Ożarów Mazowiecki, 21 May, 2020

**Offer request SDM-WS/14/2019 from 9 May 2020 changed on May 21, 2020.**

1. **General information**
2. Order: This request for quotation relates to the delivery of goods needed for comprehensive implementation by VIGO System Spółka Akcyjna with headquarters in Ożarów Mazowiecki, the project "Production technology of innovative epitaxial structures and VCSEL laser instruments for photonics development" as part of the Path for Mazovia / 2019 competition, application number: MAZOWSZE / 0032/19.
3. Employer (Awarding Entity): 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 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).
4. **Description of the object of the contract**
5. The subject of the Order is the supply of goods needed for the implementation by the Employer of the project called "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.
6. The subject of the order is the manufacture and delivery of 12 (twelve) UV photolithography masks (365nm) to the headquarters of the Employer in accordance with the specifications contained in the following description of the subject of the contract.
7. **The scope of the subject of the contract**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| L.p. |  | subassembly | Parameter / Function | description |
| 1 | Technical specifications | Mask geometry |  |  |
| Mask size (W- width x L- length x H- height) | * 5” x 5” x 0,09” |
| Material | * Soda Lime or Synthetic fused silica |
| Masking material | Material | * Chrom |
| Thickness | * 120nm +/-10% |
| Optical density | * 3,0 +/- 0,3 @ 430nm |
| CD - Critical dimension | Critical dimension | * 1µm |

1. 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.
2. The Employer does not allow the submission of partial offers.

1. **Submission deadline:**

Completion date of the subject of the contract: from the date of signing the contract to December 31, 2020.

The contractor should provide the Employer with the subject of the contract within 5 working days from the date of submission of the next individual order. The date of delivery by the Employer of individual batches of masks will be determined on an ongoing basis by the Parties during the implementation of the contract, while the final date of performance may not be later than the date indicated above, i.e. until 31 December 2020.

1. **Conditions for participating in the procedure and a description of how to assess compliance with them.**
2. The contractor applying for the award of the contract in question should submit a signed bid form, prepared according to the specimen template in Annex 1 to the Inquiry.
3. Notwithstanding the conditions indicated above, the contractor:
4. should have the authority to perform specific activities or activities, if the law imposes an obligation to have them;
5. should have the necessary knowledge, experience and technical and human potential to perform the Order;
6. should be in an economic and financial situation ensuring the performance of the Order;
7. should not be in arrears with taxes, fees and social security contributions.
8. Assessment of meeting the conditions for participation in the procedure will be based on the statements submitted by the contractor contained **in Annex 1** to the Inquiry.
9. Contractors may jointly apply for the contract. In this 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 Employer 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.

1. The Employer does not allow the Contractor to rely on the technical or professional ability or financial or economic situation of other entities - subcontractors to confirm compliance with the conditions for participation in the procedure.

**5. Information on the scope of exclusion - related entities**

The contract cannot be awarded to entities related to the Employer. An associated contractor is an entity:

a. related or being a subsidiary, jointly controlled entity or parent in relation to the Employer within the meaning of the Accounting Act of September 29, 1994;

b. being an entity that remains with the Employer or members of its bodies in such an actual or legal relationship that may raise reasonable doubts as to impartiality in the choice of the supplier of a good or service, in particular married persons, a relationship of relationship or affinity up to and including the second degree, relationship adoption, care or guardianship, also through membership of the organs of a supplier of a good or service;

c. being a related entity or partner entity in relation to the Employer within the meaning of Regulation No. 651/2014;

d. being an entity related personally to the Employer within the meaning of art. 32 section 2 of the Act of 11 March 2004 on tax on goods and services.

1. **Requirements for documents submitted by Contractors:**
2. The Awarding Entity requires that the Contractor applying for the award of the contract together with the offer and statements (prepared in accordance with Annex 1 - template of the offer form) submit **a document indicating the persons authorized to represent the Contractor;**
3. **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 official document indicating the management bodies - appropriate for the Contractor or a signature with the person's stamp persons) or other signature allowing the signature to be identified;
4. The signed offer form 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 can 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 of the original, 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.**
5. **The power of attorney should be presented in the form of an 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;**
6. **The offer form with attachments and a description of the offer should be submitted in Polish or English in accordance with Annex 1, in the absence of a translation of the document, the Employer will call the Contractor to complete;**
7. The Employer requires that together with the offer of the Contractor jointly applying for the order submit a document (e.g. power of attorney) specifying at least its scope, parties appearing together 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.

1. Contractors having their registered office or place of residence outside the territory of the Republic of Poland shall submit a relevant document or documents issued in the country in which they have their seat or place of residence.
2. **Kryteria oceny ofert, informacje o wagach punktowych lub procentowych oraz opis sposobu przyznawania punktacji za spełnienie danego kryterium oceny ofert**
3. Offers will be evaluated according to the price criterion:

**The net price of the offer for the delivery of one mask - 100 points - 100%**

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

Points for the examined offer = (the lowest net price for the delivery of one mask / net price for the delivery of one mask for the examined offer) x 100.

1% = 1 point.

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

1. 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.
2. 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 Employer will choose the offer with the lowest price from among those offers, and if they have been submitted with the same price, The Employer will call Contractors who submitted these offers to submit, within the time limit specified by the Employer, 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).
3. **Deadline of the submission bids**

1. The offer should be submitted by: **May 25, 2020.**

2. The contractor should be bound by the submitted offer for a period of at least 60 days. The offer validity period begins with the submission deadline.

1. **Price calculation and offer preparation**
2. Price calculation method:

The Contractor in the offer should offer a complete net price, including the total, total cost of **delivery of one mask containing all price-forming elements related to the implementation of the order, including packing, storage, insurance during transport to the headquarters of the Employer.**

1. The Employer requires the Contractor to express the price of the offer in Polish zlotys (PLN) or in euros (EUR).
2. In the case of Contractors who express the price of an offer in a currency other than PLN, for the purposes of selecting the offer, the Employer may convert the given amounts of currency at the average exchange rate announced by the National Bank of Poland on the day of opening the offers. In the absence of a publication of the exchange rate by the National Bank of Poland on the day referred to above, the Employer shall apply the last exchange rate announced by the National Bank of Poland before that day. The exchange rate risk is borne by the Employer.
3. The price of the offer for Contractors who have no registered office or place of residence in the territory of the Republic of Poland is the net price, expressed in PLN or Euro (not including the tax on goods and services in force in Poland), including all costs related to the performance of the contract, all fees, taxes (excluding value added tax) 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 to two decimal places, according to the Polish payment system, rounded to the nearest groszy.
4. A specimen offer form is attached as Annex 1 to this request for quotation. The Awarding Entity requires the submission of an offer for the implementation of the Order using the template model form. The offer form should contain the following attachments:

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

1. The offer should be submitted: 1) in writing at the seat of the Employer: 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: vigo2020tenders@vigo.com.pl with the maximum of one 25 MB messages. or 3) by e-mail to the following e-mail address: vigo2020tenders@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 Employer's servers, taking into account the Employer's time zone.
2. Offers will be opened on the day following the day of submitting the offers.
3. **Examination of the offers**
4. 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 Awarding Entity 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.

1. The contracting authority excludes a contractor who does not meet the conditions for participation in the procurement procedure.
2. The Purchaser rejects the Contractor's bid if:
3. its content does not correspond to the content of the request for proposal;
4. contains price calculation errors that cannot be removed;
5. contains an abnormally low price in relation to the subject of the Order;
6. the contractor has submitted more than one offer.
7. Contractors may ask questions to clarify doubts regarding the terms of the contract award procedure.
8. The Awarding Entity will assess only those offers which will reach the Awarding Entity in the period from the date of announcement of this request for proposal until the expiry of the deadline for submission of offers. Offers submitted after this deadline will not be considered.
9. **Contact persons**

Contact persons on the part of the Employer are:

In procedural matters: Dominik Nowak, e-mail dnowak@vigo.com.pl.

In technical matters: Francesco Ivaldi email: [fivaldi@vigo.com.pl](mailto:fivaldi@vigo.com.pl), Włodzimierz Strupiński, e-mail wstrupinski@vigo.com.pl,

1. **Information on the selection of the best offer**
2. The Awarding Entity reserves the right to start negotiations with Contractors whose bids have been properly submitted during the procedure. Negotiations in order to improve the terms of the contract, they may relate in particular to prices. Negotiations will be conducted in a way that does not deteriorate the terms of the contract specified in the request for proposal, in a transparent manner and does not affect the access of all contractors to negotiations.

2. The Awarding Entity may close the order award procedure without selecting any offer.

3. The awarding entity shall notify the contractors of the selection of the most advantageous offer, or of closing the procedure for awarding the Order without selecting any offer. The notification will be made in the manner provided for making this request for public public by announcement on the website [www.vigo.com.pl](http://www.vigo.com.pl)

**13. Relevant terms and conditions**

Detailed rules for the implementation of the contract are governed by the delivery contract constituting Annex 2 to the Inquiry

1. **Final proviosions**
2. The Purchaser reserves the right to cancel the request for quotation at any time, without giving a reason.
3. The Purchaser may at any time revoke or change the content of this request for quotation without giving a reason. If the changes affect the content of offers submitted in the course of the procedure, the Awarding Entity will extend the deadline for submitting offers.

**Attachments**

The following documents are attached to this request for quotation:

Annex No. 1 - sample offer form;

Annex No. 2 - contract template

Appendix no1

|  |
| --- |
| The Contractor:  [Name / address / registry court / KRS number / NIP / REGON / contact person / e-mail address / telephone] |

Employer: 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 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)

OFFER FORM

FOR REQUEST FOR QUOTATION FROM THE DAY [•] NUMER [•]

I, the undersigned [•], acting as [•] (hereinafter referred to as: "Contractor"), in response to the request for proposal of [•] number [•] (hereinafter: "Offer Request"), hereby I submit an offer for [•] (hereinafter referred to as the "Order") for the comprehensive implementation by VIGO System Spółka Akcyjna with headquarters in Ożarów Mazowiecki (hereinafter referred to as the "Ordering Party") of the project called " Production technology of innovative epitaxial structures and laser devices crucial for photonics development VCSEL "as part of the Path for Mazovia / 2019 competition, application number: MAZOWSZE / 0032/19

1. Total offered price for the performance of the subject of the Order in accordance with item 9.1. Inquiry
   1. Total net price for the delivery of one mask: [•]………………….. (in words: [•]).
   2. Total gross price for the delivery of one mask: [•]……………….. (in words: [•]).
   3. Value of VAT: ……………………[•] (in words: [•]).

The full description of the offer is attached to the form.

1. Deadline for binding offers

The period of being bound by this offer is 60 days from the deadline for submitting offers specified in the Request for Proposals.

1. Contact person on the part of the Contractor

[•], telephone [•], e-mail [•].

1. Contractors statements
   1. The Contractor declares that he has read the Inquiry and attachments, including in particular the terms of the Order, and does not raise any objections to it and has all the information necessary to prepare this offer and perform the Order..
   2. The Contractor declares that he is not related to the Employer. An associated contractor is an entity:

a. related or being a subsidiary, jointly controlled entity or parent in relation to the Employer within the meaning of the Accounting Act of September 29, 1994;

b. being an entity that remains with the Employer or members of its bodies in such an actual or legal relationship that may raise reasonable doubts as to impartiality in the choice of the supplier of a good or service, in particular married persons, a relationship of relationship or affinity up to and including the second degree, relationship adoption, care or guardianship, also through membership of the organs of a supplier of a good or service;

c. being a related entity or partner entity in relation to the Employer within the meaning of Regulation No. 651/2014;

d. being an entity related personally to the Employer within the meaning of art. 32 section 2 of the Act of 11 March 2004 on tax on goods and services.

* 1. **Contractor declares that:**:

1. have the authority to perform specific activities or activities, if the law imposes an obligation to have them;
2. should have the necessary knowledge, experience and technical and human potential to perform the Order;
3. should be in an economic and financial situation ensuring the performance of the Order;
4. should not be in arrears with taxes, fees and social security contributions.
   1. If this offer is found to be the most advantageous, the Contractor undertakes to execute the order at the time and place resulting from the inquiry.
   2. The Contractor undertakes to perform the Order described in the Inquiry, in accordance with the requirements and provisions of the Inquiry, applicable regulations and due diligence.
   3. **Contractor declares that:**
      1. the product offered complies with the specifications set out in the description of the subject of the contract in each of the parameters listed.
      2. will deliver the product within the time limit specified in the request for proposal.

**For the Contractor**:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[•]

Attachments:

1. Copy from the Contractor's National Court Register / Copy from the Contractor's CEIDG / other registration document appropriate for the Contractor;
2. Power of attorney (if the offer is submitted by a proxy)
3. Description of the order