



Tender Documents

REQUEST FOR PRICE PROPOSAL

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

"Finance advisor for M&A UK – phase II"

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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: Mr. Matúš Jurových, Ms. Alexandra Nováková
Telephone: +421 2 4024 2674; +421 2 4024 2540
NAFTA a.s. purchasing portal: <https://nafta.1803sw.com>
Web sites: www.nafta.sk

A.1.2 Subject of the Tender:

The subject of the Tender is selection of financial advisor to perform second phase Due Diligence and support NAFTA a.s. in an international tender for the acquisition of an interest in a Company owning underground gas storage facility 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 call 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 quotation after each round of negotiations.

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

A.1.4 Explanation and communication:

Any communication and provision of information among the promulgator and bidders shall be carried out only electronically via official NAFTA a.s. purchasing portal:

<https://nafta.1803sw.com>

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 finance advisors in M&A within the Gas sector
2. Track record of proposed team members participating at the financial services provision

A.2 SUBMISSION OF PROPOSAL

A.2.1 Designation of covers with proposals:

Bidders submit proposal in electronic form via NAFTA a.s. purchasing portal:

<https://nafta.1803sw.com>

Date of the proposal submission:

By 26th October, 2018 till 10:00 a.m.

The proposal delivered after this hour shall not be considered.

A.2.2 Date of announcement of the selected proposal:

By 30th of November, 2018 at the latest.

B. PRICE PROPOSAL, INVOICING

B.1 PRICE PROPOSAL

1. The prices provided by the bidder shall be in EUR or GBP,
2. The bidder shall propose the price for the subject of the Tender in the following composition:
 - Estimation of maximal costs charged for financial due diligence
 - Estimation of maximal costs charged for tax due diligence
 - Hourly rates based on seniority and/or blended hourly rates

Price shall be stated in Annex No. 2

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. The tender documents shall be provided by the promulgator free of charge.
2. The promulgator shall reserve the right to change the Tender conditions or to cancel the Tender anytime. It shall inform the bidders on these facts.
3. The bidder shall not be entitled to compensation of costs related to the participation in the Tender.

4. 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.
5. No contractual relationship shall arise by the Tender closing and announcement of the Tender result.
6. The proposals shall not be returned to the bidders but they remain archived by the promulgator as a part of the tender documentation.
7. 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.
8. 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.
9. The tender documents shall be subject to the trade secret without any time restriction.

D. LIST OF ANNEXES

Annex No. 1

Assumed scope of finance support requested

Annex No. 2

Cover letter for bidders

Annex No. 1)

Basic information about Target company:

Head Quarter (UK)

Energy sector (oil production and underground gas storage - approx. 300 mil. cub. Meters of gas storage capacity)

Revenues (cca. 11-12 mGBP)

Assets (cca. 60mGBP - mainly oil & gas infrastructure and cushion gas - actually lease-back)

Equity (negative)

Liability (mainly loans from mother company - worldwide well known company from energy sector)

Scope:

Full Tax and Accounting confirmatory due diligence based on information provided by the Seller (Management accounts, Statutory financials, Closing accounts, Tax returns, and other if necessary for the transaction completion).

Companies in scope – Target and its subsidiaries

Deliverables:

Full DD report for a UK based target and its subsidiaries

Deadline:

Red flag report - 2 weeks since binding bid acceptance by the Seller (anticipated start end of October 2018)

Final report - 3 weeks since binding bid acceptance by the Seller (anticipated start end of October 2018)

Annex No. 2)

COVER LETTER FOR BIDDER

Title: Finance 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.	Financial due diligence – Phase II			
2.	Tax due diligence – Phase II			
3.	Tax structuring & other support			
4.	Hourly rates based on seniority			
5.	Hourly rates based on 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.

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Seal, name and signature of the bidder's representative