

Legal Disclaimer: This document constitutes a convenience English translation of the original document that has been drafted in Greek. The Greek text constitutes the legally binding and authoritative document. In case of discrepancies or of conflict, the Greek text prevails over the English translation. The present document has been translated into English with the purpose to facilitate the participation of potential foreign investors in the procedure.

INVITATION TO A PUBLIC TENDER TO BE AWARDED TO THE HIGHEST BIDDER FOR THE SALE OF ASSETS, NAMELY OF TWO (2) FLOATING DOCKS PROPERTY OF THE COMPANY WITH THE REGISTERED NAME

**"HELLENIC SHIPYARDS SA"
A SOCIETE ANONYME UNDER SPECIAL ADMINISTRATION
[ARTICLES 68et seq. of Law 4307/2014]**

(GENERAL COMMERCIAL REGISTRY (GEMI) No. 239301000, VAT No. 094004293),

In view of:

1. Decision no. 725/08.03.2018 of the Athens Court of Appeals (Non-contentious Proceedings), duly filed with the "General Commercial Registry" (pursuant to the 2283/09.03.2018 announcement), the Société Anonyme styled "Hellenic Shipyards SA" (hereinafter referred to as the "**Company**") was placed under special administration in accordance with the provisions of articles 68et seq. of Law 4307/2014,
2. By virtue of the aforementioned court decision Mr. Konstantinos Margaritis was appointed as the Special Administrator,
3. By virtue of a provisional order of the President of the Court of Appeal of Athens dated 03.05.2018, that has not been revoked yet, issued under the Greek State's and Piraeus Bank's request dated 25.04.2018 (general registration number 40536/2018 and special registration number 1671/2018), the above mentioned Special Administrator (and now deceased) has been replaced by Mr. Christodoulos Seferis (until a final court decision is issued),
4. The provisions of Articles 68et seq. of Law 4307/2014,

The Special Administrator **CALLS** for a Public Tender to be awarded to the highest bidder "Public Tender to the highest bidder, for the sale of assets, namely of two (2) floating docks property of the company with the registered name "Hellenic Shipyards SA" for the purpose of selling part of the assets of "HELLENIC SHIPYARDS SOCIETE ANONYME" (hereinafter the "**Public Tender**"), a company under special administration, and in particular of floating docks 1 & 3 (hereinafter the "**Docks**") as described below. The Docks shall be sold as a single unit of assets and not separately.

Description of the assets

1. Floating Dock 1

Floating Dock 1 along with its equipment is made of steel and is located in front of Pier 1, at Hellenic Shipyards in Skaramaga area of the municipality of Haidari of the West District of Athens. It has lifting capacity of 30,000 tons, maximum length two hundred-fifty two meters and twenty centimeters (252.20 m) and weight (light ship) 8,700 tons. It hosts vessels with maximum length two hundred-fifty seven meters and ten centimeters (257.10 m), with maximum breadth thirty-six meters (36.00 m) and maximum draft ship seven meters and seventy centimeters (7.70 m). Floating Dock No. 1 sank in January 2018 along with two cranes, which were located 10 m ahead. It is noted that floating dock No. 1 has not been registered.

2. Floating Dock 3

Floating Dock 3 along with its equipment is made of steel and is located in front of Pier 3, at Hellenic Shipyards in Skaramaga area of the municipality of Haidari of the West District of Athens. It has lifting capacity of 25,000 tons, maximum length two hundred-thirty two meters and twenty-seven centimeters (232.27 m) and weight (light ship) 7,244 tones. It hosts vessels with maximum length two hundred-thirty four meters (234 m), with maximum breadth thirty-three meters (33.00 m) and maximum draft ship seven meters and thirty centimeters (7.30 m). It is noted that floating dock No. 3 has not been registered and has been put out of service since 2010.

3. Tender Process terms and conditions

3.1. General Terms: The Public Tender will be conducted in accordance with the provisions of article 73 of law 4307/2014, and with the terms and conditions of the present invitation (hereinafter the "**Invitation**"). Submission of a binding offer implies knowledge and acceptance of all terms and conditions of this Invitation and of the offer memorandum, that will be provided to each interested party, after the submission of an expression of interest and the execution of an NDA, in accordance with the provisions of article 3.3. of the present Invitation.

3.2. Conditions for participation:

All participants in the Public Tender (hereinafter "**Prospective Buyers**" or the "**Prospective Buyer**") must hold:

- Proven track record including but not limited to wreck removal & vessel removal projects, waste management, vessel dismantling, etc.
- Solid waste management and disposal policy & procedures as per the national and EU legislation.
- Certificates:
 - Quality management ISO 9001:2015
 - Environmental management ISO 14001: 2015
 - Health & safety management ISO 18001:2007
 - Or any other corresponding certificates issued by accredited certification bodies
- Requisite permits and approvals by the competent authorities regarding the wreck removal process, dismantling and transportation.

In accordance with the provisions of Article 4 of the present, Prospective Buyers must submit a detailed report/study/methodology of the project that shall include at least the following:

- Technical report for the removal of floating dock No 1 that is half-sunk and the removal and transportation of floating dock No 3 (hereinafter the "**Project**"). The report should state the wreck removal and transportation procedure, the specialized personnel needed, equipment to be utilized and liability cover of the equipment and floating vessels. Prospective Buyers are entitled to appoint subcontractors that will undertake part of or the entire project. In this case, subcontractors and third parties must be mentioned explicitly in the technical report, along with their credentials. The Prospective Buyer is obliged to complete the Project within six (6) months from the execution of the Transfer Agreement; if not, it shall pay to the Company the amount of EUR 100,000 as liquidated damages.
- Solid waste (scrap) management and disposal procedure description, that should be in line with the EU environmental floating vessel dismantling legislation.
- Detailed timetable (GANTT chart- the total duration of the process shall not exceed a six - month period), that should indicate the tasks and obligations of all participating parties.
- Proven track record in similar projects.
- Storage/ equipment & machinery deposition requirements.
- Commitment that in case it is declared the preferred bidder and prior to the Transfer Agreement, it shall submit a certified copy of an insurance policy with a renowned insurance company for civil liability against third parties, risks from pollution, covering the wreck removal, as well as the transportation of the Docks.

After its declaration as the preferred bidder and prior to the execution of the Transfer Agreement, the Prospective Buyer must provide the following documentation:

- Duly signed wreck removal study by a naval mechanical engineer.
- Written statement that the specialized personnel, the equipment and the floating vessels will be available during the wreck removal procedure.
- Report that indicates the extreme weather conditions under which the project must stop (temporarily) at each step.
- Emergency/Contingency plans and corresponding procedures for each project phase.
- Anti-pollution measures and substances, along with a communication plan with the competent authorities in case of pollution.
- Health and safety measures, focusing on accessibility issues and prevention of pollution and designation of a safety technician.
- Suggested daily reporting system to a designated agent by the Company, as well as a suggested reporting system to the competent authorities, during the Project duration.
- Written confirmation that all National and EU Laws in relation to the Project will be observed.
- Equipment certificates.
- Description of the project team and their certifications/credentials.
- List of employees certified by the Labor Inspectorate.
- Certified copy of a valid insurance policy from a renowned insurance company for civil liability coverage and pollution at sea in connection with the works of wreck removal and Docks' transportation.

It is noted that all requisite wreck removal & vessel removal, transportation and waste management works will be conducted by the Prospective Buyer's own means, tools and equipment. The Company will not provide electricity, water and compressed air supply, or specialized personnel.

The Company undertakes no liability with respect to the successful completion of the wreck removal & vessel removal, transportation and waste management works; the Prospective Buyer shall bear full liability.

3.3. Procedure and terms:

Prospective Buyers that wish to participate in this procedure, should address a letter to the Special Administrator's office in Skaramagas, at 3, Palaska street, P.C 12461, tel. +30 212 107 0020, to the attention of Messrs. Stefanos Papadopoulos and George Meletis (or send an e-mail to specialadministrator@hsy.gr), in order to express their interest and obtain the Offer Memorandum and additional information, after the execution of an NDA.

The letter of interest must contain at least the following information of the Prospective Buyer:

1. In case the Prospective Buyer is a **natural person**:
 - a. full name, occupation and area of expertise, T.I.N., telephone and fax number, website (if available), e-mail address, identity card number or valid passport number.
2. In case the Prospective Buyer is a **legal entity**:
 - a. registered corporate name, registered seat, General Commercial Registry (GEMI) number (or equivalent foreign registry), VAT number, telephone and fax number, website (if available) and the names of representatives who will be handling the process on behalf of the Prospective Buyers and their e-mail addresses;
 - b. legalization documents and in particular: Articles of Association as in force, company representation documents/certificates issued by the General Commercial Registry (or equivalent foreign registry), good standing certificate, certified copy of the shareholders' registry.

3. In case the Prospective Buyer is a **consortium**:
 - a. Registered name of the consortium.
 - b. Registered names of the members of the consortium, registered seat of the consortium and of the members, General Commercial Registry number (or equivalent foreign registry), telephone and fax number, website (if available) and the names of representatives who will be handling the process on behalf of the consortium and their e-mail addresses;
 - c. a copy of the agreement for the establishment of the consortium, duly filed with the competent authorities.

The Prospective Buyer must also submit details with respect to the Company's BoD and its shareholders.

- Where Prospective Buyer is a joint venture of legal entities, they must submit full and accurate name of the joint venture, names of all legal entities, names of all members of the BoD of the joint venture and its shareholders and registered address of the joint venture.

Prospective Buyers will conduct their own due diligence of the Company's assets, at their own care and expense and with their own means and specialized personnel.

3.4. Binding offers:

Prospective Buyers that wish to participate in the Public Tender are invited to submit to the Special Administrator a sealed binding offer (hereinafter the "**Offer**") for the Docks by Wednesday, 26 September 2018, 12:00pm, at the seat of the Company under special administration in Skaramagas, Attica, at 3 Palaska Street, P.C. 12461.

Without prejudice to the provisions of article 3.2 of the present, the Offer must include the following legalization documents of the Prospective Buyer:

1. In case the Prospective Buyer is a **legal entity**:
 - a. Articles of Association as in force certified by the competent authority
 - b. Good standing certificates
 - c. Representation certificate
2. Resolution of the competent corporate body for: (a) approval of participation to the Public Tender and submission of an Offer, (b) appointment of a natural person that will execute the offer and represent the legal entity in the tender process, (c) appointment of an agent of service, if such representation authority is not provided for in the Articles of Association or other official certificate.
3. In case the Prospective Buyer is a **consortium**:
 - a. a copy of the agreement for the establishment of the consortium, duly filed with the competent authorities
 - b. each of the abovementioned documents for each member of the consortium
4. In case the Prospective Buyer is a **foreign natural person or a foreign legal entity**:
 - a. the above documents, as the case may be
 - b. In case certain documents are not issued in foreign jurisdictions or the documents issued do not cover the above, such documents may be replaced by an affidavit or solemn declaration before a competent administrative or judicial authority or notary public.

Offers submitted for one of the Docks, as well as Offers submitted past the deadline shall not be evaluated and shall not be considered valid.

Offers and all accompanying documents and certificates must be submitted **in Greek**, apart from technical terms and prospectuses.

The Offer must explicitly state the **offered consideration** numerically and in writing.

Documents drafted or issued in a foreign language (apart from Greek) must be accompanied by an official translation (lawyer or Ministry of Foreign Affairs) and must be apostilled (Hague Convention, October 5th 1961) or must be certified by the competent consulate if the Prospective Buyer is seated in a non-contracting party to the Hague Convention.

Prospective Buyers must state in their Offer that they have been fully informed about the actual and legal status of the auctioned assets. The Offer must not include conditions or reservations. The Offer must include an explicit commitment of the Prospective Buyer that it shall pay, solely in cash, the entire amount of the consideration, on the execution of the Transfer Agreement of the auctioned assets, when called to do so by the Special Administrator.

3.5. Letter of Guarantee:

Each Offer must be accompanied by a Letter of Guarantee for an amount equal to the offer price, issued by financial institution duly operating in an EU and/or OECD member state. The Letter of Guarantee must be valid until the date of execution of the Transfer Agreement in accordance with article 75, L. 4307/2014. In case the Prospective Buyer does not execute the Transfer Agreement, the Letter of Guarantee provided shall be forfeited in favor of the Company.

3.6. Submission of the Offer:

The Offers, along with the Letters of Guarantee, must be submitted in a sealed, non-transparent envelope. Offers must be submitted either in person or by a duly authorized representative under special notarial power of attorney or, in case of a company, by a duly authorized representative.

3.7. Sale of assets - Special Administrator's liability:

The assets of the Company are sold and transferred on an "as is - where is" basis, notably in the actual and legal condition and at the place where the assets will be at the time the Transfer Agreement is executed. The Company and the Special Administrator bear no liability for any inaccuracy or omission herein, in the Offer Memorandum and for any actual or legal defects of the assets transferred. Prospective Buyers must conduct their own assessment and research and their own legal, accounting, tax and technical due diligence on the assets described herein, as well as on their legal, urban planning and actual status, with the assistance of their legal, tax and technical advisors.

3.8. Unsealing of Offers:

Offers will be unsealed by the Special Administrator before a notary public that shall draft the minutes, at the registered seat of the Company in Skaramagas, Attica, at 3 Palaska Street Attica. Prospective Buyers that have timely submitted an Offer are entitled to attend the unsealing of offers and sign the relevant unsealing report to be issued.

On completion of the Offer submission and unsealing procedure, a comparative evaluation of offers will follow and the Special Administrator will issue a relevant report suggesting the validly submitted Offers rank, accepting of the most advantageous Offer and awarding the tender to the highest bidder. The report will be notified to any party that validly submitted an Offer, and will be submitted to competent court along with a request for acceptance, as described in the provisions of article 73 para. 7 of Law 4307/2014.

3.9. All costs and expenses of any nature concerning participation in the Tender, the transfer and any other action required for perfection of the transfer (including, inter alia, fees and rights of the notary public, lawyers' fees, court bailiff fees, registrars, VAT and other taxes etc.) will be solely born by the Prospective Buyers and the Preferred Bidder respectively.

3.10. Submission of a binding Offer does not give rise to any right of awarding the tender. After the highest bidder is certified by the competent court of article 69 para. 1, in accordance with article 74, L.4307/2014, the transfer agreement will be executed before a notary public. The Public Tender process and the assets sale and transfer agreement are governed by Greek law.

For site visits and for more information concerning the Procedure, including obtaining the NDA and the Offer Memorandum, all interested parties may contact the following Special

Administrator's representatives:

Stefanos Papadopoulos and George Meletis,

tel. +30 212 107 0020

e-mail: specialadministrator@hsy.gr.