

**Approved by the decision of the competition commission on selection of advisors in the process of privatization of state-owned objects (minutes of the meeting of the competition commission dated 19.06.2018)**

**Information  
on conducting a competition for selection of an advisor  
to provide services for preparation for privatization and sale  
of the stock of shares of PJSC "Odessa Port Plant"  
in the size of 99.5667% of the authorized capital of the company**

**Information on the Privatization Object**

YeDRPOU Code: 00206539.

Full name: Public Joint-Stock Company "Odessa Port Plant"

Location: 65481, Odessa Oblast, Yuzhne Town, 3 Zavodska St.

Telephone: +38 (048) 758-60-09.

The main activity as per Classifier of Economic Activities: 20.15. Production of fertilizers and nitrogen compounds.

The cost of assets as of 31 December 2017: 5,423,858 thousand hryvnias.

A state-owned stock of shares is proposed for sale in the amount of 795,083,903 pieces, which is 99.5667% of the authorized capital of the company.

**Grounds for the Competition and the Procedure for Conducting the Competition**

Competition for selection of a advisor to provide services for preparation for privatization and sale of the stock of shares of PJSC "Odessa Port Plant" at the auction with the terms is carried out pursuant to the Order of the Cabinet of Ministers of Ukraine No.358-p dated 10.05.2018, which approves the list of objects of large privatization of the state-owned property to be privatized in 2018, as well as the Order of the State Property Fund of Ukraine No.767 dated 08.06.2018 "On the Decision to Privatize the State-Owned Stock of Shares of the Public Joint-Stock Company "Odessa Port Plant" (YeDRPOU Code 00206539)".

The procedure for conducting the competition for selection of an advisor to provide services for preparation for privatization and sale of the stock of shares of PJSC "Odessa Port Plant" is established by the Law of Ukraine "On Privatization of State and Communal Property" (hereinafter the "Law"), the Procedure for Engaging Advisors in the Process of Privatization of State-Owned Objects, approved by the Resolution of the Cabinet of Ministers of Ukraine No.878 dated 30.11.2016 (as amended) (hereinafter the "Procedure"), the Regulations on the competition commission for selection advisors in the process of privatization of state-owned objects, approved by the Order of the State Property Fund of Ukraine No.458 dated 29.03.2018, registered with the Ministry of Justice of Ukraine on 18 April 2018 under No.471/31923 (hereinafter the "Regulations").

In accordance with paragraph 3 of the Procedure and Article 19 of the Law, as well as part two of Article 8 of the Law, there is a list of persons who are not allowed to be advisors.

Additionally, persons who are subject to sanctions in accordance with the requirements of the Law of Ukraine No.133/2017 dated 15.05.2017, which brought into force the Decision of the National Security and Defense Council of Ukraine dated 28.04.2017 "On Application of Personal Special Economic and Other Restrictive Measures (Sanctions)" and the Law of Ukraine "On Sanctions," should not be allowed to competition.

### **The Main Purpose, Objective and List of Advisor Services, Including the Maximum Terms of Preparation of the Privatization Object for Sale**

The main purpose of Advisor on sale of state-owned stock of shares of PJSC "Odessa Port Plant" is acceleration of economic growth, attraction of foreign and domestic investments, reduction of the share of state or communal property within the structure of the Ukrainian economy by selling privatization objects to the effective owner.

List of objectives of advisor on sale of the stock of shares of PJSC "Odessa Port Plant" is as follows:

- collection of information and conduction of analysis of economic, technical, and financial indicators of the company's activity;
- bringing the main indicators of the company's accounting records in line with accounting standards;
- ensuring the audit;
- preparation of a financial model and determination of investment attractiveness of the company, possible ways of its improvement, ways of restructuring of accounts payable, recommendations on the establishment of basic prices and tariffs for products and services, marketing policy, and other measures;
- determination of the starting price and preparation of the information package concerning the privatization object;
- preparation of documentation on the company in accordance with the requirements of legislation on protection of economic competition and on environmental audit;
- development of complex measures for anti-crisis management of Object debts;
- conduction of Due Diligence, particularly:
  - General Due Diligence is an inspection of all aspects of the company's activity, including legal issues, financial status, taxation issues, management quality, business activity, and place of the company on the market.
  - Financial Due Diligence provides the opportunity to assess the financial status of the company, to inspect its assets and liabilities in terms of their quality and real evaluation (particularly, presence of unregistered liabilities or high value of assets may significantly impair financial status in future).

- Tax Due Diligence is a detailed analysis of tax risks as a subject of a separate inspection.
- Legal Due Diligence is an analysis of legal aspects of the company's activities, such as legality of privatization, registration of licenses, contracts, labor law compliance, etc.
- Operational Due Diligence is an inspection of the company's production activities, particularly, availability of the opportunity for increasing production output, taking into account market capacity, product quality assessment, and review of new developments.
- Technological Due Diligence focuses on study of production technologies, availability and condition of production equipment, environmental friendliness of production.
  - conducting a SWOT analysis of the object, including assessment of the company's competitive position in Ukraine and in international markets;
  - carrying out activities aimed at finding potential investors;
  - preparation of presentation materials for potential investors/Data room organization (in Ukrainian and English);
  - support of the auction;
  - ensuring fulfillment of the requirements for payment of advisor's services in accordance with the second clause of paragraph 6 of the Procedure, which in the fixed amount is no more than 0.5% of the value of the assets of the company in the amount of the parts owned by the state with respect to the financial statements for the last financial year; in the case of sale of the privatization object, the size of the variable part is no more than 2% of the value of the sold privatization object.

List of the Advisor Services:

- preparation of PJSC "Odessa Port Plant" for privatization;
- sale of the stock of shares of PJSC "Odessa Port Plant".

The maximum term for preparation by the advisor of the stock of shares of PJSC "Odessa Port Plant" for sale is 6 (six) months from the date of entry of the agreement on provision of advisor's services into force.

### **Term and Procedure for Submission of Competition Documentation**

Competition documentation should be submitted no later than 16 hours 45 minutes on 20.07.2018.

Competition documentation is submitted to the following address: 18/9 General Almazov St., Kyiv City, 01133, State Property Fund of Ukraine, Room 814, every day from 9.00 to 18.00; from 9.00 to 16.45 on Fridays; from 9.00 to 17.00 on pre-holiday days.

Application for participation in the competition may be submitted to the following e-mail: [maya@spfu.gov.ua](mailto:maya@spfu.gov.ua).

Confirming documents and competition proposal are submitted in separate sealed opaque envelopes with indication of the name of competition and inscriptions "Confirming Documents" and "Competition Proposal," respectively.

### **List of Documents to be Submitted for Participation in the Competition**

Applicants submit the following competitive documentation to the Fund:

- application for participation in the competition;
- confirming documents;
- competition proposal;
- significant conditions for inclusion into the agreement on the provision of advisor's services.

The application should be made according to the form approved by the Order of the State Property Fund of Ukraine No.716 dated 10.05.2017, registered with the Ministry of Justice of Ukraine on 24 May 2017 under No.661/30529.

Confirming documents are:

- a duly certified copy of a document confirming authority of a person who signed the application for participation in the competition (in the case of signing the application by the authorized representative);
- a copy of an identification document (for individuals);
- duly certified and legally authorized copies of constituent documents (for non-resident legal entities);
- information on availability of experience in performing similar objectives;
- information on compliance with the criteria specified in paragraph 5 of the Procedure for involvement of advisors in the process of privatization of state-owned objects (presence of the applicant's representative office and possibility of attracting other consultants, qualifications, experience, knowledge, and skills for performance of such objectives, effectiveness of the proposed method of preparation for sale by the applicant, sale strategies, level of logistics and project organization, proposed dates of preparation for sale and sale of the privatization object);
- an extract from a commercial, bank, judicial register or other official document confirming registration of a foreign legal entity in the country where the head office of such legal entity is registered and contains information on location of such person, composition of participants (shareholders), manager (for non-resident legal persons);
- for legal entities, documents on distribution of authorized capital among its shareholders (participants), founders, information on all legal entities and individuals, which directly or indirectly exercise control over a competition participant, including individuals, beneficiary owners (controllers) taking into account part two of Article 8 of the Law of Ukraine "On Privatization of State and Communal Property".

Competition proposal should contain the expected results of the advisor's activity, main stages and terms of work, form of reporting to the Fund, proposals for payment for advisor services, and sources of funding of such services.

Documents made in a foreign language, contained in the competition documentation should be translated and, in cases provided for by law, authorized in accordance with the established procedure.

**E-mail for correspondence:** [maya@spfu.gov.ua](mailto:maya@spfu.gov.ua).

**Information on the language of the competition:** the competition is conducted in Ukrainian.

**Date, time and place of the competition (including the first and second stage):**

The first stage of the competition for selection of an advisor will be held on 26.07.2018 at 13 hours 00 minutes in the premises of the State Property Fund of Ukraine at the address: 18/9 General Almazov St., Kyiv City, 01133, Room 303.

The second stage of the competition for selection of an advisor will be held on 30.07.2018 at 13 hours 00 minutes in the premises of the State Property Fund of Ukraine at the address: 18/9 General Almazov St., Kyiv City, 01133, Room 303.

Reference phone numbers: +38 (044) 200-33-25, (044) 200-32-21.

**Head of the Competition Commission**

**V. Trubarov**

**Executive Secretary  
of the Competition Commission**

**M. Pereverzeva**