



Clarification Questions

Nr	Questions	Answer
1	Can a bidder change the consortium member after the RFQ submission?	No material change to the Respondent's consortium is expected to be permitted after RFQ submission without Transnet's prior written approval. Any request to change a consortium member will be assessed against the RFQ requirements, fairness to other Respondents, and whether the change affects the basis on which the Respondent was pre-qualified. A change that materially alters the Respondent's qualification submission, or seeks to cure a non-compliant submission after closing, may be rejected.
2	What are the respective roles and differentiating features of RBDBT and RBMPT? Is there any direct competition between the two terminals?	RBDBT and RBMPT are separate TPT-operated terminals at the Port of Richards Bay with different operational focus areas and licence arrangements. RBDBT is the dry bulk terminal and is the subject of this PSP, with a focus on chrome and magnetite exports while continuing to handle existing dry bulk import and export flows. RBMPT is the multi-purpose terminal, handling a broader mix of cargo and activities outside the RBDBT PSP scope. While there may be operational interfaces and some commodity overlap in the broader port precinct, the PSP is not intended to create direct competition between RBDBT and RBMPT. Any required interface arrangements will be addressed in the RFP and Project Agreements.
3	The RFQ requires financial statements for years 2022,2023,2024 to demonstrate the revenue. If the port officially commenced in 2023, so there is no FS 2022. In this case, would be acceptable for FS of 2023,2024,2025 to demonstrate revenue?	Similarly, with respect to the audited financial statements requirement, the intention of the criterion is to assess the financial standing and operational continuity of the bidder over a sustained period, rather than limiting compliance to a specific set of financial years only. Accordingly, the requirement will also be clarified in the Addendum to confirm that bidders may submit any three consecutive years of audited financial statements from 2022 onwards, provided that the submission demonstrates compliance with the applicable financial thresholds and requirements of the RFQ. The criterion will therefore be updated substantially as follows: "Bidders must submit audited financial statements for any three (3) consecutive financial years from 2022 onwards, demonstrating compliance with the financial capability requirements set out in the RFQ." These clarifications will be formally incorporated into the next RFQ Addendum.

- 4 The project relies on several TNPA implemented projects, such as the Berth 802 jetty construction and stormwater upgrades. What are the firm timelines for these dependencies, as they directly impact the SPV's ability to put superstructure and equipment
- Berth 802 jetty is currently at approximately 90% completion of the detailed engineering design. It should be noted that a further 14 months will be required to undertake marine geotechnical investigations and structural design validation, after which the construction phase is expected to commence. The timing of implementation will also remain dependent on the outcomes of the DBT berth throughput optimisation and improvement initiatives, as well as the overall port performance position.
- In parallel, Transnet Port Terminals (TPT) has initiated a Stormwater Upgrade Project. The feasibility study is currently in progress and is expected to be completed in the last quarter of the calendar year. Subject to approvals, the implementation phase is estimated to take approximately two years.
- 5 Can a bidder cannot change from an individual entity to a consortium after the RFQ submission?
- Further information will be provided in RFP stage.
A Respondent that submits as an individual entity should not assume that it may convert to a consortium after RFQ submission. Any change from a single entity to a consortium would be treated as a material change and would require Transnet's prior written approval. Transnet will consider whether the proposed change affects the qualification assessment, fairness, and integrity of the procurement process.
- 6 Will Transnet offer a minimum annual volume guarantee to the SPV?
- At present, Transnet does not intend to provide a minimum annual volume guarantee to the SPV. Historically, throughput commitments have been managed through commercial contracts with individual customers rather than corridor-wide guarantees. Respondents should therefore develop their proposals based on their own demand assumptions, market engagement and assessment of commodity flows. Further operational and commercial information may be made available to shortlisted Respondents at RFP stage, subject to confidentiality arrangements.
- 7 Are there any restrictions on the types of commodities that RBDBT can handle?
- RBDBT is licensed and operated as a dry bulk terminal. The PSP is focused primarily on chrome and magnetite exports while continuing to accommodate existing dry bulk import and export flows, including commodities that are compatible with the terminal's licence, infrastructure, environmental authorisations and operational configuration. Any proposed additional commodities will need to comply with the terminal licence, port rules, environmental requirements, safety requirements and the final Project Agreements.
- 8 SECTION 4, 4.4. For the Criterion C1 (CSI Experience), must the two previous ZAR 10 million projects have been implemented in South Africa, or do international community (not in South Africa) upliftment projects qualify?
- The CSI requirement is intended to demonstrate a credible track record in implementing and funding material community upliftment or socio-economic development initiatives. Unless expressly limited in the RFQ, qualifying historical CSI experience may include initiatives implemented outside South Africa, provided that the Respondent submits sufficient evidence of the nature, value, timing and impact of those initiatives. However, the future CSI and community commitments for the RBDBT PSP will need to be aligned to the South African project context, local community needs and any requirements set out in the RFP. Transnet has not provided a definitive RFQ-stage estimate of cargo volumes currently diverted to Maputo that would otherwise have been handled by RBDBT. Respondents should make their own demand and market assessments. The project preparation work indicates that Maputo is a major competing outlet for chrome and magnetite, largely due to rail constraints and road transport economics, and that significant chrome and magnetite volumes have moved through Maputo in recent years. More detailed market and operational information may be provided to shortlisted Respondents during the RFP phase, subject to confidentiality arrangements.
- 9 Could you provide an estimate of the cargo volume currently diverted to Maputo that would originally be handled by RBDBT.

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| 10 | Can the proposed ownership percentages in the bidder consortium be changed after RFQ submission? | The proposed ownership percentages and consortium structure submitted at RFQ stage should be treated as the basis for qualification. Material changes after RFQ submission, including changes to ownership percentages that affect control, capability, commitments or evaluation, will require Transnet's prior written approval and may not be accepted if they prejudice fairness, transparency or the integrity of the procurement process. The Lead Member may not be changed at a later stage. |
| 11 | Human Resources Management Capability, bidders to prove an organization employing >100 employees at one site for 3 years of 2022,2023,2024. If our port starts operation in 2023, the satisfied years are 2023,2024,2025, which will be acceptable? | <p>The intention of the criterion is to ensure that Transnet engages with bidders that have demonstrated sufficient human resources management capability, specifically experience managing an organisation employing more than 100 employees at a single site for a sustained period of time.</p> <p>Accordingly, whether the three-year period relates to 2022/23/24 or 2023/24/25, the underlying objective of demonstrating at least the last three continuous years of operational HR capability would still be met. Clarifying this aspect therefore does not constitute a material change to the scope or intent of the RFQ criteria.</p> <p>To provide additional clarity, the criterion will be updated in the Addendum to read substantially as follows:</p> <p>"Human Resources Management Capability: The bidder must demonstrate experience in managing an organisation employing more than 100 employees at a single site for a minimum continuous period of three (3) years from 2022 onwards.</p> |
| 12 | What is the anticipated concession /sub-licensing period to the SPV? | The anticipated concession / sub-licensing period is expected to be 25 years, subject to final confirmation in the RFP and the Project Agreements. |
| 13 | For Option 2 (Hybrid/Miner Model), the terminal operator must be "embedded within the consortium" but is not required to be the lead. Is there a minimum equity stake required for the technical partner in this scenario? | The RFQ does not prescribe a minimum equity percentage for the technical partner at this stage. For the Hybrid/Miner Model, the terminal operator must be sufficiently embedded in the Respondent's consortium to ensure that the required terminal operating capability is legally and operationally available to the project. The specific shareholding, role, undertakings and governance commitments will be assessed further at RFP stage and reflected in the Project Agreements. |
| 14 | The RFQ requires a Letter of Interest (LOI) or evidence of capital for at least ZAR 5.2B. Can this be satisfied by a combination of letters from multiple financiers, or must it be a single letter? | The LOI or evidence of capital may be provided through a combination of letters from more than one financier, provided that the aggregate amount meets the RFQ requirement and the letters are credible, project-specific and demonstrate the Respondent's ability to raise the required financing. Transnet reserves the right to assess the adequacy of the letters, including the identity of the financiers, conditions attached, funding amount, tenor, and whether the letters support the Respondent's proposed financing plan. |

- 15 Is there a minimum equity stake required for being a Lead Member in the bidder consortium?
- The RFQ does not prescribe a minimum equity percentage for the Lead Member at this stage. However, the Lead Member must demonstrate that it will play a significant role in the consortium and the lead member cannot be changed at a later stage.
- 16 May bidders use credentials from their affiliated companies or sister companies under the same parent company to meet the qualification requirements?
- No. Where a Respondent relies on the experience or credentials of an affiliated entity, that entity must form part of the Respondent's consortium,
- 17 The project depends on TNPA-implemented projects (e.g., Berth 802 jetty, stormwater upgrades). What are the firm timelines for these dependencies, as they directly affect the SPV's superstructure and equipment installation?
- Berth 802 jetty is currently at approximately 90% completion of the detailed engineering design. It should be noted that a further 14 months will be required to undertake marine geotechnical investigations and structural design validation, after which the construction phase is expected to commence. The timing of implementation will also remain dependent on the outcomes of the DBT berth throughput optimisation and improvement initiatives, as well as the overall port performance position.
- In parallel, Transnet Port Terminals (TPT) has initiated a Stormwater Upgrade Project. The feasibility study is currently in progress and is expected to be completed in the last quarter of the calendar year. Subject to approvals, the implementation phase is estimated to take approximately two years.
- 18 Please clarify that the sister company's experience could be considered as experience(financial, human resource) evaluation or not? Considering that the group normally creat different subsidiary SPV to operate the port/terminal.
- Further information will be provided in RFP stage.
- No. Where a Respondent relies on the experience or credentials of an affiliated entity, that entity must form part of the Respondent's consortium,
- The investment requirement is intended to demonstrate experience in a project-financed transaction of comparable scale. Accordingly, the R1 billion equity contribution and R4 billion total financing requirement should be demonstrated in respect of at least one qualifying Economic Infrastructure project-financed transaction, and should not be accumulated across several unrelated projects. Where reliance is placed on a consortium member's experience, that member must form part of the Respondent's consortium and provide the required supporting evidence.
- 19 With reference to section 4.2(i) Previous Investments and Operating Revenue of the RFQ document, Previous Investment on page 36 states that the Respondent must demonstrate:
 "within the last ten (10) years (2016–2025) for at least one project-financed transaction in the Economic Infrastructure sector, where:
 a)
 the equity contribution was not less than R1 billion; and
 b)
 the total financing requirement, as defined, was not less than R4 billion.
 c)
 exceeding ownership of 30% within the SPV"
- The ≥10 Mtpa requirement is intended to demonstrate experience operating a dry-bulk terminal of comparable scale. The requirement should therefore be met by reference to a single qualifying dry-bulk terminal, and should not be aggregated across multiple smaller terminals. Where the experience is held by a subsidiary or affiliate, the relevant entity must form part of the Respondent's consortium.
- For Option 2, the ≥10 Mtpa dry-bulk terminal operating experience is intended to demonstrate access to a terminal operator with comparable scale experience. The volume should be demonstrated at a qualifying dry-bulk terminal and should not be accumulated across several unrelated terminals. The terminal operator that holds the relevant experience must be embedded in the consortium and provide the required undertakings and evidence.
- The CSI requirement is intended to demonstrate material community upliftment or socio-economic development experience. It is not limited only to CSI spend recognised for B-BBEE scorecard purposes, unless expressly stated in the RFQ, but the initiative must have a credible community upliftment or socio-economic development character. Initiatives such as animal welfare would only be considered if the Respondent can demonstrate a clear community upliftment or socio-economic impact for example. The requirement refers to at least two initiatives, each with a minimum expenditure value of ZAR 10 million; it should
- Question: Please clarify whether the

stated investment amounts detailed in points in a) and b) above can be an accumulation of several projects executed by the same group or company?

not be met by aggregating several smaller initiatives to reach ZAR 10 million.

- 20 With reference to section 4.3(i) Minimum Experience Requirements of the RFQ document, Option1: Terminal Operator on page 38 states that the Respondent: “currently operates a dry-bulk terminal handling ≥ 10 Mtpa for each of the last 5 consecutive years (2020–2025)”

Question: Please clarify whether the stated volume of >10 Mtpa can be an accumulation of several terminals owned by the same group or company?

- 21 With reference to section 4.3(i) Minimum Experience Requirements of the RFQ document, Option 2: Hybrid Miner(s) and Terminal Operator on page 38-39 states that the Respondent: “have operated a dry-bulk terminal handling ≥ 10 Mtpa for each of the last 5 consecutive years (2019–2025)”

Question: Please clarify whether the stated volume of >10 Mtpa can be an accumulation of several terminals owned by the same group or company?

- 22 With reference to section 4.4(i) Corporate Social Investment Experience and Commitment on page 40, states the Respondent: “must demonstrate that it has successfully implemented and funded at least two (2) Corporate Social Investment (CSI) and/or community upliftment initiatives, each with a minimum expenditure value of ZAR 10 million, within the last five (5) consecutive financial years preceding the RFQ submission date.”

Question: Please clarify whether this is only CSI spend that would be recognised by and defined in terms of the B-BBEE codes or can this include CSI spend outside that which would be recognised for a B-BBEE rating? e.g. animal welfare initiatives.

Question: Please clarify whether the stated expenditure can be an accumulation of several initiatives by the same group or company?

- 23 The RFQ does not address the SPVs status with regards to the PFMA.
Question: Will Transnet secure approval for the SPV to be exempt from the PFMA as part of the procurement process?
Question: And will Transnet take on the accountability for securing that exemption from the PFMA?
- At RFQ stage, Transnet is not confirming that the SPV will be exempt from the PFMA. If any PFMA-related approvals or exemptions are required to implement the transaction structure, Transnet will engage the relevant authorities through the appropriate approval processes. For the procurement process, Transnet also intends to seek any necessary exemptions or approvals in relation to the application of preferential procurement requirements, as applicable.
- 24 With reference to Clause 4.3 Technical Capability –in particular (i) Minimum Experience Requirements, and specifically Option 1: Terminal Operator on page 38: "Question: Kindly clarify whether a Respondent that wholly owns one or more operating subsidiaries which hold valid terminal operator licences and have demonstrably operated dry bulk terminals would be considered compliant with the technical and legal requirements of Option 1?
- Regarding the addition of consortium members post RFQ process. Can a company that meets the RFQ requirements on a standalone basis add consortium members later to enhance its bid for the RFP stage?"
- Where the technical or operating experience is held by a subsidiary or affiliated entity, that entity should form part of the Respondent's consortium,. A standalone Respondent should not assume that consortium members may be added after RFQ submission to cure or enhance qualification. Any addition of consortium members after RFQ will require Transnet's prior written approval and may not be accepted if it affects fairness, the qualification assessment or process integrity.
- 25 a)Please provide details of the projects identified to increase capacity to 26 MT
- The capacity increase to approximately 26.9 Mtpa is expected to be achieved through a combination of infrastructure expansion and operational optimisation. Key identified projects include the conversion of Berth 702 from import to export use, development of Berth 802 and associated superstructure, additional tippler capacity, expansion and optimisation of E&F stockyard capacity, conveyor and material handling upgrades, and related electrical and infrastructure works. These projects are not final thus encouraging bidder innovation. The final investment programme will be refined through bidder proposals.

26	b)Please provide details of projects to optimise current plant Projects to optimise the current plant are expected to include operational and equipment improvements aimed at increasing berth productivity, improving tippler and rail offloading performance, optimising stockyard capacity and material flow, improving conveyor and handling systems, enhancing maintenance and reliability, and reducing operational bottlenecks. Detailed technical information and functional requirements will be provided to shortlisted bidders during the RFP stage. Bidders will also be encouraged to propose optimised technical solutions that achieve the required throughput outcomes.
27	c)What is the current asset book value on the books The current asset book value is not required for the purposes of the RFQ. As the RFQ is a qualification and shortlisting exercise, detailed financial and asset information will be made available to shortlisted bidders during the RFP stage, subject to the applicable confidentiality arrangements.
28	Please confirm the proposed board composition of the SPV, including: Number of directors Allocation between Transnet and private partner Reserved matters and voting thresholds The final SPV governance framework will be defined in the Project Agreements (PA) to be issued at RFP stage. Key principles currently envisaged include, Transnet Port Terminals (TPT) retaining a majority shareholding (minimum 51%) in the SPV. For clarity, majority shareholding does not necessarily equate to day-to-day management control, which will be governed through the detailed governance and management arrangements set out in the PAs. An SPV Board to be established with representation from both shareholders in accordance with the PAs. Certain strategic decisions being subject to reserved matters and enhanced voting thresholds.
29	How will management control be contractually allocated to the private partner despite Transnet holding 50%+1 equity? The detailed composition of the Board (including the number of directors, allocation between shareholders, and governance rights) will be defined in the PAs Accordingly, the Project Agreements (PAs) may allocate operational and managerial control through the agreed governance structures and contractual arrangements eg additional board seats for private partner. This is intended to facilitate appropriate risk transfer to the private partner, particularly in relation to terminal operations, maintenance, and performance optimisation.
30	Will the SPV have full autonomy to appoint executive management, including CEO and operations leadership? The PAs are also expected to define reserved matters requiring joint shareholder approval for major strategic decisions, while ensuring governance arrangements that support operational efficiency and maintain compliance with Transnet’s regulatory and licensing obligations. The SPV is expected to function as an independent operating company, with management appointed in accordance with the governance provisions set out in the Project Agreements. It is anticipated that the SPV Board will oversee the appointment of senior management, with the private partner possibly playing a key role in proposing and supporting operational leadership. The detailed governance and management framework will be provided in the RFP documentation

- 31 To what extent will the SPV be permitted to restructure or terminate existing operational contracts currently held by Transnet Port Terminals?
- Existing operational arrangements will be assessed as part of the transition to the SPV structure.
- The final approach will be defined in the RFP but may include:
- Assignment or novation of certain operational contracts to the SPV.
 - Retention or renegotiation of selected arrangements where appropriate.
 - Compliance with applicable labour, regulatory and contractual obligations.
- 32 Can Transnet provide access (even in summary form) to the existing terminal operating licence terms applicable to the DBT?
- Further detail will be included in the RFP documentation.
- The terminal currently operates under a Section 65 licence issued by the Transnet National Ports Authority (TNPA). Under the proposed transaction structure, TPT will retain the primary licence, and the SPV is envisaged to operate under a sub-licensing arrangement granted by TPT.
- Additional information regarding the licensing framework will be made available to shortlisted bidders during the RFP stage.
- 33 Please confirm:
Whether the licence will be subcontracted or ring-fenced within the SPV
Any restrictions or conditions that may impact operational flexibility
- The licence itself will therefore not be transferred to the SPV, but operational rights will be granted through the agreed contractual framework between TPT and the SPV.
- The sublicensing arrangement will be structured, subject to approval by TNPA, to ensure operational flexibility for the SPV while maintaining compliance with applicable regulatory and licensing requirements. While TNPA will consider request for approval of such sublicensing arrangements independently and within the framework of the applicable legislation, we do not foresee challenges with obtaining the required approvals and the current licence already makes provision for subcontracting.
- 34 What is the anticipated position on PFMA exemptions, and which specific provisions are expected to be exempted?
- As indicated in the RFQ, there are no B-BBEE requirements applicable to the Respondent's Qualification Declaration or Statement of Qualification at the RFQ stage. Accordingly, bidders will not be disqualified or evaluated on the basis of their current B-BBEE status or ownership structure during the RFQ process.
- The RFQ is intended solely to assess respondents' technical, operational, financial and commercial capability for the purpose of shortlisting suitably qualified bidders.
- For the purposes of the subsequent RFP stage, Transnet intends to seek the necessary approvals and/or exemptions from the Minister of Finance, where required, to deviate from the application of the statutory 80/20 or 90/10 preferential scoring system in accordance with the applicable legislative framework. Certain procurement-related or transaction-structuring exemptions may also be sought, where necessary, to facilitate the proposed PSP transaction structure and governance arrangements. Any such exemptions will be pursued through the appropriate statutory approval processes with the relevant authorities.
- Should the required exemption be granted, the RFP evaluation will not apply the statutory 80/20 or 90/10 preference point system. Instead, the RFP will include

	transaction-specific transformation requirements appropriate to a long-term PSP concession.
	Should the exemption not be granted, the RFP will apply the prescribed 90:10 preferential scoring system, with B-BBEE preference points assessed against the bidder's proposed B-BBEE Transformation Targets and Transformation Plan, demonstrating how the prescribed transaction-specific transformation objectives will be achieved over the concession period.
	Irrespective of the evaluation methodology ultimately adopted, the Special Purpose Vehicle (SPV/NEWCO) established for implementation of the project will be required to comply fully with all applicable B-BBEE legislation. The RFP will specify the applicable transformation obligations, including B-BBEE, localisation, supplier development, skills development, employment equity and other transformation commitments.
35	Please clarify the expected capital structure: Target debt-to-equity ratio Minimum equity contribution requirements The final capital structure will be determined by bidders as part of their financing proposals. The SPV will be responsible for the financing, operation, maintenance, and performance improvement of the terminal under a sublicensing arrangement with TPT. The project is expected to be financed through a combination of equity and project debt at SPV level. The private partner, holding up to 49% equity in the SPV, will be expected to provide the required equity contribution as part of the "project financing" structure.
36	Will Transnet's contribution of existing assets be treated as: Equity Quasi-equity Or another instrument? Detailed financing requirements and evaluation criteria will be set out in the RFP documentation. The current transaction concept envisages that TPT contributes the existing terminal infrastructure and assets, while the private partner is expected to provide the equity funding required for investments and improvements. The final treatment of these contributions (including valuation and accounting treatment) will be defined in the transaction documentation.
37	How will returns be structured, including: Dividend policy Any concession or revenue-sharing mechanisms Returns to shareholders will be governed through the Shareholders Agreement and financial structure of the SPV, and may include dividend distributions from SPV cash flows in proportion to shareholding; reinvestment provisions where required to fund capital improvements and potential performance incentives linked to operational improvements.
38	Are there any tariff regulations or constraints that will impact revenue generation? At present, Transnet Port Terminals (TPT) tariffs at the Richards Bay Dry Bulk Terminal are not subject to formal economic tariff regulation. Tariffs for terminal services are generally determined on a commercial basis through contractual arrangements with customers, taking into account market

conditions, operational costs, and the nature of the services provided.

Respondents should note that future regulatory developments cannot be ruled out, including potential reforms in the transport regulatory environment. However, no specific tariff regulatory constraints currently apply to the terminal operations contemplated in this transaction.

- 39 Given the absence of BBBEE requirements at RFQ stage:
What minimum BBBEE level is anticipated at RFP stage?
Will this be a mandatory threshold or scoring-based evaluation?

As indicated in the RFQ, there are no B-BBEE requirements applicable to the Respondent's Qualification Declaration or Statement of Qualification at the RFQ stage. Accordingly, bidders will not be disqualified or evaluated on the basis of their current B-BBEE status or ownership structure during the RFQ process.

The RFQ is intended solely to assess respondents' technical, operational, financial and commercial capability for the purpose of shortlisting suitably qualified bidders.

For the purposes of the subsequent RFP stage, Transnet intends to seek the necessary approvals and/or exemptions from the Minister of Finance, where required, to deviate from the application of the statutory 80/20 or 90/10 preferential scoring system in accordance with the applicable legislative framework. Certain procurement-related or transaction-structuring exemptions may also be sought, where necessary, to facilitate the proposed PSP transaction structure and governance arrangements. Any such exemptions will be pursued through the appropriate statutory approval processes with the relevant authorities.

Should the required exemption be granted, the RFP evaluation will not apply the statutory 80/20 or 90/10 preference point system. Instead, the RFP will include transaction-specific transformation requirements appropriate to a long-term PSP concession.

Should the exemption not be granted, the RFP will apply the prescribed 90:10 preferential scoring system, with B-BBEE preference points assessed against the bidder's proposed B-BBEE Transformation Targets and Transformation Plan, demonstrating how the prescribed transaction-specific transformation objectives will be achieved over the concession period.

Irrespective of the evaluation methodology ultimately adopted, the Special Purpose Vehicle (SPV/NEWCO) established for implementation of the project will be required to comply fully with all applicable B-BBEE legislation. The RFP will specify the applicable transformation obligations, including B-BBEE, localisation, supplier development, skills development, employment equity and other transformation commitments.

- 40 What will be the weighting of BBBEE and ESG criteria in the RFP evaluation?

The weighting of B-BBEE and ESG criteria for the RFP has not yet been finalised. These requirements will be developed as part of the RFP evaluation framework and will be communicated to shortlisted bidders. Transnet may include B-BBEE, localisation, supplier development, CSI, ESG and environmental performance requirements as threshold, pass/fail, technical or scored criteria, depending on the final approved RFP evaluation methodology.

- 41 Will there be specific requirements for:
Local ownership participation
SMME inclusion
Community trusts or local beneficiation

Specific requirements for local ownership participation, SMME inclusion, community trusts, supplier development, CSI and local beneficiation have not yet been finalised for RFQ purposes. These matters are expected to be addressed in the RFP and Project Agreements, taking into account the project structure, bankability, applicable legislation, licence conditions, local community considerations and Transnet's transformation objectives.

- 42 How will Transnet ensure that consortia formed at RFQ stage remain compliant

As indicated in the RFQ, there are no B-BBEE requirements applicable to the Respondent's Qualification Declaration or Statement of Qualification at the RFQ

with future BBBEE requirements?

stage. Accordingly, bidders will not be disqualified or evaluated on the basis of their current B-BBEE status or ownership structure during the RFQ process.

The RFQ is intended solely to assess respondents' technical, operational, financial and commercial capability for the purpose of shortlisting suitably qualified bidders.

For the purposes of the subsequent RFP stage, Transnet intends to seek the necessary approvals and/or exemptions from the Minister of Finance, where required, to deviate from the application of the statutory 80/20 or 90/10 preferential scoring system in accordance with the applicable legislative framework. Certain procurement-related or transaction-structuring exemptions may also be sought, where necessary, to facilitate the proposed PSP transaction structure and governance arrangements. Any such exemptions will be pursued through the appropriate statutory approval processes with the relevant authorities.

Should the required exemption be granted, the RFP evaluation will not apply the statutory 80/20 or 90/10 preference point system. Instead, the RFP will include transaction-specific transformation requirements appropriate to a long-term PSP concession.

Should the exemption not be granted, the RFP will apply the prescribed 90:10 preferential scoring system, with B-BBEE preference points assessed against the bidder's proposed B-BBEE Transformation Targets and Transformation Plan, demonstrating how the prescribed transaction-specific transformation objectives will be achieved over the concession period.

Irrespective of the evaluation methodology ultimately adopted, the Special Purpose Vehicle (SPV/NEWCO) established for implementation of the project will be required to comply fully with all applicable B-BBEE legislation. The RFP will specify the applicable transformation obligations, including B-BBEE, localisation, supplier development, skills development, employment equity and other transformation commitments.

43 What performance commitments (if any) will be provided regarding rail capacity on the North Corridor?

At present, no guaranteed rail capacity commitment is being provided as part of the RFQ. Rail capacity on the North Corridor is a key dependency for the project and will be addressed further during RFP stage through operational interface arrangements, available planning information and coordination mechanisms with the relevant Transnet rail entities.

44 Will there be:
Minimum guaranteed volumes
Or take-or-pay arrangements?

At present, no minimum guaranteed volumes or corridor-level take-or-pay arrangements are being offered. Historically, throughput commitments have been managed through commercial contracts with individual customers rather than corridor-wide guarantees. Respondents should develop their proposals based on their own market assessment and customer engagement. Further commercial and operational information may be provided during RFP stage. Operational coordination between the terminal and rail operations is an important aspect of the logistics chain.

45 Will formal interface agreements / SLAs be included in the RFP to manage:
Rail-to-port integration
Operational coordination
Performance accountability

Accordingly, the RFP documentation is expected to include provisions relating to operational interfaces, which may include draft Interface arrangements between terminal and rail operations; draft operational coordination mechanisms and draft service-level expectations and performance management processes.

The detailed structure of these arrangements will be provided during the RFP stage, once the transaction structure and operational model are finalised

- 46 Can Transnet provide a detailed capex roadmap, including:
Berth conversion timelines
Expansion of berths (e.g., 803/804)
Tippler and yard upgrades
- Berth 802 jetty is currently at approximately 90% completion of the detailed engineering design. It should be noted that a further 14 months will be required to undertake marine geotechnical investigations and structural design validation, after which the construction phase is expected to commence. The timing of implementation will also remain dependent on the outcomes of the DBT berth throughput optimisation and improvement initiatives, as well as the overall port performance position.
- In parallel, Transnet Port Terminals (TPT) has initiated a Stormwater Upgrade Project. The feasibility study is currently in progress and is expected to be completed in the last quarter of the calendar year. Subject to approvals, the implementation phase is estimated to take approximately two years.
- Tippler Upgrades are part of the PSP project.
- 47 Which elements of the capex programme are:
Mandatory
Versus subject to bidder innovation?
- Further information will be provided in RFP stage.
Detailed project information will be provided in during the RFP stage to shortlisted bidders.
At a principle level bidder innovation is a critical objective of public sector partnering. As such bidder innovation during RFP stage is encouraged. The technical Information provided in the RFQ is to enable bidders to get a high level understanding of the project and indication of the intended outcomes for achieving the targeted capacity. "This should merely be seen as a reference design"
- 48 Are there any TNPA-dependent infrastructure upgrades, and what are their timelines?
- Bidders will be permitted to propose alternative technical solutions or optimised infrastructure configurations, provided that the required throughput capacity can be achieved.
Berth 802 jetty is currently at approximately 90% completion of the detailed engineering design. It should be noted that a further 14 months will be required to undertake marine geotechnical investigations and structural design validation, after which the construction phase is expected to commence. The timing of implementation will also remain dependent on the outcomes of the DBT berth throughput optimisation and improvement initiatives, as well as the overall port performance position.
- In parallel, Transnet Port Terminals (TPT) has initiated a Stormwater Upgrade Project. The feasibility study is currently in progress and is expected to be completed in the last quarter of the calendar year. Subject to approvals, the implementation phase is estimated to take approximately two years.
- 49 22. Has Transnet conducted any independent technical or asset condition assessments of the terminal?
- Further information will be provided in RFP stage.
Shortlisted bidders will be expected to undertake their own independent technical, engineering and asset condition assessments as part of their due diligence process in the RFP stage. Transnet therefore encourages bidders to conduct their own investigations, site inspections and technical evaluations in order to fully assess the condition of the assets and associated project risks.
23. If so:
Will these reports be made available during the RFP phase?
- Information provided by Transnet during the procurement process is intended to assist bidders in their assessment of the opportunity and should not be relied upon as a substitute for the bidder's own independent analysis and verification. Shortlisted bidders will be provided with a structured due diligence process during the RFP phase, which is expected to include access to a secure electronic data room; site visits and technical inspections access to relevant operational, commercial, and technical information; and opportunities to engage with Transnet subject matter experts through
- 50 24. What level of access will bidders have during due diligence (site inspections, data rooms, operational data)?

		clarification processes.
		The detailed due diligence protocol will be communicated to shortlisted bidders at the RFP stage.
50	25. What is the intended labour transition model: Full transfer (“lift and shift”) to SPV Or secondment / services model (as per DCT precedent)?	The intended labour transition model is subject to ongoing engagement between Transnets and its Labour Unions. The final preferred model will be communicated once these engagements have been finalised to the short listed bidders
51	26. What labour agreements or constraints currently exist that may impact: Productivity Cost structure Operational flexibility	Terminal operations currently operate within the framework of existing collective bargaining unit agreements, Transnet employment policies, and applicable South African labour legislation. These arrangements may influence operational considerations such as staffing structures, cost frameworks and labour practices. Further details on applicable labour arrangements will be made available to shortlisted bidders during the RFP phase, subject to confidentiality considerations.
52	What assumptions underpin the projected increase from ~16Mt to ~26.9Mt capacity?	The projected increase in terminal throughput from approximately ~16 Mtpa to ~26.9 Mtpa is based on a combination of market demand growth and terminal infrastructure optimisation developed during the PSP preparation process. Key demand-side assumptions include growth in chrome and magnetite export volumes; increased utilisation of Richards Bay as a competitive export corridor for dry bulk minerals; and improvements in rail corridor performance, enabling higher volumes to reach the port. Key infrastructure assumptions include: Conversion of Berth 702 from import to export operations; Additional tippler capacity; Expansion and optimisation of stockyard capacity; Improvements to conveyor and material handling systems; and Operational and automation improvements.
53	Are there: Secured offtake agreements Or indicative commitments from key commodity producers?	The final configuration and investment programme will be refined through bidder proposals during the RFP phase The Richards Bay Dry Bulk Terminal currently services multiple commodity exporters under individual commercial contracts for terminal services. These commercial arrangements are customer-specific, and Transnet does not intend to disclose individual customer contracts during the RFQ stage. Respondents should therefore develop their own market view of demand, taking into account publicly available information and their engagement with commodity producers.
54	How will Transnet support recapture of lost volumes in the short to medium term?	More detailed operational and commercial information MAY be made available to shortlisted respondents during the RFP stage via the data room, subject to appropriate confidentiality arrangements Transnet is implementing a broader programme to improve freight logistics system performance, including measures aimed at stabilising and growing export flows through key corridors such as the North Corridor to Richards Bay. These initiatives include operational recovery measures within the rail network, improved coordination between rail and port operations, commercial engagement with key commodity exporters, and ongoing contracting discussions

with customers to support sustainable export flows.

The Richards Bay Dry Bulk Terminal PSP forms part of this broader strategy by introducing private sector expertise and investment, enhancing terminal efficiency and capacity, and supporting improved reliability across the export logistics chain.

Respondents should note that volume recovery is expected to be driven by a combination of market demand, rail performance improvements, and terminal operational enhancements, rather than through guaranteed throughput commitments.

- 55 Please confirm:
RFQ evaluation timeline
RFP issue date
Target date for preferred bidder and financial close
- 56 What safeguards are in place to ensure process continuity and avoid re-tendering risk?
- RFQ evaluation, including the required governance approvals, is expected to take approximately one to two months. The RFP is targeted for issuance towards the end of the year, with the intention of closing the RFP process by mid-2027. Thereafter, the evaluation of proposals will be undertaken, followed by Board approval of the preferred bidder, negotiations, and ultimately financial close. The procurement process is being conducted in accordance with Transnet's established governance frameworks and procurement procedures to ensure transparency, fairness, and process integrity. The transaction follows the JIEPS framework and is structured as a two-stage procurement process, comprising an RFQ followed by an RFP, which enables Transnet to pre-qualify suitably experienced and capable bidders prior to issuing the detailed RFP documentation.

The process includes clearly defined RFQ qualification criteria to shortlist respondents with the required technical, operational, and financial capability. In addition, the transaction is subject to structured governance oversight, including approvals through Transnet's internal governance structures and compliance with applicable procurement policies. A defined evaluation framework and probity measures will also be applied to ensure consistency, transparency, and fairness in the assessment of submissions. Comprehensive transaction documentation will be issued during the RFP stage to provide clarity and certainty to shortlisted bidders.

These measures are intended to support a robust and competitive procurement process, thereby reducing the risk of process disruption while maintaining compliance with applicable procurement requirements.

- 57 32. Will Transnet consider issuing clarification notes or addenda to address critical structuring gaps (e.g., BBEE, rail interface)?
- 58 Kindly clarify what is considered or classified as "or similar" in the context of chrome and/or magnetite production.
- 59 With respect to the "a dry-bulk terminal handling 2 10 Mtpa" requirement, does this refer to throughput at a single terminal, or can it be demonstrated through aggregated volumes across multiple terminals operated by the same entity or group of companies?
- Yes.
- The phrase "or similar" refers to commodities or operations that are comparable in nature, handling characteristics, logistics chain, infrastructure requirements and operational complexity to chrome and/or magnetite dry bulk production and export. Respondents must provide sufficient evidence to demonstrate that the experience relied upon is relevant to the RBDBT operating environment. Transnet will assess equivalence based on the substance of the experience, not merely the commodity label.
- The dry-bulk terminal handling ≥ 10 Mtpa requirement refers to throughput at a qualifying terminal of comparable scale. It should not be demonstrated by aggregating volumes across multiple smaller terminals. The purpose of the requirement is to demonstrate experience operating a facility of comparable complexity, scale and intensity.

- 60 What is Transnet's definition of a terminal, and does it include inland facilities, onshore sites, and offshore platforms?
- For purposes of the RFQ, a terminal generally refers to an integrated cargo handling facility that receives, stores, handles and dispatches cargo through a port or comparable logistics interface, including relevant berths/quays, stockyards, conveyors, tipplers, loading/unloading equipment and associated systems. Inland facilities, onshore sites or offshore platforms would not ordinarily qualify unless the Respondent can demonstrate that the facility is functionally equivalent to a dry-bulk terminal and meets the scale, operational and technical requirements of the RFQ.
- 61 Do the qualification criteria related to stockpile management need to be met by the port operator or can the mining company meet this criteria? OR more broadly, can the miner and port operator experiences be combined for the purposes of qualification criteria or their criteria which specifically have to be met by the mining company and the port operator company?
- Stockpile management forms part of the overall terminal or mining operations scope. It is not a separate criteria under the RFQ.
- 62 Please clarify that the sister company's experience could be considered as experience (financial, human resource) evaluation or not? Considering that the group normally creates different subsidiary SPV to operate the port/terminal.
- No. Where a Respondent relies on the experience or credentials of an affiliated entity, that entity must form part of the Respondent's consortium,
- 63 The project depends on TNPA-implemented projects (e.g., Berth 802 jetty, stormwater upgrades). What are the firm timelines for these dependencies, as they directly affect the SPV's superstructure and equipment installation?
- Berth 802 jetty is currently at approximately 90% completion of the detailed engineering design. It should be noted that a further 14 months will be required to undertake marine geotechnical investigations and structural design validation, after which the construction phase is expected to commence. The timing of implementation will also remain dependent on the outcomes of the DBT berth throughput optimisation and improvement initiatives, as well as the overall port performance position.
- In parallel, Transnet Port Terminals (TPT) has initiated a Stormwater Upgrade Project. The feasibility study is currently in progress and is expected to be completed in the last quarter of the calendar year. Subject to approvals, the implementation phase is estimated to take approximately two years.
- 64 May bidders use credentials from their affiliated companies or sister companies under the same parent company to meet the qualification requirements?
- Further information will be provided in RFP stage.
- No. Where a Respondent relies on the experience or credentials of an affiliated entity, that entity must form part of the Respondent's consortium,
- 65 Is there a minimum equity stake required for being a Lead Member in the bidder consortium?
- The RFQ does not prescribe a minimum equity percentage for the Lead Member at this stage. However, the Lead Member must demonstrate that it will play a significant role in the consortium and the lead member cannot be changed at a later stage.
- 66 RFQ requires three consecutive years' FS (2022–2024). If the port commenced in 2023, but no 2022 FS. Would FS(2023–2025) be acceptable to demonstrate revenue?
- Similarly, with respect to the audited financial statements requirement, the intention of the criterion is to assess the financial standing and operational continuity of the bidder over a sustained period, rather than limiting compliance to a specific set of financial years only.
- Accordingly, the requirement will also be clarified in the Addendum to confirm that bidders may submit any three consecutive years of audited financial statements from 2022 onwards, provided that the submission demonstrates compliance with the applicable financial thresholds and requirements of the RFQ.

The criterion will therefore be updated substantially as follows:

“Bidders must submit audited financial statements for any three (3) consecutive financial years from 2022 onwards, demonstrating compliance with the financial capability requirements set out in the RFQ.”

- 67 HR & Management Capability requires three consecutive years (2022–2024) with >100 employees at a single operational site. If our port commenced in 2023. Would 2023–2025 be acceptable?

These clarifications will be formally incorporated into the next RFQ Addendum. The intention of the criterion is to ensure that Transnet engages with bidders that have demonstrated sufficient human resources management capability, specifically experience managing an organisation employing more than 100 employees at a single site for a sustained period of time.

Accordingly, whether the three-year period relates to 2022/23/24 or 2023/24/25, the underlying objective of demonstrating at least the last three continuous years of operational HR capability would still be met. Clarifying this aspect therefore does not constitute a material change to the scope or intent of the RFQ criteria.

To provide additional clarity, the criterion will be updated in the Addendum to read substantially as follows:

“Human Resources Management Capability: The bidder must demonstrate experience in managing an organisation employing more than 100 employees at a single site for a minimum continuous period of three (3) years from 2022 onwards.

- 68 I sent on email an intention to bid document and the confidentiality agreement. I was instructed to upload these online. Can you please direct me on how do I upload the required documents online.

Respondents must submit documentation through the formal submission process specified in the RFQ. Emailing an intention to bid or confidentiality agreement does not replace the required online submission. Please register or log in on the applicable Transnet tender / e-submission platform, locate the RBDBT RFQ event, and upload the required documents in the designated fields before the closing deadline. If a technical issue is experienced, the bidder should immediately contact the tender office or contact person listed in the RFQ and keep evidence of the issue and any correspondence.