ABBREVIATIONS

Acronym	Meaning
B-BBEE	Broad-Based Black Economic Empowerment
CAT	Central Africa Time
CSI	Corporate Social Investment
CSD	Central Supplier Database
DFI	Development Finance Institution
DoT	Department of Transport
DTIC	Department of Trade, Industry and Competition
HOLDCO	Consortium Holding Company
JIEPS	Joint Investment and External Partner Selection Framework
MDB	Multilateral Development Bank
MECA	Manganese Export Corridor Agreement
MOI	Memorandum of Incorporation
NDA	Non-Disclosure Agreement
NMEC	Ngqura Manganese Export Corridor
NMET	Ngqura Manganese Export Port Terminal
PEBOT	Port Elizabeth Bulk Ore Terminal
PFMA	Public Finance Management Act
PPPFA	Preferential Procurement Policy Framework Act
PSP	Private Sector Participation
RFM	Rehabilitation, Finance and Maintenance
RFP	Request for Proposal
RFQ	Request for Qualifications
SARB	South African Reserve Bank
SBD	Standard Bidding Document
SPV	Special Purpose Vehicle
TFR	Transnet Freight Rail
TNPA	Transnet National Ports Authority
TPT	Transnet Port Terminals
TRIM	Transnet Rail Infrastructure Manager
ZAR	The lawful currency of the Republic of South Africa, being the South African Rand.

SECTION 1: SBD1 FORM

REQUEST FOR QUALIFICATIONS FOR THE APPOINTMENT OF A PRIVATE SECTOR PARTNER IN THE NGQURA MANGANESE EXPORT CORRIDOR (NMEC) PSP TRANSACTION

PART A

INVITATION TO BID

YOU ARE HEREBY INVITED TO BID REQUIREMENTS OF TRANSNET CORPORATE CENTRE, A DIVISION OF TRANSNET SOC LTD							
BID NUMBER	TCC/2026/08/0001/ 114626/RFQ	ISSUE DATE:	23 September 2026	CLOSING DATE:	26 February 2027	CLOSING TIME:	16h00 (CAT) Pretoria
DESCRIPTION	RFQ for the Appointment of a Private Sector Partner in the Ngqura Manganese Export Corridor (NMEC) PSP Transaction						
BID RESPONSE DOCUMENTS SUBMISSION							
RESPONDENTS ARE TO UPLOAD THEIR BID RESPONSE PROPOSALS ONTO THE TRANSNET SYSTEM AGAINST EACH BID/RFQ SELECTED (please refer to section 2, paragraph 4 for a detailed process on how to upload submissions): https://transnetetenders.azurewebsites.net							

BIDDING PROCEDURE ENQUIRIES MAY BE DIRECTED TO		**TECHNICAL ENQUIRIES MAY BE DIRECTED TO:**	
CONTACT PERSON	psp@transnet.net	CONTACT PERSON	psp@transnet.net
TELEPHONE NUMBER	N/A	TELEPHONE NUMBER	N/A
FACSIMILE NUMBER	N/A	FACSIMILE NUMBER	N/A
E-MAIL ADDRESS	psp@transnet.net	E-MAIL ADDRESS	psp@transnet.net

RESPONDENT INFORMATION				
NAME OF RESPONDENT				
POSTAL ADDRESS				
STREET ADDRESS				
TELEPHONE NUMBER	CODE		NUMBER	
CELLPHONE NUMBER				
FACSIMILE NUMBER	CODE		NUMBER	

SUPPLIER INFORMATION					
E-MAIL ADDRESS					
VAT REGISTRATION NUMBER					
SUPPLIER COMPLIANCE STATUS	TAX COMPLIANCE SYSTEM PIN:		OR	CENTRAL SUPPLIER DATABASE	UNIQUE REGISTRATION REFERENCE NUMBER: MAAA
B-BBEE STATUS LEVEL VERIFICATION CERTIFICATE	[TICK APPLICABLE BOX] Yes ☐ No ☐		B-BBEE STATUS LEVEL SWORN AFFIDAVIT		[TICK APPLICABLE BOX] Yes ☐ No ☐
[A B-BBEE STATUS LEVEL VERIFICATION CERTIFICATE/ SWORN AFFIDAVIT MUST BE SUBMITTED FOR PURPOSES OF COMPLIANCE WITH THE B-BBEE ACT]					
1. ARE YOU THE ACCREDITED REPRESENTATIVE IN SOUTH AFRICA FOR THE GOODS /SERVICES /WORKS OFFERED?	Yes ☐ No ☐ [IF YES ENCLOSE PROOF]		**2.** ARE YOU A FOREIGN BASED SUPPLIER FOR THE GOODS /SERVICES /WORKS OFFERED?		Yes ☐ No ☐ [IF YES, ANSWER QUESTIONAIRE BELOW]

QUESTIONNAIRE TO BIDDING FOREIGN SUPPLIERS

IS THE ENTITY A RESIDENT OF THE REPUBLIC OF SOUTH AFRICA (RSA)?

☐ YES ☐ NO

DOES THE ENTITY HAVE A BRANCH IN THE RSA?

☐ YES ☐ NO

DOES THE ENTITY HAVE A PERMANENT ESTABLISHMENT IN THE RSA? ☐ YES ☐ NO

DOES THE ENTITY HAVE ANY SOURCE OF INCOME IN THE RSA?

☐ YES ☐ NO

IS THE ENTITY LIABLE IN THE RSA FOR ANY FORM OF TAXATION?

☐ YES ☐ NO

IF THE ANSWER IS "NO" TO ALL OF THE ABOVE, THEN IT IS NOT A REQUIREMENT TO REGISTER FOR A TAX COMPLIANCE STATUS SYSTEM PIN CODE FROM THE SOUTH AFRICAN REVENUE SERVICE (SARS) AND IF NOT REGISTER AS PER 1.3 BELOW.

PART B: TERMS AND CONDITIONS FOR BIDDING

TAX COMPLIANCE REQUIREMENTS
1. RESPONDENTS MUST ENSURE COMPLIANCE WITH THEIR TAX OBLIGATIONS. 2. RESPONDENTS ARE REQUIRED TO SUBMIT THEIR UNIQUE PERSONAL IDENTIFICATION NUMBER (PIN) ISSUED BY SARS TO ENABLE THE ORGAN OF STATE TO VERIFY THE TAXPAYER'S PROFILE AND TAX STATUS. 3. APPLICATION FOR TAX COMPLIANCE STATUS (TCS) PIN MAY BE MADE VIA E-FILING THROUGH THE SARS WEBSITE WWW.SARS.GOV.ZA. 4. RESPONDENTS MAY ALSO SUBMIT A PRINTED TCS CERTIFICATE TOGETHER WITH THE BID. 5. IN BIDS WHERE UNINCORPORATED CONSORTIA / JOINT VENTURES / SUBCONTRACTORS ARE INVOLVED, EACH PARTY MUST SUBMIT A SEPARATE TCS CERTIFICATE / PIN / CSD NUMBER. 6. WHERE NO TCS IS AVAILABLE BUT THE RESPONDENT IS REGISTERED ON THE CENTRAL SUPPLIER DATABASE (CSD), A CSD NUMBER MUST BE PROVIDED.

NB: FAILURE TO PROVIDE / OR COMPLY WITH ANY OF THE ABOVE PARTICULARS MAY RENDER THE BID INVALID.

SIGNATURE OF RESPONDENT:

……………………………………………………………………

CAPACITY UNDER WHICH THIS BID IS SIGNED: ……………………………………………………………………

(Proof of authority must be submitted e.g. company resolution)

DATE: ……………………………………………………………………

SECTION 2: NOTICE TO RESPONDENTS

1. THIS IS A REQUEST FOR QUALIFICATIONS AND NOT A TENDER CALL

Transnet invites suitably qualified parties to express their interest in partnering with Transnet on the Ngqura Manganese Export Corridor (NMEC) Private Sector Participation (PSP) Transaction, undertaken through Transnet Freight Rail (TFR), Transnet Port Terminals (TPT), Transnet National Ports Authority (TNPA) and the Transnet Rail Infrastructure Manager (TRIM).

The Project comprises the financing, rehabilitation, development, operation and long-term maintenance of the Ngqura Manganese Export Corridor to facilitate the relocation and expansion of South Africa's manganese export capacity through the Port of Ngqura. The transaction encompasses rail infrastructure rehabilitation, rail haulage operations, rolling stock management, the development, operation and maintenance of the Ngqura Manganese Export Terminal (NMET), and the associated logistics systems required to deliver efficient, reliable and sustainable end-to-end manganese export services.

The transaction will be implemented through a single procurement process with two Special Purpose Vehicles (SPVs):

- **SPV1** will be responsible for the financing, development, operation and maintenance of NMET, rail haulage operations, rolling stock management and corridor operations.
- **SPV2** will be responsible for the financing, rehabilitation, renewal, maintenance and lifecycle management of the rail infrastructure under an availability-based commercial framework.

The successful Respondent will participate through a Holding Company (HOLDCO), which will establish and hold interests in SPV1 and SPV2. The detailed transaction structure, equity participation, governance arrangements and contractual framework will be provided during the Request for Proposal (RFP) stage.

This RFQ constitutes the first stage of a two-stage competitive procurement process. The purpose of this stage is to identify and shortlist Respondents that demonstrate the technical, operational, financial and organisational capability required to participate in the NMEC PSP Transaction. The RFQ is a prequalification process only and does not require Respondents to submit detailed technical, commercial or financial proposals.

Only Respondents successfully shortlisted through this RFQ will be invited to participate in the subsequent Request for Proposals (RFP) stage. The RFP will set out the detailed transaction requirements, evaluation methodology, draft transaction agreements and the commercial, technical, financial and transformation requirements against which proposals will be evaluated to determine the Preferred Respondent. Both the RFQ and the RFP will specify a validity period during which Respondents will be required to keep their submissions open for acceptance by Transnet.

DESCRIPTION	RFQ for the appointment of a Private Sector Partner in the Ngqura Manganese Export Corridor (NMEC) Private Sector Participation Transaction
TENDER ADVERT	All Transnet tenders and Requests for Qualifications are advertised on the National Treasury e-Tender Publication Portal and the Transnet website. Should one of these media not be available, Respondents are advised to check the alternative media, including Transnet's LinkedIn profile, for advertised tenders.
RFQ DOWNLOADING	This RFQ may be downloaded free of charge from the National Treasury e-Tender Publication Portal at www.etenders.gov.za or from the Transnet e-Tender Portal at https://transnetetenders.azurewebsites.net (Google Chrome recommended).

Respondent’s signature | Date and Company Stamp

COMMUNICATION	Any addenda, amendments, clarifications or other procurement-related communications issued by Transnet in relation to this RFQ will be published on the Transnet website and the National Treasury e-Tender Portal. Respondents are solely responsible for regularly checking these platforms throughout the RFQ process to ensure that they are aware of any updates issued by Transnet. No separate notifications will be provided, and failure to take account of any published amendment, clarification or addendum will be at the Respondent's own risk.
BRIEFING SESSION	Yes: Non-compulsory. Details of the briefing session, including date, time and Microsoft Teams access details, will be provided in the Tender Advert and on the Transnet e-Tender Portal. (28 October 2026 11H00 and 15H00 CAT Pretoria) Respondents are required to confirm their attendance and to send their contact details including the number of representatives (where applicable) to the following address: psp@transnet.net by no later than 27 October 2026 This is to ensure that Transnet may make the necessary arrangements for the briefing session.
CLOSING DATE	16h00 (CAT) Pretoria on 26 February 2026 Respondents must ensure that bids are uploaded timeously onto the system (transnetetenders.azurewebsites.net). If a bid is late, it will not be accepted for consideration. Any requirement set out in this Request for Qualifications regarding the content of responses to this Request for Qualifications is stipulated for the sole benefit of Transnet and save as expressly provided Transnet does not bind itself, and there is no obligation of any nature whatsoever imposed upon Transnet, to respond to or accept any Statement of Qualifications or any other submission and hereby expressly reserves the right, subject to applicable laws to, at any time amend, modify withdraw from, or cancel, the Request for Qualifications or any part thereof, or processes hereby initiated or requirements herein stipulated. Under no circumstances should gifts or hospitality packages be offered to any Transnet employee from any prospective suppliers, respondents, subcontractor, advisor or Agent participating in this tender process, regardless of retail value, from the inception of the transparent procurement process including a period of 12 (twelve) months after such tender has been awarded, as it may be perceived as undue and improper influence on the evaluation process. Such conduct may result in that party being immediately disqualified. Respondents are required to ensure that electronic bid submissions are done at least a day before the closing date to prevent issues which they may encounter due to their internet speed, bandwidth or the size of the number of uploads they are submitting. Transnet will not under any circumstances be held liable for any challenges experienced by Respondents as a result of the technical challenges. Please do not wait for the last hour to submit. A Respondent can upload 30mb per upload and multiple uploads are permitted.

2. FORMAL BRIEFING

2.1. A non-compulsory briefing session will be conducted via Microsoft Teams on 28 October 2026. Two briefing sessions will be held, at 11h00 and 15h00 (CAT) Pretoria, and Respondents may attend either session. The briefing session will start punctually, and information will not be repeated for the benefit of Respondents arriving late.

2.2. The request to attend the briefing should be sent to the psp@transnet.net mailbox by the Respondent with the name and e-mail address of the Respondent's attendees no later than 27 October 2026.

2.3. Although attendance at the briefing session is not compulsory, Transnet strongly encourages all Respondents to attend. Respondents who elect not to attend do so at their own risk, and Transnet will not accept responsibility for any disadvantage arising from non-attendance.

3. RESPONSE SUBMISSION

3.1. Transnet has implemented an electronic tender submission system through the Transnet e-Tender Submission Portal.

3.2. All returnable documents listed in Section 5 of this RFQ must be submitted electronically through the Portal before the closing date and time.

4. RFQ INSTRUCTIONS

4.1. The Transnet e-Tender Submission Portal may be accessed as follows:

- 4.1.1. Log onto the Transnet e-Tender Portal.
- 4.1.2. Select Advertised Tenders.
- 4.1.3. Register as a Respondent or sign in using an existing profile.
- 4.1.4. Log an Intent to Bid.
- 4.1.5. Upload all required returnable documents.
- 4.1.6. Each upload is limited to 30 MB. Multiple uploads are permitted.

4.2. Respondents are encouraged to complete uploads well before the closing date. No late submissions will be accepted.

5. JOINT VENTURES OR CONSORTIUMS

5.1. Statements of Qualification submitted by Joint Ventures or Consortiums will be accepted, provided that:

- 5.1.1. at least one Consortium Member has registered as the Respondent;
- 5.1.2. the Consortium structure is fully disclosed;
- 5.1.3. each Consortium Member is bound by the procurement requirements;
- 5.1.4. each Consortium Member executes the required confidentiality undertakings;
- 5.1.5. Consortium Members participate in only one bid submission;
- 5.1.6. each Consortium Member submits the information required in Tech Forms A and B;
- 5.1.7. the Consortium collectively satisfies the qualification requirements applicable to SPV1 and SPV2 as set out in Section 4; and
- 5.1.8. the Consortium demonstrates the financial, technical and operational capability necessary to deliver the integrated NMEC PSP Transaction.

5.2. Failure to comply with 5.1.1 to 5.18 will result in disqualification for the avoidance of doubt

6. B-BBEE REQUIREMENTS

6.1. Broad-Based Black Economic Empowerment (B-BBEE) forms an integral part of the NMEC PSP procurement strategy. No B-BBEE qualification or evaluation criteria will be applied during the RFQ phase, which is limited to assessing Respondents' technical, operational, financial and corporate social investment capability.

6.2. Respondents are advised that Transnet intends to engage National Treasury to seek an exemption from the statutory 90:10 preference point system prescribed under the Preferential Procurement Policy Framework Act (PPPFA), recognising the strategic objective of attracting broad participation from both domestic and international Respondents. Should the exemption not be granted, the RFP will apply the statutory 90:10 preference point system.

6.3. Prior to issuing the RFP, Transnet, supported by its legal and transaction advisers, will finalise the transaction-specific B-BBEE framework, transformation objectives and evaluation methodology, aligned with the Transnet B-BBEE Policy, Transnet Preferential Procurement Policy (in the event that exemption is not granted) and applicable legislation; and the principles of the JIEPS Framework.

6.4. Where the statutory 90:10 preference point system applies, the RFP is expected to include:

6.4.1. an assessment of the Respondent's B-BBEE status level in accordance with the applicable legislative framework; and

6.4.2. an assessment of the Respondent's proposed transaction-specific transformation commitments and implementation plan, including, where appropriate, ownership, enterprise and supplier development, localisation, skills development, employment, job creation, procurement from black-owned businesses and other project-specific transformation outcomes.

6.5. The successful Respondent's commitments will form part of the transaction agreements and will be monitored through measurable contractual key performance indicators throughout the transaction period.

6.6. As a post award obligation, both SPVs will be required to attain and maintain a minimum Level 4 B-BBEE Contributor Status in accordance with the Codes of Good Practice issued under the Broad-Based Black Economic Empowerment Act, consistent with the applicable TNPA terminal licensing requirements.

6.7. Respondents are advised that the current B-BBEE Codes of Good Practice are under review and that revised Codes may be gazetted during the procurement process. This RFQ has been prepared based on the legislation and Codes in force at the date of issue.

6.8. Transnet reserves the right to align the RFP and the transaction documentation with any applicable legislative or regulatory changes that become effective before the RFP is issued.

7. COMMUNICATION

7.1. Requests for clarification shall be submitted using the Clarification Request Form contained in Section 7 and emailed to psp@transnet.net by the date stated in the Tender Advert.

7.2. Responses to clarification requests will be published on the Transnet website and National Treasury e-Tender Portal.

7.3. After the closing date, Respondents may communicate only with the designated Transnet contact.

7.4. Respondents shall not canvass any employee or representative of Transnet regarding this procurement.

8. CONFIDENTIALITY

8.1. All information relating to this RFQ and the procurement process shall be treated as strictly confidential.

8.2. Where disclosure is required, prior written approval shall be obtained from Transnet unless disclosure is required by law.

9. STATUS OF THIS RFQ AND SUBSEQUENT PROCESS

9.1. This RFQ constitutes the qualification stage of a two-stage procurement process.

9.2. Respondents will be evaluated against the qualification criteria contained in Section 4.

9.3. Only Respondents satisfying the minimum qualification requirements applicable to both SPV1 and SPV2 will be shortlisted and invited to participate in the Request for Proposal stage.

9.4. This RFQ does not create any contractual relationship or legal obligation between Transnet and any Respondent.

10. PROCUREMENT PROCESS OVERVIEW

10.1. Transnet currently intends to undertake the procurement process as follows:

10.1.1. Issue the Request for Qualifications (RFQ);

10.1.2. Respond to clarification requests;

10.1.3. Evaluate Statements of Qualification against qualification criteria contained in Section 4;

10.1.4. Shortlist qualified Respondents;

10.1.5. Issue the Request for Proposal (RFP);

10.1.6. Conduct an interactive RFP process, including due diligence and clarification meetings;

10.1.7. Evaluate Proposals;

10.1.8. Select a Preferred Respondent and Reserve Respondent;

10.1.9. Negotiate and finalise the transaction agreements; and

10.1.10. Achieve Financial Close.

11. DISCLAIMERS

11.1. The provisions of this RFQ are issued solely for purposes of identifying suitably qualified Respondents.

11.2. Transnet reserves the right, at its sole discretion and subject to applicable legislation, to amend, withdraw, suspend or terminate the procurement process, request additional information, validate any submission, or not proceed with the appointment of a Private Sector Partner.

11.3. Respondents shall bear all costs associated with preparing and submitting their responses.

11.4. Nothing contained in this RFQ shall be construed as creating any contractual relationship between Transnet and any Respondent.

12. SECURITY CLEARANCE

12.1. Acceptance of any proposal may be subject to the successful Respondent obtaining the required security clearances for its personnel, subcontractors and advisers.

13. PROBITY CHECKS

13.1. Acceptance of any proposal may be conditional upon the successful Respondent having satisfactorily completed and passed such preliminary probity checks as Transnet may require.

14. NATIONAL TREASURY CENTRAL SUPPLIER DATABASE

14.1. South African Respondents must be registered on the National Treasury Central Supplier Database (CSD) prior to submission.

15. TAX COMPLIANCE

15.1. Respondents shall be tax compliant at the time of submission and remain tax compliant in their country of operation throughout the procurement process and any resulting agreement.

15.2. Where Consortiums are involved, each Consortium Member shall satisfy the applicable tax compliance requirements.

Transnet urges its clients, suppliers and the general public to report any fraud or corruption to TIP-OFFS ANONYMOUS:

Respondent's signature

Date and Company Stamp

SECTION 3: RFQ SCOPE OF REQUIREMENTS

1

2

3

3.1 TRANSNET SOC LTD

Transnet SOC Ltd is a state-owned company incorporated under the Legal Succession to the South African Transport Services Act No. 9 of 1989. The South African Government is its sole shareholder. As a major public entity, Transnet is governed by the Companies Act No. 71 of 2008 and the Public Finance Management Act No. 1 of 1999. Transnet is also subject to the JSE Debt Listings Requirements in relation to its registered debt listing programme and listed debt securities.

Transnet owns and manages South Africa's freight rail, ports, and pipelines infrastructure. It operates across seven divisions, outlined in Table 1 below.

Division	Mandate
Transnet Freight Rail (TFR)	Provides rail transportation of bulk commodities for export, regional, and domestic markets. Currently operates the NMEC corridor under long-term commercial agreements with manganese producers.
Transnet Port Terminals (TPT)	Handles container, mineral bulk, agricultural bulk, and RoRo cargo across multiple ports. Holds the Section 79 terminal operating licence for NMET.
Transnet Rail Infrastructure Manager (TRIM)	Established 1 November 2023 to manage, operate, and maintain the Transnet rail network infrastructure and provide equitable open access under a commercial framework.
Transnet National Ports Authority (TNPA)	National landlord port authority responsible for the safe and efficient economic functioning of South Africa's national port system, including the Port of Ngqura.
Transnet Engineering (TE)	Advanced manufacturing and maintenance division. Acts as independent African OEM for wagons and locomotives. The future role of Transnet Engineering in relation to rolling stock maintenance and engineering support will be confirmed during the RFP stage.
Transnet Pipelines (TPL)	TPL is the custodian of the country's strategic pipeline assets and is currently servicing two key industries (fuel and gas) by transporting petroleum and gas products over varying distances in pipelines
Transnet Property	TP manages the Transnet portfolio of commercial and residential properties.

Table 1: Transnet overview

3.2 STRATEGIC MANDATE AND PRIVATE SECTOR PARTICIPATION

Transnet is mandated to develop and operate South Africa's freight logistics network in a manner that supports economic growth, facilitates trade and enhances the competitiveness of the national economy. Central to this mandate is the efficient movement of export commodities through integrated rail and port corridors that connect South African producers to global markets.

To fulfil this mandate within an increasingly constrained fiscal environment, Transnet has adopted a strategic approach that leverages private sector participation to accelerate investment, improve operational performance and strengthen the long-term sustainability of key logistics corridors. This approach is aligned with Government's broader logistics reform agenda, which seeks to attract private capital and expertise while maintaining State ownership of strategic infrastructure assets.

The Ngqura Manganese Export Corridor (NMEC) transaction has been identified as a priority private sector participation opportunity due to the scale of investment required, the strategic importance of the corridor and the opportunity to unlock additional value through the integration of rail and port operations.

Through this process, Transnet intends to partner with experienced investors, operators and infrastructure specialists capable of supporting the long-term sustainable development, operation and performance improvement of the corridor.

This RFQ represents the first stage in the selection process and is intended to identify suitably qualified parties with the technical, operational, financial and commercial capabilities required to participate in the next phase of the procurement process.

3.3 PROJECT BACKGROUND

Market Overview

South Africa is the world's largest producer and exporter of manganese ore and is estimated to hold approximately 80% of known global manganese resources and more than 36% of global economically mineable reserves. This resource base has established South Africa as a major supplier of manganese to international markets and underpins the strategic importance of efficient export logistics (Figure 1).

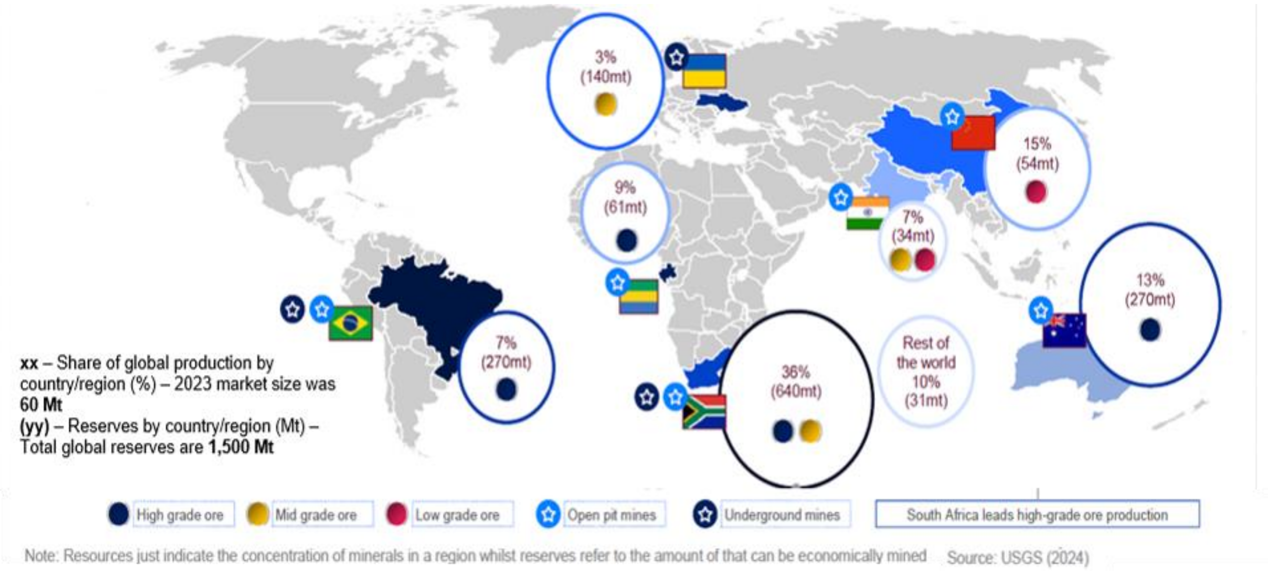

Figure 1: Global distribution of manganese production and economically recoverable reserves. Source: Growth Gateway – Critical Minerals in South Africa: Mining 101 series, 31 March 2025

Over the past fifteen years, South African manganese exports have increased steadily (Figure 2), driven primarily by global steel production and, more recently, demand associated with battery technologies and the energy transition.

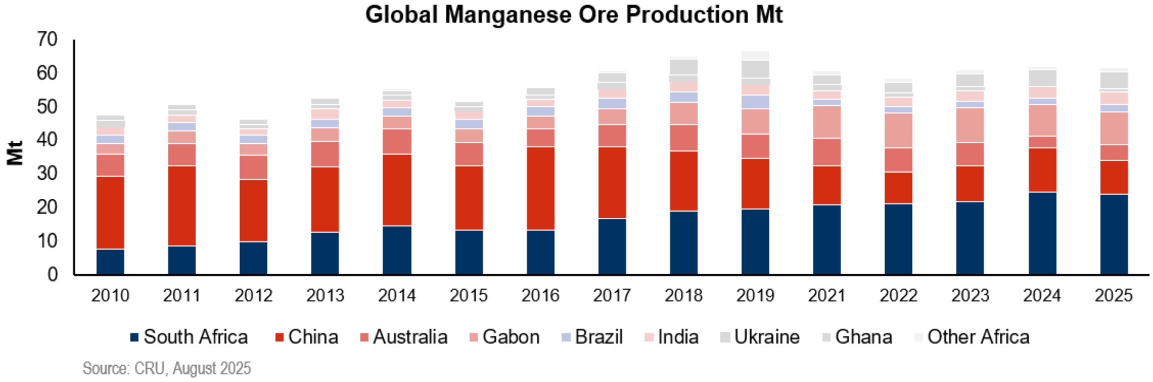

Figure 2: Global Manganese production by major producing country

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During this period, South Africa has increasingly become the preferred supplier of medium-grade manganese ore to key export markets, particularly China, owing to the favourable metallurgical characteristics of its ore.

While South Africa's resource endowment provides a strong long-term competitive advantage, maintaining and expanding export market share will depend on the efficiency, reliability and competitiveness of the rail and port logistics system. Continued investment in export infrastructure is therefore required to support future demand, improve supply chain performance and sustain South Africa's position as a leading global manganese exporter (Figure 3).

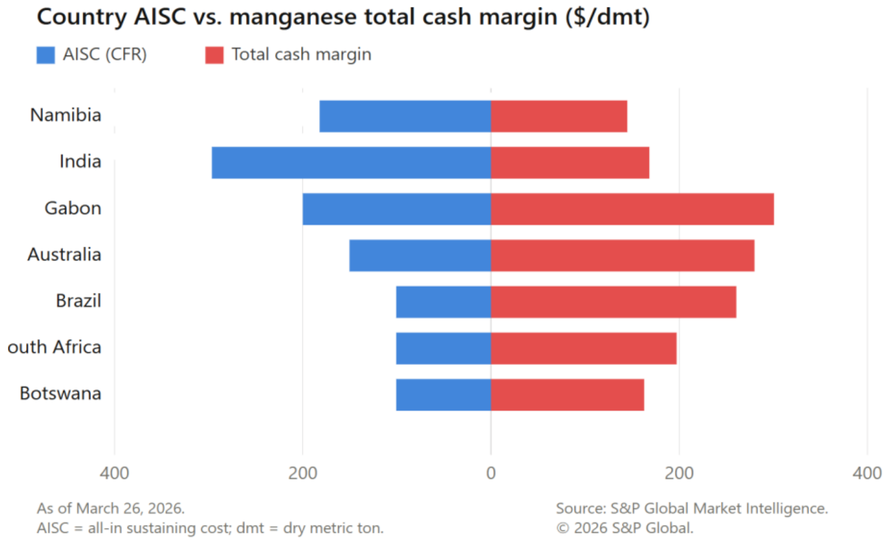

Figure 3: All-In Sustaining Cost (AISC) and total cash margins of major manganese-producing countries

For bulk commodities such as manganese, logistics costs account for a significant proportion of the delivered cost to customers. Efficient rail operations, high-performing export terminals, reliable vessel turnaround times and an integrated end-to-end logistics chain are therefore essential to protecting margins and maintaining market share in an increasingly competitive global market.

Manganese Market Outlook

Manganese remains one of South Africa's most strategically important export commodities and is heavily dependent on the efficiency, reliability and cost of the logistics chain linking the Northern Cape manganese basin with international markets. Long-term industry forecasts indicate that export demand for South African manganese ore is expected to remain robust and broadly stable at approximately 24

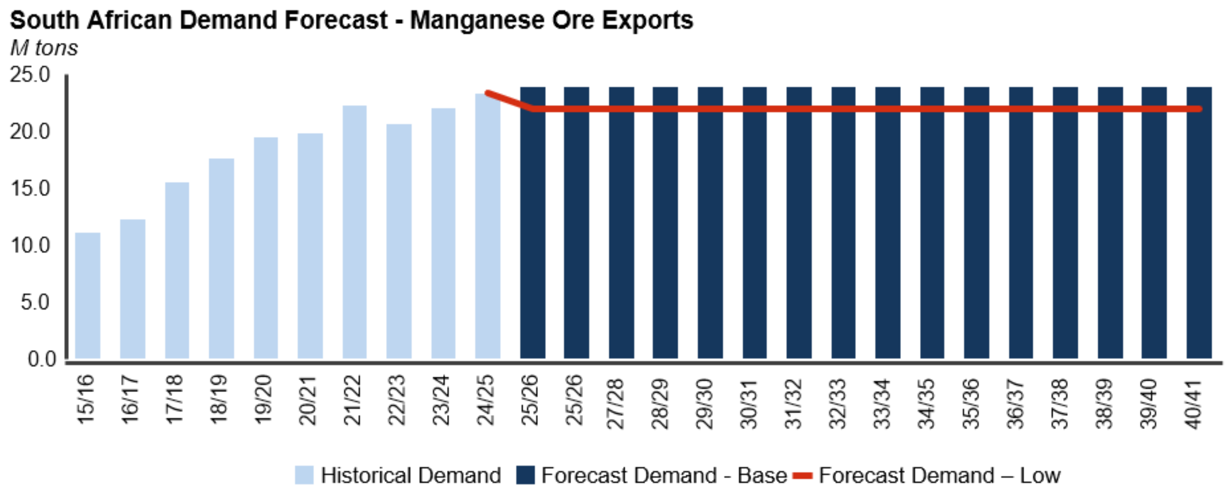

Figure 4: South African Demand Forecast - Manganese Ore Exports

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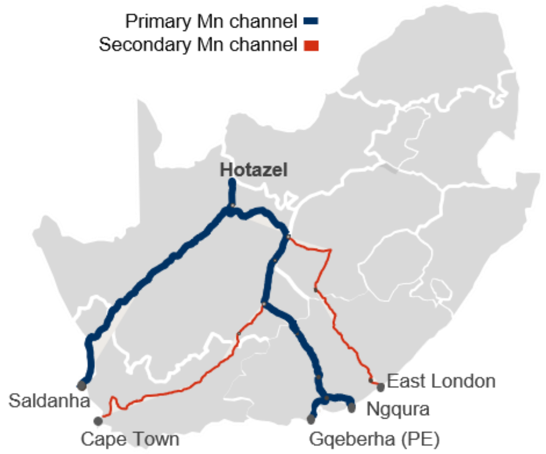
Mtpa (Figure 4). Given the cyclical nature of the manganese market, maintaining a balanced global supply-demand position is critical, as even modest oversupply can result in sharp price declines and materially reduce industry profitability.

South Africa Manganese Export Overview

South Africa currently exports manganese through multiple rail and port corridors, each with differing operating characteristics, infrastructure constraints and commercial arrangements. Figure 5 presents Transnet's rail and port manganese export volumes per corridor for the 2024/25 financial year.

Transnet Manganese Export Volumes (Mt, 2024/25)



Channel	Rail (TFR)	Port (TPT)
Pe / Ngqura	10.15	10.72
Saldanha	5.17	6.27
East London	0.25	0.28
Cape Town	0.05	0.08
Total	**15.42[1]**	**17.35**

[1]Includes Mn containerised as bulk

Figure 5: Transnet Manganese Exports per channel, 2024/25

Manganese exported by road or through privately operated export facilities is excluded, illustrating the structural imbalance between rail capacity and export demand, which has resulted in substantial volumes being diverted to road haulage and back-of-port export operations.

Manganese exports via the Nelson Mandela Bay District

Historically, manganese exports through the Eastern Cape have been handled through a combination of facilities located in the Ports of Port Elizabeth and Ngqura, supported by an extensive network of back-of-port storage operations. This export configuration has become increasingly fragmented and inefficient, resulting in multiple handling points, significant road haulage, increased logistics costs and growing environmental and social impacts within the Nelson Mandela Bay metropolitan area.

The rail corridor forms the backbone of the export system and has demonstrated resilient performance despite infrastructure degradation, theft, vandalism and operational constraints. Rail volumes from the Northern Cape to the Eastern Cape corridor have exceeded 10 Mtpa in recent years, demonstrating the underlying strength of the demand base and the strategic importance of the corridor to South Africa's manganese export industry - see Figure 6.

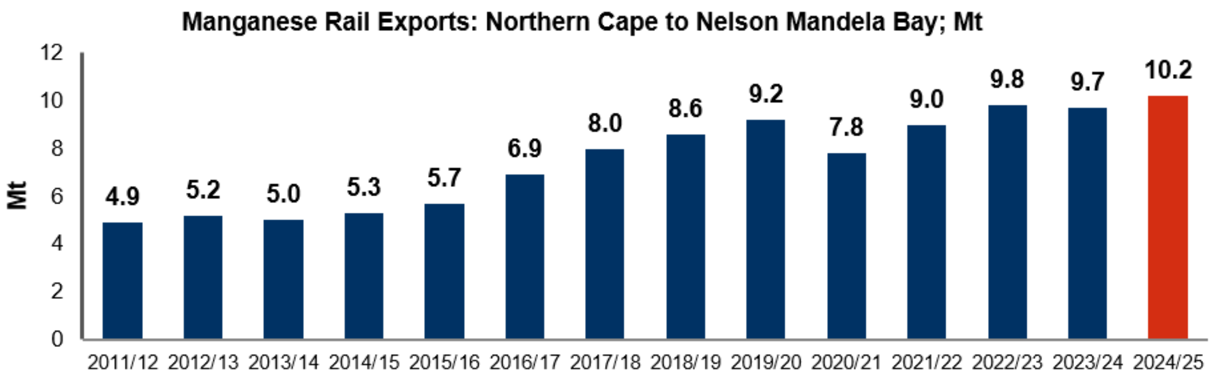


Figure 6: Manganese rail exports to Nelson Mandela Bay (Source: TFR)

The continued operation of the Port Elizabeth Bulk Ore Terminal (PEBOT) has become increasingly unsustainable due to ageing infrastructure, rising maintenance requirements, environmental considerations and the long-term development objectives for the City of Gqeberha.

In response, Transnet and Government have advanced the development of the Ngqura Manganese Export Terminal (NMET) as the long-term solution for relocating and consolidating South Africa's manganese exports within the Port of Ngqura.

As planning progressed, it became evident that a terminal investment alone would not unlock the corridor's full export potential. Sustainable growth in manganese exports depends on the performance of the entire logistics chain, including rail infrastructure, rolling stock, corridor operations and terminal capacity. The concentration of manganese exports within the Eastern Cape further reinforced the need for an integrated solution that aligns rail and port investment, operations and performance outcomes.

Against this backdrop, Government and Transnet concluded that incremental improvements to individual assets would not be sufficient to unlock the corridor's long-term export potential. Accordingly, the project evolved into the Ngqura Manganese Export Corridor (NMEC), an integrated rail and port programme designed to optimise the movement of manganese from the Northern Cape manganese basin to the Port of Ngqura. In addition to supporting increased manganese exports, the corridor strengthens the movement of other strategic freight, including automotive, chrome and general freight, and is aligned with the Freight Logistics Roadmap and South Africa's broader logistics reform agenda.

The NMEC transaction is being developed within a rapidly evolving logistics reform environment, including the implementation of the National Rail Policy, Freight Logistics Roadmap, Economic Regulation of Transport Act and the establishment of the Transnet Rail Infrastructure Manager (TRIM).

These reforms seek to improve network performance, facilitate greater private sector participation and progressively introduce open access to the rail network while retaining State ownership of strategic infrastructure. The scale of investment required to rehabilitate and maintain corridor infrastructure, improve rail operations, provide rolling stock and develop the NMET exceeds Transnet's current funding capacity and competes with numerous strategic investment priorities across the logistics system. Following a detailed feasibility and transaction structuring assessment undertaken under the Joint Investment and External Partner Selection (JIEPS) Framework, Transnet identified private sector participation as the preferred mechanism to mobilise capital, operational expertise and technical capability to accelerate corridor development and improve long-term export performance.

3.4 THE NMEC PSP: THE INVESTMENT OPPORTUNITY

The NMEC transaction represents one of the most significant freight logistics investment opportunities currently being developed in South Africa and the broader African market. The transaction seeks to establish an integrated rail and port export corridor linking the Northern Cape manganese basin with the Port of Ngqura through a long-term partnership between Transnet and the private sector.

The transaction is intended to support the following:

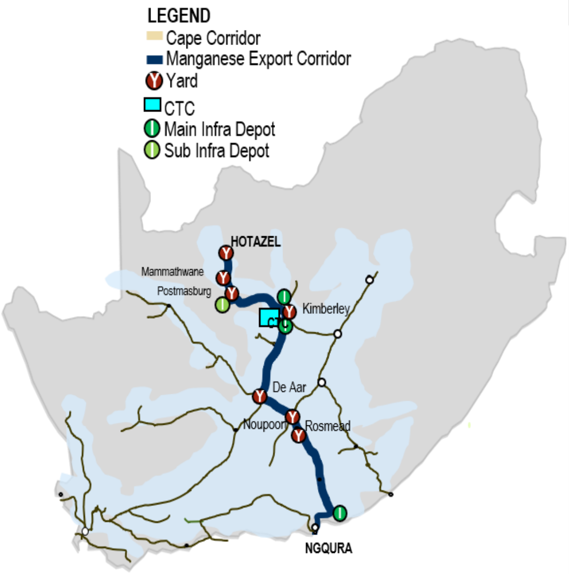
- Rehabilitation and optimisation of the rail corridor
- Enhancement of corridor operations
- Development of the Ngqura Manganese Export Terminal (NMET)
- Creation of a scalable export platform capable of supporting South Africa's long-term manganese export requirements.

The overall investment programme is expected to require substantial capital investment over the life of the transaction and offers participants the opportunity to deploy infrastructure, operational and financing capabilities across both rail and port environments. The transaction is designed to leverage private sector expertise, innovation and capital while maintaining State ownership of strategic rail and port infrastructure.

3.5 PROJECT ASSETS AND OPERATIONS

3.5.1 NMEC Rail Corridor Infrastructure

The NMEC rail corridor extends approximately 1 100 route kilometres between the Northern Cape manganese basin and the Port of Ngqura in the Eastern Cape and is a strategic component of South Africa's bulk export logistics system. The infrastructure scope includes the mainline rail network, electrification systems, signalling infrastructure, telecommunications systems, traction power infrastructure, maintenance depots, bridges, culverts and associated operational facilities required to support corridor performance (Figure 7).



PARAMETER	CHARACTERISTIC
Distance	1 100 km
Ruling gradient	1:80
Axle loads	Operated at 20 t/axle
Traction	3kV DC Hotazel to Kimberley & 25 kV AC Kimberley to Port Elizabeth
Gauge	Cape Gauge of 1 067 mm (1 065mm)
# of Lines	Hotazel – Beaconsfield - De-Aar- Noupoort – Port Elizabeth: Single & double lines.
Line Classification	Hotazel to Port Elizabeth are classified N1/N2/N3 sections
Crossing Loops	Mainline crossing loops between Hotazel and Gqeberha with trains that are limited to a maximum of 106 Rail Wagon, proximately 1150m length train.
Train Speeds	Sections governed by different speed limits i.e. max 70 km/h for light air brake trains, max 90 km/h (passengers) and max 60 km/h for vacuum brake trains
Train Authorisation System	Combination VDU warrant & colour light signalling, controlled from various centralised traffic control centres along the routeCS90 Colour Lights
Telecommunications	Remote signalling and axle counter control; CS90 & DED train authorisation; RTO train control communications; Trunked operational radio; Integrated cable, microwave and UHF network; Safe train control and corridor monitoring
Wayside Condition Monitoring Systems	Vehicle Identification System; Hot Box Detector; Dragging Equipment Detectors; Assized Weighbridges

Figure 7: Ngqura Manganese Export Corridor Rail Infrastructure Geographical Profile

While the corridor provides a continuous rail link between the mining region and export ports, its current technical configuration and infrastructure condition constrain throughput, reliability, and operational performance. Figure 8 highlights widespread degradation across key components of the corridor, with several categories rated as impaired or degraded, posing material operational risks.

Track infrastructure, electrical systems, and signalling are particularly affected, with issues such as rail stress, turnout failures, cable theft, and outdated train authorisation systems contributing to derailment risks, line closures, and reduced capacity. (Source: Network Statement, December 2024).

The geographic distribution of these issues indicates multiple hotspots along the corridor, where theft, temporary speed restrictions, and infrastructure defects compound performance challenges. Collectively, these factors result in reduced slot capacity, increased transit times, and lower reliability, reinforcing the need for targeted rehabilitation and system upgrades.

Detailed asset information, condition assessments and infrastructure data will be made available to shortlisted Respondents during the RFP phase.

CATEGORY	CONDITION	RISK
Perway (Track, Ballast, Rail, etc.)	Various areas: High rail stresses, flaking & turnout failure	Derailments/ line closures
Structure: (Bridges, Tunnels, Culverts	Structural failures	Line closure
Electrical	Pantograph hookups and increase in cable theft	Line closure
Train authorisation	Outdated signaling systems	Reduction in slot capacity
Condition Assessment & Protection Systems	Low availability of condition assessment / protection systems	Increase derailments impact
Radio networks	Dark reception areas	Train delays
Transmission networks	SDH, Microwave links & XMP1 needs replacement. Technical IP network EOL (2021)	Manual authorisations reducing capacity
Offtrack (Service roads)	Poor condition	Incident response time

Acceptable Impaired Degraded

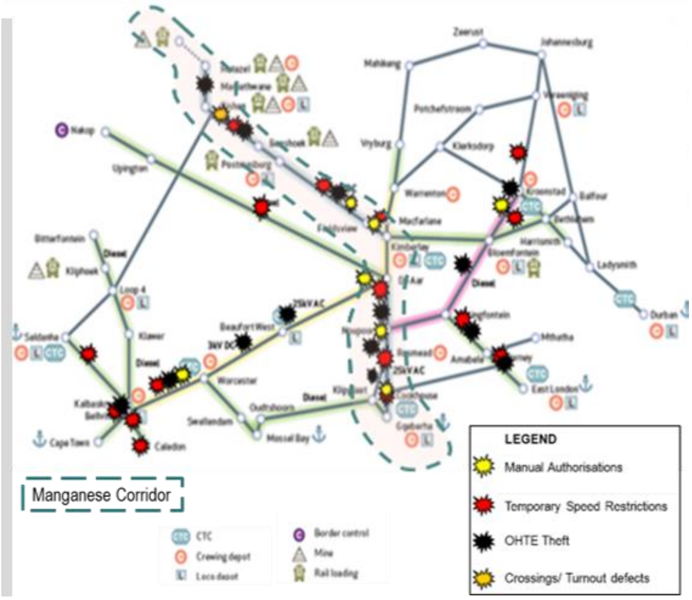


Figure 8: Ngqura Manganese Export Rail Corridor: Rail Infrastructure Condition. Source: Network Statement, Dec. 2024

3.5.2 NMEC Rail Corridor Operations

The rail operations component of the NMEC comprises the transportation of manganese ore from the Northern Cape manganese basin to the Port of Ngqura via the approximately 1 100 km Manganese Export Corridor. The corridor extends from Hotazel through Kimberley and De Aar to Ngqura and includes the operation of associated yards, crew depots, in-service maintenance facilities and operational support infrastructure required to support the manganese rail operations (Figure 9).

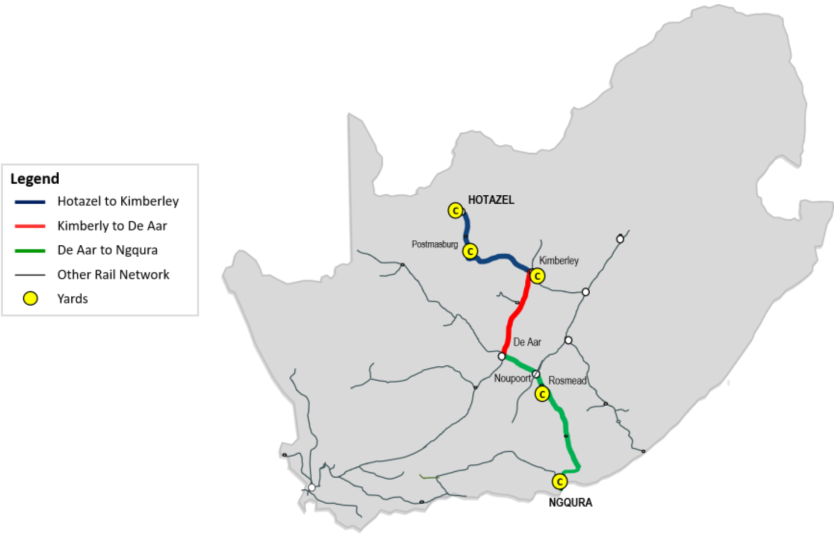


Figure 9: Ngqura Manganese Corridor Rail Operations Scope

The corridor is currently operated by Transnet Freight Rail as an integrated heavy haul operation, providing train planning, train operations, rolling stock management, yard operations, crew management and maintenance coordination. Rail operations interface closely with the various port and back-of-port terminals in Nelson Mandela Bay to facilitate the efficient movement of export volumes through the corridor.

The corridor primarily transports manganese ore for export while accommodating other freight services where operationally required.

Corridor performance is influenced by locomotive and wagon cycle times, infrastructure availability, rolling stock reliability, maintenance planning and terminal performance, all of which are managed through an integrated operating model.

Detailed information on the current operating model, organisational structure, operational performance, train scheduling, maintenance practices, supporting systems and asset condition will be made available to shortlisted Respondents during the RFP phase.

3.5.3 Rolling Stock

The corridor currently utilises a fleet of approximately 64 Class 23E locomotives and 3200 CR-class bulk wagons to transport manganese ore between the Northern Cape and the Port of Ngqura. Fleet deployment is based on current throughput requirements, train cycle times and operational availability. Rolling stock is owned and operated by Transnet Freight Rail and maintained through a combination of Transnet Engineering capabilities and long-term OEM support for the Class 23E locomotive fleet.

The current fleet configuration supports existing corridor operations. It is anticipated that improved operational efficiency and targeted infrastructure rehabilitation will reduce train cycle times, improve fleet utilisation and optimise rolling stock requirements over time.

Detailed operational, engineering and commercial information, including asset registers, maintenance records, fleet utilisation, operating costs and the proposed commercial treatment of the rolling stock, will be made available during the RFP phase.

3.5.4 Ngqura Manganese Export Terminal (NMET)

Port of Ngqura

The Port of Ngqura is a deep-sea port in the Eastern Cape, designed to handle containers, bulk cargo and other commodities. It comprises a four-berth container terminal and a multi-purpose terminal at the finger jetty, which includes two dry bulk berths and one liquid bulk berth. Government and Transnet have identified the Port of Ngqura as one of the country's primary deep-water ports for future freight growth and industrial development. The long-term port development strategy envisages Ngqura as the principal bulk export hub in the Eastern Cape, supporting expanded export capacity while enabling the progressive relocation of incompatible bulk activities from the Port of Port Elizabeth, see Figure 10.

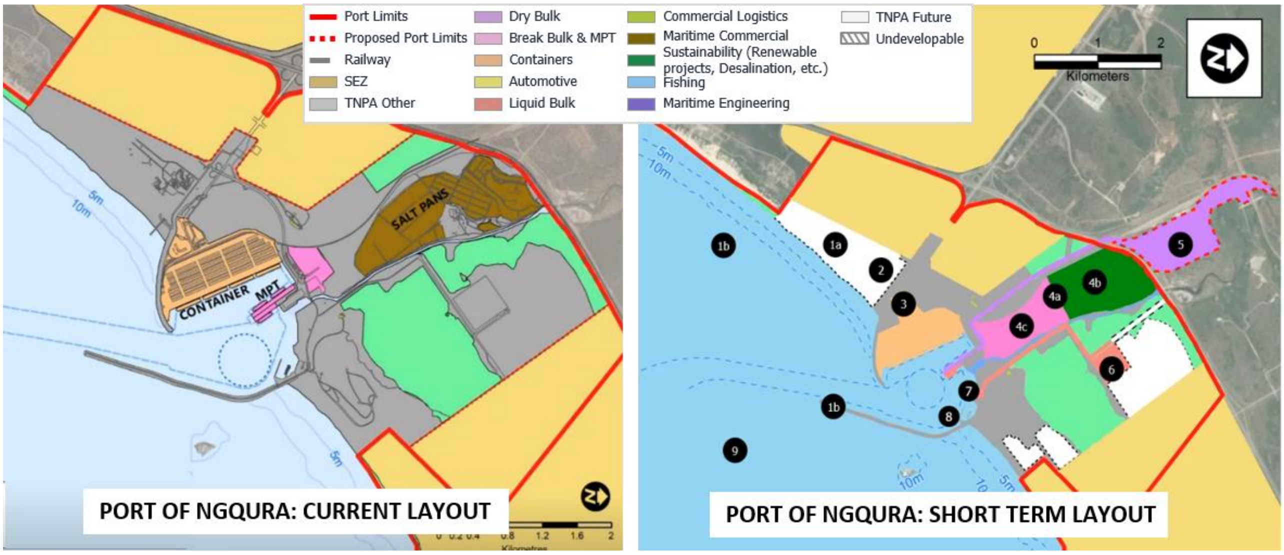


Figure 10: Port of Ngqura: Current and Short-Term Layout

The development of the Ngqura Manganese Export Terminal (NMET) is a key component of this strategy.

Manganese is currently exported through berths C100 and C101 using skip-loading operations. During FY2024/25, approximately 4.0 Mtpa of manganese was handled through the port by Transnet Port Terminals (TPT) and private operators.

Ngqura Manganese Export Terminal

The Ngqura Manganese Export Terminal (NMET) was conceived following a 2010 Government directive to relocate manganese exports from the Port of Port Elizabeth to the Port of Ngqura. As a central component of the Ngqura Manganese Export Corridor (NMEC), the terminal will enable the phased relocation and consolidation of manganese export activities currently handled through the Nelson Mandela Bay port system into a single purpose-built facility, supporting Transnet's long-standing objective of consolidating manganese exports within the Port of Ngqura.

In addition to increasing export capacity and supporting future growth, NMET will address the environmental and operational challenges associated with the current fragmented export model, including extensive back-of-port storage and handling facilities. The consolidation of export activities is expected to reduce road congestion, material handling movements, dust emissions and other environmental impacts while improving overall supply chain efficiency.

Transnet Port Terminals holds the terminal operating licence for NMET, incorporating berths C100 and C101 within the Port of Ngqura. The terminal is planned to accommodate an initial throughput capacity of approximately 14.7 Mtpa, with provision for expansion to approximately 16 Mtpa, subject to market demand. The terminal will be procured on a Design, Build, Finance, Operate and Maintain (DBFOM) basis. The indicative terminal capacity parameters are outlined in Figure 11.

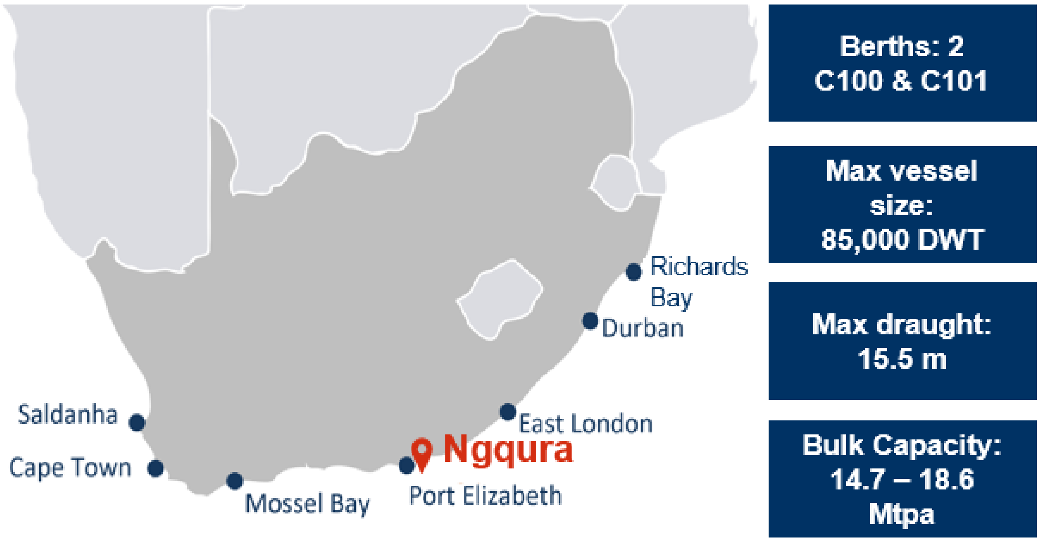


Figure 11: NMET Terminal Characteristics. Note: Values reflect current reference configuration and planning assumptions.

Figure 12 outlines the indicative terminal reference configuration and geographical orientation, including the stockpile area, berths and conveyor alignment.

The diagrams are provided for reference purposes only and do not prescribe the final terminal configuration, which will be developed by Respondents under the DBFOM delivery model in the RFP process.

Figure 12: Illustrative Schematic layout and geographical orientation

Further technical, environmental, operational and regulatory information, including engineering studies, environmental approvals, licence arrangements and supporting due diligence information, will be made available to shortlisted Respondents during the RFP phase. Respondents will be responsible for developing compliant technical solutions and should recognise that amendments to existing environmental or regulatory approvals may be required depending on the final terminal design.

3.6 THE NMEC PSP TRANSACTION STRUCTURE

3.6.1 Transaction Overview

The Ngqura Manganese Export Corridor (NMEC) has been structured as an integrated rail and port corridor transaction to improve export performance, facilitate private sector investment and operational participation, and strengthen the long-term competitiveness of South Africa's manganese export value chain, while preserving State ownership of strategic rail and port infrastructure.

As illustrated in Figure 13, corridor performance depends on the effective integration of rail infrastructure, rail operations and terminal operations. Sustainable export growth can only be achieved through coordinated investment, asset management and operational delivery across the full logistics chain, from the Northern Cape manganese basin to the Port of Ngqura.

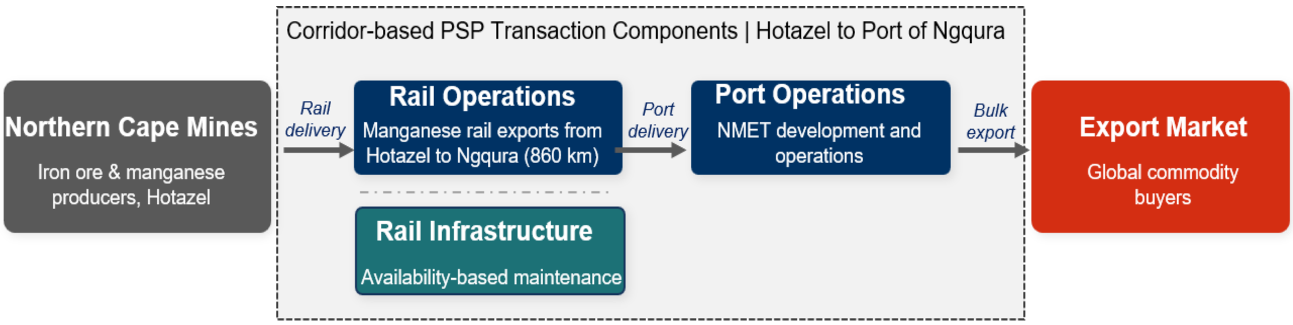


Figure 13: Conceptual overview of the NMEC PSP transaction facilitating end-to-end manganese exports

The preferred transaction structure has been developed through the Stage 2 Business Case and subsequent transaction design process. It seeks to allocate risks to the parties best able to manage them by separating infrastructure availability risk from transport market and operating risk.

This is achieved through two legally separate Special Purpose Vehicles (SPVs), enabling each business to be financed, governed and managed according to its own risk profile.

3.6.2 Proposed Transaction Structure

Transnet intends to procure the NMEC through a single integrated procurement process, resulting in the appointment of one preferred private sector consortium responsible for delivering an end-to-end corridor solution. Respondents will therefore be expected to demonstrate capabilities across rail and port infrastructure investment, rail infrastructure maintenance, rail operations, rolling stock management, terminal development, terminal operations and long-term corridor optimisation.

The proposed commercial structure is illustrated in Figure 14. The successful consortium will establish a Holding Company (HOLDCO) through which it will own two legally separate Special Purpose Vehicles (SPVs). Under the current transaction assumptions, HOLDCO will hold 49% of the equity in SPV1, with Transnet SOC Ltd retaining 51%, while HOLDCO will own 100% of SPV2. SPV1 will be responsible for the financial and operational management of the integrated corridor, while SPV2 will be responsible for rail infrastructure rehabilitation and maintenance under an availability-based arrangement with TRIM.

The two SPVs will remain legally, commercially and financially ring-fenced, each with separate governance arrangements, financing structures, contractual obligations, revenue streams and security packages. This enables each SPV to raise non-recourse project finance against its own cash flows while maintaining clear accountability for infrastructure and operational performance.

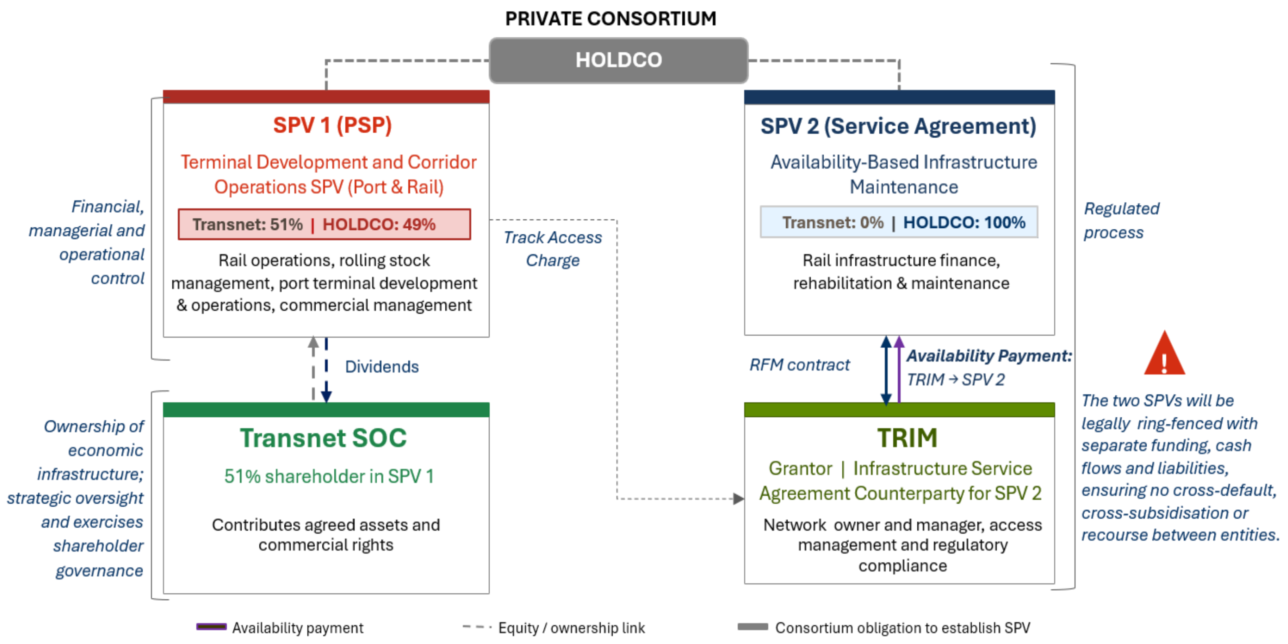


Figure 14: Indicative NMEC transaction and commercial structure

Strategic ownership and oversight of the underlying economic assets will remain with Transnet through its majority shareholding in SPV1, ownership and stewardship of the rail infrastructure by TRIM, and TNPA's ownership and landlord functions in respect of the Port of Ngqura, pending the implementation of the proposed corporatisation arrangements.

The equity structure, governance arrangements and contractual interfaces remain indicative and may be refined following market engagement during the RFQ process.

3.6.3 SPV1 | Terminal Development and Corridor Operations

SPV1 will be the integrated corridor operating company, responsible for the day-to-day management and operation of rail haulage services, rolling stock, customer relationships, terminal operations and overall corridor performance.

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SPV1 will also be responsible for the design, financing, construction, operation and maintenance of the Ngqura Manganese Export Terminal (NMET) under a Design, Build, Finance, Operate and Maintain (DBFOM) arrangement.

SPV1 will provide an integrated rail and terminal service to corridor customers and generate revenue from rail haulage and terminal handling charges. As the commercial operating entity, SPV1 will assume transport market risk, operational performance risk and terminal delivery risk and will exercise operational and managerial control over corridor operations in accordance with the agreed governance framework.

In providing these services, SPV1 will operate under a contractual arrangement whereby the existing Rail Access Agreement applicable to the corridor is allocated by TFR, enabling SPV1 to exercise the associated rail operating rights and obligations, subject to the applicable regulatory approvals. SPV1 will pay the applicable track access charges to TRIM in accordance with the approved access charging framework.

Similarly, SPV1 will operate NMET under a sub-licensing and operating arrangement with TPT, which currently holds the Terminal Operator Licence. SPV1 will occupy and operate the terminal in terms of the relevant contractual arrangements and will pay the applicable lease and other port-related charges to the Transnet National Ports Authority (TNPA) in accordance with the applicable port agreements and tariffs.

3.6.4 SPV2 | Rail Infrastructure Rehabilitation and Maintenance

SPV2 will finance, rehabilitate and maintain the rail infrastructure supporting the NMEC corridor, while ensuring infrastructure availability for both NMEC operations and other users of the shared rail network. The infrastructure scope is expected to include track, signalling, traction power, telecommunications, maintenance facilities and other associated infrastructure necessary to support corridor operations.

SPV2 will be remunerated through an availability-based Infrastructure Service Agreement with TRIM and will assume infrastructure rehabilitation, asset performance and lifecycle maintenance risks. SPV2 will not operate trains, manage customers or control access to the rail network.

3.6.5 Role of Transnet Entities

The NMEC PSP has been designed to leverage the existing operational capability, statutory mandates, commercial rights and strategic assets of the relevant Transnet operating divisions while retaining State ownership of strategic rail and port infrastructure.

The anticipated roles of the respective entities are summarised in Table 2below.

Table 2:Roles of Transnet Entities in the transaction

Entity	Proposed Role
Transnet SOC Ltd	Grantor of the SPV1 transaction and majority shareholder (51%) in SPV1. Provides strategic oversight, contributes agreed assets and commercial rights, and exercises shareholder governance while financial, managerial and operational control is vested in SPV1.
Transnet Freight Rail (TFR)	Contributes the rail operating business, including the operational capability, rolling stock, operating systems and, where applicable, customer relationships and associated commercial rights, and makes the necessary track access rights available to SPV1 through contractual arrangements established in accordance with the applicable rail regulatory framework. Relevant operational personnel may be transferred or seconded, subject to applicable labour and governance processes.
Transnet Port Terminals (TPT)	Contributes the existing terminal operating capability through PEBOT and Ngqura skip operations, together with customer relationships and associated commercial rights (where applicable), and makes the relevant terminal operating rights available to SPV1 through contractual arrangements

Entity	Proposed Role
	established in accordance with the applicable regulatory framework. Relevant operational and technical personnel may transfer or be seconded, subject to applicable labour processes.
Transnet Rail Infrastructure Manager (TRIM)	TRIM, as the Rail Infrastructure Manager, retains ownership, strategic control and governance of the rail infrastructure and remains responsible for network management, capacity allocation, track access and compliance with the applicable regulatory framework. TRIM will be the contracting authority and counterparty to SPV2 under the Rail Infrastructure Service Agreement and will continue to levy and collect track access charges in accordance with the applicable regulatory framework.
Transnet National Ports Authority (TNPA)	Retains its statutory landlord role, including ownership of port land and strategic port infrastructure, port regulation, marine services, land use management and the port operating framework within which NMET will operate.

Together, these entities provide the institutional, operational and regulatory framework within which the private sector consortium will finance, develop, operate and maintain the corridor.

3.6.6 Benefits of the Preferred Structure

The preferred structure combines the benefits of integrated corridor delivery with clear separation of infrastructure and operating risks. Procuring both SPVs through a single procurement process ensures that one private sector consortium is accountable for delivering the end-to-end corridor outcome while allowing each SPV to be financed, governed and managed according to its own commercial and risk profile.

This approach improves market attractiveness, supports project bankability, reduces interface risk between rail infrastructure, rail operations and terminal operations, and provides Government and Transnet with a single commercial counterparty responsible for delivering improved corridor performance.

Further information relating to governance arrangements, contractual interfaces, asset contributions, workforce transition arrangements, payment mechanisms, risk allocation, financing structures and the detailed commercial framework will be made available to shortlisted Respondents during the RFP phase.

Note: At the time of issuing this RFQ, both TNPA and TRIM are undergoing corporatisation processes, which may result in changes to certain institutional, governance and contractual arrangements during the procurement process.

3.6.7 Indicative Transaction Parameters and Investment Envelope

The parameters reflect the current transaction assumptions and planning basis and are provided in Table 3 for information purposes only. They remain subject to refinement through the procurement process, and the final transaction parameters, commercial framework and technical requirements will be confirmed in the Request for Proposal (RFP) documentation.

Table 3: Indicative Transaction Parameters

Parameter	Indicative Description
Transaction Structure	Single procurement process resulting in one preferred consortium establishing a HOLDCO with two ring-fenced SPVs (SPV1 and SPV2).
PSP Term	Indicatively 25 years, comprising development, construction, operations and long-term maintenance. Final term to be confirmed during the RFP stage.
Corridor	Approximately 1 100 km rail corridor between the Northern Cape manganese basin and the Port of Ngqura.

Parameter	Indicative Description
Target Throughput	Initial corridor throughput of approximately 12 Mtpa, with the potential to expand towards 16 Mtpa, subject to market demand and investment requirements.
Indicative Total Investment	Envelope: Approximately ZAR R30 to R44 billion. Capital investment requirements will be confirmed during the RFP stage.
Rail Infrastructure Investment	Envelope: Approximately ZAR R10 to R20 billion (excluding lifecycle investment). Rehabilitation, renewal and lifecycle maintenance of track, signalling, traction power, telecommunications and associated infrastructure under an availability-based maintenance agreement.
Ngqura Manganese Export Terminal (NMET) Investment	Envelope: Approximately ZAR R16 billion (base case, excluding lifecycle investments) Design, finance, construction, operation and maintenance of a new manganese export terminal with an initial capacity of approximately 14.7 Mtpa, expandable over time.
Rail Operations and Rolling Stock Investment	Envelope: Approximately ZAR R4 billion Rail haulage operations, rolling stock management and corridor performance management, including the optimisation of train operations and asset utilisation.
Procurement Programme	This RFQ is the first stage of a two-stage competitive procurement process. Its purpose is to identify and shortlist Respondents that demonstrate the technical, operational, financial and organisational capability required to participate in the NMEC PSP Transaction. Only Respondents successfully shortlisted through this RFQ will be invited to participate in the subsequent Request for Proposals (RFP) stage. The RFP will contain the detailed commercial, contractual, technical, financial and evaluation requirements against which proposals will be submitted and evaluated to determine the Preferred Respondent. Both the RFQ and the RFP specify a validity period during which Respondents will be required to keep their submissions open for acceptance by Transnet.

Note: All throughput, investment, timing and scope assumptions are indicative and are provided for qualification purposes only. Transnet reserves the right to refine the transaction structure, scope, investment requirements and implementation programme prior to issuance of the RFP.

Detailed financial, technical, legal and commercial information will be made available to shortlisted Respondents during the RFP phase.

3.6.8 Growth and Expansion Opportunity

The transaction has been structured around an initial throughput platform of approximately 12.6 Mtpa, which forms the basis of current operational, commercial and infrastructure planning assumptions. This provides a stable foundation for the establishment of the integrated corridor operating model and the phased migration of manganese export volumes to the Port of Ngqura.

Beyond the initial corridor platform, there is significant potential to increase export capacity through infrastructure rehabilitation, operational optimisation, improved asset utilisation and targeted expansion investments. Subject to market demand and the successful execution of the corridor development programme, throughput may progressively increase from the initial target of approximately 12 Mtpa towards 16 Mtpa over time. Any future expansion investment and associated capacity growth will be market-led and undertaken at the discretion of the PSP Partner.

The long-term objective is to maximise corridor utilisation, improve logistics efficiency and strengthen South Africa’s competitiveness in global manganese export markets. Respondents are encouraged to consider scalable solutions that enhance corridor performance, reliability and growth potential. The detailed mechanisms associated with future expansion will be developed during the RFP phase and informed by market feedback received through this process.

Respondent’s signature

Date and Company Stamp

3.7 LEGAL AND REGULATORY FRAMEWORK

The transaction has been developed based on the current legal and regulatory framework. Respondents should, however, recognise that elements of South Africa's rail reform programme remain under development and that the contractual framework will include mechanisms to address material regulatory developments occurring during the procurement and transaction periods.

3.7.1 Legal and Regulatory Context

The NMEC PSP is being developed within an established legal and regulatory framework governing rail and port infrastructure, public sector investment, economic regulation, competition, safety and private sector participation.

Key legislation applicable to the transaction includes:

- The Constitution of the Republic of South Africa, 1996;
- The Public Finance Management Act, No. 1 of 1999 (PFMA);
- The Legal Succession to the South African Transport Services Act, No. 9 of 1989;
- The National Ports Act, No. 12 of 2005;
- The Companies Act, No. 71 of 2008;
- The Competition Act, No. 89 of 1998;
- The Broad-Based Black Economic Empowerment Act, No. 53 of 2003;
- The Economic Regulation of Transport Act, No. 6 of 2024;
- The Railway Safety Act, No. 30 of 2024; and
- Applicable environmental, labour and procurement legislation.

The proposed transaction structure has been developed within the context of South Africa's ongoing freight logistics reform programme and has been subjected to legal and regulatory review to assess its alignment with the applicable legislative framework, regulatory requirements and Transnet governance processes. The review confirmed that the transaction can be implemented within the existing legal framework, subject to the completion of the regulatory, contractual, licensing and governance processes ordinarily associated with a transaction of this nature and scale.

3.7.2 Regulatory and Institutional Developments

The NMEC transaction is being developed during a period of ongoing reform within South Africa's freight logistics sector. While the transaction has been structured to operate within the existing legal framework, aspects of the rail regulatory environment continue to evolve and may be further developed during the procurement, contracting and transaction periods.

These developments include, among others:

- The implementation of the Economic Regulation of Transport Act and the establishment and operationalisation of the Transport Economic Regulator;
- The continued development of South Africa's rail reform framework, including arrangements relating to rail access, capacity allocation, infrastructure management and network governance;
- The evolution of the TRIM operating model, Network Statement and associated infrastructure access arrangements;
- The progressive implementation of open access principles within the rail sector;
- The development of economic regulatory mechanisms applicable to track access charges, tariffs, long term access agreements beyond 15 years, related economic oversight arrangements; and
- The progression of licensing, access and operating arrangements required to support the implementation of the transaction.

Transnet is actively progressing a range of regulatory, contractual and institutional measures intended to facilitate implementation of the transaction and provide certainty to market participants.

These measures may include the use of directives, contractual undertakings, licence arrangements, access agreements and other implementation mechanisms, where appropriate, to support transaction delivery while maintaining alignment with Government policy and rail reform objectives.

Respondents should recognise that the regulatory environment may continue to evolve over the life of the transaction and are encouraged to identify any legal, regulatory, institutional or policy matters that may impact implementation, financing, bankability or long-term operation of the corridor. Respondents may provide comments and recommendations in this regard through **Tech Form D: Optional Market Feedback Submission.**

Further details regarding the legal structure, regulatory framework, licensing arrangements, access mechanisms and regulatory risk allocation principles will be provided to shortlisted Respondents during the RFP phase.

3.8 RISK TRANSFER PRINCIPLES

The NMEC transaction has been structured on the principle that risks should be allocated to the party best positioned to manage, mitigate and control them. The transaction seeks to create a balanced risk allocation framework that promotes operational performance, infrastructure reliability, long-term asset stewardship and bankability while preserving State ownership of strategic rail and port infrastructure.

Under the proposed structure, the private sector partner will assume primary responsibility for the delivery and performance of the assets and services under its control. This includes responsibility for the design, financing, construction, operation and maintenance of the Ngqura Manganese Export Terminal (NMET), rail and terminal operations, rolling stock management, infrastructure rehabilitation and lifecycle maintenance. Transnet will retain responsibility for statutory; regulatory and infrastructure ownership functions associated with its role as custodian of the national rail and port network.

The separation of SPV1 and SPV2 is intended to ensure that operational risks and infrastructure risks are managed by dedicated entities with appropriate commercial incentives, governance arrangements and financing structures. This approach is expected to improve accountability, facilitate efficient risk management and support long-term investment in corridor performance.

The indicative risk allocation framework is summarised in Table 4 below.

Table 4: Indicative Risk Allocation Framework

Risk Category	**Primary Allocation Principle**
Asset Ownership	Strategic rail and port infrastructure ownership retained by Transnet.
Terminal Development and Delivery	Private sector (via SPV1) responsible for the design, financing, construction, commissioning and performance of NMET.
Rail and Terminal Operations	Private sector (via SPV1) responsible for operational performance, service delivery, rolling stock management, maintenance and operational efficiency.
Infrastructure Rehabilitation and Maintenance	Private sector (via SPV2) responsible for infrastructure rehabilitation, lifecycle maintenance and achievement of agreed infrastructure performance standards.
Security (theft, vandalism and criminal activity)	Shared responsibility. Private partner responsible for asset protection within its operational control; broader network security supported through Transnet and relevant State security agencies.

Risk Category	Primary Allocation Principle
Throughput Growth and Operational Optimisation	Private sector (via SPV1) incentivised to improve corridor performance, asset utilisation and throughput growth within the agreed commercial framework.
Network Governance and Access Management	Retained by TRIM and managed within the applicable regulatory and access framework.
Port Regulation and Landlord Functions	Retained by TNPA in its capacity as landlord port authority.
Regulatory and Legislative Change	Managed through the contractual framework, including agreed change-in-law and regulatory adjustment mechanisms.
Force Majeure and Extraordinary Events	Allocated in accordance with established infrastructure and project finance market practice.

The detailed risk allocation framework, performance regime, payment mechanisms and contractual interfaces will be matured during the RFP phase. Respondents are encouraged to identify any material risk allocation, bankability or implementation considerations through Tech Form D: Optional Market Feedback Submission.

3.9 CONSORTIUM COMPOSITION REQUIREMENTS

The NMEC is a large-scale integrated rail and port corridor transaction comprising terminal development, rail operations, rolling stock management, infrastructure rehabilitation, lifecycle maintenance and long-term asset stewardship. Given the breadth of capabilities required, Transnet anticipates that many Respondents will constitute consortiums bringing together investors, operators, infrastructure specialists and financiers with complementary skills and experience. While Transnet does not prescribe any consortium structure, Respondents should demonstrate the collective capability to establish, finance and deliver both SPV1 and SPV2. Consortium structures should therefore clearly identify the parties responsible for the respective components of the transaction.

Respondents are expected to demonstrate experience and capability across the following functional areas:

- Heavy-haul rail operations, including train operations, rolling stock management, maintenance, operational planning and corridor performance management;
- Development, financing and operation of bulk export terminals, including materials handling systems, stockyard operations, ship loading and terminal performance management;
- Rail infrastructure rehabilitation, maintenance and asset management across track, signalling, telecommunications, traction power and associated infrastructure systems;
- Infrastructure investment, project development and long-term financing of transport, logistics or other comparable infrastructure assets; and
- Bulk commodity logistics, marketing, trading or supply chain participation relevant to export-oriented freight corridors.

Respondents may participate individually or as part of a consortium. Where a consortium is proposed, the roles and responsibilities of each consortium member must be clearly identified, including the proposed participants in SPV1 and SPV2 and the Designated Infrastructure Party responsible for satisfying the SPV2 qualification requirements. The qualification requirements set out in Section 4 have been structured to assess the technical, operational and financial capabilities required for SPV1 and SPV2 independently. Respondents should therefore ensure that the proposed consortium structure clearly demonstrates how the capabilities required for each SPV will be provided and how those capabilities align with the proposed roles of consortium members within the transaction.

Respondent's signature

Date and Company Stamp

3.10 OBJECTIVES OF THE RFQ

The purpose of this RFQ is to identify suitably qualified parties capable of participating in the next phase of the NMEC procurement process and to assist Transnet in refining the commercial, technical and procurement framework for the transaction.

Through this process, Transnet seeks to:

- Identify experienced investors, operators, infrastructure developers and financiers capable of participating in a large-scale integrated rail and port corridor transaction;
- Assess market capability to establish, finance and deliver the proposed SPV1 and SPV2 structures and the associated operational and infrastructure obligations;
- Evaluate the ability of Respondents to finance, develop, operate and maintain rail, terminal and infrastructure assets of comparable scale and complexity;
- Assess market appetite for long-term investment in South Africa's manganese export logistics chain and the proposed corridor-based operating model;
- Obtain market feedback on transaction structure, commercial arrangements, risk allocation, financing considerations, regulatory developments and future growth opportunities; and
- Support the finalisation of the procurement strategy, contractual framework, commercial structure and RFP documentation.

The RFQ therefore serves both as a pre-qualification exercise and as an opportunity for Transnet to engage with the market on the development of one of South Africa's most significant rail and port corridor investment opportunities.

3.11 GENERAL RESPONDENT OBLIGATIONS

The Respondent(s) shall be fully responsible to Transnet for the acts and omissions of persons directly or indirectly employed by them.

The Respondent (s) must comply with the requirements stated in this RFQ.

3.12 CONFIDENTIALITY AND COMPLIANCE

This RFQ and information contained herein or provided for purposes thereof, remain the property of Transnet and may not be reproduced, sold or otherwise disposed of. All recipients of this document (whether an RFQ is submitted or not) shall treat the details of this document as strictly private and confidential. Information disclosed in this RFQ is given in good faith and only for the purpose of providing sufficient information to the Respondent to enable submission of a well-informed and realistic RFQ.

3.13 UNDERTAKINGS BY RESPONDENT

By submitting a response to this RFQ, the Respondent shall be deemed to have read, understood, and accepted all terms and conditions of this document. The submission of the RFQ Response, together with the signed Section 6 Certificate of Acquaintance, shall constitute conclusive evidence of the Respondent's full acceptance of the terms and conditions of this RFQ. Any qualifications or exceptions must be expressly recorded in the RFQ Response.

3.14 COSTS TO RESPOND TO THE RFQ

All Respondents wishing to submit a RFQ response must be in possession of this document, the RFQ.

Transnet will not be responsible for or pay any expense or losses which may be incurred by any Respondent in the preparation and submission of the RFQ and the costs of the RFQ at all stages of the RFQ process. Costs, if any, will be for each Respondent's own account. The RFQ document is available on Transnet e-tender site and National treasury site at no cost to the Respondent.

Transnet reserves the right to invite certain Respondents to present or otherwise demonstrate their proposed solution as per their RFQ, at the Respondent's own cost.

3.15 AUTHORITY OF SIGNATORY

If the RFQ Respondent is a company, a notarised Power of Attorney or certified copy of the resolution of the Board of Directors (i.e. personally signed by the Chairman or Secretary of the Board) authorising the person who signs this RFQ to do so and any other documents and correspondence in connection with this RFQ and/or agreement on behalf of the company, must be submitted with their RFQ.

If the RFQ Respondent is a partnership, a certified copy of the resolution of the partners (personally signed by all the partners) authorising the person who signs this RFQ to do so and any other documents and correspondence in connection with this RFQ and/or agreement on behalf of the partnership, must be submitted with this RFQ.

If the RFQ Respondent is a Consortium or JV a notarised Power of Attorney or certified copy of the resolution of the Board of Directors (i.e. personally signed by the Chairman or Secretary of the Board) authorising the person who signs this RFQ to do so and any other documents and correspondence in connection with this RFQ and/or agreement on behalf of the partnership, must be submitted with this RFQ.

If the RFQ Respondent constitutes a "one-man business", certified proof must be submitted that the person signing this RFQ and any other documents and correspondence in connection with this RFQ and/or agreement is the sole owner of the one-man business.

Failure to comply with this clause may result in rejection of the RFQ response.

3.16 OFFERING OF COMMISSION OR GRATUITY

If a Respondent, or any person employed by or acting on behalf of the Respondent, is found to have engaged in any corrupt, fraudulent, coercive, collusive or otherwise prohibited conduct, including directly or indirectly offering, promising or giving to any person in the employ of Transnet any commission, gratuity, gift or other consideration, Transnet shall have the right without prejudice to any other legal remedy available to it in respect of any loss, additional cost or expense, to disqualify the Respondent from further participation in this process and any subsequent related processes. The Respondent shall be liable for any loss suffered by Transnet because of such conduct. In addition, Transnet reserves the right to exclude such a Respondent from future business with Transnet.

3.17 UNDERTAKING BY TRANSNET

In responding to this RFQ, Transnet encourages all RFQ Respondents to put their best effort into the construction and development of the RFQ.

The RFQ process will include due governance, and the results of the adjudication process will be made available to Respondents.

Respondent's signature

Date and Company Stamp

SECTION 4: TRANSNET'S RFQ INFORMATION

4.1 EVALUATION METHODOLOGY

Participation in this RFQ is conditional upon Respondents meeting the minimum financial, technical and socio-economic development requirements set out in this Section. The qualification requirements are intended to identify suitably qualified Respondents with the capability, experience and financial capacity required to participate in the RFP stage of the NMEC PSP Transaction.

This Section 4 is structured as follows: it first sets out the two SPV components of the NMEC PSP Transaction and the two-step evaluation process used to assess Respondents; it then sets out the qualification criteria applicable to SPV1 and to SPV2; and it concludes with a Consolidated Returnable Documents Summary setting out every returnable document referred to in this Section, cross-referenced to Section 5.

NMEC PSP Components

The NMEC PSP comprises two components, each with distinct objectives and qualification requirements. For evaluation, the components will be represented as ringfenced Special Purpose Vehicles (SPVs) as discussed in Table 5.

Table 5: NMEC PSP Components

Component	Purpose	Primary Responsibilities
Terminal Development and Corridor and Rail Operations (SPV1)	To operate and optimise the integrated manganese export corridor and maximise throughput, efficiency and customer service.	DBFOM delivery of NMET; terminal operations and maintenance; rail operations and associated corridor services; rolling stock management; corridor planning, scheduling and operational optimisation.
Rail Infrastructure Rehabilitation and Maintenance (SPV2)	To rehabilitate, maintain and enhance corridor infrastructure to support safe, reliable and efficient rail operations.	Rail infrastructure rehabilitation and renewal; infrastructure maintenance and asset management; infrastructure performance and availability obligations; capacity enhancement and long-term infrastructure investment programmes.

Respondents must satisfy the qualification requirements applicable to both SPV1 and SPV2. Qualification in respect of only one component will result in disqualification from the RFQ process.

Respondents may participate individually or as a Consortium. Where a Consortium is proposed, the capabilities of the Consortium Members may be used to satisfy the qualification requirements subject to compliance with the evaluation criteria outlined in this Section.

Two-step Evaluation Process

The evaluation process comprises two sequential stages.

- **Step 1:** Administrative Responsiveness will assess whether each Response complies with the administrative, submission and mandatory requirements of this RFQ. Only Responses determined to be administratively responsive will proceed to the next stage of the evaluation.
- **Step 2:** Substantive Responsiveness will assess whether Respondents satisfy the minimum financial, technical and socio-economic development qualification requirements applicable to SPV1 and SPV2. The assessment is conducted on a Pass/Fail basis, and Respondents must achieve a Pass against all applicable qualification criteria to be shortlisted for participation in the Request for Proposal (RFP) stage.

Administrative and Substantive Returnable Documents

For the purposes of this Section 4 and Section 5, the returnable documents required under this RFQ are divided into two categories, referred to consistently throughout this Section 4 and Section 5 as follows:

- **"Administrative Returnable Documents"** means the returnable documents listed in Section 5.1 and Section 5.6, being the documents required to establish the Respondent's legal identity, ownership, consortium structure and eligibility to participate, and assessed under Step 1 (Administrative Responsiveness).
- **"Substantive Returnable Documents"** means the returnable documents listed in Section 5.2 to Section 5.5, being the documents required to demonstrate compliance with the financial, technical and socio-economic development qualification criteria set out in this Section 4 and assessed under Step 2 (Substantive Responsiveness).

All Administrative Returnable Documents and Substantive Returnable Documents referred to in this Section 4 and Section 5 are mandatory, save for Tech Form D: Optional Market Feedback Submission, which is expressly stated to be optional and not evaluated.

4.1.1 Step 1: Test for Administrative Responsiveness to RFQ

The test for administrative responsiveness will include the following:

Administrative Responsiveness Check	RFQ Reference
Whether the Bid has been lodged on time	Section 1
Whether all Returnable Documents and/or schedules (where applicable) were completed and returned by the closing date and time	Section 5.1 to 5.6
Verification of the validity of all returnable documents	Section 5.1 to 5.6
Verification that the RFQ document has been duly signed by the authorised Respondent	Applicable signed returnable documents listed in Section 5, Declaration

The test for administrative responsiveness (Step 1) must be passed for a Respondent's Proposal to progress to Step 2 for further pre-qualification.

For the purposes of the check "Verification of the validity of all returnable documents" above, a Returnable Document will be assessed as valid where it: (a) is submitted on the prescribed template without material alteration to its structure or content requirements; (b) is signed by a person with authority to bind the Respondent or Consortium Member, evidenced by a supporting board resolution or power of attorney; (c) is dated within any applicable validity period stipulated in this RFQ, including the period set out in Section 5.7; and (d) is complete, with no required field, schedule or attachment omitted.

A Returnable Document that does not meet these requirements will be assessed as invalid and the Respondent may be assessed as non-responsive.

4.1.2 Step 2: Test for Substantive Responsiveness

The purpose of Step 2 is to assess whether the Respondent possesses the minimum financial, technical and socio-economic development capability required to participate in the RFP stage.

The qualification requirements are structured around the two components of the NMEC PSP transaction: SPV1 (Terminal and Rail Operations) and SPV2 (Rail Infrastructure Rehabilitation, Maintenance and Asset Management).

Respondents will be assessed against the financial and technical qualification requirements applicable to both SPV1 and SPV2. In addition, Respondents will be assessed against the socio-economic development requirements applicable to SPV1 only.

The required capabilities may be demonstrated by a single Respondent or collectively by members of a Consortium where applicable. Respondents must satisfy the qualification requirements applicable to both SPV1 and SPV2.

Failure to satisfy any mandatory qualification criterion will result in the Respondent being deemed non-responsive and disqualified from further participation in the RFQ process.

"Subcontractor" means, for the purposes of this Section 4, any third party engaged or proposed to be engaged by a Respondent or Consortium Member to perform a defined scope of work, but who is not itself a Respondent or Consortium Member and does not hold equity in SPV1 or SPV2. Qualifications, experience, financial capacity or other evidence held in the name of a Subcontractor may not be relied upon to satisfy any qualification criterion under this Section 4. Only evidence held in the name of the Respondent or a Consortium Member, as defined, will be assessed.

4.2 EVALUATION CRITERIA SUMMARY

A summary of the minimum qualification requirements, the applicable Tech Form and the corresponding Section 5 subsection is provided below.

SPV	Category	Criterion	Minimum Qualification Threshold	Tech Form	Reference
SPV1	Financial	Infrastructure Investment Track Record (A1.1)	At least one economic infrastructure project reaching Financial Close within the last 10 years with total financing ≥ ZAR 5 billion, equity contribution ≥ ZAR 2 billion, and ownership ≥ 30%	B	Section 5.2
SPV1	Financial	Logistics Asset Operating Revenue (A1.2)	Logistics asset generating annual operating revenue ≥ ZAR 1 billion for each of the last 3 consecutive financial years	B	Section 5.2
SPV1	Financial	Financing Capability (A1.3)	Letter of Interest or capital availability demonstrating financing support of at least ZAR 10 billion	B	Section 5.2
SPV1	Technical	Bulk Terminal Operations Experience (B1.1)	Operation of a bulk commodity terminal with throughput of at least 5 Mtpa through a single terminal during each of the last 5 years	B	Section 5.3
SPV1	Technical	Rail Operations Experience (B1.2)	Operation of freight rail services transporting at least 5 Mtpa of bulk commodities during each of the last 5 years	B	Section 5.3
SPV1	Socio-Economic Development	Corporate Social Investment Capability (C1)	At least 2 CSI initiatives implemented within the last 5 years, each with expenditure of at least ZAR 10 million	B	Section 5.5
SPV1	Socio-Economic Development	Corporate Social Investment	Signed commitment to implement project-linked CSI initiatives if appointed	B	Section 5.5

Respondent's signature

Date and Company Stamp

SPV	Category	Criterion	Minimum Qualification Threshold	Tech Form	Reference
		Commitment (C2)			
SPV2	Financial	Rail Infrastructure Investment Track Record (A2.1)	At least one rail infrastructure project reaching Financial Close within the last 15 years with total financing ≥ ZAR 2 billion and ownership ≥ 30%	B	Section 5.2
SPV2	Financial	Financing Capability (A2.2)	Letter of Interest or capital availability demonstrating financing support of at least ZAR 3.5 billion	B	Section 5.2
SPV2	Technical	Brownfield Rail Asset Management and Maintenance Experience (B2.1)	Maintenance, rehabilitation, renewal or asset management of an operational freight rail network comprising at least 400 route kilometres	B	Section 5.4
SPV2	Technical	Brownfield Rail Rehabilitation and Renewal Experience (B2.2)	At least one brownfield rail rehabilitation, renewal or upgrade project on an operational railway with a capital value of at least ZAR 5 billion	B	Section 5.4

Unless otherwise stated, a Respondent will achieve a PASS where the Evaluation Committee is satisfied, based on the prescribed supporting evidence, that the minimum qualification requirement has been demonstrated. A Respondent will achieve a FAIL where the required supporting evidence is not submitted, or the minimum qualification requirement cannot be substantiated.

4.3 SPV1 SUBSTANTIVE ASSESSMENT

4.3.1 SPV1 Financial Capability

Criterion Category	Requirement	Evidence Required (RFQ Stage)	Pass or Fail Evaluation Method
Financial Strength and Funding Capability: Infrastructure Investment Track Record (A1.1)	The Respondent or, in the case of a consortium, at least one consortium member, must demonstrate that it has achieved Financial Close, as defined, within the last ten (10) years (2017–2026) for at least one project-financed transaction in the Economic	Where investment has been completed or successfully reached financial close, supply the following: - Certificate from a Registered Auditor explicitly attesting the project name, invested capital value (total transaction value), Respondent's exact equity or quasi-equity amount, exceeding ownership of 30% within the SPV at financial close date. - Such certificate should confirm that it has been prepared for the purposes of this RFQ and should	PASS if: Submission of a Registered Auditor's Certificate providing the required investment details, together with the information required in Tech Form B. **Evidence Required**: Refer to Section 5.2 (Financial Returnables) for the mandatory supporting documentation, including Registered Auditor's Certificate, together with Tech Form B, required to

Criterion Category	Requirement	Evidence Required (RFQ Stage)	Pass or Fail Evaluation Method
	Infrastructure sector, where: a) the equity contribution was not less than ZAR 2 billion; b) the "total financing requirement", as defined, was not less than ZAR 5 billion; and c) exceeding ownership of 30% within the selected project.	acknowledge that the Registered Auditor owes a duty of care to both Transnet and the Respondent in respect of the information certified. Note 1: Currency conversion using SARB closing rate on the Respondent's last day of the Respondent's financial year end (provide proof).	demonstrate compliance with this qualification criterion ('Evidence supporting A1.1 Infrastructure Investment Track Record'). Failure to submit the prescribed evidence may result in the Respondent being assessed as non-responsive for this criterion.
Financial Strength and Funding Capability: Logistics Asset Operating Revenue (A1.2)	The Respondent or any consortium member must currently operate at least one logistics asset (port terminal, rail freight, or large-scale mining logistics system) that has generated > ZAR 1.0 billion in annual operating revenue for each of the last 3 consecutive financial years which ended in the years 2023, 2024 and 2025 respectively.	The following documents are to be submitted: - Unqualified Audited financial statements (IFRS or equivalent) for the last three consecutive financial years which ended in 2023, 2024 and 2025, with the relevant revenue line highlighted. - Where statements consolidate multiple assets, a Registered Auditor certificate explicitly identifying the qualifying asset and confirming revenue > ZAR 1.0 billion per year attributable to that asset for each of the three years. - Certified copy of the relevant operating licences, transaction agreement, or equivalent authorisation confirming operational control.	PASS if: Unqualified Audited financial statements are submitted and Tech Form B is filled in, and revenue > ZAR 1.0 billion is demonstrated for the same qualifying asset for each of the last three years. **Evidence Required:** Refer to Section 5.2 (Financial Returnables) for the mandatory supporting documentation, together with Tech Form B, required to demonstrate compliance with this qualification criterion ('Evidence supporting A1.2 Logistics Asset Operating Revenue'). Failure to submit the prescribed evidence may result in the Respondent being assessed as non-responsive for this criterion.
Financial Strength and Funding Capability: Financing Capability (A1.3)	Respondent must demonstrate financing capability through a Letter of Interest (LOI) from a Financier, as defined, confirming willingness in principle to finance, on a project finance basis, for at least ZAR 10.0 billion for the Respondent's	Respondents must submit, as evidence, a certified copy of the non-binding Letter of Interest dated after 1 June 2026, issued by a Financier, as defined, confirming willingness in principle to consider financing the Respondent's participation in the NMEC PSP. Where a Respondent does not intend to obtain external financing, the Respondent must provide evidence of capital	PASS if: Certified copy of the LOI provided by a Financier, referencing NMEC PSP – SPV1, or Capital Availability Confirmation documents in the form of a formal written confirmation, issued on the official letterhead of the issuing institution, signed by a duly authorised signatory, and confirming availability of funds as at a date not earlier

Criterion Category	Requirement	Evidence Required (RFQ Stage)	Pass or Fail Evaluation Method
	participation in SPV1. The LOI must: state the Respondent's details; explicitly reference "Ngqura Manganese Export Corridor PSP Project – SPV1"; state a financing amount ≥ ZAR 10.0 billion; and be signed by two authorised signatories with names, titles, and contact details from the financier.	availability to the value of ZAR 10.0 billion in the form of one of the following, issued by an appropriately regulated and independent institution: - A confirmation letter from a commercial bank licensed and regulated by the South African Reserve Bank (SARB), or an equivalent foreign banking regulator; or - Registered Auditor, as defined, to provide an attestation of availability of sufficient funds including investment funds under management that are accessible for the purposes of the Respondent's participation in the Project. Where a consortium member is an investment fund, it may satisfy this requirement by submitting a formal, non-binding attestation issued by the fund's General Partner or Fund Manager confirming the fund's intent and capacity to provide the required equity capital, including total committed capital, capital drawn to date, and committed but unallocated capital of not less than ZAR 10.0 billion.	than six (6) months prior to the RFQ submission deadline. **Evidence Required**: Refer to Section 5.2 (Financial Returnables) for the mandatory supporting documentation, together with Tech Form B, required to demonstrate compliance with this qualification criterion ('Evidence supporting A1.3 Financing Capability'). Failure to submit the prescribed evidence may result in the Respondent being assessed as non-responsive for this criterion.

4.3.2 SPV1 Technical Capability

Criterion Category	Requirement	Evidence Required (RFQ Stage)	Pass or Fail Evaluation Method
Bulk Terminal Operations Experience (B1.1)	The Respondent, or, in the case of a Consortium, at least one of the Members of the Consortium currently operates a bulk commodity terminal (including combined storage and materials handling) of at least 5 Mtpa through a single terminal in each of the last five years.	- Copies of audited throughput statements, port or terminal performance reports, or certified cargo handling statistics issued by the relevant Port Authority or regulatory body or independent surveyor (for example SGS, Bureau Veritas, or similar). - Certified copy of the relevant operating licence, transaction agreement, or	PASS if documents indicating port terminal performance as well as operational throughput of the terminal demonstrate compliance with requirement. **Evidence Required**: Refer to Section 5.3 (SPV1 Technical Returnables) for the mandatory supporting documentation, together with Tech Form B, required to demonstrate compliance with

Criterion Category	Requirement	Evidence Required (RFQ Stage)	Pass or Fail Evaluation Method
		equivalent authorisation confirming operational control for the last 5 consecutive years (2019–2025).	this qualification criterion ('Evidence supporting B1.1 Bulk Terminal Operations Experience'). Failure to submit the prescribed evidence may result in the Respondent being assessed as non-responsive for this criterion.
Rail Operations Experience (B1.2)	The Respondent, or, in the case of a Consortium, at least one of the Members of the Consortium currently operates a freight rail services transporting at least 5 Mtpa of bulk commodities across a rail network in each of the last five years.	- Copies of audited throughput statements, rail operations performance reports, or certified statistics issued by the relevant Rail Authority or regulatory body or independent surveyor (for example SGS, Bureau Veritas, or similar). - Certified copy of the relevant operating licence, access/transaction agreement, or equivalent authorisation confirming operational control for the last 5 consecutive years (2019–2025).	PASS if documents indicating rail operations performance as well as operational throughput of the terminal demonstrate compliance with requirement. **Evidence Required**: Refer to Section 5.3 (SPV1 Technical Returnables) for the mandatory supporting documentation, together with Tech Form B, required to demonstrate compliance with this qualification criterion ('Evidence supporting B1.2 Rail Operations Experience'). Failure to submit the prescribed evidence may result in the Respondent being assessed as non-responsive for this criterion.

4.3.3 SPV1 Corporate Social Investment Capability

The Corporate Social Investment criteria are applicable to SPV1.

Criterion Category	Requirement	Evidence Required (RFQ Stage)	Pass or Fail Evaluation Method
Corporate Social Investment Capability (C1)	The Respondent (or, in the case of a consortium, at least one consortium member on a stand-alone basis) must demonstrate that it has successfully implemented and funded at least two (2) Corporate Social Investment (CSI) and/or community upliftment initiatives, each with a minimum	A Registered Auditor explicitly attesting the two CSI initiative descriptions, locations, delivery partners (e.g., NGOs, municipalities, community structures, local supplier development), approximate funding value and duration as well as outcomes for the beneficiaries. Such certificate should confirm that it has been prepared for the purposes of this RFQ and should	PASS if: Submission of Registered Auditor’s Certificate providing the required CSI investment details as per the template in the section of Tech Form B. **Evidence Required**: Refer to Section 5.5 (Corporate Social Investment Returnables) for the mandatory supporting documentation, including Auditor's Certificate, together with Tech Form B, required to

Criterion Category	Requirement	Evidence Required (RFQ Stage)	Pass or Fail Evaluation Method
	expenditure value of ZAR 10 million, within the last five (5) consecutive financial years preceding the RFQ submission date. Each initiative must have been implemented in identifiable local or disadvantaged communities, involved structured delivery and oversight, and be supported by verifiable expenditure.	acknowledge that the Registered Auditor owes a duty of care to both Transnet and the Respondent in respect of the information certified.	demonstrate compliance with this qualification criterion ('Evidence supporting C1 Corporate Social Investment Capability'). Failure to submit the prescribed evidence may result in the Respondent being assessed as non-responsive for this criterion.
Corporate Social Investment Commitment (C2)	The Respondent must submit a signed Commitment Letter confirming that, if shortlisted and ultimately appointed as the private sector partner, it will be required to provide a written undertaking confirming its intention to implement, lead and fund project-linked CSI and structured supplier development initiatives aligned to the objectives set out in this RFQ and allocate appropriate financial and governance resources to support such initiatives.	A signed commitment letter, executed by a duly authorised representative of the Respondent (or Lead Member in the case of a consortium), confirming the forward-looking undertaking of CSI. For avoidance of doubt, the Commitment Letter constitutes a formal undertaking of intent at RFQ stage and does not require submission of a detailed implementation plan or quantified budget allocation at this stage.	PASS if: Submission of a signed commitment letter as per the template in the section of Tech Form B. **Evidence Required**: Refer to Section 5.5 (Corporate Social Investment Returnables) for the mandatory supporting documentation, including the signed Commitment Letter, together with Tech Form B, required to demonstrate compliance with this qualification criterion ('Evidence supporting C2 Corporate Social Investment Commitment'). Failure to submit the prescribed evidence may result in the Respondent being assessed as non-responsive for this criterion.

4.4 SPV2 SUBSTANTIVE ASSESSMENT

4.4.1 SPV2 Financial Capability

Criterion Category	Requirement	Evidence Required (RFQ Stage)	Pass or Fail Evaluation Method
Financial Strength and Funding Capability: Rail	The Respondent or, in the case of a consortium, at least one consortium	Where investment has been completed or successfully reached financial close, supply the following:	PASS if: Submission of a Registered Auditor's Certificate providing the required investment

Respondent's signature

Date and Company Stamp

Criterion Category	Requirement	Evidence Required (RFQ Stage)	Pass or Fail Evaluation Method
Infrastructure Development/ Rehabilitation/ Maintenance Investment Track Record (A2.1)	member, must demonstrate that it has reached Financial Close, as defined, within the last fifteen (15) years (2012–2026) for at least one project-financed transaction in Rail Infrastructure Development/Rehabilitation/Maintenance projects, where the "total financing requirement", as defined, was not less than ZAR 2 billion; and where the Respondent or Consortium member ownership within the selected project exceeded 30%.	- Certificate from a Registered Auditor explicitly attesting the project name, invested capital value (total transaction value), Respondent's exact equity or quasi-equity amount, exceeding ownership of 30% within the SPV at financial close date. - Such certificate should confirm that it has been prepared for the purposes of this RFQ and should acknowledge that the Registered Auditor owes a duty of care to both Transnet and the Respondent in respect of the information certified. Note: Currency conversion using SARB closing rate on the Respondent's last day of the Respondent's financial year end (provide proof).	details, together with the information required in Tech Form B. **Evidence Required:** Refer to Section 5.2 (Financial Returnables) for the mandatory supporting documentation, including Registered Auditor's Certificate, together with Tech Form B, required to demonstrate compliance with this qualification criterion ('Evidence supporting A2.1 Rail Infrastructure Investment Track Record'). Failure to submit the prescribed evidence may result in the Respondent being assessed as non-responsive for this criterion.
Financial Strength and Funding Capability: Financing Capability (A2.2)	Respondent must demonstrate financing capability through a Letter of Interest (LOI) from a Financier, as defined, confirming willingness in principle to finance, on a project finance basis, for at least ZAR 3.5 billion for the Respondent's participation in SPV2. The LOI must: state the Respondent's details; explicitly reference "Ngqura Manganese Export Corridor PSP Project – SPV2"; state a financing amount ≥ ZAR 3.5 billion; and be signed by two authorised signatories with names, titles, and	Respondents must submit, as evidence, a certified copy of the non-binding Letter of Interest dated after 1 June 2026, issued by a Financier, as defined, confirming willingness in principle to consider financing the Respondent's participation in the NMEC PSP. Where a Respondent does not intend to obtain external financing, the Respondent must provide evidence of capital availability to the value of ZAR 3.5 billion in the form of one of the following, issued by an appropriately regulated and independent institution: A confirmation letter from a commercial bank licensed and regulated by the South African Reserve Bank (SARB), or an equivalent foreign banking regulator; or	PASS if: Certified copy of the LOI provided by a Financier, referencing NMEC PSP – SPV2, or Capital Availability Confirmation documents in the form of a formal written confirmation, issued on the official letterhead of the issuing institution, signed by a duly authorised signatory, and confirming availability of funds as at a date not earlier than six (6) months prior to the RFQ submission deadline. **Evidence Required:** Refer to Section 5.2 (Financial Returnables) for the mandatory supporting

Criterion Category	Requirement	Evidence Required (RFQ Stage)	Pass or Fail Evaluation Method
	contact details from the financier.	Registered Auditor, as defined, to provide an attestation of availability of sufficient funds including investment funds under management that are accessible for the purposes of the Respondent's participation in the Project. Where a consortium member is an investment fund, it may satisfy this requirement by submitting a formal, non-binding attestation issued by the fund's General Partner or Fund Manager confirming the fund's intent and capacity to provide the required equity capital, including total committed capital, capital drawn to date, and committed but unallocated capital of not less than ZAR 3.5 billion.	documentation, together with Tech Form B, required to demonstrate compliance with this qualification criterion ('Evidence supporting A2.2 Financing Capability'). Failure to submit the prescribed evidence may result in the Respondent being assessed as non-responsive for this criterion.

4.4.2 SPV2 Technical Capability

Criterion Category	Requirement	Evidence Required (RFQ Stage)	Pass or Fail Evaluation Method
Brownfield Rail Asset Management and Maintenance Experience (B2.1)	The Respondent or, in the case of a Consortium, at least one Consortium Member, must demonstrate responsibility for the maintenance, rehabilitation, renewal or asset management of an existing rail network comprising not less than 400 route kilometres during any period within the last fifteen (15) years (2012–2026). Experience must relate to an operational railway carrying freight traffic.	Respondents must submit evidence demonstrating the required experience in one or more qualifying projects, including: Contract award, transaction agreement, maintenance agreement or equivalent evidence; or Client reference confirming the scope of responsibility and route kilometres maintained or managed; or Completion certificate or equivalent evidence where applicable. Where the route kilometres, scope of responsibility or duration of involvement cannot be clearly established from the supporting documentation, the Respondent shall submit a certificate from a Registered Auditor, independent engineer or suitably qualified professional attesting to the project name, the rail network or corridor concerned, the route kilometres maintained, rehabilitated, renewed or managed, the nature and duration of the Respondent's responsibilities, and the period during which such	PASS if: Evidence demonstrates responsibility for maintenance, rehabilitation, renewal, asset management or operation of an operational rail network comprising at least 400 route kilometres. **Evidence Required:** Refer to Section 5.4 (SPV2 Technical Returnables) for the mandatory supporting documentation, together with Tech Form B, required to demonstrate compliance with this qualification criterion ('Evidence supporting B2.1 Brownfield Rail Asset Management and Maintenance Experience'). Failure to

Criterion Category	Requirement	Evidence Required (RFQ Stage)	Pass or Fail Evaluation Method
		responsibilities were performed. Such certificate must confirm that it has been prepared for the purposes of this RFQ and must acknowledge that the certifying party owes a duty of care to both Transnet and the Respondent in respect of the information certified. Note: Transnet reserves the right to verify any reference project directly with the client, asset owner or certifying party.	submit the prescribed evidence may result in the Respondent being assessed as non-responsive for this criterion.
Brownfield Rail Rehabilitation and Renewal Experience (B2.2)	The Respondent or, in the case of a Consortium, at least one Consortium Member, must demonstrate participation in at least one rail infrastructure rehabilitation, renewal or upgrade project undertaken on an existing operational railway with a capital value of not less than ZAR 5 billion within the last fifteen (15) years (2012–2026). The project must have been delivered while maintaining railway operations or managing operational interfaces on a live rail network.	Respondents must submit evidence demonstrating the required experience in one or more qualifying projects, including: Contract award, project agreement, transaction agreement or equivalent evidence; or Client reference confirming the nature and scope of the rehabilitation, renewal or upgrade works undertaken; or Completion certificate, taking-over certificate or equivalent evidence where applicable. Where the project value, brownfield nature of the project, scope of responsibility or duration of involvement cannot be clearly established from the supporting documentation, the Respondent shall submit a certificate from a Registered Auditor, independent engineer or suitably qualified professional explicitly attesting to the project name, the rail network or corridor concerned, confirmation that the project was undertaken on an existing operational railway, the nature and scope of the rehabilitation, renewal or upgrade works performed by the Respondent, the total project value, the period during which the Respondent participated in the project, and the operational interfaces managed during project execution. Such certificate must confirm that it has been prepared for the purposes of this RFQ and must acknowledge that the certifying party owes a duty of care to both Transnet and the	PASS if: Evidence demonstrates participation in at least one qualifying brownfield rail rehabilitation, renewal or upgrade project undertaken on an operational railway with a capital value of not less than ZAR 5 billion. FAIL if: The minimum project value cannot be substantiated, the project cannot be demonstrated to be brownfield in nature, the Respondent's role cannot be verified, or the supporting evidence is incomplete. **Evidence Required:** Refer to Section 5.4 (SPV2 Technical Returnables) for the mandatory supporting documentation, together with Tech Form B, required to demonstrate compliance with this qualification criterion ('Evidence supporting B2.2 Brownfield Rail Rehabilitation and Renewal Experience'). Failure to submit the prescribed evidence may result in the

Criterion Category	Requirement	Evidence Required (RFQ Stage)	Pass or Fail Evaluation Method
		Respondent in respect of the information certified. Note: Transnet reserves the right to verify any reference project directly with the client, asset owner or certifying party.	Respondent being assessed as non-responsive for this criterion.

4.5 SUBMISSION OF SUPPORTING INFORMATION

To enable the evaluation of the qualification requirements set out in this Section 4, Respondents are required to complete and submit the applicable Tech Forms forming part of this RFQ together with all required supporting documentation. These documents provide the information and evidence upon which Transnet will assess administrative responsiveness, financial capability, technical capability, and socio-economic development commitments, respectively, for SPV1 and SPV2.

Without limitation, Respondents shall submit:

Document	Purpose
Tech Form A: Ownership Structure and Authorised Representative	Identification of consortium members, proposed transaction roles and authorised representative.
Tech Form B: Respondent Key Information	Summary of organisational, financial and technical information for each relevant consortium member, together with references to supporting evidence demonstrating compliance with the applicable qualification criteria (A1.1-A1.3, B1.1-B1.2, C1-C2, A2.1-A2.2 and B2.1-B2.2).
Tech Form C: Acknowledgement of Transaction Structure	Confirmation of the Respondent's understanding and acceptance of the proposed transaction structure and qualification requirements.
Tech Form D: Optional Market Feedback Submission	Optional feedback on the proposed transaction structure and terms. Not evaluated and not required for qualification.
Supporting Documentation	Evidence supporting the applicable financial, technical and socio-economic development qualification criteria set out in this Section, including Registered Auditor's certificates, audited financial statements, client references, transaction agreements, operating licences, letters of interest from funding providers, CSI evidence and any other documentation required to demonstrate compliance.
Schedule A: Registration Form; Schedule B: Non-Disclosure Agreement; Schedule C: Declaration of Interest	Administrative and compliance schedules required under Step 1 (Administrative Responsiveness).

The Process classification and specific Section 5 reference applicable to each of these documents, broken down by qualification criterion, are set out in the Consolidated Returnable Documents Summary at Section 4.6.

Where a Respondent is a Consortium, the applicable Tech Forms and supporting documentation shall be submitted by the Consortium Member whose qualifications, experience or financial capacity are relied upon to satisfy the relevant qualification criterion. Respondents are responsible for ensuring that all supporting evidence, references, financial information, declarations and undertakings are clearly cross-referenced to the applicable qualification requirements set out in this Section.

Failure to submit the required Tech Forms, supporting documentation or other Administrative or Substantive Returnable Documents may result in a qualification criterion being assessed as FAIL and may result in disqualification from the RFQ process.

Respondent's signature

Date and Company Stamp

4.6 CONSOLIDATED RETURNABLE DOCUMENTS SUMMARY

All Administrative Returnable Documents and Substantive Returnable Documents referred to in this Section 4 and Section 5 are mandatory, save for Tech Form D: Optional Market Feedback Submission, which is expressly stated to be optional and not evaluated.

The table below provides a consolidated reference for every returnable document required under this RFQ. It shows the submission category, whether the document is assessed under Step 1 (Administrative Responsiveness, Section 4.1.1) or Step 2 (Substantive Responsiveness, Section 4.1.2), the applicable qualification criterion code where relevant, the Tech Form or Schedule to be used, and the Section 5 reference.

Process Step	Submission Category	Qualification Criterion / Returnable Document	Criterion Code	Tech Form	Schedule	Reference
Administrative	Administrative	Certificate of Incorporation / CIPC Registration Documents, or foreign equivalent				5.1 and 5.6
		Ownership Structure and Authorised Representative		A		5.1
		Ownership structure/	A	5.1		
		Consortium structure/ Joint Venture Agreement or written undertaking (where Respondent is a Consortium)	A	5.1		
		Acknowledgement of Transaction Structure and Qualification Requirements		C		5.1
		Power of Attorney or Board Resolution authorising the signatory				5.1
		Section 1: SBD1 Form				5.6
		Section 2: Notice to Respondents				5.6
		Section 3: Scope of Requirements				5.6
		Section 4: Evaluation Methodology and Qualification Requirements				5.6
		Section 5: Request for Qualifications				5.6
		Section 6: Certificate of Acquaintance with RFQ, Terms and Conditions and Applicable Documents				5.6
		Section 8: SBD4, Respondent's Disclosure				5.6
		Section 10: Protection of Personal Information				5.6
		Schedule A: Registration Form			A	5.6
		Schedule B: Non-Disclosure Agreement			B	5.6
		Schedule C: Declaration of Interest			C	5.6

Process Step	Submission Category	Qualification Criterion / Returnable Document	Criterion Code	Tech Form	Schedule	Reference
		SARS Tax Compliance Status PIN				5.6
		CSD Registration Report				5.6
Substantive	**SPV1**					
	Financial Capability	Respondent Key Information		B		Sections 5.2–5.5
		Unqualified Audited Financial Statements (IFRS or equivalent)		B		5.2
		Infrastructure Investment Track Record	A1.1	B		5.2
		Logistics Asset Operating Revenue	A1.2	B		5.2
		Financing Capability (SPV1)	A1.3	B		5.2
	Technical Capability	Bulk Terminal Operations Experience	B1.1	B		5.3
		Rail Operations Experience	B1.2	B		5.3
		Supporting client references, transaction agreements, completion certificates, operating licences, performance reports or equivalent evidence	B1.1, B1.2			5.3
	Corporate Social Investment	Corporate Social Investment Capability	C1	B		5.5
		Corporate Social Investment Commitment	C2	B		5.5
Substantive	**SPV2**					
	Financial Capability	Respondent Key Information		B		Sections 5.2–5.5
		Unqualified Audited Financial Statements (IFRS or equivalent)		B		5.2
		Rail Infrastructure Investment Track Record	A2.1	B		5.2
		Financing Capability (SPV2)	A2.2	B		5.2
	Technical Capability	Brownfield Rail Asset Management and Maintenance Experience	B2.1	B		5.4
		Brownfield Rail Rehabilitation and Renewal Experience	B2.2	B		5.4
		Supporting maintenance agreements, completion certificates, independent engineer's certificates or equivalent evidence	B2.1, B2.2			5.4
Optional (not evaluated)	Optional (Not Evaluated)	Optional Market Feedback Submission		D		5.6

Respondent's signature

Date and Company Stamp

4.6 QUALIFICATION OUTCOME

To qualify for participation in the RFP stage, Respondents must:

- Pass Step 1 (Administrative Responsiveness);
- Pass all applicable SPV1 qualification criteria; and
- Pass all applicable SPV2 qualification criteria.

Failure to satisfy any mandatory requirement will result in disqualification. Only Respondents successfully prequalified through this RFQ process will be invited to participate in the RFP stage.

4.7 RESERVATION OF RIGHTS

Transnet reserves the right to:

- Verify any information submitted by a Respondent;
- Request clarification or supporting documentation;
- Conduct reference checks;
- Seek independent verification of project experience;
- Shortlist qualified Respondents where appropriate; and
- Disqualify Respondents that submit false, misleading or materially incomplete information.

Transnet shall not be bound to qualify any Respondent solely because the minimum requirements appear to have been met where the supporting evidence cannot be independently verified.

SECTION 5: REQUEST FOR QUALIFICATIONS

I/We ____ [name of company, close corporation, partnership or consortium] of ____ [full address], carrying on business under the style or title of ____, represented by ____ in my capacity as ____, being duly authorised, hereby lodge a REQUEST FOR QUALIFICATIONS for participation in the procurement process for the appointment of a Private Sector Partner in the Ngqura Manganese Export Corridor (NMEC) Private Sector Participation Transaction.

ADDRESS FOR NOTICES

The Respondent shall indicate its domicilium citandi et executandi below:

Item	Details
Name of Entity	
Telephone Number	
Email Address	
Address	

NAME(S) AND ADDRESS(ES) OF DIRECTORS OR MEMBERS

The Respondent must disclose the full name(s) and address(es) of the directors or members of the company or close corporation on whose behalf this RFQ is submitted.

Registration Number of Company / Entity: ____

Registered Name of Company / Entity: ____

Full Name of Director / Member	Address	Identification Number

CONFIDENTIALITY

All information obtained or accessed by the Respondent in connection with this RFQ, the evaluation process or any subsequent stage of the procurement process shall be treated as strictly confidential, both during and after completion of the process. Should it become necessary for the Respondent to disclose any such information, whether directly or indirectly related to Transnet's business, prior written approval must be obtained from Transnet. No information may be disclosed to any third party without such written consent, except where required by law or regulation.

The Returnable Documents required under this RFQ are set out below in subsections numbered 5.1 to 5.6, aligned directly with the qualification criteria in Section 4.2 and Section 4.3. Each qualification criterion in Section 4 states the specific Section 5 subsection in which its supporting evidence is listed.

5.1 ADMINISTRATIVE RETURNABLE DOCUMENTS: CORPORATE, OWNERSHIP AND CONSORTIUM FORMS

This subsection satisfies the Evidence Required reference in Section 4.1.1 for Tech Form A and Tech Form C, and for the corporate, ownership and consortium information underpinning the Respondent's qualification.

Administrative Returnable Document	**Tech Form / Schedule**	**Submitted (Yes/No)**	**Reference Page**
Certificate of Incorporation / CIPC Registration Documents. Where the Respondent or a Consortium Member is a foreign entity not registered with the Companies and Intellectual Property Commission (CIPC), the equivalent company registration document issued by the competent registration authority in its jurisdiction of incorporation, together with a certified English translation where the original is not in English.			
Ownership Structure and Authorised Representative	Tech Form A		
Executed Consortium Agreement, Joint Venture Agreement or written undertaking confirming intention to enter into such agreement, including Lead Member appointment and member commitments	Tech Form A		
Acknowledgement of Transaction Structure and Qualification Requirements	Tech Form C		
Power of Attorney or Board Resolution authorising the signatory			

5.2 SUBSTANTIVE RETURNABLE DOCUMENTS: FINANCIAL RETURNABLES

Respondents relying on financial capability to satisfy the SPV1 Financial Capability (A1.1–A1.3, Section 4.2.1) and SPV2 Financial Capability (A2.1–A2.2, Section 4.3.1) criteria shall submit the following supporting evidence, where applicable, together with Tech Form B.

Financial Returnable	**Tech Form**	**Submitted (Yes/No)**	**Reference Page**
Unqualified Audited Financial Statements (IFRS or equivalent) for the relevant financial years required under Section 4.2.1 and Section 4.3.1	Tech Form B		
Evidence supporting A1.1 Infrastructure Investment Track Record, including Registered Auditor’s Certificate	Tech Form B		
Evidence supporting A1.2 Logistics Asset Operating Revenue	Tech Form B		
Evidence supporting A1.3 Financing Capability, including Letter of Interest or Capital Availability Confirmation	Tech Form B		
Evidence supporting A2.1 Rail Infrastructure Investment Track Record, including Registered Auditor’s Certificate	Tech Form B		

Financial Returnable	Tech Form	Submitted (Yes/No)	Reference Page
Evidence supporting A2.2 Financing Capability, including Letter of Interest or Capital Availability Confirmation	Tech Form B		

5.3 SUBSTANTIVE RETURNABLE DOCUMENTS: SPV1 TECHNICAL RETURNABLES

Respondents relying on technical experience to satisfy the SPV1 Technical Capability criteria (B1.1–B1.2, Section 4.2.2) shall submit the following supporting evidence, where applicable, together with Tech Form B.

SPV1 Technical Returnable	Tech Form	Submitted (Yes/No)	Reference Page
Evidence supporting B1.1 Bulk Terminal Operations Experience	Tech Form B		
Evidence supporting B1.2 Rail Operations Experience	Tech Form B		
Supporting client references, transaction agreements, completion certificates, operating licences, performance reports or equivalent evidence required under Section 4.2.2	—		

5.4 SUBSTANTIVE RETURNABLE DOCUMENTS: SPV2 TECHNICAL RETURNABLES

Respondents relying on technical experience to satisfy the SPV2 Technical Capability criteria (B2.1–B2.2, Section 4.3.2) shall submit the following supporting evidence, where applicable, together with Tech Form B.

SPV2 Technical Returnable	Tech Form	Submitted (Yes/No)	Reference Page
Evidence supporting B2.1 Brownfield Rail Asset Management and Maintenance Experience	Tech Form B		
Evidence supporting B2.2 Brownfield Rail Rehabilitation and Renewal Experience	Tech Form B		
Supporting maintenance agreements, completion certificates, independent engineer's certificates or equivalent evidence required under Section 4.3.2			

5.5 SUBSTANTIVE RETURNABLE DOCUMENTS: CORPORATE SOCIAL INVESTMENT RETURNABLES

Respondents shall submit the following supporting evidence in respect of the SPV1 Corporate Social Investment criteria C1 and C2 (Section 4.2.3), together with Tech Form B.

Corporate Social Investment Returnable	Tech Form	Submitted (Yes/No)	Reference Page
Evidence supporting C1 Corporate Social Investment Capability, including Registered Auditor's Certificate	Tech Form B		
Evidence supporting C2 Corporate Social Investment Commitment, including signed Commitment Letter	Tech Form B		

5.6 ADMINISTRATIVE RETURNABLE DOCUMENTS: COMPLIANCE AND ELIGIBILITY SCHEDULES

This subsection includes the administrative and compliance documents referred to in Section 4.1.1 (Step 1: Test for Administrative Responsiveness), including the completed schedules to this RFQ.

Section / Document	**Submitted (Yes/No)**	**Reference Page**
Section 1: SBD1 Form		
Section 2: Notice to Respondents		
Section 3: Scope of Requirements		
Section 4: Evaluation Methodology and Qualification Requirements		
Section 5: Request for Qualifications		
Section 6: Certificate of Acquaintance with RFQ, Terms and Conditions and Applicable Documents		
Section 8: SBD4 – Respondent's Disclosure		
Section 10: Protection of Personal Information		
Schedule A: Registration Form		
Schedule B: Non-Disclosure Agreement		
Schedule C: Declaration of Interest		
Tech Form D: Optional Market Feedback Submission (optional, not evaluated)		
SARS Tax Compliance Status PIN		
CSD Registration Report		
Certificate of Incorporation / CIPC Registration Documents, or foreign equivalent – see Section 5.1		

5.7 CONTINUED VALIDITY OF RETURNABLE DOCUMENTS

This Section 5.7 applies to all Administrative Returnable Documents and Substantive Returnable Documents submitted under Section 5.1 to Section 5.6. The Respondent shall ensure that all returnable documents submitted as part of this RFQ remain valid for a period of one hundred and eighty (180) Working Days from the RFQ Closing Date. Where any returnable document is due to expire during this period, the Respondent shall, upon request by Transnet, promptly provide an update or renew the document.

DECLARATION

SIGNED at .... on this .... day of .... 20......

Name	**Signature of Witness**	**Address of Witness**
Witness 1		
Witness 2		

SIGNATURE OF RESPONDENT'S AUTHORISED REPRESENTATIVE: ....

NAME: ....

DESIGNATION: ....

Respondent's signature

Date and Company Stamp

SECTION 6: CERTIFICATE OF ACQUAINTANCE WITH RFQ, TERMS & CONDITIONS & APPLICABLE DOCUMENTS

By signing these RFQ documents, the Respondent is deemed to acknowledge that he/she has made himself/herself thoroughly familiar with all the conditions governing this RFQ. Transnet SOC Ltd will recognise no claim for relief based on an allegation that the Respondent overlooked any such term or condition.

Should the Respondent find any terms or conditions unacceptable, it should indicate which conditions are unacceptable and offer alternatives by written submission on its company letterhead, attached to its submitted Bid. A material deviation from any term or condition may result in disqualification.

SIGNED at .... on this .... day of .... 20......

SIGNATURE OF RESPONDENT'S AUTHORISED REPRESENTATIVE:

....

NAME: ....

DESIGNATION: ....

Respondent's signature

Date and Company Stamp

SECTION 7: RFQ CLARIFICATION REQUEST FORM

RFQ No.: ....

Deadline for RFQ clarification submissions: Up until 16:00 [DATE 26 January 2027].

TO: Transnet SOC Ltd | ATTENTION: PSP admin | EMAIL: psp@transnet.net

DATE: ....

FROM: ....

Respondent's signature

Date and Company Stamp

SECTION 8: SBD 4

DECLARATION OF INTEREST

1 Any legal person, including persons employed by the state*, or persons having a kinship with persons employed by the state, including a blood relationship, may make an offer or offers in terms of this invitation to bid (includes a price quotation, advertised competitive bid, limited bid or proposal). In view of possible allegations of favouritism, should the resulting bid, or part thereof, be awarded to persons employed by the state, or to persons connected with or related to them, it is required that the Respondent or his/her authorised representative declare his/her position in relation to the evaluating/adjudicating authority and/or take an oath declaring his/her interest, where-

1.1 the Respondent is employed by the state; and/or

1.2 the legal person on whose behalf the bidding document is signed, has a relationship with persons/a person who are/is involved in the evaluation and or adjudication of the bid(s), or where it is known that such a relationship exists between the person or persons for or on whose behalf the declarant acts and persons who are involved with the evaluation and or adjudication of the bid.

2 In order to give effect to the above, the following questionnaire must be completed and submitted with the bid.

2.1 Full Name of Respondent or his or her representative: …………………………………………………………….

2.2 Identity Number: ……………………………………………………………………………………………………

2.3 Position occupied in the Company (director, shareholder etc): ……………………………………

2.4 Company Registration Number: ……………………………………………………………………………

2.5 Tax Reference Number: ………………………………………………………………………………………

2.6 VAT Registration Number: ………………………………………………………………………………….

* "State" means –

a) any national or provincial department, national or provincial public entity or constitutional institution within the meaning of the Public Finance Management Act, 1999 (Act No. 1 of 1999);

b) any municipality or municipal entity;

c) provincial legislature;

d) national Assembly or the national Council of provinces; or

e) Parliament.

2.7 Are you or any person connected with the Respondent presently employed by the state? **YES / NO**

If so, furnish the following particulars:

Name of person / director / shareholder/ member:

………………………………………………………………

Name of state institution to which the person is connected:

………………………………………………………………

Respondent's signature

Date and Company Stamp

Position occupied in the state institution:

………………………………………………………………

Any other particulars:

………………………………………………………………

………………………………………………………………

………………………………………………………………

2.8	Did you or your spouse, or any of the company's directors shareholders / members or their spouses conduct business with the state in the previous twelve months?	YES / NO

If so, furnish particulars:

…………………………………………………………………..

…………………………………………………………………..

…………………………………………………………………..

2.9	Do you, or any person connected with the Respondent, have any relationship (family, friend, other) with a person employed by the state and who may be involved with the evaluation and or adjudication of this bid?	YES / NO

If so, furnish particulars:

…………………………………………………………………..

…………………………………………………………………..

…………………………………………………………………..

2.10	Are you, or any person connected with the Respondent, aware of any relationship (family, friend, other) between the Respondent and any person employed by the state who may be involved with the evaluation and or adjudication of this bid?	YES / NO

If so, furnish particulars:

…………………………………………………………………..

…………………………………………………………………..

…………………………………………………………………..

2.11	Do you or any of the directors /shareholders/ members of the company have any interest in any other related companies whether or not they are bidding for this contract?	YES / NO

If so, furnish particulars:

…………………………………………………………………..

…………………………………………………………………..

……………………………………………………………………..

Respondent's signature

Date and Company Stamp

DECLARATION

I, THE UNDERSIGNED (NAME) ……………………………………………………………………………………

CERTIFY THAT THE INFORMATION FURNISHED IN PARAGRAPHS 2.1 TO 2.11.1 ABOVE IS CORRECT.

I ACCEPT THAT THE STATE MAY ACT AGAINST ME IN TERMS OF PARAGRAPH 23 OF THE GENERAL CONDITIONS OF CONTRACT SHOULD THIS DECLARATION PROVE TO BE FALSE.

……………………………….. ……………………………………………

Signature Date

………………………………. ……………………………………………

Position Name of Respondent

SECTION 9: PROTECTION OF PERSONAL INFORMATION

Transnet will process all information provided by the Respondent in terms of the requirements contemplated in Section 4(1) of the Protection of Personal Information Act, No. 4 of 2013 (POPIA): Accountability; Processing limitation; Purpose specification; Further processing limitation; Information quality; Openness; Security safeguards; and Data subject participation.

In responding to this bid, Transnet acknowledges that it will obtain and have access to personal information of the Respondent. Transnet agrees that it shall only process the information disclosed by Respondent in their response to this bid for the purpose of evaluating and subsequent award of business and in accordance with any applicable law.

In submitting any information or documentation requested in this RFQ, the Respondent is hereby consenting to the processing of their personal information for the purpose of this RFQ and confirming that they are aware of their rights in terms of Section 5 of POPIA.

Respondents are required to provide consent below:

YES [ ]	NO [ ]

Signature of Respondent's authorised representative:

....

Should a Respondent have any complaints or objections to processing of its personal information by Transnet, the Respondent can submit a complaint to the Information Regulator at https://www.justice.gov.za/inforeg/

TECH FORM A: OWNERSHIP STRUCTURE AND AUTHORISED REPRESENTATIVE

Ownership Structure of Respondent

i. The Respondent shall present its ownership structure in the format indicated below.

ii. If the Respondent is a Consortium, the details of each Consortium Member shall be provided.

iii. The information provided in this form shall be consistent with the proposed consortium structure and intended participation in the NMEC PSP Transaction.

Name of Company (Respondent or Consortium Member)	Description of Core Business Activities	Proposed Participation (SPV1 / SPV2 / Both)	Proposed Equity Interest in Consortium (%)	Anticipated Role in Consortium

Consortium Declaration

The Respondent confirms that:

1. The entities identified above constitute the proposed Respondent or Consortium for purposes of participation in the NMEC PSP Transaction.
2. The proposed consortium structure reflects the intended participation of each Consortium Member in the transaction.
3. The Respondent acknowledges that qualification under this RFQ requires the demonstration of the qualification criteria applicable to SPV1 (A1.1-A1.3, B1.1-B1.2 and C1-C2) and SPV2 (A2.1-A2.2 and B2.1-B2.2).
4. The Respondent acknowledges that qualification in respect of only SPV1 or only SPV2 will not satisfy the requirements of this RFQ.
5. The responded is permitted to make changes to its consortium structure. However, a change is not permissible in instances where the consortium wishes to remove a member who's credentials (experience, capabilities, capacity, resources, financial stability etc) was submitted / relied upon for purposes of evaluation by the consortium at any stage of the RFQ qualification. The request for structural change must be submitted to Transnet for approval.

Authorised Representative

The Respondent shall identify its Authorised Representative in the table below.

The Authorised Representative must be supported by a notarised Power of Attorney or a Board Resolution confirming that such representative is duly authorised to represent the Respondent for purposes of this RFQ and any subsequent procurement stages.

In the case of a Consortium, each Consortium Member shall complete and sign a separate Authorised Representative declaration.

Item	Response
Name of Authorised Representative	
Date and Place of Birth	
Position / Capacity	
Name of Entity Represented	

Telephone Number	
Email Address	

I confirm that I am duly authorised to represent the entity identified above in relation to this RFQ submission and the NMEC PSP Transaction.

Authorised Signatory

Full Name	Position	Organisation	Date

Signature: ....

Place: ....

TECH FORM B: RESPONDENT KEY INFORMATION

Supports Sections 4.2 and 4.3.

Note: In the case of a Consortium, each Consortium Member must complete this form and have its authorised representative sign the form to affirm its accuracy. However, the Financial Information and Technical Information sections need only be completed by Consortium Members whose qualifications, experience or financial capacity are being relied upon to satisfy the qualification requirements set out in Section 4.2 and Section 4.3.

1. RESPONDENT INFORMATION

Name of Respondent / Consortium Member

....

....

....

Details of Registration

Provide details of registration including year of incorporation, country of incorporation, nature of legal formation, registered address and principal place of business.

....

....

....

Description of Business

Provide a brief description of the organisation, including principal business activities, geographic footprint and relevant rail, port, logistics, infrastructure or investment experience.

....

....

....

2. FINANCIAL INFORMATION

A1.1 SPV1 Infrastructure Investment Track Record

The Respondent or Consortium Member must demonstrate participation in at least one infrastructure, logistics, rail, port, mining, industrial or transport project with a capital value of not less than ZAR 5 billion.

Infrastructure Project	Year	Total Project Value (ZAR)	Respondent Equity Contribution (ZAR)	Ownership Interest (%)

Reference to Registered Auditor Certificate / Supporting Evidence:

....

....

Respondent's signature

Date and Company Stamp

A1.2 SPV1 Logistics Asset Operating Revenue

The Respondent or Consortium Member must demonstrate ownership, operation or management of at least one logistics asset generating annual operating revenue exceeding ZAR 1 billion per annum for each of the last three completed financial years.

Name of Logistics Asset	FY2023 Revenue (ZAR)	FY2024 Revenue (ZAR)	FY2025 Revenue (ZAR)

Reference in Registered Audited Financial Statements:

………

………

………

A2.1 SPV2 Rail Infrastructure Investment Track Record

The Respondent or Consortium Member must demonstrate participation in a rail infrastructure development, rehabilitation, renewal or maintenance project reaching Financial Close with a total financing requirement of at least ZAR 2 billion.

Rail Infrastructure Project	Year	Total Financing Requirement / Project Value (ZAR)	Respondent Equity Contribution (ZAR)	Ownership Interest (%)

Reference to Registered Auditor Certificate / Supporting Evidence:

………

………

………

A1.3 and A2.2 Financing Capability

Provide details of the financing capability being relied upon for purposes of qualification.

Financing Institution / Investor	Criterion Supported (A1.3 / A2.2)	Amount Supported (ZAR)	Type of Support (Debt / Equity / DFI / Fund)

Reference to Letter of Interest / Capital Availability Confirmation:

………

………

………

Disclosure of Material Changes

The Respondent must confirm whether the financial information provided above has materially changed since the date of its latest audited financial statements.

☐ No material changes

☐ Material changes have occurred (provide details below)

………

………

Note: Where values are denominated in foreign currencies, all values must be converted to South African Rand (ZAR) using the official closing exchange rate published by the South African Reserve Bank (SARB) on the last day of the Respondent's financial year. The original currency, exchange rate applied and equivalent ZAR value must be disclosed.

3. TECHNICAL INFORMATION

B1.1 SPV1 Bulk Terminal Operations Experience

Asset / Terminal	Year 1 (Mtpa)	Year 2 (Mtpa)	Year 3 (Mtpa)	Year 4 (Mtpa)	Year 5 (Mtpa)

B1.2 SPV1 Rail Operations Experience

Rail Network / Corridor	Year 1 (Mtpa)	Year 2 (Mtpa)	Year 3 (Mtpa)	Year 4 (Mtpa)	Year 5 (Mtpa)

Narrative Description of Relevant SPV1 Experience

(Limit: 500 Words)

Provide a concise description of experience relevant to:

- Bulk terminal operations;
- Rail freight operations;
- Heavy-haul or bulk commodity logistics systems;
- Materials handling systems;
- Throughput optimisation and growth; and
- Logistics infrastructure operations.

B2.1 SPV2 Brownfield Rail Asset Management and Maintenance Experience

Asset Category	Value / Extent
Route Kilometres Maintained, Rehabilitated or Managed	
Duration of Responsibility (Past Five Years)	
Commodity / Traffic Type	

B2.2 SPV2 Brownfield Rail Rehabilitation and Renewal Experience

Asset Category	Value / Extent
Largest Brownfield Rail Rehabilitation / Renewal Project Value (ZAR)	
Project Duration	
Operational Railway Maintained During Delivery (Yes / No)	

Narrative Description of Relevant SPV2 Experience

(Limit: 500 Words)

Provide a concise description of experience relevant to:

- Brownfield rail infrastructure maintenance;
- Rail rehabilitation and renewal;
- Rail asset management;
- Operational railway interfaces; and
- Long-term infrastructure lifecycle management.

4. CORPORATE SOCIAL INVESTMENT INFORMATION

C1 Corporate Social Investment Capability

Complete this section only where the Respondent or Consortium Member is relied upon to satisfy criterion C1. Provide details of at least two qualifying Corporate Social Investment (CSI) and/or community upliftment initiatives implemented and funded within the prescribed five-year period.

Initiative 1

Initiative description / location / delivery partner(s):

....

....

....

Expenditure value / duration / beneficiary outcomes:

....

....

....

Reference to Registered Auditor's Certificate:

....

....

....

Initiative 2

Initiative description / location / delivery partner(s):

……

Expenditure value / duration / beneficiary outcomes:

……

Reference to signed C2 Commitment Letter:

……

C2 Corporate Social Investment Commitment

To be completed by the Respondent, or the Lead Member in the case of a Consortium. Confirm that the signed Commitment Letter required under criterion C2 has been submitted.

☐ Signed C2 Commitment Letter submitted

Reference to Commitment Letter / Supporting Evidence:

……

Declaration and Affirmation of Accuracy

I, the undersigned, hereby affirm that the information provided in this form, including all financial, technical and operational details, is true, complete and accurate to the best of my knowledge and belief.

I further certify that no material facts have been omitted that would affect the accuracy or completeness of this submission.

I understand that any misrepresentation, omission or false statement may result in disqualification from the procurement process.

Full Name	Designation / Title	Company Name	Date

Signature: ………………………………………………………………

Place: ………………………………………………………………

Respondent's signature

Date and Company Stamp

TECH FORM C: ACKNOWLEDGEMENT OF TRANSACTION STRUCTURE

Supports Section 3.6 and Section 4.1

Submission Reference: ....

This attestation is submitted in accordance with the qualification criteria set out in Section 4 of this RFQ and relates to the Respondent's acknowledgement of the proposed NMEC transaction structure and the requirement to demonstrate qualification capability across both SPV1 and SPV2.

1. Bidding Entity Information

Item	Response
Name of Respondent / Consortium	
Country of Incorporation	
Lead Consortium Member (if applicable)	
Authorised Representative	
Contact Email	

2. Acknowledgement and Attestation

The undersigned, being a duly authorised representative of the Respondent identified above, hereby confirms and attests that:

1. The Respondent has read, understood and accepts the transaction structure described in this RFQ for the Ngqura Manganese Export Corridor (NMEC) Private Sector Participation Transaction.
2. The Respondent acknowledges that the transaction comprises two components:

Component	Primary Responsibility
SPV1	Design, financing, construction, operation and maintenance of the Ngqura Manganese Export Terminal (NMET); integrated rail haulage operations; rolling stock management; customer and commercial management; and overall operational management, optimisation and performance of the Ngqura Manganese Export Corridor (NMEC).
SPV2	Financing, rehabilitation, renewal, lifecycle maintenance and asset management of the NMEC rail infrastructure, including the delivery of infrastructure availability and performance obligations under the Infrastructure Service Agreement with TRIM.

3. The Respondent acknowledges that qualification under this RFQ requires the demonstration of the minimum qualification criteria (A1.1-A1.3, B1.1-B1.2, C1-C2, A2.1-A2.2 and B2.1-B2.2).
4. The Respondent acknowledges that qualification in respect of only SPV1 or only SPV2 will not satisfy the requirements of this RFQ.
5. The Respondent confirms that it possesses, either directly or through members of its Consortium, the capability, experience and financial capacity necessary to satisfy the qualification requirements applicable to both SPV1 and SPV2.
6. The Respondent acknowledges that detailed requirements relating to transaction structure, governance arrangements, risk allocation, financing arrangements, performance obligations, contractual interfaces and implementation requirements will be provided during the RFP stage.
7. The Respondent acknowledges that qualification under this RFQ does not constitute approval of any proposed ownership structure, financing structure, consortium composition or commercial arrangement beyond that submitted for qualification purposes.

Respondent's signature

Date and Company Stamp

8. The Respondent confirms that, should it be shortlisted and invited to participate in the RFP stage, it will be capable of submitting a proposal addressing both SPV1 and SPV2 as part of the NMEC PSP transaction.
9. The Respondent acknowledges and accepts that Transnet reserves the right to verify any information submitted in support of qualification and that any material misrepresentation, omission or inaccurate statement may result in disqualification.

3. Declaration

I hereby certify that the information contained in this acknowledgement is true and correct and that I am duly authorised to sign this form on behalf of the Respondent.

4. Authorised Signature

Signature:	....
Name of Authorised Representative:	....
Position / Title:	....
Name of Bidding Entity / Consortium:	....
Date:	....

TECH FORM D: OPTIONAL MARKET FEEDBACK SUBMISSION

Purpose

The purpose of this Tech Form D is to obtain structured market feedback on key transaction design matters that remain under consideration as part of the finalisation of the NMEC PSP Transaction. Responses will assist Transnet in refining the transaction structure, commercial framework, risk allocation and RFP documentation.

Submission of this form is entirely voluntary and will not form part of the qualification assessment. Responses will not be scored and will have no impact on the qualification outcome of any Respondent. Respondents are encouraged to focus on practical recommendations supported, where possible, by relevant project experience and market precedents.

Section 1: Transaction Structure and Delivery Model

Transnet is seeking views on the proposed integrated corridor approach and the allocation of responsibilities between SPV1 and SPV2.

Topic	Questions for Consideration	Respondent Comments
Overall Structure	Does the proposed HOLDCO, SPV1 and SPV2 structure support efficient delivery, risk allocation and bankability?	
Corridor Integration	What level of integration between terminal operations, rail operations and infrastructure is required to maximise performance?	
Consortium Structure	What consortium composition and capabilities would be required to successfully deliver the transaction?	
Alternative Approaches	Are there any alternative structures Transnet should consider before issuing the RFP?	

Section 2: Commercial Framework and Investment Requirements

Transnet seeks feedback on the commercial arrangements required to support a viable and investable transaction.

Topic	Questions for Consideration	Respondent Comments
Commercial Structure	What commercial principles would best support long-term sustainability and investment attractiveness?	
Financing	What financing structures would be most attractive to lenders and investors?	
Rolling Stock	What is the preferred approach to rolling stock ownership, financing and lifecycle management?	
Bankability	What are the most important conditions required to support bankability?	

Section 3: Operations, Infrastructure and Growth

Transnet seeks views on how best to achieve and sustain the corridor throughput objectives.

Topic	Questions for Consideration	Respondent Comments
Corridor Performance	What measures are required to achieve and sustain throughput of approximately 12 Mtpa?	
Future Expansion	What opportunities exist to increase throughput towards approximately 16 Mtpa and beyond?	
Infrastructure Strategy	What approach should be adopted for rehabilitation, maintenance and long-term asset management?	
Technology and Innovation	What technologies or innovations could materially improve corridor performance, reliability or customer outcomes?	

Section 4: Risk Allocation and Implementation

Transnet seeks feedback on the allocation and management of key project risks.

Topic	Questions for Consideration	Respondent Comments
Risk Allocation	Which risks should be retained by Transnet, transferred to the private sector or shared?	
Security	What measures are required to manage theft, vandalism, cable theft and operational disruption risks?	
Regulatory Framework	Are there any regulatory, licensing or rail reform matters that may affect implementation or financing?	
Workforce Transition	What principles should guide workforce transition, skills retention and operational readiness?	

Section 5: Transformation and Socio-Economic Development

Transnet seeks views on approaches that maximise sustainable economic participation and development outcomes.

Topic	Questions for Consideration	Respondent Comments
Localisation	What opportunities exist to maximise local participation and local procurement?	
Enterprise and Supplier Development	What supplier development initiatives should be prioritised?	
Skills Development	What skills development opportunities should be incorporated into the transaction?	
Community Development	What approaches would support sustainable community benefits?	

Section 6: Critical Success Factors

Please identify the matters that you believe are most critical to the successful implementation of the NMEC PSP Transaction.

Critical Success Factors

Question	Response
What are the three most important factors that will determine the success of the transaction?	
What are the minimum guarantees that the private sector can commit to ensure the success of the transaction?	

Key Risks

Question	Response
What are the three most significant risks that may affect implementation, delivery or bankability?	

Recommendations

Question	Response
What are the most important changes Transnet should consider prior to issuing the RFP?	

Additional Comments

Topic	Response
Additional comments or recommendations	

Respondent's signature

Date and Company Stamp

SCHEDULE A: REGISTRATION FORM

Transnet SOC Ltd - Request for Qualifications: Appointment of a Private Sector Partner in the Ngqura Manganese Export Corridor (NMEC) PSP Transaction.

SUBMITTED BY:	[Name of Participant]
	[Address of Participant]
	Email: [Email address of Participant]

THE RESPONDENT HEREBY REGISTERS its intent to participate in the Procurement Process described in the RFQ and acknowledges, confirms and agrees with Transnet that it shall comply with and be bound by each of the rules, terms and conditions of the Procurement Process set out in the RFQ and this Registration Form.

The participant hereby further confirms and agrees:

1. The Participant is a [corporation, partnership, joint venture, or other legal entity].
2. The jurisdiction of incorporation or organization of the Participant is [ ].
3. The Participant intends to participate in the Procurement Process on its own / as part of a Consortium [delete as applicable].
4. The authorized representative of the Participant is: [Individual's Name] [Title].
5. The individual appointed by the Participant to make or receive enquiries is: [Individual's Name] [Title] [Address] [Telephone number] [Email address].
6. The Participant has received the RFQ, obtained such legal and other advice as it has determined necessary and confirms its understanding of, and agreement with the Procurement Process.
7. The Participant is fully acquainted with the laws of South Africa in relation to procurement and the subject matter of the Project and will comply with such laws.
8. The Participant will not make any claim or demand against Transnet for any costs, damages, liabilities or claims of any nature whatsoever relating to its participation in the Procurement Process.

DATED AT [ ] ON [ ] 2026.

Authorized Signatory of Participant: ....

Name: ....

Title: ....

Respondent's signature

Date and Company Stamp

SCHEDULE B: NON-DISCLOSURE AGREEMENT

Transnet SOC Ltd - Request for Qualifications

Appointment of a Private Sector Partner in the Ngqura Manganese Export Corridor (NMEC) PSP Transaction │ TCC/2026/08/0001/114626/RFQ │Transnet SOC Ltd, 96 Rissik Street, Johannesburg, 2000 | psp@transnet.net

Re: Transnet - Request for Qualifications for the Appointment of a Private Sector Partner in the Ngqura Manganese Export Corridor (NMEC) PSP Transaction

[NAME OF PARTICIPANT] of [ADDRESS OF PARTICIPANT] (the 'Participant') confirms its intention to participate in the Procurement Process described in the Request for Qualifications issued [DATE] 2026 (the 'RFQ') by Transnet for the selection of a private sector partner for the Ngqura Manganese Export Corridor PSP Transaction.

The Participant further confirms, acknowledges and agrees that:

1. The Participant has received the RFQ and is concurrently submitting a Registration Form confirming its intent to participate in the Procurement Process.
2. In connection with the Participant's participation in the Procurement Process, Transnet will disclose and make available to the Participant information, materials and documents relating to the development of the NMEC PSP Transaction.
3. All such information, materials and documents made available or provided by Transnet are of a confidential and proprietary nature and are referred to in this Agreement as 'Confidential Information'.

Non-Disclosure and Use of Confidential Information

Except as required by law, the Participant shall:

1. Keep all Confidential Information confidential and not disclose it to any person other than to the Participant's directors, officers, employees, agents and representatives actively participating in the Procurement Process.
2. Not use, or permit the use of, the Confidential Information for any purpose other than in connection with the Procurement Process.
3. Not contact or attempt to contact any customer, supplier or employee of Transnet without prior written approval.
4. Not copy, reproduce or distribute any portion of the Confidential Information without the prior written consent of Transnet.

Governing Law and Jurisdiction

This Agreement shall be governed by and construed in accordance with the laws of South Africa.

[NAME OF PARTICIPANT]

Per: ....

Authorized Signatory

Acknowledged and agreed to as of the day of ...., 2026 by Transnet.

Per: ....

SCHEDULE C: DECLARATION OF INTEREST

1. Transnet SOC Ltd - Request for Qualifications

Appointment of a Private Sector Partner in the Ngqura Manganese Export Corridor (NMEC) PSP Transaction

NAME OF ENTITY: ....

We/I [insert full name] representing the above-named Participant do hereby certify that:

Part I: Declaration of Interest Regarding Transnet

1. At no stage has the Participant received additional information relating to the subject matter of this RFQ from Transnet sources, other than information formally received from the designated Transnet contact(s).
2. The Participant has complied with all obligations which apply to Respondents as indicated in the Transnet Supplier Integrity Pact hereto attached as Annexure A.
3. We declare that a family, business and/or social relationship EXISTS / DOES NOT EXIST [delete as applicable] between an owner/member/director/partner/shareholder/employee of the Participant and a board member or employee of Transnet who may be involved in the evaluation and/or adjudication of this Submission.
4. We declare that an owner/member/director/partner/shareholder/employee of the Participant IS / IS NOT [delete as applicable] an employee or board member of Transnet.
5. We declare that an owner/member/director/partner/shareholder/employee of the Participant HAS / HAS NOT BEEN [delete as applicable] an employee or board member of Transnet in the past 10 years.
6. We declare that, to the extent that we are aware or become aware of any relationship between ourselves and Transnet which could unfairly advantage our entity in the forthcoming adjudication process, we shall notify Transnet immediately in writing.
7. We acknowledge and accept that the failure to furnish complete and accurate information in this declaration will lead to the disqualification of the relevant Submission and may preclude a Participant from doing future business with Transnet.
8. We acknowledge and consent to the conducting of a Probity Check by Transnet to verify the contents of this declaration or any other matter, deemed relevant, where required.

Full Name and Position in the Participant	Nature of Relationship with Transnet

For and on behalf of: ....

Name: ....

Position: ....

Signature: ....

Date: ....

Place: ....

Respondent's signature

Date and Company Stamp

ANNEXURE A: TRANSNET SERVICE PROVIDER INTEGRITY PACT

Important Note: All potential tenderers must read this document and certify in the RFP Declaration Form that that have acquainted themselves with, and agree with the content.

The contract with the successful tenderer will automatically incorporate this Integrity Pact and shall be deemed as part of the final concluded contract.

INTEGRITY PACT

Between

TRANSNET SOC LTD

Registration Number: 1990/000900/30

("Transnet")

and

The Contractor (hereinafter referred to as the "Tenderer/Service Providers/Contractor")

Respondent's signature

Date and Company Stamp

PREAMBLE

Transnet values full compliance with all relevant laws and regulations, ethical standards and the principles of economical use of resources, fairness and transparency in its relations with its Tenderers/Service Providers/Contractors.

In order to achieve these goals, Transnet and the Tenderer/Service Provider/Contractor hereby enter into this agreement hereinafter referred to as the "Integrity Pact" which will form part of the Tenderer's/Service Provider's/Contractor's application for registration with Transnet as a vendor.

The general purpose of this Integrity Pact is to agree on avoiding all forms of dishonesty, fraud and corruption by following a system that is fair, transparent and free from any undue influence prior to, during and subsequent to the currency of any procurement and/or reverse logistics event and any further contract to be entered into between the Parties, relating to such event.

All Tenderers/Service Providers/Contractor's will be required to sign and comply with undertakings contained in this Integrity Pact, should they want to be registered as a Transnet vendor.

5 OBJECTIVES

5.1 Transnet and the Tenderer/Service Provider/Contractor agree to enter into this Integrity Pact, to avoid all forms of dishonesty, fraud and corruption including practices that are anti-competitive in nature, negotiations made in bad faith and under-pricing by following a system that is fair, transparent and free from any influence/unprejudiced dealings prior to, during and subsequent to the currency of the contract to be entered into with a view to:

a) Enable Transnet to obtain the desired contract at a reasonable and competitive price in conformity to the defined specifications of the works, goods and services; and

b) Enable Tenderers/Service Providers/Contractors to abstain from bribing or participating in any corrupt practice in order to secure the contract.

6 COMMITMENTS OF TRANSNET

Transnet commits to take all measures necessary to prevent dishonesty, fraud and corruption and to observe the following principles:

6.1 Transnet hereby undertakes that no employee of Transnet connected directly or indirectly with the sourcing event and ensuing contract, will demand, take a promise for or accept directly or through intermediaries any bribe, consideration, gift, reward, favour or any material or immaterial benefit or any other advantage from the Tenderer, either for themselves or for any person, organisation or third party related to the contract in exchange for an advantage in the tendering process, Tender evaluation, contracting or implementation process related to any contract.

6.2 Transnet will, during the registration and tendering process treat all Tenderers/ Service Providers/Contractor with equity, transparency and fairness. Transnet will in particular, before and during the registration process, provide to all Tenderers/ Service Providers/Contractors the same information and will not provide to any Tenderers/Service Providers/Contractors confidential/additional information through which the Tenderers/Service Providers/Contractors could obtain an advantage in relation to any tendering process.

6.3 Transnet further confirms that its employees will not favour any prospective Tenderers/Service Providers/Contractors in any form that could afford an undue advantage to a particular Tenderer during the tendering stage, and will further treat all Tenderers/Service Providers/Contractors participating in the tendering process in a fair manner.

6.4 Transnet will exclude from the tender process such employees who have any personal interest in the Tenderers/Service Providers/Contractors participating in the tendering process.

7 OBLIGATIONS OF THE TENDERER / SERVICE PROVIDER

7.1 Transnet has a '**Zero Gifts'** Policy. No employee is allowed to accept gifts, favours or benefits.

a) Transnet officials and employees **shall not** solicit, give or accept, or from agreeing to solicit, give, accept or receive directly or indirectly, any gift, gratuity, favour, entertainment, loan, or anything of monetary value, from any person or juridical entities in the course of official duties or in connection with any operation being managed by, or any transaction which may be affected by the functions of their office.

b) Transnet officials and employees **shall not** solicit or accept gifts of any kind, from vendors, suppliers, customers, potential employees, potential vendors, and suppliers, or any other individual or organisation irrespective of the value.

c) Under **no circumstances** should gifts, business courtesies or hospitality packages be accepted from or given to prospective suppliers participating in a tender process at the respective employee's Operating Division, regardless of retail value.

d) Gratuities, bribes or kickbacks of any kind must never be solicited, accepted or offered, either directly or indirectly. This includes money, loans, equity, special privileges, personal favours, benefit or services. Such favours will be considered to constitute corruption.

7.2 The Tenderer/Service Provider/Contractor commits itself to take all measures necessary to prevent corrupt practices, unfair means and illegal activities during any stage of its Tender or during any ensuing contract stage in order to secure the contract or in furtherance to secure it and in particular the Tenderer/Service Provider/Contractor commits to the following:

a) The Tenderer/Service Provider/Contractor will not, directly or through any other person or firm, offer, promise or give to Transnet or to any of Transnet's employees involved in the tendering process or to any third person any material or other benefit or payment, in order to obtain in exchange an advantage during the tendering process; and

b) The Tenderer/Service Provider/Contractor will not offer, directly or through intermediaries, any bribe, gift, consideration, reward, favour, any material or immaterial benefit or other advantage, commission, fees, brokerage or inducement to any employee of Transnet, connected directly or indirectly with the tendering process, or to any person, organisation or third party related to the contract in exchange for any advantage in the tendering, evaluation, contracting and implementation of the contract.

7.3 The Tenderer/Service Provider/Contractor will not collude with other parties interested in the contract to preclude a competitive Tender price, impair the transparency, fairness and progress of the tendering process, Tender evaluation, contracting and implementation of the contract. The Tenderer / Service Provider further commits itself to delivering against all agreed upon conditions as stipulated within the contract.

7.4 The Tenderer/Service Provider/Contractor will not enter into any illegal or dishonest agreement or understanding, whether formal or informal with other Tenderers/Service Providers/Contractors. This applies in particular to certifications, submissions or non-submission of documents or actions that are restrictive or to introduce cartels into the tendering process.

7.5 The Tenderer/Service Provider/Contractor will not commit any criminal offence under the relevant anti-corruption laws of South Africa or any other country. Furthermore, the Tenderer/Service Provider/Contractor will not use for illegitimate purposes or for restrictive purposes or personal gain, or pass on to others, any information provided by Transnet as part of the business relationship, regarding plans, technical proposals and business details, including information contained or transmitted electronically.

7.6 A Tenderer/Service Provider/Contractor of foreign origin shall disclose the name and address of its agents or representatives in South Africa, if any, involved directly or indirectly in the registration or tendering process. Similarly, the Tenderer / Service Provider / Contractor of South African nationality shall furnish the name and address of the foreign principals, if any, involved directly or indirectly in the registration or tendering process.

7.7 The Tenderer/Service Provider/Contractor will not misrepresent facts or furnish false or forged documents or information in order to influence the tendering process to the advantage of the Tenderer/Service Provider/Contractor or detriment of Transnet or other competitors.

7.8 Transnet may require the Tenderer/Service Provider/Contractor to furnish Transnet with a copy of its code of conduct. Such code of conduct must address the compliance programme for the implementation of the code of conduct and reject the use of bribes and other dishonest and unethical conduct.

7.9 The Tenderer/Service Provider/Contractor will not instigate third persons to commit offences outlined above or be an accessory to such offences.

7.10 The Tenderer/Service Provider/Contractor confirms that they will uphold the ten principles of the United Nations Global Compact (UNGC) in the fields of Human Rights, Labour, Anti-Corruption and the Environment when undertaking business with Transnet as follows:

a) Human Rights

- Principle 1: Businesses should support and respect the protection of internationally proclaimed human rights; and
- Principle 2: make sure that they are not complicit in human rights abuses.

b) Labour

- Principle 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;
- Principle 4: the elimination of all forms of forced and compulsory labour;
- Principle 5: the effective abolition of child labour; and
- Principle 6: the elimination of discrimination in respect of employment and occupation.

c) Environment

- Principle 7: Businesses should support a precautionary approach to environmental challenges;
- Principle 8: undertake initiatives to promote greater environmental responsibility; and
- Principle 9: encourage the development and diffusion of environmentally friendly technologies.

d) Anti-Corruption

- Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.

8 INDEPENDENT TENDERING

8.1 For the purposes of that Certificate in relation to any submitted Tender, the Tenderer declares to fully understand that the word "competitor" shall include any individual or organisation, other than the Tenderer, whether or not affiliated with the Tenderer, who:

a) has been requested to submit a Tender in response to this Tender invitation;

b) could potentially submit a Tender in response to this Tender invitation, based on their qualifications, abilities or experience; and

c) provides the same Goods and Services as the Tenderer and/or is in the same line of business as the Tenderer.

8.2 The Tenderer has arrived at his submitted Tender independently from, and without consultation, communication, agreement or arrangement with any competitor. However communication between partners in a joint venture or consortium will not be construed as collusive tendering.

8.3 In particular, without limiting the generality of paragraph 5 above, there has been no consultation, communication, agreement or arrangement with any competitor regarding:

a) prices;

b) geographical area where Goods or Services will be rendered [market allocation];

c) methods, factors or formulas used to calculate prices;

d) the intention or decision to submit or not to submit, a Tender;

e) the submission of a Tender which does not meet the specifications and conditions of the RFP; or

f) tendering with the intention of not winning the Tender.

8.4 In addition, there have been no consultations, communications, agreements or arrangements with any competitor regarding the quality, quantity, specifications and conditions or delivery particulars of the Goods or Services to which his/her tender relates.

8.5 The terms of the Tender as submitted have not been, and will not be, disclosed by the Tenderer, directly or indirectly, to any competitor, prior to the date and time of the official Tender opening or of the awarding of the contract.

8.6 Tenderers are aware that, in addition and without prejudice to any other remedy provided to combat any restrictive practices related to Tenders and contracts, Tenders that are suspicious will be reported to the Competition Commission for investigation and possible imposition of administrative penalties in terms of section 59 of the Competition Act No 89 of 1998 and/or may be reported to the National Prosecuting Authority [**NPA**] for criminal investigation and/or may be restricted from conducting business with the public sector for a period not exceeding 10 [ten] years in terms of the Prevention and Combating of Corrupt Activities Act No 12 of 2004 or any other applicable legislation.

8.7 Should the Tenderer find any terms or conditions stipulated in any of the relevant documents quoted in the Tender unacceptable, it should indicate which conditions are unacceptable and offer alternatives by written submission on its company letterhead, attached to its submitted Tender. Any such submission shall be subject to review by Transnet's Legal Counsel who shall determine whether the proposed alternative(s) are acceptable or otherwise, as the case may be.

9 DISQUALIFICATION FROM TENDERING PROCESS

9.1 If the Tenderer/Service Provider/Contractor has committed a transgression through a violation of section 3 of this Integrity Pact or in any other form such as to put its reliability or credibility as a Tenderer/Service Provider/Contractor into question, Transnet may reject the Tenderer's / Service Provider's / Contractor's application from the registration or tendering process and remove the Tenderer/Service Provider/Contractor from its database, if already registered.

9.2 If the Tenderer/Service Provider/Contractor has committed a transgression through a violation of section 3, or any material violation, such as to put its reliability or credibility into question. Transnet may after following due procedures and at its own discretion also exclude the Tenderer/Service Provider /Contractor from future tendering processes. The imposition and duration of the exclusion will be determined by the severity of the transgression. The severity will be determined by the circumstances of the case, which will include amongst others the number of transgressions, the position of the transgressors within the company hierarchy of the Tenderer/Service Provider/Contractor and the amount of the damage. The exclusion will be imposed for up to a maximum of 10 (ten) years. However, Transnet reserves the right to impose a longer period of exclusion, depending on the gravity of the misconduct.

9.3 If the Tenderer/Service Provider/Contractor can prove that it has restored the damage caused by it and has installed a suitable corruption prevention system, or taken other remedial measures as the circumstances of the case may require, Transnet may at its own discretion revoke the exclusion or suspend the imposed penalty.

10 TRANSNET'S LIST OF EXCLUDED TENDERERS (BLACKLIST)

10.1 The process of restriction is used to exclude a company/person from conducting future business with Transnet and other organs of state for a specified period. No Tender shall be awarded to a Tenderer whose name (or any of its members, directors, partners or trustees) appear on the Register of Tender Defaulters kept by National Treasury, or who have been placed on National Treasury's List of Restricted Suppliers. Transnet reserves the right to withdraw an award, or cancel a contract concluded with a Tenderer should it be established, at any time, that a tenderer has been restricted with National Treasury by another government institution.

10.2 All the stipulations on Transnet's restriction process as laid down in Transnet's Supply Chain Policy and Procurement Procedures Manual (CPM included) are included herein by way of reference. Below follows a condensed summary of this restriction procedure.

10.3 On completion of the restriction procedure, Transnet will submit the restricted entity's details (including the identity number of the individuals and registration number of the entity) to National Treasury for placement on National Treasury's Database of Restricted Suppliers for the specified period of exclusion. National Treasury will make the final decision on whether to restrict an entity from doing business with any organ of state for a period not exceeding 10 years and place the entity concerned on the Database of Restricted Suppliers published on its official website.

10.4 The decision to restrict is based on one of the grounds for restriction. The standard of proof to commence the restriction process is whether a "*prima facie*" (i.e. on the face of it) case has been established.

10.5 Depending on the seriousness of the misconduct and the strategic importance of the Goods/Services, in addition to restricting a company/person from future business, Transnet may decide to terminate some or all existing contracts with the company/person as well.

10.6 A Service Provider or Contractor to Transnet may not subcontract any portion of the contract to a blacklisted company.

10.7 Grounds for blacklisting include: If any person/Enterprise which has submitted a Tender, concluded a contract, or, in the capacity of agent or subcontractor, has been associated with such Tender or contract:

a) Has, in bad faith, withdrawn such Tender after the advertised closing date and time for the receipt of Tenders;

b) has, after being notified of the acceptance of his Tender, failed or refused to sign a contract when called upon to do so in terms of any condition forming part of the Tender documents;

c) has carried out any contract resulting from such Tender in an unsatisfactory manner or has breached any condition of the contract;

d) has offered, promised or given a bribe in relation to the obtaining or execution of the contract;

Respondent's signature Date and Company Stamp

e) has acted in a fraudulent or improper manner or in bad faith towards Transnet or any Government Department or towards any public body, Enterprise or person;

f) has made any incorrect statement in a certificate or other communication with regard to the Local Content of his Goods or his B-BBEE status and is unable to prove to the satisfaction of Transnet that:

   i. he made the statement in good faith honestly believing it to be correct; and

   ii. before making such statement he took all reasonable steps to satisfy himself of its correctness;

g) caused Transnet damage, or to incur costs in order to meet the contractor's requirements and which could not be recovered from the contractor;

h) has litigated against Transnet in bad faith.

10.8 Grounds for blacklisting include a company/person recorded as being a company or person prohibited from doing business with the public sector on National Treasury's database of Restricted Service Providers or Register of Tender Defaulters.

10.9 Companies associated with the person/s guilty of misconduct (i.e. entities owned, controlled or managed by such persons), any companies subsequently formed by the person(s) guilty of the misconduct and/or an existing company where such person(s) acquires a controlling stake may be considered for blacklisting. The decision to extend the blacklist to associated companies will be at the sole discretion of Transnet.

11 PREVIOUS TRANSGRESSIONS

11.1 The Tenderer/Service Provider/Contractor hereby declares that no previous transgressions resulting in a serious breach of any law, including but not limited to, corruption, fraud, theft, extortion and contraventions of the Competition Act 89 of 1998, which occurred in the last 5 (five) years with any other public sector undertaking, government department or private sector company that could justify its exclusion from its registration on the Tenderer's/Service Provider's/Contractor's database or any tendering process.

11.2 If it is found to be that the Tenderer/Service Provider/Contractor made an incorrect statement on this subject, the Tenderer/Service Provider/Contractor can be rejected from the registration process or removed from the Tenderer/ Service Provider/Contractor database, if already registered, for such reason (refer to the Breach of Law Returnable Form contained in the document.)

12 SANCTIONS FOR VIOLATIONS

12.1 Transnet shall also take all or any one of the following actions, wherever required to:

a) Immediately exclude the Tenderer/Service Provider/Contractor from the tendering process or call off the pre-contract negotiations without giving any compensation the Tenderer/Service Provider/Contractor. However, the proceedings with the other Tenderer/ Service Provider/Contractor may continue;

b) Immediately cancel the contract, if already awarded or signed, without giving any compensation to the Tenderer/Service Provider/Contractor;

c) Recover all sums already paid by Transnet;

d) Encash the advance bank guarantee and performance bond or warranty bond, if furnished by the Tenderer/Service Provider/Contractor, in order to recover the payments, already made by Transnet, along with interest;

e) Cancel all or any other contracts with the Tenderer/Service Provider/Contractor; and

f) Exclude the Tenderer/ Service Provider/Contractor from entering into any Tender with Transnet in future.

13 CONFLICTS OF INTEREST

13.1 A conflict of interest includes, inter alia, a situation in which:

a) A Transnet employee has a personal financial interest in a tendering / supplying entity; and

b) A Transnet employee has private interests or personal considerations or has an affiliation or a relationship which affects, or may affect, or may be perceived to affect his / her judgment in action in the best interest of Transnet, or could affect the employee's motivations for acting in a particular manner, or which could result in, or be perceived as favouritism or nepotism.

13.2 A Transnet employee uses his / her position, or privileges or information obtained while acting in the capacity as an employee for:

a) Private gain or advancement; or

b) The expectation of private gain, or advancement, or any other advantage accruing to the employee must be declared in a prescribed form.

c) Thus, conflicts of interest of any Tender committee member or any person involved in the sourcing process must be declared in a prescribed form.

13.3 If a Tenderer/Service Provider/Contractor has or becomes aware of a conflict of interest i.e. a family, business and / or social relationship between its owner(s)/ member(s)/director(s)/partner(s)/shareholder(s) and a Transnet employee/ member of Transnet's Board of Directors in respect of a Tender which will be considered for the Tender process, the Tenderer/Service Provider/ Contractor:

a) must disclose the interest and its general nature, in the Request for Proposal ("RFX") declaration form; or

b) must notify Transnet immediately in writing once the circumstances has arisen.

13.4 The Tenderer/Service Provider/Contractor shall not lend to or borrow any money from or enter into any monetary dealings or transactions, directly or indirectly, with any committee member or any person involved in the sourcing process, where this is done, Transnet shall be entitled forthwith to rescind the contract and all other contracts with the Tenderer/Service Provider/Contractor.

14 DISPUTE RESOLUTION

14.1 Transnet recognises that trust and good faith are pivotal to its relationship with its Tenderer / Service Provider / Contractor. When a dispute arises between Transnet and its Tenderer / Service Provider / Contractor, the parties should use their best endeavours to resolve the dispute in an amicable manner, whenever possible. Litigation in bad faith negates the principles of trust and good faith on which commercial relationships are based. Accordingly, following a blacklisting process as mentioned in paragraph 10 above, Transnet will not do business with a company that litigates against it in bad faith or is involved in any action that reflects bad faith on its part. Litigation in bad faith includes, but is not limited to the following instances:

a) **Vexatious proceedings**: these are frivolous proceedings which have been instituted without proper grounds;

b) **Perjury:** where a Tenderer / Service Provider / Contractor make a false statement either in giving evidence or on an affidavit;

c) **Scurrilous allegations:** where a Tenderer / Service Provider / Contractor makes allegations regarding a senior Transnet employee which are without proper foundation, scandalous, abusive or defamatory; and

d) **Abuse of court process:** when a Tenderer / Service Provider / Contractor abuses the court process in order to gain a competitive advantage during a Tender process.

15 GENERAL

15.1 This Integrity Pact is governed by and interpreted in accordance with the laws of the Republic of South Africa.

15.2 The actions stipulated in this Integrity Pact are without prejudice to any other legal action that may follow in accordance with the provisions of the law relating to any civil or criminal proceedings.

15.3 The validity of this Integrity Pact shall cover all the tendering processes and will be valid for an indefinite period unless cancelled by either Party.

15.4 Should one or several provisions of this Integrity Pact turn out to be invalid the remainder of this Integrity Pact remains valid.

15.5 Should a Tenderer/Service Provider/Contractor be confronted with dishonest, fraudulent or corruptive behaviour of one or more Transnet employees, Transnet expects its Tenderer/Service Provider/Contractor to report this behaviour directly to a senior Transnet official/employee or alternatively by using Transnet's "Tip-Off Anonymous" hotline number 0800 003 056, whereby your confidentiality is guaranteed.

The Parties hereby declare that each of them has read and understood the clauses of this Integrity Pact and shall abide by it. To the best of the Parties' knowledge and belief, the information provided in this Integrity Pact is true and correct.

I .... duly authorised by the tendering entity, hereby certify that the tendering entity are **fully acquainted** with the contents of the Integrity Pact and further **agree to abide by it** in full.

Signature ....

Date ....

oooOOOooo

Respondent's signature

Date and Company Stamp