State Property Fund of Ukraine Release

on the tender offering with the opening price and on the principle of auction on the sale of shares of PJSC «Odessa Port Plant»

1. Information on the company:

YeDRPOU code: 00206539

Full name of company: Public joint-stock company "Odessa Port Plant" ("OPP" PJSC hereinafter)

Location of company: Zavodska str. 3, Yuzhnui, Odessa region, 65481

Telephone: (048) 758-60-58 Tel/Fax: (048) 758-60-08

Block of shares to be consolidated (formalized) as state property, % - 0

2. State Property Fund of Ukraine offers to sell shares in an amount of 795 083 903 shares, which is 99.567% of the share capital of the company.

The authorized capital of the company amounts to 798,544,000 UAH.

The nominal share price is 1 UAH.

- 3. **Starting price** of the Company's block of shares is **13 175 000 000 UAH.** Auction step is 200 000 000 UAH.
- 4. Description of the company:

The main activity according to KVED is 20.15. - Manufacture of fertilizers and nitrogen compounds.

Basic range and volume of goods (works, services) for 2015 and the 1st quarter of 2016.

Name of products / services	2015.	The 1st quarter
		of 2016.
Ammonia production (th.tonnes)	1147.5	153.2
including commercial (th.tonnes)	604.2	25.6
Carbamide production (th.tonnes)	950.6	223.9
Transshipment of ammonia from other manufacturers (th.tonnes)	2429.0	598.8
Transshipment of carbamide from other manufacturers	223.0	23.6
(th.tonnes)		
Transshipment of methanol (th.tonnes)	90.7	17.7

Average number of employees as at 01.04.2016 is 3766 people.

Monopoly (dominant) position in the market of nitrogen fertilizers is not occupied by the company.

The financial and economic condition of JSC "OPP" in the period from 2013 to the 1st quarter of 2016.

		Value			
Index	Units	2013.	2014.	2015.	The 1st quarter of 2016.
Average number of employees	People	3 832	3 786	3 741	3 769
The initial value of fixed assets	Th. UAH	2 741 399	2 803 969	2 941 549	2 960 634
The residual value of fixed assets	Th. UAH	1 097 176	1 074 160	1 114 132	1 107 290
Depreciation of fixed assets	Th. UAH	1 644 223	1 729 809	1 827 417	1 853 344
Net income	Th. UAH	-1 143 874	-270 473	218 514	-418 649
Activities profitability	%	-	-	2	-
Receivables	Th. UAH	464 861	2 056 809	346 834	183 017
Payables	Th. UAH	2 021 144	3 690 237	2 970 430	5 491 071
Arrears of wages	Th. UAH	-	-	-	-
Arrears to the budget	Th. UAH	-	-	-	-
Overdue debts insurance	Th. UAH	-	-	-	-
The cost of equity	Th. UAH	692 504	417 768	256 176	-2 827 891
Net income (revenue) from sales of products (goods and services)	Th. UAH	4 904 049	5 428 153	11 195 159	1 718 680

Information about the facilities and the area of land used by the company, conditions of their usage:

JSC "OPP" has 246 buildings in use;

- of 258.7775 hectares of land, incl.:

Industrial facilities - 252.8271 ha,

public and residential objects - 5.9504 ha.

Land is used under the State acts on the permanent use for placement and operation of industrial, residential and public buildings related to economic activity of JSC "OPP".

Volumes of air pollutant

Pollutant name	Volumes of air pollutant,tons		
	2013	2014	2015
Metals and their compounds	0.04	0.07	0.069
The substances in the form of suspended particulate matter (particulates and fibers)	91.0	49.7	96.925
Nitrogen compounds	1578.0	1367.8	1486.296
Dioxide and other sulfur compounds	1.9	1.8	2.73
Carbon monoxide	338.9	269.4	344.22
Carbon dioxide	2099434.8	1615042.6	1972665.527
Non-methane volatile organic compounds	3.9	2.3	-
Methane	17.7	14.2	22.02
Chlorine and chlorine compounds equivalent to	0.005	-	-
chlorine			
Fluorine and its compounds equivalent to fluorine	0.008	0.011	0.068
Freons	0.004	0.003	0.003

The volume of emission is dependent on production of primary products (ammonia and carbamide), in 2014 JSC "OPP" has operated in partial capacity utilization mode due to the limitation of purchases and the high cost of natural gas and challenging conditions in the global nitrogen fertilizers market. In 2015 JSC "OPP" has worked in full utilization capacity: compared to 2014, ammonia production has increased to 232,500 tons of carbamide - – to 346,400 tons.

Volumes of water pollutant

	Volume	s of water p	ollutant,
Pollutant name	tons		
	2013	2014	2015
Nitrogen ammonia	0.5	0.24	0.429
Full BOD	6.5	8.05	8.27
Suspended matter	3.4	3.1	2.876
General iron	0.25	0.2	0.199
Oil	0.005	0.0	0.009
Nitrates	7.6	6.85	7.687
Nitrites	0.02	0.02	0.022
Permanganate oxidation	9.7	9.52	13.493
Salt content	1853.7	1766.95	2421.24
Sulfates	439.7	744.2	1069.798
Phosphates	1.5	2.2	3.356
Chlorides	746.8	564.95	840.145
COD	43.2	44.7	55.364

Environmental tax amounts paid

Pollutant name	Environmental tax amounts paid, UAH.		
	2013	2014	2015
For air emissions of pollutants from stationary sources	1 668 710.6	1907005.35	2235372.61
For direct discharges of pollutants into water bodies	389 732.39	532509.63	744019.19
For placing waste in specially designated areas or on objects	55 014.89	64673.73	66898.69
Total	2113457.88	2504188,71	3046290.49

State of land, environmental equipment and facilities of JSC "OPP" is regarded as satisfactory. The proof of this is the smooth operation of equipment as well as the results of scheduled and unscheduled inspections of the State Environmental Inspectorate in Odessa region, the State Environmental Inspectorate of Northwest region of Black Sea, Komintern municipal and district administration of the Main Department of the State Sanitary and Epidemiological Service in Odessa region, the Territorial Department of the State Service of Mining Supervision and Industrial Safety in Odessa region, Odesa inter-district prosecutor's supervision over observance of laws in the environmental sphere. The waste produced while the operational processes, is placed on waste storage of JSC "OPP" or is transferred for recycling to companies that have appropriate licenses.

The main indicators of economic activity of the company for the last three years, and the last reporting period

Name	Units	2013.	2014.	2015.	the 1st quarter 2016.
Products sales volume:					
ammonia	th.tonnes	696.2	545.9	598.5	51.7
	Th. UAH	2 599 570	2 848 915	4 840.501	341.448
carbamide	th.tonnes	715.0	639.5	942.2	217.2
	Th. UAH	1 950 387	2 183 625	5 445 489	1 171.937
Book profit / loss	Th. UAH	- 1 152 417	-293,271	226.731	-439.649
Receivables	Th. UAH	464.861	2 056 809	346.834	183,017
Payables	Th. UAH	2 021 144	3 690 237	2 970 430	5 491 071
Activities profitability	%	-	-	2	-
Value of assets	Th. UAH	2 751 597	8 827 406*	3 334.328	3 206.407
The cost of equity	Th. UAH	692 504	417 768	256 176	-2 827 891
Net profit / loss	Th. UAH	-1 143 874	-270.473	218.514	-418.649

^{*} A value of assets dated 31.12.2014 includes 729 601.083 thousand cu. meters of natural gas in the amount of 4 166 664.23 thousand UAH, located in underground gas storage of PJSC "Ukrtransgaz" and is owned by JSC "OPP". Natural gas was purchased under the credit agreement dated 05.12.2014 № 881/31/1 in the amount of 4 999 999 997.86 UAH, according to the Cabinet of Ministers of Ukraine Ordinance dated December 3, 2014 №1186-p "On measures for stabilization the public joint stock company "Odessa Port Plant".

5. The fixed tender conditions:

Shares purchaser should provide:

1) In company's economic activities:

preservation of the main activities of the company, which are available at the date of transfer of ownership of the shares to the purchaser;

preservation of the main range of products, company's works and services that existed in 2015;

reception, storage and shipment of liquid ammonia, which is transported by main pipelines and railway; prevention of unjustified restrictions to repletion the stated needs of businesses entities;

reception, storage and shipment of other chemical products (carbamide, methanol) under the terms of contracts concluded;

preserving the technological unity and integrity of production;

change in prices for services of receiving, storing, cooling and shipment of liquid ammonia, that is transported by ammonia main pipe, according to the law;

repletion the needs of local agricultural producers in mineral fertilizers in amounts and at prices specified in the contracts concluded;

safe operation of the main equipment of the company in charge of storage, handling and transshipment of ammonia being exported, according to the instruction No.-2200-08-16 on interaction of Ukrainian State Enterprise "Ukrkhimtransamiak" and PJSC «Odessa Port Plant»

during transmission and receiving of liquid ammonia to organize the smooth operation and prevention of emergency situations in the area of joint activities, approved on March 10, 2016 by Ukrainian State company "Ukrhimtransammiak" and PJSC «Odessa Port Plant»;

full and timely payment of taxes and fees to the budget, customs duties and other charges, a single fee for obligatory state social insurance and prevention of occurrence of the tax debt;

proper maintenance of civil defense;

2) In company's innovation and investment activities:

implementation of measures for modernization of production, introduction of advanced technologies in 2017-2021 based on the program developed and approved by the purchaser before April 1, 2017;

development of new, and improvement of existing products' quality and/or services;

compliance with obligations on the development of company in order to enhance economic, social, financial, technological and environmental performance of the company in accordance with the business plan submitted by the purchaser;

3) In company's social activities:

prevent arrears formation of a salary payment to employees of the company;

increase the average salary reached by the company in 2015, the level of minimum annual official inflation rate during five years from the date of transfer of ownership of the shares to the purchaser hereby;

prevent layoffs in the company initiated by purchaser or authorized body (except layoffs under paragraph 6 of Article 40 of the Labor Code of Ukraine or an action by employee for which the layoff is provided under paragraphs 3, 4, 7 and 8 of Article 40 and Article 41 of the Labor Code of Ukraine) within six months from the date of transfer of ownership of shares;

Financial incentives for employees while maintaining and improving the existing system of remuneration and bonuses, payments, allowances to the official salary for the approved manning table. The purchaser has the right to agree with a trade union of the company on introducing a new system of remuneration and bonuses;

Exclusion downsizing of the company's employees within five years from the date of transition of ownership of shares to the purchaser without the consent with trade union;

in the event of termination of employment contract with employees of the company, caused by a reduction in the number of employees within five years from the date of transition ownership of company shares to the purchaser, a severance pay under the collective agreement should be made;

full implementation of the terms of the collective agreement until the adoption of the new one;

collective bargaining composition in each subsequent period with compulsory inclusion of all the conditions stipulated by the collective agreement and the provisions of General Agreement between the Cabinet of Ministers of Ukraine, national associations of employers and entrepreneurs and Ukrainian trade unions and associations, sectoral agreements and their implementation providing; the

purchaser may change the terms of the current collective agreement under an agreement with the trade union of the company;

implementation of quotas for employment of disabled persons in accordance with the Law of Ukraine "On the basis of social protection of disabled people in Ukraine", creating conditions for them based on individual rehabilitation programs and provision of other social and economic guarantees provided by the law;

implementation costs for labour protection under the Law of Ukraine "On Labour Protection", development and implementation of measures to achieve standards in safety, hygiene and working environment, improve the existing level of occupational health and preventing occupational injuries and diseases:

4) In company's environmental protection activities:

compliance with the requirements and environmental legislation additional restrictions on use of objects of the company in terms of air protection, protection and rational usage of water resources;

full implementation of the recommendations of environmental audits defined in a report on holding the mandatory environmental audit of PJSC «Odessa Port Plant» conducted by the state enterprise "Center of Ecological Initiatives", dated August 14, 2015, commissioned by the State Property Fund;

acceptance and biological or chemical treatment of domestic and industrial wastewater with due regard to Yuzhny city development under the relevant contract;

5) in corporate relations and company asset management:

proper maintenance and storage of state property that was not included to the share capital in the process of privatization, but remained on the books of the company;

starting from the date of transition ownership of the shares to the purchaser, and to a complete performance of the contract on purchase and sale of shares, voting at a general meeting of shareholders on the increase (decrease) in share capital, changes in the nominal value of shares, transformation into another economic entity should be solely upon prior consent of the State Property Fund. In the event of failure to obtain such a consent on the day of the general meeting of shareholders, a purchaser should vote against increase (decrease) in share capital, changes in the nominal value of shares, conversion to other types of companies;

beginning with the date of transition to the purchaser, and to a complete performance of the contract of purchase and sales of shares, a settlement of a transaction with an alienation of fixed assets of the company without the prior consent of the State Property Fund, if the total book value, which is the subject of such transactions, exceeds 10 percent of the value of assets of the company according to the latest annual financial statements of the company. These conditions are not applied with transactions for the disposal of fixed assets of the company, which is within the ordinary activities of the company. Disposal refers to such transactions as contract of sale, exchange, donation, donation and granting to authorized (share) capital of other businesses;

not later than three months from the date of sale, the direction of dividends on the block of shares acquired during the privatization, and which was owned by the State, before selling represented by the State Property Fund, to the State budget in accordance with the basic norm of assignments of share profit that is used as dividends payment as a result of financial and economic activity for the

period of being in state ownership, approved by the Cabinet of Ministers of Ukraine (for the period of 2015 and 2016 respectively, and up to the sale of shares) of at least a basic norm of 2015.

The term of the obligations of the purchaser on the terms that have no specified period of performance, is five years from the date of transfer of ownership of shares.

6. Information on the presence or absence of the advisor: Financial Advisor is UBS Limited.

7. The competition is a subject to the requirements of the Law of Ukraine "On State Property Privatization", the Law of Ukraine "On the sanctions", for implementation of the Resolution of Cabinet of Ministers of Ukraine dated 12.05.2015 No.271 "On conducting a transparent and competitive privatization in 2015-2016" and the Ordinance of Cabinet of Ministers of Ukraine dated May 18, 2016 No. 386-p "On approval of the sale of state shares of PJSC «Odessa Port Plant» under the competition with the opening price on the principle of auction", as amended, in accordance with the Regulations on holding tenders for selling companies' blocks of shares, approved by the Decree of State Property Fund of Ukraine dated 10.05.2012 No.639, the Order of the Antimonopoly Committee of Ukraine dated 10.05.2012 No.282, by the Decision of the National Securities and Stock Market Commission dated 10.05.2012 No.674, registered by Ministry of Justice of Ukraine at 12.06.2012, No.940/21252, as amended (hereinafter - Regulation).

Any party may become a purchaser of privatization in accordance with Article 8 of the Law of Ukraine "On privatization of state property" during the competition for the sale of shares of PJSC «Odessa Port Plant».

Becoming a party of a contest is not allowed for the legal entities and individuals identified in the third paragraph of Article 8 of the Law of Ukraine "On State Property Privatization", namely:

legal entities, with more than 25 percent of shares (parts, units) that are in possession of the State of Ukraine;

legal entities, with any number of shares (parts, units) and/or ultimate beneficial owner (controller) of which is a resident of the state that is recognized by Verkhovna Rada of Ukraine as an aggressor State, or a State recognized by Verkhovna Rada of Ukraine as an aggressor State;

public authorities;

state privatization agencies staff;

national business associations, state holding companies, state-owned corporations (companies), their subsidiaries and enterprises;

entities registered in offshore zone (the list of zones is determined by the Cabinet of Ministers of Ukraine) or countries included by FATF to the list of countries that do not cooperate in combating against laundering of proceeds in criminal way;

entities that are directly or indirectly under the control of persons that are ultimate beneficial owned (Controller) with persons specified in this paragraph or are related to the following:

legal entities or related entities, registered in the State recognized as aggressor state by the Parliament of Ukraine, or which are imposed with sanctions according to Law;

persons or related entities, with the citizenship of State recognized as aggressor state by the Parliament of Ukraine, or which are imposed with sanctions according to Law;

Entities being imposed with sanctions are not allowed to participate in the contest in accordance with the Decree of the President of Ukraine dated September 16, 2015 No.549/2015, which enacted a Decision of the National Security and Defense Council of Ukraine dated September 2, 2015 "On the use of personal special economic and other restrictive measures (sanctions) and the Law of Ukraine "On sanctions".

Potential purchasers are the legal entities that should submit a public privatization body with a document on the capital share distribution among the participants.

The application for participation in the tender is submitted with:

Information about potential purchasers of privatization objects or entities in whose interests the state objects are being purchased, their founders, participants, including individuals - final beneficial owners (controllers) under the Law of Ukraine "On prevention and counteraction to legalization (laundering) proceeds in criminal way, terrorist financing and the financing the proliferation of weapons of mass destruction";

for individuals as potential purchasers, a certificate of Income and Charges body on the submitted declaration of property status and income (tax return) should be submitted;

for legal entities as potential purchasers, an information on financial and property status and documents related to the their audit, certifying the accuracy of the information about their financial and property status should be submitted.

The responsibility for the accuracy, completeness of presented document and the duty to prove its right to purchase the state property is laid upon the purchaser.

- 8. To participate in the competition, a potential purchaser, the contestant:
- pays: a tender guarantee in the amount of 658 750 000,0 UAH and a registration fee in the amount of 340.0 UAH.

Payment details for tender guarantee and a registration fee in national currency:

A tender	Recipient – State Property Fund of Ukraine
guarantee in the	Account No. 37316021000058
amount of	Beneficiary's Bank – State Treasury Service of Ukraine, Kyiv,
658 750 000,0	MFO 820172;
UAH	YeDRPOU code 00032945.
	Purpose of payment : as a tender guarantee for participation in the tender
	for the sale of block of sharesof PJSC «Odessa Port Plant».
Registration fee in	Recipient – State Property Fund of Ukraine
the amount of	Account No. 37183500900028
340.0 UAH	Beneficiary's Bank – State Treasury Service of Ukraine, Kyiv,
	MFO 820172;
	YeDRPOU code 00032945.
	Purpose of payment : as a registration fee for participation in the tender for
	the sale of block of sharesof PJSC «Odessa Port Plant».

Payment details for tender guarantee and a registration fee in foreign currency (USD and Euros):

A tender guarantee in	Receiver: The State Property Fund	Receiver: The State Property Fund of
the amount of	of Ukraine	Ukraine
658 750 000,0 UAH		
	Address: 18/9 Kutuzova Street,	Address: 18/9 Kutuzova Street,
(According to	Kyiv, 01601 Ukraine	Kyiv, 01601 Ukraine
exchange rate of	Account: 32337321901	Account: 32337321901
National Bank of Ukraine on the date of	Account. 32337321701	Account. 3233/321901
the tender guarantee	Bank of receiver: NATIONAL	Bank of receiver: NATIONAL
payment)	BANK OF UKRAINE	BANK OF UKRAINE
	Address: 9, Instytutska Str., Kyiv,	Address: 9, Instytutska Str., Kyiv,
	01601, Ukraine MFO 300001	01601, Ukraine MFO 300001
	SWIFT: NBUA UA UX	SWIFT: NBUA UA UX
	SWIFT. NEOA OA OA	SWIFT. NDOA CA CA
	Code YeDRPOU: 00032945	Code YeDRPOU: 00032945
	Purpose of payment: tender	Purpose of payment: tender
	guarantee for participation in the	guarantee for participation in the
	auction sale of the stake of Public	auction sale of the stake of Public
	Joint Stock Company "Odessa Port	Joint Stock Company "Odessa Port
	Plant"	Plant''
75 1 4 4 6 1 47	D TI C D E 1	D • F 1 C
Registration fee in the	Receiver: The State Property Fund	Receiver: The State Property Fund of
Registration fee in the amount of 340.0 UAH	Receiver: The State Property Fund of Ukraine	Receiver: The State Property Fund of Ukraine
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Details of correspondent banks of National Bank of Ukraine in US dollars and Euro:

In USD	SWIFT Code NBU: NBUA UA UX
	JP MORGAN CHASE BANK, New York
	SWIFT Code: CHASUS33
	Account: 400807238
	270 Park Avenue, New York, NY 10017, USA
In Euro	SWIFT Code NBU: NBUA UA UX
	DEUTSCHE BUNDESBANK, Frankfurt
	SWIFT Code: MARKDEFF
	Account: 5040040066
	IBAN DE05504000005040040066
	Wilhelm-Epstein-Straße 14, 60431 Frankfurt am Main Germany

- Submits the tender documentation, the final draft of the contract of sale of shares and a bid.

The tender documents (prepared in accordance with the list of documents with respect to provisions of the Section V) are to be sealed in a separate opaque package bearing the following: "Tender documents" indicating only the address of the state privatization body and the name of the contest. The package should not contain any information to identify potential purchasers

The final draft contract on the sales is sealed in an opaque package and labelled as follows: "The final draft contract on the sales", which shall include the name and location of the state privatization body, the name of competition and the potential purchaser.

The tender offer (is issued in accordance with Annex 2 of the Regulation) and documents confirming the authority of the person signing the bid shall be submitted in a sealed opaque package bearing the following "The tender offer", which shall contain only the name, the address of state privatization body and the name of the contest. The package should not contain any information to identify a bidder.

9. The date, the beginning and the end time of the tender documentation and the final draft contract of sale acceptance:

Acceptance of tender documentation and the final draft contract of sale starts with the publication date of the information notice on the competition.

After the publication of the information notice on the competition, the potential purchasers are addressing State Property Fund of Ukraine in written and conclude a confidentiality agreement and receive a package of tender documents, containing documents in accordance with p.6.8 of the Regulation.

Upon having received a tender documentation package, the potential purchaser works out and submits the State Property Fund of Ukraine with a single copy of the offer to the contract of sale of shares with clear changes and amendments (if any).

Acceptance of offers from to the draft contract of sale of shares by potential purchasers will be closed on July 11, 2016 at 18.00.

The State Property Fund provides the potential purchasers with processed and approved final draft contract of sale no later than July 14, 2016.

A potential purchaser submits a single copy of the final draft contract of sale with the written consent about its conditions no later than July 18, 2016.

Acceptance of tender documentation and the final draft contract of sale ends on July 18, 2016 at 18.00.

10. Address of the tender documentation and the final draft contract of sale acceptance: 18/9 Kutuzova str. Kyiv-133, 01601, State Property Fund of Ukraine, room No.504, every day from 9.00 to 18.00, on Fridays - from 9.00 to 16.45 and on pre-holiday days - from 9.00 to 17.00.

11. Date, time and place of the commencement and completion of **the tender offers**:

Registration for the contest and submitted tender offers is conducted on July 26, 2016 from 10.00 to 10.50 in the premises of the State Property Fund of Ukraine at the address: Kyiv-133 18/9 Kutuzova str., Room No. 303.

12. Date, time and place of the tender:

The tender for the sale of block of shares of PJSC «Odessa Port Plant» will be held on July **26, 2016 at 11.00** in the premises of the State Property Fund of Ukraine at the address: Kyiv-133 18/9 Kutuzova str., Room No. 303.

13. The time and place of acquaintance with the company.

Getting acquainted with the company is available at: 3 Zavodska str., Yuzhnui, Odessa region, 65481. For visiting the company one should obtain a written permission from the State Property Fund of Ukraine.

14. Location, phone number and time of service of the tender organizing body.

The package of documents on the tender and permission to visit the company can be obtained at: 18/9 Kutuzova str. Kyiv-133, 01601, Auction Sale and Exchange Activities Department of State Property Fund of Ukraine, room No.504, every day from 9.00 to 18.00, on Fridays – - from 9.00 to 16.45 and on pre-holiday days - -from 9.00 to 17.00. For enquiries, call (044) 200-33-53, 200-34-43. E-mail: zah@spfu.gov.ua, borysyuk@spfu.gov.ua.

15. Other information on the decision of the state privatization body.

Purchaser of shares shall submit the final sale contract project consisting of existing in the name of the purchaser a securities account in the depository institution as well as information on depository institution to the extent necessary to draw an order on the accounting operations of shares acquired by the purchaser transfer to the state privatization body and in non-documentary form.