



Заңды Мекенжайыб: атырау Облысы, Атырау Қ.Ә., Атырау Қ., Оңтүстік
Өнеркәсіптік Аймақ, 87-Құрылыс.
БСН:171040029083 КҚС:15001-1004207

Issue Date: January 4, 2025.
Due Date: April 4, 2025.

To: Whom It May Concern.,
Attn: Reputable Mandate, Agent & Exits Buyer.

SUBJECT: SOFT CORPORATE OFFER (SCO) REFERENCE CODE №: ZER-LLP/582SCO/24

We **ZERA ECO RESORT LLP.**, hereby issue this Soft Corporate Offer with full official corporate responsibility on behalf of our Seller, we hereby confirm and certify that we have the intention and capacity to supply the commodities below according to the terms and conditions:

PRODUCTS & PRICES:
LIST OF PRODUCT AND PRICE

DIESEL FUEL EN590 (10PPM ,500PPM)

MINIMUM QUANTITY: 50,000 MT - 200,000 MT PER MONTH

CIF PRICE: GROSS USD \$500.00 MT/USD \$490.00 NET

FOB PRICE: GROSS USD \$490.00 MT / USD \$480.00 NET

COMMISSION: USD \$5 / USD \$5

JET FUEL A1

MINIMUM QUANTITY: 500, 000 BBLs – 10,000.000 BBL

FOB PRICE: GROSS USD \$76.00 BBL / USD \$72.00 BBL

COMMISSION: USD \$2 / USD \$2.

AUTOMOTIVE GAS OIL (AGO)

MINIMUM QUANTITY: 50,000 MT – 500.000 Per Month

CIF PRICE: GROSS USD \$360.00 MT / USD \$350.00 MT NET

FOB PRICE: GROSS USD \$340 .00 MT / USD\$ 330.00 MT NET

COMMISSION: USD \$2 / USD \$2

PETROLEUM COKE

MINIMUM QUANTITY: 50,000 MT – 5.000.000 MT Per Month

CIF Price: Gross USD \$320.00 MT / USD \$310.00 NET

FOB PRICE: GROSS USD \$310.00 MT / USD \$300.00 NET

COMMISSION: USD \$5 / USD \$5

BITUMEN

MINIMUM QUANTITY: 50,000 MT – 200.000 PER MONTH

CIF PRICE: GROSS USD: \$410.00 / USD \$400.00 NET PER MT

FOB PRICE: GROSS USD \$390.00 / USD \$380.00 NET PER MT

COMMISSION: \$5 USD / \$5 USD

MAZUT M100

MINIMUM QUANTITY: 50,000MT–200,000MT PER MONTH

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CIF PRICE: GROSS USD \$510.00 / USD \$500.00 NET PER MT
FOB PRICE: GROSS USD \$500.00 / USD \$490.00 NET PER MT
COMMISSION: \$5.00 USD / \$5.00 USD

DIESEL VIRGIN FUEL OIL D6

MINIMUM QUANTITY: 25,000.000 - 100.000.000 GALLONS PER MONTH
CIF PRICE: GROSS \$0.92 USD / \$0.90 USD NET
FOB PRICE: GROSS USD \$0.90 / USD \$0.88 NET
COMMISSION: USD \$0.1 / USD \$0.1

UREA GRANULAR 46% AND PRILLED

MINIMUM QUANTITY: 50,000 MT - 200,000 MT PER MONTH
CIF PRICE: GROSS USD \$400.00 MT / USD \$39.00 MT NET
FOB PRICE: GROSS USD \$390.00 / NET USD \$380.00 MT
COMMISSION: \$5 / \$5

LIGHT CYCLE OIL (LCO)

MINIMUM QUANTITY: 50,000 MT – 1. 000,000 MT PER MONTH
CIF PRICE: GROSS USD \$400.00 MT/ USD \$390.00 NET
FOB PRICE: GROSS \$390.00 USD / USD \$380.00 NET
COMMISSION: \$5 USD / \$ 5 USD

DIESEL EURO 4/5

MINIMUM QUANTITY: 50,000 MT – 1.000.000MT PER MONTH
CIF PRICE: GROSS USD \$410.00 / \$405.00 NET
COMMISSION: \$5 USD / \$5 USD

GASOLINE OCTANE 95

MINIMUM QUANTITY: 50,000 MT – 200,000 PER MONTH
CIF PRICE: GROSS USD: \$490.00 / USD \$480.00 NET
FOB PRICE: GROSS USD: \$390.00 / USD \$380.00 NET
COMMISSION: \$5 USD / \$5USD

MAZUT-100 GOST 10585/75

Quantity: min 50,000MT - 300,000MT X 12 months with R/E
CIF Price gross: \$ 610.00 per metric ton /CIF Price net: \$ 590.00 per metric ton
FOB Price gross: \$ 550.00 per metric ton/ FOB Price net: \$ 530.00 per metric ton

MAZUT 100 GOST 10585-99

Quantity: min 50,000MT - 300,000MT X 12 months with R/E
CIF Price gross: \$ 610.00 per metric ton /CIF Price net: \$ 590.00 per metric ton
FOB Price gross: \$ 550.00 per metric ton/ FOB Price net: \$ 530.00 per metric ton

LIQUEFIED NATURAL GAS 5542-87 (LNG)

Quantity: min 50,000MT - 200,000MT X 12 months with R/E
Price: CIF ASWP, Gross \$555/ Net \$550 per MT
FOB/ Rotterdam, Houston, Gross \$450/Net \$445 per MT

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COMPRESSED NATURAL GAS (CNG)

250 million cubic feet for first trial shipment
Price: CIF ASWP, Gross \$380USD / \$375USD per MT
FOB/ Novorossiysk, Gross \$360/Net \$355 per MT

CST-380/180 FUEL OIL

Quantity: min 50,000MT - 200,000MT X 12 months with R/E
Price: CIF ASWP, Gross \$430/Net \$212 per MT
FOB/ Novorossiysk, Gross \$380/Net \$375 per MT

GASOLINE 93 OCTANE Quantity: Minimum 100,000MT - Maximum 300,000MT

Price: CIF ASWP, Gross \$410/Net \$405 per MT
Price: FOB ASWP Gross \$320/Net \$315 per MT

UREA FERTILIZER 46% PRILLED

Quantity: min 100,000 - 200,000MT X 12 months with R/E Price:
CIF ASWP, Gross \$340/ Net \$335 per MT

UREA 46% GRANULAR

Quantity: min 50,000 - 300,000MT X 12 months with R/E Price:
CIF ASWP, Gross \$240/\$235 per MT

PETCOKE

Minimum quantity: 50,000 metric ton per month
Maximum quantity: 400,000 metric ton per month
CIF Price gross: \$ 310.00 per metric ton / CIF Price net \$305.00 per metric ton.
FOB :Price Gross :\$279.00 per metric ton/Net Price \$274.00 per metric ton

FOB - TRANSACTION PROCEDURE WITH PETROLEUM PRODUCTS, TANK TO TANK.

- I. Buyer accepts seller-working procedure and issues ICPO addressed to the seller refinery
- II. Seller issues commercial invoice (CI), buyer signs and returns back commercial invoice.
- III. Seller provides buyer with the below listed PPOP.
 - a) Tank storage Reservoir Receipt (TSRR)
 - b) Product Passport Quality and Quantity Analytical Report
 - c) Authority to sell and collect (ATSC)
 - d) Statement of Product availability
 - e) Certificate of Product Origin
 - f) DTA
- IV. Upon receipt of the endorse DTA buyer extend the seller tank for 3 days and upon confirmation of buyer Extended tank for three days, seller conduct fresh SGS (A DAY OLD) and present the result to buyer for Verification, buyer confirm SGS report.

- V. Buyer confirm SGS and release payment of the product by MT 103 Seller changes the title of Ownership.
- VI. Seller pays commissions to all intermediaries involved as per IMFPA signed between Seller and Beneficiary Paymaster.

FOB :(Injection Programming Agreement) IPA TANK TO TANK

- I. Buyer accepts seller's working procedure and issues ICPO to the End seller via Seller's representative.
- II. Seller issues a commercial invoice and ICC Warning letter, and Buyer signs and returns commercial invoice and ICC Warning letter on the due date along with Buyer TSA.
- III. The Seller issues the following PPOP to the buyer for evaluation:
 - a) Statement of Product Availability
 - b) IPA (Injection Programming Agreement).
 - c) Letter of Guarantee
- IV. Upon receipt of the above PPOP Documents, the buyer provides signed IPA (Injection Programming Agreement) with his tank company to engage in injection Programming.
- V. Seller provides the buyer with an Injection program,
 - a) Fresh SGS,
 - b) Certificate Of Origin.
 - c) ATSC (Authority to Sell and Collect)
 - d) Tank Storage Receipt (TSR)
 - e) Injection Report, and ATV (Physical Verification) with Unconditional DTA for Dip Test in the seller tank for product reconfirmation.
- VI. After the successful Dip Test, injections commenced from seller tank to buyer tank
- VII. Buyer makes 100% payment by MT103 TT wire transfer for the total product and Seller pays commission to all intermediaries involved in the transaction within 24 hours after confirmation of the buyer's payment.
- VIII. Seller issues draft SPA to the buyer to review for R&E monthly deliveries.
- IX. Buyer reviews and approves the SPA and issues SBLC/IRDLIC irrevocable, non-transferable, auto revolving for 12 months shipment value, documentary letter of credit for length of contract and for each lift per schedule. Buyer pays after Dip Test by MT103 Wire Transfer one each monthly quantity.
- X. The subsequent delivery shall commence according to the terms and conditions of the contract.
- XI. Seller pays commissions to all intermediaries as per IMFPA/NCNDA 24 hours after receiving payment from the buyer

Transaction procedure with signing of TTTIA (Tank to Tank Injection Agreement) documents:

- I. Buyer accepts seller working procedure and issue ICPO addressed to the seller refinery.
- II. Seller issues commercial invoice (CI), Buyer signs and returns back commercial invoice and tank storage agreement (TSA).
- III. Seller provides buyer with the below listed PPOP.
 - I. Authorization To Verify (ATV)
 - II. Product Passport (product analysis report)
 - III. Irrevocable Commitment Letter to Supplier
 - IV. Statement of Product Availability
 - V. Tank-to-Tank Injection Agreement (TTIA) to be signed by all parties
- XII. Seller provides buyers with SGS report, Injection Report, unconditional DTA.
- XIII. (NCNDA/IMFPA) will be signed, buyer within 24 hours after successful dip test in seller tanks provide tank storage receipt (TSR) seller proceed for Tank-to-Tank injection and provide buyer with the injection report of the product into buyer tanks.
- XIV. Buyer makes payment for total cost of product injected into buyer tanks via MT103,
- XV. Seller transfer title ownership to buyer with all exportation documents required of buyer for the transaction.
- XVI. Upon conclusion of first lift transaction the seller pays all intermediaries involved in the Transaction and proceeds with the signing of contract with Buyer.

FOB FOB FUJAIRAH/ - SINGAPORE (FOB JURONG)

- I. Buyer accepts seller's working procedure and ICPO to the End seller via Seller's representative.
- II. Seller issues a commercial invoice and ICC Warning letter, and Buyer signs and returns commercial invoice and ICC Warning letter.
- III. The Seller issues the following PPOP to the buyer for evaluation:
 - a) Product certification (Kazakh)
 - b) Buyers make \$130,000USD security payment of the total cost of the product Fee prior to immersion testing.
 - c) Letter of Guarantee
- IV. Upon receipt of the above Documents, the buyer provides their proof of payment, upon confirmation of the payment.
- V. Buyer conducts immersion test and takes over seller tanks seller issue to the buyer:
 - a) Certificate Of Origin.
 - b) ATSC (Authority to Sell and Collect)
 - c) Tank Storage Receipt (TSR)
 - d) Title holder transfer agreement and NCNDA/IMFPA between all intermediaries involved for commission payment to be signed by the buyer and seller.

- VI. Buyer makes 100% payment by MT103 TT wire transfer for the total product and Seller issue to buyer Certificate of ownership and all export documents. Seller pays commission to all intermediaries involved in the transaction within 24 hours after confirmation of the buyer's payment.
- VII. Seller issues draft SPA to the buyer to review for R&E monthly deliveries.
- VIII. Buyer reviews and approves the SPA and issues SBLC/IRDLIC irrevocable, non-transferable, auto revolving for 12 months shipment value, documentary letter of credit for length of contract and for each lift per schedule. Buyer pays after Dip Test by MT103 Wire Transfer one each monthly quantity.
- IX. The subsequent delivery shall commence according to the terms and conditions of the contract.
- X. Seller pays commissions to all intermediaries as per IMFPA/NCNDA 24 hours after receiving payment from the buyer.

CIF TERM/COST INSURANCE AND FREIGHT TRANSACTION PROCEDURES /SBLC M760

- I. Buyer issues Purchase Order upon receipt in acceptance of Sellers Soft Offer.
- II. Seller issues Draft Sales and Purchase Agreement Contract and Commercial Invoice for Buyers review and signing.
- III. Buyer signs the Sales and Purchase Agreement Contract and Commercial Invoice and sends it back to the Seller.
- IV. Seller registers and legalizes the signed Sales and Purchase Agreement contract.
- V. Seller sends legalized contract and below Partial POP Documents to Buyer as listed below:
 - a) Commitment to Supply.
 - b) Product Passport
 - c) Statement of Availability of the product.
 - d) Export License.
 - e) Certificate of Origin.
- VI. Buyers issue their Financial Guarantee (SBLC/MT760) to cover the first shipment to Seller's Bank in Seven (7) working days.
- VII. If the Buyer fails to issue SBLC in Seven (7) working days, in alternative Buyer shall make Guarantee Deposit of 5% TT Wire from total value of the Contract to the Sellers fiduciary bank account as performance to secure the allocation which will be deducted from the first shipment.
- VIII. Upon confirmation of Buyers SBLC or Guarantee Deposit of 5% TT Wire to Sellers Bank, Seller will issue 2% Performance Bond, Full POP and Shipping Documents via SWIFT bank to bank as shown below:
 - a) Port Storage Agreement.
 - b) Charter Party Agreement to transport the product to discharge port.
 - c) Offshore Storage Receipt.

- d) SGS Quality and Quantity Certificate.
 - e) Bill of Lading.
 - f) Vessel Questionnaire 88.
 - g) Product Allocation Export Permit
 - h) Allocation Title Ownership Certificate
 - i) Transneft Contract to transport the product to the loading port
- IX. Shipment commences and upon arrival of the vessel tanker at the discharge port, Buyer conducts SGS Inspection and makes operative SBLC/BG/DLC or makes payment for the full shipment via TT Wire or MT103.
- X. Seller pays all intermediaries involved in transaction as per NCNDA/IMFPA within 48 hours

STANDARD BANKING PROCEDURE-CHINA (FOB CHINA)

- I. Buyer issues ICPO, Intention Letter to Purchase Letter, Full CIS along with Buyer's company registration certificate and Bank Confirmation Letter intended to (data and number) and related to the ICPO.
- II. Seller issues commercial invoice of the products in the storage tanks at the port of Jurong, Singapore, Buyer signs and return commercial invoice along with an acceptance letter of commitment to execute transaction.
- III. Seller issues to Buyer the following Partial POP Documents:
 - a) Statement of Product Availability.
 - b) Unconditional Commitment to Supply.
 - c) Notice of Readiness with tank farm details.
 - d) Tank Storage Receipt (TSR).
 - e) Tank Extension Invoice issued to the buyer by the tank farm where the product is stored in China port.
 - f) Total Refund Guarantee Letter.
- IV. Upon confirmation of the above documents by Buyer, buyer makes payment for the tank extension and obtains fresh TSR & secures the Clearance Access Entrance Permit (CAEP), Inspection Permit and Required Accreditation from the Tank Farm Company for Buyer's representatives & Inspection team to be allowed access / entrance into the Storage Facility and conduct/execute the Quality & Quantity (Q&Q) Inspection in Seller's tank by SGS or equivalent (buyer's expense/responsibility).
- V. Seller and Buyer sign the Act of Transfer and Change of Ownership Title Allocation and upon completion Seller issues to Buyer the Change of Ownership Title Allocation and Transaction Allocation Certificate, the Authorization to Sell & Collect (ATSC), Injection Report, Unconditional Dip Test Authorization (DTA) and Fresh SGS Report with Full Export Documents relating to the exportation of the product in buyer's name.
- VI. NCNDA/IMFPA is signed by all intermediaries / agents / mandates involved. Buyer conducts dip tests and reconfirms the Q&Q of the product in the storage tanks. Upon full verification and confirmation of the product, Q&Q, Buyer provides its CPA, Q88 and all vessel details and Seller injects product

into Buyer's vessel. Buyer makes payment by MT103 or T/T wire transfer for the total cost of the product. Seller within 48 hours of confirmation of payment payments all intermediaries involved in the transaction.

- VII. Upon satisfaction and conclusion of the trial liftable transaction by Buyer, both Buyer and Seller sign contract for monthly delivery with rolls and extension.

STANDARD BANKING PROCEDURE (TTO TERMS)

- I. Buyer issues ICPO, Intention Letter to Purchase Letter, Full CIS along with Buyer's company registration certificate and Bank Confirmation Letter intended to (data and number) and related to the ICPO.
- II. Seller issues Takeover of Contract MOU to buyer along with the NCNDA/IMFPA for all parties/intermediaries to sign, buyer signs and returns the Takeover of Contract MOU with an official acceptance letter to execute the transaction along with the NCNDA/IMFPA signed by all parties/intermediaries involved.
- III. Seller legalizes the Takeover of Contract MOU and within 48hrs release copies to the buyer with the PPOP/Shipping Documents:
 - a) Bill of lading
 - b) Vessel tanker details Q88
 - c) Cargo manifest
 - d) Product Passport (Analysis Test Report)
 - e) 2% payment invoice
- IV. Upon receipt of the above documents by the buyer, buyer verifies product availability/vessel positioning via the vessel master/captain and shipping company; buyer within 48hrs makes 5%-part payment of the onboard product quantity as transaction commitment and security guarantee deposit/payment via T/T-MT103 to seller's nominated fiduciary bank abroad. (Note: the 2%-part payment will be deducted from the product total value).
- V. Upon receipt confirmation of the above payment, seller issues the act of transfer / change of ownership title documents, loading port SGS test report, Product approval to export certificate, Product export license certificate, Authorization to board the vessel (ATB) and Dip test authorization (DTA) and all shipping documents will be re-issued in buyer's name and vessel will be sent/rerouted to the buyer's discharge port.
- VI. Upon arrival of the vessel at discharge port and on successful discharge port SGS or equivalent inspection, buyer pays 95% balance payment of the total product value via T/T-MT103.
- VII. Seller pays commission to all parties stipulated in the signed NCNDA/IMFPA within 72 hours.

STANDARD OPERATING PROCEDURES (SOP) (TANK TO VESSEL) RNCCL

- I. Buyer issues ICPO along with Buyer's company certificate of registration, Intention to Purchase Letter, Full CIS and BCL related to the ICPO.
- II. Seller issues commercial invoices, Buyer signs and return commercial invoice along with an acceptance letter of commitment to execute transaction.
- III. The seller provides the Buyer with the below POP Documents via email:
 - a) Tank Storage Receipt (TSR) with verifiable Bar code.
 - b) Tank Extension Invoice.
 - c) Statement of Product Availability in Storage Tank.
- IV. Buyer makes payment and extends Seller's tank (within two-three days after receiving the invoice from Tank Farm) and obtains new TSR & secures their Clearance Access Entrance Permit (CAEP), Inspection Permit and Required Accreditation from the Tank Farm Company for Buyer's representatives & Inspection team to have access and gain entrance to the Tank Farm Storage Terminal and schedule appointment to perform Dip Test on the stored product in Seller's rented/leased ex-shored tanks. (Buyer's responsibility).
- V. Upon completion of the above, Seller issues to Buyer Change of Ownership Title & Allocation and Transaction Allocation Certificate, the ATV with Physical Verification, Unconditional Dip Test Authorization (DTA) with full details of Tank operator and Tank Coordination and sends to Buyer the Authorization to Sell & Collect (ATSC). The buyer conducts a dip test and confirms the Q&Q of the product in the storage tanks. Upon successful dip test, Buyer sends their Charter Party Agreement (CPA) and Vessel's Q88 and Seller injects the product Into Buyer's exit Vessel.
- VI. Buyer makes payment by MT103 or T/T wire transfer for the total product available, Seller releases to the Buyer all relevant Documents relating to the exportation of the product.
- VII. The seller pays all intermediaries involved in the transaction.

END OF SCO.

Please issue ICPO to:

Kindly ask us for NAME of Seller if Buyer is ready to issue the ICPO as required by Seller.

IMPORTANT PROVISIONS OF THIS SCO: Grammatical mistake or typographical error if there is any present in this SCO shall not be considered as a contradiction.

Non-Circumvention and Non-Disclosure: Any Mandate, Facilitator, Agent, Representative, Intermediary or Broker representing the Buyer or Seller and/or their affiliates and assigns by receiving this SCO, ICPO, CI, PPOP and other documents relating to this transaction shall not in any manner, solicit and/or accept any business from sources that have been made available by and through the parties hereto, nor in any manner shall access, solicit and/or conduct any transaction with such said sources, without specific permission of the party who made such said sources available. And the parties irrevocably agree that they shall



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not disclose or otherwise reveal directly or indirectly to a third party any confidential information provided by one party to the other without prior specific written consent of the party(s) providing such information. Emphasis to this Soft Corporate Offer: We reserve the rights to verify if the allocation offered hereto is available before any of our esteemed Buyer's issue ICPO to the Seller.

NOTES:

We are acting as Sales Facilitators for our esteemed Seller representing Russian Refineries. We are not Re-seller and are not Title Holder of the Products offered hereto.

Payment Terms: MT103, TT wire transfer.

Any Buyer Mandate, Facilitator, Agent, Representative, Intermediary or Broker (who has no signed NCNDA with us) requesting to receive and/or to know the name and details of our Seller must first sign a standard NCNDA issued by the ICC that protects both sides;

No information on past performances from the Seller is issued to any third party as it violates the Confidentiality Agreement signed between Seller and Buyers.

If ICPO is to issue the Buyer should copy the Procedures of Seller in full without deviation and without change as any change will render ICPO unacceptable to Seller.

LIMITED LIABILITY COMPANY "ZERE ECO RESORT"

By: Tashmetov Kanat Khamashevich

Title: Director

Date: January 4, 2025

Signature:



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