



REPUBLIC OF CYPRUS
MINISTRY OF TRANSPORT, COMMUNICATIONS AND WORKS

**Limassol Port Commercialisation Transaction
MTCW /LP1/2015**

Date: 10/07/2015

Subject: Responses to clarification requests submitted by Interested Parties regarding the Invitation for Expression of Interest ("IEoI") for the commercialisation of the activities of Limassol Port.

Issue number: 5

#	Reference to the IEoI	Question	Response
1	Annexes A, B, C	<p>Clarification with respect to the answer:</p> <p>"An Interested Party may rely on the economic and financial standing and technical capacities of any of its Affiliates. In this case, the Interested Party shall evidence that it will have at its disposal the material and human resources necessary for the implementation of the Concession Agreement by providing a letter/declaration signed by such Affiliate that it shall place all necessary material and human resources at the disposal of the Interested Party. In such a case the Affiliate should furnish the information and documents stipulated in Sections 3 & 4 of Annex A, B & C respectively of the Invitation in order to demonstrate that it has the aforesaid economic and financial standing and technical capacities."</p> <p>Question - Please confirm our understanding that:</p> <p>In case an Interested Party is relying ONLY on the technical capacity of its affiliates, only the information and documents stipulated in Section 4 (Technical Criteria and Technical Information) have to be provided and no additional information and documents as per</p>	<p>Yes, if an Interested Party is relying on the technical capacity of its affiliates the EoI should comprise: Sections 1,2 and 3 (and relevant documentation) completed with the information of the Interested Party AND section 4 completed with the relevant information (and supporting documentation - incl letter/declaration as per clarification response in Q&A 3 on 07/07/2015) of the relevant affiliate as well as Interested Party.</p>



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		Section 3 (Financial Criteria and Financial Information) are required as well, as the Interested Party already fulfills the requirements as per Section 3 on its own.	
2	Annexes A, B, C	<p>Clarification with respect to the answer: “An Interested Party may rely on the economic and financial standing and technical capacities of any of its Affiliates. In this case, the Interested Party shall evidence that it will have at its disposal the material and human resources necessary for the implementation of the Concession Agreement by providing a letter/declaration signed by such Affiliate that it shall place all necessary material and human resources at the disposal of the Interested Party. In such a case the Affiliate should furnish the information and documents stipulated in Sections 3 & 4 of Annex A, B & C respectively of the Invitation in order to demonstrate that it has the aforesaid economic and financial standing and technical capacities.”</p> <p>Question - Please confirm our understanding that: The Technical Eligibility Criteria is fulfilled even if the Interested Party has to rely on the technical capacity of more than one of its affiliates as all our container terminals are operated by different legal entities that, strictly speaking, operate only one container terminal each. The group of companies that the Interested Party relies on of course fulfills the Technical Eligibility Criteria but not broken down to the single legal entities.</p>	We understand your question to mean that the legal entities/SPVs for each relevant terminal are consolidated under a holding company (an Affiliate to the Interested Party); thus Section 4 information (and supporting documentation - incl letter/declaration as per clarification response in Q&A 3 on 07/07/2015) for this holding company should be provided as well as Interested Party.
3	Annexes A, B, C	Annexes A, B, C, Section 2. This section of the annexes requires that it shall be completed by parent companies of Interested Parties. Hence the questions: (i) is it necessary in all cases or exceptions exist (e.g. where the Interested Party is a public company with listing at a recognized stock exchange)? (ii)	References to “parent company” in Section 2 of Annexes A, B and C of the Invitation for Expressions of Interest should be construed in accordance with section 148 of the Cyprus Companies Law. A parent company is a company-shareholder that controls the



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		shall it be an immediate parent company or some “ultimate” holding vehicle or anything else? and (iii) if a company does not have a parent company as none of the shareholders own more than 50% in the share capital of that company (and the shareholders' agreement governing the relationship among the shareholders does not grant a positive control over the company to anyone), shall we treat such a company as the ultimate parent in the sense that none of its shareholders is required to fill in the annexes to EOI?	composition of the Board of Directors of the daughter company or has the majority of the voting rights in the daughter company or is a shareholder and controls the majority of the voting rights pursuant to an agreement with the other shareholders. This would cover immediate, intermediate and ultimate parent companies in the group of the relevant entity. There are no exceptions to this requirement.
4	Para. 5	We intend to fly to Cyprus on next Wednesday, 8th of July to deliver our Expression of Interest for the Limassol Port Commercialisation. Could you, please: <ul style="list-style-type: none"> • Confirm that your office will be opened on next Wednesday and Thursday and accordingly indicate the opening hours? • Provide us contact details of the person in charge of receiving the candidate? • Prepare a receipt to deliver to the candidate as proof of reception of the EOI? 	Please refer to paragraphs 5.1.1 to 5.1.4 of the Invitation for Expressions of Interest.
5	Para 7.3	It says three original hard copies. Does this mean one original and two copies of the original? Or do all copies have to be signed?	Please refer to the amendment of paragraph 7.3 in the web for number of copies. All copies need to be signed.
6	n.a.	What will be the criteria for the selection of the concessionaire?	This information will be made available in the ITT phase.
7	n.a.	Does the interested Party have to include a copy of a power of attorney for the Representative?	Power of attorney is not necessary. The Interested Parties representative should have due authority to act as Representative.



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#	Reference to the IEol	Question	Response
8	Para 5.1	Please provide a telephone number of the persons indicated, as we need to give this to the courier for proper delivery.	Efi Theophanous +357 22800199 Anna Pitsillidou +357 22800123
9	n.a.	If an Interested Party is only interested in one Lot, is it sufficient that it only answers the questions for that Lot?	Yes the relevant annex to that Lot should be completed.
10	Annexes	Our annual accounts are in Spanish but we do have an English translation. Is it sufficient to submit the translation only, or do we have to add the originals in Spanish?	Translation and the original should be provided.