

Annex A - Summary of Standard Terms of the Framework Convention with the Technical Advisors

Technical Partners are requested to have appropriate technical, organizational and financial skills. These are the premises to establish a solid cooperation, specifically to sign an EPC Contract (*Engineering, Procurement and Construction*) and an O&M Contract (*Operation and Maintenance*), where Partners have to release standard insurance coverages and project guarantees. As part of the EPC contract, the Technical Partner, among other things, has to:

- Handle the entire authorization process and the project design, from the preliminary design to the execution design, according to licenses and authorizations, as well as to technical specifications of the plant and the plant's equipment;
- Perform all the necessary activities for the safety of the site in accordance with law. 81/08 and further modification, including the preparation of the Operational Safety Plan, in line with the constraints of the site and the interference with the activities of the Consumer;
- Supply all the components of the Plant and any necessary equipment for its realization, and perform a turn-key construction work, including grid connection;
- Carry out the testing and *commissioning* activities of the Plant jointly with the customer, or any technical advisor appointed by the latter;
- Deliver to the sponsor technical certificates and documentation of the Plant, including design documents and implementation manuals.

Moreover, the EPC Contract will include:

- Adequate guarantees of minimum plant performance, backed by a suitable set of guarantees, in line with the usual market standards;
- Appropriate mitigation of risks for possible variations of the project occurred due to legislative changes.

The development phase is requested to be on success fee basis, with shared risk between Arpinge and the Technical Partner. Arpinge does not have the possibility to pay brokerage commission to third parties.

As part of the O&M Agreement, the Technical Partner, among other things, has to:

- Carry out any repairment or replacement of broken components or abnormalities that may affect the production of electricity, heat and/or the level of service of plants, and bear the costs;
- Be responsible for all the aspects related to the management of systems, including the provision and management of spare parts and consumables, including lubricating oil and disposal of waste, all in accordance with the applicable regulation;
- Ensure the achievement of minimum availability performance ;
- Obtain Energy Efficiency Certificates for the plant, where applicable.

The O&M Contract includes a **fixed remuneration** and a **success fee**. The fixed remuneration shall substantially be comparable to the direct maintenance costs, and the success fee - in order to align the interests of the Technical Partner to those of Arpinge – is an additional annual basis amount for the Partner, subject to the achievement of specific and clearly identified achievements - technical and economic performance of the project.