

Concept Waiting Room Agreement

between

Invest International B.V.

and

<Name contractor>

concerning

Hiring capacity to execute the role of the
Internal Audit Function

Contract number: <Contract number>



The undersigned:

1. Invest International B.V., a private company with limited liability, incorporated under the laws of The Netherlands, with has its registered office in The Hague, The Netherlands and its offices at Bezuidenhoutseweg 12, 2594 AV, The Hague, The Netherlands, registered with the Dutch Chamber of Commerce under registration number 83526617, duly legally represented in this matter by Vanessa Hart, CFRO, hereinafter referred to as "Contracting Authority";
and
2. <Name Contractor>, located at <name of place>, with Chamber of Commerce number: <registration number> represented by Mr/Mrs <First name> <Surname>, <Function>, hereinafter referred to as "Contractor"

collectively referred to as the Parties

CONSIDERING THAT:

1. The Contracting Authority has a need for the organization and the execution of the Internal Audits. Therefore, the Contracting Authority wants to hire capacity to execute the role of the Internal Audit Function (IAF).
2. A European public tender for the award for participation in this Agreement has taken place for this purpose.
3. The Contractor has made himself sufficiently aware of the services/assignment to be provided, is willing and able to perform the services/assignment referred to in this Agreement and has submitted a proposal to this effect on <...day/month/year...>, which tender ended second in line.
4. The Contracting Authority has awarded the Agreement for 'Internal Auditor' to <name of awarded party> until 1 January 2032, extensions included. The start date is 1 January 2025.
5. This Waiting Room Agreement concerns a 'shadow agreement' and is only entered into after dissolution of the Agreement with the winner of this European tender with reference B04.008.2024.
6. Against this background, the parties enter into this Waiting Room Agreement with each other, subject to the following conditions and stipulations.

DECLARE THAT THEY HAVE AGREED AS FOLLOWS:

This Waiting Room Agreement is exclusively subject to the Arvodi 2018.

Artikel 1 Definitions

In this Waiting Room Agreement, the following definitions apply:

1. Agreement: the Agreement to be concluded with contract number <contract number>, including all appendices.
2. Contractor: the Contractor who has finished as number two in rank in the tender procedure based on which the Waiting Room Agreement is concluded with him.
3. Waiting Room Agreement: this Agreement.

Section 2 Entering into force

1. The Contracting Authority has the right to terminate the Agreement with the winning tenderer prematurely as included in the concept Agreement of the European tender "Internal Auditor" with reference B04.008.2024.
2. The Contractor has the unilateral right to decide whether to use this Waiting Room Agreement. On termination of the Agreement, the Contracting Authority may also decide to re-tender. If the

Contracting authority decides not to use this Waiting Room Agreement, it will not be obliged to pay any compensation for costs and/or damage to the Contractor.

3. The Contracting Authority will notify the Contractor in writing of its decision whether to use this Waiting Room Agreement. If the Contracting Authority decides not to make use of this Waiting Room Agreement, this Waiting Room Agreement will be terminated immediately, and no rights can be derived from this Waiting Room Agreement.
4. The Contractor unilaterally maintains its Proposal during the first 36 months after the effective date of the Agreement. After 36 months, this will only be possible if both Parties agree. Indexation permitted and agreed pursuant to the tender documents may be implemented in accordance with the provisions thereon.
5. Any cost increases not expressly mentioned in the Tender Documents will be borne entirely by the Contractor without any compensation.
6. Contractor is willing to execute the Waiting Room Agreement.
7. If the Waiting Room Agreement is utilized, an Agreement will be prepared equal to the original Agreement for the remainder of the contract period. This Agreement shall contain the submitted rate as described in Appendix 4, of the Contractor signing the Waiting Room Agreement. The original Agreement concerns the Agreement as established in the European tender "Internal Auditor" with reference B04.008.2024.

Thus agreed and signed in duplicate,

The Contracting Authority
Invest International B.V.

Contractor
<Name Contractor>

On behalf of this,

Ms. V.E. Hart
CFRO
The Hague, <date>

<Name and Surname subscriber>
<Function subscriber>
<Place>, <date>

Appendices:

- Appendix 1 Tender document including appendices dated <date>
- Appendix 2 Memorandum of information dated <date>
- Appendix 3 Proposal from Contractor dated <date>
- Appendix 4 Overview of prices/tariffs

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Invest International
Malietoren | Bezuidenhoutseweg 12
594 AV The Hague
The Netherlands

procurement@investinternational.nl

+31(0)631675906

info@investinternational.nl

+31(0)70 701 3251

investinternational.nl

