

ANNOUNCEMENT OF THE TENDER PROCEDURE BY ČESKÉ DRÁHY, A.S.

The company “České dráhy, a.s.”, with its registered office at Nábřeží L. Svobody 1222, 110 15 Prague 1, Company Reg. No.: 709 94 226, registered in the Commercial Register administered by the Municipal Court in Prague under the file ref. no. B 8039 (hereinafter referred to as “**České dráhy**” or “**the Company**”), announces the Tender Procedure for the purpose of finding a suitable Bidder for the purchase of a part of the Company's plant (hereinafter also referred to as the “**the Part of the Plant**”), which represents an autonomous organisational component and constitutes a part of the assets within the framework of the commercial plant of the company “České dráhy”, which is separated from the functional and accounting points of view, serving mainly for the provision of health care and which includes, among others, medical facilities situated in Prague, Pilsen, Ostrava, Nymburk, Olomouc and Česká Třebová.

More detailed information regarding the Part of the Plant is provided for in Annex No. 1 – “Basic Information on the Part of the Plant”.

1. Tender Procedure

České dráhy aims to organise a Tender Procedure to select a suitable Bidder for the purchase of the Part of the Plant.

It is supposed that there will be organised a Closed Tender Procedure to which only selected Bidders will be invited, based on the criteria set out below and any individual consultations.

Within the framework of the Tender Procedure, the Bidders will be provided with further detailed information and documents relating to the Part of the Plant, on the basis of which they will be invited to submit their binding Proposals, and it is supposed that several rounds of negotiations with the Bidders will take place.

Subsequently, a suitable Purchaser will be selected by České dráhy, with which negotiations will be conducted to conclude the contractual documentation relating to the purchase of the Part of the Plant.

České dráhy points out the fact that one of the basic contractual conditions will be the commitment of the potential Purchaser to maintain the operation of the medical facilities for a period of 10 years from the signing of the Agreement on the Transfer of a Part of the Plant.

2. Registration in the Tender Procedure

Participation in the Tender Procedure may be made available to the Bidders expressing their interest by means of a written application, a model form of which is attached as Annex No. 2 hereto.

The application form must be signed by the Bidder or by the person(s) authorised to act for the Bidder. If the authorisation of the persons acting on behalf of the Bidder is not apparent from other documents submitted, it must be submitted together with the application (the documents must not be older than 90 days as at the date of delivery of the application form).

In the event that a representative signs the application form on behalf of the Bidder on the basis of a power of attorney, the original of the power of attorney must be submitted and the signatures on the power of attorney must be officially certified.

The application form must also be accompanied by evidence of compliance with the qualification criteria specified below and the other supporting documents as listed below.

3. Qualification criteria

Participation in the Tender Procedure may be made available to the Bidder meeting all the criteria listed below:

- a) it is a legal entity registered in the Commercial Register or other public register, or a foreign legal entity, and the Bidder shall provide an Extract from the Commercial Register or other public register or an equivalent document issued in the country of the Bidder's registered office,
- b) it has not been convicted of a criminal offence in the country of its registered office in the last 5 years prior to the announcement of this Tender Procedure (the annulled convictions shall not be taken into account), which shall be evidenced in relation to the Czech Republic by an Extract from the Criminal Register,
- c) it does not have any outstanding tax arrears in the Czech Republic or in the country of its registered office, as evidenced by means of a written affidavit,
- d) it does not have any outstanding arrears in the field of public health insurance levies or penalties for public health insurance levies payable in the Czech Republic or in the country in which it is established, as evidenced by means of a written affidavit,
- e) it does not have any outstanding arrears in the field of social security levies or penalties for social security levies or state employment policy contributions payable in the Czech Republic or in the country in which it is established, as evidenced by a written affidavit,
- f) it is not in liquidation and has not been subject to a bankruptcy order or is not in a similar situation under the laws of the country of its registered office, which it shall prove in relation to the Czech Republic by submitting an extract from the public Register,
- g) its annual turnover for each of the three immediately preceding closed accounting periods was at least CZK 200 million (if the Bidder was established later, it is sufficient if it submits data on its turnover in the required amount for all accounting periods since its establishment), which the Bidder shall prove by means of an affidavit and a Profit and Loss Statement.

4. Further requirements concerning the documents to be submitted and the proof of fulfilment of the qualification criteria

Foreign Bidders shall prove the aforementioned requirements (unless only an affidavit is specifically required) by means of documents issued under the laws of the country in which they are established. If the required document is not issued under the relevant legal system, it may be replaced by an affidavit.

Where the Bidder is required to submit an affidavit, such an affidavit must be signed by a person authorised to act for the Bidder and, if this authorisation is not apparent from other documents submitted, the Bidder must produce, where appropriate, an original power of attorney with a certified signature.

If a document is required which the Bidder is unable to produce for reasons not attributable to the Bidder, another equivalent document may be produced instead, and the Bidder shall also state reasons in writing specifying as to why the document required could not be produced.

The documents to be submitted pursuant to point 3(a) to (f) shall not be more than 90 days old as at the date of delivery of the application form.

Unless otherwise expressly stated above, it is sufficient if the Bidder submits copies of the relevant documents together with the application form, and České dráhy may require the submission of originals or certified copies of the documents.

The documents submitted must be in the Czech language or they must be accompanied by a translation into Czech. If České dráhy company has doubts about the accuracy of the translation, it may request the submission of an officially certified translation into Czech by an interpreter registered in the official list of experts and interpreters. Documents in Slovak, English and German may be submitted without translation.

České dráhy draws attention to the fact that the above-mentioned qualification criteria must be met by the Bidder throughout the entire duration of the Tender Procedure. During the course of the Tender Procedure, České dráhy may require the submission of a written affidavit stating that the Bidder continues to meet the above-mentioned qualification criteria or new documents to prove that these criteria are met.

5. Evidencing other relevant facts

The application form must be accompanied by a presentation of the Bidder with a maximum length of 20 pages (text consisting of 1 800 characters including spaces shall be considered as one page), which shall include

- a brief description of the Bidder's activities,
- a description of the Bidder's future intentions in relation to the Part of the Plant in the case of implementation of the proposed transaction (purchase of the Part of the Plant by the Bidder),
- a description of the ownership structure of the Bidder with the information on its beneficial owner.

Together with the application, the Bidder may also provide evidence that

- in the last five years prior to the publication of the Tender Procedure, it has provided health services within the framework of its business activities,
- it has experience in the operation of health care facilities,

as well as other similar facts which may be relevant in connection with the subject matter of the Tender Procedure announced, for example also in relation to other companies belonging to the group of the Bidder (the documentation of these facts is not a precondition for participation in the Tender Procedure, however, it may be a criterion which will be taken into account by České dráhy, especially if a larger number of the Bidders express their interest in participating in the Tender Procedure).

6. Ensuring the Bidder's obligations in the event of its participation in the Tender Procedure

České dráhy informs that if the Bidder is offered participation in the Tender Procedure, the Bidder will be required to deposit a security in the amount of CZK 10 million, or to submit a bank guarantee issued in the same amount, in order to ensure the fulfilment of the Bidder's obligations in the form of a possible obligation to pay a contractual penalty agreed upon under the Confidentiality Agreement or to compensate for damage caused to České dráhy as a consequence of a breach of the Bidder's obligations under the Confidentiality Agreement.

7. Method of sending documents and other information regarding the Tender Procedure

The application form and the other above-mentioned documents **must be delivered no later than on 30 September 2024** to the address of the company "České dráhy, a.s.", with its registered office at Nábřeží L. Svobody 1222, 110 15 Prague 1, General Directorate, Legal Department, for the attention of Mgr. Jan Staněk, LL.M., Director of the Legal Department. The Bidder shall also send, at the same time, an electronic copy of the documents by e-mail to polikliniky@cd.cz.

Provided that all the above-mentioned conditions are met, the selected Bidders may be offered participation in the Tender Procedure. In such a case, the Bidders will be enabled to participate provided that they conclude a Confidentiality Agreement with České dráhy. The selection of the Bidders is at the sole discretion of České dráhy.

The Bidders, who will not be selected to participate in the tender procedure, will also be informed about this fact.

Any questions concerning the aforementioned aspects can be asked by means of an e-mail message sent to polikliniky@cd.cz. České dráhy is not obliged to answer the questions.

The Bidder is entitled to communicate with the Company in the matter of the Tender Procedure exclusively through the above-mentioned contacts or through the following contact person:

- JUDr. Tomáš Honomichl, MBA, e-mail: Tomas.Honomichl@cd.cz.

8. Important information to be taken in mind

České dráhy draws attention to the fact that:

- the announcement of the above-mentioned Tender Procedure does not give rise to any contractual relationship or any other claims, in particular it is not a proposal for the conclusion of a contract within the meaning of Section 1731 of Act No. 89/2012 Coll., Civil Code, as amended (hereinafter referred to as “**the Civil Code**”), an announcement of a competition for the most suitable Proposal within the meaning of Section 1772 et seq. of the Civil Code or a Public Offer for the conclusion of a contract within the meaning of Section 1780 et seq. of the Civil Code;
- the information provided by České dráhy in connection with the Tender Procedure cannot be considered as any investment recommendation;
- in connection with the announcement of the above-mentioned Tender Procedure, no obligations shall arise for České dráhy, in particular no obligation to enter into any contractual relationship shall arise to the Company;
- the Bidders are not entitled to demand the returning of documents submitted to České dráhy in connection with the Tender Procedure announced;
- České dráhy is entitled to change the terms and conditions of the Tender Procedure at any time and to cancel the Tender Procedure at any time or to terminate the negotiations with the Bidder at any phase, in which case the Bidder will not be entitled to compensation for any costs incurred in connection with the Tender Procedure;
- České dráhy shall be entitled to deal with any Bidder also in a manner other than as described above, in particular it shall be entitled to allow in exceptional cases the participation in the Tender Procedure even to a Bidder which does not submit an application within the above-mentioned time limit, the use of such a procedure being at the sole discretion of the Company;
- all expenses and costs incurred by the Bidder in connection with the Tender Procedure, including the costs of consultants, shall be borne in their entirety by the Bidder and the Bidder shall not be entitled to demand anything from České dráhy in this connection.

Notification of any change in the terms and conditions of the Tender Procedure or cancellation of this Tender Procedure will be made by means of its publication on the www.ceskedrahy.cz website or in any other appropriate manner at the discretion of České dráhy, in particular with regard to the current phase of the Tender Procedure.

In Prague, on 12 August 2024



BASIC INFORMATION ON THE PART OF THE PLANT OF THE COMPANY “ČESKÉ DRÁHY, A.S.”

The company “České dráhy, a.s.”, with its registered office at Nábřeží L. Svobody 1222, 110 15 Prague 1, Company Reg. No.: 709 94 226, registered in the Commercial Register administered by the Municipal Court in Prague under the file ref. no. B 8039 (hereinafter referred to as “**České dráhy**” or “**the Company**”), intends to sell a part of its commercial plant (hereinafter referred to as “**the Part of the Plant**”), which constitutes a separate organisational component within the meaning of the provisions of Section 2183 of the Act No. 89/2012 Coll., the Civil Code, as amended (hereinafter referred to as “**the Civil Code**”), and constitutes, within the framework of the commercial plant of České dráhy, a part of the assets separated from the functional and accounting points of view, which includes tangible, intangible as well as personnel components and serves in particular for the provision of health care.

The Part of the Plant in question consists of a system of medical facilities situated in Česká Třebová, Nymburk, Olomouc, Ostrava, Pilsen and Prague, which currently focus mainly on the provision of outpatient care and comprehensive occupational healthcare services.

Existing situation

The Part of the Plant is currently subject to the Agreement on the Lease of a Part of the Plant entered into on 18 December 2007 with the company “Dopravní zdravotnictví a.s.”, Company Reg. No.: 259 03 659, having its registered office at Italská 560/37, 121 43 Praha 2, registered in the Commercial Register administered by the Municipal Court in Prague under the file ref. no. B 15882 (hereinafter referred to as “**the Lessee**” and “**Agreement on the Lease of a Part of the Plant**”, respectively), on the basis of which a part of the business has been independently operated by the Lessee already since 2008.

The Agreement on the Lease of a Part of the Plant was concluded between České dráhy and the Lessee for a fixed term, which is to end on 31 December 2027.

Assets constituting the Part of the Plant

The above-mentioned Part of the Plant represents the set of assets currently including, without limitation to, the following items:

- the immovable property situated at the following addresses:
 - Italská 560/37, 120 00 Prague 2,
 - Švihovská 2444/14, 301 00 Pilsen,
 - Tyršova 496/34, 702 00 Ostrava,
 - Špálova 953/5, 702 00 Ostrava,
 - Jeremenkova 40, 772 52 Olomouc,

- Velké Novosady 648/8, 750 02 Přerov,
- náměstí Jana Pernera 446, 560 02 Česká Třebová,
- Boleslavská třída 1854/14, 288 02 Nymburk,

in which the individual polyclinics constituting a part of the Part of the Plant are operated,

- movable assets,
- rights and obligations,
- liabilities and receivables,
- other property values,
- rights and obligations arising from employment relationships
 - altogether 938 employees as at 31 December 2023.

Presupposed aspects of the transaction

It is assumed that on the basis of the Tender Procedure, a Contract for the Purchase of the Part of the Plant will be entered into between the selected Bidder and České dráhy within the meaning of the provisions of Section 2175 et seq. of the Civil Code, the objective of the announced Tender Procedure being to find a suitable Purchaser, and at the same time to maximise the purchase price for the subject matter of the purchase.

It is the intention of České dráhy to carry out the sale of the Part of the Plant during the term of the lease pursuant to the above-mentioned Agreement on the Lease of a Part of the Plant.

České dráhy points out the fact that one of the basic contractual conditions will be the commitment of the potential Purchaser to maintain the operation of the medical facilities for a period of 10 years from the signing of the Agreement on the Transfer of a Part of the Plant.

Important information to be taken in mind:

This material serves only for the preliminary acquaintance of potential Bidders with the subject matter of the planned transaction.

The information regarding the presupposed content of the contractual documentation and other aspects of the transaction provided for within the framework of this information material is of a preliminary nature and may be supplemented or changed by České dráhy at any time.

České dráhy assumes no liability whatsoever in the event that any of the information contained in this information material proves to be incorrect, incomplete or inaccurate, in which case no claims can be raised against České dráhy.

The aforementioned information does not give rise to any contractual relationship or any other claims, in particular it does not constitute a proposal for the conclusion of a contract within the meaning of Section 1731 of the Civil Code, an announcement of a competition for the most suitable Proposal within the meaning of Section 1772 et seq. of the Civil Code or a Public Offer for the conclusion of a contract within the meaning of Section 1780

Annex No. 1 – “Basic Information on the Part of
the Plant”

et seq. of the Civil Code. In connection with the above, no obligations shall arise for České dráhy, in particular no obligation to enter into any contractual relationship.

The aforementioned information cannot be considered as any investment recommendation for the potential Bidder either. The Bidders are solely responsible for their own evaluation of the information contained herein, as well as for any decision made on the basis of such information.

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APPLICATION FORM CONCERNING THE TENDER PROCEDURE

Identification data of the Bidder (business name, registration number, registered office address, registration in the Commercial Register, or other similar identification data of the Bidder):

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Representation (particulars of the Bidder's representative(s) – first name(s), surname and title, indicating the position or other information on the authority to represent the Bidder):

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Contact person for communication purposes in connection with the Tender Procedure (first name(s), surname, title, telephone contact number and e-mail address):

On the basis of the present Application, the above-mentioned the Bidder (hereinafter referred to as “**the Bidder**”) hereby expresses their interest in participation in the Tender Procedure (hereinafter referred to as “**the Tender Procedure**”), which was announced on 12 August 2024 by the company “České dráhy, a.s.”, with its registered office at Nábřeží L. Svobody 1222, 110 15 Prague 1, Company Reg. No.: 709 94 226, registered in the Commercial Register administered by the Municipal Court in Prague under the file ref. no. B 8039 (hereinafter referred to as “**České dráhy**” or “**the Company**”), for the purpose of finding a suitable Bidder for the purchase of a part of the Company's plant.

The Bidder shall take cognisance of the fact that:

- the announcement of the Tender Procedure by the company “České dráhy, a.s.” does not give rise to any contractual relationship or any other claims, in particular it is not a proposal for the conclusion of a contract within the meaning of Section 1731 of Act No. 89/2012 Coll., Civil Code, as amended (hereinafter referred to as “**the Civil Code**”), an announcement of a competition for the most suitable Proposal within the meaning of Section 1772 et seq. of the Civil Code or a Public Offer for the conclusion of a contract within the meaning of Section 1780 et seq. of the Civil Code;
- the information provided by České dráhy in connection with the Tender Procedure cannot be considered as any investment recommendation;
- in connection with the announcement of the above-mentioned Tender Procedure, no obligations shall arise for České dráhy, in particular no obligation to enter into any contractual relationship shall arise to the Company;
- the Bidder is not entitled to demand the returning of documents submitted to České dráhy in connection with the Tender Procedure announced;
- České dráhy is entitled to change the terms and conditions of the Tender Procedure at any time and to cancel the Tender Procedure at any time or to terminate the negotiations with the Bidder at any phase, in which case the Bidder will not be entitled to compensation for any costs incurred in connection with the Tender Procedure;
- České dráhy shall be entitled to deal with any Bidder also in a manner other than as described in the information published in connection with the announcement of the Tender Procedure, in particular it shall be entitled to allow in exceptional cases the participation in the Tender Procedure even to a Bidder which does not submit an application within the specified time limit, the use of such a procedure being at the sole discretion of the Company;
- all expenses and costs incurred by the Bidder in connection with the Tender Procedure, including the costs of consultants, shall be borne in their entirety by the Bidder and the Bidder shall not be entitled to demand anything from České dráhy in this connection.

The Bidder declares that all the information provided for above in this Application Form as well as in its Annexes is correct and complete.

List of Appendices to the Application:

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Signature(s) of the person(s) authorised to act for the Bidder, stating the first name(s), surname and position or other facts under which the person is authorised to sign the Application Form for the Bidder:

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