

[The documents to be certified as faithful equivalents were sent in electronic form. Both of them have been printed and stapled, and each page bears the official seal of the translator. Italicised notes within square brackets have been inserted by the translator.]

The Rules of the Technical Dialogue
„Szpitale Wielkopolski” Sp. z o.o.
in Poznań
issued on 9 November 2012



§ 1

1. These rules lay down the principles of the technical dialogue preceding the procedure of selection of a Contractor for the Investment Project, to be conducted by the Contracting Authority, i.e. "Szpitale Wielkopolski" Sp. z o.o. [*a limited liability company*] based in Poznań.
2. The Contractor shall be appointed through a separate procedure carried out pursuant to the Act of 29 January 2004 - Public Procurement Law (Dziennik Ustaw [*Journal of Laws*] of 2010, No. 113, item 759, as amended).

§ 2

1. The purpose of the Technical Dialogue is to allow the Contracting Authority to obtain information which may be used to prepare: a description of the subject matter of the procurement, terms of reference or terms and conditions of the contract, subject to the fair competition principles.
2. The Technical Dialogue is always conducted pursuant to the principles following recital (8) of Directive 2004/18/EC of the European Parliament and of the Council of 31 March 2004 on the coordination of procedures for the award of public works contracts, public supply contracts and public service contracts (Official Journal of the European Union, 30 April 2004. L)

§ 3

Whenever in these Rules a reference is made to:

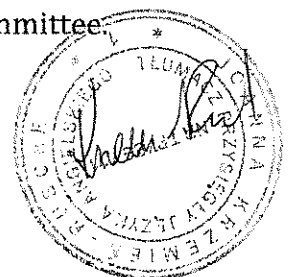
1. **Investment Project** – shall be construed as constructing a new Mother and Child Hospital in Poznań and providing it with the essential medical equipment, maintaining and operation of the newly constructed facilities in a way ensuring provision of healthcare services in accordance with the binding legal regulations and in the organisational form of a healthcare unit as required under the binding regulations;



2. **Contracting Authority** – shall be construed as “Szpitale Wielkopolski” spółka z ograniczoną odpowiedzialnością [*a limited liability company*] based in Poznań (61-734) at ul. Nowowiejskiego 51;
3. **Rules** – shall be construed as these Rules of the Technical Dialogue;
4. **Dialogue** – shall be construed as a technical dialogue consisting in holding individual meetings to enable the exchange of information, opinions and experience with respect to legal and factual possibilities of completing the investment project, conducted for the purpose of market survey;
5. **Committee** – shall be construed as a team, appointed by the resolution of the Management Board of the Contracting Authority, issuing opinions and providing consulting services related to preparing and conducting the Dialogue
6. **Chairman of the Committee** – shall be construed as a person identified in the resolution of the Contracting Authority's Management Board as the Chairman of the Committee, authorised in particular to initiate and conduct the Dialogue.
7. **Dialogue Participants** – shall be construed as persons invited by the Contracting Authority and applying to participate in the Dialogue.

§ 4

1. The Contracting Authority appoints the Committee and the Chairman of the Committee, who will carry out the activities related to preparing and conducting the Dialogue.
2. The Committee shall be composed of at least 5 (say: five) members appointed from among the persons having knowledge and experience in the field of the conducted Dialogue.
3. The Committee shall be composed of: the Chairman, the Secretary and Members of the Committee.
4. The Contracting Authority may change the composition of the Committee in the course of the Dialogue.
5. The works of the Committee shall be managed by the Chairman, and in his/her absence - by the Deputy Chairman of the Committee.
6. Members of the Committee are entitled to participate in all works of the Committee.



7. Members of the Committee are required to perform their duties in an objective and transparent manner, in compliance with the principles of fair competition, ensuring equal and non-discriminatory treatment of the involved Dialogue Participants.
8. Without written consent of the Chairman of the Committee, Members of the Committee may not disclose any information related to the works of the Committee to any third parties.

§ 5

1. The Dialogue shall be conducted in a manner ensuring fair competition and equal treatment of the Participants.
2. Activities related to preparing and conducting the Dialogue shall be carried out by impartial and objective persons.
3. Participation in the Dialogue may not compromise the fair competition principle in the procedure concerning the selection of a Contractor.

§ 6

The duties of the Committee Members shall include:

- 1) Active participation in the works of the Committee with respect to the fulfilment of entrusted tasks;
- 2) Fulfilment of the orders given by the Chairman of the Committee with respect to the Committee's works;
- 3) Immediate notification of the Chairman of the Committee of any circumstances preventing the Member of the Committee from performing his/her duties.

§ 7

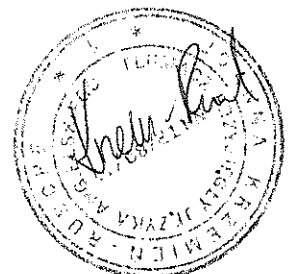
1. The works of the Committee are managed by the Chairman of the Committee. The duties of the Chairman shall include in particular:
 - a) Convening meetings of the Committee;
 - b) Determining venues and dates of meetings with the Dialogue Participants;
 - c) Chairing the meetings with the Dialogue Participants;



- d) Representing the Committee before the Management Board of the Contracting Authority.
2. The Committee may conduct its activities in the presence of at least half of the Committee Members.
3. The duties of the Secretary of the Committee shall include: preparing the minutes of the Technical Dialogue, providing organisational services to the Committee, collecting and ensuring storage security and inviolability of the Dialogue documentation.
4. Minutes of the Dialogue shall include at least the following:
 - a) Name of the Contracting Authority;
 - b) Name and description of the subject matter of the Dialogue;
 - c) Date and place of Dialogue announcement;
 - d) List of entities satisfying the criteria for participation in the Dialogue;
 - e) List of the Dialogue Participants;
 - f) Brief description of the course of the Dialogue;
 - g) Signatures of the Chairman and Secretary of the Committee.
5. The Minutes shall be kept in the Secretariat of the Contracting Authority in a manner ensuring its inviolability.

§ 8

1. Persons carrying out activities on behalf of the Contracting Authority in the course of the Dialogue shall be excluded if they:
 - a. are married, related by blood or in direct kinship or secondary kinship up to the second degree or are related through adoption, care or custody to any Dialogue Participant, their legal representative or members of managing or supervisory bodies of Dialogue Participants;
 - b. before the elapse of 3 years of the date of initiating the dialogue, were in employment relationship or independent contractor relationship with a Dialogue Participant or were members of the managing or supervisory bodies of Dialogue Participants;



- c. remain in a legal or actual relationship with the Dialogue Participant, which may give rise to justified doubts as to impartiality of such persons;
 - d. were validly sentenced for an offence committed in relation to a contract award procedure, corruption, economic offence or another offence committed to obtain financial gains.
2. Persons acting in the procedure on behalf of the Contracting Authority shall be obliged to submit information of any occurrence of the circumstances referred to in section 1 to the Chairman of the Committee.

§ 9

1. Organising the Dialogue requires a public announcement.
2. The Company shall publish the announcement on its official web site: www.szpitalewielkopolski.pl or otherwise in a manner enabling the propagation of the information concerning the Dialogue, subject to section 4.
3. In particular, the announcement shall include the following:
 - a) Name and data of the Contracting Authority;
 - b) Information that the Dialogue will be conducted in the form of a panel discussion and individual meetings with Dialogue Participants and that the final decision concerning the venue, date and time of the Dialogue shall be taken by the Contracting Authority after the elapse of the deadline for submission of applications, and the Contracting Authority shall advise the Participants of the decision along with a confirmation of receipt of their applications;
 - c) Subject matter and purpose of the Dialogue;
 - d) Criteria to be satisfied by the entities intending to participate in the Dialogue;
 - e) Form and content of the application;
 - f) E-mail address to which applications should be sent;
 - g) Application submission deadline;
 - h) Manner and deadline for confirming the receipt of applications;
 - i) Official web site of the Contracting Authority where the Rules are available;



4. After publication of the announcement, the Chairman of the Committee may directly invite the entities known to him/her, which render services that are the subject of the planned public procurement procedure.
5. The Parties may submit letters, applications and documents related to the Dialogue in writing directly, by fax or e-mail; each of the parties shall confirm the receipt of the correspondence forthwith if so required by the other Party.

§ 10

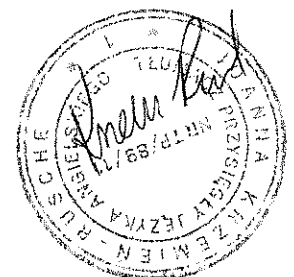
1. A condition of participation in the Dialogue shall be submitting an application for admission to participate in the Dialogue drawn up in the Polish language.
2. Applications for admission to participate in the Dialogue shall be drawn up according to the template being Attachment no. 1 to the Rules hereof and submitted in a manner, place and in time specified in the Dialogue announcement.
3. After the elapse of the deadline for submission of applications to participate in the dialogue, the Committee shall open the applications, review them and select entities satisfying the criteria for participation in the Dialogue.
4. The Chairman shall prepare a schedule of meetings with the Dialogue Participants.
5. The following entities shall be excluded from the technical dialogue:
 - a) Economic operators with regard to whom a bankruptcy petition has been filed, or bankruptcy proceedings have been initiated, or where a bankruptcy petition has been dismissed because the assets of the economic operator are insufficient to cover the costs of the proceedings;
 - b) Economic operators with regard to whom recovery proceedings have been initiated;
 - c) Economic operators with regard to whom liquidation proceedings have been initiated.
6. The Chairman invites the participants to participate in the Dialogue by providing them with information concerning the date and place of the meeting and specifying additional requirements concerning the manner of presentation of technical and functional solutions by the Dialogue Participants during the meeting.
7. The invitation should be sent to the e-mail address no later than three days in advance of the meeting date.



8. The invitation to participate in the Dialogue shall be sent solely to Dialogue Participants who:
 - a) submitted an application in accordance with the requirements laid down in the Rules;
 - b) satisfy the criteria for participation in the Dialogue referred to in the Rules and the Dialogue announcement.
9. Upon request of a Dialogue Participant, the date of the meeting may be postponed only after obtaining consent of the Contracting Authority, provided that the new meeting date shall not cause a considerable extension of the Dialogue procedure.
10. The Contracting Authority may cancel the Dialogue at any time. Withdrawal from the Dialogue shall not require any justification.
11. The costs related to participation in the Dialogue shall be borne by the Participants. The costs of participation in the Dialogue shall not be reimbursed by the Contracting Authority.

§ 11

1. The Dialogue is non-confidential and shall be conducted in the Polish language.
2. The Dialogue shall be conducted by the Chairman with the participation of the Committee.
3. The Dialogue shall be conducted in the form of individual meetings between the Commission and Dialogue Participants during which the Committee will present the assumptions underlying the Investment Project while Dialogue Participants will present their reservations, comments and experience related to implementation of similar projects.
4. The Contracting Authority shall not disclose any information constituting company secrets as defined in the regulations on combating unfair competition if the Dialogue Participant made a reservation (not later than before the submission of the information) that the submitted information may not be disclosed to other entities.
5. Any representations, applications, notifications and information may be exchanged between the Contracting Authority and Dialogue Participants directly, by fax or e-



mail; each of the parties shall immediately confirm the receipt thereof if so required by the other party.

6. If performing any specified activities related to preparing and conducting the Dialogue requires specialist knowledge, the Chairman upon his/her own initiative or upon the request of a Member of the Committee may appoint experts or other advisors, in particular legal, technical or economic consultants.

§ 12

1. The Dialogue will be carried out until the day when, as a result of comparing solutions proposed by Dialogue Participants, the Contracting Authority is able to identify a solution or solutions most suitable for their needs, or after the elapse of 30 days from the Technical Dialogue announcement, if the information obtained in the course of the Technical Dialogue does not allow to identify such a solution.
2. The Chairman shall advise all the Dialogue Participants of concluding the Dialogue.

§ 13

1. After conclusion of the Dialogue, the Committee shall prepare and submit the information concerning the results of the conducted Dialogue to the Contracting Authority.
2. Drawings, plans, models, samples, patterns, computer software or other materials shall not be returned to Dialogue Participants.
3. Dialogue Participants grant unconditional consent to the use of the provided information and works which are the subject of copyright to prepare and complete of the Investment Project.
4. Dialogue Participants consent to the Contracting Authority's using and disposal of the documents prepared on the basis of such works and represent that such use of the works by the Contracting Authority shall not violate any third party rights.



§ 14

The Dialogue Participants shall not be entitled to any means of appeal against the decision of the Contracting Authority, the Commission and its Chairman.

§ 15

1. The Rules shall take effect as of the date of their promulgation on the official web site: www.szpitalewielkopolski.pl.
2. The Contracting Authority may freely amend the Rules.
3. Should the Rules be amended after the effective date, the new amended provisions of the Rules shall be applicable.

Certification of Authenticity: I, the undersigned Joanna Krzemień-Rusche, an officially certified translator and interpreter of English, registered with the Polish Ministry of Justice under entry number TP/89/11, hereby certify that this is a true and correct translation of the Polish document that was presented to me and has been stamped and attached to this translation.

In witness whereof I set my hand and affix my official seal on this 15th November 2012.

Repertory No. 141/2012; number of standard pages: 14.



Joanna Krzemień-Rusche