



Ożarów Mazowiecki, 29th April 2022

Request for Proposals no. SDM-WS/72 of 29th April 2022

1. General information

1. Order: this request for proposals relates to delivery of goods needed for comprehensive implementation by VIGO System Spółka Akcyjna with headquarters in Ożarów Mazowiecki of a project named "Production technology of innovative epitaxial structures for photonics and VCSEL laser devices", as part of the Path for Mazovia/2019 competition, application number: MAZOWSZE/0032/19 Agreement of November 21, 2019, No. MAZOWSZE/0032/19-00 concluded with the National Center for Research and Development.

2. Ordering Party: VIGO System Spółka Akcyjna with its registered office in Ożarów Mazowiecki, ul. Poznańska 129/133, 05-850 Ożarów Mazowiecki, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, 14th Commercial Division of the National Court Register, under KRS number 0000113394, with tax identification number NIP: 5270207340, REGON: 010265179, with share capital of PLN 729,000.00 – fully paid up (thereinafter referred to as the: "Ordering Party").

2. Description of the object of the contract

1. The subject of the Order is a supply of goods needed for an implementation by the Ordering Party of the project named "Production technology of innovative epitaxial structures for photonics and VCSEL laser devices", as part of the Path for Mazovia/2019 competition, No. MAZOWSZE/0032/19-00, concluded with the National Center for Research and Development.

2. The subject of the order is a supply to the seat of the Ordering Party of organometallic compounds in specialized containers (bubbler):

- Trimethylindium (TMIn OEG) – 1000 g;
- Trimethylindium (TMIn OEG) – 250g;
- Trimethylgallium (TMGa OEG) – 1000 g;
- Trimethylaluminium (TMAI OEG) – 380 g;
- Diisopropyltelluride (DIPTe EG) – 250g.



3. Detailed description of the subject of the order is contained in attachment no. 1 to the Request for Proposals.
4. If the description of the subject of the order indicates any trademark, patent, type or specific origin, it should be assumed that the indicated trademarks, patents, types or origin specify technical, operational and functional parameters, which means that the Ordering Party allows submitting an offer in this part the subject of the contract with equivalent or better technical, operational and functional parameters. Any indication of a particular type should be considered as exemplary and ancillary.
5. The Ordering Party shall not allow submitting partial offers. Division of the procurement into parts is technologically unjustified, market and technological conditions mean that deliveries in smaller parts would make it difficult for the Ordering Party to properly achieve the project objectives.
6. The Ordering Party shall not allow submitting variants.

3. Completion deadline

The order shall be completed within 8 weeks from the date of placing the order.

The Ordering Party requires application of the DAP Incoterms 2020 delivery principle. According to the DAP (Delivered at Place) principle, the moment of delivery of the goods is considered to be leaving them at the disposal of the buyer at the place indicated by the buyer.

4. Conditions for participating in the procedure and information on how to assess compliance with them

1. The Contractor applying for the award of the contract in question should submit a signed **proposal form**, prepared in accordance with the specimen contained in **Attachment 2** to the Request for Proposals.
2. Notwithstanding the conditions indicated above, the contractor:
 - a. should have the authority to perform specific activities or activities, if the law imposes an obligation to have them;
 - b. should have the necessary knowledge, experience and technical and human potential to perform the Order;



- c. should be in an economic and financial situation ensuring the performance of the Order;
 - d. should not be in arrears with taxes, fees and social security contributions.
3. Assessment of meeting the conditions for participation in the procedure shall be based on the statements submitted by the contractor, contained in **Attachment 2** to the Request for Proposals.
4. Contractors may jointly apply for the contract. In such case:
these entities are required to appoint a proxy in the contract award procedure or to represent in the procedure and conclude the contract agreement and joint and several liability for its implementation on the basis of art. 366 of the Civil Code; these entities, if their offer is chosen as the most advantageous, are obliged to submit to the Ordering Party, before signing the contract, a certified copy of the agreement regulating the cooperation of these entities certified to be the original; none of the entities jointly applying for the award of the contract may be excluded from the procedure; when assessing the offer submitted by Contractors jointly applying for the award of the contract, the Ordering Party will take into account jointly the Contractors' rights to perform activities / activities falling within the scope of the contract, their total technical or professional potential to perform the contract, as well as their total economic situation or financial.

5. Information on the scope of exclusion – related entities

1. The contract shall not be awarded to entities related to the Ordering Party. An entity is considered to be a related contractor, if he is:
- a. associated or being a subsidiary, jointly controlled entity or parent in relation to the consortium leader or consortium member within the meaning of the Accounting Act of 29 September 1994;
 - b. being an entity remaining with a Leader of a consortium or consortium member or members of their bodies in such an actual or legal relationship that may raise reasonable doubts as to impartiality in the selection of the supplier of a good or service, in particular married, relationship or affinity up to the second degree, adoption, guardianship or guardianship, including through membership in the organs of a supplier of a good or service;



- c. being a related entity or partner entity in relation to the consortium leader or consortium member within the meaning of Regulation No. 651/2014;
- d. being an entity related personally to the consortium leader or consortium member within the meaning of art. 32 section 2 of the Act of 11 March 2004 on tax on goods and services.

6. Requirements for documents submitted by the Contractors

1. The Ordering Party requires the Contractor applying for the award of the contract to submit, along with the offer and statements (prepared in accordance with **Attachment No. 2** – proposal form), **a document indicating persons authorized to represent the Contractor;**
2. The offer must be signed. The signature is considered to be a hand-made legible signature consisting of at least the name of the person (persons) authorized (entitled) to represent the entity in accordance with the form of representation specified in the registration document or other document appropriate for the Contractor or signature with the person's (persons') personal stamp or another signature allowing signature identification;
3. The signed proposal form and other required documents must be submitted in the form of the original, and in the case of submission of documents by electronic means - in the form of scans in PDF format. **The offer in the form of a scan might be sent to the e-mail address provided in the ordinary form or provided with a secure electronic signature confirmed by a qualified certificate; other required documents may be submitted in the form of the original or a copy certified as true to the original by the Contractor, and in the case of submission of documents by electronic means in the form of scans in PDF format; in the case of signing documents or certifying compliance with the original of copies of documents by persons not mentioned in the Contractor's registration document, an appropriate power of attorney should be attached to the offer. The power of attorney should be presented in the form of the original or a copy certified to be a true copy of the original by a notary public or by the issuer of the power of attorney, and in the case of submitting documents electronically in the form of scans in PDF format;**



4. the proposal form and the offer description should be submitted in Polish or English in accordance with Attachment 2, an original excerpt from the company's register is allowed in one of the official European languages; The power of attorney should be submitted on the template attached to the Request for Proposals - Attachment 3. Documents submitted in languages other than European official languages shall be submitted along with translation. If the company's registration documents are submitted in a language other than one of the official European languages, the Ordering Party shall request the Contractor to translate abovementioned documents into one of these languages.

5. The Ordering Party requires the Contractors jointly applying for the order to submit, along with the offer, a document specifying at least its scope and indicating the representative of the Contractors jointly applying for the award of the contract (the power of attorney should be presented in the original form, or a copy certified by a notary public or by its issuer, and in the case of submitting documents electronically in the form of scans in PDF format); in the case of contractors jointly applying for the award of the contract, copies of documents relating to each contractor respectively are certified as true copies by each of them separately or through a proxy authorized to act on behalf of the contractor; Contractors jointly applying for the contract are jointly and severally liable for the performance of the contract;

6. For avoidance of the doubt, the Ordering Party allows any documents to be signed in accordance with the Request for Proposals in electronic form with a secure electronic signature confirmed by a valid qualified certificate.

7. Contractor having his registered office or place of residence outside the territory of the Republic of Poland shall submit a document or documents issued by the authority competent for the Contractor in the country, in which he has his seat or place of residence.

7. Criteria for the evaluation of bids, information on point or percentage weights and a description of how the points are awarded for meeting a given bid evaluation criterion

1. Offers will be evaluated according to the following criteria:

Net price of the offer - 100 points (100%);

The method of calculating the criterion value in the range of the offer price:



Points for the examined offer = (lowest net price for the subject of the Order / net price of the examined offer) x 100.

1% = 1 point.

The maximum number of points to be obtained in this criterion is 100.

2. The highest total number of points obtained (max. 100 points = 100%) will decide on the selection of the best offer. Calculations will be made to two decimal places (rounded from "5" up). Other offers receive further deposits.

3. If it is not possible to select the most advantageous offer due to the fact that two or more offers present the same balance of price the Ordering Party shall call the Contractors who submitted these offers to submit, within the time limit specified by the Ordering Party, documents indicating environmental and climate parameters, in order to select an offer more favorable in terms of environmental impact (in particular, lower energy consumption, water consumption, use of recycled materials).

8. Submission deadline

1. The offer should be submitted by: **5th May 2022.**
2. The contractor should be bound by the submitted offer for a period of at least 30 days. The offer validity period begins with the expiry of submission deadline.

9. Price calculation and offer preparation

1. Price calculation method:

The Contractor in the offer should **offer a complete price, including the total cost of the subject of the order, including all price-forming elements resulting from the implementation of the subject of the order.**

2. The Ordering Party requires the Contractor to express the price of the offer in **polish zlotys (PLN) or in euros (EUR).**

3. In the case of Contractors who express the price of a bid in a currency other than PLN, for the purpose of selecting the bid, the Ordering Party may convert the given amounts of a given currency at the average exchange rate announced by the National Bank of Poland on the day of opening the bids. In the absence of publication of the exchange rate by the National Bank of Poland on the day referred to above, the Ordering



Party shall apply the last exchange rate announced by the National Bank of Poland before that day. The exchange rate risk shall be borne by the Ordering Party.

4. The offer price for Contractors having their registered office or place of residence on the territory of the Republic of Poland is the gross price, including all costs related to the performance of the contract, fees, taxes (including tax on goods and services - VAT) and all other costs of any nature, which may arise in connection with the implementation of the subject of the contract. **The amount of VAT (in the amount applicable on the day of submission of bids) and the net price should be clearly identified.**

5. The offer price for Contractors who do not have their registered office or place of residence in the territory of the Republic of Poland is the net price, expressed in PLN or EUR (except the tax on goods and services in force in Poland), including all costs related to the performance of the contract, all fees, taxes (except VAT) and all other costs of any nature that may arise in connection with the implementation of the subject of the contract. The price must be expressed in two decimal places.

6. **A proposal form is attached as Attachment 2 to this Request for Proposals. The Ordering Party requires the submission of an offer for the implementation of the Order using the proposal form. The offer should contain the following attachments:**

- **excerpt from the Contractor's KRS / excerpt from the Contractor's CEIDG / other registration document appropriate for the Contractor indicating persons authorized to represent the Contractor and sign the offer;**
- **power of attorney if the offer is submitted by a proxy;**
- **description of submitted offer.**

7. The Ordering Party shall not summon to submit personal evidence, if it is possible to access this information by means of complimentary and publicly available database, in particular public register within the meaning of the Act of 17th February 2005 on computerization of activities of entities performing public tasks, on the condition that the Contractor indicated data enabling access to the abovementioned evidence. In case of foreign entities provision of point 9.6 shall be applied respectively within the scope of registers kept in their countries.



8. The offer should be submitted: 1) in writing at the seat of the Ordering Party: VIGO System Spółka Akcyjna, ul. Poznańska 129/133, 05-850 Ożarów Mazowiecki, however, if the offer is sent by post, the date of delivery of the offer is decided by the date of delivery of the offer to the Ordering Party, or 2) by e-mail to the following address: **tenders@vigo.com.pl** with the maximum of one 25 MB messages. or 3) by e-mail to the following e-mail address: tenders@vigo.com.pl with a secure electronic signature confirmed by a qualified certificate, with the proviso that the maximum size of one e-mail may not exceed 25 MB - in the case of sending an offer electronically referred to in point 2) and 3) in order to comply with the deadline for submitting bids, the decisive date is the date of registration of e-mails on the Ordering Party's servers, taking into account the Ordering Party's time zone.

10. Examination of the offers

1. The Contractor may change or withdraw his offer before the deadline for submission of bids.

In the course of examination and evaluation of bids, the Ordering Party may:

- a. require the contractor to provide explanations regarding the content of the offer within the prescribed period;
- b. require the contractor to supplement the shortcomings of the offer within the prescribed period;
- c. correct obvious typing or calculation errors and other errors that do not cause significant changes in the content of the offer, notifying the contractor thereof.

Failure to reply by the Contractor within the prescribed period, providing a response that does not dispel doubts or failure to complete missing offers within the prescribed period shall be deemed to have been canceled by the Contractor.

2. The Ordering Party excludes a Contractor who does not meet the conditions for participation in the procurement procedure.

3. The Ordering Party rejects the Contractor's bid if:

- a. its content does not correspond to the content of the Request for Proposals;
- b. contains price calculation errors that cannot be removed;
- c. contains an abnormally low price in relation to the subject of the Order;
- d. the contractor has submitted more than one offer.



4. Contractors may ask questions to clarify doubts regarding the terms of the contract award procedure.
5. The Ordering Party will assess only those offers which will reach the Ordering Party in the period from the date of announcement of this Request for Proposals until the expiry of the deadline for submission of offers. Offers submitted after this deadline shall not be considered.

11. Contact persons

Contact persons on the part of the Ordering Party are:

In procedural matters: Tomasz Ratajczyk, e-mail tratajczyk@vigo.com.pl;

In technical matters: Iwona Pasternak e-mail: ipasternak@vigo.com.pl.

12. Information on the selection of the best offer

1. The Ordering Party retains the right to start negotiations with Contractors whose bids have been correctly submitted during the procedure. Negotiation in order to improve the terms of the contract, they may relate in particular to prices. Negotiations shall be conducted in a way that does not deteriorate the terms of the contract specified in the Request for Proposals, in a transparent manner and does not affect the access of all Contractors to negotiations.
2. The Ordering Party may close the proceedings for awarding the order without selecting any offer.
3. The Ordering Party shall notify the Contractors about the selection of the best offer, or about the closing of the procurement procedure without selecting any offer. The notification will be made in the manner provided for the publication of this inquiry, i.e.: <https://vigo.com.pl/o-nas/zamowienia/>.

13. Relevant terms of order

1. The Ordering Party requires delivery of the ordered goods within the time limit provided for in the Request for Proposals.
2. The goods must comply with the specification contained in the Request for Proposals and its attachments, in particular attachment 1 to this Request for Proposals.



3. Payment for the delivered goods shall be made on the basis of an invoice delivered to the e-mail address: invoices@vigo.com.pl, after positive receipt of the goods. Payment will be made within 30 days from the correct delivery of the invoice.
4. The Ordering Party allows the content of the contract to be changed when it is necessary to change the date or scope of the contract in case of circumstances or events preventing the performance of the contract within the prescribed period, which were beyond the control of both parties (force majeure);
5. In case of a delay in delivery caused by the Contractor, he shall pay the Ordering Party a contractual penalty of 0.1% of the net order value for each day of delay - no more than 5%. The Contractor shall agree to deduct any contractual penalty from the remuneration. The contractual penalty indicated above shall not exclude contractor's liability for damage on general principles.
6. The Contractor, whose offer will be selected by the Ordering Party as the most advantageous, is obliged to proceed with the implementation after the contract has been handed over by the Ordering Party. The Ordering Party requires confirmation of the acceptance of the Order for execution.
7. If the Contractor whose offer has been selected will refrain from completing the contract within the above deadline, the Ordering Party shall choose the best offer from among the remaining offers.

14. GDPR Information clause

1. Pursuant to Art. 13 sec. 1 and 2 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46 / EC (general regulation on data protection) (Journal of Laws UE L 119 of 04/05/2016, p. 1), hereinafter referred to as "GDPR", I would like to inform you that:
2. The administrator of your personal data is VIGO SYSTEM S.A. based in Ożarów Mazowiecki, the contact person regarding data processing is Ms Sylwia Wiśniewska-Filipiak, e-mail: ado@vigo.com.pl :
Your personal data will be processed on the basis of art. 6 sec. 1 lit. f GDPR in order to conduct the procurement procedure in the project "Production technology



of innovative epitaxial structures for photonics and VCSEL laser devices" as part of the Path for Mazovia / 2019 competition, application number: MAZOWSZE / 0032 / 19 Agreement of November 21, 2019, No. MAZOWSZE / 0032 / 19-00 concluded with the National Center for Research and Development.

3. The recipients of your personal data will be persons or entities to whom the documentation of the procedure will be made available on the basis of the concluded contract for co-financing the project referred to in point 2.
4. Your personal data will be stored in accordance with the concluded co-financing agreement for the period necessary for the proper settlement of the project and due to legal provisions and the co-financing agreement regulating reporting, maintaining project durability and other generally applicable provisions of law aimed at preserving the rights and obligations of the Administrator and the data entrusting entity.
5. The obligation to provide your personal data directly concerning you is a requirement specified in the guidelines regarding the eligibility of expenditure under the above-mentioned project, necessary to participate in the procurement procedure.
6. With regard to your personal data, decisions will not be made in an automated manner, in accordance with art. 22 GDPR; You have:
 - a) pursuant to art. 15 GDPR, the right to access personal data;
 - b) pursuant to art. 16 GDPR, the right to rectify personal data;
 - c) pursuant to art. 18 GDPR, the right to request the administrator to limit the processing of personal data, subject to the cases referred to in art. 18 sec. 2 GDPR;
 - d) the right to lodge a complaint to the President of the Personal Data Protection Office, if you feel that the processing of your personal data violates the provisions of the GDPR.
7. You are not entitled to:
 - a) in connection with Art. 17 sec. 3 lit. b, d or e GDPR, the right to delete personal data;
 - b) the right to transfer personal data referred to in art. 20 GDPR;
 - c) pursuant to art. 21 GDPR, the right to object to the processing of personal data, as the legal basis for the processing of your personal data is art. 6 sec. 1 lit. f GDPR.



15. Final provisions

1. The Ordering Party reserves the right to cancel the Request for Proposals at any time, without giving a reason.
2. The Ordering Party may at any time revoke or change the content of this Request for Proposals without giving a reason. If the changes affect the content of offers submitted in the course of the procedure, the Ordering Party shall extend the deadline for submitting offers.

Attachments

The following documents are attached to this Request for Proposals:

- Attachment No. 1 – description of the subject of the order;
- Attachment No. 2 – proposal form;
- Attachment No. 3 – power of attorney template.