

General Rules of the Request for Proposal

1 GENERAL PRINCIPLES OF THE REQUEST FOR PROPOSAL

1.1 Commitment of the Requester with regard to the Request for Proposal

1.1.1 Within the scope of the Request for Proposal, the Requester agrees to conduct an open, free and fair competitive bidding process based notably on the following rules: equal treatment for all Bidders, transparent and traceable procedures, and protection of the Bidder's intellectual and industrial property rights.

1.1.2 Within the scope of the Request for Proposal, the Requester may:

- a) Reject the proposal submitted by the Bidder in response to the Request for Proposal in the event that the Bidder does not comply with the terms and conditions contained both in this Preliminary Agreement, including Annex 8, and in the Specifications.
- b) Modify the terms of the Request for Proposal in accordance with Article 6 "Modification of the Request for Proposal by the Requester" below.
- c) Enter into discussions and/or negotiations with several Bidders at the same time if it deems it appropriate.
- d) Decide not to select any of the Bidders who have responded to this Request for Proposal.

1.2 Commitments of the Bidder with regard to the Request for Proposal

The Bidder accepts:

- a) That the Request for Proposal does not constitute a contract offer by the Requester. The Request for Proposal's Specifications contains a definition of the Requester's specific requirements and an invitation to submit a proposal that meets these requirements.
- b) That any failure on its part to comply with the terms and conditions of the Request for Proposal, as provided both in this Preliminary Agreement, including Annex 8, and in the Specifications, may, at the Requester's discretion, be sufficient reason for the Requester to legitimately reject said Bidder's proposal.
- c) That if its proposal is selected within the scope of the Request for Proposal, it remains binding and valid until the date a contract is signed with the Requester, which must take place within ninety (90) days of the Requester's official announcement of the results of the Request for Proposal or within any other time frame agreed by the Parties.
- d) That it will cover all the costs and expenses it incurs in preparing the proposal.

2 PRINCIPLES GOVERNING THE REQUEST FOR PROPOSAL PROCESS

2.1 Procedure preceding participation in the Request for Proposal

2.1.1 Preliminary Agreement and designation of the Bidder's representatives

The Bidder must, prior to taking part in the Request for Proposal, sign and return this Preliminary Agreement to the Requester.

This Preliminary Agreement contains the names and contact details of the Tender Manager and the Tender Contact, as well as their roles and responsibilities.

2.2 Request for Proposal schedule

2.2.1 The Request for Proposal schedule will be described in the RFP document. In Annex 8, unless otherwise required by the context, all dates or deadlines are taken from the Request for Proposal schedule.

2.2.2 The dates comprising this schedule are peremptory. The Bidder's attention should be drawn to the importance the Requester places on its adherence to these dates, which will condition the success of the Request for Proposal process and the Requester's acceptance of the Bidder's proposal.

2.3 Proposal submission procedure

2.3.1 The Bidder agrees to:

- a)** Carefully read all the information communicated by the Requester within the scope of the Request for Proposal before submitting their proposal.
- b)** Submit a proposal containing information that enables the Requester to assess the quality, performance and secure nature of the products or services covered by the Request for Proposal, as well as their total cost.

2.3.2 The submission of proposals must adhere to the Request for Proposal schedule if they are to be considered by the Requester.

2.3.3 Once it has submitted its proposal, the Bidder may make changes to the latter up until the date the Request for Proposal closes or any other date specified in the Request for Proposal schedule.

2.3.4 The Bidder's attention should be drawn to the importance of complying with the proposal format specified (information, comments, attached documents, price schedule, etc.).

2.4 Results of the Request for Proposal

Subject to the stipulations of Article 1.1.2 above:

2.4.1 Once the Request for Proposal has been closed, the Requester will, as swiftly as possible, inform the Bidders in writing (by post, email or fax) regarding the acceptance or rejection of their proposal.

2.4.2 While it is not required to provide detailed reasons for awarding contracts or rejecting a Bidder's proposal, the Requester will provide the Bidder with key remarks about its proposal that will enable it to understand the result.

2.4.3 The selection of a Bidder's proposal is subject to the signature by said Bidder and by the Requester of a contract defining the framework under which the products or services covered by the Request for Proposal will be supplied.

2.4.4 The Bidder's attention should be drawn to the fact that beyond the period of ninety (90) days specified in c) Article 1.2 "Commitments of the Bidder with regard to the Request for Proposal", the Requester reserves the right to deselect said Bidder.

2.5 Questions relating to the Request for Proposal

2.5.1 The Bidder must ask all questions relating to this Request for Proposal before the deadline specified for such queries.

2.5.2 The Requester reserves the right, entirely at its discretion, to decide whether or not to answer questions received after this date.

2.5.3 The Requester will endeavour to answer all questions received from Bidders prior to the date specified in the schedule. However, the Requester is not required to answer any questions that it does not consider relevant.

2.5.4 When deemed necessary by the Requester, the latter reserves the right to provide all the Bidders with the answer to a question asked by a Bidder regarding the terms of the Request for Proposal, to ensure that all the Bidders are in possession of identical information.

2.5.5 The Parties agree that only answers provided by the Requester by email may be considered as official answers.

3 CONTRACT DRAFTING

3.1 Within the scope of the Request for Proposal, a contract template or contractual prerequisites will be provided. The Bidder will be asked to submit any comments it may have and/or any requests for changes relating to the contract template or the contractual prerequisites.

4 COMPLIANCE

4.1 General principles

The principles defined in Articles 4.2 to 4.3 below are presented, where required, in the "Regulatory Context" paragraph of the Specifications.

4.2 Anti-corruption measures

4.2.1 The Bidder's attention should therefore be drawn to provisions applicable within the scope of the Request for Proposal regarding the fight against corruption and notably the standards in place to address these matters.

4.2.2 By responding to this Request for Proposal, the Bidder confirms that they are equipped with an internal corruption control, prevention and detection system that complies with best practice and covers the use of intermediaries, of which they must supply all possible proof alongside their proposal, and that it will be fully applied within the scope of their response to this Request for Proposal.

4.2.3 Within this context, the Bidder must be aware that the Requester's employees are required to comply with a precise code of conduct in all relations with suppliers. In particular, during so-called "sensitive" phases of supplier consultations (requests for proposal and other types of consultation or negotiation), it is strictly forbidden for employees of the Requester who may be involved directly or indirectly in selecting a Bidder to accept any gifts, benefits or invitations of any type, irrespective of their value. The Bidder shall refrain from submitting proposals that contravene the above terms. The Requester may, as of right and at its discretion, immediately exclude from the Request for Proposal any Bidder that does not adhere to this rule.

4.2.4 Thus, in order to prevent any conflicts of interest, the Bidder will be required to disclose any links it may have with employees of the Requester.

4.3 Other principles

In view of its sector of activity, the regulations to which it is subject and its internal policy, the Requester places a great deal of importance on the following topics:

- Subcontracting by the Bidder.
- The Bidder's general business continuity plan and a system that meets the requirements of the Specifications on this topic.
- Bank secrecy, data protection and security.
- The Bidder's policy on Corporate Social and Environmental Responsibility or Sustainable Development.

The Bidder's attention should be drawn to the importance of the provisions included in the Specifications regarding these topics. The Bidder's capacity to adhere to these provisions is one of the criteria according to which their proposal will be assessed.

5 CONFIDENTIALITY

It should be reiterated that the parties must comply with the principles stated in Article 3 ("Confidentiality of the data exchanged within the scope of the Request for Proposal") of the main section of the Preliminary Agreement – Annex 7.

6 CHANGES MADE BY THE REQUESTER TO THE REQUEST FOR PROPOSAL

Throughout the duration of the Request for Proposal and up until the closing date of the Request for Proposal, the Requester may modify the terms of the latter subject to the following provisions:

- a) Modifications may be made to the Specifications.
- b) Each Bidder's Tender Contact will be informed of any modification via email.
- c) If the modification has an impact on the response time of the Bidders, the Request for Proposal schedule will be revised accordingly.

7 APPLICABLE LAW AND ATTRIBUTION OF JURISDICTION

7.1 The Request for Proposal is subject to republic of Kosova law.

7.2 Should the parties be unable to resolve any dispute regarding the Request for Proposal, and which cannot be resolved by negotiations between the parties shall be settled by the competent court of the Republic of Kosova.