

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

WROCLAW, 30 May 2022

Invitation to submit a bid within the framework of the project entitled “Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies”, European Regional Development Fund through National’s Centre for Research and Development (POLAND) Operational Programme Smart Growth 2014 – 2020

ORDER NO: CT2/2/22

Name of the order:

“Determination of in vitro ADME profile and determination of in vivo the pharmacokinetic profile in animal models”

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, 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 for the years 2014-2020.

II.2. Defining the subject of the order

The subject of the order is to conduct non-GLP tests on animals for chemical compounds of Captor Therapeutics Inc. using in vitro ADME and in vivo PK method.

II.2.1. Name of the order:

“Determination of in vitro ADME profile and determination of in vivo the pharmacokinetic profile in animal models”

Title of the project: “Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies”, European Regional Development Fund through National’s Centre for Research and Development (POLAND) Operational Programme Smart Growth 2014 – 2020. POIR.01.01.01-00-0956/17

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

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

1. The scope of the contract subject includes:

- the determination of parameters in vitro ADME values,
- the development of the quantitative method for detecting compounds in animal tissues/body fluids,
- determination of in vivo pharmacological profile (selected routes of administration per compound) in animal models (healthy rabbits/ dogs/mice/rats)
- indication the key ADME/PK parameters for compounds received from the Ordering party.

2. Conditions and scope of ADME in vitro studies (profiling) for a given compound

General conditions:

Estimated number of compounds:	1 - 5
Test standard:	Non-GLP
Duration of service:	From the day of contract's signing and no longer than 31 March, 2023
Planned scope of studies*	
1.	Metabolism Identification; Species: Mouse/Rat/Rabbit/Dog/Human liver hepatocytes Delivery: Identification of putative metabolite; min. 5 time points
*The Bidder must have a full panel of tests in all variants listed by the Ordering Party. The Ordering party reserves the rights to choose the scope of research individually for each compound.	

3. Conditions and scope of in vivo PK (Pharmacokinetic) studies for the compound

General conditions:

The scope of the study:	Animal studies, analytical tests (including method development, body fluids analysis)
Animal species*:	Healthy New Zealand White rabbits, healthy Beagle dogs, healthy mice (CD-1, C57Bl/6, Balb/C)** , healthy rats (SD, Wistar)**
Route of administration (per a given compound)*:	Intravenous (i.v.)/ oral (p.o.)/ Intraperitoneal (i.p)

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

<i>Method of compound analysis:</i>	LC/MS/MS
<i>Estimated number of compounds:</i>	1-5
<i>Estimated number of doses per compound:</i>	1 - 5
<i>Test standard:</i>	Non-GLP
<i>Duration of service:</i>	From the day of contract's signing and no longer than March 31, 2023
<p>*The Ordering party reserves the rights to choose the animal species and route of administration depending on the needs of the Ordering party.</p> <p>** The Bidder shall have at least one of listed species.</p>	

Planned scope of studies*		
1.	Method development in biological samples	analysis with LC-MS/MS
2.	Biofluid bioanalysis	analysis with LC-MS/MS
3.	Tissue bioanalysis	price per sample; analysis with LC-MS/MS
4.	Bioavailability study in Mice PK test	(Healthy mice; the Bidder must have one of these species available: CD-1 or C57Bl/6 or Balb/C) including body fluids analysis method development (LC/MS/MS); routes*: i.v., p.o., i.p.; Min N=3 per route/dose; Min 8 time points price per route/dose
5.	Bioavailability study in Male Rats PK test	(Healthy rats; the Bidder must have one of these species available: SD or Wistar) including body fluids analysis method development (LC/MS/MS); routes*: i.v., p.o., i.p.; Min N=3 per route/dose; Min 8 time points; price per route/dose
6.	Bioavailability study in New Zealand White Rabbits PK test	(Healthy New Zealand White rabbits) including body fluids analysis method development (LC/MS/MS); routes*: i.v.,

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

		p.o., i.p.; Min N=3 per route/dose; Min 8 time points; price per route/dose
7.	Bioavailability study in Beagle Dogs PK test	(Healthy Beagle dogs) including body fluids analysis method development (LC/MS/MS); routes*: i.v., p.o., i.p.; Min N=3 per route/dose; Min 8 time points; price per route/dose
*The Ordering party reserves the rights to choose the animal species and route of administration depending on the needs of the Ordering party.		

6. General experiment conditions:

6.1 Experiment condition - The Bidder will propose experimental conditions: sex, weight, age, number of animals, measurement time, collected blood amount, blood collection method and submit them for approval by the Ordering party. Description of the proposed conditions will be sent in writing (it may be sent electronically).

6.2 Dose and route of administration - Test in single dose for each of the selected routes of administration, depending on the needs of the Ordering party.

6.3 Bioassays - The Bidder will develop an analytical method for quantitatively detection of a given compound in animal body fluids. The method, together with its description, proposed conditions and parameters will be sent in writing at the request of Ordering party (it may be sent electronically) for formal approval. The quantitative procedure will allow to determine the selectivity, calibration model, stability, precision, detection limit as well as repeatability and accuracy.

7. Execution of the order

7.1. Order approval for execution

The Ordering party will approve the given order for execution after the mutual determining of the experiment terms, conditions (ADME and PK panel chosen, method, etc.) and deadline for order delivery.

7.2. Reporting

During the execution of the given order, the Bidder will prepare and forward to the Ordering party (in electronic form and/or in paper form using recycled paper) technical reports covering a detailed description of the method and describing the results of individual experiments / tasks in the form of Excel with raw experimental data, as well as in the version prepared with the calculated ADME and PK parameters and statistical analysis. The Bidder will provide technical

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

reports after the end of each experiment / task resulting from the given order or once a week (depending on the arrangements of the parties);

The deadline for delivery of individual reports will be specified in the Agreement.

Note: The Ordering party will not incur additional costs related to the development and transfer of the reports mentioned above; costs are included in the cost of the service.

8. Communication between the parties

8.1. Contact persons

The Bidder will designate a contact person responsible for coordinating cooperation.

8.2. Teleconferences

At the request of the Ordering party, the Bidder will enable communication in the form of a teleconference, announced in advance min. 5 business days.

9. Possible changes in planned tests and presentation / reporting of results will be introduced after prior agreement with the Ordering party.

10. The cost of the service includes all costs associated with the performance of the service being the subject of the contract, including the costs of purchase, maintenance and euthanasia of animals, the cost of reagents, consumables, equipment, salaries, supplies, and preparation of reports, transfer of intellectual property rights to the results of experiments to the Ordering party, permits/ licenses required to perform the service.

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: 60 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. Bidders shall have the rights/ necessary permits (legal powers) to perform a given activity, if such permits are required by the law to perform the activities covered by the contract.
2. The Bidder, for the needs of the service, shall involve a team of specialists with the necessary knowledge, appropriate education and experience required for the service, including experts

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

and consultants in the field of ADME/PK tests on selected animal models (mice, rats, rabbits, dogs).

3. The Bidder has the ability to test selected compounds in animal research models (mice, rats, rabbits, dogs) and undertakes to humane treatment of laboratory animals used for scientific purposes in accordance with applicable legal requirements.
4. The Bidder shall have the necessary lab equipment required for the service.
5. The Bidder shall have the animal lab with high level of cleanliness (SPF standard) and equipped with Individually Ventilated Cage (IVC) system.
6. The Bidder shall confirm its experience in testing chemical compounds using in vitro ADME and in vivo PK method in the animal models. (At least two completed projects within last 12 months).
7. Bidders who are personally or financially related to the Ordering party are excluded from the contractor selection procedure. Financial or personal ties are understood as the relationships 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 the 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 or stocks,
 - 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.

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

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 send 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 accept sending the documents electronically as a scan of the signed bid together with appendices (attachments) or as a 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

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.

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

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 June 30, 2022 till 11:00 a.m.
2. The bid must be submitted by choosing one of the following:

a) in person, by courier or by 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. CT2/2/22

"Determination of in vitro ADME profile and determination of in vivo the pharmacokinetic profile in animal models" Do not open before: June 30, 2022 till 11:00 a.m

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://bazakonkurencyjnosci.funduszeuropejskie.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

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. CT2/2/22. DO NOT OPEN before June 30, 2022 ".

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

II.5. Mode of evaluating the bids

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

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. 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.
3. 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.).
4. The Bidders have two business days to complete the offers or answer for the purchaser's question.
5. 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,
 - 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:

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

- 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) have submitted untrue information affecting or likely to affect the outcome of the proceedings,
- C) have not demonstrated that they meet the conditions for participation in the procedure,
- D) 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. **price for a single compound**

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

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

where,

the net offered price will be calculated as the sum of all tests specified in the table in Appendix No. 1
In this criterion maximum of 100.00 points can be obtained.

2. The subject of evaluation will be the total net offer price (Attachment no. 1) in Polish zloty (PLN). The price in offer should be expressed in Polish zloty (PLN), EURO (EUR) or United States Dollar (USD) to two decimal places (to 1 cent/grosz rounded up). In the case of the bids submitted in EURO (EUR) or United States Dollars (USD) the average exchange rate of the National Bank of Poland with the last day of the bids submission will be used for currency conversion, accurate to 4 decimal places. **The Ordering party does not allow tenders to be submitted in different currency.** If the offer is submitted in a different currency than PLN/EUR/USD the offer will be rejected.

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

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.
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.

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 Ms Diana Zarębska: d.zarebska@captortherapeutics.com or 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 the competitive database <https://bazakonkurencyjnosci.funduszeuropejskie.gov.pl/>.
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.

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

III.3. Term of contract execution

The contract will be concluded for the period from the date of signing no longer than 31 March, 2023. The Ordering Party is planning to sign the Agreement in June 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 CT2/2/22.
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:

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

- 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

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

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,
- 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. Such amendments can result in the increase of the remuneration.

4.6 Form of amendments:

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

The project entitled "Inducing apoptosis with small molecules as therapeutic intervention in multiple severe malignancies" Action 1.1 „R&D projects of entrepreneurs”, Subaction 1.1.1 - „Industrial research and development works realized by entrepreneurs”, European Regional Development Fund through Operational Programme Smart Growth 2014 – 2020

Appendix no 2

.....
(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: CT2/2/22 entitled: **“Determination of in vitro ADME profile and determination of in vivo the pharmacokinetic profile in animal models”**

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)