(TRANSLATION) (for Reference Only)

**Qualified Project Etc. for Operation of**

**Kobe Airport**

**Forms and Directions**

**October 11, 2016**

**Kobe City Government**

The original of this document shall be prepared in the Japanese language, and this is only an English translation of it. This document shall serve only as a reference and shall be interpreted in accordance with the Japanese document.

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| --- |
| * This document corresponding to the document that comes under the list of documents in Part 1, Section 5 of the Application Guidelines Etc. of Qualified Project Etc. for Operation of Kobe Airport (October 11, 2016; Kobe City, hereinafter referred to as the “City”) is only allowed to be utilized within the purpose of the Bidding under the Application Guidelines, and usage of this document (including reproduction and citation of the document) irrelevant to the purpose of the Bidding is prohibited.
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# Part 1. Documents submitted and directions on each form

## Documents submitted for request to participation in the Explanatory Meeting

Request Form for participation in the Explanatory Meeting on the Application Guidelines, etc.
 [Form 1] <One copy>

The document shall be submitted by each company requesting participation in the Explanatory Meeting on the Application Guidelines, etc.

## Documents submitted for addressing questions on the Application Guidelines, etc.

Question Form [Form 2] <One copy>

The document shall be submitted after confirmation of Application Guidelines 9.-3.-(1).

## Participation Requirements Screening Documents

1. Statement of Participation and Submission of the Participation Requirements Screening Documents
 [Form 3] <One copy>

After confirming the pledge matters noted on the form, it shall be signed and sealed by a representative and submitted with the attachment of a seal certificate of the representative seal (issued within the past three months).

1. Name, etc., of Participation Applicant [Form 4-(I)] <One copy>

Names, etc., of Participation Applicant shall be entered according to the Application Guidelines, etc., In the case of any consultation with a Participant’s Advisor in regard to screening process of the Project, such Participant’s Advisor, etc., shall be included.

1. List of officers [Form 4-(II)] <One copy>

Officers of Participation Applicant shall be listed.

This list will be used for confirming the participation requirements in Application Guidelines 8.-1.-(viii). Personal information of representatives may be provided to relevant organizations such as the police.

1. Documents evidencing participation requirements [Form 5-(I) through 6-B-(I)]
 <In the case of [Form 5-(I)] and [Form 6], 1 original copy and 5 duplicate copies; and in the case of [Form 5-(II)], 1 copy >

State matters listed in the requirements in Application Guidelines 8.-1. and submit with attachment of materials evidencing said experience if needed.

Attachment of A3-size shall be a landscape, single-sided print to be folded as a A4-size portrait.

The documents concerning the "pledge on local tax and written consent to inquiries about the Kobe City municipal tax" [Form 5-(II)] will be used for confirming the participation requirements in Application Guidelines 8.-1.-(vi).

1. Attachments <One copy each>

Participation Applicant shall attach the following documents. For Participant’s Advisor, etc., “a. Company Profile” shall be attached.

1. Company profile (use of brochures, etc., acceptable)

\* As a general rule, it shall be in A4 size, provided, however that when there is an existing document in different size, this shall not apply.

1. Securities Report for the last two years.
2. When b. is not available, business reports and (non-consolidated and consolidated) financial statements in the last two years.

\* For overseas companies, alternative documents to the above.

1. Certified copy of commercial registration (a certificate of all registered matters within the last three months)

\* For overseas companies, alternative documents to the above.

1. When there is a “Parent company, etc.” stipulated in Item 4, Article 9 of the PFI Act and Article 1 of the Order of Enforcement of the same Act, documents a. and b. or c. and d.
2. A document certifying that there is no unpaid national tax (A certificate of tax payment issued within the past three months (No. 3-3)).

This document will be used for confirming the participation requirements in Application Guidelines 8.-1.-(vi).

**Table 1: Forms for the Participation Requirements Screening Documents**

| **Screening Item** | **Form No.** | **Max. Page No.** |
| --- | --- | --- |
| Participation requirements in Application Guidelines 8.-1.-i) through xii) |
| The Participant Applicant does not fall under the grounds for disqualification | * Statement that all requirements in Application Guidelines 8.-1.-i) through xii) are met.
 | 5-(I)5-(II) | 1 |
| Application Guidelines 8.-1.-xiii)-(A) |
| I. The Participant Applicant is familiar with the laws and regulations and business practices in Japan | * Number of business years in Japan of a Participation Applicant or officers affiliated to a Participation Applicant in charge of the process as of the start of distributing the Application Guidelines on October 11, 2016.
 | 6-A-(I) | 2 |
| * Any penalty, etc., imposed by public offices or other administrative authorities or any pending litigation which may have a significant impact on the management.
* When the above applies, grounds on which said event will not interfere with the pursuit of the carrying out the Project.
 | 6-A-(II) | 2 |
| II. The Participant Applicant has experience since 2006 of operating a facility used by the number of users which is similar to that of the Kobe Airport | The name of the business company having the experience\* that satisfies one of the following requirements since 2006, name of the facility, management form/style, details of the facility (passenger facility/commercial facility, multi-purpose building, number of annual users, and store floor area and total floor area), and period of operations, etc.\*The experience under ii) and iii) refers to the experience gained by the Participant Applicant itself or its consolidated subsidiaries, and includes experience of operating a commercial property management business and operating business under master lease contracts.i) Experience of operating a passenger facility used by at least 3 million users a yearii) Experience of operating a commercial facility with a store floor area no less than 4,000 m2iii) Experience of operating a multi-purpose building (which includes a commercial facility) which is attached to a passenger facility used by at least 3 million users a year and with a total floor area no less than 17,000 m2 | 6-A-(III) | 3 |
| Participation requirements in Application Guidelines 8.-1.-xiii)-(B) |
| I. The Participant Applicant is recognized to have the capacity since 2006 to operate an airport used by an annual number of passengers which is similar to that of the Kobe Airport | Experience since 2006 of practically operating an airport, with an annual number of passengers of at least 2.5 million, by the Participation Applicant itself, or through investment, dispatch of an officer, or execution of an O&M agreement, etc. | 6-B-(I) | 2 |

## Documents submitted for request for the loan of Confidential Information

1. Request Form for the loan of Confidential Information and Access Right
 [Form 7-(I)] <One copy>

Companies requesting the loan of Confidential Information and Access Right to the virtual data room shall submit a signed and sealed form with the attached documents of the Non-disclosure Agreement (Form 7-(II)) and a seal certificate of the representative (issued within the past three months).

1. NON-DISCLOSURE AGREEMENT [Form 7-(II)] <One copy>

After confirming the pledge matters noted on the form, the form shall be signed and sealed and submitted.

1. Notice of disclosure to Secondary Recipient [Form 7-(III)] <One copy>

When companies which are loaned the Confidential Information are disclosing all or a part of said materials to Secondary Recipients, a signed and sealed form shall be submitted in advance.

A written pledge to comply with the same or stricter confidentiality obligations under the Non-disclosure Agreement (Form 7-(II)) from the Secondary Recipient and a copy of the pledge shall be submitted in advance.

1. Pledge concerning delayed fulfillment of the duty to dispose of Confidential Information
 [Form 7-(IV)] <One copy>

If the event prescribed in Article 5, paragraph 2 of the Non-disclosure Agreement occurs, the form shall be signed and sealed and submitted, after referring to the pledge matters noted on the form.

1. Report on fulfillment of the duty to return or dispose of Confidential Information
 [Form 8] <One copy>

Companies which are loaned the Confidential Information and Information Recipients to which said Confidential Information is disclosed by said company shall be obliged to return or dispose the Information, sign and seal and submit the form pursuant to the provision of the Non-disclosure Agreement (Form 7-(II)).

## Documents submitted for request for participation in competitive dialogue

Request for participation in competitive dialogue [Form 9] <One copy>

The Form shall be submitted after referring to what is stated in Application Guidelines 9.-9.

## Proposal Screening Documents, etc.

1. Submission of the Proposal Screening Documents [Form 10] <One copy> After confirming the pledge matters noted on the form, it shall be signed and sealed by a representative and submitted.
2. Name, etc., of Applicant <One copy>
3. Name, etc., of Applicant (for Applying Companies) [Form 11-(I)]
4. Name, etc., of Applicant (for Consortium) [Form 11-(II)]

Name of Applicant, etc., shall be entered according to the Application Guidelines, etc. In the case of any consultation with a Participant’s Advisor in regard to screening process of the Project, such Participant’s Advisor, etc., shall be included.

1. Proxy [Form 12] <One copy for each>

In regard to a proxy from Consortium Members to a Representative Company when an Applicant is a Consortium, a representative of Consortium Members shall sign, seal and submit a proxy with the attachment of a seal certificate of the representative seal (issued within the past three months).

iv) Confirmation Request on Participation Requirements
(For Consortium Members other than the Qualified Participant)
 [Form 13-(I)] <One copy>

When Applicant is a Consortium, pledge matters noted on the form shall be confirmed on the Consortium Members other than the Qualified Participant and a representative shall sign, seal and submit the form.

The following documents shall also be attached:

a. Company outline (A leaflet, etc., may be used)

 \*In principle, the company outline shall use A4 paper. However, if existing documents use a different size, such documents may be submitted.

b. Securities reports for the last two fiscal years

c. If the documents listed in b. cannot be obtained, the business reports and financial statements (non-consolidated and consolidated).

\*In the case of a foreign company, documents that substitute these documents.

d. Certified copy of registration (A certificate of all registered matters issued within the last three months)

\*In the case of a foreign company, a document that substitutes for such document.

e. If there is a "parent company, etc.," defined in Article 9, Item (4) of the PFI Act and Article 1 of the Order for Enforcement of the PFI Act, the documents listed in a., b. or c., and d. for such parent company, etc.

f. A document certifying that there is no unpaid national tax (A certificate of tax payment issued within the past three months (No. 3-3)).

This document will be used for confirming the participation requirements in Application Guidelines 8.-1.-(vi).

1. List of officers (For Consortium Members other than Qualified Participant)

 [Form 13-(II)] <One copy>

Officers of Consortium Members other than Qualified Participant shall be listed. This list will be used for confirming the participation requirements in Application Guidelines 8.-1.-(viii). Personal information of representatives may be provided to relevant organizations such as the police.

1. Documents concerning the "pledge on local tax and written consent to inquiries about the Kobe City municipal tax" (For Consortium Members other than Qualified Participant) [Form 13-(III)] <One copy>

This list will be used for confirming the participation requirements in Application Guidelines 8.-1.-(vi).

1. Pledge concerning the Required Standards Document
 [Form 14] <One copy>

After confirming the pledge matters noted on the form, the form shall be signed and sealed and submitted.

1. Business succession plan [Form 15]

<Original: 1 copy; Duplicate: 5 copies>

Activities on succeeding Obligatory Business from the City between execution of the Basic Agreement and the Project Scheduled Commencement Date shall be specifically articulated conforming to entry guidelines of the form. Of entries in the form, any activity plan after execution of the Project Agreement shall become an integral part of the business succession plan on Obligatory Business submitted by the Operating Right Holder after the execution of Project Agreement.

The maximum number of pages for the form shall be five pages.

1. Proposal screening documents [Forms 16 through 35]
 <Original: 1 copy; Duplicate: 10 copies>

Form, proposal items, the maximum number of pages, etc., shall be as determined in the **“Table 2: Forms for proposal screening documents in the Proposal Screening.”** A proposal shall be specific in light of the Selection Criteria for Preferred Negotiation Right Holder.

**Table 2: Forms for proposal screening documents in the Proposal Screening**

| **Screening Item** | **Form****No.** | **Max.****Page No.** |
| --- | --- | --- |
| i) Proposed amounts of Consideration for the Operating Right, etc. |  |
| I. Proposed amounts | 1. Proposal on consideration with legal binding. | 16 | 1 |
| ii) Appropriateness of specific policies and plans for implementing the Project |  |
| I. Management form/style of the airport | 1.3 Management form/style that contributes to the integrated operation of the airport | 17 | 5 |
| II. Proposal for revitalization of the Kobe Airport | 1. Business growth strategy | * Forecast on aeronautical revenue as well as targets for number of aircraft movements and passengers and cargo volumes and their measures including invitation strategy on airlines and routes, strategic pricing, etc.
* Capital expenditure planning
 | 18 | 5 |
| * Charge-related measures for the landing charges, etc.
* Charge-related measures for non-aeronautical business
 | 19 | 5 |
| Forecast on non-aeronautical revenue and the measures in non-aeronautical business | 20 | 5 |
| 2. Proposal for safety and security | * Specific measures for safety operation and maintenance of the airports
 | 21 | 2 |
| Countermeasures during incidents (cases, accidents, disasters, epidemics, etc.) | 22 | 2 |
| * Measures on environment projects
 | 23 | 2 |
| 3. Proposal on improvement of convenience of airport users | * Strategy to improve convenience and amenity of airport users
* Charge-related measures for parking charges
* Investment plan that contributes to the improvement of convenience within the Airport site
 | 24 | 3 |
| 4. Proposal on cooperation with business operators accessing the Airport | 25 | 3 |
| 5. Proposal on promotion of use of the Airport | 26 | 3 |
| III. Proposal on voluntary projects | 1. Specific policies and business plans for voluntary projects2. Capital expenditure planning | 27 | 5 |
| iii) Technical foundation of Project operation |
| I. Project implementation structure | Implementation structure (Profiles, governance policy, etc., of Applying Companies or Consortium Members) | 28 | 5 |
| II. Capacity to execute Project plans | 1. Experience of improvement measures in similar operation  | 29 | 6 |
| 2. Cooperation/coordination among Consortium Members and contribution by each member | 30 | 3 |
| III. Self-monitoring methods | 1. Satisfaction of required standards2. Status of implementation of the proposals made by the Applicant3. Appropriate PDCA cycle to ensure 2 above4. Self-check on safety and security | 31 | 3 |
| IV. Staff allocation | 1. Measures taken by SPC, etc., for personnel affairs and employment2. Employment conditions of employees to be dispatched from the City3. The job categories of the employees to be dispatched from the City according to request, number and dispatch period of such employees, and measures for technical succession | 32 | 3 |
| iv) Accounting foundation |
| I. Appropriateness of revenue and expenditure plan | 1. Long-term revenue and expenditure plan (use the form proposed by the City as the base) | 33-(I) | - |
| 33-(II) | 5 |
| 33-(III) | 2 |
| 2. Capital structure at the start of operation and financial strategy | 34 | 2 |
| II. Commitment to financing | 1. Provide with the breakdown of the financing (assumed amounts of d debt, equity, etc.) and where necessary a commitment letter from banks, financial institutions, etc. | 35 | 2 |

## Documents submitted for withdrawal from participation and notice on change of Consortium Member, etc.

After submission of the Proposal Screening Documents, it may be submitted whenever needed.

1. Withdrawal Notice [Form 36] <One copy>

In the case of withdrawing, a representative shall sign and seal and submit the form.

1. Notice on Disqualification, etc. [Form 37] <One copy>

If the Applying Company or the Consortium Members have become disqualified due to failing to satisfy the participation requirements, or a person controlling the Applying Company or the Consortium Members has changed or the Applying Company or the Consortium Members is controlled by a new third party, such event shall be notified promptly.

1. Notice on Change of Consortium Member, etc.
 [Form 38-(I)] <One copy>

Details of Notice on Change of Consortium Member, etc.
 [Form 38-(II)] <One copy>

The form shall be submitted for any change in Consortium Member or Participant’s Advisor. When adding a new Participant’s Advisor, etc., company profile set forth in 6.-(IV)-a. shall be attached. When adding a new Consortium Member, a proxy specified in 6.-(III) and a Confirmation Request on participation requirements set forth in 6.-(IV) shall be attached in addition to the above.

# Part 2. Points to be considered

## Purpose of the documents submitted

In preparation of the documents, the Application Guidelines, Selection Criteria for the Preferred Negotiation Right Holder, etc., shall be thoroughly read as well as to fully understand the roles of proposal documents in screening and contracting.

In the event an Applicant is selected as a Preferred Negotiation Right Holder, proposal documents become integral part of the Project Agreement, therefore, any discrepancy or variance between the Participation Requirements Screening Documents, Proposal Screening Documents and Proposal Screening Documents and the contents of the Project Agreement shall be adjusted by the time the Project Agreement is executed.

In addition, unless otherwise specified in each form, any preconditions, etc., to the proposal shall be clearly stated.

## Names of the companies

The proposal screening documents (Forms 16 through 35) in the Proposal Screening Documents, etc., shall have company names appear in the original copy only and shall not have company names or any representation of the companies (including use of logos, etc.) of Applicants, Participant’s Advisors or others who are supporting or cooperating with a specific Applicant in the public bidding appear in the duplicated copy.

## Content of the forms

In preparing each form, content shall be described clearly and specifically in plain language. In addition, any items, etc., required for clarity and specificity of content shall be added whenever appropriate.

Representation by illustrations, schematic diagrams, etc., facilitating understanding of the proposal may be used. Items requiring explanation in each form (the “Required Items”) shall be mandatory. Any omission of the Required Items may result in disqualification.

Maintain consistency of contents among forms.

Coined words and abbreviations shall be defined at their first appearance using technical and general terminologies.

Whenever referencing is required, for example, to other forms or supplementary materials, the corresponding page shall be stated.

## Formatting, etc.

Language, currency and unit used in each submitted document shall be Japanese, Japanese Yen and on SI-basis. In this regard, however, documents requesting participation in the Explanatory Meeting, a loan of Confidential Information, Question Form, Participation Requirements Screening Documents, Confirmation Request on participation requirements, Withdrawal Notice and Notice on Disqualification, etc., may be written using both Japanese and English, if the Applicant is comprised of non-Japanese companies; however, if the Japanese text and the English text does not correspond with each other, the Japanese text shall take preference. Printed materials to be provided from the Applicant, as supporting materials for the materials concerning participation requirements, may be in foreign languages, but an accurate Japanese translation shall be attached for the relevant portions of such printed materials.

Documentation shall use prescribed forms including the Cover page, and unless otherwise specified, it shall be portrait A4 size double-sided printing and a two-point left side stapling booklet. Provided, however, that when it is difficult to submit in A4 size, a letter size is also acceptable except for the documents submitted by Applying Company and the Representative Company.

Restriction on the number of pages shall be observed.

Diagrams, tables, etc., may be used to the extent they remain within a prescribed number of pages.

As a general rule, a character size used in submitted documents shall be approximately 10.5 points except for drawings, etc., with approximately 15mm space in the right margin and 20mm in the left margin.

Brochures, Securities Report, etc., may be used for corporate profile and document evidencing the record of experience. When brochures, Securities Report, etc., are used in the documents, the section relevant to the content of document shall be clearly stated. In this regard, brochures, Securities Report, etc., shall not be counted in the number of pages, therefore, there shall be no restriction to the number of pages.

## Editing method

Order of documents shall be as determined by the form page number, and in the event of multiple pages for a form, a page number is placed on the right top corner.

Each form shall be compiled and submitted as follows.

1. Participation Requirements Screening Documents

|  |  |
| --- | --- |
| Participation Requirements Screening Documents I | Forms 3 through 4-(II), and attachments including company profile, etc. |
| Participation Requirements Screening Documents II | Forms 5-(I) through 6-B-(I) |

1. Proposal Screening Documents, etc.

|  |  |
| --- | --- |
| Proposal Screening Documents I | Forms 10 and 14 |
| Proposal Screening Documents II | Form 15 |
| Proposal Screening Documents III | Forms 16 through 35 |

## Submission methods

Original and duplicate of the Participation Requirements Screening Documents II, and Proposal Screening Documents II and III shall be submitted in designated number of copies. Cover of a duplicate shall have a page number at the top right corner.

Each form shall use Microsoft Word or Microsoft Excel.

Each Proposal Screening Document shall be submitted in one CD-R or DVD-R containing each information during the submission period (calculation formula and link with other sheets shall remain in its original form to enable re-calculation, etc. Data of characters, diagrams, tables, photographs, etc., used in the forms shall remain editable for cut & paste).

## Other concerns

For overseas companies, a column where affix of seal is requested on the form shall be signed by a representative. In addition, in forms where a seal certificate of the representative seal is requested, it shall be substituted by a document certifying the signer is authorized to sign on behalf of the company (in free form).

Definition of terms used in the Forms and Entry Guidelines shall be as determined in the Application Guidelines.

**Table 3 Submission destination and number of copies to be submitted for each of the documents**

| **Classification** | **Form** | **Submission destination** | **Submission method** | **Number of copies to be submitted** |
| --- | --- | --- | --- | --- |
| Request Form for participation in the Explanatory Meeting for the Application Guidelines | Form 1 | Unit in charge | By email, and the original to be submitted at the explanatory meeting site | Original: 1 |
| Question Form for the Application Guidelines, etc. | Form 2 | Public bidding advisor | By email | Original: 1 |
| Participation Requirements Screening Documents I | Forms 3 through 4-(II) | Unit in charge | By email, and direct delivery or postal mail, etc. | Original: 1 |
| Participation Requirements Screening Documents II | Forms 5-(I) through 6-B-(I) | Unit in charge | By email, and direct delivery or postal mail, etc. | Original: 1Duplicate: 5(In the case of Form 5-(II), original: 1) |
| Request for the loan of Confidential Information, etc. | Forms 7-(I) through 8 | Unit in charge | By email and postal mail, etc. | Original: 1 |
| Request for participation in competitive dialogue | Form 9 | Unit in charge | By email and postal mail, etc. | Original: 1 |
| Proposal Screening Documents I | Forms 10 through 14 | Unit in charge | By email and postal mail, etc. | Original: 1 |
| Proposal Screening Documents II | Form 15 | Unit in charge | By email and postal mail, etc. | Original: 1Duplicate: 5 |
| Forms 16 through 35 | Original: 1Duplicate: 10 |
| Documents submitted for Withdrawal from participation and Notice on Change of Consortium Member, etc. | Forms 36 through 38 | Unit in charge | By email and postal mail, etc. | Original: 1  |

(1) Unit in charge

Promotion Section, Airport Business Division, Minato General Bureau, Kobe City

Address: 19F, Kobe City Municipal Office Building No. 1, 6-5-1 Kano-Cho, Chuo-Ku, Kobe City, Japan

Email address: kobe-marineair@office.city.kobe.lg.jp

(2) Public bidding advisor

Kobe Airport Team, Infrastructure Advisory Group, Ernst & Young ShinNihon LLC

Email address: kobe.airport@shinnihon.or.jp

# Document Forms

### **[Form 1]** Request Form for participation in the Explanatory Meeting for the Application Guidelines, etc.

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Request Form for participation in the Explanatory Meeting on the Application Guidelines, etc.

To: The Mayor of Kobe City

Company Name:

Address:

Our company requests to participate in the Explanatory Meeting on the Application Guidelines, etc., pertaining to the public bidding for the “Qualified Project, etc., for Operation of Kobe Airport” set forth in the Application Guidelines as of October 11, 2016.

■ Contact information on person in charge

|  |  |
| --- | --- |
| Department |  |
| Name of person in charge |  |
| Contact information | TEL |  |
| FAX |  |
| E-mail |  |

■ Participants information

|  |  |
| --- | --- |
| Department and Name 1 | (Entry example) Taro Kobe, xx Section, yy Department |
| Department and Name 2 |  |

\* For more column space, please add according to the form. And delete unnecessary columns as appropriate.

\* Ensure to bring the Application Guidelines, etc. on the day of Explanatory Meeting.

\* Any request on the venue shall not be accepted.

\* The time of the meeting and the maximum number of participants will be notified by email by noon of October 26 (Wednesday).

### **[Form 2]** Question Form

mm dd, yyyy

Application Guidelines, etc., on the Qualified Project, etc., for Operation
of Kobe Airport

Question Form

Our company submits a Question Form as follows pertaining to the public bidding of the “Qualified Project, etc., for Operation of Kobe Airport” set forth in the Application Guidelines, etc., as of October 11, 2016.

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Department |  |
| Submitted by |  |
| Contact Information | TEL |  |
| FAX |  |
| E-mail |  |

Entry example for [Sheet 1] Question Form on the Application Guidelines

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Topic | Relevant Section | Questions | Content which would infringe on the rights, competitive position or other reasonable interest |
| Page | Part | Clause | Item | Footnote |
| 1 | About xxx | 1 | Part 1. | 1. | (1) | 1 |  |  |
| 2 | About yyy | 2 | Part 2. | 2. | (2) | 2 |  |  |
| 3 |  |  |  |  |  |  |  |  |

\* Select an appropriate sheet for each material applicable to the question and state a question on the selected sheet.

\* Please ensure the question is precise and specific.

\* For applicable sections, please enter single-byte character for numeric and signs.

\* For more lines, add as appropriate.

\* Place them in order of the applicable sections for each material.

\* Do not change the form other than the height of a line.

\* Please state clearly that the question may contain a content that may harm the rights, competitive position, or other legitimate interests of a questioner if the question is disclosed.

\* Questions may be addressed on materials listed in the Guidelines 1.-5. except for those related to Confidential Information.

Enter data on the Microsoft Excel files separately provided for submission.

# Participation Requirements Screening Documents

|  |  |
| --- | --- |
| **Page No.** | /● |

**Participation Requirements Screening Documents I (basic documents)**

Participation Requirements Screening Documents I: Cover

|  |  |
| --- | --- |
| Registration No. |  |

|  |  |
| --- | --- |
| **Page No.** | /● |

### **[Form 3]** Statement of Participation and Submission of the Participation Requirements Screening Documents

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Statement of Participation and Submission of the Participation Requirements Screening Documents

To: The Mayor of Kobe City

Company Name:

Address:

Name and seal of
Representative: SEAL

Our company hereby represents our company’s participation to the Public Bidding and submits the Participation Requirements Screening Documents for the “Qualified Project, etc., for Operation of Kobe Airport” set forth in the Application Guidelines as of October 11, 2016.

In addition, our company pledges that the participation requirements determined in Application Guidelines 8.-1. of a Participation Applicant are met and the content of submitted documents and attachments are true and correct.

\* Seal of representative shall be a registered seal of the Representative.

\* Please attach a seal certificate of the representative seal (issued within the past three months).

|  |  |
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| **Page No.** | /● |

### **[Form 4-(I)]** Name, etc., of Participation Applicant

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Name, etc., of Participation Applicant

■ Participation Applicant

|  |  |
| --- | --- |
| Name of Company\*1 |  |
| Address\*1 |  |
| Name of Representative |  |
| Contact 1(undisclosed)\*2 | Name of person in charge |  | Department |  |
| TEL |  | FAX |  |
| E-mail |  |
| Contact 2(disclosed)\*1\*2 | Name of person in charge |  | Department |  |
| TEL |  | FAX |  |
| E-mail |  |
| Application category(Circle where applicable) \*3 | Application Guidelines 8.-1.-xiii)-(A) |
| Application Guidelines 8.-1.-xiii)-(B) |

■ Participant’s Advisor, etc.

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of contact person |  |

\* For more column space, please add according to the form. And delete unnecessary columns as appropriate.

\*1: In the event a Participation Applicant becomes a Qualified Participant, name, address and Contact 2 of Participation Applicant shall be announced on Kobe City's website or through other appropriate means as determined in Application Guidelines 9.-4.-(2).

\*2: Please state both Contacts 1 and 2. Both Contacts 1 and 2 may be the same.

\*3: Applying Company shall circle both.

|  |  |
| --- | --- |
| **Page No.** | /● |

### **[Form 4-(II)]** List of officers

mm dd, yyyy

List of officers

■ Persons who wish to participate

|  |  |
| --- | --- |
| Name (Furigana) |  |
| Address |  |
| Title | Representative(Enter a circle for the representative) | Name (Kanji) | Name (Furigana) | Date of birth | Sex | Personal address |
|  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |

\* This list of officers will be used for confirming the participation requirements in Application Guidelines 8.-1.-(viii). Personal information of representatives may be provided to relevant organizations such as the police.

\* For more column space, please add according to the form.

|  |  |
| --- | --- |
| **Page No.** | /● |

**Participation Requirements Screening Documents II
(documents certifying sufficiency of the participation requirements)**

Participation Requirements Screening Documents II: Cover

|  |  |
| --- | --- |
| Registration No. |  |

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| **Page No.** | /● |

### **[Form 5-(I)]** Documents certifying sufficiency of the participation requirements in Application Guidelines 8.-1.-i) through xii)

mm dd, yyyy

Documents certifying sufficiency of the participation requirements
in Application Guidelines 8.-1.-i) through xii)

■ Participation Applicant

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of Representative |  |

■ Participation requirements in Application Guidelines 8.-1.-i) through xii)

|  |  |  |
| --- | --- | --- |
| (I) | A person or an entity does not fall under Article 167-4 of the Order for Enforcement of the Local Autonomy Act (Cabinet Order No. 16 of 1947). | Yes / No |
| (II) | A person or an entity has not filed for a petition for the commencement of bankruptcy proceedings under Article 18 or 19 of the Bankruptcy Act (Act No. 75 of 2004). | Yes / No |
| (III) | A person or an entity has not filed for a petition for the commencement of reorganization proceedings under Article 17 of the Corporate Reorganization Act (Act No. 154 of 2002). | Yes / No |
| (IV) | A person or an entity has not filed for a petition for the commencement of reorganization proceedings under Article 21 of the Civil Rehabilitation Act (Act No. 225 of 1999). | Yes / No |
| (V) | A person or an entity has not filed for a petition for the commencement of special liquidation under Article 511 of the Companies Act (Act No. 86 of 2005). | Yes / No |
| (VI) | A person or an entity has not been delinquent in the payment of national tax (corporate tax and consumption tax) and local tax. | Yes / No |
| (VII) | A person or an entity has not had an action to suspend designation under the Kobe City Standards and Guidelines for Suspension of Designation imposed (Mayor's decision on June 15, 1994). | Yes / No |
| (VIII) | A person or an entity is not an organized crime group member defined in Article 2, Item (6) of the Act on Prevention of Unjust Acts by Organized Crime Group Members (Act No. 77 of 1991), is not other crime group (defined in Article 2, Item (2) of said Act) such as a corporation, etc., for which executives or persons substantially involved with its management are organized crime member, or does not have any socially-condemnable relationship with an organized crime member (a person or entity falls under Article 5 of the Guidelines on Exclusion of Organized Crime Groups from Affairs Subcontracted from Kobe City (Mayor's decision on May 26, 2010)). | Yes / No |
| (IX) | A person or an entity does not fall under the grounds for disqualification of a private business operator to implement a qualified project stipulated in Article 9 of the PFI Act. | Yes / No |
| (X) | A person or an entity is not any of the Bidding Advisors or their subsidiaries or a person who is associated with those through capital, personnel or other affairs. | Yes / No |
| (XI) | A person or an entity is not a corporation to which a member of the Selection Committee belongs, or a person who is associated with such corporation through capital, personnel or other affairs. | Yes / No |
| (XII) | A person or an entity is not using any of the persons or entities listed in (x) and (xi) above as an advisor associated with the selection for the Project. | Yes / No |

\* For the “Participation requirements in Application Guidelines 8.-1.-i) through xii),” please circle either Yes/No applicable.

\* In regard to (I) through (V) and (IX), overseas corporations shall require evidence based on which the City is able to confirm that equivalent requirements are met under the applicable laws and regulations. Please add a form according to the Form where the explanation is required.

\* “A person who is associated with those through capital, personnel or other affairs” in (X) and (XI) shall imply the relationship between parent and subsidiary companies stipulated in Item 3 or 4, Article 2 of the Companies Act.

|  |  |
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| **Page No.** | /● |

### **[Form 5-(II)]** Documents concerning the "pledge on local tax and written consent to inquiries about the Kobe City municipal tax"

mm dd, yyyy

To: The Mayor of Kobe City

"Pledge on local tax and written consent to inquiries about the Kobe City municipal tax"

1. Our company pledges that:

(1)　There is no local tax amount which is due but unpaid (including any amount for which a tax return is required but has not been filed); and

(2)　 In cases where the statement made in (1) above is found to be a false statement, our company will not have any objection even if our company is disqualified from participating in the public bidding for the "Qualified Project, etc., for Operation of Kobe Airport" and even if any Proposal Screening Documents that have already been submitted become invalid.

2. In confirmation of the statement made in 1-(1) above, our company consents that:

Kobe City will investigate the status of payment or the status of the filing of tax returns with respect to all municipal taxes of Kobe City (including the inhabitant tax, fixed property tax, urban planning tax, light vehicle tax, special landholding tax, business facility tax, bathing tax, and municipal tobacco tax) and will use the investigation results for the purpose of confirming the participation requirements for the public bidding for the "Qualified Project, etc., for Operation of Kobe Airport."

3. The effective period of the pledge made in 1 above and the consent given in 2 above shall be the day immediately preceding the day of the execution of the Basic Agreement on Qualified Project, etc., for Operation of Kobe Airport.

Corporate name (Furigana)

Title and name of representative (Furigana) 　　　　　　　　　　　　　　　　　　　　Seal

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Corporate number　　　　　　 |  |  |  |  |  |  |  |  |  |  |  |  |  |

Location of the registered head office/principal office, etc. 　Postal code　　　－　　　　TEL　　　( 　　)

Whether business operations are conducted in the head office/principal office shown above

 □ Conducted □ Not conducted

\* Please enter all locations of business offices, recreation facilities, etc., located within Kobe City (It is not necessary to enter the location of a business office if the location is the same as that of the head office).

Postal code　　　－　　　　　　　　　　　　　　　　　　　　　　　　TEL　　　　(　　　)

Postal code　　　－　　　　　　　　　　　　　　　　　　　　　　　　TEL　　　　(　　　)

\* If there are many business offices, please enter the locations in blank space or use another sheet.

\* This form will be used for confirming the participation requirements in Application Guidelines 8.-1.-(vi).

\* This form must be submitted regardless of whether the municipal tax is imposed by Kobe City.

\* Name of representative and the seal shall be of a proper approving person according to the rules of authorization.

|  |  |
| --- | --- |
|  **Page No.** | /● |

### **[Form 6-A-(I)]** Document certifying a number of business years

mm dd, yyyy

Document certifying a number of business years

■ Participation Applicant

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of Representative |  |

■ Number of business years

|  |  |
| --- | --- |
| Name of the company with continuous ten or more business years in Japan as of date of the public announcement of the Application Guidelines dated October 11, 2016 | \* It is also possible to include the Group companies of the Participation Applicant. |
| Number of business years of the applicable company | years |
| Relationship between the applicable company and the Participation Applicant | \* Describe on the capital relationship, etc., with the Participation Applicant (insert or attach a diagram of capital relationship). |

■ Number of business years of officer in charge

|  |  |  |
| --- | --- | --- |
| Name of an officer in charge of the Application Process with continuous ten or more business years in Japan as of date of the public announcement of the Application Guidelines dated October 11, 2016 and name of the affiliated company | Name of officer in charge | \* It is also possible to include the officer affiliated to the Group company of the Participation Applicant. |
| Name of affiliated company |  |
| Number of business years of the applicable officer | years |
| Relationship between the Participation Applicant and the company to which the applicable officer affiliates  | \* Describe on the capital relationship, etc., with the Participation Applicant (insert or attach a diagram of capital relationship). |

\* Please enter those Applicants who intend to meet participation requirements in Application Guidelines 8.-1.-xiii)-(A).

\* Materials, etc., evidencing the above shall be attached (for number of business years of the company, the history of the company in Securities Report, etc.; for number of business years of officers, personal history of officers, etc.)

\* Please state a number of business years of either the company or the officer in charge.

\* For more column space, please add according to the form.

|  |  |
| --- | --- |
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### **[Form 6-A-(II)]** Document certifying status on disciplinary action, etc., imposed by public offices, etc.

mm dd, yyyy

Document certifying status on disciplinary action, etc., imposed
by public offices, etc.

■ Participation Applicant

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of Representative |  |

■ Participation requirements in Application Guidelines 8.-1.-xiii)-(A).

|  |  |
| --- | --- |
| Any penalty, etc., imposed by public offices or other administrative authorities or any pending litigation which may have a significant impact on carrying out the Project. |  |
| When any of the above applies, the reason for which the case would not interfere with the pursuit of carrying out the Project. |  |

\* Please enter those Applicants who intend to meet the participation requirements in Application Guidelines 8.-1.-xiii)-(A).

|  |  |
| --- | --- |
| **Page No.** | /● |

### **[Form 6-A-(III)]** Document certifying experience of operating facilities

mm dd, yyyy

Document certifying experience of operating facilities

■ Participation Applicant

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of Representative |  |

■ Participation requirements in Application Guidelines 8.-1.-xiii)-(A).

|  |  |  |
| --- | --- | --- |
|  | Name of facilities presented as a proven record of experience. |  |
|  | Address |  |
|  | Category of experience(Circle where applicable) | Application Guidelines 8.-1.-xiii)-(A)-(i) | Experience of operating a passenger facility used by at least 3 million users in a year |
| Application Guidelines 8.-1.-xiii)-(A)-(ii) | Experience of operating a commercial facility whose store floor area is no less than 4,000 m2 |
| Application Guidelines 8.-1.-xiii)-(A)-(iii) | Experience of operating a multi-purpose building (which includes a commercial facility) whose gross floor area is no less than 17,000 m2, attached to a passenger facility used by at least 3 million users in a year |
|  | Details of experience | \* Specific details shall be provided including the contract form. |
|  | Operation period | \* Enter the period applicable to the record of experience since 2006. |
|  | Number of annual users, store floor area, gross floor area, etc. | \* Information demonstrating the record of experience shall be provided according to the category of experience. |
|  | Name of company with experience | \*For participants applying under Application Guidelines 8.-1.-xiii)-(A)-(i), this shall be the same as the Participation Applicants. |
|  | Relationship with the Participation Applicant | \* Describe on the capital relationship, etc., with the Participation Applicant (insert or attach a diagram of capital relationship). |

\* Please enter those Applicants who intend to meet the participation requirements in Application Guidelines 8.-1.-xiii)-(A).

\* Please attach the evidence materials for the above record of experience.

|  |  |
| --- | --- |
| **Page No.** | /● |

### **[Form 6-B-(I)]** Document certifying capability for airport operation

mm dd, yyyy

Document certifying capability for airport operation

■ Participation Applicant

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of Representative |  |

Participation requirements in Application Guidelines 8.-1.-xiii)-(B)

|  |  |  |
| --- | --- | --- |
|  | Name of airports as a proven record of experience |  |
|  | Address |  |
|  | Category of experience(Circle where applicable) | (i) | Applicant has the experience of operating an airport used by at least 2.5 million passengers in a year. |
| (ii) | Applicant has the experience of substantially operating an airport used at least 2.5 million passengers through investment, dispatching an officer to or execution of O&M agreement with them, etc. |
|  |  |
|  | Details of experience | \* Specific details shall be provided including the contract form and dispatch of officers. |
|  | Operation period | \* Enter the period applicable to the record of experience.Include those experiences since 2006. |
|  | Number of passengers per year |  |

\* Please enter those Applicants who intend to meet the participation requirements in Application Guidelines 8.-1.-xiii)-(B).

\* Please attach the evidence materials for the above record of experience.

# Documents submitted for a request for the loan of Confidential Information

### **[Form 7-(I)]** Request Form for the loan of Confidential Information and Access Right

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Request Form for the loan of Confidential Information and Access Right

To: The Mayor of Kobe City

Company Name:

Address:

Name and seal of
Representative: SEAL

Our company requests the loan of disclosure materials with the condition of the submission of a Non-disclosure Agreement pertaining to the public bidding of the “Qualified Project, etc., for Operation of Kobe Airport” set forth in the Application Guidelines as of October 11, 2016.

|  |  |
| --- | --- |
| Name of contact person |  |
| Department: |  |
| Address: |  |
| TEL |  |
| E-mail |  |

Additionally, our company requests that the following email addresses be used as the IDs for the setup of the right to access VDR.

|  |  |
| --- | --- |
| Requested ID (I) |  |
| Requested ID (II) |  |

\* Name of Representative and the seal shall be of a proper approving person according to the rules of authorization.

\* Please attach a seal certificate of the representative seal (issued within the past three months).

\* The number of the VDR access rights to be granted shall be two for each company, and the email addresses to be used for the request shall be company email addresses.

\* Pursuant to Article 5 of the Non-disclosure Agreement, Confidential Information shall be returned or disposed of and a Confirmation Report on return/disposal of Confidential Information (Form 8) shall be submitted upon the completion of returning or disposing of the loaned documents.

### **[Form 7-(II)]** NON-DISCLOSURE AGREEMENT

mm dd, yyyy

NON-DISCLOSURE AGREEMENT

for the Qualified Project, etc., for Operation of

Kobe Airport

To: The Mayor of Kobe City

Company’s Name:

Address:

Name and seal of

Representative: SEAL

We, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (hereinafter the “Company”), hereby covenant that the Company shall maintain the confidentiality of the information disclosed, or to be disclosed, by you, Kobe City Government (hereinafter the “City”), in the City’s selection process of the Preferred Negotiation Right Holder as set forth in the Application Guidelines on the Qualified Project, etc., for Operation of Kobe Airport as of October 11, 2016 (hereinafter the “Application Guidelines”), subject to the terms and conditions of this Non-Disclosure Agreement (hereinafter the “Agreement”). Unless otherwise specially provided for in this Agreement, the capitalized terms used but not defined in this Agreement shall have the same meanings set forth in the Application Guidelines.

Article 1. Objective

The Company hereby agrees and acknowledges that the Company receives, and will receive, the Confidential Information (as defined below) from the City to the extent the City considers necessary and appropriate for the purpose of the Company’s consideration of its participating in, and its proposal for, the Bidding (hereinafter the “Objective”).

Article 2. Confidential Information

For the purpose of this Agreement, “Confidential Information” shall mean any and all information which the City discloses to the Company after the execution of this Agreement through the Bidding including information necessary for the Bidding itself to be disclosed, whether by tangible or intangible methods. For the avoidance of doubt, any information provided indirectly or on its behalf by the City’s advisors, or disclosed through a virtual data room, is deemed to be information disclosed by the City. Provided, however, that the “Confidential Information” shall not include any of the following:

1. information which had already been in the public domain when it was disclosed by the City;
2. information which lawfully becomes publicly available after it was disclosed by the City without the Company’s breach of this Agreement;
3. information which is already known or in possession of the Company at the time of receipt from the City as evidenced by its records;
4. information which is independently developed by the Company with no reference to the Confidential Information as evidenced by its records;
5. information which the Company lawfully received from a third party on a non-confidential basis as evidenced by its records; or
6. information approved for release or use by the prior written approval of the City, provided, however, that the Company may only release or use this Confidential Information to the extent approved by the Company.

Article 3. Obligation of Confidentiality

1. Unless otherwise provided in this Agreement, the Company shall not directly or indirectly disclose, publish or otherwise make available to any third party the Confidential Information, and shall not use the Confidential Information for any purposes other than the Objective, without the prior written consent of the City.
2. The Company may disclose the Confidential Information, to the extent necessary to achieve the Objective and only in the manner necessary to achieve the Objective, (i) without written notice to the City, disclosure only to directors and employees of the Company, and (ii) with prior written notice to the City, disclosure only to (a) the Company’s Affiliates (For the purpose of this Agreement, “Affiliate” shall mean any entity that controls or is controlled by or under common control with the Company; provided, however, that an entity shall be deemed to be an Affiliate only so long as such control exists. The term “control” herein shall mean ownership of a majority of the voting equity interest in an entity; the same shall apply hereinafter), (b) the Consortium Members (including any persons or entities who have the intention to become a Consortium Member; the same shall apply hereinafter), (c) the Cooperating Companies (which shall mean persons or entities other than the Consortium Members who provide funds through investment or other equivalent methods or are contractors or outsourcees, with respect to the Project) (including any persons or entities who have the intention to become Cooperating Companies; the same shall apply hereinafter), (d) a person or entity who provides a loan to the Project (including any persons or entities who have the intention to provide a loan to the Project), (e) the rating agencies and (f) the Participant’s Advisors, etc. (including any persons or entities who have the intention to become the Participant’s Advisors, etc.; the same shall apply hereinafter), ((i), (ii)(a) through (f) and third parties to whom the Confidential Information was disclosed with the prior written consent of the City pursuant to the provision of preceding paragraph are collectively referred to as the “Information Recipients”). In the event that the Company discloses Confidential Information to the Information Recipients in accordance with this paragraph or the preceding paragraph, the Company shall, at its own responsibility, cause each of the Information Recipients to comply with the obligations set out in this Agreement, and a breach of such obligations by the Information Recipients shall be deemed as a breach by the Company of the obligations set out herein, whereby the Company shall assume liability thereof. The Company shall cause each of the Information Recipients to not disclose the Confidential Information to any third party without the prior written consent of the City. In the event that the Company discloses the Confidential Information to the Information Recipients falling under a category other than (i) above, the Company shall have the Information Recipients submit a written pledge under which the Information Recipients agree to comply with the same or stricter confidentiality obligations under this Agreement and not to disclose the Confidential Information to a third party without the prior written consent of the City. The Company shall deliver a copy of such written pledge to the City in advance. Note that the Information Recipients may mutually give and receive Confidential Information with one another only if such Information Recipients have submitted the written pledge specified in this Agreement to the Company and a copy of the written pledge has been delivered to the City in advance.
3. In the event of any compulsory disclosure from a court, tribunal, governmental authority, self-regulatory authority or stock exchange (hereinafter collectively “Authorities”), pursuant to law, juridical decision, decision, requirement, or rules of Authorities, the Company may only disclose the Confidential Information to such Authorities after notifying the City, unless Authorities legally prohibit such notification.
4. In order to prevent the unauthorized disclosure of Confidential Information, the Company shall take appropriate measures to safeguard all Confidential Information from unauthorized access, use, copying, disclosure, damage or destruction, including but not limited to, strictly storing and managing the Confidential Information independently from the Company’s own information and not storing the Confidential Information on privately-owned personal computers and other electronic devices.
5. The Company shall not copy or otherwise duplicate the Confidential Information. Notwithstanding the foregoing, the Company may copy or duplicate the Confidential Information (i) for the purpose of disclosing the Confidential Information subject to Article 3.2, or (ii) when required by law or regulations or (iii) in the ordinary course of business in connection with minutes and internal papers, provided the circulation of such minutes and papers is strictly controlled and highlights the confidential nature and limited use rights of such information, or (iv) otherwise with the prior written consent of the City.
6. In the event that the Company or the Information Recipients handle the Confidential Information falling under the category of any personal information, the Company shall comply with, and shall cause the Information Recipients to comply with, the relevant laws, regulations, ordinances and governmental guidelines.

Article 4. Term

This Agreement shall be effective from the date of signing, and shall remain in full force until the “Termination Date” defined as the earlier of (i) the Project Commencement Date, or (ii) December 31, 2018. However, the obligations set forth in Article 3 and Article 5 shall survive the termination of this Agreement.

Article 5. Return/Disposal of Confidential Information

1. If the Company does not submit the proposal documents, if the Company is not selected as Preferred Negotiation Right Holder, if the effective term of this Agreement expires, or if requested by the City in writing, the Company shall, and shall cause the Information Recipients to, return or dispose of the Confidential Information and its copies in the manner specified by the City, as soon as reasonably practicable. In such case, the Company shall deliver a written report to the City to the effect that all Confidential Information has been so returned or disposed of by the Company and the Information Recipients in the manner specified by the City (hereinafter the “Report on fulfillment of the duty to return or dispose of Confidential Information”).

2. Notwithstanding anything to the contrary in the preceding paragraph, the Company and its Information Recipients shall be entitled to retain copies of Confidential Information only when and to the extent that (i) the retention of such Confidential Information is required by law, regulations, or rules of a self-regulatory authority, or (ii) the retention of such Confidential Information is required by the Company or the Information Recipients’ compliance policies or document retention policies and such retention is approved in writing by the Company in advance. In such case, the Company shall, and shall cause the Information Recipients to, notify the City of the expected date of returning or disposing of the Confidential Information, and thereafter return or dispose of the Confidential Information and its copies in the manner specified by the City immediately after the expiration of the mandatory retention period of such Confidential Information and deliver the Report on fulfillment of the duty to return or dispose of Confidential Information to the City.

Article 6. Interpretation

1. This Agreement shall not be deemed to create any sale of goods, provision of service, or other transaction between the Company and the City or matters not prescribed under this Agreement.
2. This Agreement shall not limit the City’s and the Company’s pursuance of any purposes of studying, exchanging information or developing projects that are similar to the Project (as defined in the Application Guidelines) by itself or with third parties as far as it does not breach any obligations set forth in this Agreement.
3. The Company hereby acknowledges and agrees that the City makes no representations or warranties regarding the Confidential Information including accuracy, currentness, completeness, fitness for a particular purpose and non-infringement of third parties’ rights.
4. The Company hereby acknowledges and agrees that any rights in the Confidential Information shall at all times remain the sole property of the City and that the disclosure of Confidential Information to the Company by the City shall not be deemed to grant any rights regarding the Confidential Information, including trademarks, patents, copyrights and other intellectual property rights.

Article 7. Negotiation

The Company hereby agrees that matters not stipulated herein or any ambiguities that arise in connection with the interpretation of this Agreement shall be settled through good faith negotiation with the City.

Article 8. Indemnity

The Company shall indemnify and hold harmless the City from any loss, liability, damage or costs, including court costs and attorney's fees, in the event of disclosure or leakage of the Confidential Information for a cause directly attributable to the Company and Information Recipients or any breach of these covenants prescribed herein. In such case, the Company shall take appropriate measures, including but not limited to collecting the documents which include the Confidential Information, and shall make its best efforts to minimize the effect of the disclosure or leakage.

Article 9. Exclusive Jurisdiction

The Company agrees that it shall submit to the exclusive jurisdiction of the Kobe District Court as the court of first instance, with respect to any need for litigation relating to this Agreement.

Article 10. Governing Law

This Agreement shall be governed and construed in accordance with the laws of Japan.

\* No changes to any wordings in this Non-disclosure Agreement shall be accepted.

### **[Form 7-(III)]** Notice of disclosure to Secondary Recipient

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Notice of disclosure to Secondary Recipient

To: The Mayor of Kobe City

Name of Qualified Participant:

Address:

Name and seal of

Representative: SEAL

Our company makes notification of the disclosure of Confidential Information provided or disclosed by the City to the following Secondary Recipients pertaining to the public bidding of the “Qualified Project, etc., for Operation of Kobe Airport” set forth in the Application Guidelines as of October 11, 2016.

In addition, it has been confirmed the Secondary Recipients shall comply with the same or stricter confidentiality obligations under the Non-disclosure Agreement executed between the City and our company and the prospective Consortium Members have met the requirements in Application Guidelines 8.-1.-i) through xii).

■ Secondary Recipient

|  |  |
| --- | --- |
| Company Name: |  |
| Address |  |
| Name of Representative |  |
| Relationship with the Qualified Participant |  |

\* Name of Representative and the seal shall be of a proper approving person according to the rules of authorization.

\* For more column space for Secondary Recipients, please add according to the form. Delete unnecessary columns as appropriate.

\* Secondary Recipients shall include the affiliates (an “Affiliate” means any entity that controls or is controlled by or under common control with the Qualified Participant; provided, however, that an entity shall be deemed to be an Affiliate only so long as such control exists. The term “control” herein shall mean ownership of a majority of the voting equity interest in an entity), the Consortium Members (including any persons or entities who have the intention to become a Consortium Member), the Cooperating Companies (a collective term for those other than the Consortium Members who provide funds through investment or other equivalent methods or are contractors or outsourcees) (including any persons or entities who have the intention to become Cooperating Companies), a person or entity who provides a loan to the Project (including any persons or entities who have the intention to provide a loan), the rating agencies and the Participant’s Advisors, etc. (including any persons or entities who have the intention to become the Participant’s Advisors, etc.).

\* A written pledge to comply with the same or stricter confidentiality obligations under the Non-disclosure Agreement shall be received from the Secondary Recipient and a copy of the pledge shall be submitted in advance.

### **[Form 7-(IV)]** Pledge concerning delayed fulfillment of the duty to dispose of Confidential Information

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Pledge concerning delayed fulfillment of the duty to dispose of Confidential Information

To: The Mayor of Kobe City

Name of Qualified Participant:

Address:

Name and seal of Representative: SEAL

For the purpose of considering the application proposal in the selection process of the Operating Right Holder for the "Qualified Project, etc., for Operation of Kobe Airport," for which Kobe City publicly announced the Application Guidelines, etc., on October 11, 2016, our company received the disclosure materials, based on the submission of the "Non-disclosure Agreement (copy)" created by [Enter the name of the person/entity submitted the Non-disclosure Agreement to Kobe City] on [mm dd, yyyy]. Because our company is unable to immediately return or dispose of the materials pursuant to Article 5, Paragraph 2 of the Non-disclosure Agreement, our company hereby pledges that we will return or dispose of all the materials by the scheduled return or disposal date as detailed below, and that, upon the completion of the return or disposal, we will submit to Kobe City a written report of completion.

Description

|  |  |
| --- | --- |
| Scheduled disposal date |  |
| Return or disposal method |  |
| Reason for the delayed return or disposal |  |

\* A Secondary Recipient shall submit this report separately from the party that concluded the Non-disclosure Agreement.

\* Name of Representative and the seal shall be of a proper approving person according to the rules of authorization.

\* When the duty to maintain the confidentiality of the Confidential Information expires, the Confidential Information and its copies shall be returned or disposed of, and upon the completion of the return or disposal, the Report on fulfillment of the duty to return or dispose of Confidential Information (Form 4) shall be submitted.

### **[Form 8]** Report on fulfillment of the duty to return or dispose of Confidential Information

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Report on fulfillment of the duty to return or dispose of Confidential Information

To: The Mayor of Kobe City

Company Name:

Address:

Name and seal of Representative: SEAL

Our company hereby reports on the completion of returning or disposing of Confidential Information as follows pursuant to Article 5 of the Non-disclosure Agreement separately attached created on [mm] [dd], [yyyy] by [Enter the name of the person/entity submitted the Non-disclosure Agreement to Kobe City] after the disclosure of Confidential Information for the purpose of considering the application proposal in the selection process of the Preferred Negotiation Right Holder pertaining to the public bidding of the “Qualified Project, etc., for Operation of Kobe Airport” set forth in the Application Guidelines as of October 11, 2016.

Description

|  |  |
| --- | --- |
| Date returned/Date disposed |  |
| Method of returning/disposing |  |

End of Document

\* An Information Recipient shall submit this report separately from the party that concluded the Non-disclosure Agreement.

\* Name of Representative and the seal shall be of a proper approving person according to the rules of authorization.

# Documents submitted for request for participation in competitive dialogue

###  **[Form 9]** Request for participation in competitive dialogue

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Request for participation in competitive dialogue

To: The Mayor of Kobe City

Regarding the public bidding of the "Qualified Project, etc., for Operation of Kobe Airport" set forth in the Application Guidelines as of October 11, 2016, our company hereby requests for participation in competitive dialogue.

■ The Qualified Participant who satisfies both the requirement in 8.-1.-xiii)-(A) and the requirement in 8.-1.-xiii)-(B) of the Application Guidelines

|  |  |
| --- | --- |
| Company name |  |
| Address |  |
| Name and seal of representative | Seal |

■ The group of the Qualified Participants who satisfy the requirement in 8.-1.-xiii)-(A) of the Application Guidelines and the Qualified Participants who satisfy the requirement in 8.-1.-xiii)-(B) of the Application Guidelines

|  |  |
| --- | --- |
| Group name |  |
| Contact information | Name |  | Name of the person in charge |  |
| Telephone number |  | FAX |  |
| E-mail |  |

Group members

|  |  |
| --- | --- |
| Company name |  |
| Address |  |
| Name and seal of representative | Seal |

|  |  |
| --- | --- |
| Company name |  |
| Address |  |
| Name and seal of representative | Seal |

\* For more column space, please add according to the form. Delete unnecessary columns as appropriate.

\* Seal of representative shall be a registered seal of the representative.

# Proposal Screening Documents, etc.

|  |  |
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| **Page No.** | /● |

Proposal Screening Documents I (basic documents)

Proposal Screening Documents I: Cover

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| Registration No. |  |

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| **Page No.** | /● |

### **[Form 10] Submission Statement of the Proposal Screening Documents**

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Submission Statement of the Proposal Screening Documents

To: The Mayor of Kobe City

Name of Applying Consortium

Representative Company

Company Name:

Address:

Name and seal of
Representative: SEAL

Our Consortium hereby submits the attached Proposal Screening Documents pertaining to the “Qualified Project, etc., for Operation of Kobe Airport” set forth in the Application Guidelines as of October 11, 2016.

In addition, it is pledged the submitted documents and attachments are true and correct.

\* Seal of representative shall be a registered seal of the Representative.

\* Applying Companies shall delete or edit a signature and seal column for the Applying Consortium when submitting. The same shall apply in each form with signature columns.

|  |  |
| --- | --- |
| **Page No.** | /● |

### **[Form 11-(I)]** Name, etc., of Applicant (for Applying Companies)

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Name, etc., of Applicant

■ Applying Company

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of Representative |  |
| Contact information | Name of person in charge |  | Department |  |
| TEL |  | FAX |  |
| E-mail |  |

■ Participant’s Advisor, etc.

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of contact person |  |

\* For more column space, please add according to the form. Delete unnecessary columns as appropriate.

|  |  |
| --- | --- |
| **Page No.** | /● |

### **[Form 11-(II)]** Name, etc., of Applicant (for Consortium)

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Name, etc., of Applicant

|  |  |
| --- | --- |
| Name of Applying Consortium |  |

■ Representative Company

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of Representative |  |
| Contact information | Name of person in charge |  | Department |  |
| TEL |  | FAX |  |
| E-mail |  |

■ Consortium Member

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of Representative |  |
| Contact information | Name of person in charge |  | Department |  |
| TEL |  | FAX |  |
| E-mail |  |

■ Participant’s Advisor, etc.

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of contact person |  |

\* For more column space, please add according to the form. Delete unnecessary columns as appropriate.

|  |  |
| --- | --- |
| **Page No.** | /● |

### **[Form 12]** Proxy (for Consortium Members other than the Representative Company)

mm dd, yyyy

Proxy

To: The Mayor of Kobe City

■ Consortium Member

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of Representative | SEAL |

I appoint the following company as a Representative Company of the group and delegate the following authorities pertaining to the public bidding of the “Qualified Project, etc., for Operation of Kobe Airport” set forth in the Application Guidelines as of October 11, 2016.

<Affair entrusted>

1. Matters related to declaration of participation
2. Matters related to submission of the Proposal Screening Documents
3. Matters related to presentation
4. Matters related to withdrawal from participation and notice on change in Consortium Members, etc.
5. Matters related to appointment and dismissal of sub-agents
6. Other business incidental to liaising

<Attachments>

1. Seal certificate of the representative seal (issued within the past three months)

■ Delegatee (Representative Company)

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |

Page xx of yy

\* Seal of representative shall be a registered seal of the Representative.

\* It shall be provided for each Consortium Member.

|  |  |
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| **Page No.** | /● |

###  **[Form 13-(I)]** Confirmation Request on participation requirements (For Consortium Members other than Qualified Participant)

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Confirmation Request on participation requirements

To: The Mayor of Kobe City

Name of Applying Consortium:

Consortium Member’s

Company Name:

Address:

Name and seal
of Representative: SEAL

Our Company submits a Confirmation Request on the participation requirements pertaining to the public bidding of the “Qualified Project, etc., for Operation of Kobe Airport” set forth in the Application Guidelines as of October 11, 2016.

Our Company pledges the participation requirements of a Participation Applicant for a Consortium Member determined in the Application Guidelines are met as follows and the content of this Confirmation Request is true and correct.

■ Participation requirements in Application Guidelines 8.-1.-i) through xii)

|  |  |  |
| --- | --- | --- |
| (I) | A person or an entity does not fall under Article 167-4 of the Order for Enforcement of the Local Autonomy Act (Cabinet Order No. 16 of 1947). | Yes / No |
| (II) | A person or an entity has not filed for a petition for the commencement of bankruptcy proceedings under Article 18 or 19 of the Bankruptcy Act (Act No. 75 of 2004). | Yes / No |
| (III) | A person or an entity has not filed for a petition for the commencement of reorganization proceedings under Article 17 of the Corporate Reorganization Act (Act No. 154 of 2002). | Yes / No |
| (IV) | A person or an entity has not filed for a petition for the commencement of reorganization proceedings under Article 21 of the Civil Rehabilitation Act (Act No. 225 of 1999). | Yes / No |
| (V) | A person or an entity has not filed for a petition for the commencement of special liquidation under Article 511 of the Companies Act (Act No. 86 of 2005). | Yes / No |
| (VI) | A person or an entity has not been delinquent in the payment of national tax (corporate tax and consumption tax) and local tax. | Yes / No |
| (VII) | A person or an entity has not had an action to suspend designation under the Kobe City Standards and Guidelines for Suspension of Designation imposed (Mayor's decision on June 15, 1994). | Yes / No |
| (VIII) | A person or an entity is not an organized crime group member defined in Article 2, Item (6) of the Act on Prevention of Unjust Acts by Organized Crime Group Members (Act No. 77 of 1991), is not another crime group (defined in Article 2. Item (2) of said Act) such as a corporation, etc., for which executives or persons substantially involved with its management are organized crime member, or does not have any socially-condemnable relationship with an organized crime member (a person or entity falls under Article 5 of the Guidelines on Exclusion of Organized Crime Groups from Affairs Subcontracted from Kobe City (Mayor's decision on May 26, 2010)). | Yes / No |
| (IX) | A person or an entity does not fall under the grounds for disqualification of a private business operator to implement a qualified project stipulated in Article 9 of the PFI Act. | Yes / No |
| (X) | A person or an entity is not any of the Bidding Advisors or their subsidiaries or a person who is associated with those through capital, personnel or other affairs. | Yes / No |
| (XI) | A person or an entity is not a corporation to which a member of the Selection Committee belongs, or a person who is associated with such corporation through capital, personnel or other affairs. | Yes / No |
| (XII) | A person or an entity is not using any of the persons or entities listed in (x) and (xi) above as an advisor associated with the selection for the Project. | Yes / No |

Page xx of yy

\* Seal of representative shall be a registered seal of the Representative.

\* It shall be provided for each Consortium Member.

\* For the “Participation requirements in Application Guidelines 8.-1.-i) through xii),” please circle either Yes/No applicable.

\* In regard to (I) through (V) and (IX), overseas corporations shall require evidence based on which the City is able to confirm that equivalent requirements are met under the applicable laws and regulations. Please add a form according to the Form where the explanation is required.

\* “A person who is associated with those through capital, personnel or other affairs” in (X) and (XI) shall imply the relation between parent and subsidiary companies stipulated in Item 3 or 4, Article 2 of the Companies Act.

|  |  |
| --- | --- |
| **Page No.** | /● |

### **[Form 13-(II)]** List of officers (For Consortium Members other than Qualified Participant)

mm dd, yyyy

List of officers

■Consortium Members

|  |  |
| --- | --- |
| Name (Furigana) |  |
| Address |  |
| Title | Representative(Enter a circle for the representative) | Name (Kanji) | Name (Furigana) | Date of birth | Sex | Personal address |
|  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |

\* This list of officers will be used for confirming the participation requirements in Application Guidelines 8.-1.-(viii). Personal information of representatives may be provided to relevant organizations such as the police.

\* For more column space, please add according to the form.

|  |  |
| --- | --- |
| **Page No.** | /● |

### **[Form 13-(III)]** Documents concerning the "pledge on local tax and written consent to inquiries about the Kobe City municipal tax" (For Consortium Members other than Qualified Participant)

mm dd, yyyy

To: The Mayor of Kobe City

"Pledge on local tax and written consent to inquiries about the Kobe City municipal tax"

1. Our company pledges that:

(1)　There is no local tax amount which is due but unpaid (including any amount for which a tax return is required but has not been filed); and

(2)　 In cases where the statement made in (1) above is found to be a false statement, our company will not have any objection even if our company is disqualified from participating in the public bidding for the "Qualified Project, etc., for Operation of Kobe Airport" and even if any Proposal Screening Documents that have already been submitted become invalid.

2. In confirmation of the statement made in 1-(1) above, our company consents that:

Kobe City will investigate the status of payment or the status of the filing of tax returns with respect to all municipal taxes of Kobe City (including the inhabitant tax, fixed property tax, urban planning tax, light vehicle tax, special landholding tax, business facility tax, bathing tax, and municipal tobacco tax) and will use the investigation results for the purpose of confirming the participation requirements for the public bidding for the "Qualified Project, etc., for Operation of Kobe Airport."

3. The effective period of the pledge made in 1 above and the consent given in 2 above shall be the day immediately preceding the day of the execution of the Basic Agreement on Qualified Project, etc., for Operation of Kobe Airport.

Corporate name (Furigana)

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Corporate number　　　　　　 |  |  |  |  |  |  |  |  |  |  |  |  |  |

Location of the registered head office/principal office, etc. 　Postal code　　　－　　　　TEL　　　( 　　)

Whether business operations are conducted in the head office/principal office shown above

 □ Conducted □ Not conducted

\* Please enter all locations of business offices, recreation facilities, etc., located within Kobe City (It is not necessary to enter the location of a business office if the location is the same as that of the head office).

Postal code　　　－　　　　　　　　　　　　　　　　　　　　　　　　TEL　　　　(　　　)

Postal code　　　－　　　　　　　　　　　　　　　　　　　　　　　　TEL　　　　(　　　)

\* If there are many business offices, please enter the locations in blank space or use another sheet.

\* This form will be used for confirming the participation requirements in Application Guidelines 8.-1.-(vi).

\* This form must be submitted regardless of whether the municipal tax is imposed by Kobe City.

\* Name of Representative and the seal shall be of a proper approving person according to the rules of authorization.

|  |  |
| --- | --- |
| **Page No.** | /● |

### **[Form 14]** Pledge concerning the Required Standards Document

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Pledge concerning the Required Standards Document

To: The Mayor of Kobe City

Name of Applying Consortium

Representative Company

Company Name:

Address:

Name and seal of
Representative: SEAL

Our Consortium pledges that a set of documents submitted pertaining to the public bidding of the “Qualified Project, etc., for Operation of Kobe Airport” set forth in the Application Guidelines as of October 11, 2016 complies with the same or stricter provisions of the “Required Standards Document for Qualified Project, etc., for Operation of Kobe Airport.”

\* Name of Representative and the seal shall be of a proper approving person according to the rules of authorization.

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**Proposal Screening Documents II (business succession plan)**

Proposal Screening Documents II - Cover

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### **[Form 29]** Business Succession Plan

|  |
| --- |
| **[Form 15]** Business Succession Plan |
| Activities on succeeding Obligatory Business from Kobe City between execution of the Basic Agreement and the Project Scheduled Commencement Date shall be specifically articulated conforming to entry guidelines of the form. Of entries in the form, any activity plan after execution of the Project Agreement shall become an integral part of the business succession plan on Obligatory Business submitted by the Operating Right Holder after the execution of Project Agreement.1. Preparation between the execution of the Basic Agreement and the Project Agreement.
* Contents shall include the followings.
	+ Details of preparation, methods and implementing organization towards start of the Project.
* For a Consortium, division of duties of Consortium Members shall be specifically described.
	+ Schedule (draft)
	+ Expected challenges and countermeasures
1. Activity plan after execution of the Project Agreement
* Contents shall include the followings.
	+ Specific implementation procedures, methods, etc., of the matters listed as obligations for Operating Right Holder to carry out by the Project Scheduled Commencement Date based on Article 10 of the Project Agreement (draft).
	+ Handover methods and implementing organization of the business
* For a Consortium, division of duties of Consortium Members shall be specifically described.
	+ Schedule (draft)
	+ Expected challenges and countermeasures
1. Master schedule (draft)
* Master schedule (draft) which compiles schedule plans in the above (i) and (ii) shall be proposed.
* A3 size shall be a landscape, single-sided print to be folded as a portrait A4 size.

\* The maximum number of pages for the Form shall be five (except for (iii) Master schedule (draft)). |
|  | Registration No. |  |

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**Proposal Screening Documents III (proposal screening documents)**

Proposal Screening Documents III - Cover

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| --- | --- |
| **Registration No.** |  |

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### **[Form 16]** Proposal on Consideration for the Operating Right etc.

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Proposal on Consideration for the Operating Right etc.

To: The Mayor of Kobe City

Name of Applying Consortium

Representative Company

Company Name:

Address:

Name and seal of
Representative: SEAL

Our Consortium proposes the following amounts with a consent to the provisions of the Application Guidelines as of October 11, 2016 pertaining to the “Qualified Project, etc., for Operation of Kobe Airport.”

1. Amount of considerations for the Operating Right (Upfront fee) JPY

2. Amount of considerations for the Operating Right (Annual fee) JPY

3. Total amount of Revenue Sharing Fees \*1

 JPY

\* Name of Representative and the seal shall be of a proper approving person according to the rules of authorization.

\* For the amounts of the considerations for the Operating Right (Upfront fee and Annual fee) and the Revenue Sharing Fees, please enter the amounts that exclude consumption tax and local consumption tax.

\* Arabic numerals shall be used for the proposed amount. Any correction of the amount shall be deemed invalid.

\* Consistency among formats related to the revenue and expenditure plan (Formats 33-(I) through (III)) shall be maintained.

\* Any proposal with reserved conditions shall be unacceptable. Please be advised that any proposal with reserved condition shall result in disqualification.

\*1 Please enter the total amount of the Revenue Sharing Fees stated in the Revenue and Expenditure Plan (Form 33-(I)).

|  |  |
| --- | --- |
| **Page No.** | /● |

### **[Form 32-(II)]** Intent Statement on Project operation based on the Basic Policy -2

|  |
| --- |
| **[Form 17]** Airport management form/style |
| State the airport management form/style, which provides the system that contributes to the integrated management of the three airports.State the contributions made by the System to the expansion of aviation demand in the whole Kansai region, the revitalization of Kobe economy, and the development of the Kansai region’s economy. |
|  | Registration No. |  |

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### **Form 33]** Forecast and targets in aeronautical business and the measures

|  |
| --- |
| **[Form 18]** Forecast and targets for operating revenue of aeronautical business and the measures |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe specifically with a clear distinction made between (1) the initiatives and measures in five years from the start of operation and (2) the mid- to long-term initiatives and measures.Methods of involvement by each Consortium Member including Group companies or cooperating companies shall be specifically and clearly stated.* Forecast on aeronautical revenue as well as targets for number of aircraft movements and passengers and cargo volumes and their measures including invitation strategy on airlines and routes, strategic pricing, etc.
* Capital expenditure planning

\* Consistency among formats related to the revenue and expenditure plan (Formats 33-(I) through (III)) shall be maintained. |
|  | Registration No. |  |

|  |  |
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| **Page No.** | /● |

### **[Form 19]** Charge-related measures for landing charges, etc.

|  |
| --- |
| **[Form 19]** Charge-related measures for landing charges, etc., and non-aeronautical business |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe specifically with a clear distinction made between the (1) initiatives and measures in five years from the start of operation and (2) the mid- to long-term initiatives and measures.Methods of involvement by each Consortium Member including Group companies or cooperating companies shall be specifically and clearly stated.* Charge-related measures for landing charges, etc., usage charges for airport and aviation security facilities, usage charges for passenger handling facilities, etc. (including specific charge tables and specific pricing policies on pricing in five years from the start of operation, and the mid- to long-term pricing policies).
* Charge-related measures for charges related to non-aeronautical business (usage charges for shared facilities, rents, etc.) (including specific charge tables and specific pricing policies on pricing in five years from the start of operation, and the mid- to long-term pricing policies).
* Specifically and clearly indicate each set of charges that are planned to be collected.

\* Consistency among formats related to the revenue and expenditure plan (Formats 33-(I) and (III)) shall be maintained.  |
|  | Registration No. |  |

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### **[Form 35]** Forecast on non-aeronautical revenue and the me

|  |
| --- |
| **[Form 20]** Forecast on non-aeronautical revenue and the measures in non-aeronautical business |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe specifically with a clear distinction made between (1) the initiatives and measures in five years from the start of operation and (2) the mid- to long-term initiatives and measures.Methods of involvement by each Consortium Member including Group companies or cooperating companies shall be specifically and clearly stated.* Forecast on non-aeronautical revenue and the measures in non-aeronautical business
* Capital expenditure planning

\* Consistency among formats related to the revenue and expenditure plan (Formats 33-(I) and (III)) shall be maintained. |
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### safe operation, maintenance and administration of the airports

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| **[Form 21]** Specific measures on safe operation, maintenance and administration of the airports |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe specifically with a clear distinction made between (1) the initiatives and measures in five years from the start of operation and (2) the mid- to long-term initiatives and measures.Methods of involvement by each Consortium Member including Group companies or cooperating companies shall be specifically and clearly stated.Specific measures on safe Operation, maintenance and administration of the airports\* Consistency among formats related to the revenue and expenditure plan (Formats 33-(I) and (III)) shall be maintained. |
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| **[Form 22]** Countermeasures during incidents (cases, accidents, disasters, epidemics, etc.) |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe specifically with a clear distinction made between (1) the initiatives and measures in five years from the start of operation and (2) the mid- to long-term initiatives and measures.Methods of involvement by each Consortium Member including Group companies or cooperating companies shall be specifically and clearly stated.* Countermeasures during incidents (cases, accidents, disasters, epidemics, etc.) (including measures on SPC risk management and business continuity)
* Provide with measures on risk management which aims to avoid actualization of risk phenomena that may have a significant impact on the SPC management.
* Of the risk management measures, terms of insurance shall be specifically described, including disclaimer and deductibles. Content of measures other than insurance shall also be specific.

\* Consistency among formats related to the revenue and expenditure plan (Formats 33-(I) and (III)) shall be maintained. |
|  | Registration No. |  |

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### **[Form 39]** Measures on environment and communal co-existence projects

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| **[Form 23]** Measures on environment projects |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe specifically with a clear distinction made between (1) the initiatives and measures in five years from the start of operation and (2) the mid- to long-term initiatives and measures.Methods of involvement by each Consortium Member including Group companies or cooperating companies shall be specifically and clearly stated.* Measures on environment projects with consideration for local communities.

\* Consistency among formats related to the revenue and expenditure plan (Formats 33-(I) and (III)) shall be maintained. |
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### **[Form 40]** Strategy to improve convenience and amenity of the Airport users

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| **[Form 24]** Proposal concerning the improvement of convenience of Airport users |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe specifically with a clear distinction made between (1) the initiatives and measures in five years from the start of operation and (2) the mid- to long-term initiatives and measures.Methods of involvement by each Consortium Member including Group companies or cooperating companies shall be specifically and clearly stated.* Strategy to improve convenience and amenity of Airport users (including the maintenance of a balance between the measures, and target values)
* Charge-related measures for parking charges (including specific charge tables and specific policies on pricing in five years from the start of operation, and the mid- to long-term pricing policies).
* Investment plan that contributes to the improvement of convenience within the Airport site (investment for extension of passenger facilities and parking areas, etc.).

\* Consistency among formats related to the revenue and expenditure plan (Formats 33-(I) and (III)) shall be maintained. |
|  | Registration No. |  |

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###  **[F**trategy to improve convenience of access to and between the Airports

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| **[Form 25]** Proposal on cooperation with business operators accessing the Airport |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe specifically with a clear distinction made between (1) the initiatives and measures in five years from the start of operation and (2) the mid- to long-term initiatives and measures.Methods of involvement by each Consortium Member including Group companies or cooperating companies shall be specifically and clearly stated.* Proposal on cooperation with business operators accessing the Airport (railways, buses, taxis, sea transportation, etc.) (including target values).

\* Consistency among formats related to the revenue and expenditure plan (Formats 33-(I) and (III)) shall be maintained. |
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### **[Form 28]** Proposal on promotion of use of the Airport

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| **[Form 26]** Proposal on promotion of use of the Airport |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe specifically with a clear distinction made between (1) the initiatives and measures in five years from the start of operation and (2) the mid- to long-term initiatives and measures. Methods of involvement by each Consortium Member including Group companies or cooperating companies shall be specifically and clearly stated.* Proposal concerning “soft” measures to promote the use of the Airport in cooperation with nearby local governments, related parties from local communities, etc. (including target values).

\* Consistency among formats related to the revenue and expenditure plan (Formats 33-(I) and (III)) shall be maintained. |
|  | Registration No. |  |
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### **[Form 29]** Proposal on voluntary projects

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| **[Form 27]** Proposal on voluntary projects |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe specifically with a clear distinction made between (1) the initiatives and measures in five years from the start of operation and (2) the mid- to long-term initiatives and measures. Methods of involvement by each Consortium Member including Group companies or cooperating companies shall be specifically and clearly stated.* Specific policies and plans for voluntary projects
* Capital expenditure planning

\* Consistency among formats related to the revenue and expenditure plan (Formats 33-(I) and (III)) shall be maintained.  |
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### **[Form 42]** Implementation structure (overview of Applying Companies or Consortium Members)

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| **[Form 28]** Project implementation structure (overview of Applying Companies or Consortium Members) |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, description shall be specific.* Names of Applying Company or all the Consortium Members including Representative Company and their holding ratios of voting rights of SPC at the start of operation (company profile and other explanatory materials of each member shall be attached).
* The governance policy, etc., including number of directors and other officers dispatched by each member at the start of the operation.
* In the event that all or some of members indirectly hold the Voting Shares through investment vehicles, etc., provide with the substance on the above two points.
* A structure for legal compliance by officers and employees, including proper establishment of a department in charge of compliance.
	+ Followings shall be explained specifically.
		- When a SPC is established in the corporation form other than a stock company, provide with the details and matters applicable to each of the preceding items.
		- In the event of a substantial influence over voting rights of SPC, consent of indirect holders on being subject to the same restriction applied to direct holders is gained.
		- Exercise of voting rights are stable and reliable for proposals on the premise that the voting rights of SPC can be exercised beyond the investment proportion on investment vehicles, etc., by incorporating other investors’ funds into investment vehicles, etc., concluding an agreement with the investors on exercise of voting rights of SPC owned by the investment vehicles, etc.
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### **[Form 43]** Experience of improvement measures in similar operation

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| **[Form 29]** Experience of improvement measures in similar operation |
| Describe experience of performance improvement measures in similar operation in regard to the following i) through iii) and attach materials evidencing the experience. Specifics of experience in similar operation and the level of contribution to the corresponding experience shall be provided.1. Experience of similar operation in aviation projects

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | Name of project/property | Address | Detail of experience | Period | Name of the company \*1 |
| 1 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |
| 2 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |
| 3 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |
| 4 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |
| 5 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |

\* There shall be no limitation to the number of projects/companies.\*1: Clearly indicate the companies in the capital relationship diagram. |
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| 1. Experience of similar operation in non-aviation projects

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | Name of project/property | Address | Detail of experience(Approval/license No., etc.) | Period | Name of the company \*1 |
| 1 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |
| 2 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |
| 3 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |
| 4 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |
| 5 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |

\* There shall be no limitation to the number of projects/companies.\*1: Clearly indicate the companies in the capital relationship diagram. |
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| 1. Experience of similar operation in other projects

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | Name of project/property | Address | Detail of experience | Period | Name of the company \*1 |
| 1 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |
| 2 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |
| 3 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |
| 4 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |
| 5 |  |  |  | mm dd, yyyy~mm dd, yyyy |  |

\* There shall be no limitation to the number of projects/companies.\*1: Clearly indicate the companies in the capital relationship diagram. |
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### **[Form 44]** Cooperation/coordination among Consortium Members and contribution by each member

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| **[Form 30]** Cooperation/coordination among Consortium Members and contribution by each member |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe in concrete terms.* Document, etc., evidencing Cooperation/coordination among Consortium Members and contribution by each Member (Basic Agreement on allocation of roles and responsibilities, etc.)
	+ Followings shall be taken into consideration.
		- Each Consortium Member shall dispatch a sufficient number of officers with proper capabilities, etc., to ensure a structure is in place to sufficiently share the knowledge of each company with the Operating Right Holder.
		- There shall be a basic agreement on allocation of roles and cooperation structure among Consortium Members to ensure a structure is in place to share the knowledge of each company.
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**[Form 33]** Self-monitoring methods

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| **[Form 31]** Self-monitoring methods |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe in concrete terms.* Self-monitoring methods to monitor the satisfaction of required standards and the status of implementation of the proposals made by the Applicant
* Appropriate PDCA cycle to ensure the implementation of the proposals
* Self-check measures on safety and security

\*Regarding the self-monitoring methods, please refer to Article 47 of the Implementation Agreement (draft) and Appendix 14 of the Implementation Agreement (draft), and ensure that the standards described in the Required Standards (draft) are satisfied. |
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**[Form 34]** Staff allocation

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| **[Form 32]** Staff allocation |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe in concrete terms.* Measures taken by SPC, etc., for personnel affairs and employment
* Employment conditions of the employees to be dispatched from the City
* The job categories of the employees to be dispatched from the City according to request, number and dispatch period of such employees, and measures for technical succession
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### **[Form 45-(I)]** Revenue and expenditure plan (number of aircraft movements and passengers and cargo volumes)

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| **[Form 33-(I)]** Revenue and expenditure plan |

* If SPC has consolidated subsidiaries, it shall be prepared on a consolidated basis.
* It shall be prepared in accordance with the Fiscal Year of SPC (consolidated financial year). A Fiscal Year shall start on April 1 and end on March 31.
* It shall be noted that consistency with the formats related to Proposal on Consideration for the Operating Right, etc. (Form 16), and specific project implementation policies and project plans (Formats 18 through 27) shall be subject to screening.
* Individually marked items shall be Required Items and others shall not be precluded from being added at own discretion.
* As a general rule, provided calculation formula in the Microsoft Excel spreadsheet may not be changed, however, changes to the extent deemed reasonable are permitted. In such case, state the ground on which the change is deemed reasonable in the Form 33-(II).
* Cost and expenditure item shall be indicated with a minus (-).
* A3 size shall be a landscape, single-sided print to be folded as a portrait A4 size.

 **Use the Microsoft Excel spreadsheet separately provided to enter data.**

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### **[Form 45-(VI)]** Revenue and Expenditure Plan (supplementary matters)

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| --- |
| **[Form 33-(II)]** Preconditions for revenue and expenditure plan |
| Regarding content of the revenue and expenditure plan in the Form 33-(I), specifically and clearly describe the preconditions and other related matters predefined by the Applicant so that the appropriateness of revenue, expenditure, etc., can be evaluated.\* It shall be noted that consistency with the formats related to Proposal on Consideration for the Operating Right, etc. (Form 16), and specific project implementation policies and project plans (Formats 18 through 27) shall be subject to screening. |
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| **[Form 33-(III)] Stance on calculation of the Revenue Sharing Fees** |
| Regarding the stance on the calculation of the Revenue Sharing Fees stated in Forms 16 and 33-(I), specifically and clearly describe the preconditions and other related matters predefined by the Applicant so that the appropriateness of the calculated amounts can be evaluated.\* It shall be noted that consistency with the formats related to Proposal on Consideration for the Operating Right, etc. (Form 16), and specific project implementation policies and project plans (Forms 18 through 27) shall be subject to screening. |
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### **[Form 46]** Capital Structure and Financial Strategy

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| **[Form 34]** Capital Structure and Financial Strategy |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe in concrete terms.* Capital structure at the start of operation
* Financial strategy (policies on dividends and re-financing, approach to additional contribution, etc.)

\* It must be noted that consistency with the formats related to the revenue and expenditure plan (Forms 33-(I) and (III)) and Financial Adequacy (Form 35) shall be subject to screening. |
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### **[Form 47]** Financial Adequacy

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| **[Form 35]** Commitment to financing |
| Provided the following proposal items are Required Items and the applicable sections are clearly specified, describe in concrete terms.* Breakdown of the financing (amount of investment, assumed amount of debt financing, etc.)
* Commitment to financing (if necessary, commitment letters from potential fund providers such as banks, financial institutions, etc., shall be attached).
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|  | Registration No. |  |

# Documents submitted forWithdrawal from participation andNotice on Change of Consortium Member, etc.

### **[Form 36]** Withdrawal Notice

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Withdrawal Notice

To: The Mayor of Kobe City

Name of Applying Consortium

Representative Company’s

Company Name:

Address:

Name and seal of
Representative: SEAL

Our Consortium requests to withdraw from participation due to an unavoidable reason after the submission of the Proposal Screening Documents as of mm dd, yyyy pertaining to the public bidding of the “Qualified Project, etc., for Operation of Kobe Airport” set forth in the Application Guidelines as of October 11, 2016.

\* Seal of representative shall be a registered seal of the Representative.

\* Regarding a signature and seal column, please delete or edit the column for Applying Consortium and the representative company as fit for the Applicant when submitting.

### **[Form 37]** Notice on Disqualification, etc.

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Notice on Disqualification, etc.

To: The Mayor of Kobe City

Name of Applying Consortium

Representative Company’s

Company Name:

Address:

Name and seal of
Representative: SEAL

Our Consortium notifies the [Disqualification / Change of a person controlling the Consortium Member / Fact the Consortium Member is controlled by a new third party] in regard to the following person or entity after expressing participation as of mm dd, yyyy pertaining to the public bidding of the “Qualified Project, etc., for Operation of Kobe Airport” set forth in the Application Guidelines, as of October 11, 2016.

Description

■ Applying Company or Consortium Member

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of Representative |  |

■ Reason of Notice

|  |  |
| --- | --- |
| Applicable item | \* Select and state from i) Disqualification, ii) Change of a person controlling the Consortium Member (Applying Company), or iii) Fact the Consortium Member (Applying Company) is controlled by a new third party. |
| Details | \* Details of the above selected item shall be provided. |
| Date of occurrence | mm dd, yyyy |

\* Regarding [Disqualification / Change of a person controlling the Consortium Member / Fact the Consortium Member is controlled by a new third party], please delete items which do not apply.

\* Name of Representative and the seal shall be of a proper approving person according to the rules of authorization.

\* Regarding a signature and seal column, please delete or edit the column for Applying Consortium and the representative company as fit for the Applicant when submitting.

### **[Form 38-(I)]** Notice on Change of Consortium Member, etc.

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Notice on Change of Consortium Member, etc.

To: The Mayor of Kobe City

Name of Applying Consortium

Representative Company’s

Company Name:

Address:

Name and seal of
Representative: SEAL

Our Consortium hereby submits a Notice on change of Consortium Member, etc., and the attached documents to request for a change of Consortium Member, etc., as separately attached for the following reason after expressing participation as on mm dd, yyyy pertaining to the public bidding of the “Qualified Project, etc., for Operation of Kobe Airport” set forth in the Application Guidelines as of October 11, 2016.

Description

(State the reason for the change.)

\* Name of Representative and the seal shall be of a proper approving person according to the rules of authorization.

### **[Form 38-(II)]** Details of Notice on Change of Consortium Member, etc.

mm dd, yyyy

Qualified Project, etc., for Operation of Kobe Airport

Details of Notice on Change of Consortium Member, etc.

|  |  |
| --- | --- |
| Name of Applying Consortium |  |

■ Consortium Member (additional)

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of Representative |  |
| Contact information | Name of person in charge |  | Department |  |
| TEL |  | FAX |  |
| E-mail |  |

■ Consortium Member (withdrawal)

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of Representative |  |

■ Participant’s Advisor, etc. (additional)

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of Representative |  |

■ Participant’s Advisor, etc. (cancellation)

|  |  |
| --- | --- |
| Company Name |  |
| Address |  |
| Name of Representative |  |

\* For more column space, please add according to the form. Delete unnecessary columns as appropriate.