



DEAR INVESTOR!

We welcome you as a Bidder for privatization of the state share in the authorized capital of the joint venture «KERAMNADRA» limited liability company.

The auction for the sale of the company will be held on **February 22, 2018** in the office of the State Property Fund of Ukraine (the “SPFU”) at the address: 18/9 Henerala Almazova street, Kyiv City, zip code 01133 , room 303.

We recommend you to use this step-by-step guide which will help you quickly prepare all documents for participation in the auction.

Information about the company you can find on the SPFU website and on the promo web page:
privatization.gov.ua



GUIDER FOR THE BIDDER

To assist in preparation for the auction for a sale of the state share in the authorized capital of the joint venture «KERAMNADRA» limited liability company.

***This guide is for informational purpose and prepared in accordance with:**

- Laws of Ukraine "On State Property Privatization", "On Privatization of Small State-Owned Enterprises (small privatization)";
- Procedure for preparation for the privatization and sale of blocks of shares (shares) owned by the state in the authorized capital of business companies and other business companies and enterprises based on the basis of combination of property of various forms of ownership and located in Ukraine or abroad, approved by the Order of SPFU from 22.05.2012 No. 723, with amendments.

PLEASE, PAY ATTENTION!

In the auction for a sale of the state share in the authorized capital of the joint venture «KERAMNADRA» limited liability company may participate persons who may be buyers of privatization objects according to Art. 8 of the Law of Ukraine "On State Property Privatization": citizens of Ukraine, foreign citizens, persons without citizenship; legal entities registered on the territory of Ukraine, except specified in paragraph 3 of this Article; entities of other states.

To participate in the auction 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) owned by 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 the Verkhovna Rada of Ukraine as an aggressor State, or a State recognized by the Verkhovna Rada of Ukraine as an aggressor State;
 - public authorities;
 - state privatization agencies staff;
 - state-owned economic associations, state-owned holding companies, state-owned joint-stock companies (companies), their subsidiaries and enterprises;
 - entities registered in the offshore (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 Verkhovna Rada 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 Verkhovna Rada of Ukraine, or which are imposed with sanctions according to Law.

Also entities being imposed with sanctions are not allowed to participate in the contest in accordance with the Decree of the President of Ukraine dated May 15, 2017 No. 133/2017, which enacted the Decision of the National Security and Defense Council of Ukraine dated April 28, 2017 "On the Use of Personal Special Economic and Other Restrictive Measures Sanctions) and the Law of Ukraine "On Sanctions".



**Preparation stages for the Bidder to participate for the auction for a sale
of the state share in the authorized capital of the joint venture «KERAMNADRA»
limited liability company**

<i>Stage Name</i>	<i>Period of documents submission</i>
1 Application letter to the AMCU to receive permission for acquisition of the state share of «KERAMNADRA» JV, LLC	after 31.01.2018 ↓
2 Payment of the guarantee deposit and the registration fee	31.01.2018-16.02.2018
3 Submission and registration of the documents for the auction to the SPFU	31.01.2018-16.02.2018
4 Registration of bidders	22.02.2018
5 The auction for the sale (privatization) of share of «KERAMNADRA» JV, LLC	22.02.2018
6 Obtaining the AMCU permission (until recount of a block of shares to the Auction Winner) if necessary	
7 Signing of the SPA with the Auction Winner	After bidding summarizing
8 Payment of the Auction Winner for the state share of «KERAMNADRA» JV, LLC	Within 30 days from the date of notarization SPA
9 Transferring of a state share of «KERAMNADRA» JV, LLC to the Auction Winner	Within 10 days after the full payment for the block of shares

STAGE
1

**Application letter to the Antimonopoly Committee of Ukraine (AMCU)
to receive previous permission for acquisition of the state share of
«KERAMNADRA» JV, LLC**

After 31.01.2018

The application for permission to purchase the state share of «KERAMNADRA» JV, LLC shall be submitted to the Antimonopoly Committee in accordance to the Law of Ukraine "On Protection of Economic Competition" and Regulation on the procedure of application for a preliminary permit for concentration of economic entities (Regulation on concentrations) approved by the AMCU order № 33-r dated 19.02.2002.

For the Resident Bidder:

Details for payment of auction guarantee and registration fee in national currency:

<p>Auction guarantee for participation in the auction</p> <p>in the amount of 519,792.00 UAH (10% from initial price)</p>	<p>Recipient of funds – State Property Fund of Ukraine Account № 37316021000058 Recipient Bank – State Treasury Service of Ukraine, Kyiv City, MFO (sort code) 820172; YeDRPOU Code 00032945. Payment purpose: as security deposit for participation in the auction for the sale of state share of «KERAMNADRA» JV, LLC.</p>
<p>Registration Fee</p> <p>in the amount of 17.0 UAH</p>	<p>Recipient of funds – State Property Fund of Ukraine Account № 37183500900028 Recipient Bank – State Treasury Service of Ukraine, Kyiv City, MFO (sort code) 820172; YeDRPOU Code 00032945. Payment purpose: as registration fee for participation in the auction for the sale of state share of «KERAMNADRA» JV, LLC.</p>

For the Non-Resident Bidder:

Details for payment of auction guarantee and registration fee in foreign currency (US dollars, Euro):

<p>Auction guarantee for participation in the auction in the amount of 519, 792.00 UAH (10% from initial price)</p>	<p>Одержувач: Фонд державного майна України Адреса: вул. Генерала Алмазова,18/9, м. Київ, 01133, Україна Рахунок: 25206010023277 Банк одержувача: ПАТ «Державний експортно-імпорتنний банк України» Адреса: вул. Антоновича, 127, м. Київ, Україна МФО 322313</p> <p>Код ЄДРПОУ: 00032945 Призначення платежу: конкурсна гарантія для участі в аукціоні з продажу державної частки СП ТОВ «КЕРАМНАДРА».</p>	<p>Receiver: The State Property Fund of Ukraine Address: 18/9 Heneral Almazova Street, Kyiv City, 01133, Ukraine Account: 25206010023277 Bank of receiver: Public Joint–Stock Company “State Export Import Bank of Ukraine” Address: 127 Antonovycha Str., Kyiv City, Ukraine MFO 322313 SWIFT: EXBSUAUX YeDRPOU Code: 00032945 Purpose of payment: tender guarantee for participation in the auction for the sale of state share of «KERAMNADRA» JV, LLC.</p>
<p>Registration Fee in the amount of 17,0 UAH</p> <p>(at the exchange rate of National Bank of Ukraine on the day of payment of registration fee)</p>	<p>Одержувач: Фонд державного майна України Адреса: вул. Генерала Алмазова,18/9, м. Київ, 01133, Україна Рахунок: 25206010023277 Банк одержувача: ПАТ «Державний експортно-імпорتنний банк України» Адреса: вул. Антоновича, 127, м. Київ, Україна МФО 322313</p> <p>Код ЄДРПОУ: 00032945 Призначення платежу реєстраційний збір для участі в аукціоні з продажу державної частки СП ТОВ «КЕРАМНАДРА».</p>	<p>Receiver: The State Property Fund of Ukraine Address: 18/9 Heneral Almazova Street, Kyiv, 01133, Ukraine Account: 25206010023277 Bank of receiver: Joint – Stock company «State Export Import Bank of Ukraine» Address: 127 Antonovycha Str., Kyiv City, Ukraine MFO 322313 SWIFT: EXBSUAUX Code YeDRPOU: 00032945 Purpose of payment: registration fee for participation in the auction for the sale of state share of «KERAMNADRA» JV, LLC.</p>

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Submission and registration of the documents for the auction to the SPFU

31.01.2018-16.02.2018

For the bidders registration as participants in the auction an application for participation in auction is submitted by the attached form (Annex 1) in accordance with Procedure for preparation for the privatization and sale of blocks of shares (shares) owned by the state in the authorized capital of business companies and other business companies and enterprises based on the basis of combination of property of various forms of ownership and located in Ukraine or abroad, approved by the Order of SPFU from 22.05.2012 No. 723 and registered in the Ministry of Justice of Ukraine from 12/06/2012 No. 937/21249 (with amendments).

The application is submitted in three copies and consists of three parts:

"Object" - shows the object of privatization;

"Applicant" - shows the applicant or his authorized representative;

"Documents" - is a list of documents attached to the application.

Additional information that is not provided application forms can be submitted at the request of the state privatization body with the consent of the applicant.

The responsibility for the accuracy and completeness of the document submitted, as well as the duty to prove his right to purchase state property object, are entrusted to the Bidder.

Competition documentation shall be submitted in **Ukrainian**; if it is composed of documents in a foreign language, they shall be translated into Ukrainian, with the translation notarized or authenticity of translator's signature certified.

The documentation is sealed in an opaque package labeled "Application for participation in the auction «KERAMNADRA» JV, LLC which indicate only the name and location the State Property Fund of Ukraine and the name of the auction. The package should not contain information, through which to identify the Bidder.

Application for participation in the auction for a prescribed form and documents attached to the application submitted to the State Property Fund of Ukraine at the address: 18/9 Henerala Almazova Str., Kyiv City, 01133 (by mail or mailbox for incoming mail on the first floor of the State Property Fund of Ukraine) every day from 9.00 to 18.00, on Fridays from 9.00 to 16.45 and in days before holidays - from 9.00 to 17.00 and registered on the day of its submission by indicating on it the number, date and time of registration.

The deadline for accepting applications for participation in the auction – February 16, 2018 (three days before the auction).

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Bidder's submission of auction bid (the day of the auction)

22.02.2018

Registration of the auction participations held February 22, 2018 from 10.00 to 10.50, room 303 in the premises of the State Property Fund of Ukraine at the address: 18/9 Henerala Almazova Str., Kyiv City, 01133

To participate in the auction Bidders receive tickets to participants that include:

number under which the Bidder accepts the bid;

the name of the object, in trades which involved the Buyer;

conditions of the auction.

**STAGE
5****The auction for the sale (privatization) of the state share of
«KERAMNADRA» JV, LLC**

The auction for the sale (privatization) of the state share of «KERAMNADRA» JV, LLC will take place on **February 22, 2018 at 11.00** in the premises of the State Property Fund of Ukraine at the address: room 303, 18/9 Henerala Almazova Str., Kyiv City, 01133.

**STAGE
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Obtaining the AMCU permission (until transfer of state share to the Auction Winner) (if necessary)

31.01.2018-22.02.2018

The Bidder shall submit the authorized copy of decision of the Antimonopoly Committee of Ukraine to grant the permission for concentration.

In the absence of permission of the Antimonopoly Committee of Ukraine for the direct or indirect acquisition of shares (shares) to the Sale and Purchase Agreement included the obligation of the Bidder, if necessary, to get this permission.

**STAGE
7**

Signing of the SPA with the Auction Winner

After 22.02.2018

The State Property Fund of Ukraine together with an Auction Winner shall sign the Sale and Purchase Agreement for state share of «KERAMNADRA» JV, LLC which is subject to notarization.

All expenses related to notarization the SPA shall be charged to the Bidder.

Bidder (Auction Winner) on date and time determined by the State Property Fund of Ukraine shall attend in order to sign and notarize the Sale and Purchase Agreement.

**STAGE
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Payment for the state share of «KERAMNADRA» JV, LLC by the Auction Winner

within 30 days after SPA signing

The Sale and Purchase Agreement is the basis for making funds due to the current account of the SPFU as payment for the acquired shares.

The Winner shall pay for the stake during 30 days from the date of notarization of the Sale and Purchase Agreement.

Non-resident bidders can pay for the stake in local currency or in freely convertible currency on the same basis as the submission of information on sources of funds.

In case of bidder payment in freely convertible currency, funds are translated at the official exchange rate for such currency set by the NBU on the day of the contract of sale.

**STAGE
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Transferring of the state share of «KERAMNADRA» JV, LLC to the Auction Winner account

10 days after the full payment for the stake

The transfer of stake carried out according to conditions the Sale and Purchase Agreement and is certified by an act of acceptance-transmission, which is drawn up:

- in 10 (ten) days after full payment of the value for the state stake;
- until the date of receipt by the Bidder Antimonopoly Committee of Ukraine and provide a certified copy to the State Property Fund of Ukraine.

The transition and implementation of the ownership of the shareholdings pursuant to the legislation on the depository system of Ukraine.

Transition and realization of the ownership rights to the state share in the authorized capital of a limited liability company shall be made by making appropriate amendments to the company's charter and state registration of the relevant amendments to the company's charter.



We wish you success and victory in the competition
for sale (privatization) of the state share
«KERAMNADRA» JV, LLC

Sincerely,

The team of
the State Property Fund of Ukraine
www.spfu.gov.ua

a copy of document of depositing 10% of the initial price of the object (under the conditions the auction) at _____ pages;

additionally to the legal entity:

copies of the foundation documents certified in accordance with the law (for non-resident - legalized and translated) at _____ pages;

information about the breakdown of authorized capital between participants (in any form, signed by the head) at _____ pages;

certificate of existence and size of the state share in the authorized capital of the bidder at _____ pages;

additionally to private individual (citizens of Ukraine):

certificate of Authority of Income and Charges about the filed declaration of property status and income (tax declaration) in the case of a privatization through cash - for customers - private individuals at _____ pages;

additionally to foreign investors:

information on the sources of funds that will be used when payment for the object of auction at _____ pages.

To indicate the presence of document a sign



Accepted from applicant total _____ pages.

The conditions of the auction have been read and agreed to follow them.

(signature of applicant or
authorized representative by
him)

L. S.
applicant (for the legal
entity)

(a signature of person is from
state privatization body)

L. S.
state privatization body

"__" _____ in 20__
(date of filling out of application)

Registration N _____

"__" _____ in 20__
(date of the application acceptance)