

SUITABILITY REQUIREMENTS

(As referred to in sections 2.90 through 2.98 of the Dutch Procurement Act and Part IV of the European Single Procurement Document (ESPD))

The purpose of the Suitability Requirements is to assess whether the Contractor is suitable to fulfil the Framework Agreement in the opinion of the Contracting authority.

By signing the Appendix 1 European Single Procurement Document (ESPD) (which uses the term 'Selection Criteria' to refer to the Suitability Requirements), the Contractor declares that he complies with the Suitability Requirements as specified in this subsection of the Tender Document. These Suitability Requirements are further specified in the subsequent paragraphs in this section.

The following suitability requirements are addressed below:

- A. Financial and economic standing
- B. Technical and professional competence - References
- C. Technical competence and professional ability - Certification

A. FINANCIAL AND ECONOMIC STANDING

The Contractor has a stable business of which continuity is guaranteed during the performance of the Assignments under this Framework Agreement. By signing the European Single Procurement Document, the Contractor declares that he possesses sufficient financial and economic capacity to fulfil the contractual obligations.

If the Contractor has a duty of audit, the Contractor first declares, by signing the ESPD, that the most recent audit in the financial statements does not contain a paragraph with negative continuity expectations.

If the Contractor is not subject to an audit obligation, the Contractor declares -by signing the ESPD- that the financial and economic capacity of the enterprise is such that the continuity of the services during the term of the assignment is not expected to be jeopardized.

The Contracting Authority has the right to request the following documents that proof the Contractor's economic and financial standing:

- A copy of the financial statements and auditor's report and/or a review or composition statement and/or a statement of financial continuity.
- A statement, signed by a recognized organization auditor or bank, that the provider is solvent.
- Annual financial reports for the past 3 years, such as the presentation of financial statements or extracts from the financial statements, where publication of financial statements is required under the law of the country in which the economic operator is established. Or a statement of the undertaking's overall turnover and, where appropriate, of turnover in the area covered by the contract for a maximum of the last three financial years available, depending on the date on which the undertaking was set up or the economic operator started trading, as far as the information on these turnovers is available.

If the data of the Contractor's parent/holding company is used in relation to the aspect of financial-economic capacity, then the Contractor must provide a statement (Appendix 4 "Holding Statement") from the parent/holding company that specifies that the parent/holding company unconditionally acts as a guarantor for the obligations to be undertaken by the subsidiary company and any debts arising from the Contract incurred by the subsidiary company. The statement by the parent/holding company must be signed by a legally authorized representative.

The Contractor's tender complies with the following requirements regarding financial and economic standing. By signing the ESPD, the Contractor declares that he has the following supporting documents. The Contractor proves its financial and economic standing by means of the following supporting documents:

POSITIVE EQUITY

The Contractor shows a positive equity for the past financial year.

The Contractor submits within seven (7) calendar days of receipt of the Award Decision a copy of the balance sheet from the annual accounts for the past financial year. If the Contractor involves a Consortium, then every member of this Consortium must provide the aforementioned evidence.

PROFITABILITY

Contractor shows that out of the past three (3) financial years he has closed at least one (1) year profitably.

The Contractor submits within seven (7) calendar days of receipt of the Award Decision a copy of the profit and loss account of the past three (3) financial years.

COVERAGE OF LIABILITY RISKS

By signing the ESPD, the Contractor declares that he has a sufficient level of professional and/or statutory liability insurance for the fulfilment of the Assignments and that in the event of the Framework Agreement being awarded to him, will remain sufficiently insured throughout the execution of the Assignments under this Framework Agreement. He has the following insurances, or will take them out when awarding the Framework Agreement:

- Company liability insurance covering damage to persons and/or property and consequential loss in the unlikely event of an incident occurring during the journey.
- The Contractor has or declares when awarding the Framework Agreement that he will take out, insurance against business risks covering possible damage during the performance of the Framework Agreement. Liability for damages caused by the Contractor is covered up to three (3) times the value of the individual Assignment per event and the maximum value of six (6) times the value of the individual Assignment for each year or part of a year that the Contract has been in force.
- Is a Calamity Fund applicable? If yes, which one and to what extent?

These corporate liability requirements apply to the execution of the Assignments under this Framework Agreement. Within seven (7) calendar days of receipt of the Award Decision, the Contractor shall submit the evidence pertaining to this requirement.

KNOW YOUR CUSTOMER

Contractor agrees to provide all necessary information to provide the information to the Contracting Authority to fulfil its full KYC obligations or, as case may be, update any KYC related information which may have been previously submitted to the Contracting Authority. The term 'KYC' applies equally to any party which has a legal Framework Agreement with Invest International B.V. or with its subsidiaries, whether these are co-financiers, clients, or suppliers. In the context of this tender, KYC shall be interpreted in relation to transparency and information of the Contractor. Contractor acknowledges that:

- Contractor remains subject to the outcome of a KYC assessment by Invest International as per its policies and procedures.

- Depending on requirements of internal governance procedures, Contractor may be requested to confirm the validity of information has not changed during the validity of the Framework Agreement and, as case may be, requested to update initially provided KYC information from time to time.

A Contractor who receives the Award Decision shall submit the required KYC Information according to Appendix X within seven (7) calendar days of receipt. After this, Contractor submits necessary documents for the full KYC check.

B. Technical and professional competence - References

REFERENCE PROJECTS/ASSIGNMENTS

Reference projects/assignments are described in appendices 2a – 2e.

C. TECHNICAL COMPETENCE AND PROFESSIONAL ABILITY - CERTIFICATION

QUALITY ASSURANCE ISO-9001 OR EQUIVALENT

The Contractor is preferably ISO certified. If he is not ISO certified, he is requested to submit a planning in which he expects to obtain this or a comparable other quality system (at least equivalent to the NEN-EN-ISO standard) with which he can prove that the objective is guaranteed in his operational management: ISO 9001:2015.

The Contracting Authority considers the other (own) quality management system as equivalent to the NEN-EN-ISO standard, if this quality management system contains at least the following aspects:

- A policy statement by the management, from which it follows that the quality policy is known to all employees, that it is suitable for the organization and that it is assessed on a regular basis.
- SMART objectives to deliver quality services/products.
- (Where relevant) Job descriptions (competence requirements, responsibilities and competences) for staff carrying out activities that affect the quality of the services/products to be delivered.
- An internal communication structure (management and the rest of the organization) and an external communication structure (with the external customer).
- The controlled conditions under which the production process takes place/services are provided and the associated procedures and work instructions.
- Criteria for assessment, approval, and delivery of the products/services.
- The purchasing process with corresponding purchasing specifications and approved suppliers/service providers.
- A complaints procedure that ensures that complaints are resolved in such a way that they will not occur in the future.
- The way in which documents are managed at the Contractor.

Within seven (7) calendar days of receipt of the Award Decision, the Contractor shall submit a copy of the ISO 9001:2015 or the requested documents as evidence pertaining to this requirement.

SUSTAINABILITY

The Contractor submits his Sustainability or ESG Policy within seven (7) calendar days of receipt of the Award Decision. If the Contractor involves a consortium, then every member of this consortium must provide the aforementioned evidence.

Within seven (7) calendar days of receipt of the Award Decision, the Contractor shall submit the evidence pertaining to this requirement.

SUSTAINABILITY CODE OF CONDUCT

The Contractor declares that in performing its work he will comply with the rules as described in Appendix 13: 'Sustainability Code of Conduct'.

The Contractor shall complete Appendix 13a 'Self-assessment Form Sustainability Code of Conduct' for this purpose. If the Contractor involves a consortium, then every member of this consortium must provide the aforementioned evidence (Appendix 13a) separately.

Within seven (7) calendar days of receipt of the Award Decision, the Contractor shall submit the evidence pertaining to this requirement.

Professional competence – Registration national professional or trade register

The Contractor certifies that he is registered in the national professional or commercial register of the country of origin according to the requirements of the country where he is located.

The Contracting Authority expects the Contractor to be authorized to practice his trade. For this reason, the Contracting Authority requests the Contractor to prove that he is registered in the professional register or in the trade register referred to in Annex XI of EU Directive 2014/24/EU in accordance with the regulations applicable in the country in which he is established.

It is also vital that the signed documents included in the Proposal have been signed by a legally authorized representative of the Contractor. For the Contractor, Alliances and Third Parties, the legal entity mentioned in the statements must be equal to the legal entity that participates and has submitted an ESPD for that purpose.

To establish the legal validity of the signed statements, declarations and other evidence, a recent and up to date (**max. six months old**, counted from the time of submission of the Proposal) extract from the professional register or trade register must be provided in compliance with the provisions stipulated in Section 2.98 of the Public Procurement Act. The extract must demonstrate the legal authorization of the signatory.

If the signatory of the statements, declarations and other evidence is not featured on the extract, then authorization of the signatory must be provided by one of the parties featured on the extract, in the form of a statement (the power of attorney) declaring that the signatory was authorized to legally bind the Contractor at the time that he signed the documents.

You are requested to submit the following documents:

- Proof of registration in the Commercial Register (copy of a recent extract from the Chamber of Commerce) not older than six months.
- And, if applicable, one (or more) power of attorney(s).

If the Contractor involves a consortium, then every member of this consortium must provide the aforementioned evidence separately.