



Wind Private Finance Initiative
LLC



Ministry of Natural Resources
and Environmental Protection
of the Republic of Belarus

The Project
“Removing Barriers to Wind Power Development in Belarus”

Regulations
on the conduct of electronic trading for the sale of pre-investment assets to the
investor

Minsk, 2019

I APPROVE
Wind Private Finance Initiative
LLC Director
Pavel Yatsko
2019



Regulations on electronic trading for the sale of pre-investment assets to the investor

1.1. The Regulations on electronic trading for the sale of pre-investment assets to the investor (hereinafter – the Regulations) was developed for the implementation of the international technical assistance project “Removing Barriers to Wind Power Development in Belarus” (hereinafter – the Project), approved by the Decree of the Council of Ministers of December 18, 2014 № 1189 “On approval of international technical assistance projects”.

1.2. Pre-investment assets are created by the Wind Private Finance Initiative Limited Liability Company (hereinafter – Wind Private Finance Initiative LLC) for their sale to investors.

1.3. The sale of the pre-investment asset is carried out by Wind Private Finance Initiative LLC on the electronic trading platform of Belarusian Universal Commodity Exchange OJSC.

1.4. This Regulation is set out in Russian and English. In case of discrepancies between the Russian and English versions, the Russian version is predominant.

2. Terms, definitions and concepts

2.1. In this Regulation, the concepts of "legal entity", "resident of the Republic of Belarus" and other concepts and terms are used in the meanings established by the legislation of the Republic of Belarus.

2.2. For the purposes of these Regulations, the following terms, concepts and their definitions are established:

2.2.1. pre-investment asset – a legal entity registered for the creation and operation of a wind power plant (hereinafter – WPP) and the following documents for the design and construction of a WPP on the site (hereinafter – pre-investment asset documents):

- constituent documents of the legal entity;
- audit report on the financial statements of the legal entity;
- documents stipulated by the legislation on the right to use a plot of land or the creation of a WPP (act of preliminary allotment of a land plot);
- permits, technical conditions for design stipulated by the legislation, received on the site for the location of the WPP;
- report on the results of monitoring and estimating wind power capacity of the site for the location of the WPP;
- pre-project (pre-investment) documentation for the creation of a wind farm, including:

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- feasibility study (hereinafter – FS);
 - environmental impact assessment report of the planned economic and other activities with public discussion materials;
 - business plan;
 - project management plan;
 - best available techniques assessment report;
 - terms of reference for detailed construction project design.
- 2.2.2. participant – a legal entity created and registered in accordance with the legislation of the country of registration, making investments in the territory of the Republic of Belarus;
- 2.2.3. information on conducting electronic trading – a special message on conducting electronic trading on the sale of a pre-investment asset, which includes, in addition to the other, an investment teaser;
- 2.2.4. investment teaser – a brief description of the pre-investment asset that is the subject of electronic trading;
- 2.2.5. criteria for an investor – a set of special conditions (requirements) specified in the information on conducting electronic trading; if the investor meets the specified conditions, it is considered that the investor has the necessary potential to build a WPP;
- 2.2.6. pre-investment asset purchase agreement – an agreement between the winner of electronic trading (bidder) and Wind Private Finance Initiative LLC for the purchase and sale of a legal entity to create a WPP and transfer ownership documents of pre-investment acts to the buyer;
- 2.2.7. subject of electronic trading – pre-investment asset put up for sale by Wind Private Finance Initiative LLC through electronic trading;
- 2.2.8. the initial price of the subject of electronic trading – the value of the pre-investment asset set by Wind Private Finance Initiative LLC;
- 2.2.9. the organizer of electronic trading – Wind Private Finance Initiative LLC, which is the organizer of electronic trading for the sale of a pre-investment asset with the involvement of an electronic trading platform operator;
- 2.2.10. the operator of the electronic trading platform (hereinafter – ETP) – Belarusian Universal Commodity Exchange OJSC;
- 2.2.11. commission for conducting electronic trading – the commission established by Wind Private Finance Initiative LLC to conduct electronic trading for the sale of pre-investment assets and the pre-qualification of participants.

3. Duties of the organizer of electronic trading

- 3.1. Organizer of electronic trading:
- registers as an organizer of electronic trading on the ETP;
 - publishes information on the conduct of electronic trading;
 - explains to investors the procedure for prequalification of investors;
 - interacts with investors on their participation in electronic trading;
 - accepts and registers from investors envelopes with the investor's prequalification materials;
 - creates a commission for the prequalification of investors;
 - sets the initial price of the pre-investment asset;
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sets the date and time of the electronic trading;
establishes the amount of the deposit in the amount of not more than twenty percent of the initial price of the subject of electronic trading, as well as the procedure and terms for its introduction;
sets the amount of the fine paid by the winner of electronic trading (bidder), who refused or failed to sign the pre-investment asset purchase agreement and/or reimbursement of expenses for organizing and conducting electronic trading;
carries out other functions in accordance with these Regulations.

4. The procedure for organizing electronic trading

4.1. Information on conducting electronic trading is posted by Wind Private Finance Initiative LLC on the website of the ETP operator in the manner established by the ETP operator.

4.2. An example of information on conducting electronic trading is presented in Appendix 1.

4.3. An example of an investment teaser is presented in Appendix 2.

4.4. Information on the conduct of electronic trading must specify the special conditions for the participation of the investor in electronic trading.

4.5. Special conditions for the participation of the investor in electronic trading are:

investor's compliance with the criteria set for the investor;

investor's passing the prequalification of an investor conducted by the pre-qualification commission of investors;

the investor's receiving of the notification of the prequalification of the investor.

4.6. After posting information about conducting electronic trading in accordance with clause 4.1:

information on conducting electronic trading is additionally posted on the Project website (<http://windpower.by>) and the Ministry of Natural Resources and Environmental Protection (<http://minpriroda.gov.by>);

Wind Private Finance Initiative LLC, the Ministry of Natural Resources and Environmental Protection, has the right to send an invitation letter to investors to participate in electronic trading.

5. The procedure for pre-qualification of investors

5.1. Prequalification of investors is carried out by a commission for conducting electronic trading, based on the results of consideration of the investor's assurances to participate in electronic tenders and the

5.2. Commission for conducting electronic trading:

considers the investor's assurances for participation in electronic trading and the investor's prequalification documents for compliance with the present Regulations and the criteria set for the investor;

decides whether an investor will pass a prequalification of investors;

provides transparency, equal conditions for investors and non-discrimination in prequalification of investors.

5.3. The investor for the prequalification of investors sends to Wind Private Finance Initiative LLC:

5.3.1. certification of the investor for participation in electronic trading in the form in accordance with Appendix 3;

5.3.2. investor prequalification materials:

5.3.2.1. identification information on the investor according to the form in Appendix 4;

5.3.2.2. powers of attorney (originals), confirming the powers of the representatives of the investor indicated in the identification information about the investor;

5.3.2.3. documents confirming the investor's compliance with the criteria set for the investor.

5.4. Documents in accordance with clause 5.4:

compiled on paper, in English and Russian languages (in case of discrepancy of documents in Russian from documents in English, documents in Russian are predominant), pages are numbered;

placed in a sealed envelope in which an inventory of documents is embedded and on which the name of the investor and the subject of electronic trading are indicated;

sent by mail or courier with a notice of delivery to the address of Wind Private Finance Initiative LLC.

5.5. Submission of documents specified in paragraph 5.4 by electronic messages is not allowed.

5.6. After receipt by the Wind Private Finance Initiative LLC of the investor's assurances to participate in the electronic bidding and the investor's prequalification materials, it is assumed that the investor has agreed to the procedure for prequalification of investors.

5.7. The commission for conducting electronic trading does not consider the investor's documents and, accordingly, does not allow the investor to participate in electronic trading in the following cases:

the documents arrived at the address of Wind Private Finance Initiative LLC out of time, specified in the information on conducting electronic trading;

the list of documents does not match the list in accordance with clause 5.4.

5.8. Providing false information by the investor in the documents referred to in paragraph 5.4, identified after conducting electronic trading, will invalidate electronic trading if the investor is recognized as the winner of electronic trading.

Recognition of electronic trading as void is carried out in accordance with the legislation of the Republic of Belarus on a lawsuit filed by Wind Private Finance Initiative LLC.

5.9. The last day for the investor to submit the documents specified in clause 5.4 is the day indicated in the information on conducting electronic trading.

5.10. The period for the prequalification of the investor is set in the information on conducting electronic trading.

The commission for conducting electronic trading has the right to extend the period for the prequalification of an investor, but not more than ten working days.

5.11. An investor is allowed to participate in electronic trading, if the investor has submitted the documents specified in clause 5.4, they meet the requirements established by these Regulations and the investor meets the criteria set for the investor.

5.12. Wind Private Finance Initiative LLC within three working days from the date of the decision of the commission for conducting electronic trading:

sends investors a notice of the investor's prequalification of the investor;

sends to the ETP operator a list of investors who have passed the prequalification of the investor and who have been allowed to participate in electronic trading.

6. The procedure for familiarisation with the subject of electronic trading

6.1. The subject of electronic trading is the pre-investment asset specified in the information on conducting electronic trading.

6.2. Acquaintance with the subject of electronic trading is carried out after the prequalification of investors or before the prequalification of investors, if the investor is interested in this.

6.3. Acquaintance with the subject of electronic trading is carried out on the basis of the confidentiality agreement concluded by Wind Private Finance Initiative LLC and the investor according to the form in Appendix 5.

6.4. Wind Private Finance Initiative LLC provides the authorized representative of the investor for familiarisation with a copy of the documents included in the pre-investment asset within one working day after signing the agreement specified in clause 6.3.

6.5. Wind Private Finance Initiative LLC promotes comprehensive and complete familiarisation of the investor with the pre-investment asset.

7. The procedure for participation of the investor in the electronic auction

7.1. To participate in electronic trading on the ETP, an investor who wants to buy a pre-investment asset must be accredited to the ETP as a bidder.

7.2. The investor performs accreditation at the ETP through the actions of an authorized representative.

7.3. The authorized representative of the investor is obliged to know the regulations for organizing and conducting electronic trading established by the ETP operator.

7.4. The investor additionally attaches the documents about the prequalification of the investor to the documents established by the ETP operator for accreditation on the ETP as a bidder.

7.5. The absence of an investor's notice of the prequalification of the investor or indicating therein that the investor did not pass the prequalification of the investor leads the investor to refuse to accredit on the ETP as a participant in electronic trading.

7.6. The investor is obliged to accredit on the ETP as a bidder no later than thirty calendar days before the date of the electronic bidding.

7.7. After the investor is accredited to the ETP as an electronic bidder, the authorized representative of the investor submits an application and documents established by the ETP operator for electronic registration in participation in electronic trading.

7.8. From the moment of electronic registration in participation in electronic trading, the investor:

accepts the conditions for conducting electronic trading established by the ETP operator;

agrees with the amount of costs for organizing and conducting electronic trading;
agrees to fulfill the duties of the winner of electronic trading.

7.9. Electronic trading is conducted on the day specified in the information on conducting electronic trading.

7.10. Electronic trading is conducted in accordance with the regulations for organizing and conducting electronic trading established by the ETP operator.

7.11. After the completion of electronic trading on the ETP, the following information is freely available:

date and time of completion of electronic trading;
name of the subject of electronic trading and its location;
initial price of the subject of electronic trading;
sale price of the subject of electronic trading;
number of the winner of the electronic auction (bidder).

7.12. The pre-investment asset purchase and sale agreement is concluded with the winner of electronic trading (bidder) not later than the term specified in the information on conducting electronic trading.

Criteria for investor

The following criteria to be met by the investor.

1. Experience in the construction, operation of at least one successfully operating wind farm with a capacity of at least 8 MW and (or) experience in carrying out investment activities in the field of wind energy in excess of 8 million euros¹.

Supporting documents (option "a" and (or) option "b"):

a) extracts from the state register of the country confirming the ownership of the company on whose balance sheet the wind farm is listed on the first day of the month preceding the filing date of the certification and pre-qualification documents of the investor;

b) extracts from funds confirming the value of the share and ownership in companies on whose balance sheet the wind farm is listed on the first day of the month preceding the filing date of the investor's certification to participate in electronic trading and the investor's prequalification documents, or on a different date in the previous five years.

2. Investor's own funds in the amount of not less than 15% of the project cost at the rate of \$ 2 million per 1 MW.

Own funds are understood to be highly liquid assets of the company, consisting of (option "a" and (or) option "b", "c"):

a) cash in the accounts;

b) demand deposits and short-term deposits (up to three months) and other deposits with the possibility of early termination of the deposit agreement within three months, placed in banks;

c) securities (stocks, bonds, promissory notes, etc.) with a period of conversion into cash not exceeding 30 calendar days.

Supporting documents:

extracts from the investor's bank accounts on the first day of the month of submitting the investor's assurances to participate in electronic trading and the investor's prequalification documents (for the option specified in "a");

statements of the bank or other financial institution confirming the investor's ownership of the securities and the market value of the portfolio of such assets on the first day of the month when the investor's assurances to participate in electronic trading and the investor's prequalification documents are submitted (for options "b" and "c").

3. Availability of agreements with banks and (or) non-bank financial institutions to finance a project to create wind turbines in the Republic of Belarus on the basis of a pre-

¹ If the financial statements are prepared in a different currency than the euro or US dollars, then recalculation into US dollars is made at the rate of the National Bank of the Republic of Belarus to the relevant currency at the reporting date (in respect of reports submitted on a specific date) and at the average annual/quarterly/monthly rate (depending on the duration of the relevant period) for reporting provided by the cumulative total.

investment asset in an amount, that combined with the amount of own funds specified in paragraph 2, is 100% of the project cost, from a calculation of 2 million dollars per 1 MW.

Supporting documents (option "a" and (or) option "b"):

a) letters of guarantee of banks or public non-bank credit and financial organizations (investment companies, trust funds, etc.) with the issue date not exceeding 30 calendar days preceding the date of submission of investor certification for participation in electronic trading and prequalification documents by the investor.

b) letters of guarantee of non-public non-bank credit and financial organizations (investment companies, trust funds, etc.) and a certificate certified by auditors on the net assets of such organizations.

In the case of 100% financing of the project at its own expense and confirmation of this in accordance with clause 2, the submission of documents referred to in this clause is not required.

form

Notice
of the passage of pre-qualification of the investor

Wind Energy Private Finance Initiative Limited Liability Company (UNP 192718399; location: 220125, Minsk, 177 Nezavisimosti Av., office 20), acting as an organizer of electronic trading for the sale _____ [pre-investment asset is indicated] reports that _____ [indicate the investor] _____ [indicate “passed” or “failed”] the prequalification of the investor and _____ [indicate “allowed” or “not allowed”] to participate in electronic trading.

Director

Pavel Yatsko

« ___ » _____ 2019

Appendix 1
to the Regulations on the conduct of electronic
trading for the sale of pre-investment assets to
the investor

Example of the notice on the conducting electronic trading

NOTICE ON THE CONDUCTING ELECTRONIC TRADING

Organizer of electronic trading (the seller): Wind Private Finance Initiative LLC, 220125, Minsk, 177 Nezavisimosti Av., office 20, +375293999950

Operator of the electronic trading platform: Belarusian Universal Commodity Exchange OJSC.

Electronic trading is conducted __.__.____ on the electronic trading platform (ETP) «BUCE-Property», www.et.butb.by. **The time of trading** is set by the ETP toolkit in automatic mode.

№ of lot	Name of the subject of electronic trading; its location	Brief description	Initial price of the lot, bel. rub.	The amount of the deposit, bel. rub.
1	Pre-investment asset for the construction and operation of 7 wind power plants with a total capacity of 25 MW and annual production of more than 72 GWh of electricity, located at: Republic of Belarus, Vitebsk Region, Liozno district, near the Veleshkovichi village.	Sale of pre-investment asset for the construction and operation of 7 wind power plants with a total capacity of 25 MW and an average wind speed of over 6.3m/s, at a turbine height of 110 m, located in the Republic of Belarus, Vitebsk region, Liozno district, near the Veleshkovichi village. Confirming calculations of the annual energy production performed by Wind Prospect using the software package WAsP. According to the estimates, made on the basis of the technical characteristics of the GE Wind Energy 3.6–137 wind turbine, gross energy production for the year with a probability of P50 (AEP Gross P50), with the rate utilization factor of 32.5%, is 72.2 GW*h. A quota has been approved for the project with a multiplying factor to the current tariffs. The pre-investment asset was created as part of the Project of the Ministry of Natural Resources and Environmental Protection of the Republic of Belarus and the United Nations Development Programme (UNDP) “Removing Barriers to Wind Power Development in Belarus”.	_____,____	_____,____

Deadline for accepting applications for participation in trading with documents attached to them – __.__.____, to __:___ (Minsk time).

The deposit for participation in trading is transferred to the current (corporate) bank account No. BY60AKBB301200006694000000 in Joint Stock Company «Savings Bank «Belarusbank» in Minsk, code AKBBBY2X, UNP 190542056, with the payment receiver being Belarusian Universal Commodity Exchange OJSC. **The deadline for making a deposit** is no later than the date and time of the end of receipt of applications for participation in trading. **Purpose of payment:** making the deposit amount for participation in electronic trading reg. No. __ upon application No. __.

Electronic trading is conducted in the manner established by the Regulations on the procedure for conducting electronic trading for the sale of state property, including land plots, and the rights to enter into a rental agreement for state property, including land plots, approved by Resolution of the Council of Ministers of the Republic of Belarus No. 608

from July 12, 2013, and Regulations on the organization and conducting of electronic trading for the sale of property and property rights on the electronic trading platform Belarusian Universal Commodity Exchange OJSC and Regulations on the conduct of electronic trading for the sale of pre-investment assets.

Mandatory trading conditions (when trading with the establishment of mandatory conditions in accordance with the law):

Participants meet the criteria for participation in accordance with Annex A of Regulations on electronic trading for pre-investment assets. The Regulations is placed in the “Documents” field in the information about the lot on the website of the ETP operator: <http://et.butb.by>.

Participants pass prequalification, which is conducted by the Commission for conducting electronic trading, established by LLC Wind Private Finance Initiative.

Participants receive from the Electronic Trading Organizer a notice (of the seller) about their prequalification on the form in accordance with Annex B of Regulations on electronic trading for pre-investment assets.

The Regulations are placed in the “Documents” field in the information about the lot on the website of the ETP operator: <http://et.butb.by>.

Date and time of the expiration of the receipt of participants' assurances to participate in electronic trading and participants' prequalification materials:

____.____.____, to ____: ____ min (Minsk time).

The deadline for prequalification of participants: from ____:____:____ to ____:____:____

Summing up the results of the prequalification of participants: c ____:____:____ to ____:____:____

The issues related to the prequalification documents and other explanations on the conduct of the electronic trading for the pre-investment asset are sent to the Organizer of the electronic trading to the address: wes25mw@gmail.com

Emails must be submitted in .pdf, .jpg, .bmp formats.

The specified address is intended only for correspondence on matters relating to the electronic trading. All messages should be sent with the obligatory indication of the name of the subject of trading. Information received at other electronic addresses of the electronic trading Organizer will not be considered.

The procedure for inspection of the subject of trading:

Acquaintance with the subject of electronic trading is carried out after the prequalification of participants or before the prequalification of participants, if the participant is interested in this. Acquaintance with the subject of electronic trading is carried out on the basis of a confidentiality agreement concluded by LLC Wind Private Finance Initiative and a participant in accordance with Regulations on electronic trading for pre-investment assets (The Regulations are placed in the “Documents” field in the information about the lot on the website of the ETP operator: <http://et.butb.by>).

The deadline of reimbursement for organizing and conducting trading:

The winner of electronic trading (the only participant) within ____ working days after the approval of the protocol on the results of trading is obliged to reimburse the costs of organizing and conducting trading, along with other payments specified in the protocol.

Terms and conditions of the contract:

The deadline for signing the property purchase agreement is no later than ____ working days from the date of reimbursement of the above-mentioned costs, along with other payments specified in the minutes on the results of trading.

Investment teaser

Pre-investment asset for the construction of 7 wind power plants with a total capacity of 25 MW and annual production of more than 72 GWh of electricity

Number of wind turbines: 7

Installed capacity of wind power plants: 25 MW

Location: near the village of Veleshkovichi, Liozno district of the Vitebsk region. The highest wind speed, and, accordingly, the potential for the development of wind power is observed in the western and northeastern parts of the country. This region is one of the windiest in Belarus. The project has minimal environmental impact and is not subject to restrictions.

The planned connection point of the wind power plant is the 110 kV Liozno Substation.

Wind measurements: more than 6.3 m/s is the average wind speed at a tower height of 110 m. The calculations of annual energy production were carried out by Wind Prospect using the WASP software package. The data was analyzed, verified and corrected based on long-term reference data.

Energy production: The forecast was made on the basis of the technical characteristics of GE Wind Energy 3.6–137, 3.6 MW wind turbine, which has a tower height of 110 m.

72.2 GWh – gross energy production for the year with a probability of P50 (AEP Gross P50); 32.5% – the installed capacity utilization factor with probability P50.

Energy tariffs: a quota has been approved for the project with a multiplying factor to the current tariffs. The tariff until December 31, 2028 will be \$ 0.144/kWh, then until December 31, 2038 \$ 0.102/kWh, then \$ 0.054 kWh. Energy payments will be made in Belarusian rubles (BYN). In the tariff calculation formula, the coefficient is set for adjusting the tariff by the amount of the change in the exchange rate of the Belarusian ruble to the US dollar (BYN/USD). The purchase of electricity produced will be carried out by RUE “Vitebskenergo” on the basis of a one-year contract.

Approval of the project: the necessary permits and technical conditions were obtained for the project implementation in accordance with the legislation of the Republic of Belarus. Pre-project pre-investment documentation has been developed.

Benefits: imported equipment that is part of wind power plants will not be subject to import duties and VAT.

Financing: The Development Bank of the Republic of Belarus and Belinvestbank are ready to consider loan conditions.

Other factors: At present, there are about 100 wind power plants operating in the Republic of Belarus, with an installed capacity of about 110 MW, with a total energy output of about 175 GWh/year.

Note:

This investment teaser is based on information received (generated) on the date of submission of information on conducting electronic trading for the sale of the pre-investment asset described in the teaser.

The information specified in this investment teaser is not subject to updating.

Appendix 3
to the Regulations on the conduct of
electronic trading for the sale of
pre-investment assets to the
investor

Investor's Assurance Statement for Participation in Electronic Trading Form

[issued on the form]

[Date]

Addressed: *Wind Private Finance Initiative LLC*

Address: *220125, Minsk, 177 Nezavisimosti Av., office 20*

Subject: *Investor's assurance statement for participation in electronic trading*

Dear Ladies and Gentlemen,

We [the name of the investor is indicated] hereby express an interest in electronic trading for the sale of _____ [the name of the pre-investment asset is indicated] in the framework of the international technical assistance project "Removing Barriers to Wind Power Development in Belarus".

We hereby assure that we are familiar with the Regulations on conducting electronic trading for the sale of a pre-investment asset to an investor, understand and agree with its requirements, including the requirements for the prequalification of investors.

We hereby assure that all information provided in the investor's prequalification materials is correct, accurate and complete as of the date of submission.

We hereby send the following investor prequalification materials:

1. _____ [indicate the name of the document, the details of the document]
2. _____
3. _____

[specify all documents]

[Name and Signature]

Appendix 4
to the Regulations on the conduct of
electronic trading for the sale of
pre-investment assets to the
investor

Investor Identification Information Form
[issued on the form]

[Date]

Addressed: *Wind Private Finance Initiative LLC*

Address: *220125, Minsk, 177 Nezavisimosti Av., office 20*

Subject: *Investor identification information*

Dear Ladies and gentlemen,

We [the name of the investor is indicated] hereby submit the following information²:

1. Information about the investor:

Full name of the legal entity according to the constituent documents	
The legal form of the legal entity	
Country of establishment of the legal entity	
Location of the legal entity (legal address)	
Contact phone number, fax number, e-mail, legal entity website	
Information about the head(s) of the legal entity (position, name, confirming document)	

2. Information about the representative authorized to sign the confidentiality agreement:

Full name	
Position	
Power of attorney details to represent the interests of the legal entity	
Contact phone number	
Email	

² Please fill in the applicable forms only.

3. Information about the representative authorized to sign the contract of sale of the pre-investment asset:

Full name	
Position	
Power of attorney details to represent the interests of the legal entity	
Contact phone number	
Email	

We assure that the information provided in this document is correct, accurate and complete as of the date of submission.

[Name and Signature]

Confidentiality Agreement Form

Confidentiality Agreement

Minsk

_____.____.2019

Wind Private Finance Initiative LLC, represented by _____ acting on the basis of _____ (hereinafter referred to as the Disclosing Party), and _____ represented by _____ acting on the basis of _____ (hereinafter referred to as the Receiving Party), separately referred to as “Party”, and jointly, “Parties”, have entered into this Confidentiality Agreement (hereinafter – the “Agreement”) as follows:

1. In accordance with the conditions established by this Agreement, the Disclosing Party shall transmit to the Receiving Party confidential information defined by this Agreement.

2. For the purposes of this Agreement, confidential information is information of a technical, production, organizational, commercial, financial and other nature, which has the character of intentionally concealed information that is of real or potential value to the Disclosing Party, access to which is restricted in accordance with the requirements of regulatory legal acts of the Republic Belarus or the requirements of the Disclosing Party, the loss of which may cause harm to the Discloser.

3. Confidential information transmitted in accordance with this Agreement are:

- information about the pre-investment asset _____ [the name of the pre-investment asset is indicated], which is the subject of electronic trading conducted by Wind Private Finance Initiative LLC;
- any information that the Disclosing Party indicated as confidential information.

Pre-investment asset – a legal entity registered for the creation and operation of _____ [the name of the wind power plant is indicated] (hereinafter – the WPP) and the following documents for the design and construction of the WPP on the site (hereinafter – the pre-investment asset documents):

- constituent documents _____ [legal entity is indicated];
- audit report on the financial statements of a legal entity [indicate the name, details of the document];
- documents stipulated by the legislation on the right to use a plot of land for the creation of a WPP [indicate the name, details of the document];
- permits, technical conditions for design, stipulated by the legislation, received on the site for the location of WPP [indicate the name, details of the document];
- report on the results of monitoring and estimating wind power capacity of the site for the location of WPPs [indicate the name and details of the document];

- pre-project (pre-investment) documentation for the creation of a wind farm, including:

feasibility study (hereinafter – FS) [indicate the name, details of the document];

environmental impact assessment report of the planned economic and other activities with materials of public discussions [indicate the name, details of the document];

business plan [indicate the name, details of the document];

project management plan [indicate the name, details of the document];

best available techniques assessment report [indicate the name and details of the document];

terms of reference for detailed construction project design.

4. The Receiving Party is not entitled to disclose the Confidential Information to any third parties, with the exception of its employees, contractors or legal advisers, who need access to the Confidential Information and the information itself solely for the purpose of fulfilling its obligations under an employment or civil law contract. The Receiving Party guarantees compliance with this Agreement by the specified persons, and is also responsible for disclosure and use by improper means and for inappropriate purposes of the Confidential Information by the specified persons.

5. Disclosing Party undertakes to:

5.1. Transfer confidential information solely for the purposes of this Agreement. Confidential information is transmitted through printed and (or) electronic copies of documents.

5.2. When transmitting Confidential Information, identify it as confidential by specifying: “Confidential Information”.

5.3. If the Receiving Party is to be informed of confidential information orally, before disclosing such information, notify the Receiving Party that the information communicated to it is confidential.

6. If one of the Parties is required to disclose Confidential Information in connection with any legal or administrative proceeding or investigation, that Party shall immediately notify the other Party of the existence, conditions and circumstances surrounding such a request so that the other Party can accept the relevant measures.

7. Notwithstanding the above provisions, information will not be considered as Confidential Information in the following cases:

7.1. information was or became available to the general public from other sources unrelated to its disclosure by the Parties in violation of this Agreement, but provided that the Confidential Information should not be considered available to the public only because it is known to some people who have its commercial interest;

7.2. information was available to the Receiving Party as non-confidential before it became known to the Receiving Party on the basis of this Agreement, which is certified by such Party in writing and subject to disclosure to the other Party within 5 (five) working days after signing this Agreement;

7.3. The information was disclosed in accordance with the requirements of the legislation of the Republic of Belarus.

8. At the written request of the Disclosing Party, the Receiving Party shall:

-
- 8.1. stop using Confidential Information,
 - 8.2. return the Confidential Information and all copies, recordings and extracts from it to the Disclosing Party within seven days after receipt of the above request;
 - 8.3. confirm in writing that the Receiving Party has fulfilled all the obligations set out in this paragraph.
 9. Confidential information provided by the Disclosing Party does not constitute any assurance, guarantee, reassurance or prompting of the Disclosing Party to the Receiving Party provided in relation to the infringement of trademarks, patents, copyrights, privacy rights, and any third rights individuals.
 10. The Parties agree that any violation of this Agreement by any of the Parties may cause damage, and such Party will be responsible for such violation of the Agreement in accordance with the current legislation of the Republic of Belarus.
 11. The Disclosing Party has the right to claim from the Receiving Party compensation for justified and confirmed losses in accordance with the procedure established by the current legislation of the Republic of Belarus, as well as a fine of ten thousand euros.
 12. This Agreement is made in two copies having the same legal force, one for each of the Parties.
 13. In the event of a dispute arising out of or in connection with this Agreement, the Parties will take all measures to resolve them through negotiations. All disputes, controversies or claims that may arise from this Agreement or in connection with it, including those related to its change, termination, performance, invalidity or interpretation, are subject to consideration by the Economic Court of Minsk (Republic of Belarus). The applicable law is the substantive and procedural law of the Republic of Belarus.
 14. The obligations enshrined in this Agreement will continue to be valid for three years from the date of disclosure of the Confidential Information, even if the Agreement terminates in accordance with the conditions contained in it or is terminated by one of the Parties.
 15. In everything that is not regulated by this Agreement, but relates to its subject, the Parties are guided by the provisions of the Civil Code of the Republic of Belarus, the Law of the Republic of Belarus of 05.01.2013 No. 16-3 “On Trade Secrets” and other acts of civil legislation of the Republic of Belarus.
 16. This Agreement enters into force from the moment of its signing by the Parties and is valid until __. __ 2019, subject to the confidentiality regime set out above.

Disclosing Party:
Wind Private Finance Initiative LLC

Receiving Party:

On behalf of the Disclosing Party:

_____ / _____

On behalf of the Receiving Party:

_____ / _____