|  |  |
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|   | APPROVED BY Director of branchS. DeminRosatom South East Asia Pte. Ltd.(Japan Branch Office)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.\_\_.2020 |

NOTICE OF REQUEST FOR QUOTATIONS (PROCUREMENT DOCUMENTATION)

for the public request for quotationsfor the right to conclude a contract for provision of legal services for Rosatom South East Asia Pte. Ltd. Japan Branch Office

VOLUME 1 GENERAL AND COMMERCIAL PARTS

Tokyo, 2020

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# PROCUREMENT NOTICE

1. Form and method of procurement procedure: Public request for quotations.
2. Procurement shall be executed in accordance with the Unified Industry-Specific Procurement Standard (Procurement Regulations) of the State Atomic Energy Corporation “Rosatom”, as amended, approved by the Resolution of the Supervisory Board of the State Corporation “Rosatom” (Minutes dated 09.10.2019 № 121).

The procurement is not regulated by the Federal Law No. 223-FZ "On procurement of goods, works, services by certain types of legal entities” dated 18 July 2011.

1. Subject matter of the procurement: the right to conclude a contract for provision of legal services for Rosatom South East Asia Pte. Ltd. Japan Branch Office.
2. Customeracting as Procurement Organizer:ROSATOM South East Asia Pte Ltd., Japan Branch.

Location: Japan.

Postal address: #2511, 1-9-10 Roppongi, Minato-ku, Tokyo, Japan 106-0032.

Contact person: Ksenia Ulanovskaya

Ph. + 080-9501-0075

E-mail: KMUlanovskaya@rosatominternational.com.

1. Number of lots: 1 (one).
2. Subject matter of the contract: provision of legal services for Rosatom South East Asia Pte. Ltd. Japan Branch Office.

Time framesfor provision services: in accordance with Volume 2 of the Procurement Documentation.

Place of provision ofservices: in accordance with Part 3 “Draft Contract” of Volume 1 of the Procurement Documentation.

Contents and scope of services: all necessary information is given in Volume 2 of the Procurement Documentation.

Proposal of a partial provisionof the services is not acceptable.

1. Terms of payment: in accordance with the Part 3 “Draft Contract” of Volume 1 of the Procurement Documentation.

The form and all the terms and conditions of the draft contract (Part 3 “Draft Contract” of Volume 1 of the Procurement Documentation) are mandatory. Any counter proposals of the participants in respect of the draft contract are not acceptable.

Any proposals on the wording of the Contract provisions aimed at correction of grammatical and technical errors, if such are revealed in the Draft Contract by a participant, shall not be deemed counter proposals (Part 3 "Draft Contract", Volume 1 of the Procurement Documentation).

1. The initial (maximum) unit price:

|  |  |  |
| --- | --- | --- |
| №  | Categories | The initial (maximum) unit price, JPY including VAT and all applicable taxes |
|  | Hourly rate of Partner  | 53,790.00 |
|  | Hourly rate of Counsel/Senior Lawyer  | 25,300.00 |
|  | Hourly rate of Lawyer/Associate  | 20,955.00 |

The ceiling contract price:

8,000,000.00 JPY including VAT and all applicable taxes.

The bidder's proposal of unit price must not exceed the initial (maximum) unit price.

The price of the Contract includes all the expenses related to contract execution specified in the draft contract (Part 3 "Draft Contract", Volume 1 of the procurement documentation).

1. Procurement official language: English.

Procurement bid prepared by the procurement participant (bidder) as well as all correspondence and documents related to the procurement exchanged between the bidders and the Procurement Organizer shall be written in English. Any documents made in another language should be accompanied by a copy translated into English. The Procurement Committee shall examine the documents only if they are made in English. Any documents made in other languages that are not accompanied by a copy translated into English shall not be deemed as have been submitted and the information specified in such documents shall not be taken into account when considering a procurement bid. The bidder shall be responsible for accuracy of translation into English.

1. Procurement currency: JPY.
2. Procurement bid security: not required.
3. Information on the procurement process including the registration for participation in the competitive bidding, determination of the winner of the competitive bidding (procedure of summarizing the results of bidding):

Procurement shall be executed in accordance with the terms and conditions and requirements of the procurement documentation.

To take part in the bidding process the bidder must submit an application for participation in the procurement within the period, specified in this procurement notification.

The procurement bid shall be valid for at least 60 calendar days from the date established as deadline for submission of bids.

By the decision of the Procurement Committee the participant who offered the lowest contract price shall be qualified as the procurement winner subject to compliance of its bid with the procurement documentation requirements.

1. The procedure for obtaining the procurement documentation:

On the official website the procurement documentation is publicly available beginning from the date of its official publication.

Official publication of documents related to this procurement: http://zakupki.rosatom.ru/.

Copies of the publication of documents related to this procurement: <https://rosatom-japan.com/>.

1. The possibilityand the conditions under which the submission of alternative proposals is acceptable: is not allowed.
2. Engagement of the joint contractors (legal entities or individual persons, providing part of the services under the contract): is allowed.

The scope of engagement of joint contractors shall be determined by the procurement participant independently.

If the procurement participant shall be obliged to select the joint contractors in accordance with the requirements of law on contract system in the sphere of procurements of goods, works, services for meeting the national and municipal requirements, he has the right to not specify the specific joint contractors in distributing the types and scopes of providing services, but make reference to the special procedure of their selection in accordance with the requirements of law on contract system in the sphere of procurement of goods, works, services for meeting the national and municipal requirements.

1. Starting date, date and time of the deadline for submission of procurement bids (opening access to submitted bids):

Starting date of the timeframe for submission of procurement bids: July 31, 2020.

Place, date and time of the deadline for submission of procurement bids: #2511, 1-9-10 Roppongi, Minato-ku, Tokyo, Japan 106-0032, no later than 16:00 (Local time) August 11, 2020.

Place, date and time of holding the procurement committee meeting (when such meeting is held):

#2511, 1-9-10 Roppongi, Minato-ku, Tokyo, Japan 106-0032, 16:00 (Local time) August 11, 2020.

1. Date of consideration of bids and summing up of the procurement results:

Date of holding of pre-selection stage and summing up of request for quotations: no later thanAugust 18, 2020.

1. Duration of the contract concluding: within 20 (twenty) days, but no earlier than 10 (ten) days after the date of posting of the minutes containing the procurement results on the official website, except in the following cases:

when carrying out procurement any actions (lack of action) of the customer, the Procurement Organizer, the Procurement Committee, shall be appealed to the CAC (Central Arbitration Committee), AC (Arbitration Committee), the antimonopoly authority or in court; in this case the deadline for the contract conclusion shall be extended for a number of days of the delay;

if, in accordance with the law of the Russian Federation, approval of the Customer’s corporate governing body is required prior to the Contract execution; in such an event, the timeframe for the Contract execution shall be extended by a period equivalent to the duration of the delay so caused;

if, in accordance with the law of the Russian Federation or binding orders issued by federal executive authorities, additional activities must be performed prior to the Contract execution; in such an event, the Contract shall be executed within twenty (20) days following the date on which the said activities have been performed.

The Customer within 7 (seven)working days from the date of posting of minutes of the Procurement Committee meeting containing the procurement results on the official website or from the date of completion of the above events, shall provide the person which becomes a party to the contract (the procurement winner or the sole procurement participant) with the draft contract which is prepared by means of inclusion of the terms and conditions of the contract fulfillment proposed by the person which becomes a party to the contract, in the procurement bid, taking into account pre-contractual negotiations, in the draft contract attached to the procurement documentation.

The Customer should ensure obtaining the confirmation from the person which becomes a party to the contract that the said draft contract is received by such person.

The person with whom/which the contract is being entered into shall provide the customer with the contract signed and sealed on his/its part within 7 (seven) days from the date the said contract is served.

1. Ensuring the fulfillment of obligations under the contract: not required.
2. Procedureof request forquotationsare not considered a tender under the laws of the Russian Federation.
3. Cancellation of procurement at the customer's decision at any time up to summing up of procurement results shall not entail any consequences in the following cases:
* changes in financial, investment, production and other programmes that have rendered purchasing the respective goods/works/services unnecessary;
* changes in the Customer’s needs for respective goods, including new requirements to the goods’ performance capabilities, provided that the Customer’s CEO has approved such new requirements;
* force majeure confirmed by relevant documentary evidence and affecting the practicability of purchasing the respective goods/works/service;
* obligation to fulfil orders issued by an antimonopoly authority and/or recommendations issued by the CAC, an AC and/or other authorised supervisory authority;
* changes in the Russian laws and regulations or new directives issued by federal executive authorities which affect the possibility and/or the advisability of purchasing the respective goods/works/services.
1. The name, e-mail address of the arbitration committee to which any actions (lack of action) of the customer, Procurement Organizer, Procurement Committee may be appealed:

Rosatom State Corporation’s Central Arbitration Committee (CAC) - arbitration@rosatom.ru.

# **PART 1**

Terms and definitions, abbreviations used in Parts 1, 2 Volume 1 of the present procurement documentation are defined in compliance with the Unified industry procurement standard (Procurement Provisions) of Rosatom State Corporation (hereinafter “the Standard”).

# REQUIREMENTS. DOCUMENTS. COMPOSITION OF THE PROCUREMENT BID.

# REQUIREMENTS. DOCUMENTS PROVING THE COMPLIANCE WITH THE ESTABLISHED REQUIREMENTS.

# Requirements for procurement participants (bidders), joint contractors

| No. | Requirements | Documents confirming compliance with the established requirements |
| --- | --- | --- |
|  | **The procurement participant shall have full civil legal capacity to conclude and to perform a contract according to the results of the procurement, and:** |
|  | shall be registered as a legal entity in accordance with the procedure established in the Russian Federation (for Russian legal entities);shall be registered as an individual entrepreneur, in accordance with the procedure established in the Russian Federation (for Russian individual entrepreneurs);shall be registered as a subject of the civil law in accordance with the laws in force at the place of its location (for all procurement participants except Russian); | 1. copies of documents confirming state registration, including the following:
* for Russian legal entities - a copy of extract from the Unified State Register of Legal Entities (extract from EGRUL (Unified State Register of Legal Entities));
* for Russian individual entrepreneurs - a copy of extract from the Unified State Register of Individual Entrepreneurs (extract from EGRIP (Unified State Register of Individual Entrepreneurs)).

The extracts from EGRUL or EGRIP shall be obtained not earlier than 6 months (and in case of any changes - not earlier than such changes are entered into the related register) prior to the day of official publication of the public notice on competitive bidding it is permitted to provide the specified extracts, executed using the website http://egrul.nalog.ru/# ;* for other individual persons - copies of identification documents;
* for all procurement participants except Russian - copies of documents confirming their state registration as a subject of the civil law in accordance with the laws in force at the place of its location which shall be attached with translation into the English language; as part of hard copy applications, such documents shall be submitted in legalized form (they may be apostilled) with notarized translation into the English language;
 |
| 1. a copy of the document proving the person's authority to sign the procurement bid on behalf of the procurement participant (documents proving the authority of the person acting as sole executive body (for a legal entity); the power of attorney, if the procurement bid is signed under a power of attorney). If the procurement bid and (or) the documents included into it are signed by different entities, then the documents proving the person's authority to sign the procurement bid and (or) the documents included into it shall be provided for each signatory according to their authority;
 |
| 1. copies of constituent documents as amended from time to time (for legal entities);
 |
| 1. a copy of a notice of the procurement participant’s capacity to use the simplified taxation system (for those procurement participants who apply such system);
 |
| 1. statement of liability filled by the procurement participant as per Form 1 "The Procurement Bid" (subsection 4.1, Form 1) which ensures that the following will be provided before the conclusion of the contract in case of such conclusion ***(filled by all participants regardless of the country registration)***:
* decision to approve or to close a major transaction if such decision is required for closing a major transaction in accordance with the laws of the Russian Federation and with the constituent documents of the legal entity and if conclusion of the contract or provision of a bid security or for the contract is a major transaction for the procurement participant;
* decision to approve or to close an interested-party transaction if such approval is required in accordance with the laws of the Russian Federation and with the constituent documents of the legal entity and if conclusion of the contract or provision of a bid security or for the contract is an interested-party transaction for the procurement participant.

or information confirming that this transaction is not a major transaction and/or an interested-party transaction for such a procurement participant, or that the procurement participant’s organization is not subjected to the requirements of the legislation to provide the decision to approve or to close a major transaction and/or an interested-party transaction, since the sole participant (shareholder) is the sole executive body. |
|  | shall have the right to perform activities in accordance with the laws of the Russian Federation (for Russian procurement participants);shall have the right to perform activities in accordance with the laws in force at the place of location of such procurement participant (for all procurement participants except Russian); shall have the right to perform activities in accordance with the laws in force at the place where the contract is performed (for all procurement participants).  | 1. confirmation filled in by the procurement participant as per Form 1 "The Procurement Bid" (subsection 4.1, Form 1) that there is the right to perform activities in accordance with the laws in force at the place of location of the procurement participant and at the place where the contract shall be performed.

All procurement participants except Russian and Japanese should additionally provide a brief explanatory note specifying the following: * statutory provisions applicable in the country, where it is located or carries out activities, and regulating their legal capacity and conditions of the activity connected with fulfillment of obligations under the contract to be concluded as a result of the competitive bidding;
* name and details (number and date of coming into force and number and date of the current version) of national regulatory legal acts, in accordance with which the procurement participant (except Russian and Japanese) carries out its activities.
 |
|  | the procurement participant should not be in the process of liquidation (for a legal entity), declared insolvent (bankrupt) by the decision of the arbitration court; | 1. confirmation filled in by the procurement participant as per Form 1 "The Procurement Bid" (subsection 4.1, Form 1) that:
* the procurement participant is not undergoing the process of liquidation (for a legal entity);
* the procurement participant is not recognized insolvent (bankrupt) by the arbitration court;
* property of the procurement participant is not arrested by a decision of the court or administrative body;
* the procurement participant’s activity is not suspended.
 |
|  | shall not be an organization, the property of which in the part needed for performance of the contract is arrested under a decision of the court or administrative body; and (or) the activity of which is suspended; |
|  | **absence of unpaid taxes, levies, other outstanding obligatory payments to the budget of the budgetary system of the Russian Federation:**for the Russian participants – the participant does not have unpaid taxes, levies, other outstanding obligatory payments to the budgets of the budgetary system of the Russian Federation (except amounts for which an extension, deferment, investment tax credit has been granted in accordance with the tax and levy legislation of the Russian Federation restructured according to the laws of the Russian Federation, regarding which there is a legally effective court order recognizing the bidder’s obligations to pay the said amounts as fulfilled or non-recoverable in accordance with the tax and levy legislation of the Russian Federation) for the expired calendar year in the amount exceeding twenty-five per cent of the book value of assets based on the financial statements for the last accounting period, or if the bidder has submitted an appeal against the said arrears, outstanding payments in the established order and the decision on this appeal has not been taken as of the date of review of the application | 1. confirmation filled in by the bidder on the basis as per Form 1 “The Procurement Bid" (subsection 4.1, Form 1) regarding ***(only for the Russian participants)***:

- absence of unpaid taxes, levies, other outstanding obligatory payments to the budgets of the budgetary system of the Russian Federation (except amounts for which an extension, deferment, investment tax credit has been granted in accordance with the tax and levy legislation of the Russian Federation restructured according to the laws of the Russian Federation, regarding which there is a legally effective court order recognizing the bidder’s obligations to pay the said amounts as fulfilled or non-recoverable in accordance with the tax and levy legislation of the Russian Federation) for the expired calendar year in the amount exceeding twenty-five per cent of the book value of assets based on the financial statements for the last accounting period; - information on the appeal against the said arrears, outstanding payments in the established order and the decision on this appeal has not been taken as of the date of the review of the application. |
|  | **shall comply with the requirements established on the basis of orders of the Government of the Russian Federation:**should disclose information about the entire chain of owners including beneficiaries (including ultimate ones). | 1. statement of liability filled in by the procurement participant as per Form "The Procurement Bid" (subsection 4.1, Form 1) which ensures that information about the chain of owners including beneficiaries (as well as ultimate beneficiaries) according to the form of and in accordance with the instructions specified in the procurement documentation and documents confirming such information will be provided before the conclusion of the contact in case of such conclusion.
 |
|  | absence of information about the procurement participant in the following registers of bad-faith suppliers:* in the register which is being kept in accordance with the provisions of Federal Law No. 223-FZ (223-ФЗ) "On procurement of goods, work, services by certain types of legal entities”;
* in the register which is being kept in accordance with the statutory provisions of the Russian Federation on placement of state and municipal orders;
* in the register of bad-faith suppliers of ROSATOM and organizations of ROSATOM.
 | No documents shall be submitted. The Procurement Organizer (customer) shall check compliance with this requirement with respect to such registers by its own efforts. |

# Requirements to products

| No. | Requirements | Documents confirming compliance with the established requirements |
| --- | --- | --- |
| 1) | The products must meet the requirements specified in Volume 2 of the procurement documentation «Technical Part». | Technical proposal confirming fulfillment of each requirement stated in the technical part of the procurement documentation (Volume 2), in accordance with the instructions given in the procurement documentation (subsection 4.1, Form 2), including as follows: * description of the services to be provided given by the participant in its bid (including scope of services, or sequence for their provision, technical process of providing services, period of provision of services);
* indication of scope of the services or of the procedure for its determination.
 |
| 2) | Legal services shall be provided on condition that bidders have no conflict of interest\* with Rosatom (and/or its organizations\*\*) *\*A situation in which a legal service provider or an organization that is in the same group of persons with a legal service provider or provides services under the same means of individualization with a legal service provider (trademark, service mark, part of a company name) provides the following services:**procedural opponents of the Corporation and/or its organizations in the framework of arbitration or judicial proceedings in the territory of any state or**procedural opponents of the Russian Federation, including in the person of the federal executive bodies, in the framework of arbitration or judicial proceedings, with the exception of disputes arising from administrative and other public legal relations.**\*\** *Corporation Organizations are:**The Federal state unitary enterprises in respect of which the Corporation exercises on behalf of the Russian Federation the powers of the property owner, joint-stock companies whose shares are owned by the Russian Federation and for which the Corporation exercises the powers of a shareholder, their subsidiaries, business companies whose shares (interest) are owned by Corporations, their subsidiaries, institutions established by the Corporation and the above organizations.* | confirmation filled in by the bidder on the basis as per Form 1 “The Procurement Bid" (subsection , Form 1) of no conflict of interest. |

# COMPOSITION OF THE REQUEST FOR PARTICIPATION IN THE PROCUREMENT.

**Number of copies of the bid:** 1 hard copy original.

1. procurement bid as per the form and in accordance with the instructions given in this procurement documentation (subsection 4.1, [Form 1](#_PROCUREMENT_BID_(APPLICATION)));
2. Cost Summary Table in accordance with the instructions given in this procurement documentation (subsection 4.1, [Form 3](#_COST_SUMMARY_TABLE)),
3. The documents referred to in subsection of this procurement documentation.

# CRITERIA AND METHODOLOGY FOR EVALUATING THE PROCUREMENT BIDS

The Procurement Committee shall rank the bids by the estimated hourly rate starting from the lowest. When bids, submitted by different bidders, have similar estimated hourly rate, the higher (better) rank is given to the bidder who presented its bid for participation in procurement earlier.

The estimated hourly rate of the procurement participant is calculated using the following formula on the base of unit prices (hourly rates of Partner, Counsel/Senior Lawyer, Lawyer/Associate) proposed by the procurement participant:

ОЦi = Цip \* 0,2 + Цic \* 0,4 + Цil \* 0,4

where:  ОЦ i  – estimated hourly rate proposed by the procurement participant «i», JPY including VAT and all applicable taxes.

Цip – hourly rate of Partner proposed by the procurement participant «i», JPY including VAT and all applicable taxes;

Цic – hourly rate of Counsel/Senior Lawyer proposed by the procurement participant «i», JPY including VAT and all applicable taxes;

Цil – hourly rate of Lawyer/Associate proposed by the procurement participant «i», JPY including VAT and all applicable taxes.

# TEMPLATES OF BASIC DOCUMENTS

***forms 2 – 3 are recommended for completion. In case of any changes in the forms given in this section the documents included by the procurement participant in the information described in the procurement bid should contain all the data specified in the relevant form.***

# Sample forms of the main documents to be included in the procurement bid

Form 1.

***Letterhead of the procurement participant***

\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_, 20\_\_\_ No.\_\_\_\_\_\_

## PROCUREMENT BID (APPLICATION) (Form 1)

After having studied the notice of procurement for the right to conclude a contract for provision of the legal services for Rosatom South East Asia Pte. Ltd. Japan Branch Office which is published on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ***[please specify the website where the procurement is published]***, the procurement documentation, understanding and accepting the procurement requirements and conditions specified therein, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

***(full name of the procurement participant with indication of the legal form)***

INN (Taxpayer Identification Number), OGRN (Primary State Registration Number) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

***(INN, OGRN of the procurement participant)***

legal address\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

***(legal address of the procurement participant)***

actual address \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

***(actual address of the procurement participant)***

mailing address \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

***(mail address of the procurement participant)***

offers to conclude a contract for: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

***(subject of the contract)***

in accordance with the Technical Proposal, Cost Summary Table and other documents which form the integral appendices to this bid subject to the following conditions:

| Item No. | Conditions of the procurement bids | Bidder proposals |
| --- | --- | --- |
|  | Contract price, JPY including VAT and all applicable taxes | ***[specify the ceiling contract price (8,000,000.00 JPY including VAT and all applicable taxes) with the amount of VAT]*** |
|  | Periodfor provision of services | ***[specify "in accordance with the terms and conditions of the procurement documentation"]*** |
|  | Terms of payment | ***[specify "in accordance with the terms and conditions of the draft contract of the procurement documentation"]*** |

This procurement bid has a legal status of an offer and shall remain in force during 60 calendar days from the deadline for submission of the procurement bids.

***For legal entities:***

We hereby acknowledge that:

* \_\_\_\_\_\_\_\_\_\_\_\_\_ ***(procurement participant name)*** has the right to carry on business in compliance with the law of \_\_\_\_\_\_\_\_\_\_\_\_\_ ***(please specify the country of the location of the procurement participant) and*** \_\_\_\_\_\_\_\_\_\_\_\_\_ ***(please specify the country where the contract is fulfilled if the place of contract fulfillment is different from the place where procurement participant is located).***
* in respect of \_\_\_\_\_\_\_\_\_\_\_\_\_ ***(name of the procurement participant)*** no liquidation proceeding is ongoing, there is no decision made by the arbitration court on finding \_\_\_\_\_\_\_\_\_\_\_\_\_ ***(name of the procurement participant)*** bankrupt, the activities of \_\_\_\_\_\_\_\_\_\_\_\_\_ (***name of the procurement participant***)are not suspended, the property is not arrested under the decision of the court, administrative body;
* \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_***(name of the bidder/joint contractor)*** has no conflict of interest\* ***with Rosatom*** (and/or its organizations\*\*).

*\*A situation in which a legal service provider or an organization that is in the same group of persons with a legal service provider or provides services under the same means of individualization with a legal service provider (trademark, service mark, part of a company name) provides the following services:*

*procedural opponents of the Corporation and/or its organizations in the framework of arbitration or judicial proceedings in the territory of any state or*

*procedural opponents of the Russian Federation, including in the person of the federal executive bodies, in the framework of arbitration or judicial proceedings, with the exception of disputes arising from administrative and other public legal relations.*

 *\*\** *Corporation Organizations are:*

*The Federal state unitary enterprises in respect of which the Corporation exercises on behalf of the Russian Federation the powers of the property owner, joint-stock companies whose shares are owned by the Russian Federation and for which the Corporation exercises the powers of a shareholder, their subsidiaries, business companies whose shares (interest) are owned by Corporations, their subsidiaries, institutions established by the Corporation and the above organizations.*

* \_\_\_\_\_\_\_\_\_\_\_\_ ***(name of the procurement participant)*** does not have unpaid taxes, levies, other outstanding obligatory payments to the budget of the budgetary system of the Russian Federation for the expired calendar year in the amount exceeding twenty-five per cent of the book value of assets \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ***name of the procurement participant)*** according to the financial statements for the last accounting period;
* ***[in case of appealing against tax arrears, outstanding payments, by the procurement participant in the established order] it shall be stated:***

***\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of the procurement participant)*** has filed an application \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ***[details of the application concerning an appeal against tax arrears, outstanding payments, as well as information about lack of decision on the said appeal as of the date of the reviewing of the applications];***

***[in the case of use of simplified taxation system]*** We also hereby inform that we use the simplified taxation system.

***For natural persons: We hereby give our consent for the customer (Procurement Organizer) to process the provided personal data and to disclose by the customer the data, in whole or in part, to the competent state authorities and for such authorities to subsequent processing of such data.***

We hereby agree and confirm receipt of all the consents required in accordance with the applicable laws of the Russian Federation (including law on personal data) from all the persons indicated in the procurement bid, from all the persons interested or involved in this data for the customer (procurement organizer) to process the provided data and for the customer to disclose the data, in whole or in part, to the competent state authorities and for such authorities to subsequent processing of such data.

If we win this procurement or if we receive the proposal to enter into a contract (agreement), we will assume the following obligations:

1. to sign the contract on our part in accordance with the requirements specified in the procurement documentation and with the terms and conditions of our procurement bid;
2. to submit information about the entire chain of ownership, including beneficiary owners (including ultimate ones) prior to the time of the contract execution, in accordance with the guidelines provided in the procurement documentation and to submit documentary evidence to confirm such information;
3. ***before concluding the contract, to provide the customer with the resolution to approve or to close a major transaction;***
4. ***prior to concluding the contract we should submit Customer a resolution on approval or making of the related-party transaction.***

***[if the procurement participant is not required to have the decision to close a major transaction and/or an interested-party transaction, the procurement participant shall specify the provisions suitable for the latter instead of the aforementioned subclauses c) and/or d):***

***This transaction is not a major one for \_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of the bidder).***

***or,***

***\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of the procurement participant) is not covered by the legal requirement on availability of the decision on approval of or entering into a major transaction, as the sole stakeholder (shareholder) is the sole executive body.***

***This transaction is not an interested-party one for \_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of the bidder).***

***or,***

***\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of the bidder) is not subject to the law requiring availability of the decision to approve or to close an interested-party transaction, as the sole member (shareholder) is the sole executive body.]***

We have been notified and agree that:

* in case of misrepresentations, we can be excluded from participation in the procurement, and in case our representations are found inaccurate after concluding the contract with us, such contract can be terminated;
* we shall be considered avoiding from concluding the contract in the cases set forth in the procurement documentation, including, but not limited to non-submission of documents to be submitted before concluding the contract;
* our data will be introduced into the respective register of bad-faith suppliers for a period of two years as set forth in the procurement documentation.

According to the instructions received from you in the procurement documentation, the information on the essence of our offers in this procurement shall be set forth in the documents below that are an inseparable part of our application for participation in procurement:

List of the documents included in the bid:

| ItemNo. | Document name | Number of pages |
| --- | --- | --- |
|  | *A copy of the document confirming the fact of funds paid as the procurement bid security/irrevocable independent guarantee* |  |
|  | *PROCUREMENT BID (APPLICATION) (Form 1)…* |  |
|  | … |  |
| … |  |  |
| … |  |  |
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| … |  |  |

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***(Signature of the authorized representative) (Name and position of the signatory)***

L.S.

INSTRUCTIONS FOR FILLING IN

1. These instructions should not be reproduced in the documents prepared by the bidder.
2. The procurement bid should be executed on an official letterhead of the bidder.
3. The bidder shall assign the date and number to the procurement bid in accordance with its own rules of document flow.
4. The bidder should specify its full name (with indication of the legal form) and legal address.
5. The bidder shall specify the cost of the ***services provision*** in figures and in words, in USD, in accordance with the Cost Summary Table (column “Total”). The price shall be specified in format ХХХ,ХХХ,ХХХ.ХХ rubles, for example: “1,234,567.89 USD. (One million two hundred and thirty-four thousand five hundred and sixty-seven Indian rupees, eighty-nine paisas)”.
6. The bidder should list and specify the scope of each document being attached to the procurement bid which determines the essence of the technical and commercial proposal of the bidder.

***[this form shall be submitted before conclusion of the contract by the procurement winner or by the person which is approved to be a party to the contract]***

Form 1.2.

## INFORMATION ABOUT THE OWNERS CHAIN INCLUDING BENEFICIARIES (INCLUDING ULTIMATE BENEFICIARIES) (Form 1.2)

The person which will be a party to the contract: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 name of the contractor to conclude the Agreement with

|  |  |  |  |
| --- | --- | --- | --- |
| Item No. | Information about the contractor | Information on the chain of owners of the contractor including beneficiaries (including end ones) | Information on supporting documents (description, details, etc.) |
| INN (Taxpayer Identification Number) | OGRN (Primary State Registration Number) | Abbreviated name | Code as per OKVED (Russian Classifier of Types of Economic Activities) | Surname, Name, Patronymic of the CEO | Series and number of the CEO’s identification document | Item  | INN (Taxpayer Identification Number)  | OGRN (Primary State Registration Number) | Name / Full name | Registration address | Series and number of the identification document (for an individual) | Chief executive officer / participant / shareholder / beneficiary |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 |
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***(Signature of the authorized representative) (Name and position of the signatory)***

L.S.

INSTRUCTIONS FOR FILLING IN

1. This guideline shall not be replicated in the documents prepared by a contractor.
2. Form 1.2 is not subject to changes. All information and documents are obligatory for submission.
3. The contractor shall submit the Form 1.2 in two formats \*.pdf and \*.xls before concluding the contract;
4. The contractor must specify its INN in column 2. In case the contractor is a Russian legal entity, a 10-digit code is provided. In case the counterparty is a Russian natural person (whether individual entrepreneur or not), a 12 digit code is provided. In case the contractor is a foreign legal entity or natural person, “N/A” shall be specified in the column.
5. The contractor must specify its OGRN in column 3. It shall be completed in the case where the contractor is a Russian legal entity (13-digit code). In case the contractor is a Russian natural person as an individual entrepreneur (IE), OGRNIP (15 digit code) shall be specified. If the contractor is a Russian individual person, a foreign individual person or a legal entity, then “Not available” shall be specified in the column.
6. In column 4 the contractor shall indicate its legal form in abbreviation and the name of the contractor (for example, LLC, FSUE, CJSC, etc.). In case the contractor is a natural person, full name is provided.
7. In column 5 the contractor shall indicate the OKVED code. In the case where the contractor is a Russian legal entity and an individual entrepreneur the code which can consist of 2-6 digits separated by two points in two digits shall be indicated. In case the contractor is a Russian natural person, a foreign legal entity or a natural person, “N/A” shall be specified in the column.
8. Column 6 shall be completed by the contractor in the following format: Surname Name Patronymic, e.g. Ivanov Ivan Stepanovich.
9. The column 7 shall be filled in as series (space) number, e.g., 5003 143877. A foreign citizen is allowed to fill it in according to the data in the national passport.
10. Column 8 shall be completed according to the example.
11. The columns 9 and 10 shall be filled according to paragraphs 4 and 5 hereof.
12. Column 11 shall indicate the abbreviated legal form of organization and the contractor’s name (for example, LLC, FSUE (Federal State Unitary Enterprise), CJSC, etc.). In case the owner is a natural person, full name is provided. Also, in case the information on the director of the legal entity is available – the c contractor’s owner, his/her full name is provided.
13. Column 12 shall be completed with the use of the format of geographical hierarchy in descending order, for example, Tula, Pionerov St., 56-89.
14. Column 13 shall be completed according to paragraph 9 of the present instruction.
15. Column 14 shall contain the information about the way this entity relates to the higher link in the “contractor - beneficiary” chain in accordance with the example given in the sample form.
16. Column 15 shall indicate the legal status and details of the confirmation documents, for example, the Memorandum of Association dated 23.01.2008.
17. Disclosure of information on beneficiaries is conducted as part of execution of the Russian Federation Governement orders and is not related to the term "the beneficial owner" used in the Federal Law No. 115-FZ "On the Countercation to Legitimization (Laundering) of Proceeds of Crime and to Financing of Terrorism".
18. Owners chain table completion sample is not an exhaustive list or a standard representing a fully disclosed entire ownership chain, the "..." symbol means that it is necessary to disclose the whole chain down to the ultimate owners (beneficiaries).

*COMPLETION SAMPLE OF THE TABLE OF INFORMATION ON THE CHAIN OF OWNERS*

*form starts here*

|  |  |
| --- | --- |
| *Item No.* | Information about the contracting party |
| *INN (Taxpayer Identification Number)* | *OGRN (Primary State Registration Number)* | *Abbreviated name* | *Code as per OKVED (Russian Classifier of Types of Economic Activities)* | *Surname, Name, Patronymic of the CEO* | *Series and number of the CEO’s identification document* |
| *1* | *2* | *3* | *4* | *5* | *6* | *7* |
| *1* | *7734567890* | *1044567890123* | *“Romashka” LLC* | *45.xx.xx* | *Ivanov Ivan Stepanovich* | *5003 143877* |
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*end of form*

|  |  |
| --- | --- |
| *Information on the chain of owners of the contractor including beneficiaries (including end ones)* | *Information on supporting documents (description, details, etc.)* |
| *Item*  | *INN (Taxpayer Identification Number)*  | *OGRN (Primary State Registration Number)* | *Name / Full name* | *Registration address* | *Series and number of the identification document (for an individual)* | *Chief executive officer / participant / shareholder / beneficiary* |
| *8* | *9* | *10* | *11* | *12* | *13* | *14* | *15* |
| *1.1* | *7754467990* | *108323232323232* | *“Svet 1” CJSC* | *Moscow, Lubyanka St., 3*  |  | *Participant* | *Memorandum of Association dated 23.01.2008* |
| *1.1.0* | *111222333444* |  | *Petrova Anna Ivanovna*  | *Moscow, Shchepkina St., 33*  | *44 55 666777* | *Manager* | *Articles of Association, Order No. 45-l/s dated 22.03.10* |
| *1.1.1* | *333222444555* |  | *Sidorov Petr Ivanovich* | *Saratov, Lenina St., 45-34* | *55 66 777888* | *Shareholder* | *Memorandum of Association dated 12.03.2004* |
| *1.1.2* | *6277777777* | *104567567567436* | *“Cherepashka” LLC* | *Saratov, Lenina St., 45*  |  | *Shareholder* | *Memorandum of Association dated 12.03.2004* |
| *1.1.2.0* | *7495672857623* |  | *Mukhov Amir Mazievich* | *Saratov, Lenina St., 45*  | *66 78 455434* | *Manager* | *Articles of Association, Order No. 77-l/s dated 22.05.11* |
| *1.1.2.1* | *8462389547345* |  | *Mazaeva Inna Lvovna*  | *Saratov, K. Marksa St., 5-34* | *67 03 000444* | *Beneficiary* | *Resolution on establishment of LLC dated 12.03.2004*  |
| *…* |  |  |  |  |  |  |  |
| *1.2* | *7754456890* | *107656565656565* | *“Svet 2” LLC* | *Smolensk, Titova St., 34*  |  | *Participant* | *Memorandum of Association dated 23.01.2008* |
| *1.2.0* | *666555777444* |  | *Antonov Ivan Igorevich* | *Smolensk, Titova St., 34*  | *66 55 444333* | *Manager* | *Articles of Association, Order No. 56-l/s dated 22.05.09*  |
| *1.2.1* | *888777666555* |  | *Ivlev Dmitry Stepanovich* | *Smolensk, Chapayeva St., 34-72*  | *77 55 333444* | *Participant* | *Memorandum of Association dated 23.01.2006*  |
| *1.2.2* | *333888444555* |  | *Stepanov Igor Dmitrievich* | *Smolensk, Gagarina St., 2-64*  | *66 77 223344* | *Participant* | *Memorandum of Association dated 23.01.2006*  |
| *…* |  |  |  |  |  |  |  |
| *1.3* | *ASU66-54* |  | *Iguana LTD* | *USA, State of Virginia, 533* |  | *Participant* | *Memorandum of Association dated 23.01.2008* |
|  |  |  | *Ruan Max Amer* | *Cyprus, Limassol, 24-75* | *776AE 6654* | *Manager* |  |
| *…* |  |  |  |  |  |  |  |

Form 2.

Appendix to the procurement bid

dated \_\_\_\_\_\_\_\_\_\_\_\_\_\_ 20\_\_\_ No. \_\_\_\_\_\_

Request for quotations for the right to conclude a contract for provision of the legal services for Rosatom South East Asia Pte. Ltd. Japan Branch Office

## TECHNICAL PROPOSAL (Form 2)

***The bidder (the procurement participant): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_***

***Essence of the technical proposal***

***\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_***

***(Signature of the authorized representative) (Name and position of the signatory)***

***L.S.***

INSTRUCTIONS FOR FILLING IN

1. These instructions should not be reproduced in the documents prepared by the bidder.
2. The bidder shall indicate the number and date of the procurement bid to which this technical proposal is attached.
3. The procurement participant shall specify its corporate name (including its legal form).
4. The form of the title page of the Technical proposal is given above.
5. In addition to the materials contained in the technical requirements, the bidder’s Technical Proposal shall include:
	* + - * *description of the services to be provided given by the participant in its bid (including scope of services, or sequence for their provision, list of specialists planned to be engaged to the contract, technical process of providing services, period of provision of services);*
				* *indication of scope of the services or of the procedure for its determination.*
6. In this form, the bidder shall confirm compliance with each requirement stipulated in the technical part of the procurement documentation (Volume 2).

Form 3.

Appendix to the procurement bid

dated \_\_\_\_\_\_\_\_\_\_\_\_\_\_ 20\_\_\_ No. \_\_\_\_\_\_

Request for quotations for the right to conclude a contract for provision of the legal services for Rosatom South East Asia Pte. Ltd. Japan Branch Office

## COST SUMMARY TABLE (Form 3)

***The bidder (the procurement participant): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_***

In the prices as of submission date of the procurement bid: \_\_\_\_\_\_\_\_\_\_ \_\_\_, 20\_\_\_

|  |  |  |  |
| --- | --- | --- | --- |
| Category of specialist | The price per 1 hour, JPY excluding VAT  | VAT, rate, % | Total price per 1 hour, JPY including VAT |
| 1 | 2 | 3 | 4 |
| Partner |  |  |  |
| Counsel/senior lawyer |  |  |  |
| Lawyer/associate |  |  |  |

***\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_***

***(Signature of the authorized representative) (Name and position of the signatory)***

***L.S.***

INSTRUCTIONS FOR FILLING IN

* 1. These instructions should not be reproduced in the documents prepared by the procurement participant.
1. The procurement participant shall indicate the number and date of the procurement bid to which this Cost Summary Table is attached.
2. Procurement participants shall state their corporate name (including legal form of business).
3. The procurement participant shall indicate the date as of which the Cost Summary Table was calculated.
4. The Cost Summary Table shall include calculation of all elements comprising total price of the bid.

# **PART 2**

The procedure for executing the procurement procedure is given in Part 2 of Volume 1 of the procurement documentation as a separate ***Word*** format file.

# **PART 3**

The draft contract to be concluded based on the procurement results is presented in Part 3 of Volume 1 of the procurement documentation as a separate ***Word*** format file.