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## SOFT CORPORATE OFFER

We, LLC "GAZPROMNEFT-ORENBURG" with full corporate authority do hereby warrant and issue this soft offer, under penalty of perjury, and assuming any and all financial and/or legal liabilities that may arise from any misrepresentations and being subject to any and all relevant applicable damages, we are ready/willing to execute a Full Corporate Offer and then straight after a Sales and Purchase Agreement with the End Buyer, for the following product information's

### ORIGIN: KAZAKHSTAN

Incoterms: fob/cif/tto

Discharge port: any safe ports

Payment terms: irrevocable lc, t/t telegraphic transfer, bg or sbic, mt103.

Inspection: sgs, ciq or similar

Commission: seller's side 50% /buyer's side 50%

### PRODUCTS

#### PRODUCT: DIESEL FUEL EN590

Monthly Quantity 50,000 MT - 800,000MT (+/- 5%) x 12

FOB Price \$390 USD gross/\$380 USD net per MT

CIF Price \$400 USD gross/\$390USD net per MT

Commission: \$5/\$5

#### PRODUCT: AVIATION Kerosine FUEL

Monthly Shipment 500,000 bbls- 8,000,000 bbls

Fob Price \$78 USD gross/\$74 USD net per bbl

CIF Price \$82 USD gross/\$78 USD net per bbl

Commission: \$2/\$2

#### PRODUCT: D2 GAS OIL GOST 305-82

Monthly Quantity 50,000 MT - 1,000,000 MT

Fob Price \$380USD gross/\$370 USD net per MT

CIF Price \$390USD gross/\$380 USD net per MT

Commission: \$5/\$5

#### PRODUCT: DIESEL D6 VIRGIN LOW POUR FUEL OIL

Monthly Quantity 100,000 gallons - 1,000,000,000 gallons (+/- 5%) x 12

FIB: Price \$ 0.7/\$0.5per gallon

CIF Price \$ 0.5/\$0.4 per gallon

Commission: \$0.2/\$0.2

#### PRODUCT: JET FUELJET-A1/ TS-1

Monthly Shipment 500,000 bbls- 8,000,000 bbls

Fob Price \$80 USD gross/\$76 USD net per bbl

CIF Price \$84 USD gross/\$80 USD net per bbl

Commission: \$2/\$2.

**PRODUCT: MAZUT M100 GOST-10585-99**

Monthly Quantity 50,000 MT - 500,000MT  
FOB Price \$360USD gross/350 USD net per MT  
CIF Price \$370USD gross/360 USD net per MT  
Commission: \$5/\$5

**PRODUCT: LIQUEFIED NATURAL GAZ & LIQUEFIED PETROLUUM GAZ**

Monthly Quantity 50,000 MT - 1,000,000 MT  
Fob Price \$400 USD gross/\$390 USD net per MT  
CIF Price \$410 USD gross/\$400 USD net per  
Commission: \$5/\$5

**PRODUCT: REBCO GOST 9965-76/REBCO GOST51858-2002**

Monthly Shipment 500,000 bbls- 8,000,000 bbls  
Fob Price \$110 USD gross/\$105 USD net per bbl  
CIF Price \$122 USD gross/\$112 USD net per bbl  
Commission: \$2/\$2.

**PRODUCT: ESPO Blend Crude Oil GOST R 51858-2002**

Monthly Shipment 500,000 bbls- 8,000,000 bbls  
Fob Price \$60 USD gross/\$55 USD net per bbl  
CIF Price \$75 USD gross/\$65 USD net per bbl  
Commission: \$2/\$2

**PRODUCT: LIGHT CRUDE OIL**

Monthly Quantity 50,000 MT - 800,000MT  
FOB Price \$410 USD gross/\$400 USD net per MT  
CIF Price \$420 USD gross/\$410 USD net per MT  
Commission: \$5/\$5

**PRODUCT: AUTOMOTIVE GAS OIL**

Monthly Quantity 50,000 MT - 1,000,000 MT  
Fob Price \$370 USD gross/\$380 USD net per MT  
CIF Price \$390 USD gross/\$380 USD net per MT  
Commission: \$5/\$5

**PRODUCT: PETROLEUM COKE**

Monthly Quantity 50,000 MT - 300,000MT  
Fob Price \$280 USD gross/\$270 USD net per MT  
CIF Price \$290 USD gross/\$280 USD net per MT  
Commission: \$5/\$5

**PRODUCT: UREA/DAP**

Monthly Quantity 50,000 MT - 300,000MT  
Fob Price \$350 USD gross/\$340 USD net per MT  
CIF Price \$360 USD gross/\$350 USD net per MT  
Commission: \$5/\$5

## **PRODUCT: BITUMEN 60/70**

Monthly Quantity 50,000 MT - 300,000MT

Fob Price \$360 USD gross/\$350 USD net per MT

CIF Price \$370 USD gross/\$360 USD net per MT

Commission: \$5/\$5

Inspection: sgs for quality & quantity test report.

Commission per bbl: seller side & buyer side - \$ 3.00 usd per barrel.

Commission per mt: seller's side - \$5.00 & buyer's side - \$5.00 usd per mt.

Commission per gal: seller side & buyer side - \$ 0.04 usd per gallon.

## **TRANSACTION FOB PROCEDURE**

1. Buyer issues ICPO, and company registration certificate and data page of buyer's Passport or any I.D with his official TSA for Seller verification and approval.

2. Seller issues Commercial Invoice (CI)

3. Buyer sign Commercial invoice and return along with NCNDA/IMFPA to seller within 48 hours.

4. Buyer leases and take responsibility to pays his/her tank for 3 days first and Seller does pay the remaining 3 days to Tank Farm Company introduced by Buyer, after confirmation from the both side buyer tank payment, Seller Company set up for Injection Program Process with buyer tank storage company.

5. Seller issues to Buyer the below documents;

- TSA
- Registration Certificate
- Statement Of Product Availability
- TSR with GPS Coordinate-Tank Storage
- Attestation To Verify.
- SGS report (not less than 48hrs)
- Injection Report
- Commitment to supply,
- Authorization to sell and collect (ATSC)
- Allocation Certificate

6. Seller issues UDTA within 3 working days to Buyer and Buyer conducts Dip test on the product and makes the payment for the total value of product injected into the tanks through the means of MT103/TT.

7. Seller pays all intermediaries involved in the transaction as per (NCNDA/IMFPA) within 48 hours, and subsequently monthly shipment contract continues as per terms and conditions of the sales and purchase agreement contract between buyer and seller.

8. Seller Pays commission to all intermediary involved as per signed NCNDA IMFPA.

## **STANDARD PROCEDURE FOB TRANSACTION**

1. Buyer issues ICPO in line with seller procedure, with banking details along with Tank Storage Agreement (TSA) as proof of storage tank availability.

2. Seller issues Commercial Invoice (CI), for the available quantity, buyer signs and returns to seller within its validity.

3. Seller issues ATV draft copy form to buyer to be forwarded to his/her tank farm company to issue official ATV with tank farm letter-head to seller for refinery Certification and assurance that buyer have available tank to receive product

4. Seller proceeds to verify the buyers TSA to insure seller approval of the agreement.

5. Seller issues partial POP documents as below and sends to the buyer

- a. Commitment to supply
- b. Certificate of origin.
- c. Authorization to Verify
- d. Inspection Schedule.
- e. Authorization to sell and Collect (ASTC).
- f. Fresh updated SGS report (48hours).
- g. Injection/Q&Q Report.
- h. Tank Storage Receipt (TSR) with Tank number, GPS coordinates and tank location.
- i. Unconditional Dip Test Authorization (DTA).
- j. Authorization to Verify (ATV) Physical Verification.
- k. Certificate of origin.

6. (NCNDA/IMFPA) will be signed, the Fee, shall be paid by the Seller and Buyer respectively. Page 2 of 5

7. Buyer within 48 hours, following receipt of dip test in seller tanks, provides tank storage receipt. Seller proceeds for Tank-to-Tank injection and provides the buyer with the injection report of the product into buyer tanks.

8. Buyer makes the payment for a total cost of product injected into buyer tanks, via MT103 against Final commercial invoice, Seller transfer title ownership to the buyer, with all exportation documents required of buyer for the transaction.

9. Upon conclusion of first lift transaction, Seller pays all intermediaries on the seller side and Buyer pays all intermediaries on the buyer side involved in the transaction, assigned (NCNDA/IMFPA) to the beneficiaries.

10. Seller issues Final Agreement to Buyer Company to review Contract for 12 – Months (R/E) Monthly Deliveries. Buyer pays after successful Dip - Test, by MT103 Wire Transfer on each Monthly Delivery.

11. Seller pays commissions to Seller's Side Intermediaries, and Buyer pays commission to Buyer Side, Intermediaries, via MT103 according to monthly deliveries. Buyer pays after successful Dip - Test, by MT103 Wire Transfer on each Monthly Delivery.

10. Seller pays commissions to Seller's Side Intermediaries, and Buyer pays commission to Buyer Side, Intermediaries, via MT103 according to Monthly Delivery

#### TTO TRANSACTION PROCEDURE

1. Buyer issues ICPO according to the seller's working procedure along with buyer's company certificate of registration or profile with copy of buyer's passport.

2. Seller issues the Title Take-Over Contract (TTO/MOU) addendum for review and endorsement by all parties.

3. Seller issues Proof of Product and Shipping documents as listed below;

- ❖ Product quality passport (Analysis test Report)
- ❖ Certificate of Origin
- ❖ Bill of Lading
- ❖ Vessel Q88
- ❖ NOR
- ❖ Ulage Report
- ❖ Cargo Manifest
- ❖ Invoice For Title Transfer

4. Upon the receipt of the documents, buyer verifies the availability of the product on high sea and immediately makes

Option 1. - 2% security guarantee payment full by MT 103.T/T the security payment shall be relisted when the cargo arrives to the first destination

5. Upon seller receipt of the title takeover payment, seller orders for re-route to buyer's desired port, transfers the title to the potential buyer's company's name and also re-issue all other outstanding documents to the potential buyer's company's and via swift from seller bank the full prove of product.

6. Vessel arrives the discharge port and buyer carries out the CIQ/SGS inspection and upon a successful inspection, buyer pays by MT103 T/T for the full product to the seller.

#### TRANSACTION PROCEDURES FOR CIF – ASWP & PAYMENT TERM

1. Buyer issues LOI/ICPO must be with buyer company letterhead.
2. Seller issues Draft Contract (open for any amendments) to Buyer. Buyer signs, seals and returns the Draft Contract to seller for final endorsement. Seller gives Partial proof of products.
  - a. Seller Irrevocable Commitment to Supply
  - b. Statement of availability of product
  - c. Certificate of origin - Ministry Certificate
  - d. Commercial invoice for the first value shipment
  - e. Allocation Certificate – Ministry Certificate
  - f. ATSC – Authorization to Sell & Collect
  - g. Commercial Invoice for the First shipment
3. Buyer issues the Financial Guarantee as pre advice (SBLC MT760) to cover the first shipment to Seller's Bank according as per the Seller Verbiage in seven (7) bank working days. Upon the buyer (SBLC MT760) seller will issue 2%Performance Bond (PB) to buyer bank within 7 days.
4. Within 7 banking days, If buyer fails to issue payment instrument, Buyer will make cash deposit of \$223,000 USD by TT wire transfer for security guarantee to enable seller charter vessel and commence shipment, and this payment will be deducted from the total cost of product after inspection at discharge port, or legal action will be taken against buyer for default
5. Seller's Bank issues the following Full POP Documents to the Buyer's Bank alongside with 2% Performance Bond (PB2%).
  - i. Copy of license to export, issued by the department of the Ministry of Energy, Kazakhstan.
  - ii. Copy of Approval to Export, issued by the Ministry of Justice, Kazakhstan.
  - iii. Copy of statement of availability of the product.
  - iv. Copy of the refinery commitment to produce the product.
  - v. Copy of Transnet contract to transport the product to the loading port.
  - vi. Copy of Transnet contract to transport the product to the loading port.
  - vii. Copy of the port storage agreement.
  - viii. Copy of the charter party agreement to transport the product to Discharge port.
  - ix. Copy of Vessel Questionnaire 88.
  - x. Copy of Bill of Lading.
  - xi. SGS Report at loading port.
  - xii. Dip test Authorization (DTA) & ATB
  - xiii. NOR /ETA Certificate of Ownership Transfer Allocation Transaction Passport Code Certificate (ATPCC) by Ministry of Energy.
6. Upon receipt of FULL POP Buyer provides seller with logistic (TSR or vessel Q88) facility coordinates and necessary requirements to enable Buyer's SGS/CIQ conduct Dip Test upon vessel arrival at discharge port.
7. Seller issues to Buyer Full DTA for immediate proceeding of inspection by Buyer's SGS/CIQ Agent injection commence to the buyer's logistics.
8. Seller's Bank issuing Full Proof of Product (FULL POP/CURRENT DATED SGS REPORT) Buyer's bank pays the 100% of Total value of the product in Buyer's logistics by wire transfer MT103 in accordance with the Seller's invoice and SGS/CIQ inspection report.
9. Upon confirmation of the payment, Seller issues to the Buyer the title of ownership and all Exporting documents
10. Seller Pays commission to all intermediary involved as per signed NCNDA IMFPA

### CIF TRANSACTION PROCEDURE

1. Buyer issues ICPO with this procedure incorporated on the ICPO along with Buyer's company registration certificate.
2. Seller Issues Sale & Purchase Agreement (SPA), and ICC warning letter Buyer review, amend (if necessary), signs and return the SPA in WORD format to Seller within 3 banking days. Seller sends final SPA to Buyer in PDF format; Buyer confirms final SPA and issues letter of acceptance of the final SPA.
3. Seller issues to Buyer via email the following transaction documents:
  - a. Commitment to supply
  - b. Statement of product availability
  - c. Product Passport
  - d. ATSC,Buyer confirms the receipt of the documents by mail and issue confirmation letter within 24hrs.
4. Seller makes arrangement for the chartered freight with a renowned shipping company for the transportation of the product to buyer designated discharge port, both Seller and Buyer sign the Charter Party Agreement (CPA) together with the shipping company (A three-party CPA) this is applicable only for 1st shipment (Seller & Buyer). Pays CPA cost 50/50 via T/T wire transfer directly to the shipping company. (The fee would be deducted when the Buyer is paying for the total product cost).
5. After completion of the above, Seller issues to Buyer product title transfer agreement, Buyer signs, and returns. Seller legalizes the joint Contract with the authorities in charge and sends to the buyer the legalized contract, the certificate of product title transfer, and then proceeds with the port & custom clearance of product and all internal routines operations accordingly.
6. Upon completion of the above and confirmation of this export approval by the Authority to Seller with the endorsement of the Charter Party Agreement (CPA) and the Shipping Schedule by the Port Authority to enable Seller to release the below Proof of Product Documents:
  - a. License Export
  - b. Product Allocation Certificate
  - c. Allocation Title Transfer Certificate
  - d. Export Approval
  - e. Legalized Charter Party Agreement (CPA) with the Loading Port Authority.
  - f. Injection Report
  - g. Tank Receipt
  - h. Dip Test Authorization
7. Seller issues the commercial invoice and sends to Buyer for Seller to lodge and activate a 2% PB (Performance Bond/Performance Guarantee) in the favor of the Buyer. If Seller fails to supply the cargo/shipment of the product to the Buyer this 2% Performance Bond will be paid/forfeited to the Buyer.
8. The product SGS inspection charges will be borne by the Seller at the loading port. Seller invites buyer for visitation to witness the final inspection and TTM for negotiation of the future transaction (Optional to Buyer). Seller signs NCNDA/IMFPA between all intermediaries involved with the notarized copy sent to Seller's bank.
9. Loading & Shipment of the product commences as per schedule. Upon Vessel's arrival and finalization of SGS at the destination port, Buyer make payment via swift MT103 transfer within 3 to 5 banking days to sellers fiduciary account for total shipment value after discharge of product at destination port and receipt of the entire relevant shipping and export documents. Seller within 48 hours pays the intermediaries involved according to signed & notarized IMFPA

### DIP AND PAY/TANK TO VESSEL OR TANK (SELLER TANK EXTENSION)

1. Buyer issues official icpo addressed to the refinery or representative.
2. Seller issues commercial invoice (ci), buyer signs and returns the signed invoice to the seller.
3. Seller issues to the buyer the partial proof of product documents:
  - i. Atsc – authority to sell and collect
  - ii. Product passport
  - iii. Statement of product availability
  - iv. Commitment letter to supply
  - v. Atv – authority to verify

4. Buyer extends the seller's tank in order to receives full gps coordinates of the tanks, hub numbers, terminal access permi
5. Seller issues dta – dip test authorization and dip test is conducted immediately with buyer's team to obtain fresh sgs report.
6. After a successful dip test in seller's tanks, buyer takes over seller's tank or seller injects into buyer's vessel / tank
7. Buyer after a successful q & q dip test on the product, the buyer makes the payment for the total value of the product injected into the tanks through the means of mti03 - tt.
8. Upon seller receives the payment for the product from the buyer, the seller issues to the buyer the title ownership of the product and all exporting documents of the product.
9. The seller pays all intermediaries involved in the transaction

Best Regards

Mr. YURY IVANOVICH SOLOVYOV

(General Director)

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