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Contact the call center on **012 663 8815** or email: **support@intenda.net** if you are having problems with your login.

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<http://www.procurement.petrosa.com/Downloads/Documents/SupplierSelfRegistration.pdf>

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SCOPE OF WORK

PANEL OF LEGAL SERVICES PROVIDERS FOR PetroSA

1. INTRODUCTION

The Petroleum Oil and Gas Corporation of South Africa SOC Limited (“PetroSA”) is a subsidiary of CEF SOC Limited (“CEF”). Its mandate is to operate as an integrated commercial entity whilst creating value for its Shareholders by way of ensuring security of supply of petroleum products for the country. Delivering on this mandate goes beyond merely contributing to the national economy through tax and dividend payments. It includes making significant contributions towards advancing the broader national objectives of the South African Government such as supporting national economic growth, job creation and spearheading industry transformation.

The PetroSA group comprises a number of subsidiaries, joint ventures and associated entities operating globally. Its activities span across the value chain including the exploration and production of oil and gas, manufacturing of petroleum products and trading in these products, with all operations run according to world-class safety and environmental standards. PetroSA was formed in 2002 upon the merger of Soekor E and P (Pty) Limited and Mossgas (Pty) Limited both subsidiaries of CEF. The core business activities of PetroSA are:

- The exploration and production of oil and natural gas;
- The participation in, and acquisition of, local as well as international upstream petroleum ventures;

- The production of synthetic fuels from offshore gas at one of the world's largest Gas-to-Liquid (GTL) refineries in Mossel Bay, South Africa;
- The development of domestic refining and liquid fuels logistical infrastructure;
- The marketing and trading of petroleum products and petrochemicals.

PetroSA owns and operates the world's third largest Gas-to-Liquids ("GTL") refinery. GTL technology is recognized throughout the world for producing the 'cleanest' fuels, through an environmentally friendly process.

PetroSA's Group Legal Counsel is responsible for providing general legal advice to business units within PetroSA, which advisory legal services will, *inter alia*, include giving formal opinions and providing legal assistance on special projects. The objective of the Group Legal Counsel in this regard will be to provide efficient and effective legal advice to instructing business units.

It is the PetroSA Group Legal Counsel's core function to provide and seek professional legal services on highly technical areas thereby highlighting, determining and evaluating all inherent risks to its internal stakeholders, in the pursuit of sound business decisions. Such services would more often than not also require the assistance of service providers with knowledge of applicable laws in a number of international jurisdictions, in particular, African, English, and European Union law.

Thus, the Group Legal Counsel requires the professional services of external legal counsel as detailed below.

2. THE SERVICE PROVIDER

PetroSA's Group Legal Counsel requires a panel of law firms to provide professional legal services ("external counsel and/or Service Provider") as and when required (on ad hoc basis).

Any request for professional legal services shall be requested by a representative from the Group Legal Counsel. No instruction may be taken from any other Department or business unit within PetroSA. The instruction and/or request shall firstly be approved by the Head: Legal Counsel and then secondly, be coordinated and managed by the in-house Legal Advisors in accordance with the Group Legal Counsel's Policies and Procedures.

The panel of law firms shall preferably consist of three (3) established firms and/or six (6) emerging firms, as outlined in the detail below:

- An established firm must have an annual turnover of R50-million or more, and an affiliation with international law firms in, i.e. Africa, USA, Europe, UK and/or other countries; and
- An emerging firm must have a 51% or more black ownership.

3. THE SCOPE OF WORK

- The panel of law firms must be able to provide amongst others the following services:

3.1 Litigation and Disputes

- Instituting and defending litigation and alternative dispute resolution for and against PetroSA; and
- Provision of legal support during litigation and alternative dispute resolution.

3.2 Contract Support

Drafting, negotiation and/or reviewing of contracts. in the following areas:

Trading, Business Development and Logistics;

- Oil and Gas ;
- Infrastructure Development;
- Merger and Acquisition transactions; and
- any other area as requested by PetroSA.

3.3 Professional General Advisory Services

- General legal advice and opinions;
- Regular (but not less than monthly) legal updates on new legislation and decided cases; and
- Coordinate comments and proposals to new draft legislation.

3.4 Intellectual Property rights

- General legal advice and opinions;
- Preparation of confidentiality and secrecy agreements;
- Registration of patents, designs and trademarks; and
- Protection of intellectual property rights.

3.5 Legal Transactional Advisory Support

- Merger and Acquisition("M&A") advisory services;
- Negotiation support during conclusion of M&A transactions; and
- Conduct requisite Due Diligence on possible M&A transaction.

3.6 Regulatory Advisory Support

- Assist PetroSA in providing input on new legislation or amendments;
- Advise on the impact of new legislation or amendments on the business of PetroSA; and
- Assist PetroSA in identifying and complying with Regulatory requirements of a Project.

3.7 Provide General Legal Advice (i.e. Advice, opinions and litigate on behalf of PetroSA) in the following areas:

3.7.1 Labour Law;

3.7.2 Administrative and Constitutional Law;

3.7.3 Corporate Governance;

- 3.7.4 Environmental Law;
- 3.7.5 Competition Law;
- 3.7.6 Maritime Law;
- 3.7.7 Tax Law;
- 3.7.8 Infrastructure Development; and
any other area required by PetroSA from time to time.

3.8 If applicable, procuring of external expert legal advice, litigation and opinions from international counsel

Third party specialist services will be procured for the international leg of the legal services so requested. PetroSA reserves the right to confirm the appointment of a law firm to be the international law firm providing the services.

- PetroSA may from time to time require expert legal advice or opinions from a 3rd party. .
- In the event that the PetroSA has no knowledge of the skills set or expertise in a particular country, Group Legal Counsel will request Legal Services Provider to identify three (3) firms and the Service Provider will request quotations from these firms, which will be evaluated together with PetroSA's Procurement Department and the Group Legal Counsel's team.

3.9 Skills Transfer

- Legal Services Provider will assist PetroSA in quest for providing skills development to its employees;
- Possible legal advisor and/or article of clerkship secondment to a law firm.
- Where PetroSA appoints an emerging firm to work on a project and such firm lacks the requisite capacity then the emerging firm would be required to work together with a consultant to execute the work to enable skills transfer to the emerging firm.

Each Party shall appoint its representative who shall be the contact person responsible for all services rendered under this Agreement.

4. ENQUIRIES

Any enquiries regarding this tender should be addressed to **Caroline Widmer** in the Tender Office at telephone no. **(021) 929-3006**, or e-mail address caroline.widmer@petrosa.co.za .