



REQUEST FOR PROPOSAL

ORLEN S.A. INVITES BIDDERS TO TAKE PART IN THE PROCUREMENT PROCEDURE

FOR:

**EPCC contract for the execution of the
Waste-to-Hydrogen Complex in Płock
PART I**

STAGE I.1 – PRESELECTION OF THE BIDDERS

Płock, 07.08.2026

This Request for Proposal is carried out under the project entitled “Hydrogen Eagle – construction of a plant for the production of RFNBO and low-carbon hydrogen” implemented by ORLEN S.A., project no. KPOD.03.18-IW.05-0012/25. The total amount of co-financing for the project is PLN 1,215,690,417.37.

The project is co-financed by the National Recovery and Resilience Plan and the European Union through the NextGenerationEU instrument. It falls under Investment B2.1.1 “Investments in hydrogen technologies, production, storage and transport of hydrogen in the form of non-repayable support”. The supporting institution is Bank Gospodarstwa Krajowego (BGK), and the authority responsible for implementing the Investment is Minister Klimatu i Środowiska (the Minister of Climate and Environment).

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1. The hereby Request for Proposal (further referred to as “**RFP**”) consists of:

SECTION I	Instruction to Bidders along with Appendixes
SECTION II	Draft of PDP+LF AGREEMENT - <i>confidential (access provided only to BIDDERS invited to participate in Stage I.2. of the PROCEDURE, and subject to signing an NDA)</i>
SECTION III:	Description of the subject of: 1. the PROJECT (including: technical specifications and conditions; ORLEN's standard of performance of the works); 2. the PDP+LF AGREEMENT DOCUMENTATION. This SECTION III is divided into the following parts: (i) non-confidential documents and information made available to all BIDDERS on the CONNECT PLATFORM together with this RFP; (ii) <i>confidential documents and information available to BIDDERS in Stage I.2. of the PROCEDURE, subject to signing an NDA.</i>

2. For the purposes of this RFP, capitalized terms have the meaning given in the definitions below:

1.	BIDDER	a natural person, a legal person, or an organisational entity not having legal personality, taking part in the PROCEDURE in Stage I.1 - preselection phase, competing in its Stage I.2 for the conclusion of the PDP+LF AGREEMENT and in its Stage II for the award of the EPCC CONTRACT. Provisions relating to the BIDDER shall apply accordingly to the economic operators jointly taking part in the PROCEDURE and competing for an EPCC CONTRACT.
2.	BIDDING DOCUMENTS	constitute all documents provided by the COMPANY to the BIDDERS during the PROCEDURE, in particular the RFP and its Appendixes, ITB and its Appendixes, the invitation to submit PDP+LF PROPOSALS, and the invitation to submit EPCC BIDs.
3.	BIDDING PROCEDURE or PROCEDURE	the procedure organised by the COMPANY and launched by publication of an RFP in order to award EPCC CONTRACT. Due to the functionality of the PLATFORM, the PROCEDURE is organised in the form of two separate purchasing processes (Part I and Part II) divided in total in two stages as follows:

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		- purchasing process No. PKN/2/002001/26 - Part I, covering Stage I.1 – prequalification of the BIDDERS and Stage I.2 – awarding a PDP+LF AGREEMENT; - purchasing process No. [to be provided at Stage 2] - Part II, covering Stage II – awarding an EPCC CONTRACT.
4.	CONNECT PLATFORM or PLATFORM	ORLEN Capital Group Purchasing Platform – CONNECT available at: https://connect.orldn.pl/servlet/HomeServlet
5.	CONSORTIUM	the BIDDERS jointly competing for a PDP+LF AGREEMENT/ EPCC CONTRACT.
6.	CONFLICT OF INTEREST	any situation in which persons participating in the preparation or conduct of the PROCEDURE or possessing real or potential influence on the outcome of the PROCEDURE have, directly or indirectly, a financial, economic, or other personal interest that could lead to doubts about their impartiality in relation to the PROCEDURE. A CONFLICT OF INTEREST shall particularly include situations defined as such in the Conflict of Interest Management Policy at the ORLEN Group.
7.	PDP+LF AGREEMENT DOCUMENTATION	all the documentation to be provided by the CONTRACTOR to the COMPANY under the PDP+LF AGREEMENT, including in particular the PDP and the LIGHT FEED.
8.	ELECTRONIC SIGNATURE	qualified electronic signature within the meaning of the Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, i.e. an advanced electronic signature that is created by a qualified electronic signature creation device, and which is based on a qualified certificate for electronic signatures.
9.	EPCC BID	a BIDDER's final offer for execution of the EPCC CONTRACT, submitted to the COMPANY in Stage II of the PROCEDURE on the terms specified in the BIDDING DOCUMENTS, in particular in the request to submit EPCC BID.
10.	EPCC CONTRACT	a lump sum turnkey contract for the execution of the PROJECT, to be concluded by the COMPANY with the BIDDER whose EPCC BID is considered the most advantageous in the PROCEDURE. The

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		EPCC CONTRACT draft will be provided to BIDDERS no later than with the invitation to submit the PDP+LF PROPOSAL.
11.	CONTRACTOR	the BIDDER selected by the COMPANY under the PROCEDURE that has entered into the PDP+LF AGREEMENT or the EPCC CONTRACT with the COMPANY, as applicable depending on the stage of the PROCEDURE.
12.	ENTITY PROVIDING RESOURCES OR EPR	an entity providing the resources to the BIDDER allowing the BIDDER to confirm the fulfilment of the conditions for participation in the PROCEDURE or the selection criteria with regard to the technical or professional ability.
13.	GUARANTEED PARAMETERS	parameters of the PROJECT indicated in Appendix A6.1 - List of GUARANTEED TECHNICAL PARAMETERS of Section III of the RFP, which must be achieved as a result of the execution of the PROJECT.
14.	ITB	document entitled “Instruction to Bidders” included in SECTION I of the RFP along with all its Appendixes.
15.	LIGHT FEED or LF	all the front-end engineering and design documentation regarding the PROJECT to be prepared by the CONTRACTOR in accordance with the PDP+LF AGREEMENT.
16.	NDA	a non-disclosure agreement constituting Appendix No. 4 to the ITB.
17.	COMPANY OR ORDERING PARTY OR ORLEN	ORLEN S.A. located at 09-411 Plock, ul. Chemików 7 Poland, conducting the BIDDING PROCEDURE, being the ordering party.
18.	PDP	data, plans, specifications, diagrams, drawings and all other technical documentation regarding the PROJECT to be delivered by the CONTRACTOR as a Process Design Package in accordance with the PDP+LF AGREEMENT.

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19.	PDP+LF PROPOSAL	BIDDER's proposal covering the preparation and submission of the EPCC BID, including the development and delivery of the PDP+LF AGREEMENT DOCUMENTATION for the PROJECT necessary therefor - submitted to the COMPANY in Stage I.2 of the PROCEDURE.
20.	PDP+LF AGREEMENT	a contract concluded by the COMPANY with the BIDDER whose PDP+LF PROPOSAL is considered the most advantageous in the PROCEDURE – in accordance with the PDP+LF AGREEMENT draft provided for in SECTION II of the RFP.
21.	CIVIL CODE	the Polish Civil Code of 23 April 1964.
22.	PROJECT	Waste-to-Hydrogen Complex in Płock as further described in this RFP.
23.	SCOPE OF PROCEDURE	works comprising the PROJECT to be performed under the PDP+LF AGREEMENT and EPCC CONTRACT.
24.	PROPOSED TECHNOLOGY	the technology indicated by the BIDDER in its REQUEST p. 7 (a gasification technology) further implemented and described by the BIDDER in the PDP+LF AGREEMENT DOCUMENTATION and intended to be used for the execution of the PROJECT, which has been implemented and operated on the territory of at least one country that is: a) a Member State of the European Union (EU), or b) a party to the World Trade Organisation (WTO) Agreement on government procurement, or c) a party to an international agreement with the EU that guarantees mutual and equal access to the public procurement market.
25.	REQUEST	application to participate in the PROCEDURE submitted by the BIDDER in response to the RFP within Stage I.1.
26.	SANCTION REGULATIONS	any sanction regulations (imposing economic sanctions) introduced by the United Nations, the European Union, the Member States of the European Union or the European Economic Area, the United States of America, or the United Kingdom of Great Britain and Northern Ireland.

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27.	THIRD COUNTRY	is a country that is not: a) a Member State of the European Union (EU), or b) a party to the World Trade Organisation (WTO) Agreement on government procurement, or c) a party to an international agreement with the EU that guarantees mutual and equal access to the public procurement market.
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	SECTION I: INSTRUCTON TO BIDDERS
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1. GENERAL INFORMATION ON THE PROJECT AND THE PROCEDURE

- 1.1. The COMPANY is planning to build a Waste-to-Hydrogen Complex to be located in Plock Poland, hereinafter collectively referred to as the **PROJECT**.
- 1.2. The description of the PROJECT, including technical specifications and conditions, as well as ORLEN's standard of performance of the works and requirements regarding PDP+LF AGREEMENT DOCUMENTATION, are provided in **SECTION III of the RFP in its Appendixes A0 – A20**. For the purposes of making by the BIDDERS the decision as to whether to participate in the PROCEDURE and submit a REQUEST, the COMPANY hereby provides, together with this RFP, Appendixes A0, A1 and A4.1 of SECTION III to the RFP. The remaining parts of SECTION III, i.e., Appendixes A2, A3 –A20, will be available at Stage I.2 of the PROCEDURE.
- 1.3. The COMPANY will require:
 - a) the EPCC CONTRACT to be concluded on the terms set out in its template provided to the BIDDERS together with the invitation to submit the PDP+LF PROPOSAL;
 - b) all necessary licenses regarding the PROJECT (including licenses to the PROPOSED TECHNOLOGY) to be granted to the COMPANY in accordance with the *Head of Terms*, provided to the BIDDERS together with the invitation to submit the PDP+LF PROPOSAL, however with the reservation that **the license agreement/agreements shall be concluded by the COMPANY directly with the entity authorized to validly grant the license under the law governing the EPCC CONTRACT (owner of the technology and associated intellectual property rights or a licensor with a right to grant a valid sublicense on the territory of Poland)**, regardless of whether such entity is the CONTRACTOR (including a member of a CONSORTIUM) or a subcontractor/EPR.
- 1.4. At Stage I.1 of the PROCEDURE, BIDDERS shall declare and demonstrate that the gasification technology intended to be used for the execution of the PROJECT (the PROPOSED TECHNOLOGY) has achieved a minimum Technology Readiness Level (TRL) 7. With respect to any other technologies that the BIDDER intends to use for the execution of the PROJECT, the COMPANY requires, at this stage, a declaration from the BIDDER in the REQUEST that each such technology has achieved TRL 9 and constitutes a mature, commercially available solution verified in industrial operation. Notwithstanding the above, all technologies intended to be used for the execution of the

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PROJECT shall have been implemented and operated within the territory of at least one country, that is:

- a) a Member State of the European Union (EU), or
 - b) a party to the World Trade Organisation (WTO) Agreement on government procurement, or
 - c) a party to an international agreement with the EU that guarantees mutual and equal access to the public procurement market.
- 1.5. During the PROCEDURE (in Stage I.2), the COMPANY shall carry out a Freedom to Operate (FTO) analysis with respect to the solutions proposed by the BIDDERS as part of the PROPOSED TECHNOLOGY, including an assessment of potential infringement of third-party intellectual property rights.
- 1.6. The COMPANY requires the PROJECT to be executed by the selected BIDDER under the EPCC CONTRACT on a Lump Sum Turn Key (LSTK) basis.
- 1.7. Being aware that:
- a) pricing of the EPCC CONTRACT and therefore submission of EPCC BID cannot be carried out without prior preparation of the PDP+LF AGREEMENT DOCUMENTATION by the BIDDER:
 - b) the preparation of the PDP+LF AGREEMENT DOCUMENTATION bears costs;
- the Company has provided Stage I.2 as part of the PROCEDURE dedicated for the conclusion of the PDP+LF AGREEMENT with a maximum of two selected BIDDERS, setting out the terms for the preparation of the PDP+LF AGREEMENT DOCUMENTATION (including payment of appropriate remuneration covering the costs of the design services and EPCC BID submission on Stage II).
- 1.8. Therefore, the aim of the PROCEDURE is to:
- a) select maximum three (3) qualified BIDDERS meeting the tender conditions set out in this RFP **(to be carried out under Stage I.1 of the PROCEDURE)**;
 - b) select two (2) BIDDERS (out of the three shortlisted in Stage I.1) to develop the PDP+LF AGREEMENT DOCUMENTATION necessary to prepare and submit their EPCC BID **(to be carried out under Stage I.2 of the PROCEDURE)**;
 - c) select the best BIDDER to execute the PROJECT in accordance with its EPCC BID and the EPCC CONTRACT on a Lump Sum Turn Key (LSTK) basis **(to be carried out under Stage II of the PROCEDURE)**.
- 1.9. COMPANY's intention is to execute the PROJECT according to but not limited to Internal Regulations and Technical Standards of ORLEN S.A. which shall be provided under Stage I.2 of the PROCEDURE along with the invitation to submit PDP+LF PROPOSALS at the latest.

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- 1.10. Draft of PDP+LF AGREEMENT (included in Section II of the RFP) as well as the confidential part of Section III of the RFP will be provided to BIDDERS– **on Stage I.2**. The NDA draft might be subject to further clarifications by the COMPANY according to the BIDDING PROCEDURE and these modifications shall be taken into account by BIDDERS while submitting the signed NDA with their REQUESTs. The BIDDER shall submit the NDA prepared in accordance with the template set out in Appendix 4 to the ITB and signed electronically (the ELECTRONIC SIGNATURE is required) by the authorised representatives of the BIDDER, together with the REQUEST. **Submission of the REQUEST without the signed NDA shall constitute grounds for rejection of the REQUEST.**
- 1.11. Preliminary deadline for the execution of the PDP+LF AGREEMENT is maximum **7 months** from the conclusion of the PDP+LF AGREEMENT. The PROJECT is preliminary scheduled to be accomplished maximum by **36 months** from EPCC CONTRACT's conclusion and not later than **by the end of the December 2030 (PAC issuance)**. The final deadline:
- for the execution of the PDP+LF AGREEMENT DOCUMENTATION will be specified by the COMPANY in the invitation to submit PDP+LF PROPOSAL;
 - for the execution of the EPCC CONTRACT will be specified by the COMPANY in the invitation to submit EPCC BID.
- 1.12. The PROCEDURE is conducted as an open multi-stage tender procedure, in accordance with the principles of fair competition and the provisions of the Civil Code, as follows:
- “Stage I.1 – Preselection of the BIDDERS”**, covering the prequalification of BIDDERS submitting applications to participate in the PROCEDURE in response to the RFP. Stage I.1 shall be conducted as follows:
 - the COMPANY publishes the RFP, in response to which the BIDDERS submit REQUESTs by the deadline specified therein;
 - the COMPANY shall select up to three (3) BIDDERS who submitted a valid REQUEST in response to the RFP as well as who: (a) are not subject to exclusion from the PROCEDURE under the exclusion grounds set out in Table I of Appendix 2 to the ITB, (b) meet the conditions for participation in the PROCEDURE set out in Table II of Appendix 2 to the ITB, and (c) obtain the three highest scores in the evaluation of compliance with the selection criteria set out in Table III of Appendix 2 to the ITB.
 - “Stage I.2 – Selection of the PDP+LF AGREEMENT BIDDERS”**, covering the selection of up to two BIDDERS who, in return for remuneration, shall prepare the PDP+LF AGREEMENT DOCUMENTATION, including PDP and LF to the extent necessary to enable them to submit an EPCC BID to the COMPANY in the next stage, as well as execution of PDP+LF AGREEMENT. Stage I.2 shall be conducted as follows:
 - BIDDERS referred to in clause 1.12. a) (ii) above shall be invited to Stage I.2 by being provided with an invitation to submit PDP+LF PROPOSAL;

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- (ii) BIDDERS submit PDP+LF PROPOSAL in accordance with the general requirements indicated in the RFP (including Attachment 3 to ITB) and with further detailed conditions specified in the invitation to submit PDP+LF PROPOSAL;
 - (iii) the COMPANY shall evaluate the PDP+LF PROPOSALS submitted by the BIDDERS in accordance with the evaluation criteria set out in the ITB and the invitation, and shall select up to two BIDDERS whose PDP+LF PROPOSALS receive the highest scores in such evaluation;
 - (iv) the COMPANY shall enter into a paid PDP+LF AGREEMENT with up to two BIDDERS participating in Stage I.2;
- c) **“Stage II – EPCC Contractor Selection”**, covering the award of the EPCC CONTRACT to one of the BIDDERS participating in Stage I.2. Stage II shall be conducted as follows:
- (i) upon acceptance of the PDP+LF AGREEMENT DOCUMENTATION by the COMPANY, the BIDDERS with whom the COMPANY has entered into the PDP+LF AGREEMENT shall submit their EPCC BIDs in accordance with the requirements set out in the invitation to submit EPCC and with the PDP+LF Agreement. The EPCC BIDs shall be prepared on the basis of the PDP+LF AGREEMENT DOCUMENTATION, as developed by the respective BIDDER in accordance with its PDP+LF AGREEMENT;
 - (ii) the COMPANY shall evaluate the EPCC BIDs in accordance with the evaluation criteria indicated in general in the RFP, as further specified in the invitation to submit EPCC BIDs;
 - (iii) the COMPANY shall award the EPCC CONTRACT to the BIDDER whose EPCC BID is the most advantageous and who is not subject to exclusion under the grounds set out in this PROCEDURE.

1.13. Preliminary schedule planned for the PROCEDURE and the PROJECT:

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STAGE I.1	ESTIMATED COMPLETION DATE
Publication of the RFP on the PLATFORM	JUNE 2026 (START)
Submitting REQUESTs by the BIDDERS	–
Evaluation of the REQUESTs by the COMPANY	–
Selecting up to three BIDDERS qualifying for Stage I.2	September 2026
STAGE I.2	ESTIMATED COMPLETION DATE
Issuance of the invitation to submit PDP+LF PROPOSALS to the BIDDERS shortlisted in Stage I.1 (along with confidential part of SECTION II and III of the RFP)	September 2026
Submission of PDP+LF PROPOSALS by the invited BIDDERS	–
Evaluation of PDP+LF PROPOSALS by the COMPANY (including FTO analysis)	–
Selecting the two highest-ranked BIDDERS	–
Awarding of the PDP+LF AGREEMENTS	December 2026/ January 2027
STAGE II	ESTIMATED COMPLETION DATE
Issuance of the invitation to submit the EPCC BID to the BIDDERS who successfully delivered the PDP+LF AGREEMENT DOCUMENTATION, including PDP and LF	May 2027
Evaluation of the EPCC BIDs by the COMPANY	–
Selection of the EPCC BID with the highest score	–
EPCC Contract award	December 2027
PAC of EPCC CONTRACT	December 2030

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The above schedule of the bidding process is preliminary only and may be modified by the COMPANY during the PROCEDURE, at the COMPANY's sole discretion.

- 1.14. COMPANY informs that there are third parties, involved in the PROCEDURE and acting on COMPANY's behalf such as: Commercial Advisor, Legal Advisor, IP Advisor, Technical Advisor, GHG Emissions Calculation Advisor.
- 1.15. All above mentioned advisors shall hereinafter collectively be referred to as the "ADVISORS". The BIDDER shall submit a statement (in the REQUEST) that the REQUEST/ PDP+LF PROPOSAL / EPCC BID as well as other documents submitted by BIDDER in the PROCEDURE can be forwarded to the ADVISORS.
- 1.16. Due to the fact that the subject of the RFP is carried out for the purposes of the project "Hydrogen Eagle – construction of an installation for the production of RFNBO hydrogen and low-emission hydrogen" financed under the National Recovery and Resilience Plan ("NRRF"), to support hydrogen production (Investment B2.1.1. "Investments in hydrogen technologies, production, storage, and transport of hydrogen) – grant agreement number: KPOD.03.18-IW.05-0012/25, the PROCEDURE is subject to the rules and regulations applicable under NRRF. This means that by signing the grant agreement, COMPANY has undertaken to: undergo control and audit regarding the implementation of the grant agreement, carried out by Bank Gospodarstwa Krajowego and authorized institutions, and to provide, upon request of the aforementioned institutions, all documentation related to the project, including documentation received from BIDDERS/CONTRACTORS, in accordance with the principles described in the regulations of NRRF. By participating in this PROCEDURE, the BIDDER acknowledges and accepts that the aforementioned documentation, including REQUEST/PDP+LF PROPOSAL and EPCC BID may be disclosed and submitted to Bank Gospodarstwa Krajowego and other authorised institutions in the course of such controls and audits concerning the implementation of the grant agreement.
- 1.17. The COMPANY allows for the subcontracting of part of the PROJECT to the extent specified in PDP+LF Agreement and EPCC Contract respectively.
- 1.18. This PROCEDURE is, in principle, addressed to BIDDERS from countries that are:
 - a) Member States of the European Union (EU), or
 - b) Parties to the World Trade Organization (WTO) Agreement on Government Procurement (GPA), or
 - c) Parties to an international agreement with the EU that guarantees mutual and equal access to the public procurement market.

Given the above, the COMPANY reserves the right to reject REQUESTS submitted by BIDDERS having their registered office or place of residence in a THIRD COUNTRY or relying on resources of an EPR having its registered office or place of residence in a THIRD COUNTRY, in accordance with clauses 17.5 d) and 17.6. below. The BIDDER shall not be entitled to any claims against the COMPANY in this respect.

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- 1.19. The COMPANY reserves the right, at the Stage II of the PROCEDURE, to specify procurement terms that are less favourable for construction works, supplies, and services originating in THIRD COUNTRIES than for construction works, supplies, and services originating in states that are not THIRD COUNTRIES.

2. GENERAL REQUEST/PDP+LF PROPOSAL/EPCC BID SUBMISSION REQUIREMENTS

- 2.1. The BIDDER who submits the REQUEST confirms the intention to participate in the PROCEDURE governed by the rules set out in the BIDDING DOCUMENTS. In particular, the BIDDER declares the readiness to participate in the PROCEDURE in good faith and with the intention to submit a PDP+LF PROPOSAL and EPCC BID. The COMPANY will accept only a complete REQUEST/PDP+LF PROPOSAL and an EPCC BID, that are compliant with the BIDDING DOCUMENTS. The COMPANY does not allow submitting partial, variant, or alternative bids and any such bids will be rejected.
- 2.2. A BIDDER may submit its REQUEST/PDP+LF PROPOSAL/EPCC BID individually or jointly with another party (parties) as a CONSORTIUM.
- 2.3. **REQUEST/PDP+LF PROPOSAL/EPCC BID submitted by CONSORTIUM shall comply with the following requirements:**
- 2.3.1. the REQUEST/PDP+LF PROPOSAL/EPCC BID shall be signed so as to be legally binding on all partners of the CONSORTIUM in full extent;
- 2.3.2. one of the partners shall be nominated as CONSORTIUM leader and this authorisation shall be evidenced by submitting a power (or powers) of attorney signed legally by all the partners (authorised signatories);
- 2.3.3. CONSORTIUM leader shall be authorised to incur liabilities and receive instructions for and on behalf of any and all partners of the CONSORTIUM and entire execution of the PDP+LF AGREEMENT as well as EPCC CONTRACT including payment, unless the COMPANY agrees otherwise during the PROCEDURE; such authority shall be included in the power (or powers) of attorney provided by the other partners to the CONSORTIUM leader;
- 2.3.4. with regard to the conditions in Table II of Appendix 2 to the ITB, if so provided therein, CONSORTIUM may rely on the capabilities of the CONSORTIUM members if these CONSORTIUM members perform the works or services for which these capabilities are required during the execution of the PDP+LF AGREEMENT and EPCC CONTRACT;
- 2.3.5. all partners of CONSORTIUM shall be liable jointly and severally for the execution of the PDP+LF AGREEMENT and EPCC CONTRACT as well. Their PDP+LF PROPOSAL/EPCC BID/relevant statement to this effect shall be included in the authorisation mentioned under clause 2.3.2 above as well as in the PDP+LF AGREEMENT and EPCC CONTRACT.
- 2.3.6. A copy of the CONSORTIUM agreement** entered into by the CONSORTIUM members reflecting the arrangements agreed between the members of the CONSORTIUM regarding

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their mutual relations and the principles of cooperation under the CONSORTIUM in connection with participation in the PROCEDURE and the implementation of the PROJECT, including the estimated percentage share of the value of works to be performed by each individual CONSORTIUM member, both under the PDP+LF AGREEMENT and the EPCC Contract, for the purpose of verifying compliance with the qualification criterion referred to in point 1 c), Table II, Annex 2 to the ITB - **shall be submitted along with the REQUEST.**

3. RULES GOVERNING THE BIDDING PROCEDURE

- 3.1. The PDP+LF AGREEMENT or EPCC CONTRACT shall be deemed as validly concluded (executed) at the moment of signing the relevant documents containing the text of the PDP+LF AGREEMENT or EPCC CONTRACT respectively by duly authorised representatives of the COMPANY and the BIDDER/BIDDERS whose PDP+LF PROPOSAL or respectively EPCC BID was recognised as the most advantageous in the given stage of the PROCEDURE. The PDP+LF AGREEMENT or EPCC CONTRACT will be concluded only after obtaining all required corporate consents and after the contract has been signed by the COMPANY and the selected BIDDER/BIDDERS.
- 3.2. The PROCEDURE:
 - a) is not subject to the provisions of the Act of 11 September 2019 – Public Procurement Law or any implemented acts issued on its basis;
 - b) is governed by the Polish Civil Code. REQUEST/ PDP+LF PROPOSAL / EPCC BID are submitted as part of the purchasing procedure carried out by the COMPANY and that bids submission constitutes one of the stages of negotiations according to art. 72 of the Polish Civil Code, governed by the BIDDING DOCUMENTS and therefore, the provisions regarding offers, in the definition of art. 66 of the Polish Civil Code, and regarding auctions and procurements, in the definition of art. 701 – 705 of the Polish Civil Code, shall not apply.
- 3.3. The BIDDER shall bear all costs and expenses which the BIDDER has incurred arising from or associated with the PROCEDURE, including costs and expenses arising from or associated with the preparation and submission of its REQUEST/ PDP+LF PROPOSAL / EPCC BID (excluding the scope of works regarding the preparation and submission of the EPCC BID directly covered by the PDP+LF AGREEMENT, the remuneration for which shall be governed by the conditions specified therein). The COMPANY shall not be responsible nor liable for such costs and expenses and shall not reimburse the BIDDER for any such costs and expenses, regardless of the conduct or outcome of the PROCEDURE and whether the PROCEDURE is changed or cancelled by the COMPANY for any reason or without stating a reason. For the avoidance of doubt, the BIDDER shall not be entitled to any claims towards the COMPANY in the case of considering its REQUEST/ PDP+LF PROPOSAL / EPCC BID as noncompliant with the BIDDING DOCUMENTS, changing or cancelling the PROCEDURE.
- 3.4. The COMPANY reserves the right to cancel or annul the PROCEDURE at any stage thereof, in particular where:

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- a) fewer than three (3) REQUESTs or fewer than three (3) PDP+LF PROPOSALs or fewer than two (2) EPCC BIDs have been submitted in the respective stage of the PROCEDURE;
- b) fewer than three (3) REQUESTs, fewer than three (3) PDP+LF Proposals or fewer than two (2) EPCC BIDs submitted in the respective stage of the PROCEDURE were not subject to rejection;
- c) the price of the most advantageous PDP+LF PROPOSALs or EPCC BIDs exceeds the amount which the COMPANY intends to allocate for financing the PDP+LF AGREEMENT or EPCC CONTRACT, unless the COMPANY is able to increase that amount to match the price of the most advantageous PDP+LF PROPOSALs or EPCC BIDs;
- d) the PROCEDURE is affected by an irremediable defect preventing the award of the PDP+LF AGREEMENT or EPCC CONTRACT in compliance with the principle of fair competition and equal treatment of BIDDERS or applicable provisions of law;
- e) material change of circumstances has occurred causing the conduct of the PROCEDURE or the performance of the contract to no longer be in the COMPANY's interest.

The COMPANY may also at its discretion cancel the PROCEDURE, without the need to provide any justification. The COMPANY shall immediately notify the BIDDERS of such actions, and the BIDDERS shall not be entitled to any claims against the COMPANY resulting therefrom. The BIDDING DOCUMENTS shall not oblige the COMPANY to take any specific action.

- 3.5. The COMPANY shall not be responsible nor held liable for the contents of tender announcements published on websites other than the CONNECT PLATFORM.
- 3.6. The PDP+LF AGREEMENT or EPCC CONTRACT will only be concluded when signed by the COMPANY and the selected BIDDER. Any representation about selection of a PDP+LF PROPOSAL or EPCC BID shall not be understood as acceptance of the PDP+LF PROPOSAL or EPCC BID and is not sufficient to assume the PDP+LF AGREEMENT as well as EPCC CONTRACT is concluded.
- 3.7. The PDP+LF AGREEMENT or EPCC CONTRACT may be signed on the side of the COMPANY, solely by persons duly entitled to represent it, or persons duly authorised based on a relevant power of attorney provided by the persons entitled to represent the COMPANY.
- 3.8. The BIDDER is expected to review and examine carefully any and all instructions, forms, terms, and specifications included in the BIDDING DOCUMENTS. It is an obligation of, and the sole responsibility of, the BIDDER to furnish all documents and information required by the BIDDING DOCUMENTS and submit the REQUEST/ PDP+LF PROPOSAL / EPCC BID which are to be fully prepared and submitted in accordance with and pursuant to the BIDDING DOCUMENTS.
- 3.9. If at any stage of the PROCEDURE a BIDDER considers the information or requirements provided by the COMPANY to be unclear, disproportionate, or incomprehensive in relation to the actions expected of the BIDDER at that stage of the PROCEDURE, the BIDDER shall be obliged to submit a request for appropriate clarification to the COMPANY, under the terms of clause 4 ITB

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COMMUNICATION AND CLARIFICATIONS. Otherwise, the BIDDER confirms that the documentation is clear and that it fully accepts the requirements established by the COMPANY.

3.10. COMPANY reserves the right to refuse issuing references without stating the reasons.

4. COMMUNICATION AND CLARIFICATIONS

4.1. The RFP was published on CONNECT PLATFORM and consequently communication under the PROCEDURE between the COMPANY and the BIDDERS takes place **exclusively in electronic form using the CONNECT PLATFORM**, which is necessary due to the need to protect particularly sensitive information which cannot be guaranteed otherwise.

Communication using the CONNECT PLATFORM includes especially submitting:

- a) REQUEST- in Stage I.1 of the PROCEDURE;
- b) PDP+LF PROPOSAL – in Stage I.2 of the PROCEDURE;
- c) EPCC BID – in Stage II of the PROCEDURE.

4.2. The BIDDER may request clarification or submit questions regarding particular provisions of the BIDDING DOCUMENTS or the PROCEDURE itself. The purpose of such a request or question is to enable the COMPANY to clarify the provisions of the BIDDING DOCUMENTS to the extent that they are ambiguous for the BIDDER.

4.3. The COMPANY's clarifications and answers to BIDDERS' questions will be provided to all BIDDERS participating in the PROCEDURE. Should the content of the question refer to a sensitive or confidential information, which should not be disclosed with the answer to the remaining BIDDERS, then it shall be clearly marked by the BIDDER, and the COMPANY reserves the right to provide an answer only to the BIDDER who asked the question. If such a response would be relevant to the preparation of a REQUEST/PDP+LF PROPOSAL/ EPCC BID, the COMPANY will provide such information to all BIDDERS, ensuring that sensitive information is not shared. Where changes of BIDDING DOCUMENTS declared in clarifications and answers are significant for drawing up REQUEST/PDP+LF PROPOSAL /EPCC BID the COMPANY shall extend, as appropriate, the time limit for submission of REQUEST/PDP+LF PROPOSAL/EPCC BID.

4.4. The COMPANY is obliged to provide clarifications or answers to BIDDER's question without delay, however not later than 5 business days before the expiry of the time limit for submission of REQUEST/PDP+LF PROPOSAL/EPCC BID respectively, provided that the request for clarification has been received by the COMPANY no later than 10 business days before the expiry of the time limit for submission of REQUEST/ PDP+LF PROPOSAL / EPCC BID.

4.5. Where the request for clarification of the content of the BIDDING DOCUMENTS has not been received within the time limit referred to in point 4.4 above, the COMPANY shall not be obliged to provide clarifications.

4.6. The BIDDER's request for clarification and/or answer shall:

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- a) indicate which specific part of the BIDDING DOCUMENTS the question refers to; and
 - b) specify what the BIDDER's concern that requires the COMPANY's clarification consists of.
- 4.7. The COMPANY's clarifications and answers to the submitted requests shall be binding on the BIDDERS and implemented by the BIDDERS into the REQUEST/ PDP+LF PROPOSAL /EPCC BID. Any changes and specifications introduced through such clarifications and answers shall become an integral part of BIDDING DOCUMENTS.
- 4.8. Clarifications and answers shall be made aware to the BIDDERS using the CONNECT PLATFORM.
- 4.9. The COMPANY shall not be responsible nor liable for clarifications regarding the provisions of BIDDING DOCUMENTS, provided to the BIDDERS by third parties, not authorised to contact the BIDDERS, with the exception of the representatives listed in Clause 4.10 below or persons replacing such representatives, who are providing information through the CONNECT PLATFORM.
- 4.10. The COMPANY's representatives authorised to contact the BIDDERS and provide all information on this BIDDING PROCESS are: e-mail: igor.bykowski@orlen.pl, tel. no. +48 24 256 61 23 and Maciej Dukiewicz, e-mail: maciej.dukiewicz@orlen.pl, tel. no. +48 24 256 78 31; or upon their absence at work – another person designated by the COMPANY or designated as replacement on the CONNECT PLATFORM.
- 4.11. All statements, applications, notifications, or information shall be exchanged by the COMPANY and the BIDDERS using the CONNECT PLATFORM. It is required that all statements and declarations of the BIDDER constituting part of the REQUEST/ PDP+LF PROPOSAL / EPCC BID are submitted in the form of a scanned copy of the original containing the handwritten signatures of the authorised representatives of the BIDDER or signed electronically (at least the ELECTRONIC SIGNATURE is required). Detailed rules of functioning of CONNECT PLATFORM are available at Appendix 12 to ITB.
- 4.12. The BIDDER/EPR should be aware that access to the CONNECT PLATFORM is not possible for the BIDDERS/EPRs who have been previously informed that they had been given the "disqualified" status as a result of a transparent procedure conducted by authorised entities within the ORLEN Capital Group and aimed at ensuring the implementation of standards and protection of values respected by the COMPANY or in the ORLEN Capital Group. The COMPANY also states that each entrepreneur who obtained "disqualified" status was immediately informed about it in a special decision. Such a decision was consulted with the legal services of the ORLEN Capital Group before being delivered to the addressee and contained at least:
- a) information about the "disqualified" status and block on the CONNECT PLATFORM;
 - b) reasons and consequences of granting the status of "disqualified";
 - c) information on the possibility of conditional admission to subsequent purchasing procedures;
 - d) information on actions to be taken to change the received status and regain access to the CONNECT PLATFORM;

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- e) method of communication and possible reporting of objections in connection with granting the "disqualified" status.

Consequently, BIDDERS/EPRs who have been informed of the revocation of their "disqualified" status have access to the CONNECT PLATFORM.

5. AMENDMENT TO THE BIDDING DOCUMENTS

- 5.1. The COMPANY may for any reason and on any stage whatsoever on its own initiative, amend or modify the BIDDING DOCUMENTS by the issuance of an addendum to the BIDDING DOCUMENTS ("ADDENDUM"). The ADDENDUM shall form a part of the BIDDING DOCUMENTS and shall be binding as of the day of its issuance by the COMPANY on the CONNECT PLATFORM, and all provisions hereof referring to "BIDDING DOCUMENTS" shall be understood to refer to the BIDDING DOCUMENTS as amended or supplemented by the ADDENDUM.
- 5.2. The ADDENDUM, if any, will be provided *via* the CONNECT PLATFORM to the BIDDERS.
- 5.3. For the avoidance of doubt, under no circumstances shall amending or supplementing the BIDDING DOCUMENTS in any way by the COMPANY be interpreted by any BIDDER as an action in bad faith on the part of the COMPANY.

6. CONFIDENTIALITY

- 6.1. The BIDDER undertakes to treat as confidential any and all information and materials obtained during the PROCEDURE, including, in particular, the BIDDING DOCUMENTS, unless such information is disclosed to the public *via* the CONNECT PLATFORM by the COMPANY. For the avoidance of doubt, the transmission of any information *via* the CONNECT PLATFORM to a limited group of recipients shall not constitute disclosure within the meaning of this clause 6.
- 6.2. Information concerning the PROCEDURE cannot be provided by the BIDDER for publication of such information or transfer to any third parties, without a written permission from the COMPANY.
- 6.3. The information included in the BIDDING DOCUMENTS is the sole property of the COMPANY and must be kept confidential at all times, unless such information is disclosed to the public via the CONNECT PLATFORM by the COMPANY. The BIDDING DOCUMENTS and all information provided in the PROCEDURE by the COMPANY are provided solely for the purpose of the REQUEST/ PDP+LF PROPOSAL/ EPCC BID preparation and submission on the expressed condition that neither the BIDDING DOCUMENTS nor the information contained therein shall be used for any other purpose without the expressed prior written consent of the COMPANY.
- 6.4. The submitted REQUEST/ PDP+LF PROPOSAL/ EPCC BID will not be returned to the BIDDER, unless otherwise agreed upon in writing. The content of the rejected and/or unsuccessful REQUEST/ PDP+LF PROPOSAL/ EPCC BID will remain confidential to third parties and will only be made available to COMPANY employees, agents, advisors, control authorities and/or representatives in

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relation to evaluation of REQUEST/ PDP+LF PROPOSAL/ EPCC BID and awarding of PDP+LF AGREEMENT or EPCC CONTRACT.

- 6.5. The fact of inviting the BIDDER for participation in the Stage I.2 / Stage II of the PROCEDURE, the fact of REQUEST/ PDP+LF PROPOSAL/ EPCC BID submission, conduct of the PROCEDURE and conclusion of PDP+LF AGREEMENT or EPCC CONTRACT may not be provided by the BIDDER without written permission of the COMPANY (this includes disclosing to third parties or publication of such information). Any breach of this confidentiality obligation by the BIDDER may result in rejection of the REQUEST/ PDP+LF PROPOSAL/ EPCC BID and other actions deemed appropriate by the COMPANY.

7. LANGUAGE OF THE PROCEDURE

- 7.1. English shall be the principal language of the PROCEDURE. It means that subject to clause 7.2 and 7.3 below, the COMPANY shall publish BIDDING DOCUMENTS and communicate with the BIDDERS during the PROCEDURE in English. Therefore, any correspondence and documents related to the PROCEDURE exchanged between the BIDDER and the COMPANY, shall be in English, including the REQUEST/ PDP+LF PROPOSAL/ EPCC BID.
- 7.2. The COMPANY may also decide, at its sole discretion to publish the chosen BIDDING DOCUMENTS in Polish or to use Polish in its communications with the BIDDERS during the PROCEDURE.
- 7.3. Any documents related to the REQUEST/ PDP+LF PROPOSAL/ EPCC BID submitted by the BIDDER, for which no English-language template has been provided in the BIDDING DOCUMENTS, may be prepared in another language as long as these documents are accompanied with an English translation of their pertinent passages (sworn translation or translation signed by the BIDDER), in which case the English translation shall prevail for purposes of interpretation of the REQUEST/ PDP+LF PROPOSAL/ EPCC BID. Any document submitted by the BIDDER in Polish, for which no English-language template has been provided in the BIDDING DOCUMENTS, may be submitted in Polish without the aforementioned English translation.
- 7.4. All formal documents regarding possible foreign subcontractors, submitted by the BIDDER with the REQUEST/ PDP+LF PROPOSAL/ EPCC BID, must be drawn up or translated into English or Polish as well, as stipulated by clause 7.3.
- 7.5. For the avoidance of doubt, in case of any discrepancies between the English and Polish versions of the BIDDING DOCUMENTS or documents submitted by the BIDDERS, the English version shall prevail.

8. CONFLICT OF INTERESTS

- 8.1. The COMPANY shall take measures in order to prevent, identify, and eliminate CONFLICTS OF INTEREST if they arise in connection with the conduct of the PROCEDURE or during the

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performance of PDP+LF AGREEMENT or EPCC CONTRACT. If it is not possible to eliminate the CONFLICT OF INTEREST in a different way, especially by changing members of the COMPANY'S team responsible for conducting the PROCEDURE, the COMPANY shall exclude the BIDDER affected by the CONFLICT OF INTEREST from the PROCEDURE as well as reject his REQUEST / PDP+LF PROPOSAL / EPCC BID.

8.2. The BIDDER is required to inform the COMPANY about the occurrence of any CONFLICT OF INTEREST as soon as they identify its existence. Failure to fulfil this obligation may be the ground to exclude the BIDDER affected by the CONFLICT OF INTEREST from the PROCEDURE as well as rejection of its REQUEST / PDP+LF PROPOSAL / EPCC BID.

8.3. As arising a CONFLICT OF INTEREST shall be in particular considered the following connections of the persons, who participate in the preparation or conduct of the PROCEDURE or possess real or potential influence on the outcome of the PROCEDURE:

- a) participation in a BIDDER (company or partnership) as a partner in a civil law partnership or other partnership, holding at least 10% of shares (unless a lower threshold is established by law), being a member of a supervisory or management board, a proxy or a representative;
- b) be married as well as be a lineal blood relative, sibling or lineal relative by affinity, collateral relative by blood or affinity up to the second degree, or be related by adoption, custody or guardianship, or cohabitating with the BIDDER, its legal deputy, or the members of the management or supervisory board of the BIDDER;
- c) have such a legal or factual relationship with the BIDDER that there is a reasonable doubt concerning their impartiality or independence in relation to the PROCEDURE;
- d) any of the connections considers as a CONFLICT OF INTEREST under the Conflict-of-Interest Management Policy at the ORLEN Group;

or when the employees, members of the governing bodies and shareholders of the BIDDER are in any actual or legal relationship with the COMPANY or any of the members of the ORLEN Group and the members of their governing bodies and employees that would give rise to justified doubts as to the impartiality of the PROCEDURE.

9. USE OF THE POTENTIAL OF ENTITIES PROVIDING RESOURCES

9.1. The BIDDER may, in order to confirm the fulfilment of the conditions for participation (referred to in clause 10 of the ITB) or the selection criteria (referred to in clause 11 of the ITB), in appropriate situations and in relation to the PROJECT or its part, rely on the technical or professional abilities of the EPR, irrespective of the nature of the legal relationship between them.

9.2. With regard to the conditions relating to an educational or professional qualifications or experience, BIDDERS may rely on the capabilities of the EPRs if these EPRs perform the work(s) or services for which these capabilities are required.

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- 9.3. The BIDDER who relies on the capacity or standing of the EPR shall submit, together with the REQUEST, a written confirmation of commitment of the EPR to make available the necessary resources for the purpose of completion of the PDP+LF AGREEMENT/ EPCC CONTRACT ("**COMMITMENT**") or other means of proof confirming that the BIDDER, while performing the PROJECT, will have at its disposal the necessary resources of that EPR. A COMMITMENT form constitutes Appendix F9 to the REQUEST. The COMMITMENT should be submitted in a scanned copy of the original containing the handwritten signatures of the authorised representatives of the EPR or signed electronically (the ELECTRONIC SIGNATURE is required) by a person(s) authorised to represent the EPR. If the authority of the person(s) signing the COMMITMENT does not directly result from the document stating the legal status of the EPR, a power of attorney must be attached in a scanned copy of the original containing the handwritten signatures of the authorised representatives of the EPR or signed electronically (the ELECTRONIC SIGNATURE is required) by a person(s) authorised to represent the EPR.
- 9.4. The COMMITMENT of the EPR shall confirm that the relationship between the BIDDER and the EPR guarantees actual access to those resources and shall specify, in particular:
- the name and identification details of the EPR;
 - the scope of the resources of the EPR made available to the BIDDER;
 - the manner and period in which the resources of EPR will be made available to and used by the BIDDER in the performance of the SCOPE OF PROCEDURE;
 - whether and to what extent the EPR, on whose capacities the BIDDER relies upon with regard to the conditions of participation or the selection criteria concerning educational or professional qualifications or experience, will perform the works or services to which the indicated capacities relate.
- 9.5. The COMPANY shall assess whether the technical or professional capacities made available to the BIDDER by the EPR enable the BIDDER to demonstrate the fulfilment of the conditions for participation or selection criteria in the PROCEDURE and shall examine whether there are any grounds for exclusion of that EPR. In order to enable the COMPANY to assess whether there are any grounds for exclusion of the EPR at Stage I.1, the BIDDER shall submit, together with the REQUEST, the EPR's self-declaration in the form set out in Appendix F4 to the REQUEST and the EPR's Beneficial Owner Statement in accordance with Appendix F7 to the REQUEST. The COMPANY reserves the right to require all the documents referred to in point 1 of Column B, Table I of Appendix 2 to the ITB in respect of the EPR at Stage I.2.
- 9.6. If the technical or professional capacities of the EPR do not confirm that the BIDDER meets the conditions for participation or selection criteria in the PROCEDURE or there are grounds for exclusion of that EPR or the EPR has its registered office or place of residence in a THIRD COUNTRY the COMPANY shall demand that the BIDDER, within a time limit specified by the COMPANY, replace that EPR with another EPR or EPRs, or demonstrate that it meets the conditions for participation or selection criteria in the PROCEDURE on its own.

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10. EXCLUSION GROUNDS AND CONDITIONS FOR PARTICIPATION IN THE PROCEDURE

- 10.1. The COMPANY shall invite to participate in Stage I.2 of the PROCEDURE all BIDDERS who are not subject to any grounds for exclusion and meet the conditions for participation in the BIDDING PROCESS set out below.
- 10.2. The COMPANY may exclude from the PROCEDURE any BIDDER:
 - a) in respect of whom any of the exclusion grounds set out in **Table I** of Appendix 2 to the ITB applies, and/or
 - b) who does not meet (or has failed to demonstrate that it meets) the conditions for participation in the PROCEDURE listed in **Table II** of Appendix 2 to the ITB.
- 10.3. The BIDDER/CONSORTIUM must satisfy the conditions for participation in the PROCEDURE throughout the entire duration of the PROCEDURE. The BIDDER, as well as each member of the CONSORTIUM or EPR, shall not be subject to any grounds for exclusion at any stage of the PROCEDURE. If any CONSORTIUM member is in a situation constituting grounds for exclusion as indicated in Table I of Appendix 2 of the ITB then the CONSORTIUM will be subject to exclusion.
- 10.4. Should any grounds for exclusion arise, the COMPANY may exclude the BIDDER at any stage of the PROCEDURE.
- 10.5. For the purposes of satisfying the conditions for participation in this PROCEDURE, the BIDDER shall rely only on references/projects carried out using the technology which the BIDDER has designated as the PROPOSED TECHNOLOGY. For this requirement, the COMPANY shall also accept references/projects carried out using previous generations of the PROPOSED TECHNOLOGY (previous versions of the technology, reflecting its technological evolution over time), irrespective of the entity that is or was the owner of such previous generation of technology. However, if the BIDDER relies on such references/projects, it shall, together with the REQUEST, provide a written statement with an explanation of the exact relationship between the PROPOSED TECHNOLOGY and the technology used in the declared reference/project as well as evidence (e.g. agreement between entities, FTO report, etc.) confirming the lawful use of the third-party entity's technological experience in the development of the technology offered by the BIDDER. The COMPANY shall not accept a reference/project declared for the fulfilment of the condition for participation based on previous generation technology if the stated relationship between such technology and the PROPOSED TECHNOLOGY raises justified doubts.
- 10.6. The assessment of fulfilment of the conditions for participation in the PROCEDURE shall be conducted on a "pass/fail" basis by verifying whether the declarations and documents submitted by the BIDDER confirm fulfilment of the relevant condition for participation in the PROCEDURE.

11. PREQUALIFICATION TO STAGE I.2. APPLYING OF SELECTION CRITERIA

- 11.1. The COMPANY shall invite up to three (3) BIDDERS to submit PDP+LF PROPOSAL in Stage I.2 of the PROCEDURE who:
 - a) are not subjected to exclusion on the grounds set out in Table I of Appendix 2 to the ITB, and

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- b) meet the conditions for participation in the PROCEDURE set out in Table II of Appendix 2 to the ITB and obtain the highest scores in the evaluation of the selection criteria set out in Table III of Appendix 2 to the ITB.
- 11.2. Where the number of BIDDERS meeting the conditions for participation and not subject to exclusion is three (3) or less, the COMPANY shall invite all such BIDDERS to submit a PDP+LF in Stage I.2. In such a case selection criteria mentioned above in letter (iii) are not applied.
- 11.3. In case the selection criteria are applied, the aggregate score obtained by the BIDDERS shall be the sum of points awarded for each of the selection criteria in accordance with the rules set out in in Appendix No. 2 to the ITB, Table III, where the scoring methodology applicable to the selection criteria is also specified.
- 11.4. Where, following completion of the selection criteria evaluation, two or more BIDDERS share an identical score at the last qualifying position for Stage I.2 (i.e. position 3), the COMPANY shall:
- invite to Stage I.2 the BIDDER who, under the selection criterion set out in point 1, Table III of Appendix 2 to the ITB, received the highest score;
 - where two or more of the aforementioned BIDDERS share an identical score under the selection criteria set out in point 1, Table III of Appendix 2 to the ITB, the COMPANY shall invite to Stage I.2 the BIDDER who, under the selection criterion set out in point 2, Table III of Appendix 2 to the ITB, received the highest score;
 - where two or more of the aforementioned BIDDERS share an identical scores under the selection criteria set out in point 1 and 2 Table III of Appendix 2 to the ITB, the COMPANY shall invite to Stage I.2 the BIDDER who, under the selection criterion set out in point 3, Table III of Appendix 2 to the ITB, received the highest score;
 - where two or more of the aforementioned BIDDERS share an identical scores under the selection criteria set out in point 1, 2 and 3 Table III of Appendix 2 to the ITB, the COMPANY shall invite to Stage I.2 the BIDDER who, under the selection criterion set out in point 4, Table III of Appendix 2 to the ITB, received the highest score;
 - where two or more of the aforementioned BIDDERS share an identical scores under the selection criteria set out in point 1, 2, 3 and 4 Table III of Appendix 2 to the ITB, the COMPANY shall invite to Stage I.2 the BIDDER who, under the selection criterion set out in point 5, Table III of Appendix 2 to the ITB, received the highest score;
 - where two or more of the aforementioned BIDDERS share identical scores under the selection criteria set out in points 1, 2, 3, 4 and 5 of Table III of Appendix 2 to the ITB, the COMPANY shall invite to Stage I.2 all such BIDDERS.
- 11.5. Where BIDDERS are jointly applying for admission to the PROCEDURE (as a CONSORTIUM), the COMPANY shall recognise that the selection criteria referred to in clause 11.1 above may be satisfied collectively by all such BIDDERS. In such case, points shall be awarded on the basis of the combined experience of all jointly applying BIDDERS.

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- 11.6. A single project or investment (reference) may not be relied upon in respect of more than one **selection criterion**.
- 11.7. For the purposes of satisfying the selection criteria in this PROCEDURE, the BIDDER shall only rely on projects carried out using the technology which the BIDDER has designated as the PROPOSED TECHNOLOGY. For this requirement, the COMPANY shall also accept references/projects carried out using previous generations of the technology (previous versions of the technology, reflecting its technological evolution over time), irrespective of the entity that is or was the owner of such previous generation of technology. However, if the BIDDER relies on such a reference/project, it shall, together with the REQUEST, provide a written statement with an explanation of the exact relationship between the PROPOSED TECHNOLOGY and the technology used in the declared reference/project as well as evidence (e.g. agreement between entities, FTO report, etc.) confirming the lawful use of the third-party entity's technological experience in the development of the technology offered by the BIDDER. The COMPANY shall not accept a reference/project declared for the fulfilment of the selection criterion based on previous generation technology if the stated relationship between such technology and the PROPOSED TECHNOLOGY raises justified doubts.
- 12. DOCUMENTS CONFIRMING THE ABSENCE OF GROUNDS FOR EXCLUSION AND THE FULFILMENT OF CONDITIONS FOR PARTICIPATION AND SELECTION CRITERIA**
- 12.1. In order to demonstrate that there are no grounds for exclusion as referred to in clause 11.1 a) above, the BIDDER shall submit the evidence indicated in Column B of Table I of Appendix 2 to the ITB in the form provided therein.
- 12.2. In order to demonstrate that the BIDDER fulfils the conditions for participation referred to in clause 11.1 b) above, the BIDDER shall submit the evidence indicated in Column B of Table II of Appendix 2 to the ITB in the form provided therein.
- 12.3. In order to demonstrate that the BIDDER fulfils the selection criteria referred to in clause 11.1 b) above, the BIDDER shall submit the evidence indicated in Column B of Table III of Appendix 2 to the ITB in the form provided therein.
- 12.4. If there are reasonable grounds to consider that a previously submitted document is no longer valid, the COMPANY may at any time call upon the BIDDER(S) to submit all or some of the documents valid as of the date of submission.
- 12.5. Where BIDDERS submit documents containing amounts expressed in currencies other than PLN, for the purpose of evaluating compliance with the condition specified above, the COMPANY shall apply the average exchange rate of the currency in question published by the National Bank of Poland on the day preceding the deadline for submission of the REQUEST(s) as the basis for currency conversion. If, on the day preceding the deadline for submission of the REQUEST(s), the National Bank of Poland does not publish the average exchange rate of a given currency, the average exchange rate published on the first day following the day preceding the deadline for submission of the REQUEST(s) shall be used as the basis for conversion.

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13. DOCUMENTS COMPRISING THE REQUEST

The REQUEST shall consist of the duly completed REQUEST – TEMPLATE form with appendices prepared in accordance with Appendix 1 to the ITB and instructions included therein, together with the documents and statements required in this ITB, in particular documents and statements indicated in clause 12 above, demonstrating: (a) the absence of grounds for exclusion; (b) the fulfilment of the conditions for participation in the PROCEDURE; and (c) compliance with the selection criteria set out in the PROCEDURE.

14. FORM OF THE REQUEST AND REQUIRED SIGNATURE

- 14.1. BIDDER shall thoroughly familiarize itself with the provisions of the BIDDING DOCUMENTS, which must be read and interpreted together with the possible modifications and amendments made by the COMPANY.
- 14.2. Particular parts of the REQUEST should be drawn up in accordance with templates and instructions included in appendices to these BIDDING DOCUMENTS.
- 14.3. The REQUEST shall be submitted *via* the CONNECT PLTFORM in two versions: (i) in the form of a scanned copy of the original containing the handwritten signatures of the authorised representatives of the BIDDER (marked as original) or electronically signed documents (an ELECTRONIC SIGNATURE is required); and (ii) in editable version (word, excel) wherever possible. In the event of any inconsistencies between these documents, the form indicated in point (i) above shall prevail. Particular documents making up the REQUEST must be properly ordered, and their order must be clearly marked.
- 14.4. All pages of the REQUEST, including all pages of appendices, should be in numerical order.
- 14.5. The REQUEST document must be signed by and sealed with the personal stamps of the authorised representative(s) of the BIDDER, entitled to perform all legal activities and to make liabilities on its behalf, as stipulated by pertinent regulations, or entitled, at least with respect to the subject of the REQUEST, to make declarations of will for and on behalf of the BIDDER (if a seal is not possible, the documents must include a printed or manually entered: full name and position of the signatory).
- 14.6. Any changes to the REQUEST (amendments, write offs, supplements):
 - a) may be made until the applicable deadline for submitting a REQUEST;
 - b) should be signed or initialled by the BIDDER.
- 14.7. The REQUEST must include a power of attorney declaring the authorisation to sign at least the REQUEST and its appendices, unless the right to sign the REQUEST and its appendices results from other documents submitted with the REQUEST. The body of the power of attorney must expressly define the activities the representative is authorised to perform.

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15. SUBMISSION OF THE REQUEST

- 15.1. REQUEST may only be submitted via the CONNECT PLATFORM by 31 of August 2026, 12:00 (CET).
- 15.2. The deadlines, method of submission as well as all other requirements (including form and content) of the PDP+LF PROPOSAL and EPCC CONTRACT **will be indicated in the invitation issued to the BIDDERS on the terms specified in the ITB.**
- 15.3. The COMPANY shall not be responsible for incorrectly submitted REQUEST or PDP+LF PROPOSAL or EPCC CONTRACT or their incorrect marking.

16. MODIFICATION AND WITHDRAWAL OF THE REQUESTS

- 16.1. The BIDDER may modify or withdraw its REQUEST after its submission on the CONNECT PLATFORM. Such modification or withdrawal shall be received by the COMPANY on the CONNECT PLATFORM no later than by the REQUEST submission deadline.
- 16.2. Any changes regarding the terms of the REQUEST must be made as revisions clearly indicating the amended provision(s), and a reference to corresponding pages and sections of the REQUEST. Such amendments must be prepared and submitted in an identical manner to the REQUEST itself.
- 16.3. No REQUEST may be unilaterally modified or withdrawn by the BIDDER after the deadline for submission of REQUEST.

17. EXAMINATION OF THE REQUEST, DETERMINATION OF ITS COMPLIANCE

- 17.1. The REQUEST should be submitted *via* the CONNECT PLATFORM.
- 17.2. If the BIDDER has failed to submit documents or statements required in the PROCEDURE, or if they are incomplete or contain errors, the COMPANY shall call upon the BIDDER to submit, correct, or supplement them, as appropriate, within the prescribed time limit, unless doing so would be inconsistent with the competitiveness rules (“reguły konkurencyjności”) in the meaning of the grant agreement indicated in clause 1.16, or the REQUEST shall be rejected regardless of its submission, supplement, or correction, or there are grounds for cancellation of the PROCEDURE. The BIDDER shall submit a demanded statement or document valid as of the date of its submission.
- 17.3. The COMPANY may request an explanation from BIDDERS concerning the content of documents or statements submitted in the PROCEDURE.
- 17.4. The opening of REQUESTS will take place without BIDDERS, using the CONNECT PLATFORM.
- 17.5. The COMPANY rejects the REQUEST if the REQUEST:
 - a) was submitted after the deadline;

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b) was submitted by a BIDDER that:

- (i) is subject to exclusion from the PROCEDURE,
 - (ii) does not fulfil the conditions for participation in the PROCEDURE,
 - (iii) has failed to submit documents or statements constituting the subject matter means of the proof confirming the lack of grounds for exclusion or fulfilment of the conditions for participation in the PROCEDURE, or any other documents or statements required under this ITB, in particular the signed NDA prepared in accordance with the template set out in Appendix 4 to the ITB, despite a request issued under clause 17.2 of the ITB,
 - (iv) is invalid under separate provisions of law;
 - (v) based on the information available to the COMPANY, the BIDDER does not provide sufficient guarantee of due and proper performance of the EPCC CONTRACT in accordance with the COMPANY's requirements as specified in the BIDDING DOCUMENTS; in particular, its declarations from the REQUEST give rise to reasonable doubts, and the BIDDER failed to dispel those doubts in response to the COMPANY's request for clarification submitted within the prescribed term;
- c) has not been prepared or submitted in a manner consistent with the technical and organisational requirements for the preparation or transmission of the REQUEST specified by the COMPANY;
- d) is submitted by a BIDDER having its registered office or place of residence in a THIRD COUNTRY, or jointly with another BIDDER having its registered office or place of residence in a THIRD COUNTRY.

17.6. The COMPANY reserves the right to reject the REQUEST if the REQUEST is submitted by a BIDDER relying on resources provided by EPR having its registered office or place of residence in a THIRD COUNTRY (if EPR is not replaced in accordance with clause 9.6 of the ITB).

17.7. The COMPANY shall simultaneously inform the BIDDERS that have submitted REQUESTs of the results of the evaluation of the REQUESTs as well as those who have been excluded of the reasons for their exclusion, via the CONNECT PLATFORM. The REQUEST of an excluded BIDDER shall be deemed rejected. The COMPANY shall then invite selected BIDDERS to Stage I.2 by means of a separate invitation to submit PDP+LF PROPOSALS.

18. EVALUATION CRITERIA APPLIED IN STAGE I.2 (PDP+LF PROPOSAL) AND STAGE II (EPCC BID)

18.1. **At Stage I.2**, the COMPANY shall evaluate the submitted PDP+LF PROPOSALS by applying an evaluation formula comprising the award criteria set out in Appendix No. 3 to the ITB. Their detailed description with respective weights and scoring methodology will be provided at Stage I.2 with the invitation to submit PDP+LF PROPOSALS.

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18.2. **At Stage II**, the COMPANY shall evaluate the submitted EPCC BIDs by applying an evaluation formula comprising the following key award criteria:

- a) price;
- b) other non-price criteria, including technical aspects.

A detailed description of the above award criteria and their respective weightings shall be provided to BIDDERS with the invitation to submit EPCC BIDs.

19. GOVERNING LAW AND SETTLEMENTS OF DISPUTES

- 19.1. The PROCEDURE and any COMPANY's and BIDDERS' rights and obligations arising in connection with it shall be governed by, construed, and interpreted in accordance with the laws of Poland.
- 19.2. All disputes arising from, or in relation to, the REQUEST/ PDP+LF PROPOSAL / EPCC BID or the RFP shall be resolved by the court competent for the COMPANY's registered office.
- 19.3. If at any stage of the procedure the BIDDER identifies any doubts regarding the provisions of the BIDDING DOCUMENTS in particular related to the principles of transparency, equal treatment of BIDDERS and proportionality respected by the COMPANY, the BIDDER should inform the COMPANY about them or request further explanations. Otherwise, the BIDDER confirms that the BIDDING DOCUMENTS is clear and that it fully accepts the requirements established by the COMPANY. Clause 4 COMMUNICATION AND CLARIFICATIONS applies.

List of Appendices to the ITB constituting its integral part:

No	Title
<i>App. 1</i>	<i>REQUEST – TEMPLATE</i>
<i>App. F4</i>	<i>EXCLUSION GROUNDS DECLARATION – TEMPLATE</i>
<i>App. F5</i>	<i>List of Completed Projects and Key Personnel – TEMPLATE</i>
<i>App. F7</i>	<i>Beneficial Owner Statement – TEMPLATE</i>
<i>App. F9</i>	<i>Commitment of EPR – TEMPLATE</i>
<i>App. 2</i>	<i>Exclusion Grounds, Conditions for Participation and Selection Criteria</i>
<i>App. 3</i>	<i>Evaluation Criteria and General Requirements Of PDP+LF Proposal - Stage I.2</i>
<i>App. 4</i>	<i>NDA – TEMPLATE</i>

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<i>App. 5</i>	Information clause for employees or associates of the Tenderer/ Contractor/ Mandatary/ Contracting Party
<i>App. 6</i>	Code of conduct for ORLEN SA Suppliers
<i>App. 7</i>	Policy on the Prevention of Corruption and Fraud
<i>App. 8</i>	Policy for Accepting and Giving Gifts in the ORLEN Group
<i>App. 9</i>	Human Rights Protection Policy in the ORLEN Capital Group
<i>App. 10</i>	Whistleblower Protection Policy at the ORLEN Capital Group
<i>App. 11</i>	Conflict of Interest Management Policy at the ORLEN Group
<i>App. 12</i>	Bidder's Manual
<i>App. 13</i>	INFORMATION on participation of an economic security expert

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	SECTION II: Draft of PDP+LF AGREEMENT - confidential (access provided only to <i>BIDDERS</i> invited to participate in Stage I.2, subject to the signing of an NDA).
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	SECTION III: Description of the scope of the PROJECT and the scope of the DOCUMENTATION
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Non – confidential documents and/or information available to all of the **BIDDERS** along with the publication of RFP:

No	Title
A0	Technical information on the subject of the BID / CONTRACT
A1	List of Documentation
A4.1	MSW Reference Feedstock

The remaining documents and/or information that are **confidential**, available to **BIDDERS** in stage I.2.:

No	Title
A0	Technical information on the subject of the BID / CONTRACT [available at Stage I.1]
A1	List of Documentation [available at Stage I.1]
A2	Definitions, abbreviations, indications, units and symbols
A3	Scope and Limits of the subject of the BID
A3.1	Base Map for Information Purposes
A3.2	Geological Study
A3.3	Land Development Plan
A3.4	Greenery inventory
A3.5	Sapper documentation
A3.6	Battery Limits
A4	Data and design assumptions for the subject of the BID
A4.1	MSW Reference Feedstock [available at Stage I.1]

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A4.2	GATE preliminary architectural concept
A4.3	Concept of administration building
A4.4	Preliminary electricity connection conditions
A5	Technical solutions for the subject of the BID
A6	Warranties
A6.1	List of GUARANTEED TECHNICAL PARAMETERS
A7	Architectural requirements
A8	ORLEN S.A. Standards
A9	Construction standards for building objects
A10	Empty
A11	Empty
A12	Empty
A13	Acceptance procedures
A14	Division of responsibilities
A15	Training
A16	Documentation
A16.1	Documentation – PDP + LF scope
A17	Specialist maintenance equipment and tools
A18	Empty
A19	CONSTRUCTION WORKS and assembly works
A20	Health, safety, fire protection requirements