

Annex No. 1 to the Request for Tender

TENDER OFFER CONSIDERING
THE PURCHASE OF LEGAL SERVICES

22 February 2016

Name and code of the supplier (If a tender offer is submitted by a group of economic entities, names of all partners shall be indicated)	Shearman & Sterling LLP
Supplier's address (If a tender offer is submitted by a group of economic entities, addresses of all partners shall be indicated)	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 600 (all Shearman & Sterling LLP attorneys) EUR 215 (Tark Grunte Sutkienė partners) EUR 175 (Tark Grunte Sutkienė associates)

Hourly rate **with VAT** is EUR 600 (six hundred euros) (blended hourly rate (EUR 500) + 20% VAT) for all Shearman & Sterling LLP attorneys, EUR 215 (two hundred and fifteen euros) (blended hourly rate – no VAT applicable) for Tark Grunte Sutkienė partners, and EUR 175 (one hundred and seventy-five euros) (blended hourly rate – no VAT applicable) for Tark Grunte Sutkienė associates.

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

Shearman & Sterling LLP and Tark Grunte Sutkienė will limit their fees to a maximum of EUR 3.15 million (three million one hundred fifty thousand euros) (excluding VAT), assuming that the arbitration would terminate within 42 months from the entry into force of the Contract on provision of legal services.

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 Bernatoniš, Partner

Tender proposal is valid until 22 March 2016.

Emmanuel GAILLARD, Partner

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

SHEARMAN & STERLING LLP

Avocats au Barreau de Paris

114, AVENUE DES CHAMPS-ÉLYSÉES | 75008 PARIS

WWW.SHEARMAN.COM | T +33 1.53.89.70.00 | F +33 1.53.89.70.70 | TOQUE J006

February 22, 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)-3-367 issued on February 18, 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 PARTENERSHIP 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

DECLARATION REGARDING SUBCONTRACTOR

I, Emmanuel Gaillard, Partner at Shearman & Sterling LLP, hereby declare that in the course of the representation of the Republic of Lithuania in ICSID Case No. ARB/16/3 against Veolia Environnement S.A., Veolia Baltics and Eastern Europe S.A.S., UAB Vilniaus Energija and UAB Litesko (Request for Tender on Provision of Legal Representation Services No. (5.12-04)-3-367 issued on February 18, 2016), the following subcontractor is engaged:

No.	Name of subcontractor
1	Advokatų kontora Tark, Grunte, Sutkienė ir partneriai TARK GRUNTE SUTKIENE Contact: Mr. Vilius Bernatonis, Partner

Done in Paris, on February 22, 2016



Emmanuel Gaillard, Partner

CONTENTS

TENDER OFFER No. (5.12-04)-3-367

ITEMS 5.2.1 & 5.3.1 Information on Compliance with Minimal Qualification
Requirements as required under Section 3

Annex 2 – Declaration (Shearman & Sterling LLP)

Certificate issued by the Secretary of State of the State of Delaware
dated 22 February 2016 (Shearman & Sterling LLP)

Information on compliance with qualification requirements set out in
ITEMS 3.2.1-3.2.3 (Tark, Grunte, Sutkienė)

Statement regarding successful representation in ICSID case regarding
investments in energy sector (ITEM 3.2.4)

Statement regarding successful representation in arbitration case, which
involved application of energy laws of the Republic of Lithuania
(ITEM 3.2.5)

Lead ICSID arbitration expert: CVs and copies of bar certificates
(ITEM 3.2.6.1)

Lead Lithuanian energy law expert: CVs and copies of bar certificates
(ITEM 3.2.6.2)

ITEM 5.2.2 Statement of Absence of Conflict of Interest

Statements of absence of conflict of interest

ITEMS 5.2.3 & 5.2.4 Price offer

Annex 1 – Tender offer considering the purchase of legal services

ITEM 5.2.5 Information on subcontractors

Declaration regarding subcontractor

SHEARMAN & STERLING LLP

Avocats au Barreau de Paris

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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 Shearman & Sterling LLP 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 or the documents issued do not cover all issues concerned, therefore I hereby certify that:

the Managing Partner and Legal Representative of Shearman & 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 Shearman & Sterling LLP has fulfilled its obligations related to taxes, including social insurance contribution.

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, February 19, 2016

Mr. Pascal Delisle
Head of Finance and Administration

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

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 TWENTY-SECOND DAY OF FEBRUARY, A.D. 2016.

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.

Certified copy

P. Delisle

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

*Pascal DELISLE
Head of Finance and Administration
February 22nd, 2016*



3669989 8300

SR# 20160991093

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

Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

Authentication: 201863771

Date: 02-22-16

**DECLARATION CONCERNING SUCCESSFUL REPRESENTATION
OF THE REPUBLIC OF LITHUANIA IN INTERNATIONAL ARBITRATIONS
INVOLVING THE APPLICATION OF THE ENERGY LAWS
OF THE REPUBLIC OF LITHUANIA**

I, Emmanuel Gaillard, Partner at Shearman & Sterling LLP, hereby declare that, in the past three years, Shearman & Sterling LLP has represented the Republic of Lithuania in three international arbitrations involving the application of the energy laws of the Republic of Lithuania. Of those, two have been completed successfully, whereas the third is ongoing. The two successful arbitrations are:

- 1) Representing the Republic of Lithuania as Respondent in arbitration proceedings initiated by OAO Gazprom in relation to Lithuania's unbundling of gas transmission from gas production and supply in the Lithuanian gas company Lietuvos Dujos, in compliance with the EU Third Energy Package and in particular Directive (EC) 2009/73. The proceedings were brought under the 1999 Russia-Lithuania BIT and were conducted under the 1976 UNCITRAL Arbitration Rules. Gazprom withdrew its claim. Following the withdrawal of its claim, the Republic of Lithuania secured the reimbursement of the entirety of the arbitration costs incurred in the proceedings.
- 2) Representing the Republic of Lithuania as Respondent in an ICC arbitration initiated by OAO Gazprom in relation to Gazprom investment in the Kaunas Heat and Power Plant (Kauno Termofikacijos Elektrinė). The proceedings were brought under the 1999 Russia-Lithuania bilateral investment treaty. Gazprom withdrew its claim. Following the withdrawal of its claim, the Republic of Lithuania secured the reimbursement of the entirety of the arbitration costs and of the legal fees and expenses incurred in the proceedings.

Done in Paris, on February 22, 2016



Emmanuel Gaillard, Partner

DECLARATION CONCERNING SUCCESSFUL REPRESENTATION OF CLIENTS IN AN ICSID ARBITRATION REGARDING INVESTMENTS IN THE ENERGY SECTOR

I, Emmanuel Gaillard, Partner at Shearman & Sterling LLP, hereby declare that, in the past three years, Shearman & Sterling LLP has successfully represented clients in ICSID arbitrations regarding investments in the energy sector. Please find below information on recent successful representation of clients in ICSID arbitrations in the energy sector, ICSID arbitrations in other sectors, and non-ICSID investment treaty arbitrations in the energy sector:

RECENT SUCCESSFULLY RESOLVED ICSID ARBITRATIONS IN THE ENERGY SECTOR

- Represented Caraveli Cotaruse Transmisora de Energía S.A.C. (CCTE), a Peruvian company, and its two Spanish shareholders, Isolux Corsán Concesiones S.A. and Elecnor S.A., in two ICSID arbitrations in Washington against the Republic of Peru (ICSID Cases No. ARB/11/9 and ARB/12/5). The disputes related to concession agreements regarding electricity transmission lines and Peru's failure to observe its obligations under the Spain-Peru bilateral investment treaty. A settlement was achieved by the parties on 25 March 2014.
- Represented the People's Democratic Republic of Algeria in an ICSID arbitration initiated by Mærsk Olie, Algeriet A/S (ICSID Case No. ARB/09/14). The dispute, which was brought under the Algeria-Denmark bilateral investment treaty, was in relation to windfall profit tax in the context of a production-sharing contract. Over USD 3 billion was at stake. A settlement was achieved by the parties in March 2012.

OTHER RECENT SUCCESSFUL ICSID ARBITRATIONS

- Represented the People's Democratic Republic of Algeria in an ICSID arbitration brought by Gelsenwasser AG under the Algeria-Germany bilateral investment treaty (ICSID Case No. ARB/12/32). The dispute related to water and sanitation services management. A settlement was achieved by the parties on 27 February 2015.
- Represented SAUR International, a leading French service management company in the field of water, energy and cleanliness, as Claimant in an ICSID arbitration against the Argentine Republic (ICSID Case No. ARB/04/4). The dispute arose out of violations by Argentina of obligations owed to our client under the France-Argentina bilateral investment treaty in relation to a water and sewer services concession in Argentina. On 22 May 2014, the Tribunal held that Argentina had expropriated SAUR's investment in the concession without compensation and awarded our client USD 59 million. The Tribunal entered a significant costs award in favor of the Claimant.
- Represented Viorel Micula as Claimant in an ICSID arbitration initiated by our client and others against the Republic of Romania (ICSID Case No. ARB/05/20). The dispute, which was brought under the Sweden-Romania bilateral investment treaty, arose out of the cancellation and withdrawal of a favorable customs and tax regime by the Republic of Romania in relation to a food products enterprise. On 11 December 2013, the Arbitral Tribunal rendered a USD 250 million award in favor of the Claimants - one of the largest awards ever issued by an ICSID tribunal.
- Represented the Arab Republic of Egypt in an ICSID arbitration brought by Hussain Sajwani, Damac Park Avenue for Real Estate Development S.A.E., and Damac Gamsha Bay for Development S.A.E. (ICSID Case No. ARB/11/16). A settlement was achieved by the parties in June 2013.

OTHER RECENT SUCCESSFULLY RESOLVED INVESTMENT ARBITRATIONS IN THE ENERGY SECTOR

- Represented Electricité de France (EDF) as Claimant in an UNCITRAL arbitration against the Republic of Hungary. The dispute arose from the termination of the Power Purchase Agreements put in place during the privatization of the electricity sector. The claims were brought under the Energy Charter Treaty. On 4 December 2014, the Tribunal rendered a EUR 107 million award in our client's favor.
- Represented the Republic of Lithuania as Respondent in an arbitration commenced by Russian State-owned gas company Gazprom. The dispute related to Lithuania's unbundling of gas transmission from gas production and supply in the Lithuanian gas distribution company Lietuvos Dujos, in compliance with the EU Third Energy Package and in particular Directive (EC) 2009/73. The proceedings were brought under the 1999 Russia-Lithuania bilateral investment treaty and were conducted under the 1976 UNCITRAL Arbitration Rules. In July 2014, Gazprom withdrew its claim.
- Represented the majority shareholders in the former Yukos Oil Company as Claimants in a series of three arbitrations against the Russian Federation in relation to the expropriation of their investment in the company. The claims were brought under the Energy Charter Treaty, a multilateral treaty governing trade and investment in the energy sector. The arbitrations were conducted in accordance with the UNCITRAL Arbitration Rules and were administered by the Permanent Court of Arbitration (PCA) in The Hague. In an Interim Award of 20 November 2009, the Arbitral Tribunal decided that it had jurisdiction over the dispute and that the claims were admissible. In a Final Award rendered on 18 July 2014, the Arbitral Tribunal ordered the Russian Federation to pay over USD 50 billion in damages to our clients, which makes this the largest arbitral award ever rendered by an arbitral tribunal. The Tribunal also ordered the Respondent to reimburse to our clients 75% of the legal fees they had incurred in these proceedings, as well as 100% of the arbitration costs.
- Represented the Republic of Lithuania as Respondent in an ICC arbitration initiated by OAO Gazprom. The dispute related to Gazprom's investment in the Kaunas Heat and Power Plant (Kauno Termofikacijos Elektrinė). The proceedings were brought under the 1999 Russia-Lithuania bilateral investment treaty. After Gazprom withdrew the claim, in June 2013, the Republic of Lithuania secured the reimbursement of the entirety of the arbitration costs and of the legal fees and expenses incurred in the proceedings.

Done in Paris, on February 22, 2016



Emmanuel Gaillard, Partner

[Logo - Paris Bar Association]
DEPARTMENT OF PROFESSIONAL PRACTICE
AND ADMINISTRATIVE AFFAIRS
Service of Professional Practice

[Logo - Bureau Veritas Certification]
Service certified ISO 9001
by Bureau Veritas Certification

SHEARMAN & STERLING LLP
Avocats à la Cour
114 AVENUE DES CHAMPS ELYSEES
75008 PARIS

Paris, 16 December 2015

Telephone : 01.44.32.47.19
Fax : 01.44.32.47.20

CERTIFICATE

Ref: LL/NO/1343

The undersigned certifies that the Limited Liability Partnership “**SHEARMAN & STERLING LLP**”, with its headquarters at 114 Avenue des Champs Elysées – 75008 PARIS, formed by Mesdames and Messrs. Emmanuel GAILLARD, Yas BANIFATEMI, Cyrille NIEDZIELSKI, Pierre-Nicolas FERRAND, Niels DEJEAN, Guillaume ISAUTIER, Coralie DARRIGADE, Hervé LETREGUILLY, Philippe WOLANSKI, Christophe ASSELINEAU, Arnaud FROMION, Sami TOUTOUNJI, Françoise EVEN, Nicolas BOMBRUN, Maude LEBOIS, Anne-Sophie MAES, Séverine de LA COURTIE, Jennifer YOUNAN, Ekaterina ZABOUSSOVA-CELSA, Sebastien DELAUNAY, Frédéric GUILLOUX – partner attorneys registered on the Roll of the Paris Bar, is duly registered on the Roll of the Paris Bar as of 1 January 1973 and holds toque J006.

Certified copy.

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

Luc LAUZET
Director

[Signature]
[Stamp - “Ordre des Avocats de Paris”]

Pascal DELISLE, Head of Finance and Administration
February 22nd, 2016



ORDRE DES
AVOCATS
DE PARIS

PÔLE DE L'EXERCICE PROFESSIONNEL
ET DES AFFAIRES ADMINISTRATIVES
Service de l'Exercice Professionnel



Service certifié ISO 9001
par Bureau Veritas Certification

SHEARMAN & STERLING LLP
Avocats à la Cour
114 AVENUE DES CHAMPS ELYSEES
75008 PARIS

Paris, le 16 décembre 2015

Téléphone : 01.44.32.47.19
Télécopie : 01.44.32.47.20

ATTESTATION

Réf : LL/NO/1343

Le soussigné certifie que la Limited Liability Partnership «SHEARMAN & STERLING LLP», dont le siège social est 114 Avenue des Champs Elysées - 75008 PARIS, constituée de Mesdames et Messieurs Emmanuel GAILLARD, Yas BANIFATEMI, Cyrille NIEDZIELSKI, Pierre-Nicolas FERRAND, Niels DEJEAN, Guillaume ISAUTIER, Coralie DARRIGADE, Hervé LETREGUILLY, Philippe WOLANSKI, Christophe ASSELINEAU, Arnaud FROMION, Sami TOUTOUNJI, Françoise EVEN, Nicolas BOMBRUN, Maude LEBOIS, Anne-Sophie MAES, Séverine de LA COURTIE, Jennifer YOUNAN, Ekaterina ZABOUSSOVA-CELSA, Sébastien DELAUNAY, Frédéric GUILLOUX - avocats associés inscrits au Tableau du barreau de Paris, est régulièrement inscrite au Tableau du barreau de Paris depuis le 1^{er} janvier 1973 et possède la toque J006.



Certified copy.

Luc
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

*Pascal DELISLE Head of Finance and Administration
February 22nd, 2016*

[Logo - Paris Bar Association]
DEPARTMENT OF PROFESSIONAL PRACTICE
AND ADMINISTRATIVE AFFAIRS
Service of Professional Practice

[Logo - Bureau Veritas Certification]
Service certified ISO 9001
by Bureau Veritas Certification

SHEARMAN & STERLING LLP
Avocats à la Cour
114 AVENUE DES CHAMPS ELYSEES
75008 PARIS

Paris, 3 December 2015

Telephone : 01.44.32.47.19
Fax : 01.44.32.47.20

CERTIFICATE

Ref: LL/NO/1343

The undersigned certifies that the Limited Liability Partnership “**SHEARMAN & STERLING LLP**”, with its headquarters at 114 Avenue des Champs Elysées – 75008 PARIS, is duly registered on the Roll of the Paris Bar as of 1 January 1973 and holds toque J006.

Luc LAUZET
Director

[Signature]
[Stamp - “Ordre des Avocats de Paris”]

Certified copy.

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

1. Luc

Pascal DELISLE, Head of Finance and Administration
February 22nd, 2016



ORDRE DES
AVOCATS
DE PARIS

PÔLE DE L'EXERCICE PROFESSIONNEL
ET DES AFFAIRES ADMINISTRATIVES
Service de l'Exercice Professionnel



Service certifié ISO 9001
par Bureau Veritas Certification

SHEARMAN & STERLING LLP
Avocats à la Cour
114 AVENUE DES CHAMPS ELYSEES
75008 PARIS

Paris, le 3 décembre 2015

Téléphone : 01.44.32.47.19
Télécopie : 01.44.32.47.20

ATTESTATION

Réf : LL/NO/1343

Le soussigné certifie que la Limited Liability Partnership « SHEARMAN & STERLING LLP », dont le siège social est 114 Avenue des Champs Elysées - 75008 PARIS, est régulièrement inscrite au Tableau du barreau de Paris depuis le 1^{er} janvier 1973 et possède la toque J006.

Certified copy



Luc LAUZET
Directeur

Pascal DELISLE, Head of Finance and Administration.
February 22nd, 2016

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

SHEARMAN & STERLING LLP

Avocats au Barreau de Paris

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STATEMENT OF ABSENCE OF CONFLICT OF INTEREST

I, Emmanuel Gaillard, Partner at Shearman & Sterling LLP, hereby declare that Shearman & Sterling LLP has no conflict of interest that would prevent us from acting for the Republic of Lithuania in the arbitration procedure against Veolia Environnement S.A., Veolia Baltics and Eastern Europe S.A.S., UAB Vilniaus Energija and UAB Litesko (ICSID Case No. ARB/16/3) (described in paragraph 5.2.2 of Request for Tender on Provisions of Legal Representation Services No. (5.12-04)-3-367 issued on February 18, 2016) and Shearman & Sterling LLP did not consult, counsel or provide any other legal service for the other parties to the arbitration in question (Veolia Environnement S.A., Veolia Baltics and Eastern Europe S.A.S., UAB Vilniaus Energija and UAB Litesko) or for any other person directly or indirectly associated with them regarding any issue directly or indirectly related to the above-mentioned dispute.

Done in Paris, on February 22, 2016



Emmanuel Gaillard, Partner

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

STATEMENT OF ABSENCE OF CONFLICT OF INTEREST

I, Eugenija Sutkiene, Managing Partner at Law Firm Tark, Grunte, Sutkiene ir Partneriai, TARK GRUNTE SUTKIENE, hereby declare that the Law Firm Tark, Grunte, Sutkiene ir Partneriai, TARK GRUNTE SUTKIENE has no conflict of interest that would prevent us from acting for the Republic of Lithuania in the arbitration procedure against Veolia Environnement S.A., Veolia Baltics and Eastern Europe S.A.S., UAB Vilniaus Energija and UAB Litesko (ICSID Case No. ARB/16/3) (described in paragraph 5.2.2 of Request for Tender on Provisions of Legal Representation Services No. (5.12-04)-3-367 issued on February 18, 2016) and Law Firm Tark, Grunte, Sutkiene ir Partneriai, TARK GRUNTE SUTKIENE did not consult, counsel or provide any other legal service for the other parties to the arbitration in question (Veolia Environnement S.A., Veolia Baltics and Eastern Europe S.A.S., UAB Vilniaus Energija and UAB Litesko) or for any other person directly or indirectly associated with them.

Done in Vilnius, on February 22, 2016

Eugenija Sutkiene
Managing Partner



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Roosikrantsi 2
10119 Tallinn
Phone +372 611 0900

Latvia
Andreja Pumpura 2
LV-1010 Riga
Phone +371 6788 9999

Lithuania
Didžioji 23
LT-01128 Vilnius
Phone +370 5251 4444

www.tarkgruntesutkiene.com



LIETUVOS ADVOKATŪRA

TEISĖS VERSTIS ADVOKATO VEIKLA

LIUDIJIMAS Nr. 002216

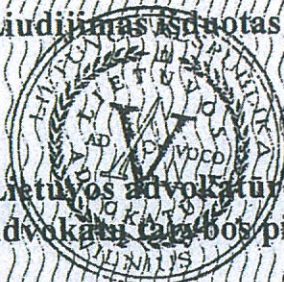
Vadovaujantis Lietuvos Respublikos advokatūros įstatymu,

VILIUS BERNATONIS

(vardas, pavardė)

Lietuvos advokatūros advokatų tarybos 2009 m. balandžio 30 d. sprendimu įrašytas (įrašyta) į Lietuvos praktikuojančių advokatų sąrašą ir turi teisę verstis advokato veikla.

Liudijimas išduotas



Lietuvos advokatūros
advokatų tarybos pirmininkas

2009 m. balandžio 30 d.

Leonas Virginijus Papirtis

2016-02-22

KOPIJA TIKRA

ADVOKATĖ
Eugenija Sulkienė

VILNIAUS UNIVERSITETAS

DIPLOMAS

V Nr. 00145

Vilniaus universiteto rektorius prof. habil. dr. Rolandas Pavilionis

ir

Teisės fakulteto dekanas
doc. dr. Viktoras Naikijus

patvirtina:

Vilius Bernatonis

gimęs (-usi) 1977 m. *gegužės* mėn. *22* d.

Kaune

2000 metais baigė Vilniaus universiteto

teisės

studijų programą

ir jam (jai) suteikta *versminko*

kvalifikacija

Rektorius

[Signature]



Dekanas

[Signature]

Vilnius, 2000 m. *birželio* mėn. *14* d.

Registracijos Nr. *1991*

AB „Spindulys“ 2000

2016-02-22
KOPIJA TIKRA

ADVOKATĖ
Eugenija Sutkienė

[Signature]

Lietuvos Respublikos energetikos ministerija

LYDRAŠTIS

2016 m. vasario 22 d.
Vilnius

Gerb. Ponai,

Advokatų kontora Tark, Grunte, Sutkienė ir partneriai TARK GRUNTE SUTKIENE (toliau – **Kontora**) nuoširdžiai džiaugiasi galimybe kartu su Shearman & Sterling LLP pateikti pasiūlymą Lietuvos Respublikos energetikos ministerijai (toliau – **Perkančioji organizacija**) atliekamame supaprastintame Teisinių atstovavimo paslaugų pirkime, (2016 m. vasario 18 d. kvietimas Nr. (5.12 - 04) 3 - 367) (toliau – **Pirkimas**), ir šiuo norėtų atkreipti Jūsų dėmesį į kelis toliau išdėstytus aspektus:

1. Advokatų kontora pagal LR Advokatūros įstatymo 27 str. 1 d. nėra juridinis asmuo, vadovaujantis Lietuvos advokatūros statutu, ji yra profesinės veiklos organizavimo forma – profesinis junginys, steigama pagal steigimo sutartį ir nuolat veikianti pagal advokatų partnerystės sutartį. Advokatų kontoros partnerių sudaryta sutartis, pagal kurią veikia advokatų kontora yra skirta reglamentuoti advokatų kontoros darbo organizavimą ir kitus advokatų kontoros kaip organizacijos – kvazijuridinio asmens – organizavimo klausimus. Pažymėtina, kad partnerystės sutartis nereglementuoja klausimų, specifiskai susijusių su kokia nors konkrečia sutartimi, įskaitant ir konkrečią sutartį su Perkančiąja organizacija, kuri būtų sudaryta, jeigu mūsų pasiūlymas būtų pripažintas laimėjusiu. Atkreiptinas dėmesys, kad advokatų partnerių atsakomybė yra solidari pagal LR CK 6.6 str. 3 d., kuri numato, kad solidarioji skolininkų aplinkybė preziumuojama, jeigu prievolė susijusi su jungtine veikla (partneryste).
2. Pažymėtina, kad Kontora laikytina tiekėju pagal LR Viešųjų pirkimų įstatymo 1 str. 29 p., t.y. organizacija, kuri neturi juridinio asmens teisių. Ji atitinka visus organizacijos požymius, gali samdyti kitus advokatus, advokato padėjėjus ir darbuotojus, turi atskirą sąskaitą banke, sąskaitas už suteiktas paslaugas išrašo advokatų kontoros vardu, ji yra registruota Advokatų Taryboje ir turi jai suteiktą kontoros kodą. Advokatų kontrai vadovauja ir sandorius jos vardu sudaro – advokatų kontoros seniūnas.
3. Atsižvelgiant į tai, kad advokatų kontora nėra juridinis asmuo, dalis dokumentų, kurių yra prašoma, nėra teikiami, nes tokie dokumentai apie advokatų kontoras nėra išduodami, įskaitant pažymą, patvirtinančią jungtinius kompetentingų institucijų tvarkomus duomenis, pelno (nuostolių) ataskaitos ir kt. Kadangi civilinių teisinių santykių subjektu yra laikomas pats advokatas, šiuo atveju pažymos, patvirtinančios jungtinius kompetentingų institucijų tvarkomus duomenis, yra teikiamos apie kiekvieną iš partnerių, įskaitant duomenis apie teistumą. Nors ir apskaitos dokumentus pasirašo patys advokatai (partneriai), taip pat teikiame pažymą, patvirtinančią jungtinius kompetentingų institucijų tvarkomus duomenis apie Kontoros samdomą finansininkę p. Rasitą Beneckienę. Kitus dokumentus, įskaitant tiekėjo deklaraciją, kitas pažymas, kurias turėtų pateikti juridiniai asmenys, Kontoros vardu sudaro ir pasirašo Kontoros vadovaujanti partnerė, seniūnė Eugenija Sutkienė, veikdama pagal Advokatūros statutą ir partnerių susitarimą paskirti seniūne.

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4. Pažymėtina, kad pagal Kontoros Partnerystės sutartį, partnerių susitarimą ir Advokatūros statutą Kontorą santykiuose su trečiaisiais asmenimis, įskaitant Perkančiąją organizaciją, atstovaus vadovaujanti partnerė, seniūnė Eugenija Sutkienė arba jos įgaliotas asmuo.

Šiuo taip pat patvirtiname, pareiškiame ir garantuojame, kad Kontora, jos partneriai ir advokatai, advokato padėjėjai, kurie siūlomi paslaugų teikimui, atitinka visus keliamus minimaliuosius kvalifikacijos reikalavimus. Jeigu Perkančiajai organizacijai atrodytų, kad pateikti dokumentai nėra pakankami, maloniai prašome, vadovaujantis Viešųjų pirkimų įstatymo 32 str. 5 d., mus apie tai informuoti ir mes nedelsdami pateiksime trūkstamus dokumentus ir (ar) informaciją.

Pagarbiai

Eugenija Sutkienė
Vadovaujanti partnerė, seniūnė

