

Annex 1 to Order No. 9-org
dated 1 September 2026

APPROVED BY:

(signature / seal)
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CEO of the Foundation CO SPANBOND CF



PROCUREMENT PROCEDURE FOR GOODS, WORKS AND SERVICES OF THE CHARITABLE ORGANIZATION SPANBOND CHARITABLE FOUNDATION

1. INTRODUCTION

The CHARITABLE ORGANIZATION SPANBOND CHARITABLE FOUNDATION (hereinafter referred to as “SPANBOND” or the “Foundation”) has developed this Procurement Procedure for Goods, Works and Services (hereinafter referred to as the “Procedure”) for the purpose of establishing clear rules and requirements governing the use of the Foundation’s funds, ensuring a transparent and clear process for reporting on the use of such funds, and mitigating corruption risks in the selection of suppliers of goods, contractors and service providers within the implementation of charitable projects and the Foundation’s statutory activities.

2. GENERAL PROVISIONS AND TERMS

2.1. This Procedure applies to all procurements of goods, works and services financed in whole or in part from donations and/or grants provided by donors.

2.2. This Procedure shall not apply where the subject matter of procurement consists of:

- banking services relating to the maintenance of current accounts and cash management services;
- administrative services provided exclusively by executive authorities in accordance with applicable legislation;
- rail, road passenger transport by bus and air transport services;
- postal services, postage stamps and prepaid envelopes, as well as services provided by private postal delivery companies in Ukraine;
- goods, works and services supplied, provided or performed exclusively by holders of state licences or patents;
- cases where the procurement procedure is governed by separate requirements established by a provider of charitable assistance, non-repayable financial assistance, a donor or another SPANBOND partner. In such cases, this Procedure shall not apply to the relevant procurement.

2.3. For the purposes of this Procedure, the following terms shall have the meanings set out below:

Acceptance of a Tender Proposal means the Foundation’s acceptance of a tender proposal recognised as the most economically advantageous following evaluation and the Foundation’s approval for payment thereof. A tender proposal shall be deemed accepted where the Foundation has provided the Participant, within the time limit established by the tender documentation, with written confirmation of acceptance of the tender proposal.

Alternative Tender Proposal means a proposal that may additionally be submitted by a Participant to the Foundation together with the tender proposal, where permitted by the tender documentation and in accordance with the conditions established therein, and which differs from the proposal prepared in accordance with the conditions provided for in the tender documentation.

Price Proposal Analysis means a simplified procurement procedure carried out on the basis of an analysis of proposals requested from potential suppliers of goods, contractors and service providers.

Person Responsible for Procurement means a specialist or employee designated by the Foundation as responsible for conducting procurement procedures in accordance with this Procedure.

Open Tender means a procurement procedure carried out on the basis of a competitive selection of Participants for the purpose of determining the successful tenderer in accordance with the procedure established by this Procedure.

Procurement / Supply Agreement means an agreement concluded between the Foundation and a Participant following a procurement procedure and providing for the acquisition of ownership of goods, provision of services or performance of works for the Foundation.

Procurement means the acquisition by the Foundation of goods, works or services.

SPANBOND / the Foundation means the CHARITABLE ORGANIZATION SPANBOND CHARITABLE FOUNDATION.

Electronic Procurement means the use of information technologies and the Internet in relations arising between the Foundation and suppliers of goods, contractors or service providers in the course of procurement under this Procedure.

Procurement Initiator means a specialist or employee of the Foundation for whose work, or at whose initiative, goods, works or services are procured.

Procurement Commission means a group of specialists or employees designated by the Foundation as responsible for conducting procurement under a simplified procedure, namely Price Proposal Analysis.

Successful Participant in the Procurement Procedure means a Participant whose commercial (price) proposal meets all criteria and conditions established in the procurement documentation or tender documentation and has been recognised as the most economically advantageous, provided that such Participant shares SPANBOND's values and has been notified by SPANBOND of its intention to conclude an agreement or pay an invoice for the supply of goods, performance of works or provision of services.

Subject Matter of Procurement means goods, works and services identified and procured by SPANBOND. The subject matter of procurement shall be specified in the procurement documentation or tender documentation.

Direct Procurement means a procurement procedure conducted directly with one Participant without applying a simplified procurement procedure or conducting an open tender.

Tender Documentation means documentation prepared by the Foundation and published on the Internet for use by Participants in preparing their proposals.

Tender Proposal means a proposal submitted by a Participant to the Foundation in accordance with the requirements of the tender documentation.

Tender Committee means a group of specialists or employees designated by SPANBOND as responsible for conducting an open tender in accordance with this Procedure. The Tender Committee is not a permanent body or structural unit of the Foundation and may be established temporarily pursuant to an order of the CEO of the Foundation. Its composition shall not be permanent and shall depend on the subject matter of procurement.

Participant in the Procurement Procedure (hereinafter referred to as the "Participant") means a natural or legal person, whether resident or non-resident, that participates in the procurement procedure and/or has confirmed its intention to participate in the procurement procedure and/or has submitted a tender proposal.

Part of the Subject Matter of Procurement (Lot) means a part of the goods, works or services defined by SPANBOND by volume, nomenclature and place of delivery of goods, performance of works or provision of services, in respect of which Participants are permitted to submit tender proposals within a single procurement procedure.

3. CORE PRINCIPLES OF PROCUREMENT

3.1. Procurement of goods, works and services shall be carried out in accordance with the following principles:

- legality;
- maximum value for money and maximum economic efficiency;
- fair competition among Participants;
- openness and transparency in the use of funds for the procurement of goods, works and services and throughout all stages of the procurement procedure;
- confidentiality of procurement procedures at all stages of procurement;
- non-discrimination and equal treatment of Participants;
- objective and impartial evaluation of tender proposals;
- ethical and integrity-based procurement practices.

3.2. Prevention of Corrupt Practices by SPANBOND

When selecting potential suppliers of goods, contractors or service providers, the Organization shall select partners that share the Foundation's values and adhere to principles of integrity and ethical conduct in their activities.

Participants, whether residents or non-residents of Ukraine and regardless of their form of ownership or organisational and legal form, shall participate in procurement procedures on equal terms.

SPANBOND shall ensure free and equal access for all Participants to procurement information in accordance with this Procedure and to the extent necessary for participation in the procurement.

4. PROCUREMENT PROCESS (PROCEDURE)

4.1. The principal procedures for the procurement of goods, works and services are as follows:

1. **Direct Procurement** (procurement from a single Participant) shall apply to the procurement of goods, works and services in an amount of up to USD 5,000 (five thousand) in the equivalent amount in the national currency, the hryvnia, calculated at the official exchange rate of the National Bank of Ukraine applicable on the date the need for procurement is identified, within one agreement / one payment.
2. **Price Proposal Analysis** (simplified procurement procedure) shall apply where the value of goods, works and services is equal to or less than USD 35,000 (thirty-five thousand) in the equivalent amount in the national currency, the hryvnia, calculated at the official exchange rate of the National Bank of Ukraine applicable on the date the need for procurement is identified, within one agreement / one payment.
3. **Open Tender** shall apply where the value of goods, works and services exceeds USD 35,000 (thirty-five thousand) in the equivalent amount in the national currency, the hryvnia, calculated at the official exchange rate of the National Bank of Ukraine applicable on the date the need for procurement is identified, within one agreement / payment.

4.1. DIRECT PROCUREMENT (PROCUREMENT FROM A SINGLE PARTICIPANT)

4.1.1. Definition of Direct Procurement (Procurement from a Single Participant)

Direct Procurement shall apply to the procurement of goods, services and works in an amount of up to USD 5,000 (five thousand) in the equivalent amount in the national currency, the hryvnia, calculated at the official exchange rate of the National Bank of Ukraine applicable on the date the need for procurement is identified, within one agreement / one payment.

4.1.2. Main stages of Direct Procurement:

- (i) review of proposals publicly available on the Internet, in media and advertisements;
- (ii) market monitoring and preliminary selection of suppliers / contractors; preparation of an Evaluation Report specifying a list of potential suppliers and their price proposals, with no fewer than three proposals, signed by the Procurement Initiator and the head of the structural unit that initiated the procurement;
- (iii) organisation of procurement from a single Participant;
- (iv) selection of the supplier / contractor and approval of contractual terms and price;
- (v) execution of the agreement and/or payment.

4.1.3. A Procurement Commission shall not be established for Direct Procurement.

4.1.4. Specific Features of Direct Procurement (Procurement from a Single Participant)

Direct Procurement within a separate charitable / humanitarian project shall be carried out by the responsible person, namely an employee who is the head / manager of the relevant project / structural unit and is responsible for its implementation, provided that procurement functions are included in that person's job description / job duties within the scope of this Procedure.

The Person Responsible for Procurement or the Procurement Initiator conducting procurement of goods, works or services from a single Participant shall consider all proposals publicly available on the Internet, in media, advertisements and other sources and shall determine the most economically reasonable and advantageous proposal. Economic efficiency and quality shall prevail in any weighted selection process. The selection shall be justified on the basis of market price monitoring and/or market research.

In addition, Direct Procurement, regardless of the procurement amount, may be conducted where:

- only one supplier or contractor has the relevant goods, is able to provide the relevant service or perform the relevant works in accordance with the criteria and conditions established by the Foundation for the procurement and/or SPANBOND project, or where the supplier of works / services / goods is a unique or exclusive supplier or a natural monopolist with respect to particular goods or services, provided that the procurement value does not exceed the maximum amount permitted for Direct Procurement during the preceding 365(6) days from the date of the last procurement from such supplier;
- the procurement is justified by emergency circumstances relating to the relevant goods, services or works, or by urgency where a delay caused by compliance with the standard procurement procedures applicable in such circumstances would result in adverse consequences. The decision to conduct such procurement shall be made by the Person Responsible for Procurement or the Procurement Initiator, subject to mandatory written notification of the CEO of SPANBOND.

4.2. PRICE PROPOSAL ANALYSIS (SIMPLIFIED PROCUREMENT PROCEDURE)

4.2.1. Price Proposal Analysis is a simplified procurement procedure applicable where the value of goods, services or works is equal to or less than USD 35,000 (thirty-five thousand) in the equivalent amount in the national currency, the hryvnia, calculated at the official exchange rate of the National Bank of Ukraine applicable on the date the need for procurement is identified, within one agreement or one payment.

4.2.2. Main stages of Price Proposal Analysis (simplified procurement procedure):

- (i) preparation of a request for proposals or review of commercial (price) proposals of potential Participants available on official websites or other publicly accessible Internet resources;
- (ii) market monitoring and preliminary selection of suppliers, service providers and contractors; preparation of an Evaluation Report specifying a list of potential suppliers and their price proposals, with no fewer than three proposals, signed by the Procurement Initiator, the head of the structural unit that initiated the procurement, the accountant (financial manager) and the CEO of SPANBOND;
- (iii) organisation of the simplified procurement procedure;
- (iv) approval of the selected supplier, service provider or contractor, contractual terms and price;
- (v) execution of the agreement and/or payment.

4.2.3. Specific Features of Price Proposal Analysis (Simplified Procurement Procedure)

Price Proposal Analysis shall be conducted on the basis of a request sent by the Foundation to potential suppliers of goods and services / contractors.

SPANBOND shall send such request for commercial (price) proposals to at least three potential Participants in the simplified procurement procedure.

The Foundation shall analyse at least three available commercial (price) proposals from potential suppliers of goods and services / contractors officially submitted to SPANBOND, either to its official email address or in hard copy.

4.2.4. A Procurement Commission shall be established for the purpose of Price Proposal Analysis under the simplified procurement procedure. The Procurement Commission shall include the CEO of SPANBOND, the head of the structural unit (department) that initiated the procurement, the Project Manager and the accountant (financial manager).

IMPORTANT! Where, during the submission of applications by suppliers of works, goods or services for participation in the procurement procedure, it is established that the ultimate beneficial owner, founder, manager or head of any structural unit of such Participant is a relative, irrespective of the degree or line of kinship, or a person having a close personal relationship with a member of the Procurement Commission, including a partner, fiancé(e), godparent or similar relationship, such member of the Procurement Commission shall be immediately removed from the Commission and replaced.

4.2.5. Publication of an announcement concerning procurement under the simplified procedure shall not be mandatory.

4.2.6. During procurement under the simplified procedure, potential Participants may submit information, including commercial (price) proposals, to the specified email address. Any information, including proposals submitted by potential Participants, shall be provided in Ukrainian.

4.2.7. The Procurement Commission shall review all proposals submitted by potential Participants or available commercial (price) proposals from potential suppliers of goods and services / contractors that have been officially submitted to SPANBOND, either to its official email address or in hard copy, in a number of no fewer than three, and shall conduct a Price Proposal Analysis forming the basis for selecting the successful Participant in the simplified procurement procedure.

4.2.8. The results of the analysis of commercial (price) proposals submitted by potential suppliers of goods and services / contractors and the selection of the successful Participant in the simplified procurement procedure shall be recorded in the minutes / decision of the Procurement Commission.

The minutes / decision may be prepared in any form but shall contain at least the following information:

- date of the Procurement Commission meeting, composition of the Procurement Commission, list of Commission members present and format of the meeting, whether online or offline;
- list of suppliers of goods and services that submitted applications or commercial proposals;
- the commercial proposals themselves;
- discussion of the commercial proposals, including the price-quality-content ratio of the relevant goods or services, as well as individual comments and discussion by each member of the Procurement Commission;
- record of each Procurement Commission member's vote in respect of each procurement Participant;
- record of the final decision of the Procurement Commission;

- any dissenting opinion of a Procurement Commission member where such member considers it necessary to express such opinion, for example where the price proposal is low but the scope and quality are high.
The decision / minutes of the Procurement Commission shall constitute grounds for entering into a Procurement Agreement and/or paying an invoice.

4.3. OPEN TENDER

4.3.1. An Open Tender shall apply where the value of goods, works and services is equal to or exceeds USD 35,000 (thirty-five thousand) in the equivalent amount in the national currency, the hryvnia, calculated at the official exchange rate of the National Bank of Ukraine applicable on the date the need for procurement is identified, within one agreement.

Depending on SPANBOND's planned projects and the number of procurements to be conducted, Open Tenders may be of two types:

- single-stage tender - where procurement from one supplier is planned on a one-off basis;
- two-stage tender - where procurement is planned within activities involving long-term humanitarian projects scheduled within a calendar year.

The type of tender shall be determined by the Procurement Initiator before the tender begins.

4.3.2. Main stages of an Open Tender:

- preparation of a request for proposals;
- market monitoring and preliminary selection of suppliers / contractors;
- organisation of the Open Tender;
- (i) approval of the supplier / contractor, contractual terms and price for a single-stage tender; or (ii) approval of three principal suppliers / contractors, contractual terms and price for a two-stage tender;
- execution of the agreement and/or payment when there is an actual need to order the performance of works / supply of goods.

4.3.2. Specific Features of an Open Tender

For two-stage tenders, each calendar year during the period from 1 September to 30 March, based on planned activities involving the implementation of humanitarian projects, SPANBOND shall conduct an Open Tender for each activity potentially involving payment for works / services to one supplier or contracting party in an amount equal to or exceeding USD 35,000 (thirty-five thousand) in the equivalent amount in the national currency, the hryvnia, calculated at the official exchange rate of the National Bank of Ukraine.

Single-stage tenders shall be conducted in one stage and shall result in the selection of a single supplier of works / services with whom the relevant agreement shall be concluded and payment made.

Two-stage tenders shall consist of the following stages:

Stage I - conducting an Open Tender and determining three principal suppliers of works / services for each activity involving the implementation of humanitarian projects for a period of 365 days from the date of completion of the tender;

Stage II - where the actual implementation of an activity or humanitarian project becomes necessary, obtaining commercial proposals from all three suppliers of works / services and determining the final successful Participant for the purpose of entering into an agreement for the provision of services / supply of goods.

In exceptional cases, namely the liquidation or reorganisation, including a change in business profile or ownership that does not comply with the tender documentation, of one of the successful Participants in Stage I; and/or a significant change in the cost of goods / works / services offered by one of the successful Participants in Stage I; and/or refusal by a supplier of goods / works / services that was selected at Stage I to participate in Stage II, an extraordinary Open Tender shall be conducted upon instruction of the Chair of the Tender Committee in order to select one replacement successful Participant for Stage II.

The subject matter of procurement of goods, works and services shall be determined by SPANBOND irrespective of the type of tender.

The Open Tender announcement and Tender Documentation shall be prepared in Ukrainian.

An Open Tender may not be conducted before its announcement in accordance with the rules established by this Procedure.

During an Open Tender, Participants shall submit information, including tender proposals, in paper or electronic form. The form and method of submission shall be specified by the Foundation in the Tender Documentation.

Where the Tender Documentation provides for submission of a tender proposal by email containing a link to a file repository, access to such repository shall be granted no later than 15 (fifteen) minutes after the commencement of the opening of tender proposals. Where access is not granted, the application shall be deemed not submitted, and this shall be recorded in the final document.

Tender proposals shall be submitted in the language or languages specified by SPANBOND in the Tender Documentation.

The period for submission of tender proposals shall be no less than 14 (fourteen) calendar days from the date of publication of the Open Tender announcement. In individual cases, this period may be reduced to 7 (seven) calendar days. The reasons for such reduction shall be stated in the minutes documenting the results of the Open Tender, shall be justified by the interests of project implementation and shall not indicate any intention by the Foundation to restrict competition among Participants. As a general rule, reducing the tender submission period shall not be permitted.

Where, before the expiry of the tender proposal submission period, the Foundation makes amendments to the list of Tender Documentation to be submitted by Participants, Participants who have already submitted the relevant documentation shall be notified immediately by the Foundation, and the period for updating / submitting the Tender Documentation shall be extended for a reasonable period depending on the amendments made.

SPANBOND shall have the right, but not the obligation, to use authorised electronic procurement platforms for publishing Open Tender announcements and related Tender Documentation.

4.3.3. Tender Committee

A Tender Committee shall be established by an order, decision or instruction of the CEO of SPANBOND for the organisation and conduct of each Open Tender. A separate Tender Committee shall be established for each tender.

IMPORTANT! Where, during the submission of applications by suppliers of works, goods or services for participation in an Open Tender, it is established that the ultimate beneficial owner, founder, manager or head of any structural unit of a Participant is a relative, irrespective of the degree or line of kinship, or a person having a close personal relationship with a member of the Tender Committee, including a partner, fiancé(e), godparent or similar relationship, such member of the Tender Committee shall be immediately removed and replaced.

The Tender Committee shall operate on the basis of collective and impartial decision-making.

The Tender Committee shall conduct its work through meetings. Meetings may be held by videoconference or other electronic means of communication allowing all members of the Tender Committee to see and hear each other simultaneously, or in person. Members of the Tender Committee shall be SPANBOND employees designated in the relevant order, decision or instruction in accordance with this Procedure, and the Tender Committee shall consist of at least four employees.

The work of the Tender Committee shall be managed by its Chair, who shall be designated in the order establishing the Tender Committee and shall be authorised to sign the minutes / decision documenting the results of the Open Tender. The Chair of the Tender Committee shall organise its work and bear personal responsibility for the performance of the functions assigned to the Committee. The Chair shall appoint the Secretary of the Tender Committee.

Decisions on all matters considered at meetings of the Tender Committee shall be adopted by a simple majority of all members of the relevant Tender Committee. Each Committee member may record a personal dissenting opinion in the minutes / decision.

The final document shall be the decision of the Tender Committee, documented in the form of minutes or a decision and signed by all members of the Tender Committee. Where a meeting of the Tender Committee is conducted by videoconference or other electronic means of communication, the decision shall be signed by the Chair of the Tender Committee or another member authorised by the Committee.

The minutes / decision may be prepared in any form but shall contain at least the following information:

- date of the Tender Committee meeting, composition of the Committee, list of Committee members present and format of the meeting, whether online or offline;
- list of suppliers of goods and services that submitted applications for participation in the tender;
- the tender applications themselves;
- discussion of tender proposals, including the price-quality-content ratio of the relevant goods or services, as well as individual comments and discussion by each member of the Tender Committee;
- record of each Tender Committee member's vote in respect of each tender Participant;
- record of the final decision of the Tender Committee adopted by a simple majority;
- any dissenting opinion of a Tender Committee member where such member considers it necessary to express such opinion, for example where the price proposal is low but the scope and quality are high.

Where additional Open Tenders are required in exceptional cases, as well as where decisions are required at Stage II of a two-stage tender, such decisions shall also be documented in the Decision of the Tender Committee.

A decision of the Tender Committee shall constitute grounds for entering into a Procurement Agreement within 365 days from the date on which the Tender Committee Decision is issued.

4.3.4. Open Tender Announcement

An announcement of a planned procurement by Open Tender shall be published on the SPANBOND website and its social media pages. The Foundation shall have the right, but not the obligation, to publish the announcement on an authorised electronic procurement platform.

The Open Tender announcement shall contain at least the following information:

- name of the Foundation;
- title of the tender, including the name and/or description of the subject matter of procurement;
- information concerning the technical, quality and other characteristics of the subject matter of procurement;
- period for the provision of services, supply of goods or performance of works;
- method and terms of payment for goods, works or services;
- deadline and method for submission of tender proposals;
- link to the Tender Documentation;
- period for clarification of procurement information;
- means of communication for obtaining additional information.

4.3.5. Tender Documentation

The Tender Documentation shall contain:

- instructions for preparing and submitting tender proposals;
- a list of criteria established by the Tender Committee for assessing Participants' compliance with the established qualification requirements;
- information concerning the requirement to provide documentary evidence of Participants' compliance with the established qualification requirements;
- information concerning the nature and required technical and quality characteristics of the subject matter of procurement, including, where applicable, technical specifications, plans, drawings, illustrations and descriptions of the subject matter of procurement.

Technical specifications, plans, drawings, illustrations or descriptions of the subject matter of procurement required by the Foundation shall contain:

- a detailed description of the goods, works or services to be procured, including objective technical and quality characteristics;
- requirements concerning the technical performance characteristics of the subject matter of procurement where a detailed description cannot be prepared or where specifying such indicators is appropriate;
- references to standard characteristics, requirements, designations and terminology relating to the goods, works or services to be procured, using applicable international or national standards, regulations and rules.

The technical specification shall not refer to a specific trademark or company, patent, design or type of the subject matter of procurement, source of origin or manufacturer. Where such reference is necessary, the specification shall include the expression "or equivalent".

The Tender Documentation shall also contain:

- quantity of goods;
- place of delivery of goods and/or place where works are to be performed or services provided;
- time limits for delivery of goods, performance of works or provision of services;
- a list of evaluation criteria and methodologies for determining the most economically advantageous tender proposal;
- a description of a separate part or parts of the subject matter of procurement in respect of which tender proposals may be submitted, where a Participant is permitted to submit a tender proposal only in respect of part of the goods, works or services being procured;
- information concerning the currency or currencies in which the tender proposal price must be calculated and stated;
- information concerning the language or languages in which tender proposals must be prepared;
- the method, place and deadline for submission of tender proposals;
- contact details of the SPANBOND representative authorised to communicate with Participants.

The Tender Documentation may contain:

- details of any additional services to be provided;
- the principal terms and conditions that must be included in the Procurement Agreement or draft Procurement Agreement;
- the method for evaluating and comparing alternative tender proposals;
- the methodology for calculating the tender proposal price, including whether it must include elements other than the cost of goods, works or services, such as transportation, insurance, loading, unloading, taxes and fees or other mandatory payments;
- conditions governing the return or non-return of tender security;

- the procedure for obtaining clarification regarding the Tender Documentation;
- place, date and time of opening of tender proposals;
- information concerning additional conditions required for acceptance of a tender proposal.

4.3.6. Requirements for Participants in an Open Tender

For the purpose of confirming a Participant's compliance with the qualification requirements, the Foundation shall have the right to request that the Participant provide:

- information concerning the availability of financial resources, equipment and appropriately qualified employees possessing the knowledge and experience required for the supply of goods, provision of services or performance of works;
- information confirming that the Participant has the subject matter of procurement available at the time of the tender;
- a certificate concerning the carrying value of the Participant's assets;
- information concerning the Participant's financial standing;
- information concerning experience in concluding and successfully performing agreements for the supply of goods and services or performance of works similar to those forming the subject matter of the relevant procurement;
- information concerning payment of taxes and fees or other mandatory payments;
- information confirming that the Participant is not undergoing liquidation or reorganisation.

Qualification requirements shall be established by SPANBOND in the Tender Documentation or other documents related to the submission of tender proposals.

All tender proposals submitted by Participants that comply with the requirements established by this Procedure shall be admitted for evaluation.

4.3.7. Submission of Tender Proposals

During an Open Tender, all interested persons meeting the qualification requirements applicable to Participants under this Procedure shall have the right to submit tender proposals.

A tender proposal shall be submitted in the form specified in the Tender Documentation and signed by an authorised representative of the Participant.

Upon an official written request from a Participant, SPANBOND shall confirm receipt of the tender proposal, specifying the date and time of receipt, within 3 (three) calendar days from the date of receipt of the request. The request shall be submitted in writing by email to the specified address.

Tender proposals received by the Foundation after the submission deadline shall not be considered.

Where a Participant submits a revised tender proposal within the submission period, only the tender proposal submitted most recently shall be considered.

4.3.8. Rejection of a Tender Proposal

The Foundation shall be required to reject a tender proposal where:

- the Foundation has indisputable evidence that the Participant offers, gives or agrees to give any employee of the Foundation remuneration in any form, including an offer of employment, a valuable item, service or other benefit, for the purpose of influencing a decision concerning the selection of the successful Participant in the procurement procedure or SPANBOND's application of a particular procurement procedure;
- a natural person who is a Participant has been convicted of an offence committed during a procurement procedure or another offence committed for personal gain, and such conviction has not been expunged or otherwise removed in accordance with the established procedure;
- an officer of the Participant designated as responsible for the procurement procedure has been convicted of an offence relating to a violation of the procurement procedure or another offence committed for personal gain, and such conviction has not been expunged or otherwise removed in accordance with the established procedure.

The Foundation shall reject a tender proposal where:

- the Participant has provided inaccurate information concerning compliance with the established qualification requirements;
- the Participant does not comply with the qualification requirements established in the Tender Documentation;
- Participants that submitted tender proposals are considered by the Foundation to have a negative business reputation, have links to states or persons carrying out armed aggression against Ukraine, fail to meet standards of integrity or have values that do not align with the Foundation's values;
- the tender proposal does not comply with the conditions of the Tender Documentation.

SPANBOND may reject all tender proposals prior to acceptance of a tender proposal where this is provided for in the Tender Documentation.

The grounds for rejection shall be recorded by the Foundation in the minutes, or an extract from the minutes, documenting the results of the procurement procedure and communicated to the Participant whose proposal has been rejected within 5 (five) calendar days from the date of the relevant decision. Notice of rejection shall be sent by email to the address specified by the Participant in its tender proposal.

4.3.9. Cancellation of an Open Tender

SPANBOND shall cancel a tender where the procurement is no longer required.

The Foundation may declare the tender unsuccessful, including where:

- all tender proposals have been rejected;
- fewer than the required number of tender proposals have been submitted, where a minimum number was established as a condition of the tender;
- the price of the most advantageous tender proposal exceeds the amount allocated by the Foundation for financing the procurement.

The Foundation shall notify Participants of its decision to cancel the tender or declare it unsuccessful by publishing an announcement on the SPANBOND website and social media pages within 5 (five) calendar days from the date of the decision.

4.3.10. Opening of Tender Proposals

Tender proposals shall be opened within 5 (five) calendar days after the expiry of the submission period specified in the Open Tender announcement.

For the purpose of ensuring openness and transparency in procurement procedures, independent experts may be present during the opening of tender proposals, including duly authorised representatives of a provider of charitable assistance, non-repayable financial assistance, a donor or another SPANBOND partner.

The Foundation may permit all Participants that submitted tender proposals, or their authorised representatives, to participate in the opening of tender proposals, subject to submission of a prior official request. The absence of a Participant or its authorised representative during the opening procedure shall not constitute grounds for failing to open or consider, or for rejecting, that Participant's tender proposal.

During the opening of tender proposals, the presence of all documents required by the Tender Documentation shall be verified, and the name of each Participant and the price of each tender proposal shall be announced.

Minutes / a Decision (hereinafter referred to as the "Minutes") shall be prepared during the opening of tender proposals. A copy of the Minutes without annexes, or an extract from the Minutes, shall be provided to Participants upon an official written request sent to the specified email address within 3 (three) calendar days from the date of receipt of such request.

The Foundation or a member of the Tender Committee shall have the right to request clarification from Participants concerning the content of their tender proposals for the purpose of facilitating their review, evaluation and comparison.

The Foundation and Participants shall not initiate negotiations concerning amendments to a submitted tender proposal, including changes to the price or other adjustments.

4.3.11. Determination of Successful Participants in Open Tenders (for Stage I of Two-Stage Tenders and for Single-Stage Tenders)

The successful Participant in an Open Tender shall be determined on the basis of the tender proposal evaluation criteria specified in the Tender Documentation.

Tender proposal evaluation criteria shall include:

- price;
- time limits for the delivery of goods, performance of works or provision of services;
- location of the supplier of goods, service provider or contractor;
- quality and functional characteristics and environmental performance;
- after-sales service, availability and duration of warranty service for goods, works and services, and availability of additional warranty service;
- payment terms;
- operating costs;
- use of advanced technologies and local resources, including means of production, labour and materials for the manufacture of goods, performance of works or provision of services offered by the Participant;
- business reputation, positive feedback concerning the Participant in media and social media, integrity, ethical conduct and the Participant's values;
- additional recommendations;

- results of checks against sanctions lists, including SAM, the NSDC Register of Sanctioned Companies, the NSDC Register of Sanctioned Individuals, the State Sanctions Register, United States sanctions lists, European Union sanctions lists, United Nations Security Council sanctions and other relevant lists;

- results of checks concerning links between the Participant and states carrying out armed aggression against Ukraine. The list of such states and their citizens / residents shall be determined in accordance with applicable legislation and international law.

Each individual tender proposal may specify additional evaluation criteria or specific requirements applicable to the selection of the successful Participant.

The total period for evaluation, comparison and determination of the successful Participant shall not exceed 20 (twenty) calendar days from the date of opening of the tender proposals.

The Foundation shall have the right to require Participants to confirm the accuracy of information concerning their compliance with the qualification requirements.

SPANBOND shall have the right to request that the successful Participant reconfirm its compliance with the qualification requirements established in the Tender Documentation. Where the Participant refuses to provide such confirmation, the Foundation shall reject its tender proposal and determine the most economically advantageous proposal among the other Participants.

Relevant expert organisations or individual experts may be engaged for the evaluation of tender proposals, and their recommendations may be taken into account when determining the successful Participant in the procurement procedure.

Information concerning the review, evaluation and comparison of tender proposals shall not be provided to Participants or other persons that did not officially participate in the procurement procedure, except where such information is requested by a provider of charitable assistance, non-repayable financial assistance, a donor, an auditor acting at the donor's request or a court.

In a two-stage tender, at Stage II, Participants selected as successful Participants at Stage I shall, at the request of the Procurement Initiator, provide commercial proposals and full information concerning their ability to implement the relevant SPANBOND activity or humanitarian project.

Commercial proposals shall be submitted to the Tender Committee for a decision on the final successful Participant and conclusion of the relevant agreement.

Stage II shall be conducted within 3 (three) calendar days from the date of the decision to proceed and the determination that an agreement must be concluded.

Participants shall be notified of the possibility of amending a proposal by email sent to the address specified in the tender proposal.

4.3.12. Decision of the Tender Committee

In accordance with this Procedure, a decision of the Tender Committee shall be documented in the Minutes of the Tender Committee Meeting on the Results of the Procurement Procedure (Tender), together with the relevant annexes in accordance with Clause 4.3.3 of this Procedure.

The Minutes shall contain at least:

- a brief description of the subject matter of procurement;
- names of Participants that submitted tender proposals;
- names of Participants selected as successful Participants at Stage I, being no fewer than three Participants, and, at Stage II of an Open Tender, the Participant recommended for conclusion of a Procurement / Service Agreement;
- price and brief description of each tender proposal, together with any additional conditions proposed by Participants;
- a brief summary of the criteria used for comparison and evaluation of tender proposals and determination of the successful Participant;
- where individual or all tender proposals have been rejected, the grounds for rejection and justification thereof;
- where no Procurement Agreement has been concluded following the tender, the grounds for such decision.

The Minutes of the Tender Committee concerning the results of the procurement procedure and other procurement-related documents shall be retained for 3 (three) years.

4.3.13. Acceptance of a Tender Proposal

SPANBOND shall accept the tender proposal that, following evaluation, has been recognised as the most economically advantageous and/or most appropriate in accordance with the criteria set out in this section of the Procedure.

Within 5 (five) calendar days from the date of acceptance of the tender proposal, the Foundation shall send notice of acceptance to the successful Participant in a single-stage tender and to the successful Participant(s) in a two-stage tender at both Stage I and Stage II, and shall also send written notice of the results to all Participants in the Open Tender procedure.

SPANBOND shall enter into a Procurement Agreement with the Participant whose tender proposal has been accepted in accordance with the requirements of the Tender Documentation and the terms of the accepted tender proposal.

Where a Participant whose tender proposal has been accepted refuses to sign the Procurement Agreement in accordance with the Tender Documentation, the Foundation shall determine the most economically advantageous tender proposal from among the other proposals submitted by Participants, unless all tender proposals have been rejected.

5. CONCLUSION OF A PROCUREMENT / SUPPLY / SERVICE AGREEMENT

A Procurement Agreement shall be concluded in writing in accordance with the Civil Code of Ukraine.

A Procurement / Supply / Service Agreement concluded with the successful Participant in the tender or selected by the Procurement Commission shall contain at least the following information:

- name, registered address and identification code of the Foundation in the Unified State Register of Legal Entities, Individual Entrepreneurs and Public Associations, as well as its category;
- name of the legal entity with which the agreement is concluded and, in the case of a non-resident legal entity, the code / number in the relevant commercial, banking or court register or the registration certificate issued by a local authority of the foreign state confirming registration of the legal entity;
- information concerning authorised representatives of the parties to the Agreement;
- bank details of the parties to the Agreement;
- date of conclusion of the Agreement;
- description of the subject matter of procurement / service / supply, including a list of goods supplied and a detailed description of the procurement;
- contract price and term of performance of the Agreement, as well as warranty obligations of the supplier of services / goods.

The essential terms of a Procurement Agreement shall not be amended after execution of the Agreement.

The essential terms shall include information concerning the subject matter of the Agreement, including its name, quantity and quality, the contract price, payment procedure and conditions for delivery of goods / provision of services.

The terms of a Procurement Agreement shall not differ from the terms of the tender (price) proposal submitted by the successful Participant in the procurement procedure.

6. CONFLICT OF INTEREST

A Conflict of Interest means a situation in which a person who is responsible for, or is able to influence, a procurement-related decision or procurement process, or a close relative of such person, derives a personal benefit from that procurement.

The person or employee responsible for conducting procurement and/or a member of the Procurement Commission or Tender Committee involved in procurement shall avoid any potential Conflict of Interest, comply with standards of professional conduct and perform their duties in good faith.

Persons having a financial interest in cooperation with a potential supplier of goods and services or contractor through close relatives or partners shall not participate in the selection or oversight of procurement.

Persons responsible for procurement, members of the Procurement Commission, members of the Tender Committee and any other persons involved in the procurement process are prohibited from soliciting or accepting gifts, remuneration or monetary valuables from potential suppliers of goods and services or contractors.

For the purpose of preventing unfair competition, persons responsible for procurement, members of the Procurement Commission, members of the Tender Committee and any other persons involved in the procurement process who violate the provisions governing agreements not to solicit or accept gifts, remuneration or monetary valuables in connection with procurement of goods, works and services may be held liable and subject to appropriate measures provided for by applicable legislation.

Where circumstances giving rise to a potential Conflict of Interest are identified, the person who identifies them shall submit a written statement in any form addressed to the CEO of the Foundation by sending it to the Foundation's email address.

A person responsible for procurement, a member of the Procurement Commission, a member of the Tender Committee or any other person involved in the procurement process who has a Conflict of Interest shall notify the CEO of the Foundation by submitting a written statement in any form.

Where indications of a Conflict of Interest are identified, the CEO of the Foundation shall suspend the procurement procedure, remove the person responsible for the relevant procurement from the body responsible for that procurement and appoint another person or employee by amending the order or instruction establishing the body responsible for procurement.