

INVITATION

to Strategic Investors to Express Interest in the international tender for the acquisition of 94.096% stake in

OJSC "Minsk Margarine Plant"

The Republic of Belarus acting through the National Agency of Investment and Privatization of the Republic of Belarus (the "Agency") and with support from the International Bank for Reconstruction and Development (the "World Bank") and the Advisory Consortium of Mattig Management Partners GesmbH, CJSC "Alfa Bank" and LLC "Egorov, Puginsky, Afanasiev and Partners" (collectively the "Advisor"), hereby announces the international public tender for the sale of the state-owned 94.096% stake in OJSC "Minsk Margarine Plant" (MMP) with the possibility of establishing a new factory and redeveloping the existing real estate.

MMP is a leading Belarusian producer of margarine, mayonnaise, refined vegetable oil and fats, a broad range of condiments and spreads including mustard, ketchup and horseradish. Potential investors are hereby advised as follows:

- 1. Interested parties who wish to qualify for participation in the tender, alone or as a consortium (all members of which should have joint and several liability), should confirm and verify the following:
 - an interested party (or any of the consortium members) should have at least 3 years' experience in either
 (i) production, distribution or sale of food, alimentary or agricultural products or (ii) real estate
 development and investment (real estate development projects with constructed area of at least 50 000 sq.m. or real estate investment projects with investment volume exceeding USD 30 million); and
 - an interested party (or the consortium members on a combined basis) should have average annual revenues over the last 3 fiscal years of at least USD 25 million; and
 - more than 50% of shares or other ownership interests in the interested party (or in each member of the consortium) should be held by private shareholders or owners.
- Investors, who indicated their interest as proposed in paragraph 5 of this Invitation, will be provided with a short-profile of OJSC "Minsk Margarine Plant" (Teaser) and templates of Expression of Interest and Investor Certification.
- 3. Filled original Expression of Interest and Investor Certification templates shall be submitted in a sealed envelope no later than 2 pm CET (3 pm Minsk time) on October 14, 2016 to the office of the Agency at the address:14 Bersona Street, room 301, 220030 Minsk.
- 4. Upon submission of qualification materials including Expression of Interest, Investor Certification and copies of financial statements and other required documents (to be specified in the response letter from the National Agency of Investment and Privatization or its Advisor) and subsequent qualification of the investor by the Tender Commission, the interested party will be invited to participate in the next stages of the process, including the opportunity of a detailed study of MMP activities and carrying out site visits for the purposes of due diligence investigations.
- 5. Initial indication of interest and any requests for information or clarification should be addressed to the Advisor of the Agency (contact details: e-mail: office@mattig-management.at, tel. +43 1 504 839411, fax +43 1 504 83 98 15).
- 6. Nothing in this Invitation commits in any way the Republic of Belarus or the Agency to sell any shares of OJSC "Minsk Margarine Plant" or affects its right to suspend, interrupt, or amend the terms and conditions of the Tender procedure.
- 7. Any changes of conditions and terms of this Invitation will be published on the Agency's website: <u>www.investinbelarus.by</u>.