

APPROVED BY:
Supervisory Board of JSC “OPP”
(Minutes dated 29.03.2021 No. 8/2021)

Chairman of the Supervisory Board
/signature/ S. Yu. Ihnatovskiy

ACCEPTED BY:
Board of Directors of JSC “OPP”
(Minutes dated 23.03.2021 No. 15)

Acting Chairman of the Board of Directors
– Director
/signature, seal/ M.M. Parsientiev

PROCEDURE
FOR SELECTION AND DETERMINATION OF THE CUSTOMER OF TOLL
PROCESSING AND SHIPMENT SERVICES OF THE FINAL PRODUCTS
FOR JSC “OPP”

This Procedure shall establish the selection process and determine the Customer for toll processing and shipment services of the final products (hereinafter referred to as the Selection Process) for JSC “OPP” with the purpose of providing continuous operation of its production facilities under the most effective economic conditions.

1. GENERAL TERMS

Terms indicated herein shall have the following meaning.

- 1.1 Cost of the Contractor’s works on toll processing into urea and shipping services in bulk to sea vessels/vehicles shall include tariff for toll processing into urea and additional remuneration for toll processing into urea paid to the Contractor.
- 1.2 Cost of the Contractor’s works on toll processing into ammonia and shipping services to sea vessels/vehicles/railway transport shall amount to **42** US Dollars excluding VAT per one ton of the final products. Aforementioned cost of services is fixed and shall be stated in the Contract on Toll Processing. Selection Process indicated herein shall have no impact on the Cost of Services on toll processing into ammonia rendered by the Contractor.
- 1.3 The Contractor’s website shall mean the website of JSC “OPP” - www.opz.odessa.net.
- 1.4 Selection Process shall mean a set of actions intended to determine the Customer of works on processing of toll in the form of natural gas into chemical products (ammonia, urea) and shipment services of the final products.
- 1.5 The Contractor shall mean **Joint Stock Company “Odessa Port Plant”** (short for JSC “OPP”).
- 1.6 Contract on Toll Processing shall mean the contract between the Contractor and the Winner of Selection Process based on its results and make provisions for performance of works on toll processing and shipment services of the final products with the use of JSC “OPP” facilities.
- 1.7 E-tender shall mean a stage of Selection Process aimed to select Participant (Participants) offering the highest amount of additional remuneration. The E-tender shall be conducted via E-tender platform according to the Rules of E-tender established pursuant to this Procedure and internal documents of E-tender provider publicly available on E-tender platform.
- 1.8 E-tender platform shall mean a hardware and software complex designed for conducting of E-tenders located on a special electronic resource (Internet website) managed by the E-tender provider.
- 1.9 Security of Selection Process Proposal shall mean security provided by Participant to the Contractor to ensure fulfillment of its obligations in the connection of the participation in Selection Process.
- 1.10 Security for fulfillment of the Contract on Toll Processing shall mean security provided by the Winner of Selection Process to ensure fulfillment of its obligations under the Contract on Toll Processing.

- 1.11 Conspiracy shall mean engagement of two or more Participants of Selection Process aimed to establish the service price at artificial or non-competitive level regardless of the Contractor's awareness.
- 1.12 Information regarding the price calculated currency indicated in Selection proposal: the Currency of the Selection Proposal shall be USD. Proposal shall be provided excl. VAT. In case of entering into contract with the Winner – Ukrainian resident, all calculations shall be performed in UAH. In case the Winner is non-Ukrainian resident, the calculations shall be in USD.
- 1.13 Information on language (languages) of the Selection Process Proposal - Selection Process Proposals shall be worded in Ukrainian language. Should any document of the Proposal be in a language other than specified herein, Participant shall provide translation of such document into Ukrainian language. Participant shall be held liable for translation accuracy.
- 1.14 QES shall mean an advanced electronic signature generated by means of qualified electronic signature and based on qualified certificate of public verification key or with the use of analogue of such signature for non-Ukrainian Participants.
- 1.15 Location of the Contractor is 3, vul. Zavodska, Yuzhne, Odessa region, 65481.
- 1.16 **The most attractive proposal** shall mean a proposal that meets requirements specified herein and is announced by the Contractor as the most attractive proposal based on results of Selection Process.
- 1.17 Scope of services (works) shall mean production of commercial ammonia up to 52,000.00 tons per month and commercial urea up to 85,500.00 tons per month subject to operation of two ammonia plants and two urea plants and supply of toll natural gas within the range from 100 to 120 mln. cubic meters per month.
- 1.18 E-tender provider shall mean a legal entity administrating the function of E-tender platform and providing the Contractor with E-tender services on this platform in accordance with terms and conditions of the contract between the E-tender Provider and the Contractor. The Contractor shall specify E-tender Provider in the Selection announcement.
- 1.19 The Winner of the Selection Process shall mean a Participant identified by the Contractor as the one offered the most attractive proposal and announced as the Winner by decision of the Contractor's Board of Directors.
- 1.20 Associated Party shall mean a party having one of the following characteristics:
- a legal entity maintaining control over the Selection Process Participant or being under the control of such Selection Process Participant, or being under common control with such Selection Process Participant;
 - an individual or a family member maintaining control over Selection Process Participant;
 - an officer (executive) of the Selection Process Participant empowered to act in law on behalf of the Participant with the purpose of establishing, changing or withdrawing from civil law relations as well as family members of such officer (executive);
 - individuals being a member of the Board of Directors of JSC "OPP", the Chief Officer of the Contractor and/or their family members performing control over the Participant of Selection Process or being authorized to act in law with the purpose of establishing, changing or withdrawing from civil law relations.

Administration of control shall mean possibility to decisively impact or have decisive influence on business activity of the Participant of Selection Process directly or through a large number of associated individuals or legal entities by means of exercising the right of ownership or disposition of all assets or a significant part thereof, the right of decisive influence on scope formation, voting results and committing transactions which allows to determine terms of business, issue mandatory instructions or function as a management body of the Participant of Selection Process, or ownership of a share (an equity, stock of shares) over 25 percent of the charter capital of the Participant of Selection Process.

For an individual the total amount of a share owned in the charter capital of the Participant of Selection Process depend on the extent of corporate rights which in aggregate belong to

such individual, its family members and legal entities being under control of such individual or family members.

For purposes of this Procedure, family members shall mean marriage partners, children, parents, blood brothers and sisters, grandfather, grandmother, grandchildren, adoptive parents, adopted children and other persons subject to permanently living together with the associated party and sharing common household.

Associated party may also include other persons, if any other facts or circumstances evidencing direct or indirect control or impact on the Participants of Selection Process are discovered (except the participants having high risk of association).

- 1.21 The Board of Directors shall mean the executive body of Joint Stock Company “Odessa Port Plant” established by the Charter of JSC “OPP”.
- 1.22 Selection Process shall mean holding competitive selection of the Participants aimed to determine the winner according to the terms defined hereby.
- 1.23 Stop Information shall mean data evidencing provisional or implicit impossibility to qualify proposal of the Participant, its further acceptance and entering into contract with such Participant.
- 1.24 Terms (period) of services rendering and performance of works shall be **2 years** from the day of entering into the Contract on Toll Processing.
- 1.25 The Participant of Selection Process (hereinafter also as the Participant) shall mean a legal entity (Ukrainian or non-Ukrainian resident) that submitted Qualification Proposal of Selection Process (hereinafter as the Qualification Proposal).

2. SELECTION PRINCIPLES

- 2.1 Selection shall be performed under the following principles:
 - continuous operation of JSC “OPP” production facilities;
 - maximum effectiveness and profitability;
 - fair competition among the Participants;
 - publicity and transparency during all stages of Selection Process;
 - non-discrimination of the Participants;
 - objective and impartial assessment of Qualification Proposals of Selection Process;
 - prevention of corruption and abusive acts.

3. SELECTION PROCESS

- 3.1 Selection shall be performed under step-by-step procedure established herein.
- 3.2 Announcement on the Selection Process shall be published on the Contractor’s website. The announcement on the Selection Process shall state information regarding the E-tender provider. The Participants shall submit Qualification Proposals within ten business days starting from the moment of publishing such announcement. Period for submitting of Qualification Proposals may be prolonged by the decision of the Board of the Contractor.
- 3.3 Selection Process may be cancelled by the Contractor at any stage of the Selection Process according to clause 6.1. hereof.
- 3.4 **Submitting of Qualification Proposals by the Participants.**
 - 3.4.1. In order to participate in the Selection Process and confirm compliance with the established qualification criteria, an interested person shall send Qualification Proposal to the Contractor’s email address - konkurs@opz.odessa.ua in the form of one or more electronic PDF documents certified by QES of such person.
 - 3.4.2. The Qualification Proposal shall be submitted by filling in the Participant’s Questionnaire as described in the Annex 2 including the documents indicated in the Questionnaire as well as Preliminary Contract attached.

- 3.4.3. Qualification Proposals shall be worded in Ukrainian language. Should any document of Qualification Proposal be in a language other than specified herein, the Participant shall provide translation of such document into Ukrainian language. The Participant shall be held liable for the accuracy of translation.
- 3.4.4. Non-Ukrainian resident shall submit the relevant documents stipulated by the law of its country of origin. In case such documents are not provided under the law of the Participant's country of origin, it shall submit sufficient confirmation as a certificate in any format. The Participant's country of origin is the country of its registration.
- 3.4.5. In the Qualification Proposal the Participant shall submit the following information:
- 1) regarding the legal entity being the Participant, which states no records in the Unified State Register of Perpetrators of Corruption Offenses entered as the result of corruption acts or any wrongful doing connected to corruption (or information on impossibility to provide indicated data due to the absence of such register);
 - 2) regarding an officer (executive) of the Participant being empowered to act on behalf of the Participant during the Selection Process that has no records of prosecution by law for corruption acts in the field of procurement;
 - 3) information stating that the business entity (the Participant) was not prosecuted for wrongful acts stipulated by clause 4, second part of article 6; clause 1, article 50 of the Law of Ukraine "On protection of economic competition" within the last three years (for anticompetitive concerted actions related to falsification of the auction (tender) results);
 - 4) information on the absence of bankruptcy proceedings in relation to the Participant;
 - 5) information from the Unified State Register of Legal Entities, Individual Entrepreneurs and Public Organizations stating information stipulated by the clause 9, second part of the article 9 of the Law of Ukraine "On State Registration of Legal Entities, Individual Entrepreneurs and Public Organizations";
 - 6) information on the Participant's compliance with qualification criteria and requirements indicated herein signed by an authorized person of such Participant;
 - 7) regarding the Participant's capability to transport toll natural gas in the volume and within the terms specified by the clause 1.17 hereof signed by an authorized person providing a copy of valid contract for natural gas transportation services with Gas Transmission System Operator of Ukraine. Non-Ukrainian residents shall submit a copy of valid partnership agreement, a certificate regarding the company-resident of Ukraine which performs aforementioned transportation services on the territory of Ukraine and a copy of valid contract between such partner company and the Gas Transmission System Operator of Ukraine on natural gas transportation services.
 - 8) in any form specifying the ultimate beneficial owner (supervisor) of the Participant including the fact that the ultimate beneficial owner (supervisor) of the Participant is not the resident of a country declared by Verkhovna Rada of Ukraine as the aggressor-country.
 - 9) in any form specifying that no special economic or other restriction measures (sanctions) under the Law of Ukraine "On Sanctions" are applied to the Participant;
 - 10) in any form specifying the absence of encumbrances, arrests of movable and immovable property of the Participant; of obligations, court and enforcement proceedings and other legal facts that pose a potential risk for the future performance of the Contract on Toll Processing by the Participant;
 - 11) in any form specifying the information on non-belonging to politically significant persons, to persons close or connected with politically significant persons, final beneficial owners (controllers) of the Participant in accordance with the Law of Ukraine "On Prevention and Counteraction to Legalization (Laundering) of Criminal Proceeds, Terrorist Financing, Financing of Proliferation of Weapons of Mass Destruction";
 - 12) in any form specifying the information on the Participant's bank that will service financial transactions related to the subject of future cooperation;

- 13) the copy of the Participant's anticorruption program (the Code of conduct and anticorruption policy and so on);
 - 14) the copy of the last annual financial accounting statements of the Participant, certified by the audit certificate;
 - 15) the statement in any form regarding the appointment of the Participant's person responsible for the anticorruption program realization (Code of conduct and anticorruption policy and so on);
 - 16) confirmation that the Participant has current assets in the amount of no less than 5 mln. US Dollars;
 - 17) confirmation of the Participant's active business processes: availability of turnovers in average of 5 mln. US Dollars per year according the operating accounts for the last two years.
- 3.4.6. The Qualification Proposal shall include Preliminary Contract signed by the Participant using QES which in content fully complies with the Annex 3 hereto.
 - 3.4.7. Should more than one Qualification Proposals be received from one and the same Participant, all such proposals from such Participant shall be denied.
 - 3.4.8. Qualification Proposals shall be accepted within the period indicated in clause 3.2. herein. Any Qualification Proposal, provided by the Participant with breach of a time limit specified in the clause 3.2. herein, shall be denied.

3.5 Opening of Qualification Proposals

- 3.5.1. In the meeting of the Board of Directors with no Participants present, the Contractor shall examine Qualification Proposals of the Participants for compliance with requirements established in clause 3.4. hereof, including for presence or absence of Stop Information parameters as well as for other conditions specified herein. The purpose of Qualification Proposal is to clear the Participants with Qualification Proposals that comply with requirements of this Procedure for further participation in Selection Process, and exclusion of others as unaccepted.
- 3.5.2. The Contractor has a right to request the Participant to provide additional information and documents, in particular, regarding viable possibility of the Participant to secure continuous supply of toll to the Contractor and others. In case of failure to provide the stated information and documents within two business days from the date of the Contractor's request, the Contractor may decide to deny access clearance of this Participant for the next stage of Selection Process.
- 3.5.3. In the meeting of the Board of Directors to be hold within five (5) calendar days from the last day of the term for submitting Qualification Proposals, the Contractor based on results of examination in respect of each Participant shall make a decision on clearance or prohibition to proceed to the next stage of Selection Process, i.e. participation in E-tender. Based on the results of opening of Qualification Proposals, the Contractor in its Decision shall determine the date of E-tender that is not earlier than three business days from the date of the indicated decision. The decision may also state other organizational conditions of E-tender. The decisions shall be recorded in minutes.
- 3.5.4. The Contractor shall inform the Participants in person regarding the clearance for E-tender as well as the date and time of its holding by means of sending the corresponding notifications to email address stated in the Qualification Proposal of the relevant Participant. The Contractor shall inform the E-tender provider regarding the date of E-tender by means indicated in the contract, concluded between the E-tender provider and the Contractor.

3.6 E-tender - stage of Selection Process.

- 3.6.1. The purpose of E-tender is to identify the highest level of additional remuneration in order for the Contractor to make subsequent decision regarding the most attractive proposal among the Participants being cleared for E-tender.
- 3.6.2. E-tender shall be hold on the third business day from the day of notifying the Participants and E-tender Provider in accordance with the sub-clause 3.5.4. hereof.
- 3.6.3. Additional remuneration is a part of the cost of the Contractor's works on toll processing into urea and services of its shipment in bulk onto sea vessels/vehicles that shall be determined according to the clause 3.6.4. hereof.
- 3.6.4. Tariff for toll processing into urea is a firm part of the cost of the Contractor's works on toll processing into urea and services of its shipment in bulk onto sea vessels/vehicles. Tariff for toll processing into urea amounts to **61** US Dollars excluding VAT per one ton of the final products. Aforementioned amount of the Tariff is fixed and to be mandatory reflected in the Contract on Toll Processing. Selection Process indicated herein shall have no impact on the Tariff specified above.
- 3.6.5. Additional remuneration shall be calculated based on formula:
 $AR = PV \times ((AP - NGur - D) \times 0.5 - T)$, where:
 AR = additional remuneration in the Works Execution Quarter (US dollars, excl. VAT);
 PV = the amount of urea produced in the Works Execution Quarter (ton);
 AP = average quarterly price of 1 ton of urea in the Works Execution Quarter in accordance with the data of Profercy Nitrogen (on terms FOB Port of Pivdennyi, in US dollars excl. VAT);
 NGur = estimated cost of natural gas per 1 ton of urea calculated by the following formula:
 $NGur = NG \times K + PU \times K$, where:
 NG = average quarterly price of 1 thousand m³ of natural gas (excl. VAT) according to the results of electronic exchange trading on CE "Ukrainian Energy Exchange" <https://www.ueex.com.ua> on a after payment basis for the delivery period in each of three months in the Works Execution Quarter;
 PU = fee for capacity and distribution of natural gas for 1 thousand m³ in the Works Execution Quarter (US dollars, excl. VAT);
 K = coefficient of recalculation of natural gas cost in the cost of 1 ton of urea calculated by dividing the volume of natural gas consumed during the quarter for urea production by the number of tons of urea produced during the quarter from the a.m. volume of natural gas;
- D = restriction factor set by the Participant (hereinafter restriction factor D); this factor cannot be negative / less than 0 and greater than 23;
- 0.5 = coefficient of distribution of additional income in favor of the Contractor;
 T = tariff for natural gas processing into 1 ton of urea is constant and amounts to **61** US dollars excl. VAT.
- 3.6.6. During E-tender Participants, cleared for the Selection stage, shall offer their rate of restriction factor D, which will be applied when determining additional remuneration. E-tender shall be hold in form of reversed auction (reducing pricing proposal/factor). The lowest rate of the restriction factor D offered by the Participant shall be deemed the best proposal offered on E-tender.
- 3.6.7. In order to take part in E-tender, the Participant cleared by the Contractor for this Selection stage, shall register on the relevant E-tender platform as instructed by E-tender provider.
- 3.6.8. E-tender arrangement and holding shall comply with the rules and regulations established by E-tender provider and publicly available on E-tender platform.
- 3.6.9. E-tender provider shall deliver results of E-tender to the Contractor. Based on these results, the Contractor shall identify the most attractive proposal which is the proposal of the Participant offered the lowest rate of restriction factor D.

- 3.6.10. The Participant, offered the most attractive proposal according to the clause 3.6.9. hereof, shall be declared the Winner.
- 3.6.11. In case of two or more proposals equally meeting criteria of the most attractive proposal according to the clause 3.6.9. hereof, the Winner on this stage not yet to be determined, whereat the Contractor shall hold the third stage of the Selection Process that is negotiations.
- 3.6.12. On the next business day from the date of E-tender, during the Board meeting the Contractor shall make a decision either to determine the Winner of Selection Process or to hold the third stage of Selection Process, and that is negotiations. Such decision shall be recorded in minutes.

3.7 Negotiations - stage of Selection Process.

- 3.7.1 The purpose of negotiations, the third stage of Selection Process, is to determine the Winner among the Participants with proposals equally meeting criteria of the most attractive proposal according to the clause 3.6.9. hereof.
- 3.7.2 During the third stage of Selection Process, the Contractor shall negotiate with the Participants having proposals equally meeting criteria of the most attractive proposal according to the clause 3.6.9. hereof, including by means of electronic communication, in order to establish additional conditions of cooperation, without E-tender results being changed.
- 3.7.3 Within three business days from the day of the Contractor's decision as to conducting negotiations, the Contractor based on results of negotiations shall make the final decision identifying the most attractive proposal and the Winner of Selection Process. Such decision shall be recorded in minutes of the Board of Directors.
- 3.7.4 Negotiations content is confidential.

4. LANGUAGE TO BE USED DURING SELECTION PROCESS

- 4.1 During Selection Process, all the documents to be prepared by the Contractor and the Participant shall be worded in Ukrainian language as well as may have authentic translation into other languages. Text in Ukrainian language shall be defining.
- 4.2 Language applied during E-tender, the second stage of the Selection Process, shall be Ukrainian.

5. DENIAL OF SELECTION PROCESS PROPOSAL

- 5.1 The Contractor shall deny the Qualification Proposal of the Participant if:
- 1) qualification proposal of the Participant fails to comply with requirements established hereby;
 - 2) the Participant failed to provide the proposal security;
 - 3) the Participant refused to enter into the Contract on Toll Processing;
 - 4) prior to determination of the Winner, the Contractor requests the Participant with the most attractive proposal to confirm the information provided, however, the Participant fails to provide the documents or information within the stipulated period;
 - 5) qualification proposal is submitted by the Participant, having connection with another Participant and/or authorized person (persons), and/or with the Chief Officer of the Contractor;
 - 6) the Participant has unconditional Stop Information parameters. The Contractor may also deny the Proposal in case of available Stop Information criteria or the information, revealed during anticorruption inspection.

6. CANCELLATION OF SELECTION PROCESS

- 6.1 The Contractor shall cancel Selection Process in case of:
- 1) lack of technical capability to perform works and services relevant to the subject matter of the Contract on Toll Processing;
 - 2) loss of need for Selection Process;
 - 3) by the decision of the Contractor's Board of Directors.
- 6.2 The Contractor shall within three business days inform the Participants and E-tender provider regarding cancellation of the Selection Process according to clause 6.1. hereof by sending relevant notification signed by an authorized person to email address provided to the Contractor hereunder.

7. APPEAL AGAINST SELECTION PROCESSES

- 7.1 Any Participant has right to apply to the Contractor regarding the decision, action or failure to act within the Selection Process.
- 7.2 To review complaints, the Contractor shall form the Commission for review of Participants' complaints; this Commission shall review the complaints for the Contractor's decision, action or failure to act within 5 (five) working days from the moment of the Participant's appeal. By the decision of the Commission for review of Participants' complaints, the term for review and decision-making on the relevant complaint may be extended up to 15 (fifteen) working days.
- 7.3 In case there is evidence that the complaint is provided by the Participant (complainant) with knowingly false and/or distorted information, the Commission for review of Participants' complaints has the right by its decision to determine that the Participant (complainant) has the parameters of Stop-information.
- 7.4 In case the Commission for review of Participants' complaints find the significant violations of local regulations of the Contractor and/or and the requirements of current legislation of Ukraine during the Selection Process, the Commission for review of Participants' complaints initiates a meeting of JSC OPP Board regarding the identified violations. Based on the results of reviewing information on identified violations, JSC OPP Board makes one of the following decisions:
- to continue the Selection Process;
 - to cancel the relevant decision on the Selection Process;
 - to cancel the Selection Process.
- 7.5 The submission by the Participant of his complaint for the Contractor's decision, action or failure to act does not suspend the validity of such decision and does not hinder the Selection Process, except as otherwise set forth by the JSC OPP Board.

8. SECURITY OF SELECTION PROCESS PROPOSAL

- 8.1 To secure own participation in Selection Process the Participant shall transfer 100,000.00 (one hundred thousand) US Dollars (or equivalent in UAH at the official exchange rate of NBU for UAH to USD as of the date of payment) to the Contractor's account before the end of the period for submitting of Qualification Proposal during Selection Process.
- 8.2 Money shall be transferred to the following accounts:
Current account for UAH: UA403223130000026006000031597
with JSC "The State Export-Import Bank of Ukraine", Odessa Branch, Bank code 322313
For foreign currency:
IBAN: UA403223130000026006000031597
Account with institution (beneficiary bank): SWIFT: EXBSUAUX
JSC "The State Export- Import Bank of Ukraine", Kiev, Ukraine.
for the Odessa Branch.
Bank address: Ukraine, 03150 Kyiv, 127 Antonovycha Str.

8.3 In case the Participant is declared as the Winner and signs the Contract on Toll Processing, the money paid by such Participant as Security for Proposal shall be considered as security for such Contract fulfillment under the terms thereof.

8.4 Security of Selection Process Proposal is not subject to be refunded if:

- 1) the Participant being the Winner fails to sign the Contract on Toll Processing;
- 2) the Participant misrepresents information or documents in the Qualification Proposal of Selection.

8.5 The Contractor shall within ten banking days refund security of the Selection Process Proposal to:

- 1) The Participants which were not cleared for E-tender, the second stage, after the Contractor made the corresponding decision;
- 2) The Participants, whose proposals failed to be announced as the most attractive according to the clause 3.6.9. hereof, after the Contractor made the corresponding decision based on E-tender results;
- 3) The Participants that lost the competition, after the Contractor made the corresponding decision, declaring a certain Participant as the Winner of Selection Process;
- 4) all the Participants in case of Selection Process completion, however, no Contract on Toll Processing was entered into with any Participant that submitted Qualification Proposals for Selection Process;
- 5) the Participants, whose proposals were denied, after the Contractor made the corresponding decision to deny proposal of a certain Participant;
- 6) upon a written request of the Participant, based on the Contractor's decision;
- 7) all the Participants in case of cancellation of Selection Process.

8.6 Money transferred as security for Selection Process Proposal (if not subject to refund) shall remain on the Contractor's account;

9. ENTERING INTO CONTRACT ON TOLL PROCESSING

9.1 Within three (3) business days from the day of declaring the Winner, the Contractor shall enter into the Contract on Toll Processing with the Participant being declared as the Winner. Should it be required to obtain approval from the Supervisory Board or General Meeting of Shareholders of JSC "OPP", the Contract shall be concluded within three (3) business days from the day of obtaining such approval.

9.2 Should the Winner fail to enter into the Contract within the period stipulated herein, the Contractor may re-determine the most attractive proposal and the Winner among other Participants and enter into the Contract on Toll Processing with such Participant, taking into account the conditions and terms hereof. Such Contract shall be concluded within three business days from the day of such re-determination, and should it be required to obtain approval of the Supervisory Board or General Meeting of Shareholders of JSC "OPP" for entering into this Contract – within three (3) business days from the day of obtaining such approval.

9.3 In case of early cancellation or termination of the Contract on Toll Processing, concluded with the Winner, the Contractor is entitled to re-determine the most attractive proposal and the Winner among other Participants and enter into the Contract on Toll Processing with such Participant, taking into account the conditions and terms hereof. Such Contract shall be concluded within three business days from the day of such re-determination, and should it be required to obtain approval of the Supervisory Board or General Meeting of Shareholders of JSC "OPP" for entering into this Contract – within three (3) business days from the day of obtaining such approval.

10. ESSENTIAL TERMS AND CONDITIONS OF THE CONTRACT ON TOLL PROCESSING

- 10.1 The Contract on Toll Processing shall be made in written form pursuant to the provisions of the Civil Code of Ukraine, the Commercial Code of Ukraine, Code of Gas Transmission System of Ukraine, taking into account the specific issues hereof. Standard Contract shall be deemed an integral part hereof (Annex No. 1)
- 10.2 Terms and conditions of the Contract on Toll Processing shall not differ from terms and conditions of Standard Contract, and comply with the other requirements established hereby, including the most attractive proposal offered by the Winner and other, if any, conditions, agreed between the Contractor and the Winner.
- 10.3 Should the parties fail to reach agreement as to all essential terms and conditions, the Contract on Toll Processing shall be deemed null and void.

10. FINAL PROVISIONS

- 11.1 Should any separate provision hereof conflict or fail to comply with the provisions of the documents approved as mandatory for JSC "OPP" by the General Meeting of Shareholders of the Contractor and/or the Supervisory Board of the Contractor, the provisions of such documents shall prevail.

Annexes:

1. Standard Contracts on Toll Processing for Ukrainian and non-Ukrainian residents;
2. Questionnaire for the Participants;
3. Draft Preliminary Contract.