

**Declaration**  
**[APPLICANT'S LETTERHEAD]**

**To:**

**Eni S.p.A.**

**Gas & LNG Marketing and Power**

**Unit - GAS-POR / SE**

**Piazza Vanoni, 1**

**20097 - San Donato Milanese (Milan), Italy**

**In relation to the South Med Auction for Subletting Products (the "Auction") the undersigned, duly authorized by and acting in the name and on behalf of**

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**(the "Applicant") declares represents and warrants:**

- a. that the Applicant is an entity duly organised, validly existing under the laws of its jurisdiction of incorporation and in good financial standing, able to pay its debts, not insolvent, not subject to any winding-up procedure and not subject to the appointment of a receiver or administrator;
- b. that to the best of his/her knowledge no other company of the same Group of the Applicant has applied for registration and will submit a bid in the Auction;
- c. that as of the 03/04/2018 the Applicant does not have any pending debt toward Eni S.p.A. for amounts over Euro 200.000,00 (two hundred thousand) resulting unpaid upon expiry of 30 days after the due contractual date;
- d. to have knowledge of the Auction Procedure, the Subletting Agreement and the other documentation related to the Auction published on Eni S.p.A. web site and/or sent to the Applicant via e-mail in accordance with Article 4.3 of the Auction Procedure and, by submitting this Declaration, to fully accept and approve them, along with all conditions therein;
- e. that the participation in the Auction does not violate any provisions of the Applicant's constitutional documents and will be carried out in compliance with all applicable laws and regulations;
- f. that the Applicant will adhere to the confidentiality requirements according to Article 19 of the Auction Procedure;
- g. that it will not collude and has not colluded with other applicants in the Auction (including but not limited to for the coordination of bidding behaviour and strategies);
- h. that the Applicant acknowledges and accepts that an Application Form, or a Bid Bond or a Declaration not conform to the requirements of the Auction Procedure, or a false

Declaration hereunder will cause the exclusion of the Applicant from the participation to the Auction.

- i. that the Applicant acknowledges and accepts that the Auction Procedure and documentation is governed by Italian law and that all disputes shall be referred to the exclusive jurisdiction of the Court of Milan;
- j. that the Applicant [is /is not] [*please insert as appropriate*] a Public Authority.  
To the extent of this letter, Public Authority means any organ, office or body, central or local, that exercises legislative, judicial or administrative powers or functions in order to safeguard public interests;
- k. that the Applicant acknowledges and accepts that, should it be a Winning Bidder and have entered into the Subletting Agreement, the subletting service is subject to it having previously:
  - i. provided to Eni S.p.A. right and proper documentation and/or act, that is required by the TTPC Operator, including but not limited to the followings listed herein below for illustrative purposes:
    - acquisition by the Applicant of the Tunisian State approval regarding 1) the fiscal arrangements - included but not limited to the amount to be off-taken by the "TTPC Operator" in such respect, if any, on behalf of the Tunisian State - to which the Winning Bidder is subject in relation to the subletting contract and 2) any other authorization required in relation thereto (including but not limited to the authorization to the transit along the Tunisian territory);
    - Applicant's adhesion to and signature of the "Protocole d'Accord" regarding the allocation of the total measured quantity of gas at the measurement station owned by SONATRACH and located in Algeria, very near to the Algerian - Tunisian border, to be entered into by SONATRACH and all buyers of Algerian gas delivered or to be made delivered for transportation on the Trans Tunisian Pipeline System;
  - ii. entered with the Tunisian State, TTPC Operator and the users of TTPC Pipeline System into the "Procédure de Partage sur le Gazoduc Transtunisien", contracted on 24<sup>th</sup> September 2008, as amended from time to time and duly updated to include the Applicant as new user of the TTPC Pipeline System (if not already an user);
- l. that the Applicant acknowledges and accepts that, should it be a Winning Bidder, it shall be its full responsibility to ensure it has any authorization, approval, license, agreement, procedure or documentation necessary to allow the transportation of gas along the South Med Pipeline System and that Eni S.p.A. shall be kept indemnified and shall bear no adverse consequences in such respect;
- m. that the Applicant, should it be a Winning Bidder, authorizes to insert in the relevant Agreement the contact and payment details of Annex 1 to this Declaration.

**DATE OF SIGNATURE  
COMPANY STAMP AND SIGNATURE OF DULY  
AUTHORIZED REPRESENTATIVE(S) OF THE  
APPLICANT \***

For express acceptance of the Clauses 5 (Bid Bond), 6 (Declaration Form), 8 (Bids as Binding Offers), 9 (Auction Procedure), 10 (Bank Guarantee), 16 (Governing Law and Jurisdiction), 17 (Liability) and 20 (Miscellaneous) of the Auction Procedure.

**DATE OF SIGNATURE  
COMPANY STAMP AND SIGNATURE OF DULY  
AUTHORIZED REPRESENTATIVE(S) OF THE  
APPLICANT \***

**\* This document has to be signed in both places indicated herein above in order to be considered valid.**

## Annex 1 of the Declaration

Applicant's name: .....  
State of incorporation of the Applicant: .....  
Registered address of the Applicant:.....

### DETAILS OF THE SUBLETTING AGREEMENT Annex 2

#### Invoicing and Payment

The invoice shall be addressed to:

**[Company name]**  
[Address]  
Fiscal Code: [.....]  
VAT: [.....]

and sent to:

**[Company name]**  
[Address]  
Fax number: [.....]  
Tel. number: [.....]  
E-mail: [.....]  
Att.: Mr. / Mrs.

#### Notices

**[Company name]**  
[Address]  
Tel: + .....  
Fax: + .....  
Attention: Mr. / Mrs.

### Annex C of the Subletting Agreement Annex 2 - Contact Information

**[Company name]**  
[Address]  
Tel: +.....  
Fax: +.....  
**Dispatching**  
Tel: + .....  
Fax: + .....  
Tel. (24 hours Service): + .....  
  
E-mail:  
Attention: Mr. / Mrs.