



## DEAR INVESTOR!

We welcome you as a Bidder for privatization of the Private Joint-Stock Company “Ista-Centr”

The auction for the sale of the company will be held on **February 28, 2018** in the office of the State Property Fund of Ukraine (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: [privatization.gov.ua](http://privatization.gov.ua)

Kyiv – 2018



## GUIDER FOR THE BIDDER

To assist in preparation for the auction for privatization of the Private Joint-Stock Company “Ista-Centr”.

**\*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 of blocks of shares of a Private Joint-Stock Company "Ista-Centr" 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.

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 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;
- 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 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 stage for the Bidder to participation in the auction for the sale of state stake of the Private Joint-Stock Company “Ista-Centr”

<i>Stage Name</i>	<i>Period of documents submission</i>
1 Notification of the PrJSC “Ista-Centr” on the purpose to acquire to state stake	after <b>05.02.2018</b>
2 Notification of the NSSMC on the purpose to acquire the estate stake in the PrJSC “Ista-Centr”	after <b>05.02.2018</b> ↓
3 Application letter to the AMC to receive permission for acquisition of shares of in the PrJSC “Ista-Centr”	after <b>05.02.2018</b>
4 Opening of securities accounts in a depository institution (bank)	
5 Payment of the guarantee deposit in amount of 10% of initial price of the sale of state stake and registration fee	<b>05.02.2018-22.02.2018</b>
6 Submission and registration of the application for participation in the auction to the SPFU	<b>05.02.2018-22.02.2018</b>
7 Registration of auction participants	<b>28.02.2018</b>
8 The auction for the sale (privatization) of shares of PrJSC “Ista-Centr”	<b>28.02.2018</b>
9 Obtaining the AMC permission (until acquisition of state stake to the Auction Winner)	
10 Signing of the SPA with the Auction Winner	After bidding summarizing
11 Payment for the state stake of the PrJSC “Ista-Centr” by the Auction Winner	Within 30 days from the date of notarization SPA
12 Transferring of state stake of the PrJSC “Ista-Centr” to the Auction Winner account	Within 10 days after the full payment for the stake

**STAGE  
1**

**Notification of the Private Joint-Stock Company “Ista-Centr” on the purpose to acquire to state stake**

after 05.02.2018

According to the Article 64 of the Law of Ukraine “On Joint-Stock Companies”

The Bidder shall provide the written notification at the address of the Private Joint-Stock Company “Ista-Centr” stating his intention to purchase the stake of shares (shares), indicating number, type and / or class of shares belonging to the person (each person acting jointly) and each of its affiliates, and the number of ordinary company shares that a person (persons acting jointly) intends to acquire and publishes such intention.

**STAGE  
2**

**Notification of the National Commission on Securities and Stock Market (NCSSM) on the purpose to acquire the state stake in the Private Joint-Stock Company “Ista-Centr”**

after 05.02.2018

According to the Article 64 of the Law of Ukraine “On Joint-Stock Companies”

The Bidder shall notify the NCSSM on the text of written notification sent to the Private Joint-Stock Company “Ista-Centr”, indicating its publishing in official press organ.

Publication of notification is carried out by providing its to NCSSM, each exchange on which the company has passed the listing procedure, and publication in the official press organ.

Confirmation of completion of the said paragraph by the Bidder shall be submitted to the auction document package, which is to be provided to the State Property Fund of Ukraine.

**STAGE**  
**3**

**Application letter to the Antimonopoly Committee of Ukraine (AMCU)  
to receive permission for acquisition of shares of the Private Joint-  
Stock Company “Ista-Centr”**

after 05.02.2018

The application for permission to purchase the shares of the Private Joint-Stock Company “Ista-Centr” 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.

**STAGE**  
**4**

**Opening of securities accounts in a depository institution (bank)**

The Bidder shall open securities account in his own name in a depository institution (bank which has the right to conduct depository activities).

If the Bidder will be recognized as Auction Winner the State Property Fund of Ukraine will transfer the shares of the Private Joint-Stock Company “Ista-Centr” to Bidder's account.



*For the Resident Bidder:*

**Details for payment in national currency:**

<p><b>Payment of funds</b></p> <p>in the amount of 3,894,700.00 UAH (10% from initial price)</p>	<p><b>Recipient of funds</b> – State Property Fund of Ukraine  <b>Account №</b> 37316021000058  <b>Recipient Bank</b> – State Treasury Service of Ukraine, Kyiv City,  <b>MFO (sort code)</b> 820172;  <b>YeDRPOU code</b> 00032945.  <b>Payment purpose:</b> depositing cash at the rate of 10% of the initial price of the sale of the state-owned block of shares of the Private Joint-Stock Company "Ista-Centr"</p>
<p><b>Registration Fee</b></p> <p>in the amount of 17.00 UAH</p>	<p><b>Recipient of funds</b> – State Property Fund of Ukraine  <b>Account №</b> 37183500900028  <b>Recipient Bank</b> – State Treasury Service of Ukraine, Kyiv City,  <b>MFO (sort code)</b> 820172;  <b>YeDRPOU code</b> 00032945.  <b>Payment purpose:</b> as registration fee for participation in the auction for the sale of state stake of the Private Joint-Stock Company "Ista-Centr".</p>

*For the Non-Resident Bidder:*

**Details for payment in foreign currency (US dollars, Euro):**

<p><b>Auction guarantee for participation in the auction in the amount of 3,894,700.00 UAH (10% from initial price)</b></p> <p>(at the exchange rate of National Bank of Ukraine on the day of payment of registration fee)</p>	<p><b>Одержувач:</b> Фонд державного майна України  <b>Адреса:</b> вул. Генерала Алмазова, 18/9, м. Київ, 01133 Україна  <b>Рахунок:</b> 25206010023277  <b>Банк одержувача:</b> ПАТ «Державний експортно-імпортний банк України»  <b>Адреса:</b> вул. Антоновича, 127, місто Київ, Україна  <b>МФО:</b> 322313</p> <p><b>Код ЄДРПОУ:</b> 00032945  <b>Призначення платежу:</b> внесок грошових коштів у розмірі 10 % початкової ціни продажу державного пакета акцій приватного акціонерного товариства «Іста-Центр»</p>	<p><b>Receiver:</b> The State Property Fund of Ukraine  <b>Address:</b> 18/9 Heneral Almazova Street, Kyiv City, 01133, Ukraine  <b>Account:</b> 25206010023277  <b>Bank of receiver:</b> Joint – Stock company “State Export Import Bank of Ukraine”  <b>Address:</b> 127 Antonovycha Str., Kyiv City, Ukraine  <b>MFO:</b> 322313  <b>SWIFT:</b> EXBSUAUX  <b>YeDRPOU code:</b> 00032945  <b>Purpose of payment:</b> depositing cash at the rate of 10% of the initial price of the sale of the state stake of Private Joint-Stock Company “Ista-Centr”</p>
<p><b>Registration Fee in the amount of 17.0 UAH</b></p> <p>(at the exchange rate of National Bank of Ukraine on the day of payment of registration fee)</p>	<p><b>Одержувач:</b> Фонд державного майна України  <b>Адреса:</b> вул. Генерала Алмазова, 18/9, м. Київ, 01133, Україна  <b>Рахунок:</b> 25206010023277  <b>Банк одержувача:</b> ПАТ «Державний експортно-імпортний банк України»  <b>Адреса:</b> вул. Антоновича, 127, м. Київ, Україна  <b>МФО:</b> 322313</p> <p><b>Код ЄДРПОУ:</b> 00032945  <b>Призначення платежу:</b> реєстраційний внесок для прийняття участі в аукціоні з продажу державного пакета акцій приватного акціонерного товариства «Іста-Центр»</p>	<p><b>Receiver:</b> The State Property Fund of Ukraine  <b>Address:</b> 18/9 Heneral Almazova Street, Kyiv City, 01133, Ukraine  <b>Account:</b> 25206010023277  <b>Bank of receiver:</b> Joint – Stock company «State Export Import Bank of Ukraine»  <b>Address:</b> 127 Antonovycha Str., Kyiv City, Ukraine  <b>MFO</b> 322313  <b>SWIFT:</b> EXBSUAUX  <b>YeDRPOU code:</b> 00032945  <b>Purpose of payment:</b> tender guarantee for participation in the auction on sale of the state stake of Private Joint-Stock Company “Ista-Centr”</p>

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

05.02.2018-22.02.2018

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 the Private Joint-Stock Company "Ista-Centr" which indicates 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 22, 2018** (three days before the auction).

**STAGE  
7**

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

28.02.2018

Registration of the auction participations held on February 28, 2018 from 13.00 to 13.50, 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  
8**

**The auction for the sale of stake of shares of PrJSC “Ista-Centr”**

28.02.2018

The auction for the sale of stake of shares of PrJSC “Ista-Centr” will take place on **February 28, 2018 at 14.00** in the office of the State Property Fund of Ukraine at the address: room 303, 18/9 Henerala Almazova str., Kyiv City, 01133.

**STAGE  
9**

**Obtaining the AMCU permission (until acquisition of state stake to the Auction Winner)**

05.02.2018-28.02.2018

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  
10**

**Signing of the SPA with the Auction Winner**

after 28.02.2018

The State Property Fund of Ukraine together with an Auction Winner shall sign the Sale and Purchase Agreement for state stake of PrJSC "Ista-Centr", 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  
11**

**Payment for the state stake of the PrJSC “Ista-Centr” by the 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  
12**

**Transferring of state stake of the PrJSC “Ista-Centr” 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 with the requirements of the depository system of Ukraine and certified Act of acceptance-transfer, which consists of 10 (ten) days after:

- full payment for the stake
- conducting of the accounting operations on the accounts of securities the seller and bidder in the depository institutions under the law of depository system of Ukraine
- 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.



We wish you success and victory in the competition  
for sale of the state stake in the  
Private Joint-Stock Company "Ista-Centr"

*Sincerely,*

Team of  
the State Property Fund of Ukraine  
[www.spfu.gov.ua](http://www.spfu.gov.ua)

Annex

To 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, (point 7.2)

Registration number

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 (name of public body of privatization)

"\_\_" \_\_\_\_\_ in 20\_\_  
 (registration of application data)

### APPLICATION for participation in the auction

Object of privatization of group F

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 (part in the authorized capital (shares) of business company)

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(zip code)

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 (location of business company)

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(a code is after YeDRPOU)

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 (full name of business company)

**Applicant:**  
legal entity

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 (full name of applicant)

state

---

 (full official name of the state, where the registered applicant is)

director

---

 (position, surname, name and patronymic)

code is according to  
YeDRPOU

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or  
private individual

\_\_\_\_\_  
(surname, name and patronymic of applicant)

citizen \_\_\_\_\_  
(full official name of the state or person is without citizenship)

authorized

\_\_\_\_\_  
(surname, name and patronymic)

Passport: series \_\_\_\_\_, of N \_\_\_\_\_, given "\_\_\_" \_\_\_\_\_ in \_\_\_\_\_

\_\_\_\_\_  
(name of body that gave out a passport)

\_\_\_\_\_  
(registration number of the taxpayer's registration card or passport series and number (for individuals who, because of their religious beliefs refuse to accept the registration number of the taxpayer's registration card and officially reported to the appropriate authorities of the State Tax Service and have a mark in the passport))

Address

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(zip code)

\_\_\_\_\_  
(address of the applicant - legal entity or place of residence of the applicant – private individual)

Telephone

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Fax

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**Documents attached to the application:**

obligatory for all applicants:

a copy of the document certifying the individual or representative of a legal entity, its powers, at \_\_\_\_\_ pages;

a copy of the payment of the registration fee (under the conditions of the auction) at \_\_\_\_\_ pages;

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  
public privatization body)

L. S.  
public privatization body

" \_\_\_ " \_\_\_\_\_ in 20\_\_  
(date of filling out of application )

Registration N \_\_\_\_\_

" \_\_\_ " \_\_\_\_\_ in 20\_\_  
(date of the application acceptance)