

SIRIUS AG

ZURICH, 17 JULY 2019

REQUEST FOR PROPOSAL

Dear Madame or Sir,

Sirius AG ("**Sirius**") is a leading provider of electrical and mechanical systems for railways. With this Request for Proposal ("**RfP**"), Sirius is seeking legal representation as specified below and hereby invites you to submit a proposal ("**Proposal**").

1. Background

In late 2017, Sirius formed a consortium ("**RAI Consortium**") with the Civil Works Joint Venture ("**C-JV**"). C-JV is co-owned by Reka Company and Aronium Contractors and Haizinger LLP.

In March 2018, the RAI Consortium was awarded the contract for the detailed design, engineering, construction, commissioning, testing, completion and remedying of defects of Vindobona Metro Lines 1 and 2 ("**Vindobona Metro Project**").

To this end, the RAI Consortium signed an agreement with the High Commission for the Development of Vindobona, acting through the Vindobona Development Authority ("**VDA**"), in connection with the Vindobona Metro Project ("**VML12 Contract**").

Within the RAI Consortium and under the VML12 Contract, Sirius is responsible for electrical & mechanical systems including rolling stock. C-JV is responsible for the related civil works such as tunnelling, track works and stations. C-JV and Sirius are each responsible for system integration of their own scope of works; responsibility for overall integration of Sirius' and C-JV's respective scope is shared jointly.

The VML12 Contract between PDA and the RAI Consortium is subject to the laws of Danubia. For resolution of disputes, the VML12 Contract foresees a Dispute Adjudication Board-like procedure and thereafter, a potential referral of the dispute to ad hoc arbitration seated in Vindobona, Danubia.

The RAI Consortium agreement contains an arbitration clause establishing the jurisdiction of a tribunal to be constituted in accordance with the ICC Rules and to be seated in Geneva, Switzerland. The RAI Consortium agreement is subject to the laws of Switzerland.

2. Scope of Representation

The RAI Consortium members agree that the RAI Consortium requires an extension of time and cost compensation in order to complete the works under the VML12 Contract. VDA does not appear amenable to these requests.

The RAI Consortium members agree and intend to enforce the RAI Consortium's rights through the dispute resolution mechanism under the VML12 Contract against VDA. In accordance with the RAI Consortium agreement, the RAI Consortium is to be jointly represented by two law firms with each member appointing one firm. C-JV has already retained legal counsel.

Sirius hereby seeks to find legal counsel for the impending dispute with VDA.

3. Conflicts of Interest

Please confirm that you would not be prevented from representing Sirius against the potential defendants in this matter due to the existence of actual or potential conflicts of interest.

4. Privileged and Confidential

This Request for Proposal, together with the Proposal and any related communications, is privileged and confidential.

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5. Proposal Preparation Costs

You are expected to bear all costs and expenses associated with the Proposal preparation and submission.

6. Timing

The Proposal should be submitted by 20 July 2019, 9:30am to the email addresses indicated below.

7. Sirius Contact Information

Your contact persons with respect to this matter will be the following individuals:

Manager A eliane.fischer@freshfields.com

Manager B benjamin.gottlieb@swlegal.ch

Manager C ulrich.kopetzki@dorda.at

Manager D moritz.schmitt@freshfields.com

Please address all e-mail communication to all contact persons jointly.

8. Topics to be Addressed

Please address in your Proposal the topics described below and any other topics you believe should be considered in connection with this matter or the evaluation of your Proposal.

a. Law Firm and Team: Please provide us with the team set up you suggest to best represent Sirius' interests and the name of the individuals you intend to include on your legal team. Please include information on their qualifications, experience, seniority and hourly rates. If you have no representation in Vindobona and/or Switzerland, please indicate how you will provide local law advice and any firm with whom you intend to cooperate.

b. Fee Arrangement: Please provide a detailed estimate of the legal fees you would expect to be incurred.

Sirius is very interested in alternative fee arrangements. Please indicate any alternative fee arrangement available and indicate any differences from traditional fee arrangements. If you are unable to propose an alternative fee arrangement, please propose a detailed budget and cap on fees.

9. Right to Reject

Sirius reserves the right to reject any and all proposals received in response to this RfP.

10. Notification of Award

It is expected that a decision selecting the successful firm will be made on the closing date for the receipt of the Proposal. A contract for the accepted Proposal will be drafted based upon the factors described in this RfP and the Proposal.

Signed
Sirius AG

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