

# Sponsor Disclosure Report (Form 129)

## INSTRUCTIONS

**Who Should File this Form:** This form is required of Project Sponsors (see definition below) or other Persons as determined by OPIC. Reporting Companies may respond to certain questions, as designated by this form, by attaching responsive information from applicable SEC filings.

**When Should this Form Be Filed:** This form must be received by OPIC *before* OPIC may issue a financing commitment. OPIC reserves the right to seek additional information from the provider of this form regarding the information contained herein or the submission of this form from other Persons in connection with the Project *prior* to issuing a financing commitment.

**Things to Remember when Completing this Form:** All requested information must be provided completely and accurately in order to comply with requirements under the Foreign Assistance Act of 1961, Title IV, as amended. If the answer to a question is “not applicable” or “none”, please so indicate by stating “N/A” or “NONE”, as the case may be, or as otherwise instructed for a specific question.

### **Certain Definitions Used in this Form:**

As used herein, the following terms, when capitalized, have the meanings ascribed to them below:

“**Address**” means full street address, including street and location, municipality, province, state, country, and postal or zip code. For an individual, the “Address” to be provided must be such individual’s permanent residence or domicile.

“**Affiliate**” means, with respect to any Person, any other Person that is directly or indirectly controlled by, under common control with or controlling such Person; except that, with respect to a Reporting Company, only other Persons covered by or subject to SEC reporting requirements applicable to such a Reporting Company.

“**Control**” means (including, in addition to “control”, the terms “controlling” and “controlled by”) means possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of any Person, whether through the ownership of partnership interests or voting securities, by contract or otherwise.

“**Name**” means (i) with respect to an individual, such individual’s full legal name (including first name, middle name, last name), and (ii) with respect to a Person other than an individual, the legal name as it appears on a Certificate of Incorporation, Certificate of Partnership, or similar document. If the “Name” of an individual who is not a US resident is of Arabic origin, please include the full “four-part” last name through the generation of the grandfather. If the “Name” of an individual who is not a US resident is of Spanish or Hispanic origin, please include the mother’s maiden name.

“**Person**” includes, without limitation, individuals, corporations, limited liability companies, joint stock companies, partnerships, associations, trusts, banks, trust companies, business trusts or other organizations, or limited liability companies, whether or not a legal entity, as applicable.

“**Project**” means the activity for which an application for OPIC financing support has been submitted. In the case of OPIC financing support for an investment fund, a “Project” is such investment fund.

**“Project Company”** means the entity identified as such in the Summary Information section of this form. In the case of an investment fund transaction, the “Project Company” is the investment fund.

**“Project Sponsor”** means a Person who either (i) ultimately, beneficially owns, whether directly or indirectly, ten percent (10%) or more of the Project Company, or (ii) subject to OPIC’s review of the application submitted in support of the Project, will either provide credit support to the Project or bear a significant managerial relationship to the Project.

If an investment fund owns, directly or indirectly, ten percent (10%) or more of a Project Company, such investment fund may, as determined by OPIC, be considered to be a “Project Sponsor”, and, in such case, this form would be completed by such investment fund’s general partner (or managing member) or investment manager.

If the Project Company is an investment fund, then the “Project Sponsor” includes each of such investment fund’s general partners, investment manager, and each individual identified as a “key person.” Where the investment manager and the general partner (or managing member) of an investment fund are newly-formed entities, the principals of such entities should complete the form in their individual capacities. Limited partners or investors in an investment fund who are not Affiliates of such investment fund’s investment manager or such investment fund’s general partner (or managing member) are not considered to be “Project Sponsors” for purposes of this form.

For purposes of this definition, “Project Sponsors” shall not include:

- (a) multilateral development banks;
- (b) the United Nations or agencies thereof;
- (c) any international or regional organization whose members are exclusively governmental or quasi-governmental entities;
- (d) state-owned enterprises; or
- (e) federal, state, regional or municipal governments, or any department, agency or instrumentality thereof.

**“Reporting Company”** means either a Person whose securities are registered pursuant to Section 15 USC 78(m) of the Securities Act of 1933, as amended, or is required to file reports with the SEC pursuant to the SEC Acts.

**“SEC”** means the U.S. Securities & Exchange Commission (or successor thereof).

**“SEC Acts”** means, individually or collectively, as the context requires, the Securities Act of 1933, the Securities Exchange Act of 1934, or the Investment Company Act of 1940, each as amended from time to time.