

SHEARMAN & STERLING^{LLP}
Avocats au Barreau de Paris

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2016-02-03 Nr. KP-1
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January 29, 2016

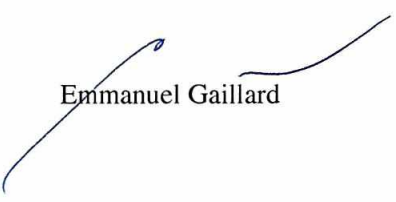
Information Management Division
Ministry of Energy
Gedimino Av. 38
LT-01104 Vilnius
Republic of Lithuania

Dear Sir or Madam,

I am enclosing for your consideration Shearman & Sterling's response to your Request for Tender on Provision of Legal Representation Services No. (5.12-04)-3-122 issued on January 21, 2016.

I will be happy to respond to any question you might have regarding the attached documents.

Sincerely yours,



Emmanuel Gaillard

ABOU DABI | ARABIE SAOUDITE* | BEIJING | BRUXELLES | DUBAÏ | FRANCFORT | HONGKONG | LONDRES | MENLO PARK | MILAN
NEW YORK | PARIS | ROME | SAN FRANCISCO | SÃO PAULO | SHANGHAI | SINGAPOUR | TOKYO | TORONTO | WASHINGTON, DC

SHEARMAN & STERLING LLP EST UN PARTNERSHIP À RESPONSABILITÉ LIMITÉE CONSTITUÉ AUX ÉTATS-UNIS D'AMÉRIQUE EN VERTU DES LOIS DE L'ÉTAT DU DELAWARE, CES LOIS LIMITANT LA RESPONSABILITÉ PERSONNELLE DES ASSOCIÉS.
*ABDULAZIZ ALASSAF & ASSOCIÉS EN ASSOCIATION AVEC SHEARMAN & STERLING LLP

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December 14, 2015

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Ministry of Energy of the Republic of Lithuania
Gedimino av. 38, LT-01104 Vilnius

Re: Tender Offer – Procurement of the legal representation services

DECLARATION

I, the undersigned, Pascal Delisle, Head of Finance and Administration, acting on behalf of Shearman & Sterling LLP, having its registered office at 114 avenue des Champs-Élysées, 75008 Paris, France, in accordance with the partnership agreement, hereby verify that cannot submit the documents required in Clauses 3.2.1 and 3.2.2 of the Invitation to Submit Tender because authorities of the state of incorporation of Shearman & Sterling LLP do not issue such documents in France or the documents issued do not cover all issues concerned, therefore I hereby certify that:

The Managing Partner and Legal Representative of Shearman and Sterling LLP in France, i.e. Mr. Emmanuel Gaillard

and

the Deputy Managing Partner of Shearman & Sterling LLP in France, i.e. Ms. Yas Banifatemi have no criminal records (or the conviction has expired or has been cancelled) **and** within the last 5 years, Shearman & Sterling LLP has not been the subject of a conviction and a final judgement has not been enforced against Shearman & Sterling LLP for participation in, creation or direction of, a criminal organisation, bribery, bribery through agents, payoff, fraud, usage of a credit, loan or target support not according to the purpose or not within the established procedure, credit fraud, failure to pay taxes, submission of incorrect data about income, profit or assets, failure to submit a declaration, report or other document, acquisition or realisation of criminal assets, legalisation of criminal proceeds or assets.

I hereby certify that Shearman & Sterling LLP has not been the subject of a foreign conviction and a final foreign judgement has not been enforced against Shearman & Sterling LLP for the offences defined in the EU legal acts listed in Article 45(1) of Directive 2004/18/EC of the European Parliament and of the Council of 31 March 2004 on the coordination of procedures for the award of public works contracts, public supply contracts and public service contracts.

I hereby certify that the participant of Shearman & Sterling LLP who gain the majority of the participants meeting does not have an unspent or unexpunged conviction of the criminal bankruptcy.

Paris, January 8th, 2016

Mr. Pascal Delisle,
Head of Finance and Administration

ABOU DABI | ARABIE SAOUDITE* | BEIJING | BRUXELLES | DUBAÏ | FRANCFORT | HONGKONG | LONDRES | MENLO PARK | MILAN
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*ABDULAZIZ ALASSAF & ASSOCIÉS EN ASSOCIATION AVEC SHEARMAN & STERLING LLP

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHEARMAN & STERLING LLP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF DECEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SHEARMAN & STERLING LLP" WAS FORMED ON THE SIXTEENTH DAY OF JUNE, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

SHEARMAN & STERLING LLP
AVOCATS A LA COUR
114, Avenue des Champs-Élysées
75008 PARIS
Tél. 01 53 89 70 00 - Fax 01 53 89 70 70

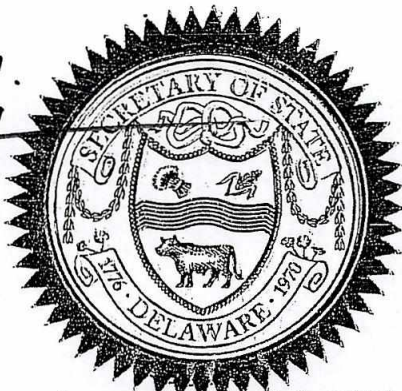
Certified copy

Pascal DELISLE

Head of Finance and Administration

Paris, January 8th, 2016

[Handwritten signature]



[Handwritten signature]
Jeffrey W. Bullock, Secretary of State

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SR# 20151338073

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10609987

Date: 12-14-15

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STATEMENT OF ABSENCE OF CONFLICT OF INTEREST

I, Emmanuel Gaillard, Partner at Shearman & Sterling LLP, hereby declare that Shearman & Sterling or its partners have no conflict of interests that would prevent us from acting for the Republic of Lithuania in the arbitration procedure between the Republic of Lithuania v. OAO Gazprom (SCC Arbitration V (135/2012)) (described in paragraph 5.2.2 of Request for Tender on Provisions of Legal Representation Services No. (5.12-04)-3-122 issued on January 21, 2016) and Shearman & Sterling did no consult, counsel or provide any other legal service for the other party to the arbitration in question (Gazprom) or for any other person directly or indirectly associated with Gazprom.

Done in Paris, on January 29, 2016

Emmanuel Gaillard, Partner



ABOU DABI | ARABIE SAOUDITE* | BEIJING | BRUXELLES | DUBAÏ | FRANCFORT | HONGKONG | LONDRES | MENLO PARK | MILAN
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*ABOULAZZ ALASSAF & ASSOCIÉS EN ASSOCIATION AVEC SHEARMAN & STERLING LLP

STATEMENT OF ABSENCE OF CONFLICT OF INTEREST

29 January 2016, Vilnius

I, Eugenija Sutkiene, Managing Partner at Law Firm Tark, Grunte, Sutkiene and Partners TARK GRUNTE SUTKIENE, hereby declare that Law Firm Tark, Grunte, Sutkiene and Partners TARK GRUNTE SUTKIENE or its partners have no conflict of interests that would prevent us from acting for the Republic of Lithuania in the arbitration procedure between the Republic of Lithuania v. OAO Gazprom (SCC Arbitration V (135/2012)) (described in paragraph 5.2.2 of Request for Tender on Provisions of Legal Representation Services No. (5.12-04)-3-122 issued on January 21, 2016) and Law Firm Tark, Grunte, Sutkiene and Partners TARK GRUNTE SUTKIENE did not consult, counsel or provide any other legal service for the other party to the arbitration in question (OAO Gazprom) or for any other person directly or indirectly associated with OAO Gazprom.



Eugenija Sutkiene
Managing Partner

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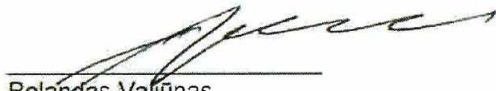
contact@valiunasellex.lt
www.valiunasellex.lt



STATEMENT OF ABSENCE OF CONFLICT OF INTEREST

29 January 2016, Vilnius

I, Rolandas Valiūnas, Managing Partner at Law Firm Valiūnas ir partneriai Ellex, hereby declare that Law Firm Valiūnas ir partneriai Ellex or its partners have no conflict of interests that would prevent us from acting for the Republic of Lithuania in the arbitration procedure between the Republic of Lithuania v. OAO Gazprom (SCC Arbitration V (135/2012)) (described in paragraph 5.2.2 of Request for Tender on Provisions of Legal Representation Services No. (5.12-04)-3-122 issued on January 21, 2016) and Law Firm Valiūnas ir partneriai Ellex did not consult, counsel or provide any other legal service for the other party to the arbitration in question (OAO Gazprom) or for any other person directly or indirectly associated with OAO Gazprom.



Rolandas Valiūnas
Managing Partner

Annex No. 1 to the Request for Tender

**TENDER OFFER CONSIDERING
THE PURCHASE OF LEGAL SERVICES**

29 January 2016

Name and code of the supplier <i>(If a tender offer is submitted by a group of economic entities, names of all partners shall be indicated)</i>	Shearman & Sterling LLP
Supplier's address <i>(If a tender offer is submitted by a group of economic entities, addresses of all partners shall be indicated)</i>	114 avenue des Champs-Élysées 75008 Paris France
Name and surname of the person responsible for the tender offer	Emmanuel Gaillard
Phone number	+33.1.53.89.70.00
Fax number	+33.1.53.89.70.70
E-mail address	egaillard@shearman.com

By this tender offer we confirm that we agree with all the provisions, indicated in the procurement documents (these provisions, clarifications and specifications):

We offer these services:

Name	Hourly rate EUR including VAT
Legal services under the requirements of the price inquiry	EUR 660

Hourly rate **with VAT** is EUR 660 (six hundred sixty euro) (blended hourly rate (EUR 550 + 20% VAT).

This price includes all taxes and supplier's expenditures as indicated in the Clause 5.2.4 of this Invitation.

Proposed legal services totally comply with the requirement indicated in the documents of this procurement.

Information about sub-suppliers:

No.	Name of sub-supplier
1	Advokatų kontora Tark, Grunte, Sutkienė ir partneriai TARK GRUNTE SUTKIENE Contact: Mr. Vilius Bernatonis, Partner
2	Advokatų kontora "Valiūnas ir partneriai Ellex" Contact: Dr. Andrius Smaliukas, Partner; Mr. Ramūnas Petravičius, Partner

Tender proposal is valid until 29 February 2016.

Emmanuel GAILLARD, Partner

(Supplier's or his authorized person's name, surname, and signature)

DECLARATION REGARDING SUBCONTRACTORS

I, Emmanuel Gaillard, Partner at Shearman & Sterling LLP, hereby declare that in the course of the representation of the Republic of Lithuania in SCC Arbitration V (135/2012) against OAO Gazprom (Request for Tender on Provision of Legal Representation Services No. (5.12-04)-3-122 issued on January 21, 2016), the following subcontractors are engaged:

No.	Name of subcontractor
1	Advokatų kontora Tark, Grunte, Sutkienė ir partneriai TARK GRUNTE SUTKIENE Contact: Mr. Vilius Bernatonis, Partner
2	Advokatų kontora “Valiūnas ir partneriai Ellex” Contact: Dr. Andrius Smaliukas, Partner; Mr. Ramūnas Petravičius, Partner

Done in Paris, on January 29, 2016



Emmanuel Gaillard, Partner