REQUEST FOR PROPOSALS (RFP): OPEN COMPETITIVE BID

Supplier Name:

Goods		**Service**	√

Bid number	TRP/BID/0092/2026 (formerly RFQ0092)
Date Issued	19 November 2026 (12h00)
Request for Proposals (RFP)	Appointment of Attorneys to Represent the Deputy Executive Director before the Takeover Special Committee in relation to the Bell Equipment Limited complaint.
Description	Appointment of Attorneys to Represent the Deputy Executive Director before the Takeover Special Committee in relation to the Bell Equipment Limited complaint.
Closing date	15 December 2026
Closing time	12h00
Delivery Address	Takeover Regulation Panel, Freestone Park, 1st Floor Block 2, 135 Patricia Road, Atholl, Sandton 2196

Submit the response to	admin@trpanel.co.za
For more information (Supply Chain Management)	All enquiries relating to this bid must be directed in writing to Dr. Ernest Mutenda Ernestm@trpanel.co.za
Note	**Only the successful bidder will be contacted**

1. INTRODUCTION AND BACKGROUND

The Takeover Regulation Panel (the "Panel") is a juristic person established in terms of section 196 of the Companies Act, 71 of 2008 (the "Act"). The Panel is the regulatory body responsible for regulating affected transactions (including mergers, acquisitions, and takeovers) and offers involving securities of regulated companies in the Republic of South Africa.

The Panel is a Public Finance Management Act, 1999 (Act 1 of 1999 (“PFMA”) Schedule 3A public listed entity. The Panel’s Executive Authority is the Department of Trade, Industry and Competition (dtic). All procurement by the Panel is undertaken in compliance with the PFMA, Treasury Regulations, and applicable National Treasury Instructions and Practice Notes.

The Deputy Executive Director of the Panel issued a decision not to investigate a complaint by Inhlanhla Ventures Proprietary Limited concerning Bell Equipment Limited and furnished reasons for that decision.

Inhlanhla Ventures Proprietary Limited has lodged an appeal with the Takeover Special Committee (the “TSC”) against the decision of the Deputy Executive Director. The TSC is a committee of the Panel established in terms of section 202 of the Act and is empowered to deal with the appeal in accordance with Regulation 118(8) of the Takeover Regulations.

The Panel seeks to appoint a suitably qualified and experienced attorneys' firm to represent the Deputy Executive Director before the TSC through a Request for Proposals (RFP) process, advertised on the National Treasury e-Tender Portal, under bid reference TRP/BID/0092/2026. The appointment of separate attorneys to advise the TSC is held in abeyance and is not included in this bid.

2. PURPOSE AND SCOPE OF SERVICES

2.1. Purpose

The purpose of this Request for Proposals (RFP), issued through an open competitive bidding process, TRP/BID/0092/2026, is to invite suitably qualified and experienced law firms to submit proposals to provide independent legal advisory and litigation support services to represent the Deputy Executive Director in the appeal lodged by Inhlanhla Ventures Proprietary Limited concerning Bell Equipment Limited.

2.2. Scope of Services

The appointed service provider shall be required to:

2.2.1. Review and analyse the complete record and all relevant documentation, including, but not limited to, the Deputy Executive Director's Ruling.

2.2.2. Review all submissions from the appellant and respondent, including the heads of arguments and any other submissions made pre-hearing and post the TSC hearing.

2.2.3. Prepare comprehensive written submissions and heads of argument responding to all grounds raised by the appellant and supporting the lawfulness and rationality of the Deputy Executive Director's decision.

2.2.4. Prepare the Deputy Executive Director's record and any answering or supplementary affidavits required by the TSC's procedural directions.

2.2.5. Represent the Deputy Executive Director at all TSC proceedings, including preliminary hearings, interlocutory applications and the substantive hearing.

2.2.6. Prepare for and present oral argument, and respond to questions or directions issued by the TSC.

2.2.7. Provide advice and representation in any subsequent appeal or review proceedings arising from the TSC's determination, if required by the Panel.

3. **ATTORNEYS' TEAM REQUIREMENTS**

The appointed law firm must assign a dedicated team of three (3) attorneys to this matter. The team composition must be as follows:

3.1. **Partner/Director – Public M&A and Litigation in Takeover Law:** A partner or director with demonstrable expertise in public mergers and acquisitions (M&A). The attorney should have a minimum of 10 years' post-admission experience and will serve as the lead attorney responsible for takeover law aspects of the defence.

3.2. **Partner/Director – Litigation in Public M&A and Takeover Law:** A partner or director with demonstrable expertise in public mergers and acquisitions (M&A) litigation and Takeover Law. This attorney should have a minimum of 10 years' post-admission experience and will be responsible for procedural matters and litigation strategy aspects of the defence.

3.3. **Junior Attorney:** An associate or senior associate with at least 2 years' post-admission experience to provide research and drafting support.

Billing Limitation: No more than three (3) attorneys may bill for work on this matter at any given time. The Panel will not accept invoices reflecting billing by more than three attorneys.

4. **COUNSEL/ADVOCATES**

The Panel will separately appoint a counsel team comprising one Senior Counsel (silk) and one junior advocate. The appointment of counsel will be undertaken by the Panel outside of this procurement process. The appointed law firm will be required to brief and work with the counsel team. The fees of the counsel team will be managed separately and do not form part of this bid.

5. **KEY ISSUES FOR REPRESENTATION**

Without limiting the scope of work; the appointed law firm should be prepared to address the following key issues:

5.1.1. Whether the notice issued under section 169(1)(a) of the Companies Act 71 of 2008, together with the reasons dated 24 September 2026, lawfully justify the decision that the complaint would not be investigated having regard to the relevant Takeover Provisions.

5.1.2. Whether there are grounds for the TSC to cancel, modify or confirm the Deputy Executive Director’s Ruling in terms of regulation 118(9), having regard to the complaint, the record presented before the committee.

6. DELIVERABLES

The appointed service provider shall deliver the following:

6.1. Comprehensive written submissions and heads of argument supporting the Deputy Executive Director's decision.

6.2. Any answering affidavits or supplementary affidavits required.

6.3. A chronological bundle of evidence and authorities.

6.4. Representation at all TSC proceedings.

6.5. Strategic advice on the conduct of the proceedings and any procedural or litigation risks.

6.6. Post-hearing advice on any appeal or review proceedings.

7. THE FOLLOWING CONDITIONS WILL APPLY

7.1. The procurement will be conducted through open competitive bidding in accordance with the Panel's applicable supply chain management policies and requirements. The 80/20 preference point system will apply.

7.2. Price(s) quoted must be valid for **120 days** from the closing date.

7.3. Price(s) quoted must be exclusive of VAT.

7.4. This RFP is subject to the Preferential Procurement Policy Framework Act, the Preferential Procurement Regulations, 2022, the General Conditions of Contract (GCC) and, where applicable, other special Conditions of Contract.

7.5. Strict compliance with the invitation requirements and evaluation criteria will be adhered to.

No late bids will be accepted.

8. MINIMUM REQUIREMENTS

To be considered for this engagement, bidders must meet the following minimum requirements:

8.1. Proof of registration with the Legal Practice Council as attorneys.

8.2. Valid Tax Clearance Certificate (or Tax Compliance Status PIN from SARS).

8.3. Registration on the National Treasury Central Supplier Database (CSD).

8.4. Valid B-BBEE certificate or signed affidavit.

8.5. Completed the SBD 4 and SBD6.1 forms.

8.6. Valid proof of Professional indemnity insurance in an amount of not less than R10 million.

8.7. Three signed reference letters of not less than 2 years confirming that the bidder has successfully performed similar work.

9. **SUBMISSION REQUIREMENTS**

Proposals must include the following:

9.1. A cover letter on the firm's letterhead.

9.2. Firm profile fully demonstrating relevant experience, particularly in Public M&A and Takeover Law litigation including representing public bodies or regulators.

9.3. CVs of the proposed three-person team, demonstrating that the team meets the requirements set out in section 3.

9.4. Fee proposal setting out the hourly rate for each team member, as follows:

9.4.1. Hourly rate for Partner/Director (Public M&A and Takeover Law)

9.4.2. Hourly rate for Partner/Director (Public M&A and Takeover Law Litigation)

9.4.3. Hourly rate for Junior Attorney

9.5. Confirmation that no more than three attorneys will bill for work at any given time.

9.6. Proof of registration on the National Treasury CSD.

9.7. Valid Tax Clearance Certificate or Tax Compliance Status PIN.

9.8. B-BBEE certificate or sworn affidavit.

9.9. Valid proof of professional indemnity insurance.

9.10. Declaration of interest (confirming no conflict of interest with any party to the matter).

9.11. Three signed reference letters of not less than 2 years confirming that the bidder has successfully performed similar work.

9.12. The attached forms are to be completed by the bidder (where applicable):

9.12.1. SBD 4 – Declaration of Interest.

9.12.2. SBD 6.1 – Preference Points claim.

10. EVALUATION CRITERIA

Proposals received in response to this advertised RFP will be evaluated through the approved bid evaluation and adjudication process. Evaluation will comprise three stages: Stage 1, mandatory compliance; Stage 2, functionality (minimum 70 out of 100 points); and Stage 3, price and specific goals under the 80/20 preference point system. The evaluation recommendations will be considered for adjudication and award in accordance with the Panel's approved procurement arrangements.

10.1. Pre-qualification Criteria (Stage 1)

Bidders must submit all documents as outlined in paragraph 8 and 9 above. Only bidders that comply with ALL these criteria will proceed to Stage 2.

10.2. Stage 2: Functionality (Minimum Threshold: 70 points)

Criterion	Weight	Maximum Points
Experience in Public M&A and Litigation in Takeover Law	35%	35
Experience and expertise of the proposed three-person team in Takeover Law	40%	40
Understanding of the brief and proposed representation strategy	25%	25
TOTAL	**100%**	**100**

Only bidders achieving a minimum of 70 points for functionality will be considered for Stage 3 evaluation.

10.3. Stage 3: Price and Specific Goals (80/20 Preference Point System)

10.3.1. Bidders qualifying on functionality will be evaluated as follows:

10.3.2. **Price:** 80 points

10.3.3. **Specific Goals: 20 points (as set out in SBD 6.1 and the applicable Preferential Procurement Regulations, 2022).**

10.3.4. This RFP is conducted through an open competitive bidding process in accordance with the Panel's Supply Chain Management Policy. It will be

advertised on the National Treasury e-Tender Portal for a minimum period of 21 days.

11. INDEPENDENCE AND CONFLICT AVOIDANCE

11.1. The appointed bidder must be independent and must declare any actual, potential or perceived conflict of interest involving the parties to the matter. The bidder must not act concurrently for the TSC in an advisory capacity and for the Deputy Executive Director in a representational capacity in relation to this matter.

12. TERMS AND CONDITIONS

12.1. The Panel reserves the right not to appoint any bidder and is not obliged to accept the lowest-priced bid.

12.2. The Panel reserves the right to negotiate with the preferred bidder on price and scope.

12.3. The successful bidder will be required to sign a letter of engagement and confidentiality undertaking before commencing work.

12.4. Payment will be made within 30 days of receipt of a valid tax invoice, subject to satisfactory delivery of services.

12.5. The appointed service provider must not have any conflict of interest with any party to the matter before the TSC, including the applicant or any related parties.

12.6. No more than three (3) attorneys may bill for work on this matter at any given time.

12.7. All work product prepared in relation to the representation of the Deputy Executive Director shall remain the property of the Panel.

12.8. The appointed service provider must be available to commence work immediately upon appointment.

13. ENQUIRIES

13.1. All enquiries relating to this bid must be directed in writing to Dr. Ernest Mutenda **Ernestm@trpanel.co.za**

13.2. The closing date for enquiries is Tuesday, 8 December 2026 at 12h00. Enquiries received after this time will not be answered.

Annexure A

Form: SBD 4

BIDDERS DISCLOSURE

1. Purpose of the form

1.1. Any person (natural or juristic) may make an offer or offers in terms of this invitation to bid. In line with the principles of transparency, accountability, impartiality, and ethics as enshrined in the Constitution of the Republic of South Africa and further expressed in various pieces of legislation, the bidder is required to make this declaration in respect of the details required hereunder.

1.2. Where a person/s are listed in the Register for Tender Defaulters and / or the List of Restricted Suppliers, that person will automatically be disqualified from the bid process.

2. Bidder's declaration

2.1. Is the bidder, or any of its directors/trustees/shareholders/members/partners or any person having a controlling interest[1] in the enterprise employed by the state?

YES/NO

2.1.1. If so, furnish particulars of the names, individual identity numbers, and, if applicable, state employee numbers of sole proprietor/directors/trustees/ shareholders/members/ partners or any person having a controlling interest in the enterprise, in the table below.

Full Name	**Identity Number**	**Name of State Institution**

[1] the power, by one person or a group of persons holding the majority of the equity of an enterprise, alternatively, the person/s having the deciding vote or power to influence or to direct the course and decisions of the enterprise

2.2. Do you, or any person connected with the bidder, have a relationship with any person who is employed by the procuring institution? **YES/NO**

2.2.1. If so, furnish particulars:

2.3. Does the bidder or any of its directors/trustees/shareholders/members /partners or any person having a controlling interest in the enterprise have any interest in any other related enterprise whether or not they are bidding for this contract?

YES/NO

2.3.1. If so, furnish particulars:

3. **DECLARATION**

I, the undersigned, _____in submitting the accompanying bid, do hereby make the following statements that I certify to be true and complete in every respect.

3.1. I have read and understand the contents of this disclosure.

3.2. I understand that the accompanying bid will be disqualified if this disclosure is found not to be true and complete in every respect.

3.3. The bidder has arrived at the accompanying bid independently from, and without consultation, communication, agreement or arrangement with any competitor.

However, communication between partners in a joint venture or consortium[2] will not be construed as collusive bidding.

3.4. In addition, there have been no consultations, communications, agreements or arrangements with any competitor regarding the quality, quantity, specifications, prices, including methods, factors or formulas used to calculate prices, market allocation, the intention or decision to submit or not to submit the bid, bidding with the intention not to win the bid and conditions or delivery particulars of the products or services to which this bid invitation relates.

3.5. The terms of the accompanying bid have not been, and will not be, disclosed by the bidder, directly or indirectly, to any competitor, prior to the date and time of the official bid opening or of the awarding of the contract.

3.6. There have been no consultations, communications, agreements or arrangements made by the bidder with any official of the procuring institution in relation to this procurement process prior to and during the bidding process except to provide clarification on the bid submitted where so required by the institution; and the bidder was not involved in the drafting of the specifications or terms of reference for this bid.

3.7. I am aware that, in addition and without prejudice to any other remedy provided to combat any restrictive practices related to bids and contracts, bids that are suspicious will be reported to the Competition Commission for investigation and possible imposition of administrative penalties in terms of section 59 of the Competition Act No 89 of 1998 and or may be reported to the National Prosecuting Authority (NPA) for criminal investigation and or may be restricted from conducting business with the public sector for a period not exceeding ten (10) years in terms of the Prevention and Combating of Corrupt Activities Act No 12 of 2004 or any other applicable legislation.

3.8. I certify that the information furnished in paragraphs 1, 2 and 3 above is correct.

3.9. I accept that the Panel may reject the bid or act against me in terms of paragraph 6 of PFMA SCM Instruction No. 03 of 2021/22 on preventing and combating abuse in the Supply Chain Management system should this declaration prove to be false.

[2] Joint venture or Consortium means an association of persons for the purpose of combining their expertise, property, capital, efforts, skill and knowledge in an activity for the execution of a contract.

I, the undersigned, _____certify that the information furnished above is true and correct.

Signature	
Date	
Designation	

Annexure B

Form: SBD 6.1.

PREFERENCE POINTS CLAIM FORM IN TERMS OF THE PREFERENTIAL PROCUREMENT REGULATIONS 2022

This preference form must form part of all the tenders invited. It contains general information and serves as a claim form for preference points for specific goals.

NB: BEFORE COMPLETING THIS FORM, TENDERERS MUST STUDY THE GENERAL CONDITIONS, DEFINITIONS AND DIRECTIVES APPLICABLE IN RESPECT OF THE TENDER AND PREFERENTIAL PROCUREMENT REGULATIONS, 2022

1. **GENERAL CONDITIONS**

1.1. The following preference points systems apply to invitations to tender:

1.1.1. the 80/20 system for requirements with a Rand value of up to R50 000 000 (all applicable taxes included); and

1.1.2. the 90/10 system for requirements with a Rand value above R50 000 000 (all applicable taxes included).

1.2. **To be completed by the Organ of State**

The applicable preference point system for this tender is the **80/20** preference point system.

1.3. Points for this tender (even in the case of a tender for income-generating contracts) shall be awarded for:

1.3.1. Price; and

1.3.2. Specific Goals.

1.4. **To be completed by the Organ of State:**

The maximum points for this tender are as follows:

	Points
Price	80
Specific Goals	20
Total Points for Price and Specific Goals	**100**

1.5. Failure on the part of a tenderer to submit proof or documentation required in terms of this tender to claim points for specific goals with the tender will be interpreted to mean that preference points for specific goals are not claimed.

1.6. The organ of state reserves the right to require of a tenderer, either before a tender is adjudicated or at any time subsequently, to substantiate any claim regarding preferences, in any manner required by the organ of state.

2. DEFINITIONS

2.1. **"tender"** means a written offer in the form determined by an organ of state in response to an invitation to provide goods or services through price quotations, competitive tendering process or any other method envisaged in legislation;

2.2. **"price"** means an amount of money tendered for goods or services, and includes all applicable taxes less all unconditional discounts

2.3. **"rand value"** means the total estimated value of a contract in Rand, calculated at the time of bid invitation, and includes all applicable taxes;

2.4. **"tender for income-generating contracts"** means a written offer in the form determined by an organ of state in response to an invitation for the origination of income-generating contracts through any method envisaged in legislation that will result in a legal agreement between the organ of state and a third party that produces revenue for the organ of state, and includes, but is not limited to, leasing and disposal of assets and concession contracts, excluding direct sales and disposal of assets through public auctions; and

2.5. **"the Act"** means the Preferential Procurement Policy Framework Act, 2000 (Act No. 5 of 2000).

3. FORMULA FOR PROCUREMENT OF GOODS AND SERVICES

3.1. POINTS AWARDED FOR PRICE

3.1.1. THE 80/20 OR 90/10 PREFERENCE POINT SYSTEMS

A maximum of 80 points is allocated for price on the following basis:

80/20:

$$Ps = 80\left(1 - \frac{Pt - P\min}{P\min}\right)$$

Where:

Ps = Points scored for price of bid under consideration

Pt = Price of bid under consideration

Pmin = Price of lowest acceptable bid

4. POINTS AWARDED FOR B-BBEE STATUS LEVEL OF CONTRIBUTOR

4.1. In terms of Regulation 6 (2) and 7 (2) of the Preferential Procurement Regulations, reference points must be awarded to a bidder for attaining the B-BBEE status level of contribution in accordance with the table below:

B-BBEE Status Level of Contributor	Number of points (80/20 system)
1	20
2	18
3	14
4	12
5	8
6	6
7	4
8	2
Non-compliant contributor	0

5. DECLARATION WITH REGARD TO COMPANY/FIRM

Name of company	
VAT Registration Number	

Company Registration Number	

5.1. **TYPE OF COMPANY/ FIRM**

	Partnership/Joint Venture / Consortium
	One person business/sole propriety
	Close corporation
	State Owned Company

[Tick applicable box]

I, the undersigned, who is duly authorised to do so on behalf of the company/firm, certify that the points claimed, based on the specific goals as advised in the tender, qualifies the company/ firm for the preference(s) shown and I acknowledge that:

5.1.1. The information furnished is true and correct;

5.1.2. The preference points claimed are in accordance with the General Conditions as indicated in paragraph 1 of this form;

5.1.3. In the event of a contract being awarded as a result of points claimed as shown in paragraphs 1.4 and 4.2, the contractor may be required to furnish documentary proof to the satisfaction of the organ of state that the claims are correct;

5.1.4. If the specific goals have been claimed or obtained on a fraudulent basis or any of the conditions of contract have not been fulfilled, the organ of state may, in addition to any other remedy it may have:

5.1.4.1. disqualify the person from the tendering process;

5.1.4.2. recover costs, losses or damages it has incurred or suffered as a result of that person's conduct;

5.1.4.3. cancel the contract and claim any damages which it has suffered as a result of having to make less favourable arrangements due to such cancellation;

5.1.4.4. recommend that the tenderer or contractor, its shareholders and directors, or only the shareholders and directors who acted on a fraudulent basis, be restricted from obtaining

business from any organ of state for a period not exceeding 10 years after the *audi alteram partem* (hear the other side) rule has been applied; and

5.1.4.5. forward the matter for criminal prosecution, if deemed necessary.

I, the undersigned,_____ certify that the information furnished above is true and correct.

Signature	
Date	

Designation
