

APPENDIX B

NEGOTIATION PLAN

Contract on subsidy for carbon capture, transport,
and storage

Danish Energy Agency

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1. Topics and schedule for the negotiation meetings

Below, the Danish Energy Agency (DEA) has listed the topics that the DEA in particular finds relevant to discuss with the Tenderers:

- Tenderer's answer to the DEA's Project Description (Appendix 3, Requirement specification) with an emphasis on the key strategic choices (including technological) that the Tenderer has made regarding the design of the project
- Tenderer's Draft Milestone Plan (Appendix 5, Time schedules)
- Tenderer's proposed Contracted Quantity (Appendix 7, Subsidy and costs)
- Tenderer's proposed Financing Plan and Business Plan (Appendix 3, Requirement specification) with a specific focus on the Offered Rate per tonne for the Contracted Quantity of CO₂ (Appendix 7, Subsidy and costs)
- Tenderer's proposed measurement, reporting and verifications mechanisms and procedures related to the quantities of CO₂ production from the point source and eventual storage of such quantity (Appendix 3, Requirement specification)
- Tenderer's input to the DEA regarding the proposed governance model (Appendix 8, Governance)
- Commercial and legal terms of the Contract, such as risk allocation for delays and conditions for extension of time (e.g. in case of delays related to authority approvals or permits and other circumstances), liabilities of the Parties, including changes to the level of limitations of liability and exceptions to such limitations, termination rights, including causes for termination
- Other aspects of risk allocation and new / alternative risk mitigation measures that may address and balance the risks of the Parties
- The Contract's regulation mechanisms for Subsidies, including their commercial appropriateness
- The penalties regime of the Contract, including penalty structure, penalty levels and exceptions from the applicability of penalties
- The envisaged guarantees (performance and warranty guarantee and parent company guarantee) and the need for and appropriateness of such security and / or alternative security measures as well as the terms for such guarantees
- The knowledge sharing scheme of the Contract and intellectual property rights

These are topics where the DEA, at the time of publishing the tender documents, considers that there is a particular need to discuss both the Offers received and

the DEA's requirements to the Tenderers to address whether different solutions, terms, etc. would be more beneficial, appropriate, etc.

The DEA may in the course of the negotiation phase add or change the topics that the DEA wishes to discuss with the Tenderers. For example, the Indicative Offers, changes in the DEA's needs, external circumstances, etc. may give rise to further topics being added to those listed above.

In addition, the Tenderers may, in Appendix C, Template for the Tenderer's comments to the tender documents, propose (and are encouraged to propose) topics for the negotiations. Reference is made to paragraph 10 of the Tender specifications.

The final agenda for the negotiation meetings will be submitted to the Tenderers well in advance of the negotiation meetings.

It is emphasised that the negotiations may lead to significant changes to the tender documents, including - but not limited to - changes related to the potential negotiation topics listed above. As further described in the Tender specifications paragraph 2.2 and 13.2, the DEA may choose to change the content of the General Requirements and/or waive one or more General Requirement(s). As an example, the DEA may both reduce coverage amounts for guarantees, change other terms for guarantees and withdraw requirements for guarantees in their entirety.

The DEA expects that the negotiation meetings will be held according to the schedule below. However, the DEA may change the schedule.

<i>Tenderers</i>	<i>Schedule</i>
Tenderer 1	24 October 2022, 09:00 - 14:00
Tenderer 2	26 October 2022, 09:00 – 14:00
Tenderer 3	28 October 2022, 09:00 – 14:00
Tenderer 4	31 October 2022, 09:00 – 14:00
Tenderer 5	2 November 2022, 09:00 – 14:00

2. Location and participants

The negotiation meetings will be held at the following address:
Danish Energy Agency, Carsten Niebuhrs Gade 43, DK-1577 Copenhagen V.

The Tenderers are advised to participate in the negotiations with experts and key persons with the required expertise. For practical reasons, the Tenderer is asked to inform how and who will participate on behalf of the Tenderer. The information

must be submitted via the electronic tendering system no later than 3 days before the meeting.

3. Additional negotiation meetings

The DEA may convene more negotiation meetings than those set out in the time schedule in Section 1 if it should prove necessary.

If the DEA decides to engage in additional negotiation meetings, the time limit for submission of any subsequent, revised Indicative Offers will be notified as soon as possible after the negotiation round.

4. Meeting minutes and feedback

The DEA will draw up meeting minutes after each negotiation meeting. The meeting minutes will not be made publicly available, and each meeting minutes will therefore only be submitted to the Tenderer concerned. If questions of a general nature were discussed at a negotiation meeting, the reply to such questions will be submitted via the electronic tendering system, in anonymised form, to all Tenderers participating in the procedure.

The Tenderers will be given the opportunity of commenting on and confirming the information in the meeting minutes. The meeting minutes cannot be given any independent legal significance for the submission of Offers, as the Offers must be based solely on the final tender documents submitted by the DEA, see the Tender specifications paragraph 13.3.

To avoid unnecessary use of the Tenderers' resources, the DEA will strive to notify the Tenderers through the negotiation meetings and in the meeting minutes if there are aspects of the Tenderer's Indicative Offer(s) that do not fulfil the Requirements, including Minimum Requirements, of the tender documents. However, absence of such notification cannot be construed to mean that there are no reservations of this nature. It is the sole responsibility of the Tenderer to ensure that the BAFO complies with all Minimum Requirements and fundamental elements in the tender documents.

During the negotiation meetings, the Tenderers will be given feedback on strong and weak points in the Offers. The feedback is given to ensure the optimisation of the Tenderers' Offer in the further process.