



DESCRIPTIVE DOCUMENT

Private tender LNG purchase
for the benefit of N.V. Nederlandse Gasunie

Reference number: WS3530199195

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N.V. Nederlandse Gasunie
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1 GENERAL INFORMATION ABOUT THE PROCEDURE AND CONTRACT

1.1 Procedure

This document contains the information about the tender for the purchase of LNG as executed by N.V. Nederlandse Gasunie (hereinafter: Gasunie).

The purpose of this document is to provide information on the scope of this tender, the requirements to be met by tenderers, the procedure, the award criterion and the assessment procedure.

This tender is not subject to part 3 of the Dutch Public Procurement Act 2012 (Aanbestedingswet 2012) on the basis of article 3.30 Aanbestedingswet 2012.

Part of this tender are the following annexes:

Annex 1	Gasunie Suppliers Code of Conduct
Annex 2	Gasunie complaints procedure for tenders
Annex 3	GasunieLNGdeliveryContract

Please note: all documents can be found in Ariba eSourcing.

Contract will be awarded to every tenderer who agrees to the terms and conditions set out in the tender documents.

1.2 N.V. Nederlandse Gasunie

Gasunie is an energy infrastructure company. We manage the infrastructure for large-scale gas transport, storage and conversion (still mostly natural gas) in the Netherlands and North Germany. The energy transition means that this is increasingly shifting towards green gas and hydrogen. We are also working on the construction and management of heat and CO₂ networks.

Our task is to provide safe, reliable, affordable and sustainable energy infrastructure services, making energy available to everyone at all times. Safety, reliability, sustainability and cost awareness are paramount here.

Gasunie's network is one of the biggest high-pressure gas transport networks in Europe and consists of more than 15,000 kilometres of pipeline, 1,000 gas delivery stations and dozens of installations in the Netherlands and North Germany. Gasunie's infrastructure is part of the 'gas roundabout' of Europe. This network allows the gas to be traded and transported easily. The annual throughput of gas is approximately 100 billion cubic metres.

Our mission

Gasunie is a leading European energy infrastructure company. The transportation and storage of gas are our core business. We serve the public interest and facilitate the energy transition by offering integrated infrastructure services. We focus on value creation for our shareholder(s) and other stakeholders and adhere to the highest safety and business standards applicable to our industry.

Our vision

We believe in a sustainable future with a balanced energy mix and a continuing role for gas from various sources. We believe that we offer our customers the best service by offering innovative solutions in the field of infrastructure, particularly gas infrastructure.

Our three pillars:

- Ensuring a safe, reliable, affordable and sustainable gas infrastructure in our core area.
- Contributing to efficient gas infrastructure and services for a well-functioning European natural gas and LNG market.
- Accelerating the transition to a CO₂-neutral energy supply.

Code of Conduct - Supplier Code of Conduct

Maintaining a good reputation is very important to Gasunie for achieving its objectives. Gasunie sees it as its responsibility to ensure that its services are supplied in a value chain that complies with international standards. Collaboration with suppliers and partners should be carried out professionally, carefully and with integrity. The Code of Conduct applies to all Gasunie staff, and also to those employed by companies belonging to the Gasunie group and to those workers who are seconded to or who work on behalf of Gasunie. The Code of Conduct is available at Ariba eSourcing, and the [Gasunie website](#).

More information about Gasunie can be found on www.gasunie.nl.

1.3 Scope of the contract

Gasunie, as a national grid operator, has a legal obligation to ensure security of supply of gas under certain conditions. To fulfill this obligation Gasunie requires – amongst other things – Liquefied Natural Gas ("LNG") through LNG Truck delivery at Gate Terminal.

This tender focuses solely on buying LNG. Truck loading (including booking slots at Gate Terminal) and truck transport will be arranged by Buyer. This tender leads to the award of a framework agreement that sets forth the terms and conditions for the sale and purchase of Liquefied Natural Gas ("LNG") at Gate Terminal. Under this framework agreement Gasunie aims to execute mini tenders to buy batches of LNG in certain periods. The procedure for a mini tender is set out in Article 5 of the model agreement (Annex @@).

This framework agreement on its own does not constitute a sale and purchase agreement for a certain amount of LNG and Buyer is in no way obligated to purchase a minimum amount of LNG under this Agreement. Gasunie also reserves the right to buy LNG from other terminals than Gate Terminal (if Gasunie chooses to do so a separate tendering process will be executed).

The following information is for indicative purposes only. For 2022 Gasunie requires an amount of LNG that is an estimated equivalent of 35 million m³ natural gas (to be bought in batches). The exact amount that is required depends on the PE (Propane Equivalent) number of the existing LNG as well as the newly delivered LNG, which – averaged out – may not be above 4.5. Currently the peakshaver has an average PE far above that, so sufficient LNG, with sufficiently low PE has to be bought to have enough volume for the [peak supply task](#) of GTS. Gasunie is also working multiple options to speed up the process of filling up the tanks at the Peaksaver. I.e. Gasunie is also exploring the option of liquefying natural gas itself. This means that it is hard to estimate exactly how many mini tenders will be initiated under the framework agreement.

The intended duration of the framework agreement is until 31 December 2025, however we cannot guarantee that the framework agreement will be used after the first total filling of the tanks of the Peakshaver in 2022 (and possibly early 2023).

1.4 Intended result of this tender procedure

Gasunie intends to have a framework agreement in place with every interested supplier of LNG who is able to deliver at Gate Terminal. Included with this tender is a model framework agreement (Annex @@) that will be awarded to the tenderers, because Gasunie wants the same terms and conditions with all interested parties to ensure the principle of equality.

Gasunie strives to conclude the framework agreement as soon as possible and reserves the right to initiate a mini tender as soon as one tenderer has signed the framework agreement. Tenderers still in the process of concluding the agreement are not entitled to participate in a mini tender and Gasunie is in no way liable for any damages that arise from a (perceived) missed opportunity for participating in a mini tender.

For the duration of the framework agreement Gasunie will – upon request and after 1 January 2023 – offer newly interested suppliers of LNG at Gate Terminal the possibility to conclude a framework agreement and allow them to participate in Mini Tenders. For the sake of clarity: this option is open to parties that are not invited or willing to participate in this tender at this moment.

1.5 Periodic mini tender for LNG

For the procedure of the mini tender and the award criteria we refer to
Annex 3 GasunieLNGdeliveryContract.docx

1.6 Participation

A party that is interested in this tender, can submit via Ariba. This tender needs to meet the provisions and requirements of this tender procedure. Failure to comply with the provisions and/or requirements may lead to the tender being declared invalid, such declaration will be determined by Gasunie based on the law and caselaw.

2 TENDER PROCEDURE

2.1 Planning

No rights may be derived from the planning below. Dates shown in bold are final deadlines, unless otherwise notified by Gasunie. Gasunie reserves the right to amend the planning in the interim. The planning as stated in Ariba takes precedence.

Gasunie intends to answer questions as quickly as possible, so it could well be that several Notes of Information are published (via Ariba messages) Tenderers are deemed to have taken notice of the contents of the note(s) of information. The note of information takes precedence over the descriptive document and its related annexes.

Publication on Ariba and TenderNed	21-July-2022
Deadline for submitting questions	02-Aug-2022
Note(s) of information	04-Aug-2022, 12:00 hours
Deadline submission tenders	09-Aug-2022, 13:00 hours
Assessment of tenders	10-Aug-2022
Notification of the provisional award decision	15-Aug-2022, 18:00 hours
Legal protection period	7 days
Final award decision	22-Aug-2022

2.2 Digital tender via Ariba eSourcing

This tender is carried out entirely electronically via Ariba eSourcing (<https://service.ariba.com>). This means that, among other things:

- All tender documents are made available free of charge and digitally through Ariba.
- Tenderers' questions are submitted via Ariba Messages, Ariba's messaging module;
- Tenders can only be submitted digitally;
- In principle, all further correspondence also takes place via Ariba's messaging module.

Obtaining information about this tender from Gasunie other than as described above is not permitted. Communication about this tender, other than with the contact person mentioned above, can lead to exclusion from participation in this tender.

To make best use of Ariba's functionality, it is also important for tenderers that their organisation is registered correctly and, among other things, the right people are given the right authorisations for this tender procedure. Make sure this authorisation is also in place for holiday periods or other times when substitutions may be needed. Registration is only required once.

If you have any questions about the use of Ariba eSourcing, you can contact the Ariba help desk (<https://connect.ariba.com>) or refer to the various manuals on <https://www.gasunie.nl/leveranciers/ariba>.

2.3 Language

The tender procedure is conducted in the English language. Unless otherwise stated or unless otherwise stated in writing by Gasunie in the subsequent tender procedure, all documents submitted by the tenderer must be in English. During the contract period communication with anyone at Gasunie may be in either English or Dutch.

2.4 Tender costs

Tenderers will not receive any compensation for costs, damages or lost profits relating to the submission of a tender. If Gasunie withdraws the tender, it will consider whether a reimbursement of costs is deemed appropriate. It does not follow that there is an obligation to pay out such a reimbursement that takes into account all costs incurred.

2.5 Information and note(s) of information

Questions may be submitted in writing about the tender procedure, the tender documents or their contents and/or the contract documents or their contents. Questions should be worded clearly and unambiguously with a reference to the section of the tender documents to which the question relates.

We invite you to review the model framework agreement and, if at all necessary, propose an amendment for Gasunie to consider. Changes that are acceptable to Gasunie will apply for every tenderer.

Questions may only be submitted electronically via Ariba eSourcing's 'Messages' function (with the list of questions appended as an attachment), with the reference "questions for the information round". The deadline for submitting questions is indicated in the schedule in section Planning.

The questions submitted and the answers to the questions will be formulated as an anonymised note of information. The note of information will be published via Ariba eSourcing by no later than the date specified in section Planning. Gasunie intends to answer questions as quickly as possible, so it could well be that several Notes of Information are published (via Ariba messages). Tenderers are deemed to have taken notice of the contents of the note(s) of information. The note of information takes precedence over the descriptive document and its related annexes.

Depending on the number and frequency of questions Gasunie may provide no, one or more note(s) of information. It is the aim of Gasunie to answer any questions as quick as possible.

Gasunie will treat all information provided as confidential by tenderers in this tender as confidential and will not disclose such provided information unless required to do so by law.

Information and note(s) of information is intended to give Gasunie and the tenderers the opportunity to discuss the specifications, conditions and terms of the contract.

2.6 Tendering

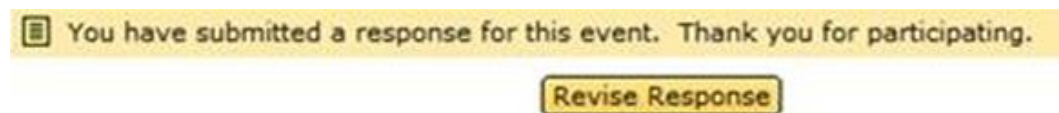
The tender must be submitted before the date specified in Ariba eSourcing. All tender documents must be submitted electronically to Gasunie via Ariba eSourcing, completed and (where specifically requested) lawfully signed. During the tender period, the time remaining is visible in Ariba eSourcing, shown as 'Time left'. The tenderer may, during the entire period until the deadline, edit, revise and

withdraw its tender. Any information submitted by the tenderer only becomes visible to Gasunie after the expiry of the deadline.

You are **not** permitted to submit your tender by any other means. Tenders submitted by other means will not be considered and are deemed not submitted.

All tender documents to be submitted with the tender that specifically require a signature must be lawfully signed. Adding additional information not explicitly requested by Gasunie is not permitted. Such additional information will not be included in the assessment. The tenderer is responsible for the timely submission of its tender. Tenderers are therefore strongly advised to upload and release the relevant data well before expiry of the abovementioned deadline. Ariba eSourcing will automatically close at the time specified. It is not possible to submit a tender after the deadline.

The tenderer will see the following message in Ariba eSourcing once all required data have been uploaded and released. If the tenderer does not see the message below, the tender cannot be taken into consideration.



2.7 Content of the tender

By submitting a tender, the tenderer declares that it is fully aware of the contents of this tender document, all annexes, and the anonymised note of information to be received, and any other accompanying documents, and also that it agrees with all the provisions and requirements of these documents.

Also, by submitting the tender, the tenderer declares that it has answered all questions and attachments fully and truthfully, and that the information provided corresponds with reality, and is correct and complete. If, after submission of the tender, it appears that this is not the case, this may result in exclusion from further participation in the tender procedure.

Please note:

- In the unlikely event that a standard, brand name or manufacturer's name is stated in this tender procedure and the addition 'or equivalent' is accidentally omitted, this addition should be considered included in accordance with article 2.76 (4) (b) of the Dutch Public Procurement Act 2012, so as not to contravene the European principle of non-discrimination. It is always the tenderer's responsibility to demonstrate that it meets Gasunie's requirements.
- Gasunie uses the Ariba network to send orders to its suppliers. Suppliers must also send invoices via the Ariba network to Gasunie. Ariba's latest prices are shown on its website: <http://www.ariba.com/suppliers/subscriptions-and-pricing/supplier-membership-program/pricing>. Invoices from Ariba are a matter between the supplier and Ariba; Gasunie plays no part in this. The Contractor accepts the use of the Ariba network for all transactions, the terms and conditions of Ariba and any costs incurred by the tenderer that use of the Ariba network entails.

2.7.1 Documents to be submitted with the tender

No documents are to be submitted with this tender.

In Ariba there are some questions to be answered with regards of the contents of this document and all annexes.

2.8 Decision not to participate

If a tenderer decides not to submit a tender, the tenderer is kindly requested to report this as soon as possible via the "Messages" function of Ariba eSourcing, and to deregister in Ariba from the event concerned.

2.9 Ambiguities, contradictions and forfeiture of rights

The tender documents have been compiled with care. If the tenderer nevertheless discovers errors/contradictions/faults/deficiencies/omissions or ambiguities in the tender documents, the tenderer must take a proactive approach by informing Gasunie itself as soon as possible, no later than at the time of the information round (note of information) by asking questions or submitting comments/objections.

If the tenderer fails to comply with this obligation, the tenderer forfeits its rights to raise any errors/contradictions/faults/deficiencies/omissions or ambiguities afterwards (possibly in court).

If the tenderer submits an objection during the information round and Gasunie, in its opinion, does not or not adequately resolve that objection, the tenderer must (also) take a proactive approach. The minimum requirement is that the tenderer - in the event that it cannot (yet) reconcile itself to the settlement of the objection - explicitly states, in writing and stating reasons, that it maintains its objection as soon as possible but no later than two days prior to the deadline for submitting the tender.

If the bidder does not avail itself of the possibilities offered in this section, this will be at the risk of the tenderer and both Gasunie and the other tenderers will be justified in assuming that the tenderer has no questions and/or objections (left) regarding the procedure and/or contract. If objections and/or ambiguities are not raised until after the tender procedure has been completed, those objections and/or ambiguities will be deemed inadmissible (by operation of law).

2.10 Complaints about the tender process

Gasunie has its own complaints procedure with respect to tenders. You can submit complaints in writing to Gasunie's complaints desk using the following email address: klachtenmeldpunt.aanbestedingen@gasunie.nl. Please state clearly in the email which tender the complaint relates to, what the complaint is and how you think the problem can be remedied. The complaints procedure for tenders is published and can be consulted at www.gasunie.nl/leveranciers and can be found in Annex 4, Gasunie Complaints Procedure for Tenders.

Submission of a complaint does not automatically suspend the tendering procedure.

3 ASSESSMENT AND AWARD PROCEDURE

Gasunie will go through the following steps to assess this tender:

1. Assessment of whether the tender has been submitted on time. If the tender is not submitted on time, the tender may be considered invalid;
2. Assessment of the tender-questions in Ariba have been answered;
3. Assessment of whether the answers are in accordance with the set requirements;
4. Publication of the award decision;
5. Observance of the suspensive period (standstill period) of 7 days ;
6. Complete the contract, and have is signed by both Gasunie and the supplier.

The assessment of the tenders received on time will be subject to the provisions mentioned in this chapter. Incomplete tenders may be excluded.

However, Gasunie explicitly reserves the right to request from tenderer(s) supplementary information to and/or clarification of the tender and/or submission of missing documents/supporting documents in the event of apparent omissions and ambiguities.

If the tenderers that were immediately excluded do not agree with the exclusion, and wish to commence summary proceedings, they must do so within the time specified and in the manner as indicated in section 5.1.

Gasunie reserves the right to issue the abovementioned notification of exclusion and/or rejection at the same time as the notification of the award decision as referred to in section 5.1.

Tenderer declares – by submitting a tender – to have taken notice of and to agree to all conditions, provisions, requirements and terms as stated in this document, the model agreement and all other annexes.

4 AWARD CRITERIA

The award criterium is unconditional acceptance of the Gasunie model framework agreement.

5 AWARD DECISION AND OBJECTION

5.1 Notification of the provisional award decision and objection

Before proceeding with the final award, Gasunie will first notify all tenderers at the same time of the party(-ies) to whom it intends to award the contract (provisional award decision). This award decision will be announced in writing electronically through Ariba eSourcing, together with the reasons for the outcome of the award decision. No rights may be derived from this provisional award. This means, among other things, that Gasunie may, of its own accord, reconsider the intention to award the contract, without the tenderer(s) to whom it intended to award the contract having any right to claim any compensation and/or damage. This can happen, for instance, if Gasunie itself discovers errors in the tender procedure or if Gasunie decides in favour of an objecting tenderer without awaiting the outcome of any summary proceedings.

If a tenderer cannot agree with the provisional award decision (and/or another decision), it must initiate summary proceedings before the Court: Rechtbank Noord Nederland, location Groningen, within seven (7) calendar days after the date on which the notification of the provisional award decision (and/or another decision) was sent. The summary proceedings are pending from the day on which the summons is validly served on Gasunie (article 125 of the Code of Civil Procedure- "Wetboek van Burgerlijke Rechtsvordering"). The term of seven (7) calendar days is an expiry term. If summary proceedings are not instituted in a timely manner and in the manner referred to above, any right of the tenderer to initiate any legal or other claim against Gasunie will be forfeited.

If a tenderer initiates summary proceedings, it is requested to send a copy of the draft summons to Gasunie via Ariba message module and to request the availability of Gasunie and its lawyer prior to this. Gasunie is entitled to make a copy of the serves summons available to interested parties, such as the party or parties that are provisionally awarded.

If summary proceedings are instituted by a tenderer the other tenderers are free to intervene in this procedure. In the interest of the proper progress of a procedure, tenderers who do not intervene will forfeit the right to (later) themselves take further action against any amended award decision as a result of the judgement in summary proceedings and/or the right to file a third-party objection against the former summary judgement.

5.2 Final award decision

Gasunie intends to, after expiry of the legal protection period of 7 calendar days, make a final award decision by means of a notification to that effect. The award decision does not yet constitute an agreement as referred to in article 6:217 of the Dutch Civil Code. The final award is only effected when a contract has been signed by both parties.

If summary proceedings are commenced against the award decision within 07 calendar days of the date on which the notification referred to in section 5.1 was published, Gasunie will not award the framework agreement until there has been a decision in such summary proceedings. Gasunie however reserves the right to award framework agreement to other participants in this tender who are not involved in the summary proceedings.