



Commercial Public Tender

Name of the Commercial Public Tender (hereinafter referred to as "Tender"):

"Legal advisor for M&A UK"

Announced pursuant to provisions of Art. 281 et seq. Act No. 513/1991 Coll. of the Business Commercial Code as amended and pursuant to provisions of Art. 29 par. 3, 5 and 6 of Act No. 250/2012 Coll. on Regulation in Network Industries for the most suitable proposal for contract conclusion under the following conditions:

TABLE OF CONTENTS

A.	INSTRUCTIONS FOR BIDDERS	3
A.1	General instructions	3
A.1.1	Identification of the Tender promulgator:	3
A.1.2	Subject of the Tender:	3
A.1.3	Evaluation of proposals:	3
A.1.4	Explanation and communication:	3
A.1.5	Content of the proposal:	4
A.1.6	Execution of the proposal:	4
A.2	Submission of proposal	4
A.2.1	Designation of covers with proposals:	4
A.2.2	Date of the proposal submission:	4
B.	PRICE PROPOSAL, INVOICING	4
B.1	PRICE proposal	4
B.2	Invoicing	5
C.	SUPPLEMENTARY CONDITIONS AND PROVISIONS	5
D.	LIST OF ANNEXES	6

A. INSTRUCTIONS FOR BIDDERS

A.1 GENERAL INSTRUCTIONS

A.1.1 Identification of the Tender promulgator:

Name of the organization: NAFTA a.s.
COMPANY ID No.: 36 286 192
VAT ID No.: SK2022146599
Company registered office: Votrubova 1, 821 09 Bratislava
Registered in: Commercial Register of the District Court Bratislava I,
Section Sa, File No. 4837/B
Country: the Slovak Republic

Contact person: Mrs. Alexandra Nováková, Mr. Papcun Juraj
Telephone: +421 918 679 951; +421 2 4024 2660
Fax: +421 2 4024 2516
E-mail: legal_advisor_uk@nafta.sk
Web sites: www.nafta.sk

A.1.2 Subject of the Tender:

The subject of the Tender is selection of legal advisor to support NAFTA a.s. in an international tender for the acquisition of a 100% interest in a Company owning and operating underground gas storage facility and onshore oilfield production license in UK.

For more details see in Annex No. 1.

A.1.3 Evaluation of proposals:

Only proposals from bidders submitted in the manner and by the date pursuant to the tender announcement shall be evaluated.

The promulgator reserves the right to restrict the number of bidders after proposals are submitted and to invite the bidders determined in this way to individual negotiations about the terms and conditions.

The promulgator reserves the right to negotiate the proposal with the bidder in several consecutive rounds with the possibility to invite bidders to submit the updated proposals after each round of negotiations.

In case of several rounds of negotiations, the promulgator shall notify bidders in advance that the proposal they are going to submit shall be the final proposal.

A.1.4 Explanation and communication:

Any communication and provision of information among the promulgator and bidders shall be carried out in writing or electronically. Address for written communication is:

Nafta a.s.
Votrubova 1
821 09 Bratislava
Slovak republic

And e-mail address is legal_advisor_uk@nafta.sk

A.1.5 Content of the proposal:

The submitted proposal shall contain the documents in the following order:

1. References proving provision of services as legal advisors in M&A, energy law and mining law
2. Track record of proposed team members participating at the legal services provision

A.1.6 Execution of the proposal:

The proposal shall be signed by the statutory body of the bidder in compliance with the extract from the Commercial Register or the person authorized for such acting. The original of the document proving authorization of the person to sign the proposal shall be a part of the proposal in such case.

A.2 SUBMISSION OF PROPOSAL

A.2.1 Designation of covers with proposals:

Bidders submit proposal in electronic form (in .pdf format) on the email address of the promulgator: legal_advisor_uk@nafta.sk

Date of the proposal submission:

By 15th May, 2018 till 12:00 p.m.

The proposal delivered after this hour shall not be considered.

The promulgator reserves the right to change the period for proposal submission. The change of the period shall be notified to all known bidders electronically by email and it shall also be published on the web sites of the promulgator www.nafta.sk.

For the purposes of fulfillment of the obligations against the Regulatory Office for Network Industries pursuant to Art. 29 par. 5 subpar. b) of Act No. 250/2012 Coll. on Regulation in Network Industries, the bidders which submitted the proposal shall be deemed to be the bidders applying for the Tender.

A.2.2 Date of announcement of the selected proposal:

By 31th of May, 2018 at the latest.

The promulgator reserves the right to change the period for announcement of the selected proposal. Change of the period shall be notified to all known bidders electronically by e-mail and it shall also be concurrently published on the web sites of the promulgator www.nafta.sk.

B. PRICE PROPOSAL, INVOICING

B.1 PRICE PROPOSAL

1. The price for the subject of the Tender shall be set pursuant to Act of the National Council of the Slovak Republic No.18/1996 Coll. on Prices as amended.

2. The prices provided by the bidder shall be in EUR,
3. The bidder shall propose the price for the subject of the Tender in the following composition:
 - Estimation of maximal costs charged for second stage of the tendering process
 - Estimation of maximal costs charged for transaction phase
 - a) Due diligence
 - b) Transaction Documents negotiation
 - c) Competition clearance
 - d) Completion
 - Hourly rates based on seniority and/or blended hourly rates

Price shall be stated in Annex No. 2

4. The bidder shall include all and any costs incurred in regard to the subject of the Tender in the price.
5. The price mentioned in the proposal shall cover all costs related to the subject of the Tender – Annex No. 2 shall contain the total price for the subject of the Tender, i.e. the summary of all items including all other costs of the bidder.
6. The committee for the proposal evaluation may ask the bidder for clarification and justification of appropriateness of the proposed price.

B.2 INVOICING

The promulgator shall not provide advance payments.

The invoice maturity is within 60 days from the date of the invoice delivery to the registered office of the promulgator.

C. SUPPLEMENTARY CONDITIONS AND PROVISIONS

1. No contractual relationship shall arise by the Tender closing and announcement of the Tender result. The promulgator shall conclude the contract with the bidder only after approval of the results of the commercial public tender pursuant to the internal bylaws of the promulgator. The remaining bidders shall be notified by the promulgator in writing that their proposals for the contract conclusion were refused. The promulgator shall not provide any further information.
2. Pursuant to Art. 283 of the Commercial Code the promulgator reserve the right to change the published conditions of the Tender or to cancel the Tender even without stating the reason anytime. The change of the published conditions of the Tender or the Tender cancellation shall be published on the web sites of the promulgator www.nafta.sk.
3. The bidder takes notice of the fact that refusal of the proposal, not inclusion of the bidder proposal in the evaluation, not acceptance of the bidder proposal or cancellation of the commercial public tender does not establish the right for submission of any remedies or other revision procedures.
4. Via submission of the proposal for the Tender the bidder takes notice of the fact that pursuant to the provision of Art. 29 par. 5 of Act No. 250/2012 Coll. on Regulation in Network Industries the promulgator shall be obliged to notify certain data related to this Tender to the Regulatory Office for Network Industries with which the bidder expresses its consent by submission of the proposal for the Tender.
5. The tender documents shall be provided by the promulgator free of charge.
6. The bidder shall not be entitled to compensation of costs related to the participation in the Tender.
7. Within the proposal evaluation the promulgator shall reserve the right to ask the bidders for explanation of the proposal or to verify some data and facts mentioned in the proposal.

8. The proposals shall not be returned to the bidders but they remain archived by the promulgator as a part of the tender documentation.
9. All documents and deeds submitted by the bidder to the promulgator shall be signed by the bidder, statutory body of the bidder or a member of the statutory body of the bidder or his/her representative who shall be authorized to act on behalf of the bidder in contractual relations. Authorization of this person shall be in compliance with the submitted documents on authorization to run business or a proxy.
10. The promulgator shall be entitled to select a proposal which is the most suitable while it shall not be obliged to inform on reasons of its decision. It shall also be entitled to refuse all submitted proposals.
11. The tender documents shall be subject to the trade secret without any time restriction.

D. LIST OF ANNEXES

Annex No. 1

Assumed scope of legal support requested

Annex No. 2

Cover letter for bidders

Annex No. 1)

Assumed scope of legal advisory services

NAFTA a.s., as a leading Slovak company in the area of hydrocarbons E&P and natural gas storage, participates in an international tender for the acquisition of a 100% interest in a Company owning and operating underground gas storage facility and onshore oilfield production license in UK (Target).

NAFTA a.s. already submitted a non-binding indicative offer for the Target and has been shortlisted to proceed to the next stage of the tendering process.

In connection with the above mentioned NAFTA a.s. will require legal services mainly in the second stage of the tendering process and in the transaction phase.

Second stage of the tendering process

In this stage the bidders will be provided with a brief Vendor Legal Due Diligence Report and access to virtual data room (VDR) containing only key documents. Apart from the virtual data room also an opportunity to meet the Target's management team, conduct a Q&A process (in person or as a call) as well as site visit shall be given to the bidders.

We expect the legal advisor to review selected documents contained in the VDR, if NAFTA a.s. decides to submit a binding offer, we expect the legal advisor to review and comment on it. Apart from that the legal advisor should also review and comment on the SPA key term sheet and review and comment on a completion mechanism paper that will be made available by the Seller.

Finally the advisor should for purpose of the binding offer submission provide us also with requested/recommended scope of confirmatory due diligence and an information/documents request list.

Transaction phase

The preferred bidder identified at the end of the Second Stage should be provided with further documentation to support a confirmatory due diligence exercise.

In this stage we expect the legal advisor to conduct a due diligence and provide us with full scope due diligence report as a result of the due diligence (depending on the quantity and relevance of the documents provided possibly also with red flag report). We understand that reasonable materiality threshold will be agreed beforehand with the legal advisor.

Preferred bidder should be provided with a draft of sale and purchase agreement and any other ancillary documents necessary to execute the transaction (together the "Transaction Documents"). In such case the legal advisor will also be required to comment on the Transaction Documents and provide a mark-up of the Transaction Documents. For the next rounds of negotiation of Transaction Documentation we expect the legal advisor proposal to cover at least four rounds of mark-ups of Transaction Documents. Also legal advisory services during competition clearance and closing procedures should be covered.

Time schedule of the legal advisory services provision will be in advance agreed with the legal advisor according to the course of the tender and information provided by the Seller. According to information from the Seller the Transaction phase should be completed in 2018.

Annex No. 2)

COVER LETTER FOR BIDDER

Title: **Legal advisor for M&A UK**

Bidder:	
Address:	
COMPANY ID No.:	
Tax ID No.:	
Authorized representative of the bidder:	
Tel.:	
Fax.:	

Item No.:	Description of the Service:	price in EUR excl. VAT:	VAT rate and VAT amount,	price VAT incl.
1.	Estimation of maximal costs charged for second stage of the tendering process			
2.	Estimation of maximal costs charged for transaction phase a) Due diligence b) Transaction Documents negotiation c) Competition clearance d) Completion			
3.	Hourly rates based on seniority and/or blended hourly rates			

We concurrently hereby confirm that the data provided in the remaining annexes to the proposal shall serve as binding documents for evaluation of our proposal.

.....
Seal, name and signature of the bidder's representative