

## Order Form

CALL-OFF REFERENCE: CR-20230726-014

AUTHORITY: The Secretary of State acting through the Export Credits Guarantee Department (operating as UK Export Finance)

UKEF ADDRESS 1 Horse Guards Road, London SW1A 2HQ

THE SUPPLIER: Norton Rose Fulbright LLP

SUPPLIER ADDRESS: 3 More London Riverside, London, SE1 2AQ

REGISTRATION NUMBER: OC328697

DUNS NUMBER: N/A

### APPLICABLE FRAMEWORK CONTRACT

This Order Form is for the provision of the Call-Off Deliverables and dated 27 July 2023.

It's issued under the Framework Contract with the reference number CR\_1901 for the provision of Legal Advice Services in respect of the UK Export Finance supported financing of one (1) Boeing 787-8 aircraft for [REDACTED] (the "**Company**").

## CALL-OFF INCORPORATED TERMS

The following documents are incorporated into this Call-Off Contract. Where numbers are missing we are not using those schedules. If the documents conflict, the following order of precedence applies:

1. This Order Form including the Call-Off Special Terms and Call-Off Special Schedules.
2. Joint Schedule 1 (Definitions and Interpretation)
3. The following Schedules in equal order of precedence:

- Joint Schedules

- Joint Schedule 2 (Variation Form)
- Joint Schedule 3 (Insurance Requirements)
- Joint Schedule 4 (Commercially Sensitive Information)
- ~~[Joint Schedule 6 (Key Subcontractors)]~~
- Joint Schedule 7 (Financial Difficulties)
- Joint Schedule 10 (Rectification Plan)
- Joint Schedule 11 (Processing Data)
- ~~Joint Schedule 12 (Supply Chain Visibility)~~

- Call-Off Schedules

- Call-Off Schedule 1 (Transparency Reports)
- Call-Off Schedule 2 (Staff Transfer)
- Call-Off Schedule 3 (Continuous Improvement)
- ~~[Call Off Schedule 5 (Pricing Details)]~~
- ~~[Call Off Schedule 7 (Key Supplier Staff)]~~
- ~~[Call Off Schedule 8 (Business Continuity and Disaster Recovery)]~~
- ~~[Call Off Schedule 9 (Security)]~~
- ~~[Call Off Schedule 10 (Exit Management)]~~
- ~~[Call Off Schedule 14 (Service Levels)]~~
- ~~[Call Off Schedule 15 (Call Off Contract Management)]~~
- ~~[Call Off Schedule 20 (Call Off Specification)]~~
- Call-off-Schedule 24 (Affiliate Firm)

4. Core Terms

## 5. Joint Schedule 5 (Corporate Social Responsibility)

6. ~~[Call Off Schedule 4 (Call Off Tender) as long as any parts of the Call Off Tender that offer a better commercial position for the UAEF (as decided by the UAEF) take precedence over the documents above.]~~

No other Supplier terms are part of the Call-Off Contract. That includes any terms written on the back of, added to this Order Form, or presented at the time of delivery.

**CALL-OFF SPECIAL TERMS**

The following Special Terms are incorporated into this Call-Off Contract:

The Supplier agrees that each of [REDACTED] as reinsurer (as applicable) may, if UK Export Finance notifies the Supplier accordingly, be a client of record who is entitled to rely on the advice provided by the Supplier under this Call-Off Contract and shall enter into an arrangement to give this effect (if required).

**CALL-OFF START DATE:** 18 April 2023

**CALL-OFF EXPIRY DATE:** 17 April 2024

**CALL-OFF INITIAL PERIOD:** 12 months

**CALL-OFF DELIVERABLES:**

The deliverables resulting from the requirement are expected to include legal advice from counsel in England, Japan, the State of Washington and [REDACTED] as further detailed below:

**1 English counsel:**

- [REDACTED]
- [REDACTED]
- [REDACTED]  
[REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]  
[REDACTED]  
[REDACTED]
- [REDACTED]  
[REDACTED]
- [REDACTED]  
[REDACTED]
- [REDACTED]

- (k) [REDACTED]  
[REDACTED]
- [REDACTED]
- [REDACTED]  
[REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]  
[REDACTED]

**2 Japanese law counsel:**

- (a) [REDACTED]
- [REDACTED]
- [REDACTED]  
[REDACTED]
- [REDACTED]  
[REDACTED]
- [REDACTED]  
[REDACTED]
- [REDACTED]  
[REDACTED]
- [REDACTED]  
[REDACTED]

**3 State of Washington law counsel:**

- (a) [REDACTED]
- [REDACTED]  
[REDACTED]
- [REDACTED]  
[REDACTED]
- [REDACTED]  
[REDACTED]

**4 [REDACTED] law counsel:**

- (a) [REDACTED]
- [REDACTED];

■	[REDACTED]
	[REDACTED]
■	[REDACTED]
	[REDACTED]
■	[REDACTED]
	[REDACTED]
■	[REDACTED]
	[REDACTED]

**MAXIMUM LIABILITY:**

The limitation of liability for this Call-Off Contract is stated in Clause 11.2 and 11.8 of the Core Terms.

The Estimated Year 1 Charges used to calculate liability in the first Contract Year is **£150,000**.

**CALL-OFF CHARGES****UKEF ACCOUNT WORK CHARGES**

None

**AEROSPACE SECTOR CUSTOMER CHARGES**

- English counsel (Norton Rose Fulbright LLP): [REDACTED] based on Framework Prices
- Japanese counsel (Norton Rose Tokyo): USD [REDACTED]
- Washington/South Carolina counsel (Davis Wright Tremaine LLP): [REDACTED]
- [REDACTED] counsel ([REDACTED]): [REDACTED]

For the purposes of paragraph 8 of Framework Schedule 3, the applicable GBP-USD exchange rate for all Supplier Fees due under this Call-off Contract (determined as at 17/04/2023) is 1:1.2365.

All changes to the Charges must use procedures that are equivalent to those in Paragraphs 5 and 6 in Framework Schedule 3 (Framework Prices).

**REIMBURSABLE EXPENSES UKEF**

None.

**PAYMENT METHOD**

Supplier to liaise with relevant Aerospace Sector Customer.

**IF APPLICABLE UKEF'S ENVIRONMENTAL POLICY**

N/A

**IF APPLICABLE UKEF'S SECURITY POLICY**

N/A

**SECURITY MANAGEMENT PLAN**

N/A

**SUPPLIER'S CONTRACT MANAGER**

[REDACTED]

Partner

[REDACTED]

ParisEight - 40 rue de Courcelles, 75008 Paris, France

**PROGRESS REPORT FREQUENCY**

On the first Working Day of each calendar month.

**PROGRESS MEETING FREQUENCY**

Every six months from the date of this Order Form (or the following Working Day if such date is not a Working Day).

**KEY STAFF**

N/A

**KEY SUBCONTRACTOR(S)**

N/A

**COMMERCIALLY SENSITIVE INFORMATION**

N/A

**SERVICE CREDITS FOR UKEF ACCOUNT WORK ONLY**

N/A

**ADDITIONAL INSURANCES**

N/A

**SOCIAL VALUE COMMITMENT**

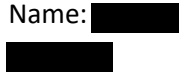
N/A

**For and on behalf of the Supplier:**

Signature:



Name:



Role: Partner

Date:

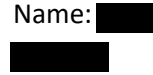
26/07/2023

**For and on behalf of the UKEF:**

Signature:



Name:



Role: Co-Head of  
Legal (interim)

Date:

27/07/2023