

## AGREEMENT AMENDMENT NOTICE NO 7

Reg.No. 1.19/LV-2021-76-7

AGREEMENT AMENDMENTS NOTICE NO 7	
Regarding the Variation No 7	
<b>AGREEMENT:</b>	Engineering services for preparation, procurement and supervision of Rail Baltica Control-Command and Signalling subsystem deployment No 1.19/LV-2021-76 dated 18 January 2022
<b>AGREEMENT PARTIES:</b>	<ol style="list-style-type: none"> <li>1. <b>RB Rail AS</b> a joint-stock company duly incorporated and operating under the laws of the Republic of Latvia, registration number 40103845025, registered address: Satekles street 2B, Riga, LV-1050, Latvia (hereinafter – the <b>Client</b>),</li> <li>2. <b>A partnership consisting of:</b> <ul style="list-style-type: none"> <li>- <b>SYSTRA</b>, a company organized and existing under the laws of France having its registered office at 72-76, rue Henry Farman; 75015 Paris; France, registered with the Registrar of Paris under number 387 949 530</li> <li>- <b>ITALFERR S.P.A.</b> Ferrovie dello Stato Italiane Group, a company with a sole shareholder subject to direction and coordination of Ferrovie dello Stato Italiane S.p.A., with registered office in Via Vito Giuseppe Galati no. 71, organized under the law of Italy, Fiscal Code N. 06770620588</li> <li>- <b>EGIS RAIL SA</b>, a company organized and existing under the laws of France, having its registered office at 168-170, Avenue Thiers, 69006 Lyon, registered with the registrar of Lyon under number 968 502 559</li> </ul> </li> </ol> <p>represented by the Leader of the Joint Venture <b>SYSTRA</b>, represented for the purpose herein by [●] and duly authorized, acting in accordance with the [●], (hereinafter, the “<b>Consultant</b>”).</p>
<b>DESCRIPTION OF THE AMENDMENTS:</b>	<ol style="list-style-type: none"> <li>1. The Parties have entered into Agreement “Engineering services for preparation, procurement and supervision of Rail Baltica Control-Command and Signalling subsystem deployment” No 1.19/LV-2021-76 dated 18 January 2022 (hereinafter – Agreement).</li> <li>2. The Parties have agreed to conclude the Agreement Amendment Notice No 7 (hereinafter – Agreement Amendment Notice) in respect of: <ol style="list-style-type: none"> <li>2.1. Rescheduling the deadline of deliverable “Assistance in Works procurement process” within Service Package – 6 as set in Sub-Clause 4.1.5. (table 9) of Appendix 1 [Scope of Services] of the Agreement.</li> <li>2.2. Additional Services regarding the update of Technical specification for Works Contract in respect of phasing process in line with Agreement requirements and Annex 2 of this Agreement Amendment Notice [Technical task] in the total amount of EUR 138 150,00 without VAT as per Consultant’s Proposal No. CCS-SIE-RBR-2024-00042, dated 24 October 2024.</li> </ol> </li> </ol>

**AMENDMENT OF THE AGREEMENT:**

The Agreement shall be amended as follows:

1. The Parties agree to extension of Time for deliverable of "Assistance in Works procurement process" within Service Package – 6 of Phase 1 (Preparatory Phase) and reschedule the deadlines as set in Sub-Clause 4.1.5. of Appendix 1 [Scope of Services]. The Sub-Clause 4.1.5. of Appendix 1 [Scope of Services] shall be introduced in a new wording as set forth in Annex 1 of this Agreement Amendment Notice.
2. The Parties agree that the Consultant shall provide to the Client Additional services of update of all procurement documents to align with the Phasing strategy (i.e.: phase 1: single track, phase 2: double track) for Phase 1 (Preparatory phase) in accordance with the terms of Agreement, Annex 2 of this Agreement Amendment Notice [Technical task].
3. The Parties agree that the total amount of the Additional services as set in Clause 2.2 of this Agreement Amendment Notice is EUR 138 150,00 (one hundred thirty-eight thousand one hundred fifty euros) without VAT. The Additional Services shall be provided till 31 December 2025 in accordance with Annex 2 [Technical task] of this Agreement Amendment Notice No 7 and paid after completion in accordance with the Sub-Clause 7.2.1. of Particular Conditions of the Agreement.
4. As a result of the Additional Services set in Clause 2.2, the Agreement Price for Preparatory phase (Phase 1 services) set in the Clause 10 a) of Form of Agreement and Appendix 3 [Remuneration and Payment] has been agreed to increase by EUR 138 150,00 without VAT and thus shall in aggregate be in the amount of EUR 2 446 840,18 without VAT, thus the Clause 10 of Form of Agreement shall be amended and introduced in the new wording as set in Annex 1 of this Agreement Amendment Notice.
5. Technical task for Additional Services (Annex 2 to this Agreement Amendment Notice) shall be added as annex to the Appendix 1 [Scope of Services], thus becoming part of the existing Appendix 1 [Scope of Services] and do not replace it. All provisions and requirements included in the Appendix 1 [Scope of Services] of the Agreement are applicable to the Additional Services and deliverables included in the Agreement Amendment Notice, if not directly specified otherwise in Technical task for this Agreement Amendment Notice.
6. Other Agreement conditions which are not affected by this Agreement Amendment Notice shall remain unchanged.
7. This Agreement Amendment Notice is entered in English language.
8. This Agreement Amendment Notice is entered into and governed by and shall be construed and interpreted in accordance with the applicable laws as set-forth in the Agreement and any dispute regarding this notice shall be resolved pursuant to the Agreement conditions.
9. This Agreement Amendment Notice shall be effective at the time of last electronic signature with time stamp.
10. The Agreement Amendment Notice is signed by the duly authorized representatives of the Parties.
11. By signing this Agreement Amendment Notice, the Consultant irrevocably certifies and confirms that this Agreement Amendment Notice and agreed changes in the Scope of Services and Remuneration has no other impact to the Agreement other than directly agreed in this Agreement Amendment Notice.

	<p>12. The Consultant confirms that at the date of this Agreement Amendment Notice there are no circumstances in past or present arising out of this Agreement Amendments Notice and its Annexes related to the scope of this Amendment that entitle the Consultant to any claims or any additional requests for variations concerning compensation of costs or extra remuneration or concerning extension of Time for Completion.</p> <p>13. By signing this Agreement Amendment Notice the Client does not withdraw any claims and/or requests regarding contractual penalty application due to delays in delivery of the Services attributable to the Consultant that have occurred till signing this Agreement Amendment Notice. For the purpose of clarity, the Client is entitled to set-off the contractual penalties related to the delay of Preparatory Phase Service Package-1 Inception report in the amount of EUR 34 500 from any payment to the Consultant as per the Client's letter No. 1.13/LV-2024-1024, dated 6 January 2025.</p>
<b>NOTES:</b>	The Consultant's Representative having authority to execute this document shall sign it and return copy to the Client's Representative at the earliest convenience.

Annexes:

1. Annex 1 to the Agreement Amendments Notice.
2. Annex 2 to the Agreement Amendments Notice – the Technical task.

On behalf of the Client:

[●]

On behalf of the Consultant:

[●]

THIS DOCUMENT IS SIGNED ELECTRONICALLY WITH A SAFE ELECTRONIC SIGNATURE AND CONTAINS  
A TIME STAMP

**Annex 1 to the Agreement Amendment Notice No 7**

*Engineering services for preparation, procurement and supervision of Rail Baltica Control-Command and Signalling subsystem deployment, Agreement registration No 1.19/LV-2021-76*

1. The Parties agree to amend the Sub-Clause 4.1.5. of Appendix 1 [Scope of Services] of the Agreement in respect of new deadline for deliverable of “Assistance in Works procurement process” within Service Package – 6 and introduce Sub-Clause 4.1.5. of Appendix 1 [Scope of Services] in a new wording:

“4.1.5. Preparatory phase consists of the following Service Packages to be provided by the Consultant within indicated deadlines and deliverables:

Table 9. Service Packages in Preparatory phase.

Preparatory phase – Service Packages	Milestones [after CD]	Deadlines* [after CD]	Deliverables**
<b>PrepPhase SP-1. Inception</b>			
Inception report	18.02.2022	18.04.2022	Report
Draft CCS Deployment Management Plan	18.02.2022		Draft report
Draft LCC / MCA / Environmental impact Plan	18.02.2022		Report
CCS Engineer Mobilization plan	18.02.2022		Report
CCS Deployment Management Plan	18.04.2022		Report
<b>PrepPhase SP-2. Initial data review</b>			
Initial data collection list	01.02.2022	18.03.2022	List
Initial data (Including DG, Rail Baltica main line design, Local Facility design, Employers design concepts) review	18.03.2022		Report
<b>PrepPhase SP-3. CCS Concept Design preparation</b>			
System engineering plan	13.07.2022	31.12.2023	Report
Concept Design structure	09.05.2022		Report

Review of the draft Rail Baltica Operational Concept provided by Shadow Operator	15.11.2023		Draft report
Draft Concept Designs incl. LCC / MCA / Environmental impact report and draft CCS subsystems requirements specifications	15.10.2023		Draft report
Review and finalisation of the Rail Baltica Operational Concept provided by Shadow Operator	31.12.2023		Report
Proposal for civil works provisions for CCS subsystem in DTD and preparation of updates for DG	31.12.2023		Report
TSI CCS Concept Design and TSI CCS requirements specifications for submission for approval by the EU Agency for Railways	23.12.2022		Report
All Concept Designs incl. LCC / MCA / Environmental impact report and RAMS analysis	31.12.2023		Report
Requirements specifications for all systems of CCS subsystem according to scope definition in Chapter 2	30.12.2023		Report
<b>PrepPhase SP-4. Radio coverage Concept Design</b>			
Collection of input data and assumptions	18.02.2022		List
Approach on Radio coverage Concept Design	18.03.2022	18.09.2022	Presentation
Draft radio coverage Concept Design report	18.05.2022		Draft Report
Final radio coverage Concept Design report	18.09.2022		Report
<b>PrepPhase SP-5. CCS Deployment Strategy preparation</b>			
Supplier market research	16.06.2022	31.10.2023	Report
CCS subsystem procurement strategy	09.08.2022		Report

CCS Deployment Strategy Draft	28.11.2022		Report
CCS Deployment Strategy including technical agreements	15.10.2023		Report
Verification and Validation plan	31.10.2023		Report
Elaboration of cost estimates for all systems of CCS subsystem and its deployment based on SP-3, SP-4, SP-5	31.01.2023		Report incl. Cost Breakdown structure
<b>PrePhase SP-6. Assistance to procurement*</b>			
Draft technical part for the Regulations of the first stage of Works procurement	20.12.2022		Report
Draft technical part for the Regulations of the second stage of Works procurement	31.07.2023		Report
Recommendations/review of Works Contract	29.12.2023	04.04.2024	Report
Draft Technical Specifications for Works Contract	29.12.2023		Report
Technical Specifications for Works Contract	04.04.2024		Report
Support for supplier market consultation	N/A***	N/A***	N/A***
Assistance in Works procurement process (part a, b and f of Sub-clause 4.7.3.4 of Appendix 1 [Scope of Services] of the Agreement)	N/A***	31.12.2024	N/A***
Assistance in Works procurement process (part d, e and c of Sub-clause 4.7.3.4 of Appendix 1 [Scope of Services] of the Agreement)	N/A***	31.12.2025	N/A***

\*Milestones are the time when the indicated documents shall be approved by Employer. Deadlines indicated are contractual – it is recommended to submit draft deliverables one week beforehand, in order to have first feedback on deliverable from the Employer.

\*\*Full content deliverables shall be considered for the review by the Employer.

\*\*\*Deadlines after 31.12.2025 to be agreed with the Employer depending on the Works procurement process”.

2. According to the Clauses 2.2 of this Agreement Amendment Notice, the Parties agree to amend Clause 10 of Form of Agreement and introduce in a new wording:

“10. The Agreement Price for performance of all Services under the Agreement is **EUR 33 311 705,50** (thirty-three million three hundred eleven thousand seven hundred five euros and fifty cents) (excluding VAT), which consists of the following:

- a. **Preparatory phase** (Phase I services) – **EUR 2 446 840,18 (excluding VAT)**;
  - b. **Works implementation phase** (Phase II services) – **EUR 27 927 514,00 (excluding VAT)**;
  - c. **The Client’s Reserve** – **EUR 2 937 351,32 (excluding VAT).**”
3. Other Agreement conditions which are not affected by this Annex 1 to this Agreement Amendments Notice shall remain unchanged and the Consultant shall fully comply with the requirements set in Agreement.

On behalf of the Client:

[•]

On behalf of the Consultant:

[•]

**Annex 2 to the Agreement Amendment notice No 7**

*Engineering services for preparation, procurement and supervision of Rail Baltica Control-Command and Signalling subsystem deployment, Agreement registration No 1.19/LV-2021-76*

**TECHNICAL TASK**

**SUBJECT:** Update of all procurement documents for BAFO based on results of negotiations with bidders, RBGP Budget and Phasing strategy

Additional services (only for year 2025) according to Consultant's services proposal dated 24 October 2024 (Ref. No RB-N/REF: CCS-SIE-RBR-2024-00042)

The purpose of the services is to update all the CCS procurement documentation for preparation of the Best And Final Offer (BAFO) by the bidders.

Scope includes the following activities as additional activities to the general scope of the main CCS Engineer's agreement during assistance in Works procurement process:

- Participation in the entire negotiation process with bidders to get inputs for final version of the Technical Specifications related to phasing.
- Assessment of cost estimate in the bidders' proposals.
- Assessment of the optimisation possibilities proposed by the bidders during negotiations against the RBGP CCS Budget and Phasing strategy and required reduction of the CCS implementation cost in the Phase 1.
- Participation in 1 day Workshop organised by the Employer to discuss and agree on the Phase 1 optimisations for approval.
- Update of the technical specifications based on the approved optimisation possibilities by the Employer (in conjunction with already prepared Technical Specification) and other related procurement documents.
- Evaluation of updated bidder's proposals with reduced CCS implementation cost in the Phase 1.

Deliverables:

- Report on cost difference between cost estimate prepared by Engineer and bidders' initial financial proposals.
- Report on assessment of the optimisation possibilities proposed by the bidders during negotiations and recommended scope reduction for phase 1.
- Updated technical specifications and other related procurement documents for the Best And Final Offer (BAFO) by the bidders.