



The fixed conditions for the buyer of JSC “OPP”

The buyer of JSC “OPP” state stake 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.