

PETRO-IMPORT, TOO



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Karaganda region, Karaganda city,
Karaganda, R.A. Them. Kazybek
Bi, district named after Kazybek Bi,
Molokova street, 112

ISSUE DATE: AUG 2024

VALID TILL: OCT 2024

BIN: 120640019175

Recipient: To: **END BUYER OR MANDATE**

SOFT CORPORATE OFFER

We, **PETRO IMPORT, TOO**, on behalf of the Sellers and Refineries Company, with full corporate and legal responsibility, under penalty of perjury, hereby issue this **Soft Offer** with confirmation that our refineries are ready, willing, and able to supply the following products of **Kazakhstan origin**:

Jet Fuel JP54

- CIF ASWP: Gross \$70 / Net \$66
- FOB: Gross \$66 / Net \$62
- Quantity: Min 1,000,000 BBL / Max 10,000,000 BBL
- Commission: \$2 / \$2

Jet Fuel JPA1

- CIF ASWP: Gross \$70 / Net \$66
- FOB: Gross \$66 / Net \$62
- Quantity: Min 1,000,000 BBL / Max 10,000,000 BBL
- Commission: \$2 / \$2

Urea Fertilizer 46% Nitrogen (Prilled/Granular)

- CIF ASWP: Gross \$380 / Net \$370
- FOB: Gross \$370 / Net \$360
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

Pet_Coke

- CIF ASWP: Gross \$75 / Net \$70
- FOB: Gross \$70 / Net \$65
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

Jet Fuel Aviation Kerosene (Colonial Grade)

- CIF ASWP: Gross \$70 / Net \$66
- FOB: Gross \$66 / Net \$62
- Quantity: Min 1,000,000 BBL / Max 10,000,000 BBL
- Commission: \$1 / \$1

Mazut 100 GOST 10585-75

- CIF: Gross \$360 / Net \$350
- FOB: Gross \$350 / Net \$340
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

ESPO

- CIF: Gross \$68 / Net \$64
- FOB: Gross \$64 / Net \$60
- Quantity: Min 1,000,000 BBL / Max 10,000,000 BBL
- Commission: \$2 / \$2

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Light Cycle Oil

- CIF: Gross \$380 / Net \$370
- FOB: Gross \$370 / Net \$360
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

REBCO GOST 9965-76

- CIF ASWP: Gross \$58 / Net \$54
- FOB: Gross \$54 / Net \$50
- Quantity: Min 1,000,000 BBL / Max 10,000,000 BBL
- Commission: \$2 / \$2

LPG (Liquefied Petroleum Gas) GOST 20448-90

- CIF ASWP: Gross \$230 / Net \$320
- FOB: Gross \$320 / Net \$310
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

BLCO

- CIF ASWP: Gross \$34 / Net \$32
- FOB: Gross \$32 / Net \$30
- Quantity: Min 1,000,000 BBL / Max 10,000,000 BBL
- Commission: \$2 / \$2

WTI

- CIF ASWP: Gross \$310 / Net \$300
- FOB: Gross \$300 / Net \$290
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

Liquefied Natural Gas (LNG)

- CIF ASWP: Gross \$320 / Net \$310
- FOB: Gross \$310 / Net \$300
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

Base Oil SN 150

- CIF ASWP: Gross \$290 / Net \$280
- FOB: Gross \$280 / Net \$270
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

Virgin Fuel Oil D6

- CIF ASWP: Gross \$0.99 / Net \$0.93
- FOB: Gross \$0.93 / Net \$0.87
- Quantity: Min 50,000,000 Gallons / Max 500,000,000 Gallons
- Commission: \$0.03 / \$0.03

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Diesel D2 Oil GOST 305-82

- CIF ASWP: Gross \$320 / Net \$310
- FOB: Gross \$310 / Net \$300
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

Bitumen Grade 60/70

- CIF ASWP: Gross \$300 / Net \$290
- FOB: Gross \$290 / Net \$280
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

AGO

- CIF ASWP: Gross \$270 / Net \$260
- FOB: Gross \$260 / Net \$250
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

Gasoline (89-95 Octane)

- CIF ASWP: Gross \$310 / Net \$300
- FOB: Gross \$300 / Net \$290
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

EN 590

- CIF ASWP: Gross \$370 / Net \$360
- FOB: Gross \$360 / Net \$350
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

Base Oil SN 40

- CIF ASWP: Gross \$220 / Net \$210
- FOB: Gross \$210 / Net \$200
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

Heavy Fuel Oil (HFO)

- CIF ASWP: Gross \$200 / Net \$190
- FOB: Gross \$190 / Net \$180
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

CST-180 Fuel Oil

- CIF ASWP: Gross \$300 / Net \$290
- FOB: Gross \$290 / Net \$280
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5
-

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CST-280 & 380 Fuel Oil

- CIF ASWP: Gross \$320 / Net \$310
- FOB: Gross \$310 / Net \$300
- Quantity: Min 50,000 MT / Max 500,000 MT
- Commission: \$5 / \$5

TERMS AND CONDITIONS

Origin: Kazakhstan

Markups: Reserved for Registered Seller Mandates, not exceeding \$10.00 per barrel/metric ton.

Inspection: To be conducted by SGS, CCIC, CIQ, or a similar inspection agency at the seller's expense.

Proof of Product (PoP): Hard copies will be issued to the End Buyer once the transaction is initiated.

Trial Shipments: Mandatory for all new clients.

Payment Terms: Payment via MT700 Documentary Letter of Credit or Swift MT103.

Commissions: All commissions will be shared equally between the buyer side and seller side.

PROCEDURES FOR FOB, CIF, TTO, AND OTHER TRANSACTION TYPES

FOB Transaction Procedure (Spot, CI, Dip+Pay) Rotterdam and Kazakhstan Ports

1. **ICPO Submission:** Buyer sends ICPO after receiving the Seller's Soft Corporate Offer.
2. **Commercial Invoice (CI):** Seller issues the CI for the available quantity. Buyer signs and returns it along with TSA and NCNDA/IMFPA (commission structure included).
3. **Dip Test Authorization (DTA):** Seller issues the DTA, which is signed by all parties, including the Buyer's tank farm.
4. **Seller Documentation:** Upon the signing of the DTA, the Seller provides:
 - Fresh SGS Report
 - Tank Receipt
 - Injection Report
 - Certificate of Origin
 - Refinery Reservoir Receipt
5. **Buyer Dip Test:** Buyer orders an SGS dip test at their own expense. Upon a successful dip test, Buyer provides vessel/tank details. Seller submits the SGS Report and the full Proof of Product (POP) to the Buyer.
6. **Payment:** Buyer makes 100% payment via MT103 TT wire transfer. The Seller then pays all intermediaries involved within 24 hours after receiving the payment confirmation.

FOB Transaction Procedure (B):

1. **ICPO Submission:** Buyer accepts Seller's working procedure and issues an ICPO addressed to the Seller refinery.
2. **Commercial Invoice (CI):** Seller issues a Commercial Invoice (CI). The Buyer signs and returns with Tank Storage Agreement (TSA).
3. **Preliminary Proof of Product (PPOP):** Seller provides Buyer with the following documents:
 - Authorization to Verify (ATV)
 - Product Passport (Product Analysis Report)

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- Irrevocable Commitment Letter to Supplier
 - Tank Storage Receipt (TSR)
 - Tank-to-Tank Injection Agreement (TTTIA) to be signed by Buyer's tank farm.
4. **NCNDA/IMFPA Agreement:** The Non-Circumvention, Non-Disclosure & International Master Fee Protection Agreement (NCNDA/IMFPA) is signed by all parties.
 5. **Dip Test & Tank Storage Receipt (TSR):** Within 24 hours after a successful dip test in Seller's tanks, the Buyer provides the Tank Storage Receipt (TSR).
 6. **Tank-to-Tank Injection:** Seller proceeds with the Tank-to-Tank injection and provides the Buyer with the injection report, confirming the product has been transferred into the Buyer's tanks.
 7. **Payment:** Buyer makes full payment for the product via MT103 wire transfer. Seller transfers title ownership to Buyer and provides all required export documents.
 8. **Commission & Contract:** After the first lift transaction, Seller pays all intermediaries involved and proceeds with signing the long-term contract with Buyer.

Non-Negotiable CIF Procedures (A):

1. **ICPO Submission:**
Buyer issues an Irrevocable Corporate Purchase Order (ICPO) on their company letterhead, including full buyer banking details.
2. **Draft Contract:**
Seller provides a Draft Contract (open for amendments). Buyer signs, seals, and returns the Draft Contract to Seller for final endorsement. Upon finalization, the Seller provides partial Proof of Product (POP) documents:
 - (A) Refinery Commitment to Supply
 - (B) Certificate of Origin
 - (C) Statement of Availability of the Product
 - (D) Product Quality Passport (Analysis Test Report) as per Kazakhstan Standard GOST R.
3. **Payment Instrument:**
Within 5 banking days, the Buyer's bank sends a Transferable Irrevocable Operative Standby Letter of Credit (SBLC) via MT760 or Documentary Letter of Credit (DLC) via MT700 to the Seller's nominated offshore fiduciary bank account for the first month's shipment.
 - If the Buyer fails to issue the payment instrument within 5 banking days, the Buyer must make a cash deposit of 5% via TT wire transfer as a security guarantee, enabling the Seller to charter the vessel and commence shipment. This 5% deposit will be deducted from the total product cost after inspection at the discharge port.
 - Once the payment instrument is received, the Seller's Bank issues full Proof of Product (POP) documents along with a 2% Performance Bond (PB) to the Buyer's Bank, including:
 - a) Copy of export license from the Ministry of Energy, Kazakhstan Federation.
 - b) Copy of export approval from the Ministry of Justice, Kazakhstan Federation.
 - c) Statement of availability of the product.
 - d) Refinery commitment to produce the product.
 - e) Transnet contract to transport the product to the loading port.
 - f) Port storage agreement.
 - g) Charter party agreement for transport to the discharge port.
 - h) Vessel Questionnaire 88.
 - i) Bill of Lading.
 - j) SGS Report from the loading port.
 - k) Dip Test Authorization (DTA) & Authority to Board (ATB).
 - l) Notice of Readiness (NOR) and Estimated Time of Arrival (ETA).
 - m) Certificate of Ownership Transfer.
 - n) Allocation Transaction Passport Code Certificate (ATPCC) from the Ministry of Energy.

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4. **Shipment:**

Shipment begins according to the signed contract delivery schedule, with the product arriving at the Buyer's discharge port within 5-25 days.

- The Seller bears the cost of SGS inspection at the loading seaport, while the Buyer bears the cost of SGS/CIQ inspection at the discharge port.

5. **Payment:**

Buyer releases payment to the Seller via TT/MT103 upon receipt of the shipping documents and confirmation of Quantity and Quality (Q&Q) by SGS/CIQ at the destination port.

6. **Commissions:**

Seller pays commissions to all intermediaries within 48 hours of the Buyer's payment, as per the signed NCNDA/IMFPA, via Swift MT103.

Transaction Procedure for CIF (B):

1. **ICPO Issuance:**

Buyer issues an Irrevocable Corporate Purchase Order (ICPO) to the Seller.

2. **Draft Contract (SPA):**

Seller issues a Sales and Purchase Agreement (SPA) for both parties to review, sign, and endorse.

3. **Seller Provides Initial Documents:**

After endorsement, the Seller issues the following documents to the Buyer:

- **(a) Confirmation / Commitment Letter to Supply**
- **(b) Tank Receipt**
- **(c) Certificate of Origin of the Product**
- **(d) Statement of Availability of the Product in Reservoir**
- **(e) Product Passport (quality analysis report)**

4. **Logistics Arrangement:**

The Buyer and Seller jointly secure the logistics for transporting the petroleum product to the Buyer's destination port. The cost of logistics will be split equally (50/50) between both parties, with each party responsible for their own share via T/T wire transfer.

- **Note:** The Buyer will participate in securing logistics for transportation to their destination/discharge port.

5. **Loading and Proof of Product Documents:**

Once logistics have been finalized, the Seller commences loading the petroleum product into the vessel tanker (provided by either the Buyer or Seller) and provides the following Proof of Product (POP) and shipment documents to the Buyer:

- **Bill of Lading and Vessel Details (Q88)**
- **Dip Test Report for Quality and Quantity of the product by SGS, Saybolt, Intertek, or a similar**
- **Certificate of Conformity of the Product**
- **Certificate of Origin issued by the Chamber of Commerce**

6. **Payment Guarantee:**

Upon receipt of the POP and shipment documents, the Buyer issues a Documentary Letter of Credit (DLC) via MT700 or a Standby Letter of Credit (SBLC) via MT760 to guarantee payment for the product. The Seller issues a 2% Performance Bond (PB).

7. **Shipment and Final Payment:**

Shipment commences as per the agreed delivery schedule. After the product arrives at the Buyer's discharge port and the CIQ inspection is completed, the Buyer releases the final payment via MT103 or T/T for the total cost of the product. The Ship Captain will hand over all export documents and the Certificate of Ownership to the Buyer upon payment completion.

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Approved and Non-Negotiable TTO Procedure

1. ICPO Issuance:

Buyer issues an Irrevocable Corporate Purchase Order (ICPO) specifying the exact quantity and details, accompanied by a sanitized Memorandum of Understanding (MOU).

2. MOU Issuance:

Seller provides the original MOU to the Buyer.

3. MOU Signing:

The Buyer countersigns the MOU and returns it to the Seller. Upon receipt of the countersigned MOU, the Seller sends the following documents to the Buyer:

- **Certificate of Origin**
- **Statement of Product Availability**
- **Product Passport (Quality and Quantity Dip Test Analysis Report)**
- **Bill of Lading**
- **Vessel's Q88 Form**
- **Vessel Details**
- **Ullage Report**
- **Tanker Cargo Manifest**
- **Invoice for Tanker Takeover Fee**

4. Verification and Payment:

Upon receiving the above documents, the Buyer verifies the product's availability while on the high seas. The Buyer then makes the **Tanker Takeover/Transaction Guarantee Payment** of **\$550,000.00 USD** within 48 hours. This amount will be deducted from the total cost of the product.

5. Title Transfer:

After receiving the Tanker Takeover Payment, the Seller transfers the ownership title of the tanker and product to the Buyer's company name. The Seller reissues all relevant documents with the Buyer's company name and sends them via SWIFT from the Seller's bank to the Buyer's bank as proof of the product.

6. Arrival and Inspection:

The vessel arrives at the discharge port, and the Buyer conducts a CIQ/SGS inspection of the product.

7. Final Payment:

Upon successful inspection, the Buyer releases the remaining payment via MT103 T/T for the full product value, finalizing the transaction.

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SIGN/SEAL



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