

CALL FOR TENDERS

European Tender

for

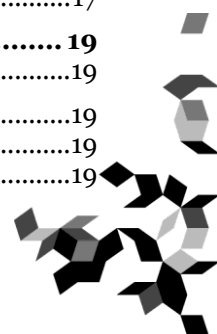
Self-registration and Fast-track Admission

**Public procedure in accordance with the Best
Value Procurement methodology**

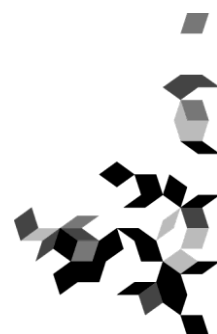


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TERM LIST

Defined terms stated in the singular may be used in the plural, and vice versa. If any other terms used in the Call for Tenders or the Annexes are unclear or may cause confusion, the Tenderer should report this during the question round(s).

Tender Documents

All documents published or provided to Tenderers by Holland Casino for the purposes of this Tender.

Aw 2012

Dutch law from 1 November 2012, containing new rules for tenders (Public Procurement Act 2012).

Annex

A document attached to one of the Tender Documents. Annexes form an integral part of the Tender Documents.

Consortium

A collaborative group of businesses formed for the purposes of supplying the goods/services requested in this Tender. A Consortium submits a single, joint Tender.

Consortium Member

A (legal) person taking part in a Consortium.

Personal Declaration

The model Personal Declaration in Tender Procedures for Tendered Services, as established by ministerial regulation and pursuant to the Dutch Public Procurement Decree.

Requirements

Specifications and requirements relating to the requested good(s) and/or service(s). Any Tender that does not satisfy the Requirements is invalid.

Candidate

Any person, business or organisation interested in participating in the competition to win the public contract being put out to tender.

Suitability Requirements

The requirements used to test the suitability of the Tenderer to perform the contract.

Award Criteria

The criteria used to determine which Tender is most economically advantageous, including Requirements, Wishes and the Price.

Holland Casino

Nationale Stichting tot Exploitatie van Casinospelen in Nederland (National Foundation for the Exploitation of Casino Games in the Netherlands) trading as 'Holland Casino'.

Terms and Conditions of Procurement

The Terms and Conditions of Procurement of Holland Casino, 2013 version.

Tenderer

The Candidate submitting a Tender for this tender procedure.

Tender

The offer submitted by the Tenderer for this tender procedure.

Summary of Additional Information and Changes

A document that provides the answers to questions submitted by the Candidates and/or any additional information to clarify the Call for Tenders, the Mandatory Forms and/or other Tender



Documents. The Summary of Additional Information and Changes is an integral and binding part of this Tender and takes precedence over the other Tender Documents.

Contractor

The Tenderer with whom Holland Casino enters into an Agreement for the service to be provided within the scope of this tender procedure.

Agreement

The Agreement with the successful Tenderer in this tender process, relating to the requested service.

Call for Tenders

This document, which includes a description and explanation from Holland Casino of the contract, the tender procedure to be followed, the Grounds for Exclusion, the Suitability Requirements and the Award Criteria.

Grounds for Exclusion

The mandatory and optional Grounds for Exclusion from participation as defined in article 2.86 and article 2.87 of the Aw 2012, and listed in the Personal Declaration under points 2 and 3.

Mandatory Forms

Annexes to the Call for Tenders in which the Tenderer agrees to the Requirements, conditions and regulations of the tender procedure and in which questions relating to the Suitability Requirements, Quality Documents and price must be answered.

Quality Documents

Documents relating to the contract that is being put out to tender in which the Tenderer describes the service to be provided, demonstrates how the Tenderer will control risks and how the Tenderer will add value.



1 GENERAL INTRODUCTION AND INFORMATION ON THE CONTRACT

1.1 General

This Call for Tenders contains information on the tender procedure for self-registration and fast-track admission for Holland Casino.

The Call for Tenders is structured as follows:

- Chapter 1: Description of Holland Casino, the aim of the tender procedure and information on the contract;
- Chapter 2: Explanation of the tender procedure;
- Chapter 3: Descriptions of the regulations relating to the submission of the Tender;
- Chapter 4: Conditions of Tender submission and regulations relating to this tender procedure;
- Chapter 5: Description of the assessment methodology to be applied to the Tenders and to the manner in which the contract will be awarded.

1.2 General information on Holland Casino

On 17 December 1975, the *Nationale Stichting tot Exploitatie van Casinospelen in Nederland* (National Foundation for the Exploitation of Casino Games in the Netherlands), trading as 'Holland Casino', obtained a licence to organise and operate gaming casinos in municipalities to be further specified. On 1 October 1976, the first casino was opened in Zandvoort. By now, Holland Casino has developed into an organisation encompassing 14 gaming casinos and a head office, around 2980 staff members and a turnover of around 521 million euros in 2014.

The Dutch Cabinet has announced that the gambling sector is to be reformed with more modern regulations, including a restructuring of the gaming casino regime. In mid-2017, regulations in the gambling market are expected to be relaxed and Holland Casino is likely to be privatised. It is proposed that Holland Casino will sell 4 of its 14 casinos, with the remaining 10 and the head office being sold as a group under the Holland Casino name. In addition, two new permits will be issued. This vision as regards policy is currently awaiting approval from the Dutch Lower House and will then be submitted to the Dutch Upper House for its approval. The outcome and the timetable of this process will depend on political decisions.

A letter from State Secretary Teeven relating to the restructuring of the gaming casino regime, and the corresponding vision document, can be found at www.rijksoverheid.nl.

<http://www.rijksoverheid.nl/documenten-en-publicaties/rapporten/2014/07/11/beleidsvisie-herinrichting-speelcasinoregime.html>

In consideration of the expected split-off and privatisation exercise outlined above, the Agreement reached must be sufficiently scalable to meet requirements in the expected new situation. In addition, the rights and obligations resulting from this Agreement must be transferable if required.

For more information about Holland Casino, please visit www.hollandcasino.nl.

1.3 Reason for and aim of this tender procedure

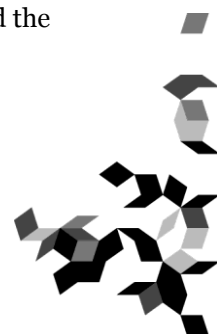
For this tender procedure, Holland Casino has opted to apply the principles of Best Value Procurement (BVP). By applying this process, Holland Casino primarily aims to clearly see the value added by each Tenderer, producing a different perspective on the working relationship. BVP is designed to maximise risk reduction and ensure that all opportunities that arise during the tender procedure and the performance of the contract are exploited wherever possible. By using this procurement methodology, Holland Casino aims to utilise the market potential and opportunities that this brings to best effect.

1.4 Description of the contract

In initiating this tender process, Holland Casino aims to enter into an Agreement with one Contractor. The contracts will be concluded under consideration of the provisions of this Call for Tenders, including its annexes, any Summaries of Additional Information and Changes, and the final awarded Tender.

For a description of the contract, please see Annex A Vision and Objectives.

The contract comprises two phases:



1. A pilot phase with a minimum duration of four months, during which the operational function of the system and the added value of the system for Holland Casino will be demonstrated.
2. The operational phase (which will only be commenced following the successful completion of the pilot phase), during which the system (or parts of it) will be rolled out across Holland Casino locations and maintained by the Contractor. Part of this phase is the provision of maintenance services for the system for a period of five (5) years, after which the contract may be extended annually for the duration of the economic service life of the delivered system. The contract may be cancelled in the interim by Holland Casino.

1.5 Scope of the contract

Holland Casino applies a ceiling price to this tender procedure. The ceiling price is the maximum price that Holland Casino wishes to invest. Tenders that are submitted with a price above the ceiling price will be disregarded.

For the entire service as described in Annex A Vision and Objectives, Holland Casino has a total budget of €3,200,000 for the first five (5) years of the contract. For more information, please refer to the above-mentioned Annex. A forecast was drawn up to determine the ceiling price.

The tender price must be transparently structured using price elements, the starting points of which are summarised in Annex 3 Price Form and Financial Substantiation of Opportunities File.

The tender price is based on the performance substantiation of the Tenderer and on all information relating to the scope of this contract as described in the Tender Documents. The tender sum is inclusive of control measures for the risks that the Tenderer identifies and for indexing, and is exclusive of VAT.

1.6 Lot division

After careful consideration, Holland Casino has decided not to split the contract into multiple lots. The contract will be tendered as a single unit. The following aspects were crucial factors in this decision:

- The complexity of the contract.
- The contract is made up of logical, inextricably connected elements; it is not sensible to introduce strict divisions between these elements, due to the risk of doubling up work or activities being missed.
- The ability to have a single contact organising the performance of these activities.
- A key feature of BVP is that the market must be given the greatest possible degree of freedom to offer a solution based on its own expertise. The manner in which the contract is performed is to be determined by the participating suppliers.

1.7 Variants

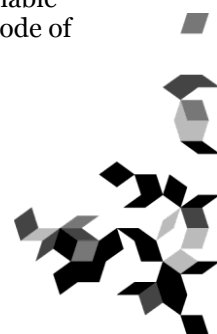
Variants are not permitted; the BVP tender process allows the market to submit tenders based on its own proposals.

1.8 Duration of the Agreement

The Agreement for self-registration and fast-track admission is entered into for a period of five (5) years following successful completion of the specification phase. This is expected to be on 15 July 2016. The Agreement will be legally terminated five (5) years after its commencement. From that point, the Agreement may be extended annually for the duration of the economic service life of the system supplied. If, in the view of Holland Casino, the pilot phase is not completed successfully, the Agreement will be dissolved at that stage.

1.9 Corporate social responsibility in procurement

Corporate social responsibility (CSR) is important to Holland Casino and its role in society. It helps to improve the services we provide and safeguard the continuity of the business. Our sustainable approach to procurement is derived from the Holland Casino core values and the internal Code of Conduct, which sets out rules relating to the acceptance of corporate gifts, invitations and additional jobs. Holland Casino strives to improve our society and protect the environment.



For Holland Casino, CSR is important in the services and products it provides and in the supply chain. Within our own organisation, we work continuously to create awareness of sustainability and improve our conduct in respect of CSR. However, the sustainability impact we have on society is to a large extent also influenced by our supply chain, which is why Holland Casino considers its suppliers as partners in achieving joint success in socially responsible governance. We aim to continuously raise the bar in sustainable procurement and encourage our suppliers and their employees to conduct business responsibly. Working together with our partners, Holland Casino strives to create a sustainable supply chain. Holland Casino expects its suppliers to apply CSR rules to their relationships with their own suppliers as well. Each year, Holland Casino will discuss and/or conduct a written evaluation of its sustainable procurement policy with suppliers. Holland Casino aims to continually improve its CSR policy. This may mean that the number of focus areas and their scope, as well as their specific implications, may be revised before concluding new contracts.

Sustainable procurement focuses primarily on the following areas:

1. Working conditions

Holland Casino respects all applicable employment laws and acts in the spirit of the conventions of the International Labour Organization (ILO). Holland Casino does not use and explicitly condemns discrimination, child labour and forced labour.

2. Safety and privacy

Privacy is very important to Holland Casino. We always implement measures to protect the personal data of our guests and employees. This is also an important consideration in concluding and managing contracts with suppliers.

3. Human rights

Holland Casino respects human rights and acts in the spirit of the United Nations declaration, and specifically in accordance with the Ruggie framework (relating to the role of companies in human rights) and encourages its suppliers to do the same.

4. Environment and animal welfare

Holland Casino recognises the importance of protecting flora and fauna. In all its operations, Holland Casino strives to minimise its impact on the environment and to improve animal welfare.

5. Ethical conduct

Holland Casino rejects all unethical behaviour, such as blackmail and bribery. We implement measures to combat corruption and money laundering.

6. Compliance; governance

Holland Casino will ensure that all of its CSR work is conducted in a transparent manner. It is important to continually improve our policy in open dialogue with our stakeholders, including our suppliers. Holland Casino acts in accordance with applicable laws and regulations at all times.



2 TENDER PROCEDURE

2.1 Introduction

This tender procedure is being conducted under consideration of and in accordance with the Dutch Public Procurement Act 2012 (Aw 2012) and EU Procurement Directive 2004/18/EC.

This tender procedure is public.

Holland Casino will award the contract based on the **most economically advantageous Tender**.

2.2 Announcement

The announcement was published on TenderNed on 15 March and was automatically sent to Tenders Electronic Daily (TED) for publication. This tender procedure relates to a government contract for services as defined in article 1.1 Aw 2012.

2.3 Contact details

The persons named below are your contacts for this tender procedure.

	First contact	Deputy contact
Name of contact	John Jonkhout	Chantal Matthee
E-mail address	www.tenderned.nl	www.tenderned.nl

From the Tenderer

Holland Casino will direct all correspondence with the Tenderer to a contact appointed by the Tenderer. This contact must be fully authorised to make decisions and competent to act on behalf of the Tenderer during the course of this tender procedure.

2.4 Communication

All communication relating to this tender procedure takes place via the contacts listed in section 2.3. If a Candidate has any questions, these questions can be submitted via the channel indicated in section 2.7.

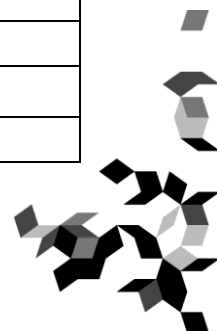
In order to ensure that all participants in this tender procedure are treated equally, it is not permitted to obtain any additional information on this tender procedure via other employees of Holland Casino, or to provide information to such persons. Tenderers who do not comply with this rule may be excluded from the tender procedure.

The Tenderer is not permitted to draw on any information that may have been provided from other employees or representatives of Holland Casino in its Tender. This also applies to any information provided in any way other than set out above.

2.5 Schedule

The schedule below is intended as an indication only. Holland Casino reserves the right to unilaterally amend the schedule or to interrupt or suspend the tender procedure. Any such amendments will be communicated via the publication of a Summary of Additional Information and Changes on TenderNed.

Phase	Date
Publication of Tender	15 March 2016
Information meeting	22 March 2016, 1 pm - 5 pm
Deadline for submission of first round of questions	31 March 2016, 1 pm
Sending of answers to questions (first Summary of Additional Information and Changes)	8 April 2016
Deadline for submission of second round of questions	15 April 2016, 1 pm



Sending of answers to questions (second Summary of Additional Information and Changes)	22 April 2016
Closing date for submission of Tenders	9 May 2016 1 pm
Assessment of Tenders	9 May 2016 - 18 May 2016
Interviews, day 1	19 May 2016
Interviews, day 2	20 May 2016
Sending of award decision	27 May 2016
Initial meeting with intended Contractor	30 May 2016
Kick-off of specification phase	6 June 2016
End of appeal period	17 June 2016
Pre-award meeting	11 July 2016
Award meeting	15 July 2016
Final award	15 July 2016
Expected date of commencement of Agreement	15 July 2016
Start of pilot phase	18 July 2016
End of pilot phase	1 December 2016
Start of rollout in other Holland Casino locations	1 December 2016

2.6 Information meeting

Holland Casino intends to organise an information meeting. This information meeting will take place on **22 March 2016 from 1 pm to 5 pm**.

This meeting will be a one-off opportunity for all Candidates to simultaneously receive additional information on the object of this tender procedure. In addition, an explanation of the BVP procurement method will be provided. The meeting will also serve as an opportunity for the market to ask questions about BVP, so that any differences in opinion can be clarified and foundations can be set for a possible future partnership.

Up to three representatives for each Candidate may attend this meeting. If a Candidate wishes to participate in this meeting, the Candidate in question must register before **18 March** by sending an e-mail to the contact indicated in section 2.3. The e-mail must state the full names of the persons attending the information meeting on behalf of the Candidate.

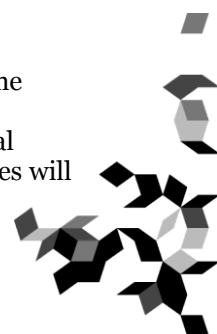
Participation is not mandatory. If take-up is low (or if no or few questions are submitted in advance), Holland Casino may decide to cancel the information meeting. The Candidates will be informed as soon as possible if this is the case.

2.7 Opportunity to ask questions about the tender procedure

Any questions in relation to the content and procedural aspects of the Tender must be submitted before the deadlines stated in section 2.5, Schedule. Substantiated questions or text suggestions based on the contract conditions must also be submitted by these dates. Text suggestions serve only to improve the specified conditions and must not change the essential meaning of these conditions in any way. Holland Casino will state in the responses to the questions whether the text suggestions shall be accepted and incorporated into the Agreement. Holland Casino reserves the right to reject these text suggestions.

Questions must be submitted using the question and answer function in TenderNed. Holland Casino is not obliged to answer questions submitted via any channel other than TenderNed.

All questions submitted before the deadline to the e-mail address indicated in section 2.3, the answers to these questions and any identified issues relating to incomplete or contradictory information will be communicated to all Candidates in a Summary/Summaries of Additional Information and Changes. The Summary/Summaries of Additional Information and Changes will



be published on TenderNed on the dates indicated in section 2.5, Schedule (or at a later date if the schedule is amended, as described in section 2.5). Candidates must download the Summaries of Additional Information and Changes themselves from this website.

Candidates are requested, wherever possible, to refrain from using organisation names, product names and other names linked to their own organisations when formulating the questions. Holland Casino will publish the questions submitted without indicating who submitted the question and reserves the right to amend questions if necessary to exclude any identifying information. Holland Casino cannot guarantee anonymity, for example if the identity of the person asking the question can be derived from the content of a crucial technical question. Holland Casino may ask you to paraphrase or summarise your question if it contains racist or otherwise inappropriate language or unnecessary repetition.

The Candidate may request that specific information from the question or the response is omitted from the Summary of Additional Information and Changes if the publication of such information may damage the economic interests of the Candidate. The Candidate must provide a well-substantiated explanation of why their economic interests could be damaged. In such cases, Holland Casino may:

1. Not publish or not answer the question, or
 2. Publish the question and/or the answer, if the Candidate grants permission for this information to be included in the Summary of Additional Information and Changes on the request of Holland Casino, or
 3. Provide an answer exclusively to the Candidate in question. Holland Casino will only apply this option if:
 - a. The response cannot affect the fairness of the competition, and
 - b. The response does not relate to prices, and
 - c. The response does not lead to a change in the object of the tender procedure.
- If this option is applied, it will be recorded in the report relating to the contract award.

2.8 Closing date for submission of Tenders

The Tender must be submitted in TenderNed by Monday 9 May 2016 at 1 pm at the latest. It is recommended that Tenders only be submitted after any questions have been answered and/or amendments have been announced via the Summary/Summaries of Additional Information and Changes. The Summary/Summaries of Additional Information and Changes form an integral part of this tender procedure.

NB – The date and time indicated are the final deadlines. **Tenders received after this point will not be considered.** The Tenderer holds full responsibility for ensuring that the Tender is submitted on time.

2.9 Opening the Tenders

The Tenders will be opened as soon as possible after the closing date. The completed Annex 3 Price Forms, which states the Tender price and a financial substantiation of the Opportunities File, will be opened by Procurement *only* in order to confirm that the Tenderer's submitted price does not exceed the ceiling price set by Holland Casino. The information in these price sheets will not be revealed to the evaluation team and will only be announced after the interviews have been conducted and evaluated (see Schedule in section 2.5).

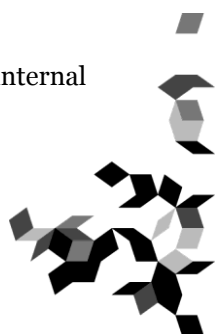
The opening of the Tenders will be documented in a report, which will state which Tenders were received and from whom. Any other factual information discovered during the opening of the Tenders or in relation to the opening procedure will also be recorded in the report. Tenderers are not permitted to be present when Tenders are opened.

2.10 Assessment of the Tenders

For information on assessment, please see chapter 5 of this Call for Tenders.

2.11 Assessment result

Based on the assessment results, the assessment team will issue its recommendation to the internal client on the intended contract award.



2.12 Award procedure

Announcement of award decision

The award decision is expected to be announced by Holland Casino to all Tenderers by e-mail on 27 May 2016. Once the award decision has been communicated, the specification phase commences with the intended Contractor.

Concurrent to the award decision being communicated to the successful Tenderer, the rejected Tenderers will also be informed of the decision. They will receive a message explaining why their Tender was rejected, stating the name of the successful Tenderer.

Standby

Tenderers who are not awarded the contract will be asked to remain on standby in case the specification phase with the highest-ranked Tenderer is not successful. Only Tenderers who are not excluded based on the Grounds for Exclusion, and who meet the form requirement(s), Suitability Requirements and the required minimum score for the Quality Documents will be asked to remain on standby.

Appeal

Any interested party who does not agree with the award decision can initiate legal proceedings to appeal against the decision. All Tenderers have a period of 20 calendar days following the date of the above-mentioned announcement by Holland Casino to apply for an interim order summoning the defendant to appear before the court in The Hague. This period of 20 calendar days is a fixed deadline.

If, within 20 calendar days of the announcement of the award decision, no interim order has been filed with the court in The Hague, Tenderers lose their right to file an appeal against the award decision and forego all their rights in this matter.

If an interim order is filed with the court in The Hague during this period, the parties will await the verdict. This verdict will form the basis for subsequent decisions made on the awarding of the Tender by Holland Casino.

To ensure that the complaint can be dealt with quickly and effectively, all interested parties are requested to inform Holland Casino in good time of their intention to initiate legal proceedings by communicating this as early on in the process as possible and/or by submitting a copy of the relevant summons.

2.13 Specification phase

The specification phase starts when the award decision is communicated. When the Best Value methodology is applied, this is the most important phase in the tender procedure. This phase lasts around 4 to 6 weeks. The aim of the specification phase is for both parties to clarify and verify the offer made by the intended Contractor and to plan the execution of the contract in detail to prevent any unexpected difficulties at a later stage, as well as to ensure that expectations are clearly defined for both sides.

No adjustments may be made to the Tender, including the Tender amount and the schedule, during the specification phase. Should it become evident that the Tender submitted by the intended Contractor does not meet the objectives set by Holland Casino, the Tender may be declared invalid and may be disregarded. If the Tender is declared invalid, the Tenderers will receive a new award decision, and the specification phase will be recommenced following the same procedure with the Tenderer who has the next highest score for the most economically advantageous Tender. The specification phase will be repeated until the tendering authority has awarded the contract or has disregarded all Tenders as invalid or has terminated the tender procedure for other reasons. In such cases, the tendering authority will seek advice on the issuance of a new tender.

Weekly risk report

From the start of the specification phase, the intended Contractor will submit weekly risk reports. Holland Casino will provide a template for these reports.



Verification

The intended Contractor will submit the following documents within five working days of the ranking decision being communicated:

- A report substantiating all performance information as described in the quality files and explained in the interviews. Holland Casino reserves the right to request additional information based on this report.
- The documentary evidence as requested in chapter 3 of the Call for Tenders.
- During the specification phase, all claims made by the intended Contractor must be clarified and substantiated with concrete, verifiable information if requested by Holland Casino.

If the Tenderer is unable to provide adequate evidence or if it becomes clear that the Tenderer has provided inaccurate information, this may result in the Tenderer being excluded from the tender procedure. In such cases, the tender procedure will continue with the Tenderer occupying the next highest position in the rankings.

Proof of Concept

During the specification phase, the intended Contractor will supply a Proof of Concept (PoC). The aim of this PoC is to demonstrate that the solution to be implemented is technically suitable and capable of fulfilling the objectives of Holland Casino.

Concerns

During the specification phase, Holland Casino will highlight any concerns. These are points that, in the view of Holland Casino, require further clarification from the intended Contractor before the Agreement can be signed.

Shared Risk File

At the start of the specification phase, the risks listed by other Tenderers in their submissions will be reviewed. Only the risks themselves will be shared; information on the corresponding control measures will remain confidential. The intended Contractor must also implement adequate control measures to combat these risks.

Exploiting opportunities

Holland Casino will announce as soon as possible, and at the latest three working days in advance of the pre-award meeting, which of the opportunities listed in the Opportunities File are to be exploited after the awarding of the contract and which are to be included as options in the Agreement. The tendering authority will assess each opportunity and reach a decision on whether or not to exploit them. Holland Casino will consider both qualitative and financial aspects in reaching its decision.

Specification phase schedule

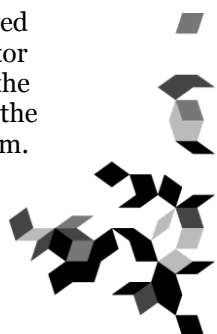
The intended Contractor must submit a day-by-day schedule for the specification phase within two working days of the proposed award decision being communicated. This schedule must include the following information:

Kick-off meeting

The tendering authority will determine a date and a location for the kick-off meeting. During this meeting, the intended Contractor will present to the tendering authority its planned approach to the implementation phase, the Tender, the other identified risks, the opportunities offered and the schedule for the specification phase. The tendering authority will provide to the intended Contractor all details of the risks that it has identified and of the risks indicated in the other Tenders (without the corresponding control measures) within one working day of the kick-off meeting.

Consultations with tendering authority staff and stakeholders

During the specification phase, the intended Contractor must consult with all involved stakeholders on the scheduling of the implementation phase. The intended Contractor must organise any meetings required to exchange information and will ensure that the discussions held are recorded in minutes. The number of meetings and the scope of the meetings (duration, number of participants) must be limited to an absolute minimum.



Clarification of opportunities

The intended Contractor must clarify the opportunities offered, including how it proposes to measure the extent to which these opportunities contribute to the achievement of the project objectives.

Review meeting

Together with the tendering authority, the intended Contractor must organise a review meeting in which the intended Contractor will present the documents to be verified and answer any questions from the tendering authority as necessary. This review meeting will be organised before the final versions of the documents are submitted to Holland Casino.

Go/no-go decision

After the summary meeting, Holland Casino will issue a go/no-go decision. In this decision, Holland Casino will confirm whether the documents meet the set requirements and whether the Tender may be included. This step represents Holland Casino's decision as to whether or not the award meeting can be proceeded with and the contract can be definitively awarded.

Award meeting

If the tendering authority decides that the contract can be definitively awarded, the intended Contractor will organise the award meeting. In this meeting, the intended Contractor will present:

- Their strategy and planned approach in relation to the project objectives;
- The respective performances required of the intended Contractor and the Client;
- The way in which performance will be measured;
- The Agreement.

The Agreement will be signed during the award meeting.

2.14 Award and rejection

Once the appeal period has passed and the specification phase has been completed successfully, the award decision becomes final. If the Tenderer provisionally awarded the contract fails to complete the specification phase successfully, it will not be eligible for the final award. In such cases, the award procedure will be restarted with the Tenderer occupying the next highest position in the rankings.

2.15 Conclusion of the Agreement, communication and performance of the contract

The contractual agreements will be reviewed during the specification phase and before the Agreement is signed. More specific agreements will be reached in relation to the contract performance start date and the pilot project; contacts will be verified and other relevant and practical information in relation to communication and the performance of the contract will be discussed.

The intended Contractor is expected to draw up the Agreement during the specification phase, taking into account the following:

- The Call for Tenders, including Annexes and Summary/Summaries of Additional Information and Changes, as well as the Contractor's Tender, form an integral part of the Agreement;
- The General Terms and Conditions of Procurement (Annex C) apply to the Agreement;
- If the contract involves the use of standard software, this software will be purchased subject to the licence conditions of the software vendor;
- If, in the opinion of the Contractor, there are other points to agree that are not already incorporated into the General Terms and Conditions of Procurement, these points will be included in the Agreement drawn up by the Contractor;
- KPIs: During the specification phase, the intended Contractor must formulate KPIs that they will meet during the performance of the Agreement. These KPIs form part of the Agreement. The intended Contractor must indicate which control measure(s) they will implement if certain KPIs are not met during the performance of the service, and how any resultant damage incurred by Holland Casino will be mitigated;



- How the parties will separate if the pilot project is not completed successfully, in the opinion of Holland Casino;
- How a “termination for convenience” will be arranged;
- The Agreement must take adequate account of the consequences of the intended privatisation of Holland Casino and the possible splitting-off of a number of Holland Casino locations.

2.16 Negotiations

Negotiating is not permitted in this tender procedure. The Tenderer has just one opportunity to submit a competitive offer. The prices and terms stipulated in the Tender are therefore binding, unconditional and irrevocable.

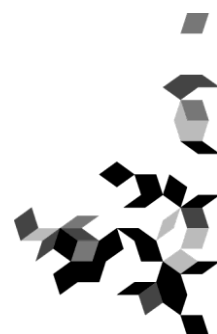
2.17 Complaints relating to the tender process

Holland Casino has set up a complaint reporting centre for stakeholders to report any complaints in relation to the tender procedure. Complaints must be submitted in writing to the complaint reporting centre by sending an e-mail to: klachtenaanbesteden@hollandcasino.nl.

To ensure that the complaint reporting centre remains fully independent and objective, complaints will be processed by a procurement official or legal expert at Holland Casino who is not directly involved in the tender procedure.

The submission of a complaint will not automatically result in the suspension of the tender procedure. Holland Casino reserves the right to decide whether or not to suspend the tender procedure. If the complainant has initiated an interim order in relation to the complaint, the complaint reporting centre will not investigate the complaint until the judge has issued a verdict.

The complaints procedure is described in Annex D Complaints Procedure.



3 RULES FOR SUBMITTING THE TENDER

3.1 Introduction

Tenders shall only be considered if they have been drawn up and submitted in accordance with the rules below. Tenders presented in any other manner or that do not fulfil the conditions below shall in principle not be accepted for assessment. If the Tender is not accepted for assessment, the Tenderer shall be informed of this in writing, stating the reasons and the consequences thereof.

3.2 Format of response

The Tender shall consist of the documents listed below. The formats made available by Holland Casino on TenderNed must be used for the Tender.

Overview of documents to be completed and submitted
Annex 1 Personal Declaration
Annex 2 Mandatory Form
Annex 3 Price Form
Annex 4 Substantiation of Performance
Annex 5 Risk File
Annex 6 Opportunities File
Annex 7 List of Key Officers
Annex 8 Schedule (Tenderer's own format)

3.3 Legal signature; authorisation

The Tender must be duly signed. To this end, the *Declaration of Conformity* in Annex B must be signed with reference to section 4.22 of the Call for Tenders.

Other declarations to be submitted must also be duly signed where requested.

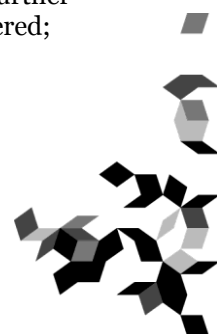
Holland Casino must be able to verify that the individuals who sign the Mandatory Forms are authorised to do so. This means that the person or persons who sign(s) the Tender and declarations to be submitted must be registered in the professional or commercial register of the Tenderer's country of establishment (or in the absence of such registration, another document as referred to in Article 2.98 of the Public Procurement Act 2012) as authorised representatives of the Tenderer. In the event that the professional or trade register makes reference to other documents that are required in order to verify authorisation, these must be enclosed. If the professional or commercial register of the Tenderer's country of establishment (or in the absence of such registration, another document as referred to in Article 2.98 of the Public Procurement Act 2012) does not state who is authorised to represent the company, the Tenderer must submit documentary evidence showing who holds such authorisation.

A signatory who is not registered as an authorised representative in the professional or commercial register must be authorised by an individual who is authorised to represent the company. The Declaration of Authorisation in Chapter 1 of Annex B Mandatory Forms must be used for this purpose. In addition, the legality of the signature on the Declaration of Authorisation must be demonstrated in the same way as described in the section above.

3.4 Form of Tender

The Tender must be complete; this means: the Tenderer must answer all questions in the Mandatory Forms, and all requested items of evidence or other information must be enclosed.

Where evidence or other information is requested, the Tenderer shall enclose the document in question as an annex to the Tender. Holland Casino expressly reserves the right to give no further consideration to incomplete Tenders or Tenders in which not all questions have been answered; consequently, the Tender will no longer be eligible for award.



3.5 Language

All discussions, written correspondence to be drawn up, including the Tender and its annexes, explanations of whatever nature, must be held and/or drawn up either in Dutch or English. This applies both during the tender procedure and after conclusion of the Agreement.

3.6 Rules with regard to the Quality Documents

1. The Substantiation of Performance, the Risk File, the Opportunities File and the Schedule must be submitted in anonymised form. Anonymised means that the document must not state any company names, logos, product names, technical terms, material specifications, names of persons, typical colour schemes etc. by which the Tenderer may be identified.
2. The Substantiation of Performance, the Risk File and the Opportunities File must be supplied on completely blank A4 paper (without a logo), for which the respective templates in Annex 4 Substantiation of Performance, Annex 5 Risk File and Annex 6 Opportunities File must be used.
3. The font Georgia 10 pt. must be used for the Substantiation of Performance, Risk File and Opportunities File, with a minimum line spacing of 10 pt. The Substantiation of Performance must not exceed 2 A4 pages, the Risk File must not exceed 2 A4 pages, and the Opportunities File must not exceed 1 A4 page.
4. The Schedule must fit on 1 page of completely blank A3 paper (without logo). The Tenderer may provide explanatory notes on the back of the Schedule (A3), which must not exceed 1 A3 page. The explanatory notes on the Schedule must be written in Georgia 10 pt. with a minimum line spacing of 10 pt.
5. If more pages are supplied than maximally permitted, these additional pages shall not be accepted for assessment.
6. Holland Casino reserves the right to declare as void any Tenders that do not comply with the rules stated in this chapter and to set them aside. In that case, the Tenderer shall consequently be excluded from further participation in this tender procedure.

3.7 Price

The information to be supplied with regard to price is listed in the following sections.

Tender price

The tender price must be based on the tender scope of the Tenderer that will enable the objectives of Holland Casino as stated in Annex A Vision and Objectives, to be achieved, as well as on all generic and specific information in all of the Tender Documents. The tender price must not exceed the ceiling price set by the Client for the performance of the present Contract.

The submitted tender price must be a realistic price. The tender price put forward by the Tenderer shall also be accompanied by an itemisation of costs, which demonstrates how that price was reached and is appropriate to its proposed solution, along with the rates and unit prices the Tenderer intends to use. The itemisation of costs must relate to the tender price.

Financial substantiation of the Opportunities File

The financial substantiation forms part of the Tender and shows the financial value of each opportunity listed in the Opportunities File. Opportunities are additional options (nice to have) that fall outside the scope of the initial supply and demand. The tender price (see above) is the total price for the supply of the required service as detailed in Annex D.

The most economically advantageous Tender, namely the intended contractor, shall be determined on the basis of the tender sum excluding the opportunities. The total sum of the submitted opportunities is therefore not deducted from the tender sum.

During the implementation stage, Holland Casino shall be entitled to decide to utilise a stated opportunity and to request the Tenderer to include this in an Action Plan to be drawn up by the Tenderer. In addition, Holland Casino reserves the right to decide to utilise a stated opportunity after the Contract is awarded. In the event that Holland Casino decides to utilise an opportunity, the financial value as included in the financial substantiation shall apply in that regard.

The items in the financial substantiation have been supplied with information that establishes the contents of each item and substantiates the price. These can include items such as: technical



requirements, calculations, quotations, etc. Space has been included in Annex 3 Price Form, in which to provide the financial substantiation for the opportunities.



4 CONDITIONS FOR TENDER SUBMISSION

4.1 Tender submission – independently or in collaboration with other companies

Companies may submit a Tender independently, i.e. as an individual company, or together with two or more companies as a Consortium. In addition, an independent company or a Consortium may use one or more subcontractors.

A company may only apply once, whether as part of a Consortium or not.

The conditions set by Holland Casino on Consortia and the use of subcontractors are expounded below.

Consortium (collaborative partnership of businesses)

A Consortium shall be deemed to be a single Tenderer. In the event that a company submits a Tender both independently and as a member of a Consortium, Holland Casino shall only assess the Tender submitted as a member of the Consortium, and the independent Tender shall be set aside and excluded from competing in this Tender.

In the case of a Consortium, the following conditions shall apply:

- All members of the Consortium declare that the Grounds for Exclusion as stated in the Personal Declaration do not apply to them. To this end, all Consortium members must individually duly sign the *Annex C Personal declaration for tender procedures for tendered services*.
- The Consortium members must jointly fulfil the Suitability Requirements (see Chapter 5) that apply, as set out in greater detail in the Mandatory Forms.
- Each member of the Consortium must be registered in the professional or commercial register or the foreign counterpart thereof, in accordance with the legislation applicable in its country of establishment.
- Members of the Consortium declare that they accept joint and several liability for the fulfilment of all obligations arising from the Agreement if the Contract is awarded to the Consortium. To this end, all Consortium members must jointly duly sign the *Declaration of Consortium*.
- One member of the Consortium must be designated as the sole point of contact and responsible authorised representative and secretary for the Consortium.
- The division of tasks and activities among the Consortium members must be stated.

Use of subcontractors

In the event of subcontracting by the Tenderer, the following conditions shall apply:

- The Tenderer declares that it, as the main Contractor, is responsible and liable at all times for the performance of the Agreement and the outcomes resulting from it.
- The Tenderer shall indemnify Holland Casino against any liability that may arise by virtue of law.
- The Tenderer shall act as the sole point of contact and secretary for the purpose of this Tender.
- Every subcontractor must be registered in the professional or commercial register or the foreign counterpart thereof, in accordance with the legislation applicable in their country of establishment.
- If after concluding the Agreement, the Contractor wishes to use subcontractors, the prior permission of Holland Casino shall be required. Holland Casino may also set further conditions in this regard in addition to the aforementioned conditions.

4.2 Reliance on the suitability of third parties, whether or not as a subcontractor

A Tenderer, whether an individual company or a Consortium, that is by itself (partly) unable to fulfil the Suitability Requirements set in Chapter 5, may be able to avail itself of the following:

- the economic or financial standing of third parties and/or;
- technical competence and/or professional competence of third parties.

In the event that qualifications of third parties are used in order to fulfil the Suitability Requirements relating to economic or financial standing or technical competence and/or professional competence, the Tenderer must specify this in section 8 of the Personal Declaration.



Only the Tenderer(s) whose Tender(s) give reason for a provisional award after their assessment shall be requested to provide the following evidence, but no earlier than after the announcement of the provisional award decision:

- The Tenderer must demonstrate that it will actually have the resources of the third party in question at its disposal for the performance of the Agreement. To this end, the *Third Party Declaration* must be duly signed by the third party in question.
- As evidence of the legal signature on the aforementioned declaration, the third party in question must submit an extract from the professional or commercial register, or the foreign counterpart thereof, in accordance with the legislation applicable in its country of establishment.

The aforementioned conditions shall also apply to a Tenderer that avails itself of a subcontractor in order to fulfil the Suitability Requirements relating to economic/financial standing or technical competence and/or professional competence. In that sense, the subcontractor shall be deemed to be a third party.

Holding Declaration

In the event that the Tenderer avails itself of the economic and financial standing of the group of which it forms part or the holding in which it is included, the Tenderer must indicate that in section 8.2 of the Personal Declaration.

Only the Tenderer(s) whose Tender(s) give reason for a provisional award after their assessment shall be requested to provide the following evidence, but no earlier than after the announcement of the provisional award decision:

- The holding must fully, unconditionally and irrevocably guarantee the fulfilment of all obligations arising from the Agreement in what is known as a holding declaration. To this end, the *Group/Holding Liability Declaration* must be duly signed.

4.3 Tenderers from a single group

Multiple companies of a single group may only submit a Tender (whether independently or as part of a Consortium) or act as a subcontractor if they are able to demonstrate at Holland Casino's request that they have drawn up their Tender independently of other Tenderers that form part of that group and that they have observed strict confidentiality in doing so. If one of the Tenderers in question is unable to demonstrate this unequivocally, this will result in the exclusion of all Tenderers belonging to the group in question from further participation in the tender procedure. Two parties shall be deemed to belong to the same group if either of the parties directly or indirectly holds 50% or more of the shares in the other party, or if a third party directly or indirectly holds 50% or more of the shares in either of the two parties submitting the Tender, or if the Board of either party also has dominant control over the other party, or if other legal persons or entities have control over both Tenderers.

4.4 Reservations

The Requirements and criteria set in this Tender are based on the current and future position of Holland Casino as it is known at the present time. The schedule, quantities or specifications stated in the Tender Documents may therefore be subject to change, which the Tenderer expressly acknowledges by submitting its Tender. The stated details shall serve only as an indication of the Contract to be undertaken and to enable an effective comparison between the different Tenderers.

Holland Casino reserves the right at all times to suspend the tender procedure in whole or in part, or to suspend it and/or decide not to award the Contract. In such a case, the Candidate or the Tenderer shall not be entitled to any compensation for any costs of whatever nature whatsoever. The Tender and award shall expressly be made subject to having available sufficient financial resources and (formal) positive decision-making.

4.5 Ownership of Tender Documents

Holland Casino shall remain the owner of intellectual property supplied by Holland Casino in the form of information, including the Tender Documents. Unless stated otherwise in the Copyright



Act, no part of this Call for Tenders may be reproduced without written permission, other than for the purpose of this Call for Tenders.

4.6 Format Requirements

The Tenderer shall submit its Tender in accordance with the provisions of the Public Procurement Act 2012 and in observance of the stipulations and details as described in the notice of tender, the Tender Documents and any Summary/Summaries of Additional Information and Changes that were supplied.

Holland Casino reserves the right not to give further consideration to submitted Tenders that do not comply with the aforementioned, or Tenders that are incomplete, unclear or inaccurate, as a result of which the Tender in question will not be eligible for award.

4.7 Fees and reimbursement of costs

The Candidate or the Tenderer shall not be charged any fees for the supply of the Tender Documents.

Neither Candidates nor Tenderers shall be entitled to any reimbursement of costs of any nature whatsoever within the scope of this Tender.

4.8 Malfunctions

Holland Casino cannot be held liable for any malfunctions of TenderNed. It is recommended that Tenderers download the Tender Documents and save them to their own work environment.

4.9 Agreement

Once the Contract has been definitively awarded, an Agreement shall be created between the Tenderer and Holland Casino, based on the Holland Casino Terms and Conditions of Procurement and all other conditions included in this Call for Tenders.

By submitting a Tender for this tendering process, the Tenderer declares that it unconditionally agrees to the Terms and Conditions, including any textual amendments announced by means of the Summary/Summaries of Additional Information and Changes. As stated in section 2.7 of this Call for Tenders, Candidates shall be offered the opportunity in the information stage to submit questions and/or text-related suggestions further to the Terms and Conditions. Holland Casino shall state in the responses to the questions whether the text-related suggestions will be accepted and can be incorporated into the Agreement. Remarks in the Tender relating to contractual terms and conditions shall not be taken into consideration. If the Tenderer does not agree to the content of the Agreement, the Tender shall not be considered (further) and for that reason no award may be given to the Tenderer in question.

4.10 Statement of prices, rates and costs

Prices, rates and costs must be given in euros, excluding VAT. These must be true, realistic and in line with market conditions. Please also refer to section 4.11 in this regard. Negative prices, rates and costs and/or prices, rates and costs of €0 are not permitted.

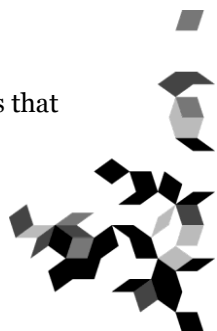
4.11 Manipulative Tenders

The Tenderer is not permitted to submit manipulative Tenders, which in this context is understood to mean when improper means are used to avoid competition from competing Tenderers, or when the announced criterion for assessing the most economically advantageous Tender is misused. The Tenderer must not submit any bid that is not in accordance with market conditions or is not acceptable according to objective economic criteria, or is otherwise of a manipulative nature. A Tenderer that breaches this provision shall be excluded from further participation in this tender procedure.

The awarding system used by Holland Casino is based on, among other aspects, the assumption that the Tenderers make truthful statements of facts and offer realistic prices. By ignoring this assumption, it would be possible to manipulate the assessment system. In this case, the awarding system would designate a winner that is most clearly not the best party.

4.12 Irrevocability

The Tenders must be irrevocable, unconditional and not be subject to confirmation. Tenders that have been made dependent in whole or in part on the fulfilment or achievement of certain conditions with regard to their validity shall not be eligible for assessment or award.



4.13 Term of validity

The Tenderer must stand by its Tender for up to 120 days after the closing date for the submission of Tenders.

In view of the possibility of legal action being taken against the provisional award decision, the Tenderer must also in any case stand by the Tender for up to 30 calendar days after the court in preliminary relief proceedings has handed down a ruling, whether or not on appeal. In such a situation, the term of validity may therefore exceed 120 days.

In view of the possibility that the successful Tenderer may not manage to complete the implementation stage, the other Tenderers must in any case stand by their Tender for up to 30 calendar days after the scheduled completion of the implementation stage. With regard to the schedule of this stage, please refer to the schedule in section 2.5 of this Call for Tenders.

4.14 Obligation of confidentiality

Confidentiality to be observed by the Tenderers – By participating in this Tender, the Tenderer undertakes to keep confidential all information that it receives from Holland Casino, in so far as it is not publicly available, and to not supply this to third parties. A Tenderer may, however, disclose such information to its employees and/or contractors and/or subcontractors in so far as the involvement of that employee or contractor is reasonably necessary for the purpose of submitting the Tender. The Tenderer shall impose strict confidentiality upon such employees and/or contractors. The Tenderer shall be responsible and liable in respect of Holland Casino for compliance with the obligation of confidentiality. The obligations of confidentiality shall not apply if and in so far as the opposite arises expressly from the Tender Documents or other notices from Holland Casino.

Confidentiality to be observed by Holland Casino – Holland Casino shall not disclose any confidential information supplied by the Tenderer to other Tenderers or third parties of its own accord without the permission of the first-named Tenderer, unless (i) it concerns information that Holland Casino is obliged to share with other parties (such as (semi-) public organisations and consultants) in connection with the progression of the Tender, (ii) the Tender Documents expressly stipulate that the information in question will be shared with other parties and/or (iii) Holland Casino considers itself obliged to share information with other parties on the grounds of applicable legislation or regulations or a court ruling.

4.15 Publicity

Publicity in relation to this Tender shall only be permitted with written permission from Holland Casino.

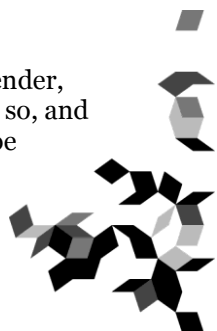
4.16 Integrity

With a view to ensuring the integrity of the tendering procedure, the assessment of the Tenders and the signing of the Agreement, the following guidelines shall be applied in order to reduce the risk of a conflict of interests on the part of Holland Casino:

- Prior to the conclusion of the Contract, the Tenderer shall be requested to disclose whether any persons employed by Holland Casino are employed by the Tenderer by way of an ancillary position, whether paid or unpaid.
- If this could bring about an undesirable conflict of commercial interests, this may result in the exclusion of the Tenderer from the tendering procedure. In this case, the decision shall be notified to the Tenderer with reasons.
- If it emerges that a person who is employed by Holland Casino is performing an ancillary role for the Tenderer, whether paid or unpaid, or was performing such a role at the time of the negotiations relating to the Agreement, without Holland Casino having been notified of this prior to conclusion of the Agreement, Holland Casino shall be entitled to exclude the Tenderer or to dissolve the Agreement with immediate effect without notice of default.

4.17 Contact and influence of Holland Casino

It is not permitted to attempt to contact individuals at Holland Casino with regard to this Tender, other than the persons stated in section 2.3. In the event that a Tenderer does proceed to do so, and particularly if the impression of influence exists in whatever manner, Holland Casino shall be entitled to exclude the Tenderer in question from participation.



4.18 Exclusion as a result of discontinuation or takeover

If it becomes known during the tendering procedure that a Tenderer or a member of a Consortium that constitutes a single Tenderer, discontinues its operating activities that are relevant for this Tender, or that its company is being taken over, the Tenderer must inform Holland Casino of this immediately. In that case, Holland Casino reserves the right to exclude the Tenderer in question from participation in the procedure.

4.19 Trademarks, patents , etc.

Holland Casino points out that where the Tender Documents state in connection with technical specifications a particular manufacturer, a particular source or special procedure, a reference to a brand, patent or model, a particular origin or particular production, this statement or reference is only intended as an example. In such cases, the statement or reference should be read with the addition of the words “or similar”.

4.20 Inaccuracies in the Tender Documents

The Tender Documents have been compiled with care. If despite this, the documents are incomplete or contain procedural errors and/or contradictions, the Tenderer must inform Holland Casino of this as soon as possible, but by no later than nine (9) days before the closing date for submission of the Tender; this notification must take place in writing in the form of a message to the contact(s) stated in section 2.3. The website www.tenderned.nl must be used for this purpose. Any incompleteness, procedural errors and/or contradictions reported after the aforementioned date that were not reported earlier by the Tenderer to Holland Casino in the prescribed manner shall be at the risk and expense of the Tenderer. The Tenderer has therefore forfeited any rights arising from incompleteness, procedural error and/or contradiction.

4.21 Contradictions, unclear information and incompleteness in the Tender

Holland Casino shall be entitled, but not obliged, to request clarification and/or additional information in the event of incompleteness or unclear information in a Tender. This clarification and/or additional information must not cause any significant change to the Tender. If Holland Casino does deem that to be the case, it shall not include the clarifications and/or additional information in question in its assessment.

The absence of requested information, clarification and/or documents may result in exclusion. The same shall apply to the provision of information and/or details that are partially inaccurate or incomplete.

Holland Casino shall also be entitled to have the information supplied by the Tenderer verified by third parties.

4.22 Agreement to the tendering procedure; signing of the Tender

The submission of a Tender further to this Call for Tenders entails that the Tenderer agrees to the conditions and stipulations of this tendering procedure. The Tenderer shall also be required to give its express agreement by signing the *Declaration of Conformity* in Annex B Mandatory Forms.

The signing of the *Declaration of Conformity* in Annex B Mandatory Forms by an authorised person, will also fulfil the rule in section 3.3 stipulating that the Tender must be duly signed.



5 ASSESSMENT OF TENDERS

5.1 Introduction

Holland Casino has opted to award on the basis of the most economically advantageous Tender (the best price/quality ratio). The assessment shall be made on the basis of both price and quality.

The Tender shall be assessed on the basis of the assessment system described in section 5.2.

5.2 Components assessment

The Tender shall be assessed on the basis of the following components:

- Format Requirements.
- Grounds for Exclusion.
- Suitability Requirements
- Quality documents (Substantiation of Performance, Risk File and Opportunities File).
- Interviews.
- Price.

5.3 Assessment

For the purpose of assessing the Tenders, the Format Requirements, Grounds for Exclusion, Suitability Requirements and Awarding Criteria are successively listed below.

Failure to fulfil the Format Requirement(s), Grounds for Exclusion and/or Suitability Requirements shall result in exclusion. The Awarding Criteria have been elaborated on in Requirements, Desirable Aspects and Price. It is not possible to score any points against Requirements – if one or more requirements is/are not fulfilled, the Tender shall be designated as invalid, as a result of which it will not be eligible for award (knock-out). However, it is possible to score points in relation to the components Desirable Aspects and Price.

All of this has been expounded in the following subsections.

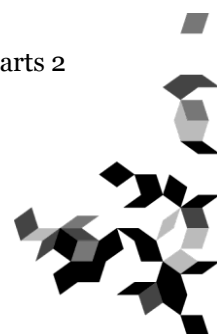
5.3.1 Assessment of the Format Requirements

The Tenders shall be checked against the Format Requirements, including completeness and valid signature of the *Declaration of Conformity*. The Format Requirements must be fulfilled. The failure to fulfil a Format Requirement shall result in exclusion from further participation.

Assessment of Format Requirements				
	Description		Cross-reference	Requirement/ Desirable Aspect
Format Requirements	VE1	Timely submission of Tender Documents	Call for Tenders, chapter 2	Requirement
	VE2	Signature on <i>Declaration of Conformity</i>	Mandatory Forms	Requirement
	VE3	Complete entry of information by the Tenderer in accordance with the Mandatory Forms	Mandatory Forms	Requirement
	VE4	Fulfilment of other rules governing the submission of the Tender	Call for Tenders, chapters 3 and 4	Requirement

5.3.2 Assessment of the Grounds for Exclusion

The Tenders are checked on the basis of the Grounds for Exclusion as stated and ticked in parts 2 and 3 of the Personal Declaration. If one or more of the Grounds for Exclusion apply to the Tenderer, this shall result in exclusion from further participation.



By signing the Personal Declaration, the Tenderer declares that the Grounds for Exclusion do not apply to it. Holland Casino may request documentary evidence, but no earlier than after the announcement of the provisional award decision, and only from those Tenderer(s) whose Tender(s) give reason for a provisional award after their assessment.

Assessment of Grounds for Exclusion				
	Description		Cross-reference	Requirement/ Desirable Aspect
Grounds for Exclusion (Art. 2.86 and 2.87 of the Public Procurement Act 2012)	UG1	Exclusion on the basis of personal situation	Personal Declaration	Requirement

5.3.3 *Assessment of Suitability Requirements*

Suitability Requirements are intended to determine whether the Tenderer is deemed suitable to be able to perform the supply or service requested in the Tender Documents. The suitability of the Tenderer shall be checked in accordance with the rules set in the Public Procurement Act 2012, on the grounds of the criteria of:

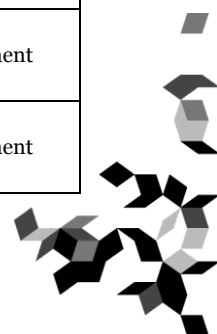
- Economic and financial standing,
- Technical competence and/or professional competence,
- Professional authorisation,

The Suitability Requirements are knock-out criteria, which means that all of these Requirements must be fulfilled. In the event that a Tenderer does not fulfil one or more of the Suitability Requirements, the Tender shall be deemed to be invalid. The Tender shall therefore be excluded from the tendering procedure.

By signing the Personal Declaration, the Tenderer declares that it fulfils the set Suitability Requirements. Holland Casino may request documentary evidence, but no earlier than after the announcement of the provisional award decision, and only from those Tenderer(s) whose Tender(s) give reason for a provisional award after their assessment.

The Suitability Requirements are listed in the table below. For a detailed description of the Suitability Requirements, please refer to Annex B Mandatory Forms. The 'Cross-reference' column states where more detailed information can be found.

Assessment of Suitability Requirements				
	Description		Cross-reference	Requirement/ Desirable Aspect
Economic and financial standing (Art. 2.90, 2.91, 2.92 of the Public Procurement Act 2012)	GE1	Ratios (cash flow)	Annex B	Requirement
	GE2	Liability insurance against business risks	Annex B	Requirement
	GE3	Liability insurance against occupational hazards	Annex B	Requirement
	GE4	Reliance on the economic or financial standing of third parties	Annex B	Requirement
	GE5	Group/Holding Liability Declaration	Annex B	Requirement
Technical competence and/or	GE6	References	Annex B	Requirement



professional competence (Art. 2.93, 2.94 and 2.95 of the Public Procurement Act 2012)	GE7	Use of the technical competence and/or professional competence of third parties	Annex B	Requirement
Quality standards (Art. 2.96 of the Public Procurement Act 2012)	GE8	Quality Management System	Annex B	Requirement
Professional authorisation (Art. 2.98 of the Public Procurement Act 2012)	GE9	Certificate of registration in a professional or trade register	Annex B	Requirement

5.3.4 Assessment of the Quality Documents

The assessment of the Quality Documents and the interviews with Key Officers will be carried out in two stages. The first phase requires the Tenderers to submit a number of Quality Documents, in which they outline their vision with regard to the implementation of the Contract and provide a substantiation for their vision. The Quality Documents submitted by the Tenderers (namely the Substantiation of Performance, the Risk File and the Opportunities File), which will have been **anonymised**, will be assessed by the assessment team.

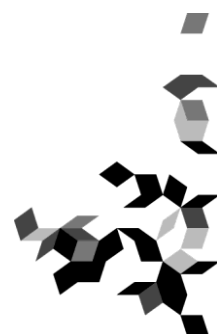
Quality Document no. 1: Substantiation of Performance

In Annex 4 Substantiation of Performance, the Tenderer will use statements to confirm its ability to carry out the project in a proper manner. For each statement, evidence must be provided in the form of compelling performance information. Performance information refers to information provided by the Tenderer in order to demonstrate its ability to achieve the project objectives. Compelling is understood to mean that the information is non-refutable, accurate, verifiable, measurable, indicative of a high level of performance and tailored to the project at hand.

The Tenderer will use the Substantiation of Performance to demonstrate, by means of 'statements', that it is capable of achieving the objectives in an adequate manner. The Tenderer must support its statements by means of verifiable information about practical implementations, illustrated by anonymous examples as appropriate. The statements must also be described in accordance with the SMART principle, in other words they must be Specific, Measurable, Agreed, Realistic and Timely.

The assessment team will base its assessment of the Substantiation of Performance on the table below.

Subcriterion	Key points for assessment	Interest to Holland Casino
Substantiation of Performance	- Complies with the project objectives and preconditions - Vision and approach with regard to the implementation - Formulated in accordance with SMART - Demonstrates commitment and ambition - The relevant KPIs have been identified and a substantiation has been provided in the form of verifiable performance information.	- The Tenderer has demonstrated that it understands the Contract and the objectives. - The Tenderer makes a plausible case that it is able to achieve the objectives.



Schedule

The Tenderer is also expected to submit a general Schedule (Annex 8), with explanations provided as necessary on the reverse side. The Schedule must at the very least indicate the phases, the key activities and the critical path. The Tenderer must specify milestones in its Schedule. In the Schedule, the Tenderer must cover the entire period from the start of the specification phase up to and including the delivery.

The Schedule will not form part of the Award Criteria. During the interviews, the Awarding Authority shall be entitled to ask questions with regard to the Schedule.

Quality Document no. 2: Risk File

This Award Criterion requires the Tenderer to provide the following information as part of Annex 5 Risk File:

- The risks which it has identified and that originate with the Client;
- How it prioritises these risks;
- What control measures it proposes to put in place;
- The reasons why the Tenderer is of the opinion that these measures will be effective (on the basis of verifiable performance information).

The Tenderer must identify the main risks in connection with the Contract to be awarded.

The Risk File must address risks that are not within the control of the Tenderer ('Client Risk File'). These are 'external' risks that pose a potential threat to the Contractor's objectives in the context of the Contract.

In the Risk File, the Tenderer must prioritise the risks identified according to its own insights, describe the accompanying control measures and provide evidence of the effectiveness of the measures in the form of verifiable and documented performance information, in order to ensure that the objectives with regard to the Contract can be achieved irrespectively.

The formulations must adhere to the SMART principle, in other words they are Specific, Measurable, Agreed, Realistic and Timely.

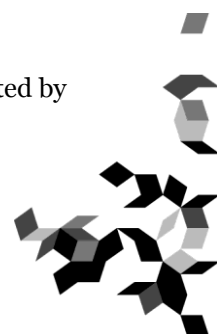
The assessment team will base its assessment of the Risk File on the table below.

Subcriterion	Key points for assessment	Interest to Holland Casino
Risk File	• Key risks have been identified and prioritised • Effective control measures proposed • The effectiveness of the control measures has been substantiated using verifiable performance information • The Tenderer has proved in its Risk File that it is able to minimise the (impact of) risks in connection with the project • Formulated in accordance with SMART • Demonstrates commitment and ambition	• The Tenderer has demonstrated that it understands the Contract and the objectives. • The Tenderer makes a plausible case that it is able to achieve the objectives. • The measures proposed ensure that the risk to the Client is minimised

Quality Document no. 3: Opportunities File

This Award Criterion requires the Tenderer to provide the following information as part of Annex 6 Opportunities File:

- The opportunities that it has identified;
- The actions it is proposing in order to capitalise on these opportunities;
- The manner in which these actions enhance the realisation of the objective (supported by verifiable performance information);



- The impact these actions will have on the project schedule and the remuneration (exclusive of VAT) the Tenderer wishes to receive in the event that the Awarding Authority wishes to have these actions carried out.

The Tenderer must use the Opportunities File to identify opportunities in connection with the Contract (these will take the form of options to add value over and above the scope of the Tender). The Tenderer must briefly describe the manner in which the opportunity adds value to the Contract over and above the scope of the Tender and must support this by means of verifiable, documented performance information. The Tenderer must also prioritise the opportunities identified based on its own insights. The formulations must adhere to the SMART principle, in other words they are Specific, Measurable, Agreed, Realistic and Timely.

The assessment team will base its assessment of the Opportunities File on the table below.

Subcriterion	Key points for assessment	Interest to Holland Casino
Opportunities File	• Relevant opportunities have been identified • The effectiveness of the opportunities has been demonstrated by means of verifiable performance information • The actions required to capitalise on opportunities are effective • Formulated in accordance with SMART • Demonstrates commitment and ambition	• Maximises opportunities to add value to the project objectives • The Tenderer has demonstrated that it understands the Contract and the objectives. • The Tenderer makes a plausible case that it is able to achieve the objectives.

Interviews with Key Officers

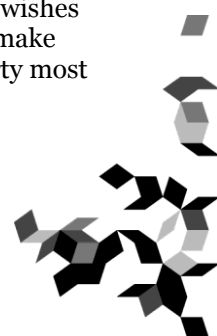
Interviews will be used to assess the Key Officers' understanding of the Contract and the objectives as a whole and their ability to manage them properly. The questions will be tailored specifically to this, also taking into account the Substantiation of Performance, the Risk File and the Opportunities File that were submitted. In addition, the Schedule will be discussed. Holland Casino will assume that the Key Officers nominated will be crucial to the successful completion of the project.

The Tenderer must nominate Officers for the two following positions:

- Project manager
- Subject matter expert

An interview lasting no more than 60 minutes will be held with each Key Officer individually. The interviews will take place on the dates stated in section 2.5 Planning. The location and the definitive date and time of the interviews will be set by Holland Casino. The Tenderers that are invited to interview will be notified separately in this regard. The condition is that the persons designated as Key Officers by the Tenderer must effectively and actively be involved in the implementation of the Service. In the event that one of the Key Officers is replaced during or prior to the performance of the Contract, Holland Casino will be able to insist on a replacement who holds at least the same qualifications. In addition, permission to deploy the replacement Key Officer must be obtained from Holland Casino before the person concerned can actually be deployed on the Contract.

All interviewees will be asked a practically identical set of questions, the aim of which is to establish the person's grasp of the project, the risks (and control measures) and the associated responsibilities, and his or her ability to assess and manage these properly. Holland Casino wishes to emphasise that this is not a presentation and that the purpose of the interviews is not to make comments in a general sense on the quality of the interviewee. The aim is to identify the party most suited to the project among the parties involved.



An audio recording will be made of the full interview and the statements made during the interviews will constitute an integral part of the Tender. The Tender (including the interviews) will form part of the Agreement after the Contract has been definitively awarded.

The information requested with regard to the Key Officers (to be provided in Annex 7 Key Officers) serves as input for the interviews to be conducted with the relevant officers. The information will not, however, form part of the award decision. The interviews *will* form part of the award decision.

Please note:

During the interviews, the Key Officers will only be permitted to provide further explanations (clarification) with regard to the content of the qualitative section of the Tender. During the interviews, it will not be permitted to deviate from the Tender in the sense that no material change or substantial addition to the Tender may be introduced.

In the second phase, Holland Casino will use the interviews conducted with the Key Officers nominated by the Tenderer in Annex D2, section 1.1, in order to assess the Key Officers' understanding of the Service as a whole and their ability to manage and implement the Service adequately. Holland Casino will assume that the Key Officers nominated will be crucial to the successful completion of the Contract.

The questions will be tailored specifically to this, also taking into account the Substantiation of Performance, the Risk File, the Opportunities File and the Schedule that were submitted.

The interviews will be carried using a predetermined, fixed list of questions. The assessment team will base its assessment of the interviews with the Key Officers on the table below.

Subcriterion	Key points for assessment	Interest to Holland Casino
Interviews 1 and 2	• Further explanation with regard to the Tender • Evidence in the form of verifiable performance information • Formulated in accordance with SMART • Demonstrates commitment and ambition • The answers provided demonstrate a good knowledge of and a consistent approach to the Contract and the Tender. • The answers provided demonstrate a good ability at all times to implement/manage the Contract.	• The Key Officers possess good insight into the Contract and the objectives. • The Key Officers have a good grasp of the Tender submitted. • The Key Officers have committed themselves to the Contract, the objectives and the Tender submitted, and demonstrate the determination and ambition to implement the Contract successfully. • The Tenderer makes a plausible case that it is able to achieve the objectives.

Scoring method for assessing the Quality Documents and the interviews

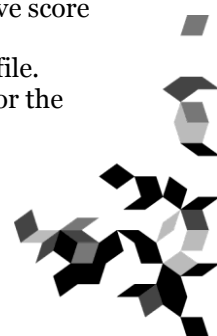
A multidisciplinary team has been established in order to assess the Quality Documents and the interviews. The assessment will consist of the following steps.

Individual evaluation

Each member of the evaluation team will first assess the Quality Documents individually and assign an individual score to the quality file.

Discussion of the evaluations

Following the individual evaluation, a plenary session will be held, which will be attended by all the assessors in the evaluation team and during which the scores will be evaluated. The definitive score for each quality file will be determined on the basis of the consensus model, in which the assessment team will have a single voice and will assign a single, joint score to each quality file. When carrying out its assessment, the assessment committee will not see the tender prices or the identities of the Tenderers.



The assessment team will assess the Quality Documents on the basis of a scoring mechanism that consists of ratings. These ratings are outlined in the table below. The list provided is exhaustive – the score must correspond to one of the whole numbers listed.

The score for each award criterion is linked to a value in euros. The scores have a range from 10 to 2. The score assigned by the evaluation team is a team result established by consensus and is therefore not an average of individual scores. A score of 10 (the highest score) will result in the tender price being decreased by the maximum notional amount in euros. A score of 2 (the lowest score) will result in the tender price being increased by the maximum notional amount in euros.

Score	Valuation	Percentage deducted or added	
10	Excellent	-100%	Notional decrease in the tender price
8	Good (considerable added value)	-50%	
6	Neutral (no added value)	0%	
4	Unsatisfactory	50%	Notional increase in the tender price
2	Poor	100%	

Required minimum score for the Quality Documents

Once the scores for the Quality Documents have been determined, it will be known whether the Tenderers have been assigned an initial increase or decrease in value on the basis of the applicable criteria. In the event that the value is initially increased (to be determined by adding up the value for each of the Quality Documents), Holland Casino will conclude that the quality of the Tender is insufficient. The result is that the Tender will be disregarded and the Tenderer will not be eligible for award.

5.3.5 Assessment of the price

In accordance with section 2.9 of the Call for Tenders, the tender committee, after having opened the Tenders, will compare tender price specified by the Tenderers in Annex E, section 1.1.1, with the ceiling price set by Holland Casino. The tender price is not permitted to exceed the ceiling price (see the Call for Tenders, section 1.9). If one or more prices offered in the Tender exceed the ceiling price, the Tender will be disregarded.

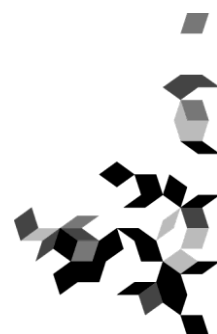
5.3.6 Weighting of the Award Criteria

Holland Casino applies a weighting system with regard to the Requirements and the Price. The table below provides an overview of the criteria that will be applied and the weighting that is assigned to each criterion.

Ceiling amount over a 5-year period		€3,200,000.00
Award Criteria in respect of quality		Maximum notional decrease
Substantiation of Performance	15%	€480,000.00
Risk File	20%	€640,000.00
Opportunities File	10%	€320,000.00
Interviews with Key Officers (15% per interview)	30%	€960,000.00
Maximum available notional decrease in euros	75%	€2,400,000.00

5.4 Overall assessment - most economically advantageous Tender

The Tender with the lowest *notional* tender price will be deemed the most economically advantageous Tender.



The *notional* tender price is the tender price specified by the Tenderer in Annex E, section 1.1.1., minus the notional deduction in connection with the Quality Documents (Substantiation of Performance, Risk File, Opportunities File and Schedule) and the interviews with Key Officers. In the event that the quality rating of the interviews is unsatisfactory or poor, the notional tender price will be the Tenderer's tender price minus the notional deduction in respect of the Quality Documents plus the fictional addition on the basis of the interviews.

5.4.1 Example of overall assessment

An example of the overall assessment based on the lowest notional tender price is shown below.

Step 1 : Assessment of Quality Documents

Assessment Quality Documents					
Substantiation of Performance	Tenderer A	Tenderer B	Tenderer C	Tenderer D	Tenderer E
Valuation assessment team	8	6	6	8	10
Decrease or increase on tender price	€ -240.000,00	€ -	€ -	€ -240.000,00	€ -480.000,00
Risk File	Tenderer A	Tenderer B	Tenderer C	Tenderer D	Tenderer E
Valuation assessment team	4	6	6	8	10
Decrease or increase on tender price	€ -320.000,00	€ -	€ -	€ -320.000,00	€ -640.000,00
Opportunities File	Tenderer A	Tenderer B	Tenderer C	Tenderer D	Tenderer E
Valuation assessment team	4	4	6	8	4
Decrease or increase on tender price	€ 160.000,00	€ 160.000,00	€ -	€ -160.000,00	€ 160.000,00
	Tenderer A	Tenderer B	Tenderer C	Tenderer D	Tenderer E
Decrease or increase on tender price after evaluation quality documents	€ 240.000,00	€ 160.000,00	€ -	€ -720.000,00	€ -960.000,00

Step 2 : Assessment of interviews

Quality assessment interviews					
Interview key officer 1	Tenderer A	Tenderer B	Tenderer C	Tenderer D	Tenderer E
Valuation assessment team	4	4	6	8	10
Decrease or increase on tender price	€ 240.000,00	€ 240.000,00	€ -	€ -240.000,00	€ -480.000,00
Interview key officer 2	Tenderer A	Tenderer B	Tenderer C	Tenderer D	Tenderer E
Valuation assessment team	2	6	6	8	10
Decrease or increase on tender price	€ 480.000,00	€ -	€ -	€ -240.000,00	€ -480.000,00
	Tenderer A	Tenderer B	Tenderer C	Tenderer D	Tenderer E
Decrease or increase on tender price after evaluation interviews key officers	€ 720.000,00	€ 240.000,00	€ -	€ -480.000,00	€ -960.000,00

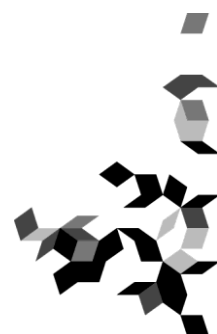
Step 3: opening of tender prices

Tenderprice Tenderer					
Tenderer A	Tenderer B	Tenderer C	Tenderer D	Tenderer E	
€ 2.500.000,00	€ 3.100.000,00	€ 2.890.000,00	€ 3.200.000,00	€ 2.600.000,00	

Step 4: Overall assessment

	Tenderer A	Tenderer B	Tenderer C	Tenderer D	Tenderer E
Tenderprice	€ 2.500.000,00	€ 3.100.000,00	€ 2.890.000,00	€ 3.200.000,00	€ 2.600.000,00
Assessment Quality documents	€ 240.000,00	€ 160.000,00	€ -	€ -720.000,00	€ -960.000,00
Assessment Interviews	€ 720.000,00	€ 240.000,00	€ -	€ -480.000,00	€ -960.000,00
Notional price	no score	no score	€ 2.890.000,00	€ 2.000.000,00	€ 680.000,00
	Tenderer A	Tenderer B	Tenderer C	Tenderer D	Tenderer E

Ranking of tenderers	Tenderer E	€ 680.000,00
	Tenderer D	€ 2.000.000,00
	Tenderer C	€ 2.890.000,00
		no score
		no score



5.4.2 Tied bids

It is possible that multiple Tenders achieve an equal overall score rounded to two decimal places and that as a result, multiple Tenderers are eligible for award of the Agreement. In this case, the Tenderer who was awarded the highest score for the Quality Documents will be deemed to have submitted the most economically advantageous Tender.

In the event that the relevant bids have received identical scores with regard to the Quality Documents, lots will be drawn under the supervision of a civil-law notary.

5.4.3 Assessment result

The assessment team will make an award recommendation to Holland Casino's internal client on the basis of the assessment results.



ANNEXES:

Annex 1 Personal Declaration
Annex 2 Mandatory Form
Annex 3 Price Sheet
Annex 4 Substantiation of Performance
Annex 5 Risk and Opportunities File
Annex 6 Opportunities File
Annex 7 Designation and Profiles of Key Officers

Annex A Vision and Objectives
Annex B Description of ACTUAL Situation
Annex C Holland Casino Terms and Conditions of Procurement
Annex D Complaints Procedure
Annex E Software Quality Criteria in case of BVP (Best Value Procurement)

