



BIDDING CONDITIONS

**INTERNATIONAL BIDDING ROUND
Nº PERUPETRO-001-2015
TO AWARD LICENSE CONTRACT
FOR THE EXPLOITATION OF HYDROCARBONS
IN BLOCK 192**

APRIL - 2015

BIDDING CONDITIONS

INTERNATIONAL BIDDING ROUND N° PERUPETRO-001-2015 TO AWARD LICENSE CONTRACT FOR THE EXPLOITATION OF HYDROCARBONS IN BLOCK 192

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CONDITIONS FOR INTERNATIONAL BIDDING ROUND PERUPETRO-001-2015 TO AWARD LICENSE CONTRACT FOR THE EXPLOITATION OF HYDROCARBONS IN BLOCK 192

1. PURPOSE OF BIDDING ROUND

Pursuant to the provisions of the Organic Law on Hydrocarbons, Law 26221¹, PERU PETRO S.A., (hereinafter PERUPETRO), hereby calls Oil Companies (hereinafter, OC) or Consortiums interested in engaging in hydrocarbon exploration and exploitation activities, to participate in the International Bidding Round N° PERUPETRO-001-2015 (hereinafter, the Bidding Round) to award License Contract for Hydrocarbons Exploitation in Block 192, through which the OC or Consortium that, prior compliance with the Bidding Conditions of the International Bidding Round N° PERUPETRO-001-2015 (hereinafter, the Bidding Conditions) and the legal requirements established, shall be selected to enter into the respective License Contract for Hydrocarbons Exploitation lable blocks (hereinafter, the License Contract).

The Bidding Round considers that Petroleos del Peru – PETROPERU S.A. shall have the right to participate with up to 25% of the License Contract.

Prior to issuing the Call for the International Bidding Round, PERUPETRO has conducted the Citizen Participation process pursuant to the Regulations on Citizen Participation for Execution of Hydrocarbon-related Activities, approved by Supreme Decree 012-2008-EM; and to the Guidelines for Citizen Participation in Hydrocarbon Activities approved by Ministerial Resolution 571-2008-MEM/DM.

In relation to the Previous Consultation Process, PERUPETRO will proceed pursuant to what is established in Law N° 29785, Law to the Right of Previous Consultation to Indigenous People, acknowledged in Agreement 169 of the International Work Organization (IWO), its Bylaws approved by Supreme Decree 001-2012-MC and Ministerial Resolution 350-2012-MEM/DM.²

2. BIDDING ROUND SCHEDULE

The Bidding Round Schedule is shown in **Appendix 1**.

3. CONTRACT AREA AND WORK PROGRAM

BLOCK 192 is located in the Provinces of Datem del Marañon and Loreto in Loreto Region. The contract area map and coordinates are shown in **Appendix 2**.

Work Program (WP) is shown in **Appendix 3**.

4. QUALIFICATION

¹Per Consolidated Text approved by Supreme Decree 042-2006-EM

² The Previous Consultation Process will be executed in parallel with the Bidding round, which has to be concluded before the signature of the Supreme Decree approving the new contract for Block 192.

Qualification of OCs or Consortium will be made pursuant to the provisions set forth in the Regulation on Qualification of Oil Companies, approved by Supreme Decree 030-2004-EM and in the Procedure and Indicators for Qualification of Oil Companies approved by Agreement 048-2010 of the Board of Directors, according to what is established in the Bidding Conditions. The documents required for qualification are detailed in **Appendix 4**.

5. Contract Model

Appendix 5 contains the License Contract for the Hydrocarbons Exploitation of Block 192, which is a Standard Form Contract to which, the details of the Contractor, the Minimum Work Program, the Technical Proposal, the Economic Proposal and the amount corresponding to the Performance Bond will be added.

The Contract Model considers that Petr6leos del Per6 - PETROPER6 S.A. will be able to take up a participation of up to 25.0%. Said participation shall be in line with the provisions established in **Appendix 6**, pursuant to the Organic Law on Hydrocarbons - Law 26221 and the Business Corporations Law - Law 26887, as applicable.

6. GENERAL CONDITIONS

- 6.1** Participating OCs or Consortium are those that have expressed their interest in participating in the Bidding Round and that meet the Minimum Indicators determined as per the "Procedure and Indicators for the Qualification of Oil Companies" approved by the Board of Directors Agreement 048-2010.
- 6.2** All documents required by the Bidding must be submitted by the OCs or Consortium in Spanish, whether originally written in this language or by official translation or translation with consular authentication, exempting from this obligation the brochures, annual reports and other documents that on account of their nature may be submitted in English.
- 6.3** The information provided by the OCs or Consortium shall have a Sworn Statement nature. PERUPETRO reserves the right to verify such information.
- 6.4** The Commission designated by PERUPETRO will be in charge of conducting the Bidding Round according to the Bidding Conditions.
- 6.5** Observations and challenges shall be handled as follows:
 - 6.5.1** The interested OCs or Consortiums may submit any observations regarding their evaluation in application of Sub-section 7.2 of the Bidding Conditions to the Commission, which shall reply within two (2) business days. If the observations raised should not be admitted by the Commission, the interested OCs or Consortiums may appeal before the General Management of PERUPETRO within two (2) business days following the notification of the results and the General Management of PERUPETRO shall resolve same within two (2) business days.

6.5.2 Any contestation by the participating OCs or Consortiums regarding the Contract Award, shall only be admitted if the concern matters that the participating OC or Consortium has expressly referred to in the respective Minutes and shall be submitted to the Commission within two (2) business days, to be replied to, in turn, within two (2) business days. If the challenges should not be admitted by the Commission, the participating OC or Consortium may appeal before the General Management of PERUPETRO within two (2) business days following the notification of the results and the General Management of PERUPETRO shall resolve same within two (2) business days.

In the cases indicated in foregoing paragraphs 6.5.1 and 6.5.2, the decision of the General Management of PERUPETRO shall be final and binding.

The terms indicated in foregoing paragraphs 6.5.1 and 6.5.2, will be calculated upon the next day following the submission of the contestation or the notification of the results.

6.6 All notices from the OCs or Consortiums regarding the Bidding Round shall be submitted in writing to the Commission, as follows:

Commission
International Bidding Round PERUPETRO-001-2015
PERUPETRO S.A.
Av. Luis Aldana N° 320, San Borja
Lima-Perú

Notices regarding appeals pursuant to paragraphs 6.5.1 and 6.5.2, shall be addressed to the General Management Office of PERUPETRO, to the indicated address.

Notices submitted by the OCs or Consortiums that do not comply with the above mentioned shall be deemed as not submitted for the purposes of the Bidding Round.

Notices issued by the Commission to OCs or Consortiums shall be made in writing and sent to the address in Peru provided by such companies in their Letter of Interest (Form 1) and/or to the address in Peru of the representative designated for the Bidding Round. Such notices shall be signed by the Commission Coordinator and shall be issued through circular letters bearing consecutive numbers, with exception of notices referred to in Sub-section 7.2, issued only to the interested OC or Consortium.

Following are office hours of PERUPETRO:

Monday to Friday (Business Days)
8:00 am to 12:30 pm; 1:30 pm to 5:00 pm

6.7 If any of the dates established in the Bidding Round Schedule (Appendix 1) should be declared a holiday in the City of Lima, such date will be moved to the next business day, without requiring any notice from the Commission to the OC or Consortium.

- 6.8** PERUPETRO reserves the right to modify the dates for the Bidding Round activities indicated in the Bidding Round Schedule (Appendix 1); in that case, PERUPETRO will inform the new dates to the participating OCs or Consortium, in writing.
- 6.9** The Bidding Round shall be considered void if no bids are received or if there is no valid bid.
- 6.10** If the Bidding Round should be considered void or it should be decided not to award the Contract, PERUPETRO shall not be responsible for the cost of the proposals, the establishment of guarantees or for any other costs incurred by the participating OCs or Consortiums.
- 6.11** PERUPETRO is the only competent entity to interpret the Bidding Conditions.
- 6.12** In case of differences between the main text of the Bidding Conditions and its Forms and Appendices, the content of the main text shall prevail.
- 6.13** Any matters not foreseen by the Bidding Conditions shall be governed by the legal provisions in force in Peru, as applicable.
- 6.14** On the Effective Date of the License Contract, Contractor accepts to receive the goods described as reference in **Appendix 7 - Existing Equipment**, where and as they are, equipment that has been valued as detailed in such appendix. The valuation amount shall be paid by Contractor to PERUPETRO in three parts, with the corresponding interests³, plus the General Sales Tax, as following:
- The forty per cent (40%) of the amount valued before the Effective Date.
 - The thirty per cent (30%) of the amount valued and the respective interests before August 30, 2016.
 - The thirty per cent (30%) of the remaining amount valued and the respective interest before August 30, 2017.
- 6.15** Within two (2) months following the Effective Date of the License Contract, PERUPETRO and Contractor agree to formalize through a notarized recorded document, the ownership transfer of the goods referred to in Sub-section 6.14.
- 6.16** Petróleos del Perú- PETROPERÚ S.A. has the right to participate in the License Contract with up to 25.0%.

To that end the following shall be complied:

- a) Petróleos del Perú – PETROPERÚ S.A. will communicate PERUPETRO its intention to participate and the participation percentage, at least ten (10) calendar days before the date of the award granting.
- b) PERUPETRO will communicate Petróleos del Perú – PETROPERÚ S.A. the name of the OC or Consortium that is awarded the Contract.

³ The interest will be determined as per what is established for in paragraph 19.6 of the Contract Model contained in Appendix N° 5.

- c) The OC or Consortium that is awarded the Contract and Petróleos del Perú – PETROPERU S.A. shall communicate their decision and association percentage within five (5) calendar days as of the date of PERUPETRO's communication, attaching the respective joint venture.
- d) Upon expiration of the period mentioned in paragraph c), PERUPETRO will submit the License Contract Project for the approval of the Board of Directors and then will send the project to the executive as per the legislation in force.
- e) In case the indicated in paragraph c) is not comply, or when Petróleos del Perú – PETROPERU communicates its decision of not taking part in the Contract, or paragraph a) is not comply, PERUPETRO will proceed with the approval procedure of the License Contract Project, considering only the OC or Consortium that is awarded the Contract.

- 6.17** The Contractor of the License Contract for Hydrocarbons Exploitation in Block 192 shall start Operations on the Effective Date.

The Contractor of the License Contract for Hydrocarbons Exploitation in Block 192 must take the necessary steps to obtain and enter into agreements for use of public and private goods pursuant to the provisions in Title VII of the Regulations on Hydrocarbon Exploration and Exploitation Activities approved by Supreme Decree 032-2004-EM. In the case of goods pertaining to native communities or indigenous peoples, Section 7 of Law 26505, Law on Private Investment in the Development of Economic Activities within the National Territory and in the Peasant and Native Communities will apply, with similar conditions to already existing agreements.

7. BIDDING ROUND STAGES

7.1 CALL FOR BIDS: PUBLICATION OF CONDITIONS, SCHEDULE AND CONTRACT MODEL

As of the Call for Bids on the date established in the Bidding Round Schedule, (Appendix 1) PERUPETRO will invite through its website and other means as deemed convenient, national and foreign OCs to participate in the Bidding Round.

The Bidding Conditions will be published as of the date the Bids are called in the website of PERUPETRO, www.perupetro.com.pe

7.2 SUBMISSION OF LETTERS OF INTEREST AND ELIGIBILITY

The OCs or Consortiums interested in participating in the Bidding Round shall submit a Letter of Interest with the information required pursuant to **Form 1** and, in addition, they must submit **Form 2** and **Form 3** at the front desk of PERUPETRO, according to schedule (Appendix 1). Such formats have the condition of Sworn Declaration.

In addition to the provisions of the Regulations on Qualification of Oil Companies, approved by Supreme Decree 030-2004-EM and modifications, the Commission shall apply the "Procedure and Indicators for Qualification of Oil Companies" approved by Agreement of the Board of Directors 048-2010, as applicable.

The Commission will evaluate **Forms 1, 2 and 3**, as well as the support information that the OC or Consortium have submitted within a term of five (05) working days upon the reception of such documentation and will communicate the results of the same OC and Consortium. The OCs or Consortiums that meet all minimum indicators will receive from the Commission a letter pursuant to **Form 4**, enclosing these Bidding Conditions, the Technical Data Package of Blocks 192 and requesting to submit the qualification documents detailed in **Appendix 4**.

The Commission after performing the evaluation of the documents mentioned in Appendix 4, within a term of five (05) working days upon received such documentation will communicate to the OC or Consortium the result obtained. In case the OC or Consortium does not comply to submit the required documents or one of the facts anticipated in paragraph 9.1 of the Bidding Conditions occurs, the Commission will declare the eligibility as void.

The eligible EP or Consortium could perform a visit to the Operations of Block 192 during the dates established in the Schedule (Appendix N° 1), for which shall coordinate with PERUPETRO.

The OC or Consortium, who may wish to review any technical information additional to the data contained in the Technical Data Package provided, may use the regular digital Data Room service offered by the Data Bank of PERUPETRO. The list of available technical information of Block 192 is published in the corporate website of PERUPETRO: <http://www.perupetro.com.pe>.

PERUPETRO shall not be responsible for any decisions that the OCs or Consortiums may take based on the interpretations and content of the technical information furnished.

7.3 SUBMISSION OF ENQUIRIES AND REQUESTS FOR CLARIFICATION OF BIDDING CONDITIONS

OCs or Consortiums eligible to participate in the Bidding Round may submit enquiries or request clarification of Bidding Conditions by letter addressed to the Commission, delivered to the Front Desk of PERUPETRO during the term established in the Schedule (**Appendix 1**). The Commission may request clarification or specification of any enquiry that may be confusing, ambiguous or vague.

Enquiries or requests for clarification of Bidding Conditions sent by fax, electronic mail or any means other than the one indicated in the foregoing paragraph shall not be accepted.

7.4 REPLY TO ENQUIRIES AND REQUESTS FOR CLARIFICATION OF BIDDING ROUND RESULTS

Enquiries and clarification of Bidding Conditions shall be replied to only by the Commission on the dates established in the Schedule (Appendix N° 1), through a Single Integrated Responses Statement that shall be notified through circular letter to each of the participating OCs or Consortiums and published in the Corporate website of PERUPETRO: <http://www.perupetro.com.pe>.

7.5 SUBMISSION OF PROPOSALS

The participating OCs or Consortiums shall submit their proposals in two (2) closed envelopes bearing the names: Envelope 1 "Eligibility Documents" and Envelope 2 "Technical-Economic Proposal".

Envelope 1 shall be labeled as follows:

(NAME OF PARTICIPATING OIL COMPANY OR CONSORTIUM)

To the Commission
International Bidding Round N° PERUPETRO-001-2015
PERUPETRO S.A.
Av. Luis Aldana N° 320, San Borja
Lima-Perú

Envelope 1 "Eligibility Documents"

Envelope 2 shall be labeled as follows:

(NAME OF PARTICIPATING OIL COMPANY OR CONSORTIUM)

To the Commission
International Bidding Round N° PERUPETRO-001-2015
PERUPETRO S.A.
Av. Luis Aldana N° 320, San Borja
Lima-Perú

Envelope 2 "Technical-Economic Proposal"

Proposals shall be written in Spanish, using the digital forms furnished (Form 5 and Form 6).

All pages with content shall bear the signature of the Representative of the participating OC or of the Common Representative in the case of Consortiums and shall be duly and correlatively numbered, starting with number 1.

OCs forming part of a Consortium may not submit individual proposals or form part of more than one Consortium.

7.6 CONTENT OF PROPOSALS:

7.6.1 Envelope 1 "Eligibility Documents"

Each participating OC or Consortium must submit Envelope 1 "Eligibility Documents" containing the following documents:

- Affidavit of Participating OC or Consortium of Submission to Bidding Conditions (**Form 7**)
- Affidavit Accepting Terms and Conditions Provided in the License Contract Model for Hydrocarbons Exploitation in Block 192 (**Form 8**).
- Affidavit Accepting Guidelines for partnership with Petróleos del Perú – PETROPERÚ S.A. (**Form 9**)
- Sworn Commitment to Establish Consortium, as applicable (**Form 10**)

- Bid Bond (**Form 11**)

7.6.2 Envelope 2 "Technical-Economic Proposal"

Each participating OC or Consortium must submit Envelope 2 "Technical-Economic Proposal" containing the following documents:

- Affidavit of Technical Proposal (**Form 5**).
- Affidavit of Economic Proposal (**Form 6**).

7.7 PUBLIC CEREMONY FOR PRESENTATION OF PROPOSALS AND OPENING OF ENVELOPE 1

The presentation of Envelope 1 "Eligibility Documents" and Envelope 2 "Technical-Economic Proposal" shall take place in a public ceremony, on the date and time set forth in the Bidding Round Schedule (**Appendix 1**) before the Commission designated by PERUPETRO, the Notary Public, the Supervisor of the Institutional Control Unit of PERUPETRO and in the presence of the representatives of the participating OCs accredited through the Letter of Presentation indicated in Form 12. In the case of the Consortium, they must appoint a common attorney or representative, who must be accredited through the Letter of Presentation indicated in Form 13. Furthermore, the attorneys or representatives must identify themselves with their National Identification Card (DNI) or Alien Card (CE) or Passport.

The eligible OCs or Consortiums shall be called by a drawing of lots. If the representative of the OC or Consortium should not be present when the OC or Consortium is called, the proposal shall not be received.

7.7.1 OPENING OF ENVELOPE 1

Upon conclusion of the submission of proposals, the Commission shall open Envelope 1 "Eligibility Documents" of the participating OCs or Consortiums. Once the first envelope has been opened, no other envelopes or interruptions of the act shall be allowed.

The presentation of all documents required is mandatory. The Commission shall verify that the documents submitted by each participating OC or Consortium are the documents required by the paragraph 7.6.1 of the Bidding Conditions. If that should not be the case, the Commission shall return the proposal and it shall be deemed not submitted.

If the documents submitted should present formal defects, such as reparable errors or omissions that do not modify the scope of the proposal, the Commission shall request the representative of the OC or the Consortium to correct it during the act. If that should not be possible, the proposal shall be deemed not submitted, except as provided for in the following paragraph.

If there should exist any reparable technicalities, omissions or typing errors in the Bid Bond, the Commission may grant not more than two (2) business days for the corresponding correction. If the technicalities should not be repaired within that term, the proposal will be returned and deemed not submitted.

All Envelopes N°2 shall be given to the Notary Public for custody and subsequent opening, pursuant to the Schedule (Appendix N° 1).

Upon conclusion of ceremony, the corresponding minutes shall be prepared and signed by the Commission designated by PERUPETRO, the Notary Public, the Supervisor of the Institutional Control Unit of PERUPETRO and the representatives of the OCs and Consortiums participating in the Public Ceremony, who may wish to do so.

7.7.2 PUBLIC CEREMONY FOR OPENING OF ENVELOPE 2

The ceremony for opening of Envelope 2 "Technical-Economic Proposal" shall take place on the date and time set forth in the Bidding Round Schedule (Appendix 1) before the Commission designated by PERUPETRO, the Notary Public, the Supervisor of the Institutional Control Unit of PERUPETRO and in the presence of the representatives of the participating OCs and Consortiums who may wish to attend.

The content of the Technical Proposal (**Form 5**) and Economic Proposals (**Form 6**) shall then be read. Corrections shall not be allowed in case of omissions or errors in the Economic Proposal.

7.8 EVALUATION OF PROPOSALS

The Commission designated by PERUPETRO to conduct the Bidding Round shall evaluate the Technical and Economic Proposals through the application of the following criteria:

7.8.1 The Technical Proposal (OT) consists of the additional number of Development Wells per year that the OC or Consortium agrees to drill, in addition to the development wells per year established in the Work Program for the first exploitation phase. The Technical Proposal shall be submitted pursuant to **Form 5**.

The **Technical Proposal** (OT) shall be included in Clause 4 of the License Contract and shall be in addition to the Work Program set forth for Block 192.

The score for the **Technical Proposal (OT)** is obtained as follows:

$$OT = \text{Number of Additional Development Wells per year}$$

7.8.2 The **Economic Proposal** is formed by a percent rate with two decimal points, which will be applied in Clause Eight of the License Contract, as follows:

Oil Type	Royalty Percentage (%)
Light	(35.00 + xx.xx) %

Heavy	(25.00 + xx.xx) %
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The score of the **Economic Proposal (OE)** is obtained as follows:

$$OE = XX.XX$$

- 7.8.3** The Final Score for each participating OC or Consortium shall be determined once the score of the Technical Proposal (OT) and of the Economic Proposal (OE) have been obtained.

The winning bid shall be the one that obtains the highest Final Score according to the following:

$$FINAL SCORE = OT*70.0 + OE * 50.0*30.0$$

7.9 SOLUTION IN CASE OF TIE

In the event of a tie in the Final Score, the participating OCs or Consortiums that have tied their score in the first place shall be requested to present Additional Economic Proposals. The Commission shall indicate when the Additional Economic Proposal shall be presented in a public act, in the presence of the Commission, the Notary Public, the Supervisor of the Institutional Control Unit of PERUPETRO and the accredited representatives of the tied participating OCs or Consortiums.

The Additional Economic Proposal shall be submitted in Form 6 and shall be added to the first Economic Proposal to obtain the value of the Final Economic Proposal. The Final Economic Proposal shall be applied in Clause Eight of the License Contract Model for the Hydrocarbons Exploitation in Block 192. (**Appendix N° 5**).

The Contract shall be awarded to the participating OC or Consortium that obtains the higher Final Score considering the Final Economic Proposal.

If after the submission of the Additional Economic Proposal the tie should persist, the Contract shall be awarded through draw. The draw shall take place during the same act of presentation of the Additional Economic Proposal.

7.10 AWARDING OF CONTRACT

Awarding of the Contract shall take place during the same Public Ceremony for Opening of Envelope 2, as set forth in the Schedule (Appendix N° 1), except as provided for in foregoing Sub-section 7.9, in case of tie.

The Commission shall award the Contract to OC or Consortium which submits the winning proposal and shall present the results by means of a comparative table showing the technical and economic score, as well as the total score, obtained by each of the participating OCs or Consortiums.

Upon conclusion of the ceremony, the corresponding minutes shall be prepared and signed by the Commission, the Notary Public and the accredited representatives of the participating OCs or Consortiums who may wish to do so, as well as by the Supervisor of the Institutional Control Board of PERUPETRO.

7.11 COMMUNICATION OF THE AWARD

Communication of the Award shall be made during the same Public Ceremony for Opening of Envelope 2, on the date set forth in the Schedule (**Appendix 1**) except as otherwise provided for in case of tie, in Sub-section 7.9 above and shall be deemed informed to all participating OCs or Consortiums on the same date, during which copy of the minutes and table of results shall be provided to the accredited representatives as requested.

On the same date, the awarding of the Contract will be published on the Corporate Website of PERUPETRO: <http://www.perupetro.com.pe>.

8. GENERAL PROVISIONS FOR CONTRACT ESTABLISHMENT

8.1 Within five (05) business days following completion of qualification documents with the specific designation of the winning OC or Consortium, PERUPETRO shall grant or deny the Qualification Certificate.

8.2 The OC or Consortium that obtains the Contract and Petróleos del Perú – PETROPERÚ S.A., if it is the case, shall have a maximum term of five (05) working days counted upon the date of the award to sign the Preliminary License Contract, which includes the Work Program, the Technical Proposal, the Economic Proposal or Final Economic Proposal, as applicable, the replies to any enquiries and clarifications made and all other provisions set forth in the Bidding Round and applicable legal provisions. The above mentioned term is counted upon the communication of the Award.

If the OC or Consortium and Petróleos del Perú – PETROPERÚ S.A., if it is the case, should fail to sign the Preliminary License Contract within the term mentioned in the preceding paragraph, it shall immediately lose the Contract and the Bid Bond shall be executed, applying to that end, the provisions set forth in the second paragraph of Sub-section 9.1 of the Bidding Conditions.

8.3 If the Contract should be awarded to a Consortium, the participation percentages in the License Contract shall be the same or less to the ones declared in the Sworn Commitment for Establishment of a Consortium (**Form 10**).

8.4 PERUPETRO shall perform the necessary coordinations for the approval of the Supreme Decree of the License Contract and its subsequent signature.

8.5 Once the award is granted, the proposed area for Block 192 awarded could be reduced, if the OC or Consortium considers it convenient.

- 8.6 The Work Program, the Technical Proposal and the Economic Proposal or Final Economic Proposal shall not be modified as a result of the reduction of areas or for any other reason.
- 8.7 The awarded OC or Consortium and Petróleos del Perú – PETROPERÚ S.A., if it is the case, which has signed License Contract Model, will have until any time prior the Effective Date or a term of fifteen (15) calendar days, upon the publication of the Supreme Decree authorizing the signature of the License Contract, which happens first, to execute it. As requirements to execute the Contract, the OC or Consortium must submit the Performance Bond for the first period of the License Contract, the Corporate Guarantee(s) the certificate of educational contribution to the Administrative Committee for Training Resources (CAREC).

9. FINAL PROVISIONS

- 9.1 If at any point of the Bidding Round, even after having awarded the Contract, PERUPETRO should verify a default situation or a lack of veracity in the documents submitted by the OC or Consortium, PERUPETRO may annul the eligibility or qualification and, as the case may be, may render the Awarding of Contract null and void, executing the corresponding guarantee and holding the OC or Consortium liable for damages PERUPETRO may incur in this regard.

In such case, PERUPETRO may award the Contract to the participating OC or Consortium that obtained second place, provided the Bid Bond submitted by such OC or Consortium is still valid.

- 9.2 The Bidding Round and the responsibilities of the Commission shall end with the Awarding of the Contract or if the Bidding Round is declared void, and the return of the Bid Bonds (Form 11) to each OC or Consortium, as set forth in Sub-sections 7.9, 7.10 and 9.1 hereof, as applicable. Notwithstanding the foregoing, the Commission shall submit to the General Management the Preliminary Contract and corresponding Report for the consideration of the Board of Directors of PERUPETRO.

FORMS

FORM 1

**LETTER OF INTEREST TO PARTICIPATE IN THE INTERNATIONAL
BIDDING ROUND PERUPETRO-001-2015
(Model)**

(Note: SUBMISSION FORM: This form shall be submitted in all cases. Each OC shall submit this form, whether submission is made individually or in Consortium).

....., 2015

Messrs.
PERUPETRO S.A.

Reference: International Bidding Round PERUPETRO-001-2015

Dear Sirs,

This is to express our interest to participate in the PERUPETRO-001-2015 International Bidding Round to award License Contract for the Hydrocarbons Exploitation in Block 192.

To this end, we state the following information:

NAME OF COMPANY	
NAME OF PARENT COMPANY (if applicable)	
YEARS OF EXPERIENCE IN HYDROCARBON EXPLOITATION ACTIVITIES	
COUNTRY OF ORIGIN	
MAILING ADDRESS IN PERU	
LISTED COMPANY (Yes / No)	

TECHNICAL INDICATOR	
Annual average MBOED production(1)(4)	
Exploration wells drilled (2)	
2D Seismic lines registered (2)	
3D Seismic lines registered (2) (3)	
Development wells drilled (2)	
Hydrocarbon proven reserves (in millions of equivalent barrels, MMBOE) (4) (5)	

(1) Average production of the last two years (2014 and 2013) in thousands of barrels per day. Field production (at the wellhead) could be as well as an auditable information source is available.

(2) Information referred to the sum of activities performed during the last five (5) years (2010 to 2014).

(3) For Bidding Round purposes, one (1) 3D seismic square kilometer is equivalent to three (3) 2D seismic kilometers.

(4) For conversion purposes, a BOE⁴ conversion ratio of 6000 cubic feet of natural gas will be used.

⁴ BOE = Equivalent Oil Barrels

(5) Proven reserves information as of the end of the last year.

FINANCIAL INDICATOR	2014	2013	Average of the last two (2) years
Net Stockholders' EquityMMUS\$MMUS\$MMUS\$
Current assetsMMUS\$MMUS\$MMUS\$
Operating cash flowMMUS\$MMUS\$MMUS\$

Official support information for technical and economic indicators considered in the above tables shall be enclosed. (Annual reports, Financial Statements, etc)

Only in Case of Consortium⁵, indicate the following:

OC	PARTICIPATION %
Oil Company "X"	XX.XX%
Oil Company "Y"	YY.YY%
Oil Company "Z"	ZZ.ZZ%

Only in case the Oil Company does not have experience⁶, indicate the following:

NAME OF THE OPERATOR TECHNICALLY QUALIFIED TO PERFORM HYDROCARBON EXPLORATION AND EXPLOITATION ACTIVITIES OR HYDROCARBON EXPLOITATION ACTIVITIES / NAME OF THE OIL COMPANY WITH EXPERIENCE TO PERFORM OIL SERVICES	
YEARS OLD IN HYDROCARBON EXPLOITATION ACTIVITIES	
COUNTRY OF ORIGIN	
ADDRESS FOR CORRESPONDENCE	

Only in case the Oil Company has not performed hydrocarbon exploration and exploitation activities during the last three (03) years⁷, indicate the following:

Contract(s) entered with the Peruvian State, according to Organic Law of Hydrocarbons, individually or as part of a consortium	
--	--

⁵ In case of participation in Consortium, the table indicating the participation percentage of each one of the Oil Companies which made up the Consortium shall be completed. Each Company shall submit Form 1, duly signed by the Company Representative and by the Common Representative of the Consortium.

⁶ In case the Oil Company has the economic and financial capacity but does not have experience in hydrocarbon exploration and exploitation activities, it shall complete the information of the technically qualified operator to perform hydrocarbon exploration and exploitation activities o hydrocarbon exploitation or of the Oil Company with experience in oil services, as per paragraph b) of article 6° of Oil Companies Qualification Bylaws, approved by Supreme Decree N° 030-2004-EM, amended by Supreme Decree N° 001-2012-EM. At the same time Technical Indicators of the mentioned Oil Company shall be included in the corresponding table.

⁷ In case of Oil Companies which has not performed hydrocarbon exploration and exploitation activities during the last three (03) years, according to paragraph e) or article 5 of Oil Companies Qualification Bylaws, approved by Supreme Decree N° 030-2004-EM, amended by Supreme Decree N° 001-2012-EM.

Hydrocarbons activities performed without interruption during the last ten (10) years	
---	--

Sincerely Yours,

.....
Signature of Legal Representative
Name
National Identity Card/Alien Card/Passport number
Position
Company name or seal
(Notarial authentication)

Only in case of Consortium:

.....
Signature of Common Representative of the Consortium
Name / Identity Card/Alien Card/Passport number
(Notarial authentication)

FORM 2

**LETTER OF TECHNICAL INFORMATION TRANSFERENCE
(Model)**

(Note: SUBMITTING FORM: This form shall be submitted in all cases. Every OC must submit this form, whether presenting itself individually or in Consortium). This form shall be submitted together with **Form 1** (Letter of Interest)

Lima,, 2015

Messrs.
(PERUPETRO S.A.)
International Bidding Round PERUPETRO-001-2015

Dear Sirs,

We hereby certify, that the technical information package which forms part of PERUPETRO-001-2015 International Bidding Round, and which has been delivered by PERUPETRO S.A., shall be used for the evaluation of the Block in which we are interested in. At the same time, we certify that the delivery of such information does not grant us any rights on such block.

The information, subject matter of this Letter may not be provided or transferred to third parties, unless to the subsidiaries, affiliated companies and branch offices of (Headquarters of the OC) or in Consortium, to be used for the purposes of this Bidding.

.....
(Name of Legal Representative of OC or Consortium)
(Position in OC)
(Name of OC)

FORM 3

INTEGRITY PLEDGE AFFIDAVIT

SUBMITTING FORM: This form shall be submitted in all cases, together with the Letter of Interest (Form 1.)

....., 2015

Messrs.
PERUPETRO S.A.

Reference: PERUPETRO-001-2015 International Bidding Round

Dear Sirs,

I, (Full name of Legal Representative/**Common Representative in the case of Consortium**), identified by (DNI, Alien Card or Passport number) in my capacity as legal representative of:

- **(Name of Oil Company X),**
- **(Name of Oil Company Y),**
- **(Name of Oil Company Z),**

that is participating in the PERUPETRO-001-2015 International Competitive Bidding Round to award License Contract for the Hydrocarbons Exploitation in Block 192, as an OC or Consortium, do hereby state that the entity I represent:

1. Has not offered, or granted, and will not offer, or grant directly or indirectly through third parties, any unlawful payment or benefit or any other improper advantage to any public official or their relatives, or to any other private companies or their employees/lessors, in order to obtain or maintain the award for the area of Block 192, during the mentioned Bidding Round.
2. Has not and will not enter into formal or tacit agreements with participating OCs, in order to use unfair competition practices.
3. The breach of this Integrity Pledge will cause the entity I represent to assume civil, criminal and, as the case may be, administrative liabilities that may be legally applicable, without prejudice to Committee's right to definitely separate the OC or Consortium from participating or to continue participating in the above Bidding Round.

.....
Signature of the Legal Representative of the OC
Name or Seal of the Company
(Notarial Authentication)

.....
Signature of the Common Representative in case of Consortium
DNI. Alien Card or Passport number
(Notarial Authentication)

FORM 4

**LETTER OF ELIGIBILITY TO PARTICIPATE IN THE PERUPETRO-001-2015
INTERNATIONAL BIDDING ROUND**

(Model)

(Note: SUBMISSION FORM: PERUPETRO S.A. will issue this form once the OC or Consortium has been declared eligible.)

Letter No. dated....., 2015

Lima,..... , 2015

Mr.
(Name of OC or Consortium Legal Representative)
(*Position in the OC*)
(*OC name*)
(*OC address*)
Country

Reference: PERUPETRO-001-2015 International Bidding Round

Dear Sir:

This is in reply to your Letter of interest requesting to be declared eligible to participate in the PERUPETRO-001-2015 International Bidding Round to award License Contract for the Hydrocarbons Exploitation in Block 192, received on, attaching Letter of Technical Information Transference (**Form 2**) and Integrity Pledge Affidavit (**Form 3**.)

In this regard, the Committee assigned to carry out the Bidding Round, has performed the evaluation and reports the OC or Consortium complies with the minimum indicators and is, thus, eligible to participate in the Bidding Round.

For qualification purposes of theOC or Consortium, the entity you represent must deliver the documents detailed in **Appendix 4** of the above Bidding Conditions, contained in the attached CD.

Sincerely yours,

.....
(Name of the Committee Coordinator)
(Committee Coordinator)

FORM 5

**AFFIDAVIT OF TECHNICAL PROPOSAL
(Model)**

....., 2015

Messrs.
PERUPETRO S.A.

Reference: PERUPETRO-001-2015 International Bidding Round

Dear Sirs:

I, (Full name of Legal Representative/Common Representative in the case of Consortium), identified by (DNI, Alien Card or Passport number), in my capacity as legal representative of:

*(Name of Oil Company X),
(Name of Oil Company Y),
(Name of Oil Company Z),*

participating in the Bidding Round as OC or Consortium, do declare our technical proposal is as follows:

TECHNICAL PROPOSAL
Nr. of additional development wells per year

NOTE: The number of additional development wells per year shall be a whole number without decimals Should the box be empty, the Technical Offer will be considered equal to zero (OT= 0).

.....
Signature of Legal Representative
Company Name or Seal
(Notarial Authentication)

[.....]
[Signature of Common Representative in the case of Consortium]
[DNI Foreign Card or Passport number]
[(Notarial Authentication)]

FORM 6

**AFFIDAVIT OF ECONOMIC PROPOSAL
(Additional Economic Proposal)
(Model)**

....., 2015

Messrs.
PERUPETRO S.A.

Reference: PERUPETRO-001-2015 International Bidding Round

Dear Sirs,:

I (Full name of Legal Representative/Common Representative in the case of Consortium), identified by (DNI, Alien Card or Passport number), in my capacity as legal representative of:

*(Name of Oil Company X),
(Name of Oil Company Y),
(Name of Oil Company Z),*

Participating as OC or Consortium in the Bidding Round, do state our economic proposal is as follows:

ECONOMIC PROPOSAL:	XX.XX% (*)
---------------------------	-------------------

(*) To be completed by Bidder, with two decimal digits. Should the box be empty, the proposal will be considered to be zero (00.00)

.....
Signature of Legal Representative
Company Name or Seal
(Notarial Authentication)

[.....]
[Signature of Common Representative in the case of Consortium]
[DNI, Alien Card or Passport number]
[(Notarial Authentication)]

<p>Notes:</p> <ol style="list-style-type: none"> 1) This form shall be adjusted in case of Consortium. 2) In case of not submitting ECONOMIC PROPOSAL, the box contained in this form shall be completed with zero (0.00). 3) In case of tie in the Final Score, this form shall be used to submit the Additional Economic Proposal.

FORM 7

AFFIDAVIT OF PARTICIPATING OC OR CONSORTIUM OF SUBMISSION TO BIDDING CONDITIONS

(Model)

....., 2015

Messrs.
PERUPETRO S.A.

Reference: PERUPETRO-001-2015 International Bidding Round

Dear Sirs:

I, (Full name of Legal Representative), identified by (DNI, Alien Card or Passport number), in my capacity as legal representative of:

- ***(Name of Oil Company X),***
- ***(Name of Oil Company Y),***
- ***(Name of Oil Company Z),***

Participating as OC or Consortium in the Bidding Round, do state that the entity (entities) I represent:

Is(are) aware, agree and expressly submit to the above referred Bidding Round terms and conditions; as well as to the corresponding Responses to Enquiries and Clarifications.

.....
Signature of Legal Representative
Company Name or Seal
(Notarial authentication)

[.....]
[Signature of Common Representative in the case of Consortium]
[DNI, Alien Card or Passport number]
[(Notarial Authentication)]

FORM 8

**AFFIDAVIT ACCEPTING THE TERMS AND CONDITIONS PROVIDED IN THE
LICENSE CONTRACT MODEL FOR HYDROCARBON EXPLOITATION
IN BLOCK 192
(Model)**

....., de 2015

Messrs.
PERUPETRO S.A.

Reference: PERUPETRO-001-2015 International Bidding Round

Dear Sirs:

I, (Full name of Legal Representative), identified by (DNI, Alien Card or Passport number), in my capacity as legal representative of:

*(Name of Oil Company X),
(Name of Oil Company Y),
(Name of Oil Company Z),*

participating as OC or Consortium in the Bidding Round, do hereby state that the entity I represent:

Fully agrees with the terms and conditions provided in the License Contract Model for the Hydrocarbons Exploitation in Block 192.

.....
Signature of Legal Representative
Company Name or Seal
(Notarial authentication)

[.....]
[Signature of Common Representative in the case of Consortium]
[DNI, Alien Card or Passport number]
[(Notarial Authentication)]

FORM 9

**AFFIDAVIT ACCEPTING THE GUIDELINES FOR ASSOCIATION WITH
PETRÓLEOS DEL PERÚ – PETROPERU S.A.**

(Model)

Messrs.
PERUPETRO S.A.

Reference: International Bidding Round PERUPETRO-001-2015

I, (Full name of Legal Representative), identified by (DNI, Alien Card or Passport number), in my capacity as legal representative of:

*(Name of Oil Company X),
(Name of Oil Company Y),
(Name of Oil Company Z),*

participating as OC or Consortium in the Bidding Round, do hereby state that the entity I represent:

Fully agrees with the Guidelines for Association with Petróleos del Perú – PETROPERÚ S.A., included in Appendix 6 of the Bidding Round Conditions.

.

.....
Signature of Legal Representative
Company Name or Seal
(Notarial authentication)

[.....]
[Signature of Common Representative in the case of Consortium]
[DNI, Alien Card or Passport number]
[(Notarial Authentication)]

FORM 10
SWORN COMMITMENT TO ESTABLISH CONSORTIUM
(Model)

(Note: SUBMISSION FORM: This model shall be submitted only in case of Consortiums)

....., 2015

Messrs.
PERUPETRO S.A.

Reference: PERUPETRO-001-2015 International Bidding Round

Dear Sirs:

(Full name of Legal Representative), identified by (DNI, Alien Card or Passport number), in my capacity as legal representative of (Name of Oil Company "X") and

(Full name of Legal Representative), identified by (DNI, Alien Card or Passport number), in my capacity as legal representative of (Name of Oil Company "Y") and

(Full name of Legal Representative), identified by (DNI, Alien Card or Passport number), in my capacity as legal Representative of (Name of Oil Company "Z")

do hereby state we have decided to participate as a Consortium in the PERUPETRO-001-2015 International Bidding Round for the awarding of License Contract for the Hydrocarbons Exploitation in Block 192 with the following share percentages:

OC	SHARE %
<i>Oil Company "X"</i>	<i>XX.XX%</i>
<i>Oil Company "Y"</i>	<i>YY.YY%</i>
<i>Oil Company "Z"</i>	<i>ZZ.ZZ%</i>

and that Mr.(Ms.) (full name) is empowered to represent the Consortium in all matters regarding the above referred Bidding Round.

.....
Signature of the OC "X" Legal Representative
Company name or seal
(Notarial Authentication)

.....
Signature of the OC "Y" Legal Representative
Company name or seal
(Notarial Authentication)

Signature of the OC "Z" Legal
Representative
Company name or seal
(Notarial Authentication)

FORM 11

BID BOND

(Model)

BID BOND No.

Lima,, 2015

Messrs.
PERUPETRO S.A.
Lima.

Dear Sirs:

We (financial system entity) hereby stand as joint and several guarantors of, hereinafter the Participant Company, before PERUPETRO S.A., for the amount of Two Hundred Thousand US Dollars (US\$200,000.00) in order to guarantee faithful compliance of the technical and economic proposal, as well as of the execution of the License Contract for Hydrocarbons Exploitation in Block 192, in accordance to the terms and conditions provided in the International Competitive Bidding Round PERUPETRO-001-2015 to award License Contract for Hydrocarbons Exploitation in Block 192. The obligation assumed by (entity of the financial system) under this Guarantee is limited to paying PERUPETRO S.A. the sum of Two Hundred Thousand US Dollars (US\$200,000.00) against their request for payment.

1. This is an irrevocable, unconditional, joint and several guarantee, without benefit of excussion, of immediate execution and payable during its effective term, against presentation of a notarial letter sent by PERUPETRO to ... (entity of the financial system)... requesting payment of Two Hundred Thousand US Dollars (US\$200,000.00), stating that the Oil Company has failed to comply with all or part of the aforesaid obligation, and attaching thereto, as single supporting document and justification, a certified copy of the notarized letter forwarded by PERUPETRO S.A. to the Participant Company demanding compliance of such an obligation.

2. This letter of guarantee shall expire on or before, unless, prior to such date, ... (entity of the financial system)... receives a letter from PERUPETRO S.A. releasing ...(entity of the financial system)... and the Participant Company from any responsibility hereunder, in which case this letter of guarantee shall be rendered ineffective on the date said letter from PERUPETRO S.A. is received.

3. Any delay on our part in honoring this guarantee in your favor shall accrue interest equivalent to the Foreign Currency Lending Rate (TAMEX) used by financial institutions and published by the Superintendence of Banking and Insurance Companies (SBS) applicable during the period of the delay, or any rate which may replace it. Interest shall be calculated as from the reception date of the notarial request sent by PERUPETRO S.A. to ...(entity of the financial system)...

As from the expiry or termination date, no claim may be filed regarding this guarantee and ...(entity of the financial system)... and the Participant Company shall be exempted from any responsibility or obligation hereunder.

Yours truly,

.....

NOTE: This form shall be adjusted in case of Consortium.

Notes:

1. The validity period of the Letter of Guarantee shall not be less than sixty (60) calendar days counted as of the date of Submission of Proposals (Submission of Envelope 1 "Eligibility Documents" and Envelope 2 "Technical-Economic Proposal".)
2. In case of validity expiration, the Letter of Guarantee shall be extended until the date of execution of the License Agreement. The OC shall submit PERUPETRO S.A. before the expiration date, the corresponding extension or renewal, or, alternately, a new Bid Bond in replacement.

FORM 12

**LETTER OF INTRODUCTION OF THE REPRESENTATIVE OF THE PARTICIPATING
OC OR CONSORTIUM
(Model)**

....., 2015

Messrs.
PERUPETRO S.A.
Lima - Peru

Reference: PERUPETRO-001-2015 International Bidding Round

Dear Sirs:

I (Full name of Legal Representative), identified by (DNI, Alien Card or Passport number), in my capacity as legal Representative of (Name of the Oil Company,) do hereby introduce Mr.(Ms.) (Full name), identified by (DNI, Alien Card or Passport number), to deliver, on our behalf and representation, Envelope 1 "Eligibility Documents" and Envelope 2 "Technical-Economic Proposal" for the PERUPETRO-001-2015 International Bidding Round to award the License Contract for the Hydrocarbons Exploitation in Block 192.

Mr.(Ms.) (Full name) is duly authorized to perform the corresponding rectifications, submit any observations he(she) may deem pertinent and act in all matters concerning the above referred Bidding Round.

.....
Signature of the OC Legal Representative
Company name or seal
(Notarial Authentication)

NOTE: This form will accompany Envelopes 1 and 2 and will be presented during the Ceremony for Submission of Proposals.

FORM 13

LETTER OF INTRODUCTION FOR THE COMMON REPRESENTATIVE IN CASE OF CONSORTIUMS
(Model)

SUBMISSION FORM: This form will be used only in the case of Consortiums. This form will be presented together with Envelopes 1 and 2 during the Ceremony for Submission of Proposals

....., **2015**

Messrs.
PERUPETRO S.A.
Lima - Peru

Reference: PERUPETRO-001-2015 International Bidding Round

Dear Sirs:

- *(Full name of Legal Representative)*, identified by *(DNI, Alien Card or Passport number)*, in my position of legal Representative of *(Name of Oil Company "X")*,
- *(Full name of Legal Representative)*, identified by *(DNI, Alien Card or Passport number)*, in my position of legal Representative of *(Name of Oil Company "Y")* and
- *(Full name of Legal Representative)*, identified by *(DNI, Alien Card or Passport number)*, in my position of legal Representative of *(Name of Oil Company "Z")*

do hereby introduce Mr.(Ms.) *(Full name)*, identified by *(DNI, Alien Card or Passport number)*, to deliver, on our behalf and representation, Envelope 1 "Eligibility Documents" and Envelope 2 "Technical-Economic Proposal" for the PERUPETRO-001-2015 International Bidding Round to award the License Contract for the Hydrocarbons Exploitation in Block 192.

Mr.(Ms.) (Full name) is duly authorized to perform the corresponding rectifications, submit any observations he/she may deem pertinent and act in all matters concerning the above referred Bidding Round.

.....
Signature of OC "X" Legal Representative
X Company name or seal
(Notarial Authentication)

.....
Signature of OC "Y" Legal Representative
Y Company name or seal
(Notarial Authentication)

.....
Signature of OC "Z" Legal Representative
Z Company name or seal
(Notarial Authentication)

NOTE: This form will accompany Envelopes 1 and 2 and will be presented during the Ceremony for Submission of Proposals.