

TENDER NOTICE**“LEGAL SERVICES IN RESPECT WITH OPERATIONS RELATED TO GLOBAL DEPOSITARY RECEIPTS TRADED ON LONDON STOCK EXCHANGE”****I. CONTRACTING ENTITY: S.N.G.N. ROMGAZ S.A. MEDIAȘ**

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Point of contact: Direct Procurement and Simplified Procurement Procedure Office

Webpage: www.romgaz.ro.

Award procedure: In-house procedure - Annex no. 2 to Law no. 99/2016.

II. SCOPE AND CONTRACT DESCRIPTION: LEGAL SERVICES IN RESPECT WITH OPERATIONS RELATED TO GLOBAL DEPOSITARY RECEIPTS TRADED ON LONDON STOCK EXCHANGE, according to the Technical Specification requirements.**III. MINIMUM QUALIFICATION CONDITIONS:** Minimum qualification conditions are provided in the Technical Specification, Chapter VI, General Obligations of the Provider and Chapter VII Necessary Expertise required to carry out the activities and in the Annexes to the Technical Specification.

Requirements provided in the Technical Specifications are minimal and mandatory.

Financial Offer Form, attached to the Technical Specification shall be filled in.

“The Statement of Acceptance of Contract Conditions” attached to the Technical Specifications, shall be filled in.

According to the requirements provided in Annex 1 to the Technical Specifications, item 1 - Mandatory documents in the award stage: “Bidders shall submit all documents in Romanian. The documents issued in another language shall be accompanied by certified translations”.

IV. CONTRACT PRICE:

Contract price is maximum, limited to EUR 89,000; the payment of services shall be made at the rate applied to actual supplied legal services expressed in EUR/hour, VAT exclusive.

V. BID VALIDITY: 60 days.**VI. CONTRACT TERM AND CONDITIONS:**

Contract term shall be 24 months starting from the contract signing date by both parties. During contract performance, the parties may agree to amend/extend the contract term by concluding an addendum to the contract, without altering the contract price.

No advance payment shall be made for rendered services. Provider shall issue invoices only after submitting each of the Reports indicated in Chapter IV. Services shall be invoiced based on duration (hours) of actually supplied services and the hourly rate indicated in the bid. Payment of services shall be made in EUR for contracts concluded with foreign legal persons and in RON for contracts concluded with Romanian legal persons.

VII. AWARD CRITERION: the award criterion is best quality-price ratio (best value for money).

Calculation method: economically most advantageous bid based on the following criteria:

A. Financial Component (without VAT): Share 40 %

Evaluation Criterion no. 1 - offered rate (hourly rate)

Maximum allotted score: 40 points

Calculation algorithm:

- for the lowest offered rate (t minimum) the maximum allotted score shall be awarded (40 points).
- for the remaining admissible bids, the score Pn shall be calculated as follows:

$$P(n) = (t \text{ minimum} / \text{tariff „n”}) \times 40$$

P (n) - score obtained by the offer under evaluation for the factor - offered rate

t (minimum) - lowest offered hourly rate

t (n) - hourly rate contained in the evaluated offer.

B. Technical Component: Share 60 %

Selection of the legal service provider should be based on a solid evaluation criterion of the Technical Proposal to ensure selection of a firm that is able to provide services at highest standards, in compliance with the objectives and requirements of the company.

1. Understanding the scope of the project and the efficiency of the proposed methodology

The first evaluation criterion should be the degree of understanding the scope of the project. This implies an analysis of the provider's degree of understanding the complexity of the process related to operations with GDR's (e.g. increase of the company's share capital, GDR delisting), including legal regulatory and conformity implications.

The provider shall prove a clear understanding of the scope, of potential challenges and legal services required to successfully complete the process taking into consideration the implications of the dual legal system (Romanian and English) involved in the process of increasing the share capital and GDR delisting. The provider shall comply with applicable laws and regulations during the entire process.

The methodology proposed by the provider for achieving the scope of the project represents a key evaluation criterion. This includes:

1.1. Strategic optimum approach in managing legal aspects related to share capital increase and delisting of GDR's: stage by stage description:

a. Strategic optimum approach in managing legal aspects related to share capital increase and GDR delisting: stage by stage description based **exclusively** on tested methodologies, methods and/or instruments.

10 points

b. Strategic optimum approach in managing legal aspects related to share capital increase and GDR delisting: stage by stage description based **partially** on tested methodologies, methods and/or instruments.

5 points

1.2. Identify the legal risks and the steps proposed to reduce potential legal risks:

a. Identify the legal risks and the steps proposed to reduce potential legal risks, **based on involvement** in similar projects carried out previously:

10 points

b. Identify the legal risks and the steps proposed to reduce potential legal risks, **partially based on involvement** in similar projects carried out previously:

5 points

1.3. Phased project planning proposal:

a) Phased project planning **based on the involvement** in similar projects carried out previously:

10 points

b) Phased project planning **partially based on the involvement** in similar projects carried out previously:

2. Project management competencies

Effective project management is critical to the timely and successful completion of share capital increase and GDR delisting. The evaluation has to take into account the firm's ability to coordinate with various stakeholders, including regulators, financial institutions, in-house teams or consultants.

A key criterion is the team's experience and expertise in corporate law, particularly in share capital increase and GDR delisting.

2.1 Experience of Team Leader

Points awarded for participation in projects/contracts where, as team leader, he/she ensured the management of consultancy projects/contracts for share capital increase and/or delisting of GDR's at London Stock Exchange in the last 5 years - maximum 10 points;

The score is allotted based on the following algorithm:

For minimum 4 projects/contracts 10 points

For 3 projects/contracts 7 points

For 2 projects/contracts 4 points

For one project/contract the offer is not scored, but it is considered compliant.

For 0 projects/contract the offer is non-compliant.

2.2. Key experts (two experts: 1 expert in Romanian law and 1 expert in English law) - Participation in projects/contracts for share capital increase and/or GDR delisting of dual listed companies - maximum 20 points

Points are allotted for each key expert (maximum 10 points for the expert in Romanian law, maximum 10 points for expert in English law) based on the algorithm below:

For minimum 4 projects/contracts/expert 10 points

For 3 projects/contracts/expert 7 points

For 2 projects/contracts/expert 4 points

For one project/contract the offer is not scored, but it is considered compliant.

For 0 projects/contracts the offer is non-compliant.

Bidders shall submit supporting documents (contracts) to prove the information supplied in items 1 and 2 chapter VII.

Bid evaluation

Successful bid / calculation algorithm for the final score

The final score of the bid is determined by summing up the points for each evaluation criterion calculated according to the calculation algorithm. Total score for each bid is calculated based on the following formula:

$$P(\text{total}) = P(\text{financial}) + P(\text{technic})$$

P financial - points obtained for the financial component

P technic - points obtained for the technical component

The bid with the highest score is considered successful.

VIII. Requests for clarification:

1. Clarifications can be requested with the latest 4 calendar days prior to the established bid submission deadline. Any request (clarification, correspondence etc.) by any economic operator shall be made in writing, by e-mail. The contracting entity shall draft a single response (consolidated response) to all requests for clarification received from bidders. The contracting entity's

consolidated response shall be published on the company's website (www.romgaz.ro) in the 3rd day prior to the established bid submission deadline. S.N.G.N. Romgaz S.A. shall make available to all bidders the requests for clarifications and relating response, without any indication of the name of economic operator having addressed the request for clarification.

2. In case requests for clarification have been addressed outside the above-indicated period, the contracting entity shall not respond to requests for clarification. The requests for clarification shall be sent by email to: viorel.dragota@romgaz.ro

IX. Address for submitting the bid: the bid shall be sent by e-mail to the following e-mail address viorel.dragota@romgaz.ro

Date and hour established as deadline to submit the bid: 25.04.2024, 14:00 hour (Romanian time).

GDPR Note: Both S.N.G.N. ROMGAZ S.A. as contracting entity and economic operators submitting a bid shall comply with legal provisions regulating personal data protection, including the General Regulation on Personal Data Protection no. 679/2016 ("GDPR") applicable in the European Union. Personal data requested by SNGN Romgaz S.A under this procedure shall be exclusively used and processed with the scope of awarding and performing the contract/order. By submitting bids, bidders acknowledge the contracting entity's right to process personal data included in the bid, to the aforementioned scope.

Yours respectfully,

CEO

Răzvan POPESCU

Director of Procurement Division

Leonard Ionut LUPĂ

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