

	Invitation to Tender/ Request for Qualifications (RFQ)	Document Identifier	240-114238630	Rev	11
		Effective Date	May 2022		
		Review Date	May 2027		

ESKOM HOLDINGS SOC LTD
REQUEST FOR QUALIFICATIONS (RFQ)
FOR

**the selection of a Strategic Partner for the development, financing, and
implementation of the 1.5GW Tubatse Pumped Storage Scheme**

RFQ number	E3611GXR
Issue date	12 October 2026
Closing date and time	30 November 2026 at 10:00 South Africa Standard Time (SAST)
RFQ Validity Period	6 months from the closing date and time, unless extended by Eskom
Clarification meeting	A virtual non-compulsory clarification meeting will be held on 29 October 2026 from 11:00 to 13:00 SAST on MS Teams
Responses are to be submitted electronically via Eskom E-tendering by the stipulated closing date and time: <i>Please note that it is the responsibility of the supplier to ensure that the Response is submitted before the closing time</i>	E-tendering public website: https://:etendering.eskom.co.za – this is to be used by the members of the public to view information about published tenders and submit their tender documents

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PREAMBLE

South Africa's energy transition presents a generational opportunity to strengthen energy security, accelerate economic growth, build a more sustainable electricity system and help the region industrialise. To support the country's energy transition, Eskom has established a dedicated renewable energy business, currently operated through a dedicated division within Eskom. This dedicated division has received necessary approvals to be incorporated as a subsidiary named "Eskom Green SOC Ltd" ("**Eskom Green**").

Once incorporated, Eskom Green will serve as a platform to unlock renewable energy and energy storage opportunities at scale, leveraging the strategic assets, technical capabilities and deep understanding of the power system it will have at its disposal to facilitate investment and project delivery in support of South Africa's evolving energy landscape.

Eskom Green intends to be a "**Utility-Scale**" renewable energy business that rapidly accelerates the options available to South Africa's industries to decarbonise and transition industrial and productive capacity to maintain export competitiveness. The business is set to increase the supply of renewable energy to enable customers to lower the carbon footprint of their energy consumption.

Eskom Green will pursue a growth pathway intended to target up to 6 GW by 2030, with aspirations to expand its intended clean energy portfolio to 21 GW by 2035 and up to 32 GW by 2040, which includes an aspiration of 5 GW of Hydro and Pumped Storage. This vision is aligned with the objectives of the Integrated Resource Plan ("**IRP**") 2025, supporting the accelerated deployment of renewable energy and energy storage capacity required to meet South Africa's long-term electricity needs while advancing national decarbonisation objectives. Its entry into the market is positioned as collaborative and complementary, working alongside private sector participants to help close the generation capacity gap identified in the IRP 2025.

By strengthening coordination across the sector, South Africa's energy supply can be collectively secured, emissions reduction targets can be advanced, and the large-scale, rapid decarbonisation solutions can be delivered urgently as required by industrial customers. The IRP 2025 estimates that for every 10GW of renewables, 6GW of dispatchable power is required (60%).

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This approach is consistent with international best practice, where state-owned utilities have established dedicated renewable platforms to scale up delivery while managing balance-sheet, governance, and market-participation risks.

A. The Issuer

- i. This Request for Qualifications ("**RFQ**") is issued by **Eskom Holdings SOC Limited** (Registration Number 2002/015527/30), a state-owned company incorporated under the company laws of the Republic of South Africa and listed as a Schedule 2 Public Entity under the Public Finance Management Act, 1999 ("**PFMA**") (hereinafter "**Eskom**").
- ii. Eskom issues this RFQ under its procurement policies and the PFMA, and in accordance with section 217 of the Constitution of the Republic of South Africa, 1996. Any procurement process must therefore be fair, equitable, transparent, competitive and cost-effective.

B. Eskom Green

- i. Eskom is in the process of establishing a wholly owned subsidiary, [**Eskom Green SOC Limited**] ("**Eskom Green**"). Eskom Green will be the vehicle through which Eskom develops, finances, owns, operates and commercialises its renewable energy and storage portfolio, (the "**Projects**").
- ii. At the date of issue of this RFQ, Eskom Green is in the process of being incorporated with the Companies and Intellectual Property Commission ("**CIPC**") under the Companies Act, 71 of 2008 (the "**Companies Act**"). Once it is incorporated, Eskom will hold 100% (one hundred percent) of the issued share capital of Eskom Green.

C. Contracting Entity

- i. Any agreement that results from this RFQ or from any other procurement process conducted by Eskom, any shareholders', joint development, co-investment or project agreement (each a "**Transaction Agreement**"), unless the Business Transfer (defined below) occurs before then, will be concluded by Eskom. Eskom will then transfer the Transaction Agreement to Eskom Green. Eskom may transfer its rights and obligations arising from this RFQ to Eskom Green only in the manner and at the time in accordance with applicable laws.

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- ii. Once Eskom Green has been incorporated, Eskom intends to transfer the business and operations of its Renewables Division to Eskom Green as a going concern, as a package of assets and liabilities (the **"Business Transfer"**). Eskom's present intention is that the Business Transfer will take effect on or about 1 April 2027. That date is an indication of intent only and not a commitment, and the date on which the Business Transfer actually takes effect (the **"Transfer Date"**) may be earlier or later. The Business Transfer remains subject to the approvals required under the PFMA and other applicable law.
- iii. The Business Transfer is intended to include the following (the **"Transferred Rights and Obligations"**):
 - a. the written notification to Qualified Respondents (as defined in section 5) through a letter confirming its status and setting out any conditions of qualification concluded by Eskom with Qualified Respondents under this RFQ, which will accordingly be transferred to Eskom Green;
 - b. any other Transaction Agreement concluded by Eskom;
 - c. the Project, comprising any Project assets, land rights, authorisations and interests that relate to Tubatse Pumped Storage Scheme; and
 - d. the rights and obligations that have accrued to Eskom from a procurement process that Eskom has completed, including the outcome of that process, the terms on which Qualified Respondents have been appointed to it, to the extent that these can be legally assigned by Eskom.
- iv. Eskom Green will take over the Transferred Rights and Obligations as they stand on the Transfer Date. It will be bound by the decisions Eskom has taken, the terms of this RFQ, and the terms of each transferred Transaction Agreement. The Business Transfer will not, by itself, be a ground to reopen, re-evaluate or vary any decision, of any Qualified Respondents.
- v. The Business Transfer will not change the evaluation criteria, thresholds or weightings disclosed in this RFQ, or the terms of a Transaction Agreement, except to substitute Eskom Green for Eskom as a party.
- vi. Eskom will apply the Business Transfer consistently to all Qualified Respondents, Respondents and Strategic Partners in the same position. It will not transfer, or decline to transfer, the rights and obligations relating to a particular Respondent (as defined in

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section 5) in a way that advantages or disadvantages that Respondent compared with others in the same position.

- vii. Eskom will notify each affected Respondent, Qualified Respondent or Strategic Partner in writing, within 30 (thirty) business days after the Transfer Date, of the Transferred Rights and Obligations that relate to it and the date on which the transfer took effect.
- viii. This RFQ and subsequent RFP are separate procurement processes. Eskom, as the contracting entity under this RFQ, may not be the issuer of any RFP that starts after the Transfer Date. Any RFP, project-specific procurement process that starts after the Transfer Date will be a new procurement process, issued and conducted by Eskom Green as the procuring institution under its own procurement policy, delegations of authority and bid committees, in accordance with section 217 of the Constitution and the Qualified Respondents terms disclosed in this RFQ as transferred to Eskom Green. If the Business Transfer is delayed beyond the indicative date contemplated in ii above, Eskom may either defer the issue of RFPs until the Transfer Date or, if it decides to issue an RFP itself, conduct and complete that RFP as the procuring institution.
- ix. Each Respondent, by submitting a Response, irrevocably consents in advance to the cession to Eskom Green of Eskom's rights, and to the delegation to and assumption by Eskom Green of Eskom's obligations, under the Transferred Rights and Obligations, with effect from the Transfer Date. Each Respondent, Qualified Respondent and Strategic Partner must sign any document that Eskom reasonably requires to record or give effect to the transfer.
- x. The Business Transfer will not affect any right that a Respondent, Qualified Respondent or Strategic Partner has to object to, or seek review of, a decision taken by Eskom before the Transfer Date. Eskom remains responsible for the decisions it has taken in a procurement process it conducted.
- xi. If the Business Transfer does not take place, is delayed or does not include particular rights or obligations, Eskom will remain the party to those rights and obligations, and they will continue with Eskom. To the extent permitted by law, no Respondent, Qualified Respondent or Strategic Partner will have any claim against Eskom or Eskom Green arising from the timing of the Business Transfer or a decision not to proceed with it.

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1. INTRODUCTION

1.1. Purpose of Request for Qualifications:

Eskom seeks to identify and qualify an experienced Strategic Partner (as defined below) through this 2-stage qualification process.

The purpose of this RFQ is to pre-qualify experienced respondents (each a "**Respondent**") with the capability to partner in the development, financing and implementation of the 1.5GW Tubatse Pumped Storage Scheme project. Respondents who meet the qualification requirements of this RFQ will be designated "**Qualified Respondents**". Only Qualified Respondents will be invited to participate in the subsequent Request for Proposal ("**RFP**") stage, from which Eskom will select the Strategic Partner ("**Strategic Partner**").

Respondents must demonstrate the proven capability, track record and financial standing required to co-develop, finance, construct, operate and maintain a Large-Scale Pumped Storage scheme, including relevant experience in large hydropower, pumped storage or comparable large-scale civil and electromechanical infrastructure, and the ability to optimise the Project's revenue through energy arbitrage and ancillary services.

Respondents are encouraged to refer to section 3 (**LIST OF DOCUMENTS COMPRISING THE RFQ**) when navigating this RFQ document, with particular attention to **PART C EVALUATION OF RESPONSES AND INFORMATION ON SUBSEQUENT PROCUREMENT PROCESS** which outlines the returnable documents to be submitted as part of the qualification process.

1.2. Eskom Green background and context

South Africa's electricity sector is undergoing a structural transition, requiring accelerated deployment of renewable energy to support energy security, decarbonisation and economic growth. While Eskom is committed to a lower carbon generation mix, existing structures are not optimally configured to deliver renewable energy projects at the required pace, scale and cost.

Eskom has secured the required key approvals in terms of section 54(2) of the Public Finance Management Act (PFMA), read with the applicable conditions of the Eskom Debt Relief Act,

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No. 7 of 2023, to proceed with the establishment of Eskom Green as a company to house Eskom renewable energy business and raise funding.

The approvals mark a key governance and unbundling milestone and enable Eskom to proceed with the implementation of Eskom Green, with the final steps now underway.

As a wholly owned subsidiary of Eskom, Eskom Green will operate within a governance framework aligned with the PFMA, the Companies Act, King Code principles and applicable shareholder requirements, ensuring accountability, transparency and appropriate oversight. This will enable the appropriate governance agility, competitive market positioning and enhanced access to public-private partnerships.

Eskom Green is designed to operate as a commercially viable and investable renewable energy platform, capable of mobilising private and public capital at scale through project-financed Special Purpose Vehicles (SPVs) and strategic partnerships.

Eskom Green will serve as a strategic and operational platform through which Eskom can directly participate in the renewable energy sector and drive the implementation of the Just Energy Transition ("JET"). The decision to pursue a new subsidiary structure as a fit-for-purpose vehicle to accelerate the delivery of clean energy projects, mobilise private sector investment, and advance national policy objectives relating to energy security, climate resilience, and economic transformation is supported and has been approved by the Eskom Board of Directors and relevant regulatory authorities.

The proposed Strategic Partner investment strategy for the Tubatse Pumped Storage Scheme ("TPSS") is directly aligned to IRP 2025 which envisaged 105 GW new generation capacity by 2042, and Eskom's ambition of achieving up to 32 GW of new renewables generation capacity by 2040.

This RFQ specifically relates to the TPSS as defined in section 0 below. For the avoidance of doubt, qualification under this RFQ relates only to the TPSS. It does not confer any right, preference or expectation regarding any projects outside the TPSS, or any future procurement undertaken by Eskom.

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1.3. Tubatse Pumped Storage Scheme

The TPSS entails the development of a new 1.5GW pumped storage hydropower facility with an estimated energy storage capacity of 21 GWh in the Limpopo province, South Africa (the “**Project**”). The scheme will be located between the Nebo Plateau and the Steelpoort River Valley, within the Elias Motsoaledi Local Municipality. The Project has an allocated site. The Environmental Authorisation process and the grid connection application for the Project are in progress

This RFQ relates to the qualification of Respondents who will ultimately be permitted, subject to the terms of this RFQ, an opportunity to bid, subject to the contents of a future RFP, for an opportunity or opportunities to partner with Eskom, as a Strategic Partner capable and willing of delivering a part of / entirety of TPSS.

The Project is anticipated to be housed in a ring-fenced special purpose vehicle (“**SPV**”) financed predominantly on a limited- or non-recourse project-finance basis.

1.4. Partnership and ownership structure

The project will be undertaken through an SPV comprising of Eskom (or, after the Transfer Date, Eskom Green) and the Strategic Partner. The partnership and ownership structure will be fully set out in the RFP issued to Qualified Respondents.

1.5. Offtake and revenue

Eskom is pursuing several offtake avenues for the Project. Its preferred route is an allocation of pumped storage capacity under the Integrated Resource Plan of 2025, followed by a ministerial determination under section 34 of the Electricity Regulation Act, 2006 (Act No. 4 of 2006), as amended by the Electricity Regulation Amendment Act, 2024 (Act No. 38 of 2024). Such a determination could support a long-term power purchase or capacity agreement with the National Transmission Company South Africa SOC Ltd (“NTCSA”) as buyer (a “Section 34 PPA”). Eskom has begun the process of seeking this allocation. Accordingly, the Strategic Partner will be expected to develop and structure a bankable investment case that works under either outcome: (a) where the Project, or part of it, receives a Section 34 allocation and is contracted under a Section 34 PPA; and (b) where the Project’s capacity is contracted, wholly or partly, in the bilateral and emerging competitive market. Route (b) may include bilateral offtake and wheeling arrangements with private buyers, ancillary and system

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services, and energy trading, subject to the applicable regulatory framework. Respondents should show how their proposed commercial, financing and risk-allocation structures would achieve financial close under each scenario, including a hybrid of the two.

Pumped Storage is one of the key technologies included in the Integrated Resource Plan 2025 (IRP 2025). Eskom has applied for a Section 34 determination for the Tubatse Pumped Storage project, which falls within the pumped storage allocation of IRP 2025. At the date of this RFQ, the application is pending. The project has been classified as one of the top 12 national priority projects, designated as a Strategic Integrated Project (SIP 20d) by Infrastructure South Africa and forms part of the Just Energy Transition (JET) Programme.

1.6. Eskom's value proposition

Eskom offers prospective partners a compelling platform, including:

- Participation in a nationally strategic 1.5 GW pumped storage project, with an allocated site, underpinned by the Section 34 PPA, within Eskom's wider c.14 GW pipeline with access to decades of power generation skills and expertise
- A national mandate and a long-term, at-scale development opportunity.
- Dedicated focus on renewable energy development and delivery;

In return, Eskom pursuant to the RFP process in due course, seeks a Strategic Partner who will bring proven development, financing and construction capability and who will support skills transfer and the building of Eskom's internal capability, once operational.

1.7. B-BBEE and Localisation Requirements

Eskom intends to introduce a **minimum Broad-Based Black Economic Empowerment (B-BBEE) participation requirements as a mandatory requirement at the RFP stage** of the procurement process.

Whilst B-BBEE credentials and transformation criteria will not be assessed at the RFQ stage, Respondents are hereby made aware from the outset that the Project seeks to advance meaningful economic transformation and broad-based black participation in line with South Africa's empowerment and localisation objectives.

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Respondents should therefore ensure that their proposed consortium structures, financing arrangements and delivery models are capable of accommodating the prescribed B-BBEE ownership and equity participation requirements, together with any associated localisation, enterprise and supplier development, skill transfer and socio-economic development obligation that may be included in the RFP.

Participation in the RFQ process should not be construed as an indication that transformation requirements will be relaxed or deferred. Any Qualified Respondent progressing to the RFP stage will be required to demonstrate a credible and sustainable approach to achieving the Project's envisaged B-BBEE, black ownership and localisation outcomes as a condition of award.

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2. INVITATION TO PARTICIPATE

- 2.1. This RFQ is an invitation by Eskom to participate in the first stage of a two-stage procurement process in respect of the Project, the second stage being the RFP process.
- 2.2. Eskom will evaluate all submitted Responses for purposes of selection of Qualified Respondents who will be invited to participate in an RFP, pursuant to which the Strategic Partner is envisaged to contract with Eskom, under the Joint Development Agreement, to jointly develop, finance and implement the Project.
- 2.3. This RFQ, its appendices and annexures, and any and all Briefing Notes and/or any other documents and/or written information, that are subsequently issued or made available pursuant to this RFQ will be made available in electronic format and will be accessible on the Eskom tender portal and the National Treasury eTenders portal in accordance with the conditions of this RFQ.
- 2.4. No fee shall be payable to obtain the RFQ.
- 2.5. Eskom has delegated the responsibility for administration of this RFQ to the Eskom Representative whose name appears in item 1.1 of the Table in section 3.1.
- 2.6. This RFQ contains references to the Eskom Standard Conditions of Tender attached as Appendix 6 and in those instances, the clause numbers are referenced hereunder. This RFQ and the "RFQ Data", detailed in Table 2: Eskom Standard Conditions of Tender and RFQ Data, shall take precedence over the Eskom Standard Conditions of Tender in the event of any ambiguity or inconsistency between the two sets of documents.
- 2.7. The submission of a Response to this RFQ will be deemed as your acceptance of the Eskom Standard Conditions of Tender (modified by the RFQ Data), accessible at Appendix 6.
- 2.8. Respondents who wish to participate in this procurement process by responding to this RFQ are required to complete and submit an Acknowledgment Form (in the form annexed hereto as Appendix 1) and to nominate a Contact Person through which all communication with the Eskom Representative will be conducted.

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- 2.9.** Respondents may participate as a single entity or as a Consortium, provided that a Consortium must submit a Consortium Arrangement which includes details of an identified Lead Member and each other Member, and specifies the role(s), responsibility(ies) of each Member and the proposed participation of each Member in the Project Company.
- 2.10.** Each Respondent shall be required, as part of its Response, to submit all Returnable Documents prescribed in Part C of this RFQ.
- 2.11.** Any queries and clarification questions relating to this RFQ, including any Returnable Documents, must be addressed to the Eskom Representative.
- 2.12.** All information issued by Eskom in respect of this RFQ, including by means of Briefing Notes and clarification Responses, shall be treated as part of the procurement record.

Yours faithfully



Designation: Senior Manager Procurement (Acting)

Full Name: Tshifhiwa Nevuwari

Date: 12 October 2026

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3. LIST OF DOCUMENTS COMPRISING THE RFQ

Table 1: List of documents comprising the RFQ

Reference	Description
PART A	GENERAL INFORMATION REQUIREMENTS AND RULES PROJECT BACKGROUND INFORMATION
PART B	FUNCTIONAL RESPONSE REQUIREMENTS AND EVALUATION CRITERIA ADMINISTRATIVE REQUIREMENTS TECHNICAL EVALUATION REQUIREMENTS
PART C	EVALUATION OF RESPONSES AND INFORMATION ON SUBSEQUENT PROCUREMENT PROCESS
Appendices	Appendix 1 – Acknowledgement Form Appendix 2 – Respondent's Particulars Appendix 3 – Integrity Declaration Form Appendix 4 – SBD4 Form – Respondent's Disclosure Appendix 5 – Confidentiality and Non-Disclosure Agreement Appendix 6 – Eskom Standard Conditions of Tender Appendix 7 – E-Tendering help manual for suppliers Appendix 8 – E-Tendering Training Acknowledgement Form

- 3.1.** This RFQ contains references to the Eskom Standard Conditions of Tender attached as Appendix 6 and in those instances, the clause numbers are referenced hereunder. This RFQ and the "RFQ Data", detailed in Table 2: Eskom Standard Conditions of Tender and RFQ Data, shall take precedence over the Eskom Standard Conditions of Tender in the event of any ambiguity or inconsistency between the two sets of documents.

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Table 2: Eskom Standard Conditions of Tender and RFQ Data

Clause Number from Standard Conditions of Tender	RFQ Data
1.1 Parties	Eskom Holdings SOC Ltd The Eskom Representative is: Tshifhiwa Nevuwari E-mail: EskomGreenRFQ@Eskom.co.za
1.3 Enquiry documents	The RFQ number is: E3611GXR See the content list in section 3.1 above.
1.4 Type of RFQ	The RFQ is an open invitation to respond.
1.6 Eskom's rights to accept or reject any Response	Each Response shall be evaluated in relation to the RFQ as a whole, and Eskom reserves the right to accept or reject any Response.
2.1 Eligible Responses	A Respondent should submit a Response only if the Respondent (whether a single company or a Consortium) complies with the eligibility criteria stated in the RFQ and the Respondent, or any of its principals, is not under any restriction to do business with Eskom/State Owned Companies. Respondents may be deemed ineligible to submit a Response if: Respondents have the nationality of a country on any international sanctions list. A Respondent shall be deemed to have the nationality of a country if the Respondent is a national or is constituted, incorporated, or registered and operates in conformity with the provisions of the laws of that country. Respondents submit more than one Response, either individually or as a Member in a Consortium. A Respondent has a conflict of interest. All Respondents found to have a conflict of interest shall be disqualified. A Respondent may be considered to have a conflict of interest with one or more parties

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Clause Number from Standard Conditions of Tender	RFQ Data
	(Respondents or Members of any Respondent) in this RFQ process, if: (a) they have a controlling partner/majority shareholder in common; or (b) they have a relationship with each other or with Eskom, directly or through common third parties, that puts them in a position to have access to information about or influence on the Response of another Respondent, or influence on the decisions of Eskom regarding this procurement process. Responses are signed by non- authorised persons. Respondents are not registered on National Treasury's Central Supplier Database (except foreign Respondents with no footprint in South Africa). Any Respondent that is restricted by National Treasury. Ineligible Responses will be disqualified.
2.2 -2.5 Tender Closing	The deadline for submission of Responses to the RFQ is: Date: 30 November 2026 Time: 10:00 South Africa Standard Time (SAST) Late Responses will not be accepted Responses are to be submitted electronically to: E-tendering public website: https://: eTendering.eskom.co.za – this is to be used by the members of the public to view information about published tenders and submit their tender documents.
2.7-.2.11 Submitting a tender	Electronic Tender Submissions: The Respondent must upload the Response via the Eskom Tender bulletin site on the Eskom E-tendering page. The Response

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Clause Number from Standard Conditions of Tender	RFQ Data
	documents need to be uploaded under the folders specified in clause 5.1.22 (Format of Responses). All documents need to be submitted in a PDF format The upload size per document is 500 megabytes and total submission is restricted to 4 gigabytes. No Zip/condensed files can be uploaded. No hard copy will be accepted.
2.13 Tender Validity Period	The RFQ validity period is 6 months.
2.16 Clarification meetings	A non-compulsory clarification meeting with representatives of Eskom will take place as follows: Date: 29 October 2026 Time: 11:00 South Africa Standard Time (SAST) Venue: MS Teams Respondents must confirm their intention to attend with the Eskom Representative stating the name, position and contact details of each proposed attendee.
2.17 Clarification on enquiry documents	The Respondent will notify Eskom of any clarifications required before the closing time for clarification queries, which is ten (10) business days before the deadline for submission of Responses.
2.23 Alternative RFQs	Alternative RFQs are not allowed.
3.4 Opening of RFQs	For E-Tendering there will be no public opening of Responses. Responses will be downloaded electronically.
3.9 Basic Compliance	For E-Tendering: A Respondent's failure to have submitted/uploaded Response documents will render the Response non-responsive.

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Clause Number from Standard Conditions of Tender	RFQ Data
3.10 Returnable Documents	A Respondent that does not submit Returnable Documents or the complete information as required in the Returnable Documents listed in Part C (section 7) by the relevant deadline as stipulated in Part C of the RFQ will be deemed non-responsive.

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4. DISCLAIMER

- 4.1.** This RFQ (including all Briefing Notes and/or any other documents and/or written information, that are subsequently issued or made available to prospective Respondents during the procurement process) is made available by Eskom to prospective Respondents for the purpose of selecting Qualified Respondent/s who, if selected as the Strategic Partner and, if they conclude the Joint Development Agreement with Eskom, will be responsible for joint development and subsequent implementation of the Project, and for no other purpose.
- 4.2.** Eskom is conducting a feasibility study in respect of the Project. Further feasibility work will require collaboration with the Strategic Partner. While the work undertaken to date has not identified any fatal flaws or insurmountable impediments to the Project proceeding, the Project remains subject to the completion of pre-feasibility and bankable feasibility studies, the conclusion of the relevant authorisation processes and the satisfaction of applicable internal approvals and conditions. It is envisaged that the appointed Strategic Partner will co-develop the Project with Eskom, including supporting the progression of the Project through the remaining development phases. Eskom is committed to developing the Project and has initiated this procurement process for that purpose. However, the decision to proceed to financial close and construction will depend on the outcome of the feasibility studies, the required authorisations and approvals, and the Project being found Bankable. Accordingly, nothing in this RFQ constitutes a representation, warranty or undertaking by Eskom that the Project will reach financial close or construction, and Eskom will have no liability to any Respondent if it does not.
- 4.3.** Neither Eskom nor any of its subsidiaries, divisions, clients, directors, officers, employees, servants, agents or any of its advisors makes any representation or warranty, express or implied, and does not accept any responsibility of any kind, with respect to the accuracy and completeness of the contents of this RFQ, any accompanying Annexures, any document on which this RFQ is based, or any information subsequently provided to Respondents in connection with the Project.

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- 4.4.** It will be each Respondent's (and, subsequently, each Qualified Respondent's) responsibility to satisfy itself as to, and to validate the accuracy and completeness of, any information presented in this RFQ and in any future RFPs.
- 4.5.** The terms and conditions set out in this RFQ are stipulated for the express benefit of Eskom and save as expressly stated to the contrary, may be waived by Eskom.
- 4.6.** Eskom is not obliged to accept any of the Responses to this RFQ or to Qualify any of the Respondents. Although this RFQ describes the processes, procedures, and anticipated timelines for completing the various stages in the procurement process, Eskom reserves the right to terminate, amend, and modify the said processes, procedures, and anticipated timelines without incurring any liability to compensate or reimburse any person.
- 4.7.** This RFQ does not constitute an offer to enter into any contractual relationship with any Respondent and is merely a solicitation of Responses to enable Eskom to evaluate such Responses and to select Qualified Respondents. For the avoidance of doubt, nothing in this RFQ shall be construed as creating any partnership, joint venture, agency or other relationship between Eskom and any Respondent.
- 4.8.** Each Respondent, in submitting a Response, is deemed to do so on the basis that it accepts and acknowledges the terms and conditions of this RFQ.
- 4.9.** Eskom reserves the right to amend, supplement, clarify, suspend or withdraw this RFQ, in whole or in part, at any time by issuing a Briefing Note or other written communication to Respondents. Any material amendment to this RFQ prior to the closing date shall be communicated to all Respondents and Eskom may extend the closing date where it considers it appropriate to do so. Following the closing date, Eskom may request clarification of information contained in a Response and may verify information provided by a Respondent, provided that such clarification or verification does not materially alter the substance of the Response or result in the evaluation of Responses on a basis materially different from that disclosed in this RFQ. Eskom reserves the right to cancel, suspend or terminate this procurement process which it will communicate to Respondents and further reserves the right to reject a Response or disqualify a Respondent at its discretion in accordance with this RFQ, the applicable procurement framework and/or any

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applicable law or legal principle. Eskom will not incur any liability arising out of the cancellation of the procurement process, the disqualification of the Respondent or the rejection of the Respondent's submission. To the extent permitted by law, Respondents will have no claim against Eskom, its officers, employees, agents or advisors arising out of any matter relating to the Project, of whatsoever nature, whether such claim is based on any act or omission by Eskom of any nature, under any circumstances whatsoever, or on the content of, or any omission from, this RFQ.

- 4.10.** Each Respondent participates in this process at its own risk and cost, and bears all costs and expenses incurred by it in connection with the preparation and submission of its Response, as further set out in clause 5.1.28 (Costs of the RFQ Response) below.

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Abbreviations and Acronyms

B-BBEE	Broad-Based Black Economic Empowerment
B-BBEEA	Broad-Based Black Economic Empowerment Act 53 of 2003
BFS	Bankable Feasibility Study
CFT	Cross-Functional Team
CSD	Central Supplier Database
COD	Commercial Operation Date
DAA	Delegated Adjudication Authority
DBSA	Development Bank of Southern Africa
DEE	Department of Electricity and Energy
DFI	Developmental Finance Institutions
EA	Environmental Authorisation
EAP	Environmental Assessment Practitioner
EPC	Engineering, Procurement and Construction
ESIA	Environmental and Social Impact Assessment
FC	Financial Close
FID	Final Investment Decision
IE	Independent Engineer
JDA	Joint Development Agreement
JET	Just Energy Transition
NAV	Net Asset Value
NTCSA	National Transmission Company South Africa SOC Ltd
O&M	Operation and Maintenance
Partnership	Strategic Partnership
PFS	Pre-Feasibility Study

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PIM	Project Information Memorandum
PPA	Power Purchase Agreement
PPPs	Public-Private Partnerships
QA	Quality Assurance
RFP	Request for Proposals
RFQ	Request for Qualifications
SCM	Supply Chain Management
SIP	Strategic Integrated Project
SOC	State Owned Company
SP	Strategic Partner
SPV	Special Purpose Vehicle
TPSS	Tubatse Pumped Storage Scheme
VAT	Value-Added Tax
VRE	Variable Renewable Energy

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5. PART A: GENERAL INFORMATION, REQUIREMENTS AND RULES

5.1. GENERAL INFORMATION, REQUIREMENTS AND RULES

5.1.1. DEFINITIONS

- 5.1.1.1. **"Acknowledgement Form"** means the form set out in Appendix 1, which is to be returned to Eskom after receipt of the RFQ by each prospective Respondent and prior to the Respondent being able to receive any further communication from the Eskom Representative;
- 5.1.1.2. **"Advisors"** means any advisors, consultants, service providers and/or brokers of any Respondent, Member, and/or any other participant in or to any Response;
- 5.1.1.3. **"Bankable or Bankability"** means the Project is acceptable to financiers, and other potential investors from a risk (Commercially and Financially, Environmentally, Legally and Technically Viable) and return perspective;
- 5.1.1.4. **"Bankable Feasibility Study"** means a Bankable feasibility study undertaken comprising independent hydrological and geotechnical assessment, engineering design, permits finalized to a ready-to-build stage, economic and financial viability, preparation of the Project Information Memorandum ("PIM") and other studies as may be determined by **Eskom** with the objective of confirming whether the project is Commercially and Financially Viable and acceptable by financiers, and other potential investors;
- 5.1.1.5. **"Bankable Stage"** means a completed and integrated development phase in respect of a Large-Scale Pumped Storage and Large-Scale Hydropower Energy Project whereby the technical, commercial, environmental, legal, regulatory and financial workstreams have been sufficiently advanced to support lender due diligence, commencement of financing activities and progression towards Final Investment Decision ("FID") and/or Financial Close;

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- 5.1.1.6. **“Briefing Note”** means any document issued in writing by Eskom in accordance with this RFQ and that amends, supplements or clarifies this RFQ in any way;
- 5.1.1.7. **“Company”** has the meaning given to it in section 1 of the Companies Act, 2008 (Act No. 71 of 2008), and “Companies” has a corresponding meaning;
- 5.1.1.8. **“Compliant Response”** means a Response submitted in accordance with the requirements of this RFQ, that satisfies all requirements prescribed by Eskom in terms of section 6 (Part B) (Functional Response Requirements and Evaluation Criteria) and that includes the Returnable Documents;
- 5.1.1.9. **“Commercially and Financially Viable”** means that the Project (i) has a cost and revenue framework (including offtake or other monetisation arrangements) that makes the Project commercially feasible; and (ii) can sustain a Bankable financing structure, generate sufficient cash flows to service and fully repay debt, and provide returns to equity investors consistent with market expectations;
- 5.1.1.10. **“Consortium”** means a joint venture between two or more legal entities that have agreed to collaborate for the purpose of preparing and submitting a Response and, if selected as Strategic Partner, forming an incorporated entity through which they will jointly develop, finance, implement and participate in the Project and the Project Company with Eskom in accordance with the Joint Development Agreement. A Consortium shall nominate a single Lead Member who shall be authorised to represent and bind the Consortium (including all of its Members) in all dealings with Eskom. Where the Respondent is a Consortium, references to the Consortium shall be deemed to include all Members of such Consortium who shall be deemed to be acting jointly through, and be represented by, a designated Lead Member. A Consortium is not required to constitute a separate legal entity at the time of submitting a Response, but must provide a Consortium Arrangement and will be required, if selected as a

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Strategic Partner, to incorporate a separate legal entity prior to and for purposes of concluding of the Joint Development Agreement;

5.1.1.11. **“Consortium Arrangement”** means any written arrangement, whether binding or non-binding, entered into between the Members of a Consortium to regulate or describe their intended collaboration in respect of the Project, including their proposed roles, responsibilities, participation interests, and the appointment of a Lead Member;

5.1.1.12. **“Contact Person”** means the individual nominated in writing by a Respondent as the Respondent’s sole authorised representative for purposes of all communications with Eskom in connection with the procurement process, including the receipt of all correspondence, Briefing Notes, clarification requests, clarifications, notices, notifications, requests for additional information and any other communications issued by Eskom. The “Contact Person” shall be deemed to have authority to receive communications on behalf of the Respondent, and any communication delivered by Eskom to the Contact Person shall be deemed to have been delivered to the Respondent. The Respondent shall notify Eskom promptly in writing of any change to its Contact Person or their contact details;

5.1.1.13. **“Constitution”** means the Constitution of the Republic of South Africa, 1996;

5.1.1.14. **“Commercial Close”** means the date of signature of the Financing Agreement and if signed on different dates, the last of such dates;

5.1.1.15. **“Criteria”** means collective term for the Qualification and Evaluation Criteria stipulated in this RFQ, which will be the basis for evaluation of Responses and selection of Qualified Respondents;

5.1.1.16. **“Data Room”** means the controlled electronic repository through which Eskom may make confidential Project-related information and/or documentation available to Qualified Respondents;

5.1.1.17. **“DEE”** means the national Department of Electricity and Energy;

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5.1.1.18. **“Development Phase”** means the period from signature of the Joint Development Agreement to FID or such other period defined in the Joint Development Agreement;

5.1.1.19. **“DFI”** means a development finance institution, infrastructure fund or similar institution that may participate as an equity development partner in the Project Company;

5.1.1.20. **“Entity/Enterprise”** means each relevant sole proprietor, partnership, incorporated company, co-operative etc, as appropriate;

5.1.1.21. **“Environmentally Viable”** means the Project has an integrated and approved approach to sustainable development to avoid depletion or degradation of natural resources ensuring long term environmental quality to promote healthy ecosystems to meet the needs of all life dependent on these systems and will be compliant with best practice standards;

5.1.1.22. **“Eskom”** means Eskom Holdings SOC Ltd;

5.1.1.23. **“Eskom Green”** means a soon to be registered wholly owned subsidiary of Eskom;

5.1.1.24. **“Eskom Representative”** means the person nominated by Eskom in this RFQ and whose details appear in item 1.1 of the Table in section 3.1 or in any subsequent written communication by Eskom replacing such person, in each instance which person shall be the sole authorised representative of Eskom for purposes of administering the procurement process and communicating with prospective Respondents. All requests for clarification, submissions, notices, correspondence and other communications relating to the procurement process must be directed to the Eskom Representative. No communication with any other Eskom employee, advisor, contractor, director or representative concerning the procurement process shall be binding on Eskom unless confirmed in writing by the Eskom Representative or incorporated into a Briefing Note issued in accordance with this RFQ;

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- 5.1.1.25. **“Equity”** means any, and all, issued shares (or to be issued) in the authorised share capital of the **Project Company**, the entire amount standing to the credit of the share premium account and the principal of any and all loans made by shareholders of the **Project Company**, whether or not such loans are evidenced by written agreements, debentures or other documentation;
- 5.1.1.26. **“ERA”** means the Electricity Regulation Act, 2006 (Act No. 4 of 2006), as amended from time to time;
- 5.1.1.27. **“ERAA”** means the Electricity Regulation Amendment Act, 2024, which amends the ERA;
- 5.1.1.28. **“E-Tendering Training Acknowledgement Form”** means the form set out in Appendix 8, which is to be completed by each Respondent and returned to Eskom before the closing time for clarification queries, which is ten (10) business days before the deadline for submission of Responses;
- 5.1.1.29. **“Evaluation Criteria”** means the criteria for the assessment of a Response, as set out in Part B (Functional Response Requirements and Evaluation Criteria) of this RFQ;
- 5.1.1.30. **“FID”** means final investment decision, being the decision by the Project Company and its shareholders to commit equity and debt capital for construction of the Project;
- 5.1.1.31. **“Feasibility Study”** means the feasibility study undertaken or to be undertaken by Eskom and Transaction Advisor in respect of the Project, in accordance with the prevailing legislation and regulations;
- 5.1.1.32. **“Financial Close”** means the date on which all conditions precedent to which the financing agreements in respect of the Project are subject, have been fulfilled or waived, as the case may be, or such other date as may be agreed upon between the finance parties and the Project Company;
- 5.1.1.33. **“Independent Engineer”** means a qualified technical expert or engineering firm appointed to provide objective and impartial technical

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advice, review, verification, and oversight of a project on behalf of one or more stakeholders.

5.1.1.34. **“Joint Development Agreement”** or **“JDA”** means the joint development agreement to be concluded between Eskom and the separate legal entity constituted by the Strategic Partner, and subsequently by the Project Company as a further party thereto, which agreement shall govern the joint development of the Project during the Development Phase, including the rights and obligations of the parties in relation to project development activities, development funding contributions, governance arrangements, decision-making processes, recovery of development costs, preparation of the bankable feasibility study, environmental and regulatory approvals, project financing strategy, procurement strategy, negotiation of key project agreements, progression to FID, and such other matters as may be required for the development of the Project. The “Joint Development Agreement” shall not constitute a commitment to proceed to construction or FID, which shall be subject to the satisfaction of agreed conditions, and applicable approvals;

5.1.1.35. **“Key Contractor”** means the Engineering, Procurement and Construction (EPC) Contractor and/or the Operations and Maintenance (O&M) Contractor who, on behalf of the Respondent, proposes- or is set to provide any one or more of the following goods and/or services in regard to the Project, namely engineering, procurement, construction and commissioning of the facilities, or operations and maintenance;

5.1.1.36. **“Large-Scale Pumped Storage”** means a hydropower pumped storage scheme whose power and storage capacity are greater than or equal to 500 MW and 5 GWh respectively;

5.1.1.37. **“Large-Scale Hydropower”** means any reservoir-based or run-of-river hydroelectric project with installed capacity greater than or equal to 500 MW;

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5.1.1.38. **“Lead Member”** means the Member of a Consortium that is designated by the Consortium to act as its primary representative, and which shall have authority to represent and bind the Consortium in relation to the RFQ and the related procurement process as well as thereafter in relation to the RFP, as evidenced by the Acknowledgement Form;

5.1.1.39. **“Legally Viable”** means, in relation to the legal framework applicable to the project, that all permits, licences and authorisations required under the general regulatory framework have been obtained to the Lenders satisfaction;

5.1.1.40. **“Lenders”** means a financial institution(s) that will provide the financing to project and/or the Strategic Partner in various capacities and in respect of various types of debt provided by them, under the financing agreements;

5.1.1.41. **“Member”** means in relation to any Respondent, any legal entity and/or natural person which is a member of a Consortium. Each Lead Member and each “Member” of a Consortium must submit the authority documents binding such Member, in the form set out in Appendix 2;

5.1.1.42. **“Memorandum of Incorporation”** or **“MOI”** means the memorandum of incorporation of the Project Company;

5.1.1.43. **“National Treasury”** has the meaning given to it in section 1 of the PFMA;

5.1.1.44. **“Organ of State”** has the meaning given to it in section 239 of the Constitution;

5.1.1.45. **“Person of Influence”** means (i) a domestic politically exposed person; (ii) a foreign politically exposed person; or (iii) a prominent influential person. Each category of these persons has the meaning given to them in the respective schedules of the Financial Intelligence Centre Act, 2001 (Act No. 38 of 2001);

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- 5.1.1.46. **“PFMA”** means the Public Finance Management Act, 1999 (Act No. 1 of 1999), together with all regulations and instructions issued thereunder, as amended, replaced or re-enacted from time to time;
- 5.1.1.47. **“Plant Availability”** means, in respect of a facility, the time-based availability factor over a period of not less than three consecutive years of commercial operation, being the ratio (expressed as a percentage) of the hours during which the facility was available to operate at its full rated capacity in both generating and pumping modes, to the total hours in that period, after deducting planned and forced outages, as reported by the owner or the Independent Engineer and measured on a project-by-project basis;
- 5.1.1.48. **“PPPFA”** means the Preferential Procurement Policy Framework Act, Act 5 of 2000;
- 5.1.1.49. **“Preferential Procurement Regulations”** means the Preferential Procurement Regulations, **2022**, under the Preferential Procurement Policy Framework Act;
- 5.1.1.50. **“Project”** means the TPSS that entails the development of a new 1.5 GW pumped storage hydropower facility with an estimated energy storage capacity of 21 GWh located between the Nebo Plateau and the Steelpoort River Valley, within the Elias Motsoaledi Local Municipality in the Limpopo Province, South Africa, as further described in section 1.3 of the Introduction to this RFQ;
- 5.1.1.51. **“Project Company”** means a ringfenced special purpose Company that is to be established jointly by Eskom and the Strategic Partner in due course to undertake the Project;
- 5.1.1.52. **“Project Goals”** means the overall objectives that Eskom wishes to achieve upon completion of the Project;
- 5.1.1.53. **“Project Information Memorandum”** means the document to be released to Qualified Respondents in the Data Room containing further technical, commercial, regulatory, environmental and Project background information;

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5.1.1.54. **“Qualified Respondent”** means a Respondent which has been designated by Eskom as qualified after submission and evaluation of its Response, in accordance with the terms of this RFQ, and selected by Eskom to participate in the RFP process;

5.1.1.55. **“Rand”** or **“R”** means the legal official currency of the Republic of South Africa;

5.1.1.56. **“Request for Qualifications”** or **“RFQ”** means this document together with its annexures, including any amendments, insertions or modifications thereto under any Briefing Notes;

5.1.1.57. **“Respondent”** means any entity or Consortium that submits a Response;

5.1.1.58. **“Response”** means a Response submitted by a Respondent in Response to the invitation in this RFQ, containing all information and Returnable Documents required to demonstrate compliance with the Evaluation Criteria of this RFQ, including the Administrative Requirements and the Technical Evaluation Requirements specified by Eskom. The purpose of the Response is to enable Eskom to evaluate and pre-select suitably qualified development partners as Qualified Respondents, for participation in the subsequent stages of the procurement process including the RFP;

5.1.1.59. **“Response Date”** means the date identified as such in clause 5.1.7 (Procurement Timetable) of this Part A (General Information, Requirements and Rules) of this RFQ;

5.1.1.60. **“Returnable Documents”** means the documents, forms, schedules, declarations, certificates, confirmations, authorisations, guarantees, consortium documents and supporting evidence prescribed by Eskom for submission by a Respondent as part of a Response, including any documents required to demonstrate compliance, responsiveness, qualification or eligibility under this RFQ. Returnable Documents shall include those identified in Part C of the RFQ and any additional

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documents requested by Eskom during the RFQ phase of the procurement process;

5.1.1.61. **“RFP”** means the Request for Proposal that will be issued to Qualified Respondents;

5.1.1.62. **“Sanctions”** means trade, economic or financial sanctions, embargoes or restrictions imposed or applied pursuant to applicable laws and regulations which are administered or enforced from time to time by any Sanctions Authority;

5.1.1.63. **“Sanctions Authority”** means the Financial Intelligence Centre, which is established in terms of the Financial Intelligence Centre Act, 2001 (Act No. 38 of 2001) and empowered to implement United Nations Security Council (UNSC) Sanctions or any other Sanctions lawfully imposed by the Government of the Republic of South Africa on any third country;

5.1.1.64. **“Sanctions List”** means the list of all individuals and entities subject to the Sanctions administered by the Sanctions Authority;

5.1.1.65. **“South Africa”** means the Republic of South Africa as recognized in the Constitution;

5.1.1.66. **“South African”** means a citizen of South Africa;

5.1.1.67. **“Special Purpose Vehicle”** means a limited liability company to be incorporated by Eskom in accordance with the company laws of South Africa, for the purpose of entering into and implementing the Joint Development Agreement;

5.1.1.68. **“Strategic Partner”** means a Qualified Respondent that is selected by Eskom in accordance with the RFP process, and which Eskom identifies as its preferred development partner for the Project. The designation of a Strategic Partner shall not create any binding obligation on Eskom to conclude any agreement unless and until the relevant agreements have been executed by all parties (including the

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Joint Development Agreement) and all applicable approvals and conditions have been satisfied;

5.1.1.69. **“Sub-contractors”** means third parties other than the Strategic Partner or its Key Contractors, contracted by the Strategic Partner or its Key Contractors to provide goods and services including but not limited to advisory services, engineering, procurement, construction, operations, maintenance, supply of materials, equipment, goods or services of whatever kind;

5.1.1.70. **“Technically Viable”** means that the project proposes to utilise practical, appropriate and reasonably priced technology that can be sourced, marketed, applied and operated as intended, and thus ensures technical project feasibility;

5.1.1.71. **“Term”** Means the period from the date of commencement of commercial operation of the Project up to the date of expiry of the Joint Development Agreement or the termination thereof (whichever occurs first);

5.1.1.72. **“Transaction Advisor”** means the team of professional advisors appointed by Eskom to advise on Procurement of the Project;

5.1.1.73. **“Utility-Scale”** means a project having a minimum power capacity of 100 MW;

5.1.1.74. **“VAT”** means value added tax as defined in the Value Added Tax Act, 1991 (Act No. 89 of 1991);

5.1.2. PROFILE OF THE RESPONDENT

5.1.2.1. Where a Respondent is a Consortium, the Respondent shall nominate and duly authorise a single legal entity to act as its representative (the "Lead Member") in responding to, and in all dealings relating to, this RFQ. Where a Respondent is a Consortium and relies on the capabilities, experience or financial standing of more than one Member

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to meet the qualification criteria, the contribution of each relevant Member must be clearly identified and evidenced in the Response.

5.1.3. NON-ELIGIBLE PERSONS

5.1.3.1. The Respondent may not be a South African government entity or public institution or, in the case of a Consortium, have such government entity or public institution as a Member.

5.1.3.2. The restriction under 5.1.3.1 does not apply to DFIs and Public Financial Institutions registered in South Africa that are potentially involved in financing the Project, including the Industrial Development Corporation (IDC), the Development Bank of Southern Africa (DBSA), the Public Investment Corporation (PIC) and the Export Credit Insurance Corporation of South Africa (ECIC).

5.1.3.3. For the duration of the RFQ Validity Period (as extended, if applicable), if any Respondent includes in their Response or if Eskom becomes aware of the involvement of any person:

5.1.3.3.1. that is listed as a restricted supplier or tender defaulter by the relevant office of the National Treasury; or

5.1.3.3.2. that has been removed from the register of such person's professional body (if applicable) for reasons of professional misconduct involving fraud, corruption or non-compliance with the code of conduct of the relevant profession; or

5.1.3.3.3. during the last five years the Respondent, any of its Members have failed to perform satisfactorily on a previous contract with Eskom or any other organ of state after written notice was given to that Respondent or any of its Members or Key Contractors that performance was unsatisfactory;

5.1.3.3.4. who is, or who is related to:

5.1.3.3.4.1. an employee, official or director of Eskom in employment or office; or

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5.1.3.3.4.2. an employee or official of the DEE in employment or office; or

5.1.3.3.4.3. who is, or who is related to any other Organ of State official or person who:

5.1.3.3.4.3.1. is directly involved presently or in the past in the Project; or

5.1.3.3.4.3.2. may be involved or has been involved with the evaluation of the Responses; or

5.1.3.3.4.3.3. has the ability to influence the decision of Eskom with respect to the recommendation, selection or appointment of the Qualified Respondent; or

5.1.3.3.4.3.4. is guilty, or who has been found guilty in a court of law, of fraud or corruption related crimes; or

5.1.3.3.4.3.5. is reasonably suspected of engagement in corrupt or fraudulent practices or who is the subject to ongoing investigation or prosecution by any criminal justice institution and who has not satisfactorily addressed the suspected conduct; or

5.1.3.3.4.3.6. is sequestered (and remains unrehabilitated), liquidated or placed in business rescue, as the case may be, whether provisionally or finally and whether compulsorily or voluntarily; or

5.1.3.3.4.3.7. is listed in a Sanctions List or who/which is subject to Sanctions; or

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- 5.1.3.3.4.3.8. is ordinarily resident, organised or operating in a country or territory which is listed on a Sanctions List or is subject to Sanctions; or
- 5.1.3.3.4.3.9. is a Person of Influence, whose involvement in the Project has the potential to harm the reputation or standing of Eskom or bring the Project into disrepute, such Respondent may, in the sole discretion of Eskom, be disqualified or not be further evaluated or, if it is selected, be subject to termination or revocation of its Qualified Respondent status.
- 5.1.3.4. Respondents and everyone associated with the Respondents' Response are required to observe the highest standard of ethics. Eskom may reject any Response if it is determined that the Respondent or any person associated with the Response has engaged in corrupt, fraudulent, collusive or coercive practices or is reasonably suspected of being engaged in these practices.
- 5.1.3.5. No national public entity, or provincial public entity (each as defined in the PFMA) may participate as a Respondent, or as a Member (direct or indirect) of any Respondent, except for DFIs and Public Financial Institutions registered in South Africa that are potentially involved in financing the Project, such as the Industrial Development Corporation (IDC), Development Bank of Southern Africa (DBSA), Public Investment Corporation (PIC), Export Credit Insurance Corporation of South Africa (ECIC).
- 5.1.3.6. A **Respondent** will be disqualified if any one or more of the following conditions exist:

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5.1.3.6.1. If ***the Respondent*** (and in the case of a Consortium ***any of its Members***) or any of its shareholders, members, trustees or Beneficial Owners; committed or commits a corrupt or fraudulent act during this RFQ process; and/or

5.1.3.6.2. If the Respondent, (and in the case of a Consortium any of its Members) any of its shareholders, members, trustees of Beneficial Owners have:

5.1.3.6.2.1. abused Eskom's or any organ of state' supply chain management systems or has committed any improper conduct in relation to such systems;

5.1.3.6.2.2. been convicted for fraud or corruption during the past five years;

5.1.3.6.2.3. wilfully neglected, reneged on or failed to comply with any government, municipal or other public sector contract during the past five years;

5.1.3.6.2.4. as a director, any person listed on the Disqualified Director's Register (maintained by the Companies and Intellectual Property Commission) in terms of section 69(13) of the Companies Act, 2008, available on www.cipc.co.za; or

5.1.3.6.2.5. any person who appears on the Consolidated List of Individuals and Entities Subject to Measures Imposed by the United Nations Security Council (as published by the South African Police Service).

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5.1.4. PROCUREMENT PROCESS

5.1.4.1. The procurement process is designed to be open, fair, competitive and cost-effective in compliance with constitutional and statutory requirements and any other requirements of Eskom relating to public procurement, and to ensure effective participation by qualified industry experts, and ultimately that the procurement process outcome contributes to the Project objectives of entering into the JDA with the Strategic Partner.

5.1.4.2. The procurement process is intended to operate in two substantive stages:

5.1.4.2.1. This RFQ process; and

5.1.4.2.2. The RFP process, resulting in the final competitive submission and evaluation of Bid Responses and in the selection of a Strategic Partner.

5.1.4.3. In this RFQ process, Eskom will assess administrative responsiveness, eligibility, governance and compliance with legal, technical, and financial requirements, to identify Respondents which may become Qualified Respondents by meeting the requirements set out in this RFQ.

5.1.4.4. The RFQ stage of the procurement process comprises Steps 1 to 6 set out below. These steps may be amended or combined, subject to this RFQ, at the sole discretion of Eskom:

5.1.4.4.1. RFQ Step 1 – Advertise the availability of the RFQ on the Eskom portal and the government tender portal which may be accessed on <https://www.etenders.gov.za/>;

5.1.4.4.2. RFQ Step 2 – Release the RFQ: Eskom will release the RFQ to prospective Respondents

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5.1.4.4.3. RFQ Step 3 – Briefing Session: Eskom will hold a non-compulsory briefing and clarification session for all prospective Respondents to whom the RFQ has been released. There may be a second non-compulsory briefing session. The details will be communicated to the Contact Person.

5.1.4.4.4. RFQ Step 4 – Submission of Responses: In this step, Respondents will submit their Responses in compliance with all relevant requirements contained in this RFQ;

5.1.4.4.5. RFQ Step 5 – Evaluation of Responses: Eskom will evaluate the Responses and, as an outcome of this process, designate the Qualified Respondents, in accordance with the Evaluation Criteria stipulated in this RFQ. Before making this selection, Eskom may request additional information or otherwise engage with any Respondents to clarify or confirm any aspect of their Responses;

5.1.4.4.6. RFQ Step 6 – Eskom will publish the names of the Qualified Respondents.

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5.1.5. PROCUREMENT TIMETABLE

The anticipated timetable for the RFQ stage of the procurement process is indicated below:

Table 3: Procurement Timetable

Milestone	Anticipated date
Issue RFQ to market	12 October 2026
Non-compulsory briefing session	29 October 2026
Last date for clarification questions	10 (ten) business days before Response Date
Response Date and time	30 November 2026 10:00 South Africa Standard Time (SAST)

5.1.6. GOVERNING LAW

- 5.1.6.1. This RFQ and the relationship of the parties in connection with the subject matter of this RFQ and each other shall be governed and determined in accordance with the laws of South Africa.

5.1.7. LEGAL FRAMEWORK FOR THE PROCUREMENT PROCESS

- 5.1.7.1. In terms of section 217 of the Constitution, when an Organ of State in the national, provincial or local sphere of government, or any other institution identified in national legislation, contracts for goods or services, it must do so in accordance with a system which is fair, equitable, transparent, competitive and cost-effective. Eskom is an Organ of State.
- 5.1.7.2. Eskom is also listed as a major public entity in Schedule 2 of the PFMA and is bound by applicable provisions of the PFMA. The constitutional procurement framework is given further effect in section 51(1)(a)(iii) of the PFMA which requires Eskom's board of directors, as accounting

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authority, to have and maintain an appropriate procurement and provisioning system which meets the constitutional standards. To comply with these requirements, Eskom will apply its supply chain management policy which is designed to give effect to a fair, equitable, transparent, competitive, and cost-effective procurement process.

- 5.1.7.3. Further, in order to ensure fairness, equity and competitiveness in this procurement process, this RFQ sets out objective Evaluation Criteria which consists of a number of thresholds against which all Responses will be evaluated, to determine whether the Respondents should be designated as Qualified Respondents.
- 5.1.7.4. The PPPFA was enacted to give effect to the preference system contemplated in section 217(2) of the Constitution. Eskom will provide PPPFA compliance requirements in the RFP.
- 5.1.7.5. The Constitution permits Eskom to implement a preferential procurement policy which advances persons previously disadvantaged by unfair discrimination. The Preferential Procurement Regulations prescribe requirements regarding B-BBEE for public procurement as well as general provisions regarding procurement processes. Where required, Eskom will apply, or has already applied, with the Minister of Finance for any necessary exemptions, and approved exemptions will be communicated to Qualified Respondents during the subsequent RFP process.
- 5.1.7.6. The B-BBEE Act and the Amended B-BBEE Codes are applicable to this procurement. Where required, Eskom will apply with the Minister of Trade, Industry and Competition for any necessary deviations, and approved deviations will be communicated to Qualified Respondents during the subsequent RFP process. Qualified Respondents will be required to apply for specific deviations from requirements in terms of designated local content.

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5.1.7.7. The legal framework described in this section of the RFQ is not an exhaustive list of all the laws that apply to the RFQ. A Respondent and its Members (if any) must satisfy themselves as to compliance with all applicable statutory and other legal requirements in relation to the RFQ, Response and any related matter.

5.1.8. LEGAL PERSONALITY OF THE RESPONDENT

5.1.8.1. A Respondent may be a juristic person, Consortium or other legal arrangement which, if selected as a Qualified Respondent, is itself or through a separate legal entity constituted for that purpose, capable of contracting with Eskom.

5.1.9. CHANGES TO RESPONDENTS AND RESPONSES

5.1.9.1. Respondents are not permitted to change any Members after submission of its RFQ Response without the prior written consent of Eskom.

5.1.9.2. No material change to Respondent composition, ownership, control, Lead Member, key subcontractors or proposed role allocation may be made after the RFQ submission without Eskom's prior written approval.

5.1.9.3. If a Respondent is required to change any of its members after being qualified, it must immediately notify Eskom in writing, requesting Eskom's consent, and providing full details of the reason for the change, the parties involved and the impact on the Respondent's profile. Failure to notify Eskom may result in the Respondent being disqualified.

5.1.9.4. Where a Respondent is required to change any of its Members after being selected as a Qualified Respondent, Eskom reserves the right to:

5.1.9.4.1. Request such further information regarding the change as may be necessary to enable Eskom to consider its impact and any potential conflicts of interest; and

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5.1.9.4.2. Either disqualify the Respondent from participating in any further stage of the Procurement Process, or allow the Qualified Respondent to continue, subject to such conditions as Eskom determines appropriate.

5.1.9.5. Eskom may reject changes that compromise fairness or competitiveness, particularly where case of a Consortium seeks to change a Lead Member or Member whose qualifications were relied upon for the award of Qualified Respondent status.

5.1.10. USE OF ADVISORS BY ESKOM AND ADVISORS BY THE RESPONDENTS

5.1.10.1. Eskom may use transaction advisors, probity advisors, legal advisors, technical advisors, financial advisors and internal audit/live assurance. Respondents are responsible for their own Advisors and must ensure that their Advisors are not advising Eskom in respect of the Project or any other matter in respect of which there is a conflict of interest.

5.1.10.2. A Respondent shall bear all its costs (of whatsoever nature and howsoever caused) associated with the preparation of its Response and/or any costs incurred after being selected as a Qualified Respondent.

5.1.11. ESKOM'S RIGHTS

5.1.11.1. Eskom reserves the right to:

5.1.11.1.1. seek additional information from any Respondent in respect of its Response;

5.1.11.1.2. require any Respondent to make oral presentations for clarification purposes or to present supplementary information, in respect of its Response;

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5.1.11.1.3. waive any failure to comply with any requirements set out in this RFQ, at any time, notwithstanding that the requirement may be stated in mandatory terms;

5.1.11.1.4. perform a credit search in respect of a Respondent, its Members, and participants by accessing any credit bureau's database;

5.1.11.1.5. undertake such probity investigations as it considers necessary to verify the integrity, business conduct, ownership structure and legal standing of any Respondent, its Members, shareholder, director, officer, financier or key subcontractor.

5.1.11.1.6. take into account all relevant information publicly released by a Respondent, its Members, and participants;

5.1.11.1.7. use any information and data obtained from credit bureaux and third parties as contemplated herein, for purposes of evaluation of any Response;

5.1.11.1.8. withdraw this RFQ and/or cancel this procurement process, in whole or in part;

5.1.11.1.9. cancel or suspend the procurement process and subsequent stages after the selection of the Qualified Respondent/s.

5.1.11.2. Eskom shall not be liable to any Respondent for any consequences, claims or costs arising from any of these actions.

5.1.12. SUBMISSION OF RESPONSES

5.1.12.1. Each Respondent, in submitting a Response, is deemed to do so on the basis that it accepts and acknowledges the terms of this RFQ.

5.1.12.2. All Responses must be submitted through the E-tendering public website: <https://etendering.eskom.co.za> by 30 November 2026 at 10:00 South African Standard Time (SAST).

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5.1.12.3. All Responses must be submitted by no later than the time specified for the Response Date, and any applicable extended Response Date

5.1.13. EXTENSION OF RESPONSE DATE

5.1.13.1. Eskom may, unilaterally and in its sole discretion, extend the Response Date, by issuing a Briefing Note in accordance with Clause 5.1.25 (Briefing Note and Changes to RFQ process) of Part A (General Information, Requirements and Rules) of this RFQ, in which case, all rights and obligations of Eskom and the Respondent that were previously applicable to the original Response Date shall be applicable to the extended Response Date.

5.1.14. LATE SUBMISSIONS

5.1.14.1. Responses reaching Eskom later than the specified cut-off time on the original or extended Response Date (as the case may be) will be rejected without further consideration.

5.1.15. CONFIDENTIALITY

Confidentiality by the Respondents

5.1.15.1. This RFQ contains confidential information regarding the Project, and/or Eskom. To this end, by receiving this RFQ, each Respondent agrees to ensure that its Members and all other participants in any Response shall maintain the confidentiality of all information supplied to it in connection with the Project (whether in text, chart, picture, electronic or other form), the RFQ and its Response.

5.1.15.2. Nothing in this clause 5.1.16 shall prevent a Respondent from making the RFQ available to its Members, directors, officers, employees, agents, advisors and representatives for the purposes of assessing the attractiveness of the Project and prepare a Response and for no other purpose.

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- 5.1.15.3. Respondents are required to provide Eskom, together with their Response, with a completed Confidentiality and Non-Disclosure Agreement set out in Appendix 5 (Confidentiality and Non-Disclosure Agreement), signed by the duly authorised representative for and on behalf of the Respondent and each Member of the Respondent.

Confidentiality by Eskom

- 5.1.15.4. Eskom shall use its reasonable endeavours to keep all data and details submitted by Respondents strictly confidential especially the personal information and any other information in respect of which Respondents have specifically requested confidentiality, save to the extent that Eskom is required to disclose such data and/or details by applicable law or order of a court of competent jurisdiction or a recognised stock exchange or any other relevant authority. Should it be deemed necessary to discuss any matter relating to any submission of any Respondent with third parties (other than Eskom's advisors), the necessary permission will be obtained from the Respondent concerned.

- 5.1.15.5. Notwithstanding the provisions of this clause 5.1.16 of Part A (General Information, Requirements and Rules) of the RFQ:

5.1.15.5.1. Eskom shall be entitled to disclose all data and details submitted by Respondents to advisors, the DEE, National Treasury and their respective officers, employees, agents, and representatives who are involved in the Project and the evaluation of the Responses;

5.1.15.5.2. Eskom shall be entitled to disclose to any person and in any media, the name of any Respondent which has been designated as a Qualified Respondent; and

5.1.15.5.3. Eskom shall not be liable for any loss incurred or damage suffered because of any disclosure of any information (confidential or otherwise) of the Respondent. Accordingly, the Respondent, its Members, and its Advisors shall not have, and

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hereby waive, any claim against Eskom, and its officers, employees, servants, agents, or Advisors arising out of the disclosure of any information, confidential or otherwise.

5.1.16. PROPRIETARY NATURE OF THE RFQ

- 5.1.16.1. This RFQ constitutes information that is proprietary to Eskom. The copyright in all documents and data forming part of the RFQ or developed by Eskom during any stage of the Project, shall vest in Eskom.
- 5.1.16.2. This RFQ may only be used by any third party, including a Respondent, as authorised by Eskom in terms of this RFQ.
- 5.1.16.3. The following uses are authorised without the need to apply for specific permission from Eskom for the use of the RFQ:
 - 5.1.16.3.1. evaluation of the Project by a prospective Respondent and its Advisors; and
 - 5.1.16.3.2. preparation of a Response.
- 5.1.16.4. Subject to clause 5.1.17.3 above, no person may sell, reproduce, distribute, modify, display, publicly perform, prepare derivative works based on, or otherwise use this RFQ and may not divulge or distribute any information in respect of this RFQ or pass on any copies of this RFQ without the prior written approval of Eskom and must return this RFQ together with all copies thereof to Eskom promptly upon being requested to do so.
- 5.1.16.5. Any unauthorised use of this RFQ may violate (amongst others) copyright laws and trademark laws.

5.1.17. CORRUPT GIFTS AND PAYMENTS

- 5.1.17.1. The attention of Respondents is drawn to the Prevention and Combating of Corrupt Activities Act, 2004 (Act No. 12 of 2004).

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5.1.17.2. None of the Respondents, or any other participant in a Response or any of their agents or Advisors may commit an offence in terms of the Prevention and Combating of Corrupt Activities Act including, directly or indirectly, offering or giving to any person in the employment of Eskom, or any other government official, who is directly involved in the Project, or any of the advisors, any gift or consideration of any kind as an inducement or reward for securing, whether directly or indirectly, the appointment of any Respondent as a Qualified Respondent, or for showing or omitting to show favour or disfavour to any Respondent in relation to the Project.

5.1.17.3. If any offence in terms of the Prevention and Combating of Corrupt Activities Act is reasonably suspected to have been or has been committed by the Respondent or Qualified Respondent or any person associated with the Respondent or Qualified Respondent, Eskom shall be entitled to disqualify (in terms of clause 5.1.35 (Disqualification of Respondents) of Part A (General Information, Requirements and Rules) of this RFQ) the Respondent concerned or Qualified Respondent from the procurement process and/or to prohibit such Respondent, Qualified Respondent, or any other participant in the relevant Response and their agents and Advisors from participating further in any part or phase of this procurement process and/or the Project.

5.1.18. PROHIBITED PRACTICES

5.1.18.1. The attention of Respondents, as well as their Advisors and agents, is drawn to sections 4, 5 and 9 of the Competition Act, 1998 (Act No. 89 of 1998) which prohibits collusive bidding, price discrimination, restrictive horizontal and vertical practices as defined therein.

5.1.18.2. In submitting a Response, each of the Respondents, and all other participants in any Response in the case of a Consortium certifies that:

5.1.18.2.1. its Response has been prepared without consultation, communication or agreement for restricting competition with

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any other Respondent, Member of a Consortium another Respondent or participant in another Response, or any other competitor or potential competitor;

5.1.18.2.2. its Response has not been disclosed, nor will it be disclosed to any other Respondent, Member of a Consortium another Respondent or participant in another Response, or any competitor or potential competitor;

5.1.18.2.3. no attempt has been made or will be made by it to induce any other person not to submit or participate in a Response for the purpose of restricting competition; and

5.1.18.2.4. no attempt has been made or will be made by it to induce any other person to alter the form or contents of its participation in any Response for the purpose of restricting competition; and

5.1.18.2.5. no attempt has been made or will be made by it to engage in any behaviour that has the potential to impede, restrict or distort competition.

5.1.18.3. If Eskom reasonably suspects or becomes aware of or is of the opinion that any of the activities detailed in clause 5.1.19.2.2 above, have been undertaken by any Respondent or any of its Members, or Advisors, Eskom shall be entitled to disqualify (in terms of clause 5.1.35 (Disqualification of Respondents) of Part A (General Information, Requirements and Rules) of this RFQ) such Respondent.

5.1.19. REJECTION AND DISQUALIFICATION OF RESPONSES

5.1.19.1. Eskom shall be entitled to accept or reject any Response or to waive any failure to comply with the requirements set out in this RFQ at any time.

5.1.19.2. Failure to provide any mandatory information required in this RFQ 5.1.21 may result in the Response being considered non-compliant and

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rejected for consideration in any further steps of this procurement process.

- 5.1.19.3. The mandatory information required in terms of this RFQ includes completed versions of all the Returnable Documents which must be submitted unless expressly stated otherwise.

5.1.20. SIGNING REQUIREMENTS

- 5.1.20.1. All Responses must be signed by duly authorised signatories of the Respondent.
- 5.1.20.2. Consortium Responses must include resolutions or powers of attorney from the Lead Member and each Member advising that they agree to participate in the Consortium and authorising the Lead Member to submit a Response on behalf of the Consortium.

5.1.21. FORMAT OF RESPONSES

- 5.1.21.1. Responses shall include a cover letter accompanying the submission, signed by the Respondent's Representative, which must be marked for the attention of, Eskom Representative on the Respondent's (for single entities) or Lead Member's (for consortia) letterhead.
- 5.1.21.2. 5.1.23.2A detailed index to the Response must be included in the Response.
- 5.1.21.3. The Response and all documents forming part of the Response shall be in English. Any literature submitted with a Response may be in another language so long as it is accompanied by an English translation (made by an accredited translator) of the entire document. To interpret the Response, the English translation provided shall govern. All correspondence and any other documentation and oral communication exchanged between the Respondent and Eskom shall be in English.

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5.1.21.4. All monetary amounts referred to in a Response shall be in South African Rand, save to the extent specifically permitted in this RFQ. Where financial information is printed in another currency, a document containing the conversion to South African Rand shall be referenced, showing the foreign exchange amounts, the South African Rand amounts and the exchange rate.

5.1.21.5. The complete Response shall be without alterations, deletions or omissions, except those to accord with instructions issued by Eskom, or as necessary to correct errors made by the Respondent.

5.1.22. INFORMATION VERIFICATION AND CLARIFICATION

5.1.22.1. Each Respondent (including its Members, Advisors and other participants), in submitting a Response, is deemed to consent to and agree to cooperate with requests for information verification and clarifications made by Eskom, if any.

5.1.22.2. Each Respondent (including its Members, Advisors, and other participants), in submitting a Response, is deemed to consent to and agree that Eskom is entitled to:

5.1.22.2.1. verify the reliability of any information presented in the Response;

5.1.22.2.2. perform a probity check in respect of such a Respondent, its Members, and participants;

5.1.22.2.3. perform a credit search in respect of such a Respondent, its Members, and participants by accessing any credit bureau's database; and verify any information provided by a Respondent (including technical and financial information) with third parties (including banks); and

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5.1.22.2.4. use any information and data obtained from a credit bureau or any other third party for purposes of the evaluation of the Respondent's Response.

5.1.22.3. Eskom reserves the right to ask Respondents for clarification of information presented in the Response.

5.1.22.4. Eskom reserves the right to verify any information and evidence submitted by Respondents through site visits and any other verification methods it deems appropriate. Failure to grant access, or any material discrepancy identified during such a visit, may result in disqualification

5.1.23. RFQ VALIDITY PERIOD AND EXTENSION

5.1.23.1. Each Response does not constitute an irrevocable, binding offer by the Respondent to Eskom, to participate in the procurement process and, if selected as Qualified Respondent, to participate in the subsequent stages of the process

5.1.23.2. Responses must remain valid and binding for 6 (Six) months from the Response Date.

5.1.23.3. If, prior to the expiration of the RFQ Validity Period, Eskom requests the Respondent or Qualified Respondent to extend the RFQ Validity Period of its Response for any reason, the Respondent must issue its Response in writing within the time specified in the applicable letter of request from Eskom. Should the extension be agreed to by the Respondent, the Response may not be varied.

5.1.23.4. Respondents or Qualified Respondents who object to the extension of the applicable RFQ Validity Period will be considered to have withdrawn their Responses and will thereby forfeit any entitlement to have their Responses considered by Eskom, along with any fees paid by them in respect of the procurement process.

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5.1.23.5. Should any Respondent refuse to extend the RFQ Validity Period in respect of its Response, Eskom shall nonetheless be entitled to proceed with the procurement process with all those Respondents or Qualified Respondents which did agree to extend the applicable RFQ Validity Period, without further notification to the refusing Respondent or Qualified Respondent, and without incurring any liability to the refusing Respondent or Qualified Respondent.

5.1.23.6. No extension of the RFQ Validity Period shall be sought and effected after the expiration of the RFQ Validity Period.

5.1.24. CONTACT POLICY

5.1.24.1. The Eskom Representative shall be responsible for managing all communications, issuing clarification Responses and Briefing Notes, coordinating briefing sessions and ensuring that all Respondents receive information on an equitable and transparent basis.

5.1.24.2. Any attempt by a Respondent to communicate with any Eskom employee, director, advisor or evaluation team member other than through the Eskom Representative may result in disqualification of the Respondent, unless such communication has been expressly authorised by Eskom in writing.

5.1.25. BRIEFING NOTES AND CHANGES TO RFQ PROCESS

5.1.25.1. Up to ten (10) business days prior to the Response Date, Eskom may, for any reason, whether at its own initiative, or in Response to a clarification requested by a Respondent, supplement, amend, vary or modify any part or aspect of this RFQ by the issue of Briefing Notes.

5.1.25.2. Eskom may issue clarifications, amendments or additional information regarding the RFQ on an ad hoc basis, which information shall be provided to all the Respondents, in a Briefing Note.

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5.1.25.3. Briefing Notes will be sequentially numbered and will indicate whether they supplement, vary or amend any portion of the RFQ.

5.1.25.4. Respondents shall be obliged to accept any amendments specified in a Briefing Note.

5.1.25.5. All Briefing Notes shall be deemed to be part of this RFQ.

5.1.25.6. A Respondent must ensure that its Response is prepared taking into account all Briefing Notes issued by Eskom.

5.1.25.7. Briefing Notes will only be circulated (at the time when they are issued) to all Respondents through the Eskom Representative.

5.1.26. INCONSISTENCY

5.1.26.1. If a prospective Respondent identifies any errors or inconsistencies between the various portions of this RFQ, the prospective Respondent shall notify Eskom in writing prior to the date referred to in clause 5.1.30 (Clarification requests and Response requirements) of Part A (General Information, Requirements and Rules) of this RFQ, and Eskom will, if necessary, provide clarification to all prospective Respondents by way of a Briefing Note.

5.1.26.2. To the extent that any inconsistency exists or shall exist between Eskom Standard Conditions of Tender, and the terms or provisions of this RFQ, the terms of this RFQ shall prevail.

5.1.27. COSTS OF THE RFQ RESPONSE

5.1.27.1. The Respondent shall bear all the costs associated with the preparation and submission of its RFQ Response

5.1.28. INTEGRITY AND HONESTY

5.1.28.1. The Respondent must act with the highest degree of integrity and honesty and with the utmost good faith in all dealings with Eskom. The

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Response must not contain any misrepresentations, and the Respondent will be required to warrant that no material misstatements or omissions are contained in its Response.

5.1.29. NO COLLUSION

5.1.29.1. The Respondent's attention is drawn to section 4(1)(b)(iii) of the Competition Act, 1998, which prohibits collusive tendering.

5.1.29.2. No Respondent, or its Members may in any way participate or be involved, whether directly or indirectly, in more than one Response, during any stage of the procurement process.

5.1.29.3. For the avoidance of doubt, the restriction under clause 5.1.30.2 does not apply to:

5.1.29.3.1. Non-core service providers or general suppliers which are not Key Contractors; and

5.1.29.3.2. Where any commercial entity has a role limited strictly to lending money or advancing credit to the Respondent.

5.1.29.4. In submitting a Response, each of the Respondent and its Members and Key Contractors certifies that its Response:

5.1.29.4.1. has been prepared without consultation, communication or agreement for restricting competition with any other Respondent, Member or Key Contractor of another Respondent, any other competitor or potential competitor, either directly or indirectly;

5.1.29.4.2. has not been disclosed by it, nor will it be disclosed by it to any other Respondent, Member or Key Contractor of another Respondent, or any competitor or potential competitor; and

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5.1.29.4.3. no attempt has been made or will be made by it to induce any other person not to submit a Response for the purpose of restricting competition.

5.1.29.5. Any Respondent found to violate the above conditions will be disqualified, and the decision to disqualify a Respondent shall be at Eskom's sole discretion.

5.1.30. CLARIFICATION REQUESTS AND RESPONSE REQUIREMENTS

5.1.30.1. Prospective Respondents may request clarification on any item contained within this RFQ by not later than ten (10) business days before the Response Date.

5.1.30.2. Prospective Respondents are encouraged to ensure the timeous submission of their requests for clarification in this regard, as Eskom cannot guarantee that it will be able to provide adequate Responses to any requests for clarification that are received immediately before or on the deadlines stipulated above. Timeous submission of requests will also ensure that prospective Respondents have sufficient time to make the necessary changes, amendments or adjustments to their Responses for submission at the Response Date.

5.1.30.3. All requests and queries from prospective Respondents must be in writing, sent to the Eskom Representative. Requests and queries not submitted in accordance with the RFQ will not be entertained and will not receive a Response.

5.1.30.4. Eskom will endeavour in good faith to respond to all reasonable written queries and requests for clarification raised by prospective Respondents, by way of Briefing notes, unless Eskom determines that the Response is specific to a particular Respondent and does not affect the other prospective Respondents. Eskom reserves the right not to answer or respond to any question, query, or request.

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5.1.30.5. No Response given to a question or request for clarification will have any status or impact on the RFQ, save to the extent that such Response is subsequently reflected in Briefing Notes to the RFQ.

5.1.30.6. It is the responsibility of a prospective Respondent to identify in its queries or requests for clarification, any information it deems to be confidential to its Response and which it does not wish to have communicated to other prospective Respondents. The prospective Respondent must give written grounds for requesting such information to be treated as confidential and a determination will be made in this regard, at Eskom's sole discretion. If the request for confidential treatment of such information is rejected by Eskom, the prospective Respondent will be given an opportunity to amend the question or to withdraw it.

5.1.31. EVALUATION AND SCORING PROCESS

5.1.31.1. The evaluation of Responses will be conducted in two distinct stages for each Respondent which submits a Response in the RFQ stage of this procurement process:

5.1.31.1.1. Administrative Responsiveness

5.1.31.1.2. Part B (Functional Response Requirements): Technical Criteria

5.1.31.2. Eskom will perform the Administrative Responsiveness checks set out in Table 4: Administrative Requirements in Part B:

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5.1.32. DISQUALIFICATION OF RESPONDENTS

5.1.32.1. In addition to any other grounds of disqualification set out in this RFQ, any material failure on the part of a Respondent to comply with any of the terms of this RFQ, read together with all Briefing Notes, may result in the Respondent, and other persons associated in any relevant way with the Respondent, being disqualified from participating in the procurement process contemplated by this RFQ or the Project.

5.1.33. SELECTION OF QUALIFIED RESPONDENT/S

5.1.33.1. Eskom will issue a letter of notification to the selected Qualified Respondent/s notifying it/them of their status, and any associated conditions of appointment.

5.1.33.2. Eskom will also make public the list of Qualified Respondents.

5.1.34. LOSS OF QUALIFIED RESPONDENT STATUS

5.1.34.1. If a Qualified Respondent:

5.1.34.1.1. fails to agree to extend the RFQ Validity Period when requested to do so;

5.1.34.1.2. fails to comply timeously with any conditions contained in the letter of appointment or similar instrument executed with Eskom as a Qualified Respondent; or

5.1.34.1.3. breaches any law applicable to any aspect of the Project, Eskom will be entitled to terminate such Qualified Respondent's status as Qualified Respondent.

5.1.35. DISPUTES RELATING TO RFQ PROCESS

5.1.35.1. Each Respondent and each Member, or any other person participating in a Response or otherwise in the Project, waives the right to bring

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proceedings in any forum outside of South Africa in relation to the procurement of the Project.

- 5.1.35.2. This procurement process shall be governed by the laws of South Africa and the Respondent, and each of its Members, and such other participants, consent and submit to the High Court of South Africa, Gauteng Division, Pretoria having exclusive jurisdiction in relation to it.

5.2. PROJECT BACKGROUND INFORMATION

PROJECT OVERVIEW

- 5.2.1.** The Tubatse Pumped Storage Scheme ("TPSS" or the "Project") is a proposed pumped storage facility located in the Elias Motsoaledi Local Municipality, Limpopo Province, where favourable topography supports the development of an upper and lower reservoir. The TPSS is designed for an installed capacity of approximately 1,500 MW and an energy storage capacity of approximately 21 GWh (c. 14 hours at full output), making it one of the largest pumped storage facilities planned in Africa.
- 5.2.2.** South Africa's power system is transitioning from a coal-dominated, dispatchable fleet to a more diversified mix with increasing levels of variable renewable energy ("VRE"), such as wind and solar PV. Combined with the declining performance and planned decommissioning of the ageing coal fleet, this transition creates a growing mismatch between supply and demand, particularly at peak, and a need for large-scale, flexible, long-duration storage.
- 5.2.3.** The TPSS addresses this need by storing surplus energy during periods of low demand or high renewable output and releasing it during peak demand, converting intermittent generation into dispatchable capacity and enabling higher renewable penetration without compromising system reliability.
- 5.2.4.** As a synchronous generation technology, the TPSS will also support grid stability by providing inertia and fault level contribution, characteristics that diminish as inverter-based generation grows, together with ancillary services including frequency regulation, operating reserves and black start capability.

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Future generation scenarios, including higher renewable penetration and potential new nuclear capacity, will further increase the system's requirement for flexibility.

- 5.2.5.** The IRP 2025 identifies energy storage, including both battery and pumped storage, as a core component of South Africa's future energy mix, and the Project falls within the IRP 2025 pumped storage allocation. The TPSS has been designated a Strategic Integrated Project (SIP 20d) under Infrastructure South Africa's national project pipeline and forms part of the JET Programme.
- 5.2.6.** The TPSS is accordingly a critical enabler of South Africa's future energy system, supporting renewable integration, strengthening grid stability and contributing to long-term energy security through proven, large-scale, long-duration storage.
- 5.2.7.** Eskom has initiated this process for the procurement of the Strategic Partner for the development and implementation of the Project,
- 5.2.8.** The TPSS is under feasibility study with Technical, environmental and grid studies completed to date support the Project's development as a large-scale, long-duration storage asset. The EIA was granted April 2024.
- 5.2.9.** Eskom considers the information provided in the RFQ to be sufficient for the purposes of this RFQ. Respondents should note that this RFQ is a qualification exercise, and that detailed, project-specific information will be made available to Qualified Respondents at the RFP stage.
- 5.2.10.** The following supporting information will not be disclosed as part of this RFQ, but will be provided to Qualified Respondents as part of the RFP documentation;
- 5.2.11.** The draft Joint Development Agreement - the core agreement that will govern the relationship, scope, roles, responsibilities and governance arrangements between Eskom and the Strategic Partner;

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5.2.12. Eskom's feasibility and technical studies in respect of the Project, as and when concluded, which will be provided for information only and without prejudice to Eskom. Qualified Respondents will be required to perform their own due diligence and to prepare their RFP Responses on that basis; and An Environmental and Social Scoping Report, specialist studies and environmental and social impact studies undertaken by Eskom for the purpose of de-risking Project.

5.2.13. It will be each Respondent's, and subsequently each Qualified Respondent's, responsibility to satisfy itself as to, and to validate the accuracy and completeness of, any information presented in this RFQ and in any future RFP, in accordance with Paragraph 4(Disclaimer).

PROJECT OBJECTIVES

5.2.14. The Project objectives include securing an experienced Strategic Partner to co-develop the Project, progressing the Project through the definition and bankable feasibility stages to financial close, enabling a blended public and private sector funding structure, aligning with the ERA section 34 determination, the Power Purchase Agreement with NTCSA as Buyer and applicable NERSA requirements, completing outstanding environmental, water use and land approvals, securing the grid connection to NTCSA's Manogeng substation, optimising the Project's revenue through energy arbitrage and ancillary services, and undertaking all development activities up to and including construction, commissioning, operations and maintenance of the 1.5GW Tubatse Pumped Storage Scheme in Limpopo Province.

OVERVIEW OF ANTICIPATED JOINT DEVELOPMENT ACTIVITIES

5.2.15. Joint development activities are expected to include bankable feasibility studies, financial modelling, environmental authorisation, ERA section 34 strategy, ancillary revenue, NERSA licensing strategy, grid connection, PPA development and use-of-system arrangements, land rights, EPC strategy and procurement, O&M strategy and procurement, stakeholder management, project finance structuring and preparation for FID.

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ANTICIPATED PROJECT STRUCTURE, KEY AGREEMENTS AND TERMS

5.2.16. The Strategic Partner selected through this Procurement Process will partner with Eskom, to develop, finance, construct, operate and maintain the Project. The Project will be undertaken through a ring-fenced SPV, and the relationship between the parties will be governed by a Joint Development Agreement to be provided to Qualified Respondents at the RFP stage. Respondents are not required to have formed such an SPV or project company for the purposes of their Response to this RFQ. The SPV will be established at the appropriate stage of the Procurement Process

5.2.17. The Strategic Partner together with Eskom and through the RFP will perform or enter into agreements with Key Contractors to Perform the Engineering, Procurement and Construction as well as the Operations and Maintenance of the Project.

5.2.18. The partnership will operate on an open-book basis, with full transparency between the parties over project development, commercial arrangements and the financial models for the Project.

5.2.19. It is anticipated that the funding for the Project will be provided substantially by limited- or non-recourse project-finance debt, raised at the SPV level and underpinned by the revenues generated by the relevant Project.

5.2.20. The Project, the project assets and the relevant land or land rights may be encumbered solely for the purpose of securing the senior debt financing of the Project under the approved project-finance structure. No other encumbrance of the Projects or project assets will be permitted without the prior written consent of Eskom.

5.2.21. Matters reserved for the RFP stage - The detailed commercial terms including inter alia the final equity split and governance provisions, performance and availability regimes, the allocation of currency, interest rate and other financial risks, grid access and land arrangements, and the terms of the project agreements and the Joint Development Agreement.

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SOCIO-ECONOMIC DEVELOPMENT REQUIREMENTS

5.2.22. For purposes of responding to the RFP, Qualified Respondents will be requested to provide their proposed B-BBEE, localisation, skills development, enterprise and supplier development, community development, local content and ESG commitments.

6. PART B: FUNCTIONAL RESPONSE REQUIREMENTS AND EVALUATION CRITERIA

6.1. Administrative Requirements are the documents, forms, declarations and information that each Respondent must submit with its Response, as set out in this section, so that Eskom can confirm that the Response is complete, properly signed and submitted in accordance with this RFQ before it is evaluated. A Respondent that fails to provide any of the information or documents required in this section will be regarded as non-responsive, and its Response will not proceed to the next stage of the evaluation process.

6.2. ADMINISTRATIVE REQUIREMENTS

Table 4: Administrative Requirements

Requirement	Check
Submission Compliance:	The Response: - Was submitted before the Response Date and time as set out in clause 5.1.6 Procurement Timetable - Was submitted electronically through the prescribed submission method
Respondent's Particulars:	As set out in Appendix 2: Respondent's Particulars
Signed Forms and Undertakings:	- Appendix 3: Integrity Declaration Form - Appendix 4: Respondent Disclosure

6.3. A Respondent must ensure that none of the circumstances listed below may apply to the Respondent or to any Member of its Consortium;

6.3.1. neither the Respondent nor any Consortium Member is listed on the National Treasury Register of Tender Defaulters or the Register of Restricted Suppliers;

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6.3.1.1. neither the Respondent nor any Consortium Member is subject to liquidation, business rescue, administration, sequestration or similar proceedings; or

6.3.1.2. neither the Respondent nor any Consortium Member is prohibited by applicable law from contracting with Eskom.

6.4. TECHNICAL EVALUATION REQUIREMENTS

6.4.1. Pre-Qualification Response – Technical Experience and Capabilities

The technical evaluation under the RFQ shall be conducted in two stages (i) stage 1: Mandatory Criteria which will be evaluated on a pass or fail basis and (ii) stage 2, which will be evaluated on a scored basis in accordance with functional specifications set out in this RFQ. For avoidance of doubt, if the Respondent does not pass any one of the mandatory criteria the Respondent will be disqualified and shall not proceed to stage 2.

6.4.2. Stage 1: Mandatory Criteria – Pass / Fail

6.4.2.1. Failure to meet any of the mandatory criteria set out in Table 5: Mandatory Criteria (Stage 1) below shall render the RFQ submission non-responsive and the Respondent will be disqualified from further evaluation.

6.4.2.2. All Respondents that meet all mandatory criterion in Table 5: Mandatory Criteria (Stage 1) will proceed to stage 2 assessment.

6.4.2.3. The qualification criteria may be met by a Respondent on its own, or on a combined basis by the Members of a Consortium, provided that the contribution of each Member relied upon to meet a criterion is clearly identified and evidenced. Where a criterion is expressly designated as requiring South African experience, that criterion may be satisfied by any one Member of the Consortium Respondent.

6.4.2.4. Each track record relied upon must reflect the role performed by the Respondent or its relevant Consortium Member as lead developer, co-

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developer or sponsor, being responsible for development, financing and construction and not merely the passive acquisition or ownership of operating assets after COD. Acquired portfolios in which the Respondent was not the developer will not be taken into account.

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Table 5: Mandatory Criteria (Stage 1)

No.	Criterion	Minimum requirement	Evidence Required
1.	Large-Scale Pumped Storage Experience	The Respondent (or at least one member of the consortium) must demonstrate successful execution of at least one (1) pumped storage scheme, with a minimum contracted capacity of at least 500 MW, that have achieved Commercial Operation Date or confirmation from a transmission operator in the last 10 Years.	For each qualifying project, submit all of the following: A. Primary reference letter (one per project) on official letterhead from the lead arranger/ Independent Engineer, confirming: i. Project name, technology features, contracted capacity (MW), and location (country & province/region), construction start date; ii. Parties involved (SPV, shareholders, EPC, O&M, lenders, offtaker); iii. Exact role(s) and percentage equity or contractual responsibility of the Respondent / Member; iv. Key dates: Commercial Operation Date (COD); B. Independent Engineer / lenders' technical advisor letter (mandatory for each

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No.	Criterion	Minimum requirement	Evidence Required
			project) on official letterhead confirming: i. The role played by the Respondent and/or relevant Member; ii. That the project has reached COD and is operational; iii. Key technical and commercial facts consistent with the Primary Reference Letter. Contact details of all signatories for verification.
2.	Large-Scale Hydropower plants and Large-Scale Pumped Storage in aggregate	The Respondent (or Lead Member of the Consortium) must have developed and/or implemented, in its portfolio, 1 or more pumped storage and/or reservoir hydropower projects (that are operational, which in aggregate have a minimum nameplate / contracted capacity of 2000 MW in the last 20 Years.	Same requirements as in (1).
3.	Financial Standing	The Respondent (or the Lead Member of the consortium) must demonstrate the financial capacity to fund its proportional equity contribution to the Programme. This shall be evidenced by a Net Asset Value (NAV) of at least R20 billion (or foreign currency equivalent).	A. Latest audited financial statements of the Respondent / relevant Members for the financial year ended 31 December 2025 (or the most recent completed financial year, not older than 18 months

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No.	Criterion	Minimum requirement	Evidence Required
		Where the Respondent is a consortium, the NAV of the Members may be aggregated pro-rata to their participation, provided each contributing Member's share of the equity commitment is clearly allocated and supported by its own financial capacity.	from the submission date). Statements must be prepared in accordance with IFRS (or recognised accounting standards) and audited by an independent, reputable audit firm. B. Clear calculation showing the NAV of at least R20 billion in aggregate (or the allocated portion for each Member). Foreign-currency statements must be converted to ZAR using the closing exchange rate on the statement date (or an average rate for the year, with methodology disclosed).

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6.4.3. Stage 2: Weighted Functionality Criteria

The functionality evaluation shall assess the relative capability, scale, execution track record and project finance experience of Respondents in developing, financing, constructing, operating and maintaining Large-Scale Pumped Storage and Large-Scale Hydropower energy projects.

Evaluation Parameter	Requirement
Prerequisite	All Stage 1 Mandatory Criteria must be satisfied
Maximum Points Available	100 Points
Minimum Qualifying Score	70 Points (threshold to advance to RFP Stage)

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Table 6: Technical Criteria (Stage 2)

Description of Technical Criteria	Weighting	Functional Criterion										
1. Project Development Capability – MW size of projects that have progressed to construction or have reached COD at a minimum The Respondent shall demonstrate experience in successfully developing pumped storage and reservoir hydropower projects to construction or COD. Assessment is based on the aggregate capacity developed in the last 10 years. Required Evidence • Pumped storage project reference table with the following headings (Project name, Technology features, Capacity (MW), Respondent's role) and • Reference letters from Lenders or Independent Engineers for limited recourse projects or state asset allocation – for state owned enterprises, confirming the following: ○ The Respondent's role. ○ Project size. ○ Successful completion of development activities including date of completion.	25 Points	Aggregate MW Developed and under construction or reached COD <table><tr><th>Aggregate Capacity Developed</th><th>Score</th></tr><tr><td>>3,000MW</td><td>25</td></tr><tr><td>2,500 MW - 2,999MW</td><td>20</td></tr><tr><td>2,000 MW - 2,499MW</td><td>15</td></tr><tr><td>2,000 MW</td><td>10</td></tr></table>	Aggregate Capacity Developed	Score	>3,000MW	25	2,500 MW - 2,999MW	20	2,000 MW - 2,499MW	15	2,000 MW	10
Aggregate Capacity Developed	Score											
>3,000MW	25											
2,500 MW - 2,999MW	20											
2,000 MW - 2,499MW	15											
2,000 MW	10											

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Description of Technical Criteria	Weighting	Functional Criterion
○ Final Investment Decision (“FID”) date with confirmation of construction start date for inhouse funded projects. ○ Commercial Close or FC for privately owned projects.		

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Description of Technical Criteria	Weighting	Functional Criterion										
2. Capital Raise Capability The Respondent shall demonstrate experience in successfully raising finance for power projects. Assessment is based on the aggregate value of capital successfully raised in the last 10 years. Required Evidence - Project Reference Table with the following headings (Project name, Technology, Capacity (MW), project costs, project debt raised, Respondent's role) and - Reference letters from Lenders or Independent Engineers for limited recourse project financed transaction. - For projects funded through government budgetary support, evidence may include approved budget allocations, appropriation acts, treasury funding confirmations, cabinet approvals, public investment program approvals, or other official government documents demonstrating that funds have been committed to the project, confirming the following: - The Respondent's role. - Project size. - Amount raised - Financial close date.	10 Points	Aggregate value capital successfully raised in the last 10 years <table><tr><th>Aggregate Debt Raised (ZAR equivalent)</th><th>Score</th></tr><tr><td>> R85 billion</td><td>10</td></tr><tr><td>R66 billion – < R85 billion</td><td>6</td></tr><tr><td>R50 billion – < R65 billion</td><td>3</td></tr><tr><td>< R50 billion</td><td>0</td></tr></table>	Aggregate Debt Raised (ZAR equivalent)	Score	> R85 billion	10	R66 billion – < R85 billion	6	R50 billion – < R65 billion	3	< R50 billion	0
Aggregate Debt Raised (ZAR equivalent)	Score											
> R85 billion	10											
R66 billion – < R85 billion	6											
R50 billion – < R65 billion	3											
< R50 billion	0											

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Description of Technical Criteria	Weighting	Functional Criterion			
3. Construction Capability The Respondent shall demonstrate experience in delivering Large-Scale Pumped Storage schemes and/or Large Hydropower projects to COD in their capacity as an EPC contractor or managing the EPC Contractor in the last 20 years including: - Pumped storage EPC Contractor; - Lead EPC Consortium Member; - EPC Joint Venture Partner with responsibility for project execution; and/or - Sponsor or Developer with direct responsibility for EPC management and delivery oversight. Purely passive investors, shareholders, financial investors, asset owners, or post-COD acquirers shall not qualify. Required Evidence - Project Reference Table with the following headings Project name, Technology i.e. pumped storage or run-of-river, Capacity (MW), project costs, date project reached commercial operation date, Respondent's role) Independent Engineer, owner's engineer or an in-house engineer confirmation that the projects referenced	30 Points	Construction management capability			
		Number of Projects Achieving Commercial Operation Date (COD) (A)	Minimum Aggregate Constructed and Commissioned Capacity (MW) (B)	Evaluation Criteria	Score
		> 5 projects	≥ 3,000 MW	A and B	30
		>4 projects	≥ 2,500 MW	A and B	25
		>3 projects	≥ 2,000 MW	A or B	20
		>2 projects	≥ 1,000 MW	A or B	10
		>1 project	500 MW to 999 MW	A or B	5

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Description of Technical Criteria	Weighting	Functional Criterion												
successfully reached Commercial Operation Date on time and within budget.														
4. Operations and Maintenance Capability The Respondent shall demonstrate experience in operating and maintaining Large-Scale Pumped Storage and/or Large-Scale Hydropower facilities and consistently achieving high levels of operational performance. Assessment is based on both portfolio breadth (number of projects) and operational performance outcomes Projects must have achieved Commercial Operation Date and must have been operated and maintained by the Respondent for a minimum continuous period of twelve (12) months. Required Evidence Project Reference Table with the following headings (Project name, Technology i.e. pumped storage or run-of-river, Capacity (MW), Operations and Maintenance contract period, Annual Plant availability percentage, Respondent’s role); and	25 Points	Number of Projects Operated and Maintained (20 Points) <table><tr><th>Number of Projects under O&M Responsibility</th><th>Score</th></tr><tr><td>> 4 projects</td><td>20</td></tr><tr><td>4 projects</td><td>16</td></tr><tr><td>3 projects</td><td>12</td></tr><tr><td>2 projects</td><td>8</td></tr><tr><td>1 project</td><td>4</td></tr></table>	Number of Projects under O&M Responsibility	Score	> 4 projects	20	4 projects	16	3 projects	12	2 projects	8	1 project	4
Number of Projects under O&M Responsibility	Score													
> 4 projects	20													
4 projects	16													
3 projects	12													
2 projects	8													
1 project	4													

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Description of Technical Criteria	Weighting	Functional Criterion									
- Independent Engineer operational performance reports confirming plant availability - Completion certificate; - Lender technical advisor reports; - Annual operating report; - Operational performance certificate or similar		Weighted Average Operational Performance (Plant Availability)	Score								
		Plant Availability > 95%	5								
		Plant Availability > 90% - 95%	3								
		Plant Availability > 85% - 90%	2								
		Plant Availability ≥ 80% - 85%	1								
		Plant Availability < 80%	0								
5. International infrastructure investment and/or operation portfolio The Respondent shall provide evidence of investing in and/or operating projects with total project cost in excess of R10 billion on each project. Required Evidence Infrastructure Project Reference Table with the following headings (Project name, Project description, Value, Year of commissioning or acquisition Respondent's role) and	10 points	Investment region <table><tr><td>Investment Region profile</td><td>Score</td></tr><tr><td>Projects in three (3) countries of which ≥ 2 in Africa, including South Africa</td><td>10</td></tr><tr><td>Projects in three (3) countries of which ≥ 1 in Africa</td><td>8</td></tr><tr><td>Projects in two (2) countries</td><td>4</td></tr></table>		Investment Region profile	Score	Projects in three (3) countries of which ≥ 2 in Africa, including South Africa	10	Projects in three (3) countries of which ≥ 1 in Africa	8	Projects in two (2) countries	4
Investment Region profile	Score										
Projects in three (3) countries of which ≥ 2 in Africa, including South Africa	10										
Projects in three (3) countries of which ≥ 1 in Africa	8										
Projects in two (2) countries	4										

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Description of Technical Criteria	Weighting	Functional Criterion	
- Reference letters from Lenders or Independent Engineers for limited recourse projects or state asset allocation – for state owned enterprises, confirming the following: - The Respondent's role. - Project size. - Successful completion of development and construction activities including commercial operation start date of completion. - Commercial Close or FC for privately owned projects.		Projects in one (1) country	1

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7. PART C EVALUATION OF RESPONSES AND INFORMATION ON SUBSEQUENT PROCUREMENT PROCESS

7.1. Response evaluation

7.1.1 The evaluation of Responses will be based on the information submitted in response to this RFQ. This evaluation will be conducted by Eskom's Cross Functional Team, which will determine, whether a Respondent meets the requirements set out in this RFQ.

7.2. Cross Functional Team and Delegated Adjudication Authority

7.2.1 Eskom will appoint a multidisciplinary Cross Functional Team in writing, in accordance with the Eskom Procurement and Supply Chain Management Procedure (32-1034, Revision 5). The CFT will perform the bid specification and bid evaluation functions and submit its evaluation report and recommendations:

7.2.1 Upon completion of the evaluation contemplated in clause 7.2.1, the duly appointed Cross-Functional Team (CFT) shall compile, sign and submit the evaluation report, together with its recommendation and supporting procurement record, to the relevant Delegated Adjudication Authority (DAA). The relevant DAA(s) shall adjudicate the CFT's report and recommendation in accordance with the applicable Eskom Procurement and Supply Chain Management Procedure and within its approved delegation of authority.

7.3. Returnable Documents

Table 7: Returnable Documents

Returnable Documents from Respondent	Disqualifying Or non-disqualifying	Format for Returnable Documents
Acknowledgement Form	Disqualifying	Appendix 1
Respondent Particulars	Disqualifying	Appendix 2
Respondent Particulars Organisational structure including	Non-disqualifying	

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Returnable Documents from Respondent	Disqualifying Or non-disqualifying	Format for Returnable Documents
shareholding and beneficial owners.		None
Consortium Arrangement (If applicable)	Disqualifying	None
Integrity Declaration form	Disqualifying	Appendix 3
A certified copy of a tax clearance certificate is required by foreign Respondents (with a footprint in South Africa - but who are not on CSD and have not provided a SARS pin number) and local Respondents (who have not provided their SARS e-filing PIN number for verification by Eskom and/or their CSD profile / CSD number). Foreign Respondents with no footprint in South Africa must provide proof of tax compliance from their tax jurisdiction is required The Respondent and each Member must submit a compliance declaration and a tax certificate of good-standing confirming that the entities are solvent, compliant legal entity; not listed on the National Treasury List of Restricted	Non-disqualifying	None

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Returnable Documents from Respondent	Disqualifying Or non-disqualifying	Format for Returnable Documents
Suppliers; and must not have been convicted of, or found to have committed, fraud or corruption within the last five (5) years.		
To the extent that the Respondent falls within the definition of a “designated Employer” as contemplated in the Employment Equity Act 55 of 1998, the Respondent is required to furnish the Employer with proof of compliance with the Employment Equity Act, including proof of submission of the Employment Equity report to the Department of Labour. (South African Respondents only).	Non-disqualifying	None
Confidentiality and Non-Disclosure Agreement	Non-disqualifying	Appendix 5
E-Tendering Training Acknowledgement Form	Non-disqualifying	Appendix 8

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APPENDIX 1:

ACKNOWLEDGEMENT FORM

We are in receipt of the RFQ from Eskom Holdings SOC Ltd issued by Eskom:
We confirm that the documentation received by us is: (Indicate by ticking the box)

Correct as stated in the RFQ Document List in paragraph Error! Reference source not found., and that each document is complete. "

Or: Incorrect or incomplete for the following reasons: "

RFQ No: _____

Name of company/Consortium: _____

Country of registration: _____

Name of contact person: _____

Contact details of contact person:

Tel (landline):	
Cell phone:	
e-mail address:	

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APPENDIX 2:

RESPONDENT'S PARTICULARS

The *Respondent* must furnish the following particulars where applicable:

Indicate the type of Response structure by marking with an 'X' (where applicable provide registration number):	
Respondent	
Unincorporated Consortium (registration number for each Member of the Consortium)	
Incorporated Consortium	
Other	

Please complete the following:

Name of Lead Member in case of Consortium	
CIPC Registration Number (for each Respondent / individual company / Consortium Member)	
VAT registration number (for each Respondent / individual company / Consortium Member)	
Shareholding information (for each Respondent / individual company/Consortium Member) clearly identifying percentages owned by individual shareholders (full names and ID Numbers) and other entity shareholders (provide full legal/trading name and respective identifying registration/trust numbers)	Include as separate Returnable Document if required.
Contact person	
Telephone number	
E-mail address	
Postal address (also of each Member in the case of a Consortium)	
Physical address (also of each Member of the Consortium)	

1. If the Respondent is currently registered as a vendor with Eskom, please provide Vendor registration number with Eskom. _____

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2. If the Respondent is currently registered as a vendor on the Treasury Central Supplier Database (CSD) please provide supplier registration number with Treasury_____
3. Please note that it is mandatory for you to register on National Treasury's CSD, if you intend doing work with any State department or State-owned entity/company, unless you are a foreign company with no footprint in South Africa.
4. You may register online at National Treasury website on www.treasury.gov.za
5. Alternatively, you may contact the Eskom Representative *who can advise you further with the registration on CSD*.
6. If you are registered on SARS Efiling system, please provide your pin number in order to verify your tax compliant status _____
7. If you are required to be tax compliant as per SBD 1 but are not registered on CSD or have not provided your SARS Efiling pin, please confirm that you have attached/will send a copy of a current valid tax compliant certificate as a Returnable Document (by the Response Date).

YES		NO	
-----	--	----	--

A. Single Respondents

I, the undersigned, _____ (Full names) hereby confirm that I am duly authorised to sign all documents in connection with this RFQ and any contract resulting from it, on behalf of _____ (insert *the full legal name of the Respondent*).

Signature: _____

Designation: _____

Date: _____

B. Consortiums

We, the undersigned, are submitting this RFQ in a Consortium and hereby authorise Mr/Ms _____ (full names), an authorised Signatory of _____, (*insert the full legal name of the business entity serving as the Lead Member*) acting in the capacity of Lead

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Member, to sign all documents in connection with the RFQ and any contract resulting from it on our behalf.

We attach to this Schedule a copy of the Consortium Arrangement as defined.

Legal Name of Consortium Member	Full Name and Capacity of Authorised Signatory	Signature

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APPENDIX 3:

INTEGRITY DECLARATION FORM

(Form to be completed and signed by Respondent as a Returnable Document)

1. DECLARATION OF INTEREST

I/We understand that any natural/legal person, including employees of the State and/or those related to an Eskom employee/director (as per the definition of “related” set out hereunder), may respond to Eskom. However, in view of possible allegations of favouritism (the practice of showing favour to, or giving preference to some person/group, to the detriment of, or at the expense of another that is entitled to equal treatment or an equal opportunity), should the resulting RFQ be awarded to such natural/legal person, as described herein, it is required that the *Respondent/s* declare such interest/relationship where: -

- the *Respondent/s* employees/directors are also employees/contractors/consultants’/ directors in the state or a state-owned entity.
- the *Respondent/s* employees/directors are also employees/contractors/consultants’/ directors of Eskom
- the *Respondent/s* employees/directors are also employees/contractors/consultants or directors in another entity together with Eskom employees/consultants/contractors’/ directors
- the *legal person/s (including its employees/contractors/directors/members/ shareholders)* on whose behalf the RFQ documents are signed, is in some other way “related” to an Eskom employee/contractor/consultant/director involved in the RFQ evaluation/RFQ adjudication/RFQ negotiation. “Related” meaning that: -
 - an individual is related to another individual if they are married, or live together in a relationship similar to marriage;
 - or are separated by no more than two degrees of natural or adopted consanguinity or affinity;
 - an individual is related to a juristic person if the individual directly or indirectly controls the juristic person, as determined in accordance with the definition of “control” (as per Companies Act section 2(1)); and
- **a juristic person is “related” to another juristic person if: -**
 - (1) either of them directly/indirectly controls the other, or the business of the other, as determined in accordance with the definition of “control” (as per Companies Act s) ion 2(1));
 - (2) either is a subsidiary of the other; or
 - (3) a person directly/indirectly controls each of them, or the business of each of them, as determined in accordance with the definition of “control”
- the *Respondent/s* and one or more of the *Respondents* in this RFQ process have a controlling member in common, or a relationship with each other, directly or through common third parties, that puts them in a position to have access to information about or influence on the RFQ/proposal of another Respondent, or influence the decisions of Eskom regarding this RFQ process;

To give effect to the provisions above, please complete the table hereunder with all required information.

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Full Name & Capacity/ Position within Respondent (e.g. employee/Director/member/ owner/shareholder)	Identity Number	Confirm and provide details (including employee number) if you are a State/State owned entity employee/contractor/ director.	Full Names & Capacity/Position of Eskom employee/ director/ consultant and details of the relationship or interest (marital/ familial/personal/ financial etc.)	To your knowledge is this person involved in the evaluation/ adjudication/ negotiation of RFQs

1. If any employee/director/member/shareholder/owner of Respondent/s is also currently employed by Eskom, state whether this has been declared and whether there is authorisation (Y/N) to undertake remunerative work outside public sector employment and attach proof to this declaration.

2. Do the Respondent/s and other Respondent in this RFQ process share a controlling partner or have any relationship with each other, directly or through common third parties? (Y/N) If Yes, attach proof to this declaration. _____

2. DECLARATION OF FAIR PRACTICES

This serves as a declaration that all reasonable steps have been taken to address and/or prevent the exploitation of the procurement process and the use of any unfair practices.

A **Response** will be disqualified if the *Respondent/s*, or any of its directors have:

- abused the institution's procurement process (e.g. rigging/collusion)
- committed fraud or any other improper conduct in relation to such system.

Please complete the declaration with an 'X' under YES or NO

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Item	Question	Yes	No
1.1	Is the <i>Respondent/s (or any of its directors/members/shareholders)</i> listed on National Treasury's Database of Restricted Suppliers as companies/persons prohibited from doing business with the public sector <i>[Note: Companies/persons who are listed on the Database were informed in writing of this restriction by the Authority/Accounting Officer of the institution that imposed the restriction after the audi alteram partem rule was applied].</i> The Database of Restricted Suppliers can be accessed on the National Treasury's website (www.treasury.gov.za).		
1.2	Is the <i>Respondent/s (or any of its directors / members / shareholders)</i> listed on the Register for Tender Defaulters in terms of section 29 of the Prevention and Combatting of Corrupt Activities Act (No 12 of 2004) The Register for Tender Defaulters can be accessed on the National Treasury's website (www.treasury.gov.za).		
1.3	Was the <i>Respondent/s (or any of its directors/members/shareholders)</i> convicted by a court of law (including a court outside South Africa) for fraud and/or corruption with respect to the procurement processes/procedures during the past five years?		
1.3.1	Provide details.		
1.4	Was the <i>Respondent/s (or any of its directors/members/shareholders)</i> prohibited from doing business with any International Financial Development/funding Agency or Lending Institution		
1.5	<i>Is there any history/record of the Respondent/s (or any of its directors/members/shareholders) failing to meet their contractual obligation with any SOC?</i>		

I, the undersigned, _____ hereby confirm that I am duly authorised to sign all documents in connection with this RFQ and any contract resulting from it on behalf of _____ (insert the full legal name of the Respondent).

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I declare that I have read and understood the provisions of the Supplier Integrity Pact, that all information furnished herein is correct, that it is understood that the Respondent's Response may be rejected, and that Eskom will act against the Respondent should any aspect of this this declaration prove to be false.

Signature:	
Designation and capacity in which signing:	
Date:	

Consortiums

I, the undersigned, _____ hereby confirm that acting in the capacity of Lead Member, I am duly authorised to sign all documents in connection with the RFQ and any contract resulting from it on behalf of _____ (insert the full legal name of Consortium) m).

I declare that I have read and understood the provisions of the Supplier Integrity Pact, that all information furnished herein is correct, that it is understood that the Consortium's RFQ/proposal may be rejected, and that Eskom will act against the Consortium should any aspect of this declaration prove to be false.

Signature:	
Designation and capacity in which signing:	
Date:	

(A copy of the Consortium Arrangement

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APPENDIX 4:

SBD 4

RESPONDENT'S DISCLOSURE

1. PURPOSE OF THE FORM

Any person (natural or juristic) may submit a Response in relation to this RFQ. In line with the principles of transparency, accountability, impartiality, and ethics as enshrined in the Constitution and further expressed in various pieces of legislation, it is required for the Respondent to make this declaration in respect of the details required hereunder.

Where a person/s are listed in the Register for Tender Defaulters and / or the List of Restricted Suppliers, that person will automatically be disqualified from the RFQ process.

2. Respondent's declaration

2.1 Is the Respondent, or any of its directors / trustees / shareholders / members / partners or any person having a controlling interest¹ in the enterprise, employed by the state?

YES/NO

2.1.1 If so, furnish particulars of the names, individual identity numbers, and, if applicable, state employee numbers of sole proprietor/ directors / trustees / shareholders / members/ partners or any person having a controlling interest in the enterprise, in table below.

Full Name	Identity Number	Name of State Institution

¹ the power, by one person or a group of persons holding the majority of the equity of an enterprise, alternatively, the person/s having the deciding vote or power to influence or to direct the course and decisions of the enterprise.

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2.2 Do you, or any person connected with the Respondent, have a relationship with any person who is employed by the procuring institution? **YES/NO**

2.2.1 If so, furnish particulars:

.....

2.3 Does the Respondent or any of its directors / trustees / shareholders / members / partners or any person having a controlling interest in the enterprise have any interest in any other related enterprise whether or not they are responding to this RFQ? **YES/NO**

2.3.1 If so, furnish particulars:

.....

3 DECLARATION

I, the undersigned, (name)..... in submitting the accompanying Response, do hereby make the following statements that I certify to be true and complete in every respect:

3.1 I have read and I understand the contents of this disclosure;

3.2 I understand that the accompanying Response will be disqualified if this disclosure is found not to be true and complete in every respect;

3.3 The Respondent has arrived at the accompanying Response independently from, and without consultation, communication, agreement or arrangement with any competitor. However, communication between Members in a Consortium will not be construed as collusive bidding.

3.4 In addition, there have been no consultations, communications, agreements or arrangements with any competitor regarding the quality, quantity, specifications, prices, including methods, factors or formulas used to calculate prices, market allocation, the intention or decision to submit or not to submit the Response, responding to this RFQ with the intention not to win the procurement process.

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3.4 The terms of the accompanying Response have not been, and will not be, disclosed by the Respondent, directly or indirectly, to any competitor, prior to the date and time of the official RFQ opening or of the awarding of the contract.

3.5 There have been no consultations, communications, agreements or arrangements made by the Respondent with any official of the procuring institution in relation to this procurement process prior to and during the procurement process except to provide clarification on the Response submitted where so required by the institution; and the Respondent was not involved in the drafting of the specifications or terms of reference for this Response.

3.6 I am aware that, in addition and without prejudice to any other remedy provided to combat any restrictive practices related to procurement processes and contracts, Responses 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 ten (10) years in terms of the Prevention and Combating of Corrupt Activities Act No 12 of 2004 or any other applicable legislation.

I CERTIFY THAT THE INFORMATION FURNISHED IN PARAGRAPHS 1, 2 and 3 ABOVE IS CORRECT.

I ACCEPT THAT THE STATE MAY REJECT THE RESPONSE OR ACT AGAINST ME IN TERMS OF PARAGRAPH 6 OF PFMA SCM INSTRUCTION 03 OF 2021/22 ON PREVENTING AND COMBATING ABUSE IN THE SUPPLY CHAIN MANAGEMENT SYSTEM SHOULD THIS DECLARATION PROVE TO BE FALSE.

.....

Signature

Date

.....

Position

Name of Respondent

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APPENDIX 5:

CONFIDENTIALITY AND NON-DISCLOSURE AGREEMENT

CONFIDENTIALITY AGREEMENT

“Agreement”

Between

ESKOM HOLDINGS SOC LTD

and

[RESPONDENT]

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The Parties to this Agreement are: -

- I. **ESKOM HOLDINGS SOC LTD** a company incorporated under the laws of the Republic of South Africa, having its registered office at Megawatt Park, Maxwell Drive, Sunninghill ext.3, Sandton, Republic of South Africa, with registration number 2002/015527/06 [hereinafter referred to as “**the Disclosing Party**”].
- II. a company incorporated under the laws of [insert name of country], having its registered office at [registered address], with registration number [insert registration number], hereinafter referred to as “**the Receiving Party**”.

Hereinafter individually referred to as a “**Party**” and jointly as the “**Parties**”.

NOW THEREFORE, IT IS HEREBY AGREED AS FOLLOWS:

- 1.1 As part, and solely for purposes, of the tender process that is governed by the RFQ to which the form of this Agreement is annexed as Appendix 6, the Disclosing Party intends providing the Receiving Party with certain Confidential Information relating to [state the nature of the discussions and the reason for the disclosure here] (“**the Project**”).
- 1.2 The Parties wish to record the terms and conditions upon which the Disclosing Party will Disclose Confidential Information to the Receiving Party, which terms and conditions shall constitute a binding and enforceable agreement between the Parties.
- 1.3 Notwithstanding the date of signature hereof, this Agreement shall be binding upon the Parties with effect from any earlier date(s) on which the Disclosing Party Disclosed any Confidential Information to the Receiving Party, whichever date is the earliest.
- 1.4 Neither this Agreement nor the Disclosure of Confidential Information contemplated herein shall commit either Party to continue discussions or to negotiate, or to be legally bound to any potential business relationship.

2. Confidential Information and other Key Definitions

For purposes of this Agreement the following terms have the meanings ascribed to them below:

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- 2.1 **“Agreement”** means this confidentiality agreement, as amended from time to time in accordance with clause 12;
- 2.2 **“Confidential Information”** shall for the purpose of this Agreement mean all Information owned and/or developed by, for or on behalf of the Disclosing Party or its affiliates, employees, agents, representatives, service providers, advisors, contractors, including, without limitation, any Project related technical, commercial, contractual, regulatory, financial or marketing Information including with limitation all strategies, operational know-how and methodologies, operating and maintenance manuals and records, trade secrets, processes, designs, drawings, schematics, flow diagrams, aerial images, formulae, test work data, , notes, memoranda, methods, technical specifications, reports, studies, investigations, assessments, contracts and contractual arrangements and other data including, the Information set out in clause 1.1 above), relating to the Disclosing Party's business and business practices, Project related business plans, policies and/or practices, which Information is Disclosed to the Receiving Party, or otherwise acquired by the Receiving Party from or on behalf of the Disclosing Party, during the course of the tender process referred to in clause 1.1, whether such Information is formally designated as confidential or not;
- 2.3 **“Consortium”** has the meaning ascribed to this term in the RFQ;
- 2.4 **“Disclose”** means the direct or indirect, dissemination, publication, communication, replication, verbalisation, transference or transmission of Confidential Information to a Receiving Party, in any manner or form whatsoever, and **“Disclosing” “Disclosed”** and **“Disclosure”** shall have corresponding meanings;
- 2.5 **“Information”** means any and all data whether of a historical, current or future nature, irrespective of whether same is stored, recorded or embodied in handwritten, printed, visual, electronic, audible or other format or medium, and belonging to and created by or for the benefit of the Disclosing Party, whether in the possession or under the control of the Disclosing Party, or in the possession or under the control of any other Person, including, without limiting its ordinary meaning, all data, computer data, agreements, financial records and books of account, registers, software, programming code, codes, letters, telefaxes, telegrams, faxes, e-mail correspondence, agreements, books of account, financial statements, financial records, registers, minute books,

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specifications, formulae, maps, plans, drawings, designs, diagrams, images, photographs and any other documentation;

- 2.6 “**Member**” has the meaning ascribed to this term in the RFQ; and
- 2.7 “**RFQ**” means the Request for Qualification issued by the Disclosing Party for the selection of a “Joint Development Partner” in respect of the Project, and which incorporates the form of this Agreement as Appendix 6.

3. Disclosure of Confidential Information

- 3.1 The Disclosing Party shall only Disclose Confidential Information to the Receiving Party to the extent deemed necessary or desirable by the Disclosing Party in its discretion.
- 3.2 The Parties acknowledge that the Confidential Information is a valuable, special and unique asset proprietary to the Disclosing Party.
- 3.3 The Receiving Party agrees that it will not, during or after the course of its relationship with the Disclosing Party under this Agreement and/or the term of this Agreement, disclose the Confidential Information to any third party for any reason or purpose whatsoever without the prior written consent of the Disclosing Party and to the extent of such authorisation, save in accordance with the provisions of this Agreement. In this Agreement “**third party**” means any entity or natural person other than the Receiving Party and the Disclosing Party and their Representatives.
- 3.4 Notwithstanding anything to the contrary contained in this Agreement the Parties agree that the Confidential Information may be Disclosed by the Receiving Party to its respective Members (if the Receiving Party is the Lead Member of a Consortium), and their respective employees, agents, officers, directors, and advisers (including but not Limited to professional financial advisers, legal advisers and auditors) (jointly referred to as “**Representatives**” and individually as a “**Representative**”) solely on a need-to-know basis and for the purposes participating in the tender process referred to in clause 1.1; provided that the Receiving Party takes whatever steps are necessary to procure that such Representatives agree in writing to abide by the terms of this Agreement and to prevent the unauthorised Disclosure of the Confidential Information to third parties. For purposes of this clause 3, the Receiving Party’s Representatives

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shall be deemed to be acting, in the event of a breach, as the Receiving Party's duly authorised agents.

3.5 Except as otherwise contemplated in this Agreement, the Receiving Party agrees and undertakes that it and its Representatives shall not utilise, exploit or in any other manner whatsoever use the Confidential Information that is Disclosed pursuant to the tender process referred to in clause 1.1 and the provisions of this Agreement for any purpose whatsoever other than for purposes of participating in the aforementioned tender process without the prior written consent of the Disclosing Party.

3.6 Accordingly, the Receiving Party agrees to indemnify, defend and hold the Disclosing Party harmless from and against any and all suits, liabilities, causes of action, claims, losses, damages, costs (including, but not limited to, cost of cover, reasonable attorneys' fees and expenses), or expenses of any kind (collectively, "Losses") incurred or suffered by the Disclosing Party and/or its Representatives arising from or in connection with the Receiving Party's and/or its Representatives unauthorized use or Disclosure of the Disclosing Party's Confidential Information in violation of the Agreement.

4. Title

All Confidential Information Disclosed by the Disclosing Party to the Receiving Party is acknowledged by the Receiving Party to be proprietary and the exclusive property of the Disclosing Party. This Agreement shall not confer any rights of ownership or license on the Receiving Party, nor on its Representatives, of whatsoever nature in the Confidential Information.

5. Restricting on disclosure and use of the Confidential Information

5.1 The Receiving Party undertakes not to use the Confidential Information for any purpose other than:

5.1.1 for purposes of the Receiving Party and, if it is a Lead Member, the other Members of its Consortium, participating in the tender process referred to in clause 1.1; and

5.1.2 in accordance with the provisions of this Agreement.

6. Standard of care

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The Receiving Party agrees that it shall protect the Confidential Information Disclosed pursuant to the provisions of this Agreement using the same standard of care that it applies to safeguard its own proprietary, secret or Confidential Information but no less than a reasonable standard of care, and that the Confidential Information shall be stored and handled in such a way as to prevent any unauthorised Disclosure thereof.

7. Return of material containing or pertaining to the Confidential Information

7.1 The Disclosing Party may, at any time, and in its sole discretion request the Receiving Party to return any Information, material and/or data in whatever form comprising, containing, pertaining to or relating to Confidential Information Disclosed pursuant to the terms of this Agreement and may, in addition request the Receiving Party to furnish a written statement to the effect that, upon such return, the Receiving Party has not retained in its possession, or under its control, either directly or indirectly, any such material and/or data.

7.2 If it is not practically able to do so, the Receiving Party shall destroy or ensure the destruction of all Information, material and data in whatever form comprising and/or relating to the Confidential Information Disclosed pursuant to the tender process referred to in clause 1.1 and the terms of this Agreement and delete, remove or erase or use best endeavours to ensure the deletion, erasure or removal from any computer or database or document retrieval system under its or the Representatives' possession or control, all Confidential Information and all documents or files containing or reflecting any Confidential Information, in a manner that makes the deleted, removed or erased data permanently irrecoverable. The Receiving Party shall furnish the Disclosing Party with a written statement signed by one of its directors or duly authorized senior officers to the effect that all such Information, material and data have been destroyed.

7.3 The Receiving Party shall comply with any request by the Disclosing Party in terms of this clause 7, within 7 (seven) business days of receipt of any such request.

8. Excluded Confidential Information

The obligations of the Receiving Party pursuant to the provisions of this Agreement shall not apply to any Confidential Information that:

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- 8.1 is known to, or in the possession of the Receiving Party prior to Disclosure thereof by or on behalf of the Disclosing Party;
- 8.2 is or becomes publicly known, otherwise than as a result of a breach of this Agreement by the Receiving Party;
- 8.3 is developed independently of the Disclosing Party by the Receiving Party in circumstances that do not amount to a breach of the provisions of this Agreement;
- 8.4 is Disclosed by the Receiving Party to satisfy an order of a court of competent jurisdiction or to comply with the provisions of any law or regulation in force from time to time; provided that in these circumstances, the Receiving Party shall advise the Disclosing Party to enable the Disclosing Party to take whatever steps it deems necessary to protect its interests in this regard and provided further that the Receiving Party will disclose only that portion of the Confidential Information which it is legally required to disclose and the Receiving Party will use its reasonable endeavours to protect the confidentiality of such Confidential Information to the greatest extent possible in the circumstances;
- 8.5 is Disclosed to a third party pursuant to the prior written authorisation of the Disclosing Party and limited to the extent of such approval of the Disclosing Party;
- 8.6 is received from a third party in circumstances that do not result in a breach of the provisions of this Agreement.

9. Term

This Agreement shall commence upon the date of signature by the last remaining Party, provided that both Parties sign this Agreement, and shall endure for a period of 3 (three) years after the tender process referred to clause 1.1 is concluded in accordance with the terms of the procurement documents or is withdrawn or terminated earlier.

10. Additional Action

- 10.1 Each Party to this Agreement shall execute and deliver such other documents and do such other acts and things as may be reasonably necessary or desirable to give effect to the provisions of this Agreement.

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10.2 Nothing contained in the Agreement shall be construed as creating an obligation on the part of either Party to refrain from entering into a business relationship with any third party. Nothing contained in the Agreement shall be construed as creating a joint venture, partnership or employment relationship between the Parties. Except as specified herein, neither Party shall have the right, power or implied authority to create any obligation or duty (express, implied or otherwise) on behalf of the other Party. For the avoidance of doubt, nothing in this Agreement shall oblige either of the Parties to enter into any agreements or transactions whatsoever.

11. Breach

In the event that the Receiving Party or any of its Representatives should breach any of the provisions of this Agreement and fail to remedy such breach within seven (7) business days from date of a written notice to do so, then the Disclosing Party shall be entitled to invoke all remedies available to it in law including, but not limited to, the institution of urgent proceedings as well as any other way of relief appropriate under the circumstances, in any court of competent jurisdiction, in the event of breach or threatened breach of the Agreement and/or an action for damages.

12. Amendments

No amendment, interpretation or waiver of any of the provisions of this Agreement shall be effective unless reduced in writing and signed by the duly authorised representatives of both Parties.

13. Enforcement

The failure or delay by the Disclosing Party to enforce or to require the performance at any time of any of the provisions of this Agreement shall not be construed to be a waiver of such provision and shall not affect either the validity of this Agreement or any part hereof or the right of the Disclosing Party to enforce the provisions of this Agreement.

14. Representations & Warranties

14.1 Each Party represents that it has authority to enter into this Agreement and to do all things necessary to procure the fulfilment of its obligations in terms of this Agreement.

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14.2 The Disclosing Party warrants that Disclosure of the Confidential Information to the Receiving Party:

14.2.1 will not result in a breach of any other agreement to which it is a party; and

14.2.2 will not, to the best of its knowledge and belief, infringe the rights of any third party.

15. Entire agreement

This Agreement contains the entire agreement of the Parties with respect to the subject matter of this Agreement and supersedes all prior agreements between the Parties, whether written or oral, with respect to the subject matter of this Agreement.

16. Governing law

This Agreement and the relationship of the Parties in connection with the subject matter of this Agreement and each other shall be governed and determined in accordance with the laws of the Republic of South Africa.

17. Addresses and Notices

17.1 The Parties hereby choose as their respective addresses for all purposes under this Agreement, whether in respect of court process, notices or other documents or communications of whatsoever nature ("domicilium") for all purposes under the Agreement, the addresses set out below:

Party	Physical Address		E-Mail address	Contact Person
Eskom Holdings SOC Ltd	Megawatt Park, Maxwell Drive, Sunninghill			
INSERT NAME OF RESPONDENT /AND OTHER PARTICULARS				

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17.2 A Party may change its domicilium address, by giving thirty (30) days prior notice in writing to the other Party.

17.3 Any notice or communication required or permitted to be given in terms of this Agreement shall be valid and effective only if in writing, but it shall be competent to give notice by e-mail.

17.4 Any notice given by one Party to the other Party:

17.4.1 delivered by hand to a responsible person during ordinary business hours at the physical address chosen by such Party under clause 17.1 shall be deemed to have been received on the day of delivery

17.4.2 sent by e-mail to its chosen e-mail address stipulated in clause 17.1, shall be deemed to have been received on the date of despatch (unless the contrary is proved by the receiving Party).

17.5 Notwithstanding anything to the contrary herein contained a written notice or communication actually received by a Party shall be an adequate written notice or communication to it for all legal process or other communications of whatsoever nature notwithstanding that it was not sent to or delivered at its chosen address in Clause 17.1.

18. Severability

In the event of any one or more of the provisions of this Agreement being held for any reason to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision of this Agreement, and this Agreement shall be construed as if such invalid, illegal or unenforceable provisions was not a part of this Agreement, and this Agreement shall be carried out as nearly as possible in accordance with its original terms and intent.

19. Assignment

19.1 Neither Party may assign or otherwise transfer any of its rights or obligations under this Agreement to any third party without the prior written consent of the other Party.

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19.2 Notwithstanding the above, the Disclosing Party may on written notice to the Receiving Party hereto, cede and delegate its rights and obligations under this Agreement to the Project Company, any of its subsidiaries or any of its present divisions or operations which may be converted into separate legal entities as a result of the restructuring of Disclosing Party, the Electricity Supply Industry and/or the Electricity Distribution Industry.

20. Publicity

Neither Party will make or issue any formal or informal announcement or statement to the press or any third party in connection with this Agreement without the prior written consent of the other Party.

21. Interpretation

21.1 For the purposes of this Agreement the following rules of construction shall apply, unless the context requires otherwise:

21.1.1 the singular shall include the plural and vice versa;

21.1.2 a reference to any one gender, whether masculine, feminine or neuter, includes the other two;

21.1.3 any reference to a person includes, without being limited to, any individual, body corporate, unincorporated association or other entity recognised under any law as having a separate legal existence or personality;

21.1.4 any word or expression defined in, and for the purposes of, this Agreement shall if expressed in the singular include the plural and vice versa, and a cognate word or expression shall have a corresponding meaning;

21.1.5 references in this agreement to “clauses”, “sub-clauses” and are to clauses and sub-clauses of this agreement;

21.1.6 any reference in this agreement to this Agreement or any other agreement, document or instrument shall be construed as a reference to this Agreement or that other agreement, document or instrument as amended, varied, novated or substituted from time to time; and

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21.2 all the headings and sub-headings in this Agreement are for convenience only and are not to be taken into account for the purposes of interpreting it.

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SIGNED by the Parties and witnessed on the following dates and at the following places respectively:

For Eskom Holdings

SIGNED at _____ on _____

Duly authorised to sign on behalf of Eskom

For: **ESKOM HOLDINGS SOC LTD**
No lower than Procurement Senior Manager to sign

AS WITNESS:

Witness signature

(Name of witness in print)

For Respondent

SIGNED at _____ on _____

Duly authorised to sign on behalf of Respondent

For: _____
[NAME OF Respondent]

AS WITNESS:

Witness signature

(Name of witness in print)

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APPENDIX 6:

ESKOM STANDARD CONDITIONS OF TENDER

Attached to the RFQ as a PDF

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APPENDIX 7:

E-TENDERING SUPPLIER HELP MANUAL

Attached to the RFQ as a PDF

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APPENDIX 8:

ACKNOWLEDGEMENT FORM – E-TENDERING TRAINING

RFQ no: [.....]

Respondent: _____

Contact Person: _____

Tel (landline): _____

Cellphone: _____

E-mail address: _____

Acknowledgment: [Select and complete in full applicable paragraph below]

I _____ (Respondent's Name) acknowledge that I have undergone self-training through the e- Tendering Noddy Guide or via a clarification meeting for me to understand. I am satisfied with my self-training and confirm that I will be able to operate the E- Tendering Solution.

Authorized Signature:

Designation:

Date: _____

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