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If you have a MAAA CSD registration number and are receiving email notifications from PetroSA Procurement you are already registered, please login as indicated below:

Username: MAAA...

User Code: MAAA...

Password: newuser

Contact the call center on **+27 21 939-3131** or email: **supplier@petrosa.co.za** if you are having problems with your login.

If **you do not have a MAAA** CSD registration number, please click on **“Not Registered Yet”** and register. Click on the link below to download a “how to” guide to assist you.

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

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SCOPE OF WORK

PANEL OF LEGAL SERVICE 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 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.

The objectives of establishing a Panel of Legal Service Providers include the following:

- Ensuring PetroSA has timely access to high-quality, specialised legal expertise.
- Enhancing compliance with applicable legislation, regulations, governance standards, and internal policies.
- Reducing procurement turnaround time for legal services.
- Ensuring transparency, value for money, and cost efficiency in procuring legal services.
- Supporting PetroSA in managing legal risk and ensuring sound decision-making.

Thus, PetroSA seeks to appoint a panel of suitably qualified and experienced legal service providers to render expert legal advisory, commence litigation (including determining the basis of the litigation, providing litigation strategy, briefing Counsel and managing the process), contract management and related specialist services on an as-and-when required (i.e. ad hoc) basis. The appointment will support PetroSA's mandate, governance obligations, and strategic objectives. The selected Panel may also be retained to provide legal support to any entity within the CEF Group of Companies on an ad-hoc basis, subject to the request and approval of each respective company. These companies include the following:

- **CEF** – wholly owned company contribute to the South Africa, the Southern African Development Community (SADC) and broader sub-Saharan region for security of energy supply.

- **SA-NPC** – newly established state-owned petroleum company, created through the strategic merger transition of PetroSA, iGas, and the Strategic Fuel Fund (SFF) - secure the country's energy future.
- **iGas** – Gas infrastructure development.
- **PASA (Petroleum Agency SA)** – Upstream oil & gas regulation.
- **SFF (Strategic Fuel Fund)** – Crude oil storage and strategic reserves.
- **AEMFC** – Mining and energy minerals development.

These entities, including PetroSA, collectively enable the CEF Group to deliver on South Africa's energy security strategy.

2. THE SERVICE PROVIDER

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 three (3) emerging firms, as outlined in the detail below:

- **Category 1 – Established Firms:** An established firm must have an annual turnover of R50 million or more, and an international presence/footprint or an affiliation with international law firms in Africa, USA, Europe, UK and/or other countries; and
- **Category 2 – Emerging Firms:** An emerging firm must have a 51% or more black ownership.

3. THE SCOPE OF WORK

Legal services will be required across multiple practice areas including Commercial & Corporate Law, Competition Law, Tax Law, Corporate Governance, Labour Law, Litigation, Procurement, Regulatory Compliance, Administrative & Constitutional Law, Property Law, Environmental Law, Maritime Law, IP & Technology Law, related Oil and Gas laws throughout the value chain and other specialist advisory fields.

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

3.1 Litigation and Dispute Resolution

- Instituting and defending civil litigation in all court levels and alternative dispute resolution for and against PetroSA;
- Judicial review proceedings (PAJA and legality reviews); and
- Provision of legal support during litigation and alternative dispute resolution (mediation and arbitration).

3.2 Contract Support

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

- Oil and Gas value chain i.e. Upstream, Midstream and Downstream;
- Business Development and Logistics;
- Infrastructure Development;
- Merger and Acquisition transactions;
- Day-to-day commercial and procurement 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;
- Project participation;
- Negotiation support during conclusion of M&A transactions (including transaction structuring and regulatory filings); 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 Commercial and Corporate Law;
- 3.7.2 Labour Law;
- 3.7.3 Administrative and Constitutional Law;
- 3.7.4 Corporate Governance;
- 3.7.5 Environmental Law;
- 3.7.6 Competition Law;
- 3.7.7 Maritime Law;
- 3.7.8 Tax Law;
- 3.7.9 Procurement Law;

- 3.7.10 Property Law;
- 3.7.11 IP and Technology Law;
- 3.7.12 Regulatory Compliance;
- 3.7.13 Infrastructure Development; and

any other specialist advisory fields as 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 PetroSA has no knowledge of the skills set or expertise in a particular country, Group Legal Counsel may request the Legal Service Provider to identify three (3) firms and to request quotations from these firms, which will be evaluated together with PetroSA's Procurement Department and Group Legal Counsel's team.

3.9 Skills Transfer

- Legal Service Provider/s 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 the 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.