ANNEX 2: REGISTRATION REQUIREMENTS

1. Introduction

This Annex outlines the information that Viapass will take into account in order to assess the registration requirements for candidate service providers.

Where appropriate, a candidate service provider may rely on the support of other entities if such entities are entities affiliated with the candidate service provider such as those referred to in Article 11 of the Belgian Companies Code. In that case, the candidate service provider must prove, in accordance with the sample included below, that it shall have at its disposal the resources necessary to execute the task by presenting the commitment according to which such entities make said resources available to the candidate service provider:

> *The company [insert name of affiliated entity], with registered office in [place], represented by [insert name and capacity of representative], undertakes, for the entire duration of the service provision, to make available to [name of candidate service provider] the resources necessary to provide this service regarding [insert for which registration requirement and what aspect the candidate relies on the affiliated entity], if [name of candidate service provider] were to be registered.*
>
> *[name and signature]* *[date]*

2. Registration requirements

a. Have an EN ISO 9001 certificate or equivalent recognition

The candidate service provider presents its EN ISO 9001 certificate or equivalent recognition.

b. Demonstrate that it has the necessary technical equipment and is in possession of the interoperability constituents' EC declaration or EC certification of conformity for the interoperability constituents, as laid down in Annex IV, point 1 to the European Commission Decision 2009/750/EC

The candidate service provider presents documents proving that it has the necessary technical equipment, in particular:

- electronic registration equipment ("On Board Units" or "OBU"), which may or may not be combined with a proxy and which supports the following technologies:
    - GNSS (GPS, GLONASS, Galileo, EGNOS);
    - DSRC;

  - wireless communication, without the driver's intervention, which has the necessary candidate service provider's functions, such as transmitting kilometre declarations and tariff updates;

  the DSRC interface of which conforms to ISO 12813:2009 and ISO 13141:2010; and
- a back office of which the interface towards the [toll charger] conforms to ISO 12855:2012; and
- if the candidate service provider uses the *Location Augmentation Communication* in accordance with ISO 13141:2010: LAC beacons, the DSRC interface of which conforms to ISO 14131:2010.

In addition, the candidate service provider presents the EC declaration of conformity of the interoperability constituents, as laid down in Annex IV, point 1 to the European Commission Decision 2009/750/EC.

c. Demonstrate that it is competent to offer electronic toll charging services or that it is competent with regard to the fields involved

In its application to be registered, a candidate service provider must prove that its technical ability is adequate to perform its tasks as a service provider on the basis of the toll domain statement. To this end, it must prove, by means of references for various categories (OBU and Back Office), each of which, in turn, are sub-divided into various sub-categories, that it meets a number of minimum requirements to provide the intended services for the projects that it has carried out. These requirements are considered to be minimum requirements, without which a candidate service provider cannot be registered.

<u>Electronic registration equipment ("On Board Unit" or "OBU")</u>

At least one reference project in which the candidate service provider made available a total of 20,000 OBU for road pricing, supporting at least two of the three following technologies: - Global Navigation Satellite System (GNSS); - CEN TC 278 Dedicated Short Range Communication (DSRC); - Mobile telecommunication (2G / 3G).

<u>Back office</u>

At least one reference project in which a back office was provided by the candidate service provider in which at least 20,000 user's accounts are handled.
At least one reference project in which a CRM ("Customer Relationship Management") service is provided by the candidate service provider, in which at least 60,000 CRM contacts are handled every year.
At least one reference project in which a back office is provided by the candidate service provider, in which at least 240,000 invoices are sent per year.

The aforementioned demanded requirement will be assessed by means of the sheet referred to below ("Information per reference project"):

The information per reference project consists of (i) a signed project sheet and (ii) an explanatory memorandum.

Project sheet

A project sheet consisting of no more than 5 pages (excluding the explanatory memorandum) must be added per reference project stated. The project sheet must have the following structure:

1. General information

1.1. Service provider

1.2. Project name

1.3. Project description

1.4. Client

1.5. Place where service was performed

1.6. List of any other parties with whom the service provider carried out the reference project

2. Terms

2.1. Year in which the contract was signed

2.2. Execution period

2.3. Date on which execution commenced

3. Financial

3.1. Amount of approved project (excl. VAT)

3.2. Candidate service provider's share in the project (% of the total amount) (if applicable)

4. Performance

4.1 Outline of the manner of execution

4.2. Nature and extent of the part of the reference project realised by the candidate service provider

4.3. Outline and organisation of the project management system (if applicable)

4.4. Client's contact

4.5 List of key employees still in employ, who can be deployed for the service provision, including their current position in the company

Explanatory memorandum per reference project

Supplementary explanatory memorandum, containing a reference to the minimum requirements to which the reference applies, which consists of no more than 2 pages per minimum requirement, in which the candidate service provider explains concretely (i) why and how the reference project is in actual fact representative of and relevant for the execution of the service provision and (ii) what exactly the managerial role of the candidate service provider (or the affiliated entity whose experience will be relied on) consisted of in this reference project.

It is possible to present only one project reference to meet the minimum requirements for several sub-categories. The candidate service provider must then each time indicate for which sub-category the respective reference project is presented.

For the record it is explained that, in order to qualify as a relevant reference, the candidate service provider (or the affiliated entity *whose experience will be relied on*) must establish that it did in actual fact and substantially realise in person the reference provided. Consequently, it does not suffice if the candidate service provider in question (or the affiliated entity whose experience will be relied on) was responsible for a non-substantial partial aspect of the reference.

d. Have appropriate financial standing

The candidate service provider must prove that it has appropriate financial standing.

The evaluation data taken into account to evaluate the financial standing are outlined below.

The candidate service provider's financial standing (and, where appropriate, the affiliated entity (entities) on which the candidate service provider relies) is established by referring to the following financial information available:

1. a copy of the individual *and* consolidated annual accounts of the last three closed financial years, certified by the auditor or by a person equivalent to the auditor.

   The information per financial year contains at least the balance sheet, profit and loss account, an overview of the cash flows, an explanation of the annual accounts, the annual report and the approving declaration by the auditor or by a person equivalent to the auditor.

   In addition, a copy of the most recent individual and consolidated interim figures available following the most recently approved annual accounts;

2. if there is an ultimate parent company of the candidate service provider, copies of the consolidated annual accounts of such ultimate parent company for the last three closed financial years, approved by the auditor or by a person equivalent to the auditor.

   The information per financial year contains at least the balance sheet, profit and loss account, an overview of the cash flows, an explanation of the annual accounts, the annual report and the approving declaration by the auditor or by a person equivalent to the auditor.

   In addition, a copy of the most recent consolidated interim figures available following the most recently approved annual accounts;

3. if, for one or several of the last three closed financial years, no (individual and/or consolidated) annual accounts approved by an auditor or by a person equivalent to the auditor are available, a copy of the pro forma (individual and/or consolidated) annual accounts, accompanied by a justification as to why only pro forma annual accounts can be provided.

   The information per financial year contains at least the balance sheet, the profit and loss account, an overview of the cash flows and an explanation of the annual accounts;

4. an overview of the obligations which would indeed require an explanation in terms of the Belgian GAAP (Generally Accepted Accounting Principles) and which are not included in the balance sheet, together with an assessment of their possible financial impact;

5. an overview of the important pending and settled disputes over the last 3 years, together with an assessment of their (possible) financial impact, to the extent that these concern an amount exceeding 1 million euros;

6. other current information allowing for improved assessment of the current solvency of the candidate service provider, where appropriate, of the affiliated entity (entities) on which it relies and of the ultimate parent company (if applicable). Such information contains matters such as an overview of relevant incidents after the balance sheet date.

The solvency and creditworthiness of the candidate service provider (and, where appropriate, of the affiliated entity (entities) on which it relies) will, for example, but not restrictively, be evaluated on the grounds of the following elements:

1. the liable assets, i.e. own assets (“capital” in the company-law meaning of the word) and subordinated shareholders’ loans (“quasi capital”);
2. the composition of the liable assets;
3. borrowed capital;
4. the proportion of total liable assets / total borrowed capital;
5. the net assets;
6. off-balance sheet obligations and pending disputes;
7. the average annual turnover for the last two financial years in proportion to the estimated investment and operational costs for the intended service provision;
8. Earnings before interest, taxes, depreciation and amortization (EBITDA);
9. the operational cash flows;
10. Earnings before interest and taxes (EBIT);
11. the (net) debt divided by EBITDA;
12. other relevant financial ratios.

In addition, the candidate service provider shall deliver a declaration of intent by an accredited credit institution which Viapass regards as creditworthy, which will in any event be the case for a credit institution having at least an A rating according to Standard & Poor's or an A2 rating according to Moody's (or an equivalent rating), from which it appears that the candidate service provider shall be given a bank guarantee for the amount demanded in the toll domain statement if the candidate service provider is registered and accepted.

e. Maintain a global risk management plan, which must be subjected to an audit at least every two years

The candidate service provider shall present a global risk management plan, accompanied by a declaration in which it undertakes that it shall again present (an update of) the risk management plan at least every two years, for the purpose of having it audited, in which, in particular, although not exclusively, a detailed description is provided of the risks which the (candidate) service provider identified and the measures that the (candidate) service provider will take to deal with the identified risks. The (candidate) service provider must describe at least the following risks:

- disruption of the business operations (e.g. by failures in the data processing chain);
- cash flow or liquidity risks;
- slowdown of economic growth;
- increasing competition;
- damage to its reputation;
- inability to cover the entire toll domain or to maintain such coverage;
- difficulties in achieving certain KPIs;
- civil liability;
- amendments to regulations and legislation.
- OBU not functioning (accurately);
- unavailability of the back office systems (redundancy of the systems, business continuity and disaster recovery);
- cyber-attacks;
- fraud;
- discontinuation;
- etc.

In addition, the candidate service provider presents proof that it has taken out insurance policies providing sufficient cover for all operational risks and a professional liability insurance policy, and also presents proof of having paid the insurance premiums, said proof not dating back more than one month.

f. Being of good repute

The candidate service provider shall make a declaration that it and, where appropriate, the affiliated entity (entities) on which it relies, do not find themselves in one of the following situations:

1. being convicted by final judgement of: participating in a criminal organisation, as referred to in Article 324bis of the Criminal Code, bribery as referred to in Articles 246 and 250 of the Criminal Code, fraud as referred to in Article 1 of the Convention on the protection of the European Communities' financial interests, ratified by the Act of 17 February 2002, money laundering as referred to in Article 5 of the Act of 11 January 1993 on preventing the use of the financial system for purposes of money laundering and terrorist financing, or finding themselves in a comparable situation as a result of similar criminal offences identified in other national regulations.
   With a view to applying the above-mentioned obligation, Viapass can request the competent authorities in Belgium or abroad for the relevant information that it deems necessary if it has any doubts regarding the personal situation of the candidate service provider (or the affiliated entity (entities) on which it relies);
2. being in a state of bankruptcy or liquidation, having stopped its operations, experiencing judicial reorganisation, or being in a similar situation pursuant to similar proceedings existing in other national regulations;
3. having declared its own bankruptcy, being the subject-matter of liquidation proceedings or pending judicial reorganisation, or being the subject-matter of similar proceedings existing in other national regulations;
4. being convicted by final judgement of a crime breaching professional integrity;
5. having made a serious mistake in its professional operations;
6. not having fulfilled its obligations regarding payment of its social security contributions in accordance with Belgian legislation pursuant to the provisions of Article 62 of the Royal Decree of 15 July concerning the award of public procurements in the classic sectors, Belgian Official Gazette of 9 August 2011, or in accordance with the legislation of the country where it has its registered office,;
7. not being in order with the payment of its taxes in accordance with Belgian legislation pursuant to the provisions of Article 63 of the Royal Decree of 15 July concerning the award of public procurements in the classic sectors, Belgian Official Gazette of 9 August 2011 or in accordance with the legislation of the country where it has its registered office,;
8. having been substantially guilty of making false statements when providing information by which the candidate service provider must prove its good repute in accordance with this paragraph f.

With regard to the Belgian service providers, Viapass reserves the right to avail itself of access by electronic means to the "tax debts" certification issued by the FPS Finance to ascertain whether the candidate service provider (and, where appropriate, the affiliated entity (entities) on which they rely) have fulfilled their tax obligations (cf. Article 63, § 2, last sub-paragraph of the Royal Decree of 15 July 2011 concerning the award of public procurements in the classic sectors, Belgian Official Gazette of 9 August 2011).

The assessment whether a candidate service provider (and, where appropriate, the affiliated entity (entities) on which it relies) is of good repute will, in the first place, be made on the grounds of the following pieces of evidence presented, which - unless there is reasoned justification founded on circumstances or elements for which the candidate service provider (and, where

appropriate, the affiliated entity (entities) on which it relies) cannot be personally blamed - may not date back to more than three months preceding the submission of the registration application:

(a) 1., 2., 3. or 4.: an extract from the criminal records or equivalent document issued by a judicial or government body of the country of origin or native country, from which it appears that the relevant criteria do not apply;
(b) for 6. and 7.: a certificate issued by the competent authority of the relevant country.

An assessment as to whether a candidate service provider (and, where appropriate, the affiliated entity (entities) on which it relies) is of good repute will be made for points 5. and 8. on the grounds of any information that Viapass has at its disposal.

If a document or certificate is not issued in, or cannot be obtained in good time from, the country concerned, it may be replaced by a declaration under oath or a solemn declaration by the person concerned in the presence of a judicial or governmental body, a notary or a competent professional organisation of the country of origin, without prejudice to the reasoned justification referred to above.

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