

DEAR INVESTOR!

We welcome you as a Bidder for privatization of Public Joint Stock Company «Centrenergo» (hereinafter PJSC «Centrenergo»).

The bid on the sale of the block of shares will be held on **December 13, 2018** in the office of the State Property Fund of Ukraine (SPFU) at the address:
18/9 Henerala Almazova Street, 01133, Kyiv, room 303.

The initial price of block of shares of company is **5,984,992,000.00 UAH**

We recommend you to use this step-by-step guide which will help you quickly prepare all documents for participation in the bid. Please pay attention that this Guide is of assistive and informative character only and is designed with a sole purpose of facilitating your participation in the bid on the sale of the block of shares of PJSC «Centrenergo»

Information about the company you can find on the website: spfu.gov.ua

GUIDE FOR THE BIDDER

To assist in preparation for the bid on the sale of the block of shares of PJSC «Centrenergo»

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

- Paragraph four of Clause 2 of Section V “Final and Transitional Provisions” of the Law of Ukraine "On Privatization of State and Communal Property";
- Regulations on the procedure for conducting auctions on sale of blocks of shares of joint stock companies, approved by the Order of SPFU from 10.05.2012 No 639, with amendments.

PLEASE PAY YOUR ATTENTION!

According to the Article 8 of the Law of Ukraine “On Privatization of State and Communal Property”, the following individuals and legal entities is eligible to participate in the Bid: citizens of Ukraine, foreign citizens, legal entities registered on the territory of Ukraine, except as provided for in part two of this article; legal entities of other states except as provided for in part two of this article.

The individuals and legal persons shall Not be eligible to participate in the Bid, defined in Part 2 of Art. 8 of the Law of Ukraine "On Privatization of State and Communal Property":

- government bodies;
- state enterprises, which is owned by the state of Ukraine;
- state economic associations, state holding companies, state joint-stock companies, their subsidiaries and branches;
- employees of state privatization bodies;
- purchasers who are registered in offshore zones (according to the list determined by the Cabinet of Ministers of Ukraine) with an opaque structure of ownership (whose beneficiary owners are not disclosed by 100 percent), as well as purchasers originating from the aggressor state (in accordance with clauses 6, 7 and 8 part two of this article);
- a state recognized by the Verkhovna Rada of Ukraine as an aggressor state, as well as legal entities in which such a state is involved, and persons who are under the control of such legal entities;
- legal entities, beneficiary owners of 10% or more of the shares of which is a resident of the state recognized by the Verkhovna Rada of Ukraine an aggressor state. The above provision does not apply to legal entities whose shares are admitted to trading on foreign stock exchanges on the list of the Cabinet of Ministers of Ukraine, except for legal entities that are residents of an agressor state;
- individuals - citizens and / or residents of the state recognized by the Verkhovna Rada of Ukraine an aggressor state;



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- legal entity, any number of shares (equity, stakes) of which is owned by a resident of the state, recognized by the Verkhovna Rada of Ukraine as the aggressor state, or the state, recognized by the Verkhovna Rada of Ukraine as the aggressor state, and/or such resident is an ultimate beneficial owner of a Bidder;
- legal entities registered in accordance with the legislation of the states included in the FATF to the list of non-cooperating states in the area of counteraction to money laundering as well as legal entities of which 50% or more of the authorized capital belongs directly or indirectly to such persons;
- legal entities, the information on their beneficiary owners is not disclosed in violation of the requirements of the Law of Ukraine "On State Registration of Legal Entities, Individuals - Entrepreneurs and Public Formations";
- individuals and legal entities in respect of which special economic and other restrictive measures (sanctions) have been applied in accordance with the Law of Ukraine "On Sanctions", as well as persons related with them;
- persons who were a party to the sale of the privatization object in Ukraine and with whom the contract for the sale of the privatization object was canceled in connection with the violation of such persons, as well as persons related to them;
- advisors involved in preparing the object for privatization.

Also, the following persons shall not be allowed to participate: legal entities and individuals, to whom the sanctions are applied in accordance with the Decree of the President of Ukraine dated 15 May 2017 No.133/2017, which was put into effect by the Decision of the National Security and Defense Council of Ukraine dated 28 April 2017 "On Application of Personal Special Economic and other restrictive measures (sanctions)".



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In accordance with clause 6.18 of the Regulation, the Bidders shall not be allowed to participate in the Bid by the SPFU in the following instances:

- it cannot be qualified as buyer under the laws of Ukraine;
- it did not provide all information and documents prescribed by clauses 5.7-5.9 of Section V of the Regulation, or such information and documents were provided in breach of the effective legislation;
- it did not provide the post-privatization business-plan;
- the business entities, which would control the subsequent activity of the Company, cannot be identified;
- the Bidder did not submit to the SPFU within the defined period its written consent regarding the terms and conditions of the final draft SPA, signed by the authorized representative, the powers of which shall be evidenced by the confirmatory documents (submitted by the buyer), and sealed (for legal entities, if applicable).

Preparation stages to participate in the Bid for the sale of state stake of PJSC «Centenergo»

| | | |
|----|---|---|
| 1 | Application letter to the State Property Fund of Ukraine (SPFU) on intent to participate in the Bid | Until 18:00 November 28, 2018 |
| 2 | Signing the Non-Disclosure Agreement | After Stage 1 |
| 3 | Obtaining SPFU permission to visit PJSC (at the Bidder's request) | After Stage 2 |
| 4 | Obtaining from SPFU document package concerning the Bid | After Stage 2 |
| 5 | Notification of PJSC and the NCSSM on the purpose to acquire the state stake in PJSC | Up to November 21, 2018 |
| 6 | Application letter to the AMC to receive permission for acquisition of shares of PJSC | Up to December 05, 2018 |
| 7 | Opening of securities accounts in a depository institution (bank) | Up to December 05, 2018 |
| 8 | Payment of the Bid Deposit and the registration fee | 29.10.2018 – 05.12.2018* |
| 9 | Submission of the proposals (if any) to SPFU's draft of Sale and Purchase Agreement (SPA) | Until 18:00 November 28, 2018* |
| 10 | Obtaining of the final draft of the SPA approved by the SPFU | Up to December 03, 2018* |
| 11 | Submission of the final draft of the SPA to the SPFU | Until 18:00 December 05, 2018* |
| 12 | Submission and registration of the Auction documents in the SPFU | Until 18:00 December 05, 2018* |
| 13 | Opening the envelopes with auction documentation in the SPFU office in the presence of the Bidder | December 06, 2018* |
| 14 | Submission of the Initial Bid by the Bidder to SPFU | Until 10:50 December 13, 2018 |
| 15 | Participation in the Bid on the sale of block of shares of PJSC "Centrenergo" | At 11:00 December 13, 2018 |
| 16 | Signing of the SPA between SPFU and the Winner of the Bid | Up to December 22, 2018 |
| 17 | Payment for the state stake of the PJSC by the Winner | Within 30 days from Signing SPA |
| 18 | Obtaining the AMC permission (if not obtained before signing the SPA) | To submit the copy to SPFU within 10 days after receipt |
| 19 | SPFU transferring of the state stake PJSC shares to the Winner's account | After Stages 16 - 18 |



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RECOMMENDATION:

SPFU Team would appreciate if you will try to prepare all documents as soon as possible to be fully ready with this package by December 05, 2018.

On December 06, 2018 the Working group of the SPFU would open it in the presence of the Bidder to check the presence of all documents relating to Bidder and it's qualification criteria for participation in the bid.

***Means date inclusive.**

STAGE 1

Application letter to the State Property Fund of Ukraine on intent to participate in the Bid

**Until 18:00
November 28, 2018**

The Bidder appeals in writing to the State Property Fund of Ukraine to participate in the Bid, stating the following:

- company name;
- issue of the SPFU Bulletin "Vidomosti Pryvatyzatsii" dated October 29, 2018 No. 87 (1211), which posted the information statement about the Bid;
- intent to sign the non-disclosure agreement for the information provided about company (in accordance with the Regulation);
- permission to visit the company (on request), indicating the full name, passport details (series, number, issuing authority) of the persons who will visit company. Please provide this information in hard copy to SPFU office or send it to e-mail addresses (chik@spfu.gov.ua.);
- communication means (phone number, address, email, fax) for receiving the messages from the State Property Fund of Ukraine.

The Bidder may send this application letter via mail (to: 18/9 Henerala Almazova Street, Kyiv, 01133 Ukraine) or put it into mail box on the 1st floor of the SPFU office (18/9 Henerala Almazova Street, Kyiv).

STAGE 2

Signing the Non-Disclosure Agreement for provided confidential information with SPFU about PJSC «Centrenergo»

After Stage 1

Non-disclosure agreement for the provided information is signed in 3 counterparts. One counterpart is for the Bidder (it can be obtained personally by the Bidder or its/his/her authorized representative in the room 806 at the SPFU office or by phone (044) 284-91-89, (044) 280-29-10).

Two other counterparts – for the SPFU.

If the agreement is signed by the authorized person, the power of attorney confirming the person's authority should be provided.

STAGE 3

Obtaining SPFU permission to visit PJSC «Centrenergo» (at the Bidder request)

After Stage 2

At the request of the Bidder, the State Property Fund of Ukraine provides the permission to visit company.

To obtain the permission, it is necessary to submit the passport details (name, surname, patronymic, series, number, issuing authority) of the persons who will visit company, and send the above data to these email addresses (lion@spfu.gov.ua; chik@spfu.gov.ua).

During visiting company, the Bidder is eligible to:

- receive the information about the activities of company, which does not contain the state secrets, confidential and business data;
- inspect the facilities;
- have verbal interview with the management of company.

STAGE 4

Obtaining from the State Property Fund of Ukraine document package concerning the Bid

After Stage 2

State Property Fund of Ukraine provides the Bidder with procedural and informational materials.

Procedural materials:

- form of the Bidder's application for the participation in Bid (Appendix 1)
- draft of SPA

Informational materials:

- copy of Charter of the Company
- Plan of placement of Company's shares
- copies of the balance sheet, statement of financial performance, statement on equity capital for the last fiscal year and quarter;
- letter of Antimonopoly Committee of Ukraine regarding application of Article 24 of the Law of Ukraine "On Protection of Economic Competition";
- documents and information about the Company required to submit an application for permission to purchase shares to the Antimonopoly Committee of Ukraine;
- promotional information about the Company (if available).

STAGE 5

Notification of PJSC «Centrenerg» and the National Commission on Securities and Stock Market (NCSSM) on the purpose to acquire the state stake in PJSC «Centrenerg»

**Up to November 21,
2018**

The Bidder shall provide the written notification at the address of PJSC «Centrenerg» (*free-form*) stating its/his/her intention to purchase the stake of company 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.

The Bidder shall notify the NCSSM on the text of written notification sent to PJSC «Centrenerg», **indicating its publishing in official newspaper.**

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

STAGE 6

Application letter to the Antimonopoly Committee (AMC) to receive permission for acquisition of shares of PJSC «Centrenergo»

**Up to December 05,
2018**

The application for permission to purchase the shares of PJSC «Centrenergo» shall be submitted to the Antimonopoly Committee in accordance with Regulation on the procedure of application for a preliminary permit for concentration of economic entities (Regulation on concentrations) approved by the AMCU order No. 33-p dated 19.02.2002 and Law of Ukraine «On Protection of Economic Competition».

STAGE 7

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

Up to December 05,
2018

The Bidder should open a securities account in its/his/her name at a depository institution (bank that has the right to conduct depository activities) and provide information to the SPFU with the Bid documentation with the following information:

- depository code of securities account;
- the full or shortened name of the depository institution or Central Depository, the code under the EDRPOU;
- the depository code of the securities account of the depository institution in the Central Depository / MDO of the Central Depository;
- account manager.

If the Bidder is recognized as the Winner and, provided to Bidder's payment of the full value of the state stake of the enterprise, SPFU will transfer the above state stake of shares to Bidder's account.

STAGE 8

Payment of the Bid Guarantee and the registration fee (or obtaining a bank guarantee)

29.10.2018 – 05.12.2018

For the Resident Bidder:

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

| | |
|--|---|
| <p>Bid guarantee in the amount of 299,249,600.00 hryvnyas</p> | <p>Recipient of funds – State Property Fund of Ukraine Account № 37316021000058 Recipient Bank – State Treasury Service of Ukraine, Kyiv, MFO (sort code) 820172; USREOU Code 00032945. Payment purpose: as bid guarantee for participation in the Bid for the sale of state stake of the Public Joint Stock Company «Centrengo».</p> |
| <p>Registration Fee in the amount of 340.00 hryvnyas</p> | <p>Recipient of funds – State Property Fund of Ukraine Account № 37183500900028 Recipient Bank – State Treasury Service of Ukraine, Kyiv, MFO (sort code) 820172; USREOU Code 00032945. Payment purpose: as registration fee for participation in the bid on the sale of state stake of the Public Joint Stock Company «Centrengo».</p> |

For the Non-Resident Bidder:

Details for payment of bid guarantee and registration fee in foreign currency:

| | | |
|---|--|--|
| <p>Bid guarantee in the amount of 299,249,600.00 hryvnyas</p> <p>(at the exchange rate of National Bank of Ukraine on the day of guarantee payment)</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: вулиця Антоновича, 127, м. Київ, Україна МФО: 322313 Код ЄДРПОУ: 00032945 Призначення платежу: як конкурсна гарантія для участі у конкурсі з продажу пакета акцій публічного акціонерного товариства «Центренерго».</p> | <p>Receiver: The State Property Fund of Ukraine Address: 18/9 General Almazov Street, Kyiv, 01133 Ukraine Account: 25206010023277 Bank of receiver: Joint-Stock company "State Export Import Bank of Ukraine" Address: 127 Antonovycha Street, Kyiv, Ukraine MFO: 322313 SWIFT: EXBSUAUX Code YeDRPOU: 00032945 Purpose of payment: as bid guarantee for participation in the bid on the sale of state stake of the Public Joint Stock Company «Centrenerg».</p> |
| <p>Registration fee in the amount of 340.00 hryvnyas</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: вулиця Антоновича, 127, м. Київ, Україна МФО: 322313 Код ЄДРПОУ: 00032945 Призначення платежу: реєстраційний внесок для участі у конкурсі з продажу пакета акцій публічного акціонерного товариства «Центренерго».</p> | <p>Receiver: The State Property Fund of Ukraine Address: 18/9 General Almazov Street, Kyiv, 01133 Ukraine Account: 25206010023277 Bank of receiver: Joint-Stock company "State Export Import Bank of Ukraine" Address: 127 Antonovycha Street, Kyiv, Ukraine MFO: 322313 SWIFT: EXBSUAUX Code YeDRPOU: 00032945 Purpose of payment: as registration fee for participation in the bid on the sale of state stake of the Public Joint Stock Company «Centrenerg».</p> |



Bidder, the participant of the Bid has the right, instead of paying the cash guarantee as an bid guarantee to participate in the bid to provide a bank guarantee for the amount of the bid guarantee - 299 249 600 hryvnia determined in accordance with the conditions of the bid.

Bank Guarantee shall mean a confirmation in writing (guarantee letter) from a bank or other credit institution on satisfaction of the claims of the authorized party in the full amount, indicated in such written confirmation in case the third party (obligated party) does not perform the obligation indicated therein, or in case there occur other conditions, prescribed by such confirmation.

The Bank guarantee shall be provided in the form of irrevocable bank letter of credit (guarantee), which upon the terms, agreed with the SPFU, shall be issued by a commercial bank with the credit ranking of the “investment” level or whose shareholder, which owns the controlling shareholding (parent company), has the credit ranking of the “investment” level.

The “investment” credit ranking shall be applicable to banks of controlling shareholders thereof (parent company), whose long-term unsecured bonds are rated BBB or higher by the reputable international rating agencies, and where such banks (parent companies thereof) do not have pending litigations with any state privatization authority or any other state body of Ukraine.

BANK GUARANTEE

City
«__» _____ 2018

(full name of the Bank, location, Bank code, YeDRPOU code, banking license)

(N correspondent account, telephone, fax)

(the “**Guarantor**” hereinafter) as represented by _____,
(position, full name)

acting on the basis of _____, shall pay for

(name of juridical entity/private individual)

established under the law of _____, registration number of _____, having its registered office at: _____, acting on the basis of _____, (Principal hereinafter)

(document, number, date)

to the State Property Fund of Ukraine (the “**Beneficiary**” hereinafter) funds in the amount of _____, equivalent of _____, according to exchange rate of National Bank of Ukraine on the date of
(US dollars/euro)

the issue of the guarantee, under the terms of the tender defined as a deposit of ___ percent of the initial price of the stake of _____ (YeDRPOU code _____), (the “**Principal's Debt**” hereinafter).

1. The Bank guarantee was issued to ensure executing the obligations by Principal for the participation in the tender for the sale of the stake of _____ (YeDRPOU code _____), in an amount of _____ units of ordinary registered shares, issued in non-documentary form, which is _____ % of the authorized capital of the Company, the nominal share price is _____ UAH and the nominal price of the block of share is _____ UAH (according to the plan of placement of the Company’s shares, approved by the Order of the State Property Fund of Ukraine dated ____ № ____ “On the organization of the sale of shares of _____ (YeDRPOU code _____), according to the procedure under the Order of the State Property Fund of Ukraine dated 10.05.2012 № 639 (amended), registered by Ministry of Justice of Ukraine at 12.06.2012, № 940/21252.

2. The Guarantor shall to pay during five banking days from the date of receipt of the written request of the Beneficiary on payment of the sum of _____ the Principal's Debt, which shall include the
(US dollars/euro)
amount and bank details of the Beneficiary to transfer funds under this Guarantee.

3. The payment of the Principal's Debt to the Beneficiary by the Guarantor in full under the written request means that the Guarantor performed all obligatory under this guarantee.

4. The grounds for the request of the Beneficiary under the guarantee are:

- the Principal recalls of the bid documentation after the last day of the period of acceptance – _____ 2018;
- the Principal hasn’t fulfilled the requirements to bid offer and he wasn’t permitted further participation in the bid under the competitive commission decision;
- the Principal provided the Bank guarantee, but it hasn’t submitted the bid offer;
- the Principal refused to sign the minute of proceedings of the competitive commission;
- the participants proposed the same bids and don’t make any steps to increase the initial price after the start of trading according to the increments of trading (the tender is deemed to have failed);
- the Principal refused to sign the contract on purchase and sale of the block shares of _____ and notary certify it;
- the Principal failed to appear in place, day and time certain by the Beneficiary for notarization of the contract on purchase and sale of the block shares of _____.

5. All disagreements or requirement arising out of this Bank guarantee or in connection with it, particularly regarding its interpretation, performance, breach, termination or invalidity, resolved in the Arbitration Institute of the Stockholm Chamber of Commerce under the its Rules of Procedure. The Arbitral court of consists of three arbitrators. The place of the sitting of the Arbitration Court is Stockholm City. The language of the arbitration shall be English.

6. The Bank guarantee comes into force from the day of its issuance.

7. The Bank guarantee is valid until _____.

8. The Bank guarantee couldn’t be withdrawn.



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The Bid Deposit shall NOT be returned or the letter of credit shall be honored, if:

- The Application Documentation was recalled after the deadline for submission of the Bid Documentation - after 18:00 December 05, 2018;
- The Bidder did not meet the requirements to the Bid Proposal, in particular:
 - 1) it submitted unregistered Bid Proposal;
 - 2) the registered Bid Proposal contains the price lower than the Starting Price as determined by the SPFU;
 - 3) the Bid Proposal does not contain the buyer's consent to perform all the fixed Sale Terms;
 - 4) the Bid Proposal is not signed;
 - 5) the Bid Proposal is signed by a person whose powers cannot be verified.
- The Bidder failed to provide any Bid Proposal;
- The Bidders with equal Initial Bids failed to raise their Bids in accordance with the Bid Increment;
- The Winner of the Bid refuses to sign the Minutes of the Bid;
- The Winner refuses to the sign and notarize the SPA;
- The Winner did not arrive for the signing and notarization the SPA.

STAGE 9

Submission of the proposals (if any) to SPFU's draft of Sale and Purchase Agreement (SPA)

**Until 18:00 November 28,
2018**

The Bidder shall review and submit to SPFU its/his/her proposals to the Sale and Purchase Agreement of stake of PJSC «Centrengo», clearly specifying the proposed amendments.

Any suggestions to the draft Sale and Purchase Agreement proposed by the Bidder shall meet the conditions of the Bid specified in the information notice of the Bid, and effective Ukrainian legislation.

SPFU has the right to reject any amendments to the draft of the Sale and Purchase Agreement, if they contradict the conditions of Bid and/or the effective legislation of Ukraine.

STAGE 10

Receipt of the final draft of the SPA approved by the SPFU

**Up to December 03,
2018**

Negotiated and approved final draft of the Sale and Purchase Agreement will be provided to Bidder (or authorized representative thereof) in two copies, in person, against signature, up to December 03, 2018.

The final draft of the Sale and Purchase Agreement shall not be amended in any way.

STAGE 11

Submission of the final draft of the Sale and Purchase Agreement to the State Property Fund of Ukraine

Until 18:00 December 05, 2018 is the last day for submission (5 working days till the Bid Date)

The Bidder shall submit to SPFU one copy of the final draft of the Sale and Purchase Agreement, along with written consent for its conditions.

The final draft of the Sale and Purchase Agreement shall be sealed into opaque package labeled "The final draft of the Sale and Purchase Agreement", indicating the name and location of the State Property Fund of Ukraine, the name of Bid and Bidder's details.

Bidder's provision of the written consent for the conditions of the final draft of the Sale and Purchase Agreement is deemed as confirmation that the Bidder agrees with the terms, conditions, rights and obligations of the parties to the draft of the Sale and Purchase Agreement.

In the final draft of the Sale and Purchase Agreement Bidder shall leave the space to specify the price of the stake sale. Moreover, the Bidder shall provide the written consent for indication in the draft of the Sale and Purchase Agreement by the State Property Fund of Ukraine of the maximum price offered by this Bidder, in case of this Bidder winning the Bid, as well as provides consent for its signing and notarization at the expense of the Bidder.

The Bidder of state stake of PJSC «Centrenergo» shall submit to the State Property Fund of Ukraine, as part of the final draft of the Sale and Purchase Agreement, details of the securities account opened in the Bidder's own name in a depository institution (bank) of Ukraine, as well as details of the depository institution to the extent necessary for execution of order to perform the transaction for transfer of shares purchased by the buyer.

STAGE 12

Submission and registration of the Bid documents in the State Property Fund Of Ukraine

Until 18:00 December 05, 2018 is the last day for submission (5 working days till the Bid Date)

Bid documentation constitutes the **following list of the supporting documents:**

1) Application for participation in the Bid

Application shall be signed by the Bidder (its/his/her representative).

Application submitted by legal entity shall be sealed.

The application signed by the representative of an individual or authorized person of the legal entity shall be supplemented by duly certified copy of a document confirming the authority of the person signing the application. Application for participation in the bid shall be executed in accordance with example provided (Appendix 1).

2) Documents confirming the issue of a competitive guarantee or providing a bank guarantee for the amount:

a bid guarantee (a deposit of 5%) in the amount of 299 249 600 UAH

documents confirming the registration fee for submitting an application for participation in the bid in the amount of 340 UAH.

3) Copy of Non-Disclosure Agreement for the information provided, concluded by the Bidder through the written application to the SPFU after publishing the information notice on the Bid, in order to obtain the document package for the Bid.

4) Certified documents confirming authority of the person authorized by the Bidder to participate in the Bid and sign written consent for provisions of final draft of the Sale and Purchase Agreement for stake on behalf of the Bidder (PoA, Charter, etc.).

5) Information on the number of shares of Company which is object of privatization, being in possession (management, use) of the Bidder (the person it/he/she represents or in whose interests it/he/she acts) and economic entities associated with the Bidder (the person it/he/she represents or in whose interests it/he/she acts) with control relationship, and share of votes in the supreme

management body of Company which is the object of privatization (as a percentage of the share capital).

6) Information on sources of funds for the purchase of stake.

Copies of documents confirming the source of funds, the right to receive funds in an amount not less than the initial price of stake (for Non-Resident Bidder or an enterprise with foreign investment)

7) Copy of the application to AMCU for permission to purchase the shares.

The Bidder shall submit duly certified copy of decision of the Antimonopoly Committee of Ukraine to grant the permission for such purchase, or **copy of the application** (if decision is unavailable at the moment of document submission) bearing the mark (stamp, date, incoming number, signature) of the Antimonopoly Committee of Ukraine office on its acceptance, for granting the permission for concentration (to purchase the Company stake).

8) Information about the purpose and motives of purchasing the shares of the Company.

If the main activity of the Bidder is to conduct financial transactions or transactions with securities and purchasing specific shares, the Bidder who makes the purchase of shares for the purpose of resale of shares during the year, and provided such a Bidder (persons authorized by it/him/her) does not (do not) participate in voting in the supreme body or other management bodies of privatization object, etc., shall provide relevant information.

9) Confirmation of performance by the Bidder of provisions of part 1 of Article 64 of Law of Ukraine "On Joint Stock Companies" to provide the Company with written notice of his intention to acquire shares

10) Information on the distribution of the share capital among its shareholders:

for the legal entities - documents on the distribution of share capital among its shareholders (participants), information on all the legal and natural persons who directly or indirectly exercise control over the Bidder, up to final owners - natural persons, inclusively, as well as information on the Bidders

or persons, in whose interest the shareholding is purchased, their founders, participants, in particular, individuals-end beneficiaries (controllers).

Details and information shall be confirmed by an extract from the Unified State Register of Legal Entities and Individual Entrepreneurs, with reference from foreign judicial or commercial register, the register of shareholders, and other documents of the competent authorities or persons authorized to make records of ownership of shares (interests, equities).

The Bidder - trader in securities, in particular - financial intermediary, should provide information about the end Bidder, for the benefit of which the stake is acquired, as well as information about the end Bidder, provided by the first paragraph of this section 10.

11) For the Bidder - individual:

- copy of document identifying person;
- reference from the state tax service on submitted declaration of property status and income (tax declaration);
- for the non-resident Bidder - individual, copy of the passport document, confirming the citizenship of a foreigner, issued by a competent authority of a foreign country;
- for the Bidder which is a married individual, a notarized consent of the spouse to enter into the transaction of sale and purchase of the Company's shares for a price that can not be lower than the Starting Price of shares (if the marriage is registered in the Ukrainian - body of state registration of civil status), as a result of the Bid.
- information and copies of documents regarding related persons to the Bidder, which are qualified as such pursuant to the Tax Code of Ukraine:
 - 1) Information on the sum of all loans, reimbursable financial assistance from one legal entity and / or loans, reimbursable financial assistance from other entities guaranteed by one entity in respect of another entity exceeds the amount of its own equity capital by more than 3.5 times (for financial institutions and companies that are engaged exclusively in leasing activities - more than 10 times);
 - 2) documents evidencing the fact of marriage, birth of children;
 - 3) list of persons, signed by an individual, indicating their citizenship, namely: husband (wife), parents (including adoptive parents), parents-in-law, children (adults / minors, including adopted),

sons/daughters-in-law, full and half-blood siblings, guardians, trustees, a child over whom guardianship or trusteeship are established, indicating their citizenship.

12) For the Bidder - legal entity:

- copies of constituent documents and extract from the Unified State Register of Legal Entities and Individual Entrepreneurs certified in accordance with legislation;
- certificate of inclusion in the Unified State Register of Enterprises and Organizations of Ukraine (if the Bidder is resident of Ukraine);
- certificate from trade, court or other register on directors and participants of the Bidder (for non-residents of Ukraine). Copies of constituent documents and relevant references from non-resident Bidders shall be translated into Ukrainian by certified translator, with the translation notarized or authenticity of translator's signature certified.
- copies of documents of the Bidder on decision to participate in the Bid and enter into the transaction of sale and purchase of the Company shares for a price that can not be lower than its Starting Price, according to its constituent documents, certified in accordance with legislation. Copies of documents of non-resident Bidder shall be legalized and translated into the Ukrainian language by certified translator, with the translation notarized or authenticity of translator's signature certified.
- information on Financial Status:

for the Resident Bidder - a copy of the financial statements for the last fiscal year and quarter (copies of the balance sheet, statement of financial performance, statement on equity capital). Each document shall be duly executed, signed by the head and chief accountant of the legal entity and certified by seal of the legal entity (if applicable).

for the Non-Resident Bidder - annual financial report, the accuracy and completeness of which shall be confirmed by the auditor for the last financial year, and in the case when the final day of acceptance of the Bid documentation expires in the first quarter of the year - for the last or next to last financial year. If, according to the law of the state of Bidder's location, deadline for approval of the financial statements for last year has not come yet, and such fact is confirmed by

the auditor's letter, the Bidder shall provide audited financial report for the next to last financial year.

Information and copies of documents regarding related persons to the Bidder, which are qualified as such pursuant to the Tax Code of Ukraine:

- documents certifying title to corporate rights of another legal entity;
- documents certifying the appointment of the collegial (sole) executive body of a legal entity and its supervisory board (board of directors), if applicable;
- list of legal entity's creditors the outstanding debt before which exceeds the amount of its own equity capital by more than 3.5 times (for financial institutions and companies that are engaged exclusively in leasing activities - more than 10 times);
- documents on all owners of the corporate rights of the legal entity (legal entities, individuals), indicating their residency of each owner and amount of corporate rights in the charter capital held by such owners.

Together with the application for participation in the competition submitted:

information about Bidders of privatization objects or persons in whose interests state objects are acquired, their founders, participants, including individuals - ultimate beneficiary owners (controllers) in accordance with the Law of Ukraine "On Prevention and Counteraction to Legalization (Laundering) of proceeds from crime, terrorist financing and financing of the proliferation of weapons of mass destruction";

for Bidders - individuals - reference of the controlling body on the submitted declaration of property status and income (tax return);

for Bidders - legal entities - information about the financial and property status and documents for carrying out the audit of such Bidders, certifying the reliability of information about their financial and property status.

13) Business plan, developed based on the Bid terms and conditions. The Winner of the Bid attaches business plan to the Sale and Purchase Agreement for stake of PJSC «Centrengo»

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

The responsibility for the accuracy and completeness of the document submitted, as well as the duty to prove compliance with the requirements part two of Article 8 of the Law of Ukraine “On Privatization of State and Communal Property”, are entrusted to the Bidder.

Auction 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 Auction documentation shall be sealed into opaque package labeled "Bid documentation", where name and location of the State Property Fund of Ukraine and the name of the Bid are indicated only. The package shall not constitute the information which can be used to identify the Bidder.

The Bid documentation shall be submitted personally by the Bidder or persons authorized by it/him/her (at the address: Henerala Almazova Street, 18/9, Kyiv, State Property Fund of Ukraine, room 511, every day, from 9.00 AM to 6.00 PM, on Fridays from 9.00 AM to 4.45 PM, and in days before holidays – from 9.00 AM to 5.00 PM.) and shall be registered on the day of its submission by indicating on it the number, date and time of its registration.

The Bidder shall obtain the certificate of registration, which indicates the number, date, time of registration, first name, last name and patronymic of the person who performed the registration of the Bid documentation.

The receiving of the Bid documentation ends on December 05, 2018 at 18:00 PM .

The Bidder who registered the Bid documentation obtains the information on the date, time and place of opening envelopes with competition documentation.

STAGE 13

Opening the envelopes with Bid documentation in the SPFU office in the presence of the Bidder

December 06, 2018

On December 06, 2018 the State Property Fund of Ukraine unseals envelopes with competition documentation in the presence of Bidder and checks for presence of necessary documents.

STAGE 14

**Submission of the Initial Bid by the Bidder to the State
Property Fund of Ukraine**

**Until 10:50
December 13, 2018**

Registration of the competition participants and competition offers submitted by them starts on **December 13, 2018 from 10:00 to 10:50 in room 303** in the office of the State Property Fund of Ukraine (at the address: Henerala Almazova Street, 18/9, Kyiv).

Competition participants (persons authorized by them) shall submit their competition offers (Appendix 2) personally to competition committee before 10:50 December 13, 2018.

As part of the competition offer, the Bidder shall submit the documents confirming the authority of the person signing the competition offer.

The competition offer shall be submitted in the sealed opaque package labeled "Competition offer", where name and location of the State Property Fund of Ukraine and the name of competition are indicated only.

The package shall not constitute the information which can be used to identify the competition participant.

STAGE 15

**Participation in the Bid on the sale of block of shares of PJSC
«Centrenergo»**

**At 11:00 AM
December 13, 2018**

The Bid on sale of the state stake of PJSC «Centrenergo» will take place on **December 13, 2018 at 11:00** in the office of the State Property Fund of Ukraine at the address: 18/9, Henerala Almazova Street, Kyiv, room 303.

Return of the Bid Deposit: SPFU returns the Bid Deposit to the Bidders other than the Winner within 7 working days after the approval of the Final Minutes of Bid by the SPFU. From a practical standpoint, the Minutes are signed on the Bid Date, delivered for approval to SPFU within 2 working days, and approved by SPFU within 3 working days after the delivery. The Bid Deposit is returned to the account indicated by the Bidder in the Application for Participation.

STAGE 16

Signing of the SPA between the SPFU and the Winner of the Bid

**Up to December 22,
2018**

State Property Fund of Ukraine **before December 22, 2018** together with a Winner shall sign the Sale and Purchase Agreement for state stake of PJSC «Centrenergo», which is subject to notarization.

The Winner, on date and time determined by the State Property Fund of Ukraine, shall attend the place determined by SPFU in order to sign and notarize the Sale and Purchase Agreement and pay the notary for the certification of the Sale and Purchase Agreement.

The State Property Fund of Ukraine notifies the Winner in writing and against the signature on the date, place and time of conclusion and notarization of the Sale and Purchase Agreement no later than three working days before conclusion and notarization of the Sale and Purchase Agreement, on the day of signing the minutes.

With the consent of the Bidder, specified period may be shortened.

STAGE 17

Payment for the state stake of the PJSC «Centrenergo» by the Winner

**Within 30 days
after Signing**

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

In case of non-payment of funds under the Sale and Purchase Agreement within the next 30 days, the Bidder shall pay the penalty to the State Property Fund of Ukraine in the amount of 20 percent from the object sale price.

Non-payment of funds within 60 days from the date of notarization of the Agreement entails the termination of the Sale and Purchase Agreement.

STAGE 18

Obtaining the AMC permission (if not obtained before signing the Sale and Purchase Agreement)

**To submit the copy to
SPFU within
10 days after receipt**

The Bidder shall submit the authorized copy of decision of the Antimonopoly Committee of Ukraine to grant the permission for concentration within 10 days after receipt.

In a case of the absence of a decision of the Antimonopoly Committee of Ukraine or the Administrative Panel of the Antimonopoly Committee of Ukraine regarding the granting of a permit for the purchase of a block of shares on the date of the Bid / the date of conclusion of the agreement, the agreement of sale and purchase with the Winner is concluded with the obligation of the Winner to receive (in cases, stipulated by the legislation on protection of economic competition) permission of the Antimonopoly Committee of Ukraine or the Administrative Panel of the Antimonopoly Committee of Ukraine for the purchase of shares.

In this case, the Sale and Purchase Agreement shall be concluded with the Winner provided the Winner's obligation to provide the permission of Antimonopoly Committee of Ukraine or the Administrative Panel of the Antimonopoly Committee of Ukraine to purchase the stake within 10 days after receipt of such permission.

In case Antimonopoly Committee of Ukraine (Administrative Panel of the Antimonopoly Committee of Ukraine) decides to prohibit concentration to the Bid Winner, the Antimonopoly Committee of Ukraine informs the SPFU on such decision within 10 days from the date of adoption of such decision, and provides the copy of the relevant decision. In such a case, the SPA shall be terminated upon request of the state privatization authority upon consent of both parties or upon decision of the court.



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STAGE 19

Transferring of the state stake of PJSC «Centrenergo» shares to the Winner's account

After Stages 16-18

The State Property Fund of Ukraine shall transfer state stake of PJSC «Centrenergo» in the amount of 78,289 % to the account of the Winner within 3 business days after full payment of stake price, but not before the date of the Bidder's receipt of permission from Antimonopoly Committee of Ukraine and submission of its certified copy to the State Property Fund of Ukraine.

APPLICATION FOR PARTICIPATION IN THE BID

1. The Bidder _____
 (first name, last name and patronymic of the individual or full name of the legal entity submitting the application)
 has the intention to participate in the bid on sale of the stake of _____

 (name of privatization object)

(hereinafter referred to as company) in the amount of _____ shares, which constitutes _____ %
 of authorized capital of the company.

2. Information on the Bidder:

Code YeDRPOU _____
 (for residents - legal entities)

registration number _____
 (for non-residents - legal entities)

location _____
 (Bidder's address)

banking details: a/c _____ in _____

MFO (sort code) _____
 Head _____
 (first name, last name and patronymic)

Information of the state privatization body in accordance with the provisions on procedure of bids for the sale of stakes in joint stock companies approved by the order of State Property Fund of Ukraine, the order of the Antimonopoly Committee of Ukraine, the decision of the National Commission on Securities and Stock Market shall be provided by the following means of

communication:

_____ (phone number, address, e-mail, fax)

3. Authorized person

_____ (first name, last name and patronymic)

Passport: series _____ № _____, issued by _____ (name of issuing authority)

" ____ " _____ .

Contact numbers of authorized person _____, _____, acting on the basis of _____

_____ (name, number and date of the document confirming the right to represent the interests of Bidder)

dated " ____ " _____ . № _____

4. Non-disclosure agreement for the information provided about the company concluded on

" ____ " _____ under the № _____

5. Additional information:

_____ (at the request of a Bidder)

6. The Bidder

_____ (first name, last name and patronymic of the individual or full name of the legal entity submitting the application)

by submitting the bid documentation to

_____ (name of state privatization body)

represented by _____

confirms the following:

it/he/she accepts all terms and aspects of bid;

it/he/she is fully familiar with the information provided about the bid and the privatization object and will not have claims to the appropriate state privatization body or the person who prepares and conducts bid on behalf of the state privatization body;

it/he/she accepts his obligation to comply with the provisions on procedure of bids for the sale of stakes in joint stock companies approved by the order of State Property Fund of Ukraine, the order of the Antimonopoly Committee of Ukraine, the decision of the National Commission on Securities and Stock Market, as well as conditions of bid.

(signature of Bidder or authorized person)

Stamp Here (if applicable)

"__" _____ 20__ .
(date of filling the application)

INITIAL BID

1. Information on the bid participant

(full name and location of the competition participant)

2. Name and location of the company, in which stake is privatized.

The company stake in the amount of _____ shares, which constitute _____ % of the company's authorized capital

(full name, Code YeDRPOU, location)

3. _____
(price for purchasing the stake in the company offered by the participant)

4. Obligation related to fulfillment of fixed bid conditions*:

(according to information notice about the bid)

5. Information of the state privatization body in accordance with the provisions on procedure of bids for the sale of stakes in joint stock companies approved by the order of State Property Fund of Ukraine, the order of the Antimonopoly Committee of Ukraine, the decision of the National Commission on Securities and Stock Market shall be provided by the following means of communication:

(phone number, address, e-mail, fax)

(signature of bid participant or authorized person)

"__" _____ 20__ .

* The Bidder shall specify one of the following options against each fixed condition: "agree", "disagree".

POST-PRIVATIZATION OBLIGATIONS

The fixed tender conditions:

Shares purchaser should provide:

1) In Company's economic activities:

compliance with licensing conditions of the activity:

- in the field of electric power industry;
- on the production of thermal energy, the transportation of heat energy by key and local (distributional) heat networks and the supply of thermal energy, except for the production, transportation and supply of heat energy at unregulated tariffs;
- on centralized water supply and drainage, in addition to centralized water supply and drainage at unregulated tariffs;
- preventing the formation of the company's overdue debts for payments to budgets of all levels and social benefits from the date of the accounting transaction (write-off, transfer) on the equity stake from the account of the State Property Fund at the depository institution;
- full timely payment to the budget of taxes and duties, customs and other fees, a unified contribution to the compulsory state social insurance, as well as prevention of the occurrence of tax debt;
- availability of guaranteed reserves of coal in the warehouses of thermal power plants and reserve fuel (fuel oil) to ensure the operational security of supply in the united energy system of Ukraine;
- using as much as possible coal produced in mines located on the territory of Ukraine, on which the state authorities exercise their powers in full, provided the full identity of the cost and quality characteristics of the market offer for coal of foreign production;
- execution in accordance with the legislation of the regulatory and legal acts in the field of technical regulation and maintenance of the capacity of equipment of all power plants of the company (Vuhlegirska TPP, Zmiyivska TPP, Trypilska TPP) by performing the scheduled repairs (full, medium, current repair);
- compliance with the requirements of the Law of Ukraine "On the Protection of Economic Competition";
- fulfillment of the mobilization tasks fixed for the company;
- compliance with the requirements of legislation on the protection of state secrets;

2) In Company's innovation and investment activities:

implementation of measures in order the company can operate in the ENTSO-E, Continental Europe Synchronous Area, in accordance with the schedule of measures for the synchronization of the Ukrainian energy system with the ENTSO-E;

preservation of the fixed yield of each company's thermal power plant at the level not less than the level existed at the date of the accounting transaction (write-off, transfer) in respect of the equity stake from the account of the State Property Fund in the depository institution, except for cases when the reduction of the fixed yield is carried out in accordance with the legislation procedure to execute the relevant decision of the authorized executive body or with the consent of the authorized executive body, except for cases of scheduled or post scheduled maintenance and/or emergencies;

fulfillment of obligations on the development of the company in order to boost the economic, social, financial, technological and environmental efficiency of the company in accordance with the business plan submitted by the buyer;

compliance with the requirements of the legislation on the arranging the protection of especially important sites of power sector, as well as legislation on the issues of man-made and fire safety, in particular the implementation of measures in the field of fire, technogenic safety and civil protection for 2017-2025, in accordance with the developed design estimates and the requirements of the State Emergency Service of Ukraine (SES);

3) In Company's social activities:

full compliance with the terms of the collective agreement within its term of validity, and upon its completion, signing of a new or amendment of the said agreement in accordance with the procedure fixed by law, with due consideration to the provisions of the Industry Agreement between the Ministry of Energy and the Coal Industry, the State Property Fund of Ukraine, the All-Ukrainian Association of Organizations of Employers "Federation of Employers of the Fuel and Energy Segment of Ukraine" and the Union of Energy and Electrical Engineering Workers of Ukraine for 2016 - 2018 and its implementation in full;

preventing the company's overdue in wages to their employees;

preventing the firing of the company's employees at the initiative of the buyer or the body authorized by them (with the exception of dismissal on the basis of paragraph 6 of Part 1 of Article 40 of the Labor Code of Ukraine or the commission of steps which stipulate the dismissal in accordance with paragraphs 3, 4, 7 and 8 of Part 1 of Article 40 and Article 41 of the Labor Code of Ukraine) within six months from the date of the accounting transaction (write-off, transfer) regarding the equity stake from the account of the State Property Fund at the depositary institution;

implementation of the standard for places of employment of persons with disabilities in accordance with the requirements of the Law of Ukraine "On the basics of social protection of persons with disabilities in Ukraine", developing of working conditions for them, with due consideration to the individual programs of rehabilitation and provision of other socio-economic guarantees fixed by law;

4) In Company's environmental protection activities:

compliance with requirements of environmental legislation and implementation of measures on environmental protection;

within a year from the date of the accounting transaction (write-off, transfer) for the share transfer from the account of the State Property Fund to the depositary institution, development of the schedule for the Environmental Protection and its implementation, with due consideration to the findings of the environmental audit, which are specified in the report on the obligatory environmental audit of the public joint stock company "Centrenerg", made by the Research and Manufacturing Association "Ekozakhyst", of May 16, 2018, at the request of the State Property Fund;

5) In corporate relations and Company asset management:

proper use, maintenance and storage of state property, in particular the sites of civil defense units, which in course of forming the company was not included into their authorized capital, but remained on the company balance;

compliance with the requirements of the legislation on the safety of the company's power plants (Vuhlegirska TPP, Zmiyivska TPP, Trypilska TPP) by the departmental paramilitary security on the contractual terms;

payment of dividends to the state budget in the amount of 30 percent of profit by results of financial and economic activity in 2018.

The term of fulfillment of the buyer's obligations regarding the conditions that do not have a specified period of their execution, except for the mobilization tasks, is five years from the date of the accounting transaction (write-off, transfer) for the equity stake from the account of the State Property Fund at the depositary institution.



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We wish you success and victory in the Bid on sale (privatization) of the state stake in Public Joint-Stock Company «Centrenergo»

Sincerely,

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