

Project entitled „Application of targeted protein degradation technology in the treatment of psoriasis and rheumatoid arthritis”, Priority Axis I: Supporting R&D carried out by enterprises”, Measure 1.2 „Sectoral R&D programmes”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020.

WROCLAW, 02 March 2022

Invitation to submit a bid within the framework of the project entitled “Application of targeted protein degradation technology in the treatment of psoriasis and rheumatoid arthritis” Measure 1.2 „Sectoral R & D programmes”, European Regional Development Fund through National’s Centre for Research and Development (POLAND) Operational Programme Smart Growth 2014 – 2020

ORDER NO: CKD/3/22

Name of the order:

“Optimization of the lead compound for project implementation”

Project entitled „Application of targeted protein degradation technology in the treatment of psoriasis and rheumatoid arthritis”, Priority Axis I: Supporting R&D carried out by enterprises”, Measure 1.2 „Sectoral R&D programmes”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020.

SECTION I: ORDERING ENTITY

I.1. Name and address of the ordering entity

Captor Therapeutics Inc.
Dunska 11 street
54-427 Wrocław, POLAND

VAT NUMBER 8943071259

I.2. CPV code for the order subject

CPV: 73111000-3 – Research laboratory services

SECTION II: SUBJECT OF THE ORDER

II.1. Mode of proceeding

This procedure is conducted in the mode of invitation to submit a bid, according to the principle of competitiveness.

The basis for initiating said action are guidelines for eligibility of expenditure under the European Regional Development Fund, the European Social Fund and the Cohesion Fund Fund for the years 2014-2020.

II.2. Defining the subject of the order

The subject of the order is optimization of the lead compound for project implementation.

Title of the project: “Application of targeted protein degradation technology in the treatment of psoriasis and rheumatoid arthritis” POIR.01.02.00-00-0079/18-00

II.2.1. Name of the order:

“Optimization of the lead compound for project implementation”

Title of the project: „Application of targeted protein degradation technology in the treatment of psoriasis and rheumatoid arthritis” POIR.01.02.00-00-0079/18

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II.2.2. Detailed description of the subject of the order:

1. The Bidder will perform the optimization of lead compound for the needs of the project.
2. The object of the order includes the synthesis of 30 to 300 compounds that are analogues of a lead compounds used in targeted protein degradation.
3. The small molecule chemical compounds that are the subject of the order will meet the following technical criteria:
 - dissolved in DMSO,
 - not less than 2 mg available for each position,
 - not less than 92% of purity as shown by LCMS and / or ^1H NMR.
4. In order to fulfill the order, the bidder will delegate 4 chemists (4 FTE) and manager coordinating work at 0.25 EPC, and will provide reserve chemists (at least 2 FTE) and a reserve manager (0.25 FTE) in the event of employee absences.
5. The service will be provided in the period from the signing of agreement to 11.2022 r.
6. The Ordering Party plans to sign the contract with the selected Bidder in April 2022.
7. The planned duration of the service is approx. 8 months and will be specified in detail in the contract with the selected Bidder.
8. The Bidder will quote the monthly cost of the service in the offer form.
9. The Bidder will perform the analysis of the feasibility of synthesis of ordered compounds (using a SciFinder, Reaxys or equivalent database) and determination of the preferred path of synthesis of small molecule chemical compounds.
10. The cost of the service includes all costs related to the implementation of the synthesis being the subject of the order, including costs of reagents, equipment, wages and delivery and reports.
11. The bidder is obliged to provide the ordering entity with all intermediates and final products created in the synthesis process with a written guarantee of the transfer of all materials to the ordering entity.
12. The bidder will be in a contact with the person appointed by the ordering entity to collect the technical report. Technical reports will be sent at least every week.
13. The bidder undertakes to deliver the Certificates of Analysis/Quality Control Certificates or other equivalent documents confirming the purity/quality class of the given products.
14. The bidder should prepare the reports in an electronic version describing the final synthesis path, procedure for obtaining products with yields (%) of individual stages of the synthetic path, and a description of qualitative analysis with analysis results for all synthesized compounds including raw NMR data (FID).

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II.2.3. Conditions

1. The possibility of submitting a partial bid is not admissible.
2. The possibility of submitting a variant bid is not admissible.
3. The binding period with the bid: 30 days from the last day of submitting the offers, which is counted as a the first day of its validity.
4. The Ordering party reserves the right to cancel the request of tender anytime and without giving the reason and with no consequences relative to the Bidders.

II.3. Requirements for the bidders:

1. The bidder shall have the permissions to perform specific activities if the law imposes an obligation to hold them to perform the activity covered by the contract.
2. The bidder should have access to at least 8 experts and consultants of synthetic chemistry and have the possibility of delegating 4 (4 FTE) and one coordinating manager (0,25 FTE) and using their competence in the field of order fulfillment.
3. The bidder should have at least 5 years of experience in natural product synthesis including total synthesis. The bidder should be able to confirm synthesis of minimum of 5 different natural products (showing no more than 70% of similarity as described by Tanimoto similarity score) with the minimum of 20 analogs in each project as well as have an experience in synthesis of molecules used in targeted protein degradation:
 - a) molecular glues, especially from a class Immunomodulatory imide drugs (IMiDs), scale mg to g
 - b) Bifunctional degraders includes synthesis of building blocks from ligase, targeted protein site, or whole dual degraded in scale from mg to gram scale
4. The bidder should have the lab equipment which is necessary for the service.
5. The bidder should submit the statement on the lack of relation between cooperating entities (Attachment 2). From the contractor selection procedure are excluded bidders who are personally or financially related to the ordering entity. Financial or personal ties are understood as the relationship between the bidder and the ordering entity or the persons authorized to incur liabilities on behalf of the ordering entity or persons performing on behalf of the ordering party activities related to the preparation and conduction of contractor selection procedure, consisting particularly of:
 - A) participating in the company as a partner in a civil law partnership or partnership,
 - B) holding at least 10% of shares,

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C) acting as a member of the supervisory or management body, proxy, attorney,

D) marriage, kinship or affinity in a straight line, second degree affinity or second degree affinity in a sideline or adoption, care or guardianship.

Evaluation of the fulfillment of the aforementioned conditions will be made on the basis of fulfillment / non-fulfillment.

Bidders that do not meet the conditions described in Section II.3 will be excluded from the proceeding.

II.4. Submission of the bids:

II.4.1. Basic requirements

1. Each bidder may submit only one bid.
2. The bid must be prepared strictly in accordance with the requirements specified in this invitation.
3. The bid must be signed by person(s) authorized to represent the bidder.
4. The authorization to represent the bidder should be indicated in the submitted documents. If the authorization does not result directly from the registration documents which state the legal status of the Company, it is necessary to attach the original of power of attorney or certified copy signed by authorized person. Documents sent via electronic way (as a scan of signed documents or signed with the qualified signature) are recognized as the original.
5. Drafts of documents/ statements from the request of tender should be filled and attached to the offer.
6. The cost of preparation and delivery of the bid is covered by the bidder.

II.4.2. Form of the bid

1. The bid must be made in Polish or English and have a written form.
2. The documents shall be presented in the original or in copy certified by the person/persons authorized to represent the Bidder who are indicated in the Bidder's registration document or the Power of Attorney. Statements attached to the bid should be signed and presented in the original. All copies of the supporting documents shall be certified as true copies by the authorizing person/persons in accordance to company's legal status. The ordering party accepts sending the documents electronically as a scan of the signed bid together with appendices (attachments) or as documents with qualified electronic signature.
3. Documents submitted in electronic form as a scan of signed documents or signed with qualified signature are considered as the original.
4. If the submitted offer raises reasonable doubt as to its accuracy or if it is unreadable, the Ordering party reserves the right to verify it in another way.

II. 4.3. Content of the bid

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The bid should include at least:

1. If the documents are signed by the person (s) representing the bidder other than indicated in the bidder's registration document, the power of attorney should be attached to the bid to: represent the bidder in the procurement procedure and sign the contract. It is also possible to submit a copy of the power of attorney. The allowed forms of documents are indicated in the **II.4.1.**
2. The current extract from the relevant register or from the central business information register, issued not earlier than 6 months before the deadline for the bids submission (the original or a copy certified by the person authorized to represent the bidder). It is allowed to submit a document in the form of a printout from the website.
3. Initialized and signed by persons authorized attachments:

- A) Appendix No. 1 – completed bid form together with statements concerning the bidder,
B) Appendix No. 2 – statement on the lack of relation between cooperating entities.

II.4.4. Place, term and manner of submitting the bid

1. The bids must be submitted by 04.04.2022 till 11:00 am.
2. The bid must be submitted by choosing one of the following:

a) in person, by the courier or traditional post

in a hard copy, in a non-transparent, sealed envelope, which should be described as follows:

Name of the Bidder:

Bidder's address:

Contact person (name, surname, email address):

The bid in the in proceeding No. CKD/3/22 “Optimization of the lead compound for project implementation”. Do not open before: April 04, 2022, 11:00 am at the Project Office of the Ordering party at Dunska 11 street, 54-427 Wrocław, POLAND. The Project Office is open from Monday till Friday from 9:00 am to 3:00 pm. The date of receipt of the bid to the Ordering party will be confirmed by a date stamp.

at the Project Office of the Ordering party at Dunska 11 street, 54-427 Wrocław, POLAND. The Project Office is open from Monday till Friday from 9:00 am to 3:00 pm. The date of receipt of the bid to the Ordering party will be confirmed by a date stamp.

b) electronically via website <https://bazakonkurencyjnoscifunduszeuropejskie.gov.pl/> as a scan of the signed bid together with appendices (attachments) or as documents with qualified electronic signature;

c) electronically via e-mail, to the address: pmo@captortherapeutics.com

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as a scan of the signed bid or as a documents with qualified electronic signature; together with appendices (attachments); the e-mail must be titled: "Request for tender No. CKD/3/22. DO NOT OPEN before April 04, 2022".

3. The bids received after the deadline will not be considered.

II.5. Mode of evaluating the bids

1. The Ordering party examine the offers (according to the requirements described in the point II.4.4 and criteria in the point II.7.1.)
2. In order to determine if the value is grossly low, the Ordering party will ask the Bidder about the individual elements of the offer. The Ordering party will indicate the time for explanations. Bidders who will not clarify in the indicated time or whose clarification confirms the grossly low value of the bid will be rejected.
3. The substantive analysis would be conducted for the offer with the highest score of points (according to II.7.1.). The ordering party examine whether offer complies with requirements according to II.2.2. During the examination procedure, The Ordering party may ask about additional explanations or to complement previously submitted documentation if it is essential for the proper evaluation. If the bidder will not make an explanation in the specific time or the explanation indicates non-compliance the offer would be rejected. In this case, the Ordering party will examine the next offer (with the second point score) according to the II.7.1.
4. The Ordering party examine whether bidder meet the formal requirements (after the substantive analysis). The Ordering party will allow to complete the offer in case of lack the appendices like statement on the lack of relation between cooperating entities, Power of Attorney, register business information etc. If the bidder would not complete the bid in proper time or if the offer would not meet at least one of formal requirements (According to II.2.3, II.3., II.4) it will be rejected. In this case, the Ordering party will examine the next offer (according to the II.7.1.).
5. The Bidders have two business days to complete the offers or answer for the purchaser's question.
6. After analyzing the bids and considering - in accordance with the principle of competitiveness - the submitted bids, the ordering party will inform the bidders about the selection of the most advantageous bid and will publish the results in the Competitiveness Center of European Funds (<https://bazakonkurencyjnosci.funduszeuropejskie.gov.pl/>).

II.6. Rejection of the bid, exclusion of the bidder

1. The ordering party rejects the bid if:
 - A) its content does not correspond to the content of this inquiry or is incomplete,
 - B) its submission constitutes as an act of unfair competition within the meaning of the provisions about unfair competition,

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- C) did not submit to the ordering party's request for explanations concerning the content of the submitted bid,
D) was submitted by the bidder not meeting the criteria of this procedure or by the bidder excluded,
E) is invalid on the basis of separate regulations.

2. Bidders are excluded from the procedure, if:

- A) they were directly involved in the preparation of the proceedings or used to prepare the bid to the participants, unless the participation of these contractors in the proceedings does not impede fair competition,
B) they did not agree to prolong the binding period with the bid,
C) have submitted untrue information affecting or likely to affect the outcome of the proceedings,
D) have not demonstrated that they meet the conditions for participation in the procedure,
E) are personally or financially related to the ordering entity.

The bid of excluded bidder is considered to be rejected.

3. The Ordering party reserves the right to cancel the proceeding without giving any reason, at any time and without any liability to the Bidders who have submitted bids.

II.7. Criteria for bids evaluation

1. The Ordering entity will evaluate bids according to the following criterion:

a) Criterion - Price - weight 100 pts.

The number of points for the price criterion will be calculated in the following formula (counting to two decimal places):

$$\text{Number of points} = \frac{\text{min. price offered net [USD]}}{\text{price of the bid net [USD]}} \times 100 \text{ pts.}$$

The bid can get max. 100 points.

2. The subject of evaluation will be the total net offer price. The price should be expressed in **United States Dollar (USD)** to two decimal places (to 1 cent rounded up). **The Ordering party does not allow tenders to be submitted in a different currency.** If the offer is submitted in a different currency than USD, this offer will be rejected.
3. The substantive analysis – The Ordering entity examine whether the offer with the highest score (II.7.1.) complies with the requirements according to II.2.2.

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4. The formal assessment – The Ordering entity examine whether the offer and the Bidder meet the requirements (II 2.3, II.3., II.4.)
5. An Offer with the highest point score which meets all the substantive and formal requirements (described in II.2.3, II.3, II.4) shall be considered as the most advantageous.

SECTION III: ADDITIONAL INFORMATION

III.1. Project financing

The ordering entity informs that is going to implement the project with the use of European Union funds under the European Regional Development Fund – Operational Programme Smart Growth 2014-2020, Priority Axis I: Supporting R&D carried out by enterprises”, Measure 1.2 „Sectoral R&D programmes”.

III.2. Forms of communication

1. Any correspondence related to the preparation of bids or answering inquiries must be delivered in writing to the project office at: Dunska 11 street, 54-427 Wrocław, POLAND or by e-mail to d.zarebska@captortherapeutics.com via the Competitiveness Center of European Funds at <https://bazakonkurencyjnosci.funduszeuropejskie.gov.pl/>. For questions the ordering party will respond by the Competitiveness Center of European Funds at <https://bazakonkurencyjnosci.funduszeuropejskie.gov.pl/> and by email (for the questions submitted via email) within 5 working day of receipt of the inquiry, provided that the questions will be received no later than 5 working days before the date of submission of bids. The time for answering for Bidders questions is counted from the first business day after submitting question. The term ends with the last (5th) working day.
2. The ordering entity is not obliged to conduct proceedings under the Public Procurement Act.
3. The content of the inquiry is available at the registered office of the ordering entity: Dunska 11 street, 54-427 Wrocław, POLAND as well as in
4. If the answers to the questions or reported problems are associated with a change in the terms of the contract, all Bidders will be notified of the changes by e-mail to the addresses provided when submitting the offers, and furthermore the questions and answers as well as changes to the terms of the contract will be made available at the seat of the Ordering party Project Office at the address: ul. Dunska 11, 54-427 Wrocław, POLAND as well as in the European Funds Competitiveness Base. In such situation, the Ordering party may extend the deadline for submitting offers.

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III.3. Term of contract execution

The services shall be provided from signing the Agreement and no longer than November 30, 2022.

The Ordering Party is planning to sign the Agreement in April 2022.

III.4. Important to both parties provisions of the agreement

1. Upon completion and publication of the results of the tender procedure, the purchaser and the bidder who submitted the most advantageous bid, will sign the contract.
2. If the Contractor demands signing any additional document (license agreement, SOW etc.), it must comply with the provisions of tender CKD/3/22.
3. The Ordering party may charge the contractor with contractual penalties on the terms specified in the agreement.
4. The Ordering Party reserves the right to amend the Agreement concluded with the Bidder selected in the course of the proceedings, if at least one of the circumstances listed below occurs, taking into account the indicated conditions for introduction thereof:

4.1 Deadline for completion of the order can change in the following situations:

- a) occurrence of a force majeure event, making it impossible to timely perform the subject matter of the Agreement, whereas the Bidder is obliged to inform the Ordering Party thereof and specify the force majeure event preventing it from executing the order on time, and to specify the impact that such event had on the execution of the order
- b) occurrence of extraordinary circumstances other than force majeure, making it impossible to timely perform the subject matter of the Agreement, which were not predicted by the Parties, despite exercising due diligence, at the time of execution of the Agreement and are not due to the Parties' fault;
- c) suspension of the execution of the order by the Ordering Party for technical or organizational reasons making it impossible to continue the performance of the subject matter of the Agreement, for the duration of such suspension. The Ordering Party will notify the Bidder of the suspension of the order and indicate the reason of suspension;
- d) any changes in the time schedule of execution of the project.

The above-mentioned changes cannot constitute grounds for increasing the remuneration. Each of the above-mentioned changes may involve a reduction of the remuneration.

- 4.2 The Ordering Party allows for the possibility to make changes in the subject matter of the Agreement or to choose not to carry out a certain part of the subject matter of the Agreement in the event of:

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- a) occurrence of a force majeure event, making it impossible to timely perform the subject matter of the Agreement, whereas the Bidder is obliged to inform the Ordering Party thereof and specify the force majeure event preventing it from executing the order on time, and to specify the impact that such event had on the execution of the order
- b) occurrence of extraordinary circumstances other than force majeure, making it impossible to timely perform the subject matter of the Agreement, which were not predicted by the Parties, despite exercising due diligence, at the time of execution of the Agreement and are not due to the Parties' fault, including e.g. any changes to the Ordering Party's research process, changes in the project assumptions,
- c) changes in the applicable laws, affecting the subject matter and the terms of the Agreement and any change of the legal or factual situation of the Bidder and/or the Ordering Party resulting in the impossibility to perform the subject matter of the Agreement

The above-mentioned changes cannot constitute grounds for increasing the remuneration. Each of the above-mentioned changes may involve a reduction of the remuneration.

4.3 The Ordering Party allows for the possibility of introducing technical or technological changes in the subject matter of the Agreement, upon its prior consent, the event of:

- a) unavailability on the market of any materials or devices indicated in the offer as a result of discontinuation of production thereof or withdrawal of such materials or devices from the market;
- b) appearance on the market of next generation materials or devices which make it possible to save the costs of performance of the subject matter of the Agreement;
- c) necessity to perform the Agreement using other technical solutions and materials due to changes in the applicable laws.

The above-mentioned changes cannot constitute grounds for increasing the remuneration. Each of the above-mentioned changes may involve a reduction of the remuneration.

4.4 If in the course of execution of the project carried out by the Ordering Party, the relevant Institution makes any recommendations concerning any changes to the Project affecting the scope of the Agreement, the Agreement may be amended to the extent corresponding to the changes in the Project.

4.5 The Ordering Party allows for the possibility of making amendments to the Agreement on the terms set out in point 20) letter b) – e) of Chapter 6.5.2 The principle of competitiveness of the Guidelines on the eligibility of expenditures under the European Regional Development Plan, European Social Fund and Cohesion Fund for 2014-2020, i.e. the Ordering Party allows for the possibility of placing additional orders with the Contractor, however after joint fulfillment of the following conditions:

- a) additional orders are necessary for proper performance of the basic task,

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- b) execution of additional orders has become necessary as a result of any situation unpredictable prior to the execution of the Agreement by the parties,
- c) execution of additional orders will be accepted by both parties in writing prior to the execution thereof,
- d) the contractor cannot be replaced due to economic or technical reasons, in particular related to interchangeability or interoperability of equipment, services or installations, ordered as part of the basic order,
- e) the replacement of the contractor would result in a material inconvenience or significant increase in expenses for the Ordering Party,
- f) the value of each subsequent change does not exceed 50% of the value of the order initially specified in the agreement.

The above-described changes to the Agreement cannot lead to a change of the nature of the Agreement. If such amendments can result in the increase of the remuneration.

4.6 Form of amendments:

- a) Initiation of amendments – at a written request of the Ordering Party and/or Bidder (letter with information).
- b) Annex to the Agreement with the Bidder in writing, otherwise being null and void.

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Appendix no 2

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(place and date)

(name and address of the bidder)

Statement on the lack of relation between cooperating entities

I declare that the bidder submitting the bid is not related personally or financially with the ordering party. Financial or personal ties are understood as the relationship between the bidder and the ordering party or the persons authorized to incur liabilities on behalf of the ordering party or persons performing on behalf of the ordering party activities related to the preparation and conduction of contractor selection procedure, in the procedure: CKD/3/22 entitled: **“Optimization of the lead compound for project implementation”** consisting particularly of:

- A) participating in the company as a partner in a civil law partnership or partnership,
- B) holding at least 10% of shares,
- C) acting as a member of the supervisory or management body, proxy, attorney,
- D) marriage, kinship or affinity in a straight line, second degree affinity or second degree affinity in a sideline or adoption, care or guardianship.

There are no mentioned above relations between ordering entity and the bidder.

(stamp, date and signature of the bidder)