

Enefit Solutions AS
GENERAL TERMS AND CONDITIONS OF COMPETITION PROCEDURE

The General terms and conditions of competition procedure complement the terms set in the competition notice and form a part of the contract documents

1. COMPETITION PROCEDURE

1.1. Competition organizer's contact information:

Enefit Solutions AS

Registry code 10633284

Address: Malmi 8,41537 Jõhvi, Eesti Vabariik

Telephone +(372) 716 6702

1.2. **This competition procedure is not a public procurement.** Opening of tender offers shall not be carried out publicly.

1.3. The Tenderer may not publish or make available any confidential information about Organizer of the competition, its business partners or the end user made available during the competition procedure without previous written consent.

1.4. Until the Parties sign an official tender contract, the Tenderer's tender offer along with the contract documents and the award notice by the Organizer of the competition shall remain a binding agreement between the Tenderer and the Organizer of the competition.

1.5. The Tenderer must become acquainted with the documents "Code of Ethics for Contracting Parties of Eesti Energia", "Occupational Health and Safety Requirements for Contractual Partners of Eesti Energia" on Competition organizer's homepage (<https://www8.energia.ee/public/ee043.nsf/WebiOmaKJP?OpenFrameSet>).

1.6. For additional information about the competition source documents, the Tenderer must contact the Organizer of the competition in writing before the end date of submitting tender offers. The Organizer of the competition will provide explanations in a reasonable time after receiving a relevant inquiry. Explanations that may affect the outcome of the competition procedure will be forwarded via e-mail to all Tenderers who have informed the Organizer of the competition about their interest in participating in the competition procedure. If the competition procedure is made public on the Competition organizer's internet web site, the explanations will be posted in the Competition organizer's internet web site.

2. ADDRESS AND DUE DATE TO THE SUBMISSION OF TENDER OFFERS

2.1. **Tender offers to be submitted in electronic format must be sent to the following address:** hankepakkumused@energia.ee

NB! The procurement procedure inbox file size limit is 7 MB! (NB! If the file size is bigger, it is essential to send the tender documents containing prices to the procurement procedure e-mail address. The rest of the tender documents must be delivered before the closing date of the competition procedure (without the price quotation and calculation) to the e-mail address of the person responsible for the competition procedure.

2.2. Tender offers sent after the end date of submitting tender offers will not be opened.

2.3. A tender offer sent in electronic format offer will be automatically rejected if:

- The subject line of the e-mail is missing a required competition procedure number.
- The offer was sent after the closing date.
- The file size of the tender documents is greater than 7 MB.

3. FORMAL REQUIREMENTS FOR AN OFFER

3.1. If necessary, the Organizer of the competition will enter into negotiations with a Tenderer in order to clarify the contents of the tender offer. The Organizer of the competition will not reveal any information received in these negotiations to other Tenderers. The Organizer of the competition may ask clarifications from the Tenderers regarding the content of the submitted documents or request the submission of data or documents that are necessary to qualify the Tenderer. If the Tenderer does not give the clarifications, data or documents requested by the Organizer of the competition that are necessary to qualify the Tenderer, the Organizer of the competition may disqualify the Tenderer.

4. QUALIFYING THE TENDERERS

4.1. The Organizer of the competition has a right to disqualify a Tenderer who:

4.1.1. or whose legal representative has, in criminal or misdemeanor proceedings, been convicted of establishing or participating in a criminal grouping, fraud, professional misconduct, money

- laundering or tax evasion, and whose conviction has not been deleted from the registry of convictions in accordance with the Registry of Convictions Act or whose conviction is valid under the legislation of the country of residence or location;
- 4.1.2. is bankrupt or in liquidation, whose business operations have been suspended or who is subject to any other similar proceedings under the legislation of its country of location;
 - 4.1.3. is subject to compulsory liquidation or other similar proceedings under the legislation of its country of location;
 - 4.1.4. has overdue state taxes, local taxes of its place of residence or seat or social insurance contributions payable under legislation or late interest on overdue taxes (tax arrears) as of the date of announcement of the competition or that the tax arrears have been staggered over a period exceeding six months following the date of announcement of the competition, unless the staggered tax arrears have been secured in full. State or local tax arrears of the place of residence or seat means an overdue amount of state taxes or local taxes or interest payable thereon in the amount of more than 100 euros, which the tenderer has failed to pay by the due date.
 - 4.1.5. submitted false information about the compliance with the requirements established by the Organiser of the competition or the Contract documents or false or incorrect information or false documents;
 - 4.1.6. who failed to submit the data or documents requested by the Organiser of the competition;
 - 4.1.7. who has submitted a joint tender offer in the same competition, having at the same time submitted the tender alone, having at the same time submitted several joint tenders with other different joint tenderers or having at the same time given another tenderer the written consent to be named as a subcontractor in the performance of the contract;
 - 4.1.8. has submitted a partial tender offer;
 - 4.1.9. does not have the necessary registration or right to operate in a field necessary for completing the contract;
 - 4.1.10. has submitted a conditional tender offer.
 - 4.1.11. has substantially breached a contract with the Organiser of the competition during the last 12 months or who has an ongoing dispute with the Organiser of the competition over a supposed substantial breach of contract in the last 12 months.
- 4.2. Throughout the competition procedure, the Organiser of the competition has the right to verify the Tenderers' qualifications and if the Organiser of the competition learns that the Tenderer's financial-economic situation or technical and professional competence does not comply with the qualification criteria, the Organiser of the competition will make a new decision and disqualify the Tenderer.
- 4.3. The Organizer of the competition may evaluate the submitted offers by checking only the lack of grounds for elimination of the successful bidder and his qualification and compliance of the successful tender in accordance with the conditions set out in the source documents of the competition. In this case, the organizer of the competition guarantees that the contract will not be awarded to the tenderer who should have been eliminated from the competition or who does not comply with the qualification conditions established by the organizer of the competition or whose tender does not comply with the conditions set out in the source documents of the competition.

5. JOINT TENDERS

- 5.1. A joint tender may be offered. The tenderers of a joint tender are joint tenderers and form a Tenderer together.
- 5.2. In the event of indicators summed up for the purpose of proving the compliance of their financial and economic standing with the qualification criteria, joint tenderers may rely on the summed-up indicators of all joint tenderers or joint candidates.
- 5.3. Joint tenderers may rely on the competence of other joint tenderers or joint candidates in attesting the compliance of their technical and professional ability with the qualification criteria, if the nature of the relevant criterion makes it possible.
- 5.4. In the event of submission of a joint tender, the joint tenderers must submit an authorization document authorizing their representative to take steps relating to the competition procedure.
- 5.5. The joint tender must be signed by all the joint Tenderers. The joint tender must set out the names of the joint Tenderers. The joint tender must contain a confirmation signed by all joint tenderers that joint tenderers bear joint and several liability for the performance of the contract. The contract will be signed with the representative of the joint tenderers (main contractor), the confirmation of joint and several liability will be part of the contract.
- 5.6. The Tenderer cannot submit a joint tender if the Tenderer submits a tender alone or if the Tenderer submits another joint tender with other joint Tenderers. The Tenderer cannot submit a tender if the Tenderer has granted another Tenderer the consent to act as a subcontractor in the performance of the contract covered by the tender.

- 5.7. The Organiser of the competition may disqualify a joint tender that has been issued by more than 4 joint tenderers.

6. TENDER SECURITY

- 6.1. The Tenderer must provide a tender security along with a tender offer if the issuance of such a security has been requested in the tender notice.
- 6.2. The tender security must be provided by the Tenderer by depositing the sum to the Organiser of the competition's current account or by a guarantee by a trusted financial institution in which the guarantor guarantees the payment of the guaranteed sum to the current account of the Organiser of the competition on the first demand by the Organiser of the competition (*first-demand bank guarantee*). Current account information of the Organiser of the competition:

Beneficiary: **Enefit Solutions AS**
Bank: Swedbank AS
Current account No: 221014377401
IBAN: **EE212200221014377401**
SWIFT: HABAE2X

- 6.3. A document certifying the existence of the tender security must be annexed to the tender offer.
- 6.4. The tender security must remain in force from the due date of submission of tender offer until expiry of the prescribed term of validity of the tender offer.
- 6.5. The Organiser of the competition will not return the tender security to the Tenderer or will retain it if the Tenderer withdraws the tender offer during its term of validity or if the Tenderer whose tender was declared successful refuses to sign the contract.
- 6.6. The Organiser of the competition will return the security to the Tenderer within three business days after:
- the entry into force of the awarded contract;
 - the expiry of the Tenderer's tender;
 - cancellation of the competition;
 - after the Tenderer has retracted the tender offer in accordance with the terms and conditions of the competition procedure.

7. RETRACTING OR CHANGING THE OFFER

- 7.1. Tenderer can retract its offer before the submission due date, by presenting a notification to the Organiser of the competition in the same form as the offer.
- 7.2. During the competition procedure, the Tenderer can present a new offer. By presenting a new offer, the previous offer shall be deemed void.
- 7.3. The offer must be valid for 30 (thirty) calendar days from the submission due date, unless a different deadline is indicated in the notice of the competition.

8. REJECTION OF ALL TENDERS BY THE CONTRACTING AUTHORITY (TERMINATION OF COMPETITION)

- 8.1. The Organiser of the competition has the right to reject all tender offers at any time before awarding the contract if:
- 8.1.1. all the tender offers that have been declared admissible exceed the estimated price of the contract;
 - 8.1.2. the competition has proven to be economically and/or technically impractical.
 - 8.1.3. less than 3 offers have been submitted.
- 8.2. The Organiser of the competition will send a notice of rejection of all tender offers to all Tenderers.

9. TERMS OF CONTRACT

- 9.1. The terms and conditions of the contract have been set out in the relevant annex to the contract documents.
- 9.2. The draft contract will be amended with the information in the contract documents and the optimal tender.
- 9.3. Language of the contract: English or Estonian based on the optimal tender and annexed contract draft.
- 9.4. If the tender submitted by the Tenderer is declared successful, the Tenderer undertakes, within seven (7) calendar days, to conclude the contract in full compliance with the terms and conditions set out in the source documentation.

10. CRITERIA FOR EVALUATING THE OFFER

- 10.1. The Organizer of the competition will sign the tender contract with the Tenderer who has presented the successful tender offer. If the competition has been made to for a frame agreement without an ordering obligation on the part of the Organizer of the competition, a tender contract can be concluded with more than one Tenderer.
- 10.2. The economic advantageousness shall be established as the criterion for the evaluation of a tender.
- 10.3. The Organizer of the competition shall preserve a right to arrange the competition in stages, allowing Tenderers to amend their offers at each stage.
- 10.4. If the tender with the lowest price and the corresponding tender has been submitted by several Tenderers, the successful tender shall be ascertained by tossing a coin. There is an opportunity for the authorized representatives of the Tenderers to participate at the coin-tossing. The place and time of the coin-tossing is announced in advance to the Tenderers.

11. COSTS OF TENDER COMPILATION

- 11.1. All costs connected to the compilation of the tender offer and the issuing of additional explanations to the Organizer of the competition will be borne by the Tenderer.