



The Amended Sales Plan of Groups of Assets of STOCZNIA GDYNIA S.A. - May 2010

Drawn up pursuant to art. 80 of the Act dated 19 December 2008 concerning compensation proceedings in undertakings of particular importance for the Polish shipbuilding industry (Journal of Laws 233, item 1569) and in connection with the provisions of art. 77 and 78 of the said Act.

Gdynia, 20 May 2010

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I. Introduction

On 6 January 2009, the Act of 19th December concerning compensation proceedings in the entities of the particular importance for the Polish Shipbuilding industry (hereinafter referred to as the „Act”), was introduced. The Act defines detailed rules, conditions and procedure of the compensation proceedings, the objective of which is the sale of assets of Stocznia Gdynia S.A. (hereinafter referred to as "The Company" or "The Shipyard"), in order to secure the claims of the Shipyard's creditors. The Act also regulates the rules, conditions and procedure for protecting the rights of the Shipyard's employees.

In accordance with the Act, the initiation and the course of the compensation proceedings is supervised by the State Treasury Minister, who is also responsible for appointing an observer, with the approval of the European Commission. The observer is responsible for monitoring the process.

The executive body, in accordance with the Act, is the President of the Management Board of the Industrial Development Agency S.A., who among other things, initiates the compensation proceedings, appoints a Provisional Administrator, confirms the sales plan of the Shipyard's assets and issues the decision concerning the discontinuation or ending of the compensation proceedings.

On 6 January 2009, due to the Shipyard's submission of the motion concerning compensation proceedings, on the same day, the President of the Industrial Development Agency S.A. issued a decision concerning the appointment of the Provisional Administrator of Stocznia Gdynia S.A., Mr Roman Nojszewski.

In reply to the motion of Stocznia Gdynia S.A., in connection with the compliance of the Shipyard with all formal requirements described in the Act, on 7 January 2009 the President of the Industrial Development Agency S.A. issued a decision concerning the compensation proceedings in relation to Stocznia Gdynia S.A. and at the same time, summoned an initial assembly of the Shipyard's Creditors. The subject of the deliberations was the selection of members for the Creditors' Board as well as the appointment of the Compensation Administrator. The decision also summoned the Shipyard's creditors to submit liabilities, in writing to the President of the Industrial Development Agency S.A., by 16 February 2009.

On the 20 January 2009, during a preliminary Meeting of the Creditors of Stocznia Gdynia S.A., Bud Bank Leasing Sp. z o.o. was appointed the Compensation Administrator of Stocznia Gdynia S.A. (hereinafter referred to as "The Compensation Administrator"). By virtue of the Act, on the appointment of the Compensation Administrator, the Management Board of Stocznia Gdynia S.A. lost their authority to manage and dispose of the property of the Shipyard

The Compensation Administrator, acting pursuant to the Act, requested for a detailed draft plan of division of the Shipyard's assets into groups of items fit for use in technical and technological terms for the purpose of having them prepared for sale and further requested for an evaluation of the market value of the Shipyard's assets in conditions of enforced sale. The assets of the Shipyard were divided into groups of assets that do not form organized parts of the assets of Stocznia Gdynia S.A. The evaluation was assigned to a team of experts directed by Prof. Dariusz Zarzecki, PhD, appointed by way of a tender procedure. In addition, the team of experts evaluated the correctness of the draft plan of division of the assets of the Shipyard to ensure maximum proceeds from the sale of the Shipyard's assets.

On 12 March 2009 the President of the Industrial Development Agency S.A upon receiving an approval from the Board of Creditors, approved in his decision the Sales Plan of Assets of Stocznia Gdynia S.A.. According to the approved Sales Plan the property of the Shipyard has been divided into 37 groups.

In result of the statutory obligation to announce tender procedures in the countrywide and local press, on 17 March 2009 and 14 April 2009 announcements about unlimited tenders for the sale of assets of Stocznia Gdynia S.A. were published in Gazeta Wyborcza and Rzeczpospolita The announcement was also displayed on the website of Stocznia Gdynia S.A.

On 28 April 2009 and 14 & 15 May 2009 tender procedures regarding the sale of assets of Stocznia Gdynia S.A. were held. On 26 May 2009 those assets which were not sold in the tender procedures were put for auction.

In result of tenders and auctions covering 37 groups of assets , buyers of 30 groups were selected. Material copyrights to projects (tenders and auctions nos. 32-36) were not sold, also Holiday Resort "Wieżyca" remained unsold (tender and auction no. 23) as well as Communication Area (tender and auction no. 17).

Despite the fact that conditional agreements had been concluded and readiness to conclude final agreements was declared, the investor offering the highest bid for the major part of the assets of Stocznia Gdynia S.A. offered for sale, did not pay the price as called by the Compensation Administrator, therefore the final sales agreements had not been concluded and the security deposits as paid by the bidder have not been returned.

In view of the above, in the letters of 25 August 2009, 31 August 2009 and 2 September 2009, the Minister of the State Treasury addressed the European Commission with a request to extend the deadline for sale of the Shipyard's assets by 31 December 2009 and also to extend the date for the implementation of the decision of the European Commission regarding the Shipyards in Gdynia and Szczecin by 31 December 2009.

In response to the above, in her letter of 8 September 2009, Ms Neelie Kroes – European Commissioner for Competition agreed to extend the deadline for sale of the shipyard's assets in an open, transparent, non-discriminatory and unconditional sales process, reserving however the right to initiate a legal procedure pursuant to art. 88 section 2 of the EC Treaty if actions undertaken by the Polish government do not cause a successful implementation of the Commission's decision.

Considering that in the aforementioned letter of the European Commission of 8 September 2009 decision about whether the sale of the shipyard's assets is to be continued within the framework of the compensation procedure or an insolvency procedure was vested upon the Polish government, a decision was made to re-initiate the sale of the shipyard's assets that had not been sold under the hitherto tender procedures pursuant to the provisions of the Act.

With reference to the EU Commission's consent for the extension of deadline for sale of the assets, The Compensation Administrator pursuant to art. 80 of the Act, updated the appraisal of the Shipyard's property to successfully accomplish the Sales Plan and to maximize the expected profit.

On 21 September 2009 the Amended Sales Plan for the assets of Gdynia Shipyard S.A. with a revised Schedule of 18 groups of unsold in previous proceeding assets was prepared. On 28 September 2009 the President of the Industrial Development Agency S.A. approved in his decision the Amended Sales Plan of groups of assets of the Shipyard.

According to the Amended Sales Plan of groups of assets of Gdynia Shipyard S.A. the Compensation Administrator announced in two newspapers Gazeta Wyborcza and Rzeczpospolita 18 tenders on the sale of assets of Gdynia Shipyard. The announcements were published on 30 September, 2 November, 28 November and 2 December 2009.

On 26 November 2009 there were tenders for the sale of assets of Stocznia Gdynia S.A. conducted. On 16 December 2009 the assets which have not been sold in the tenders were put on auctions.

As a result of the tenders and the auctions conducted as a part of the II stage of the sale, 6 out of 18 groups put for sale found their buyers. The groups which have not been sold comprised of Authors' economic rights to ships' designs, shares in Euromos Sp. z o.o. with its registered seat in Gdańsk. Also holiday resort Wieżyca as well as groups 2,9,17,21 and 5A comprised of the real estate situated within the premises of Stocznia Gdynia S.A..

In his letter of 13 April 2010 the Minister of Treasury Aleksander Grad applied to the Deputy President of the European Commission, Joaquin Almunia for his consent for a repeated sale procedure, as a part of the compensation proceedings.

In their letter D (10) 172 dated 28 April 2010 the European Commission granted their consent to the afore mentioned, and set the deadline for fulfilling the implementation obligations for the 31 March 2011.

With reference to the above mentioned letter of the EU Commission, the Compensation Administrator prepared the herewith document, entitled Amended Sales Plan of Groups of Assets of Stocznia Gdynia S.A. – May 2010.

As a part of the third stage of sale, the assets of the Shipyard, divided into groups numbered 2, 5A, 9, 17, 21, 23, 33, 34, 35, 36, 38a-38j, according to the Provisions of the Act and the EU Commissions requirements as of their decision of 5 November 2008 on the public aid granted by the Polish government to Gdynia Shipyard, shall be sold in unlimited, open, transparent, unconditional and nondiscriminatory tenders which shall be conducted in adherence with the principles of fair competition. The tenders procedure shall be conducted in such a way that their transparency is guaranteed and with a use of a website. The technical matters related to their organization shall be delegated to Państwowa Wytwórnia Papierów Wartościowych S.A., which specializes in organization of tenders and is experienced in organizing tenders for companies owned by the Treasury and therefore in the Compensation Administrator's opinion guarantees the highest IT security standards. In the sale process as planned, the assets of the Shipyard shall be sold free of any encumbrances and Shipyard's creditors rights, the previously granted to the Shipyard state aid included. The assets subject to sale shall be presented on a website created for this purpose. The documentation regarding the particular assets' legal status, separate for each group, shall be made available to the interested parties on the dates as specified in the press announcements. Additionally, potential investors shall have the opportunity to inspect the assets which are subject to sale.

The proposed division of the assets into groups has not been changed.

Due to a difference of opinion between the Compensation Administrator and two creditors of Stocznia Gdynia S.A. with regard to the ownerships of ship designs (group 32), two level luffing gate cranes and two tugs "Helios" and "Kubuś" which are the main assets of Euromos Sp. zo.o. in which shares constituted group 24, the Compensation Administrator did not comprise in the herewith Plan groups 24 and 32.

Furthermore, to protect the interests of the Creditors and the value of the assets of the Shipyard, the Compensation Administrator decided to include in the herewith draft of the Amended Sales Plan groups nos. 38a-38j, which comprise of movable current assets of Stocznia Gdynia S.A.. Due to legal and formal regulations these assets were not subject to sale in the previous stages of the compensation proceedings. The method of division of the assets which were included in the sale process should contribute to the maximization of the expected profits of sale.

The details regarding the repeated sale procedure for the assets of Stocznia Gdynia S.A. are set forth In this Act and the contents of the herewith document.

The sales procedure shall comprise of the following stages:

- a. The issuing by the President of the Industrial Development Agency S.A. of his decision on the amended sales plan approval,
- b. The publishing of the announcement for tenders in the national and local press as well as on the Internet website of Stocznia Gdynia S.A.,
- c. The conduction of the tender through the internet website with the following address: www.ppp.pwpw.pl/stocznie with help of a company specialized in conducting tenders
- d. The conduction of an auction by the Compensation Administrator, if required by the Act and the By-laws, as approved by the President of the Industrial Development Agency S.A.
- e. The Compensation Administrator's selection of the most favourable offer,
- f. The issuing by the President of the Industrial Development Agency S.A. of a decision on the finalization of the tender procedure,
- g. Conclusion of sales agreements by the Compensation Administrator with winning contractors. In case of groups of assets comprising properties towards which Port of Gdynia Authority S.A. and the State Treasury have the right of pre-emption, the conclusion of conditional sales agreements shall be preceded with the conclusion of conditional sales agreements and implementation of the procedure for offering of the assets for sale to entitled entities.

In the case of these groups of assets which include real estate having no suitable access to public roads and real estate, through which transmission networks run, the appropriate easements will be established for the benefit of potential buyers, enabling the maximum use of a full technical infrastructure located on the real estate.

III. Groups of assets of the Shipyard subject to sale

In accordance with the provisions of Article 78 section 1 of the Act, the Compensation Administrator defined the following groups of shipyard assets subject to sale:

A. Shipyard assets subject to sale located in Gdynia, 3. Czechosłowacka Street, described in detail below and divided into 5 groups in accordance with the map set out in attachment A hereto

Group 1

Includes land located on the premises of Stocznia Gdynia S.A., which is the property of the State Treasury and held in perpetual usufruct by Stocznia Gdynia S.A., for which the District Court in Gdynia maintains the Land and Mortgage Register No. KW 22785, having a surface area of 140 837m², as well as 5 buildings situated on said land, having a total area of 10 221.15m², and 38 structures together with movables, all the separate property of Stocznia Gdynia S.A. and included in the group, together with a right of percentage share in the perpetual usufruct granted to Stocznia Gdynia S.A. on the land constituting internal roads.

Group No.2 -Ship assembly zone is described in detail in Attachment no. 1 hereto.

- o The main production facility of Group no. 2 is a dry dock having dimensions of 380 x 70 m and the depth of 8 m, serviced by a 1000 Mt gantry crane having the following specification:

Symbol of the gantry crane	Span	Lifting height	Total lifting capacity	Number of lifting cars	Lifting capacity	Notes
	[m]	[m]	[Mt]	[-]	[Mt]	
B II	153	70	1000	3	I -500 II -300 III -300	Dead field from the axis 6.3 [m] on both sides

together with 4 cranes with a lifting capacity: 150 -20Mt (lifting height 50 m),

- o Adjacent hard-surfaced assembly yards with an allowable bearing capacity of 160 Mt/m², depending on their location are serviced by dock gantry crane and dock cranes or analogue cranes with the lifting capacity 150-20 Mt.
- o There is a potential possibility of subdividing the dock in two with the use of steel barriers (The shipyard does not have such barriers)
- o The whole area has full access to mains utilities (electricity and water) as well as oxygen, acetylene, CO₂, compressed air and steam).
- o In the building which is located in Group No. 2 there are complete employee facilities for 900 employees and offices for supervisory staff. There is also a canteen with adequate facilities situated there.

Group 9

Mortgage Register no. KW 22785 and KW 35886, of surface area of 34186m², as well as 29 buildings situated on the said land, with a total area of 25.961,07 m², and 21 structures along with movables, all the separate property of Stocznia Gdynia S.A. and included in the group, together with a percentage share in the perpetual usufruct granted to Stocznia Gdynia S.A. to the land constituting internal roads.

Group no. 9 Warehouse Services and Administration Zone is described in detail in Attachment no. 2 hereto.

The group comprises among others:

- o permanent warehouse halls as well as 6 and 10-storey office buildings;
- o vehicle weighing scale 60 mt, fully monitored, one of the 110kV substations and fresh water well. A spare compressor room is also located here.

Group 17

Includes land located on the premises of Stocznia Gdynia S.A., which is property of the State, held in perpetual usufruct by Stocznia Gdynia S.A., for which the District Court in Gdynia maintains Land and Mortgage Register no. KW 22785, KW 39284, and KW 45122, with surface area of 22.284m², as well as 10 structures situated on the said land.

Group no. 17 is described in detail in Attachment no. 3 hereto.

Group no. 17 Traffic zone -a heavy transport road for deliveries and internal traffic. The road connects both gates of the Shipyard and can be turned into a public road, as an alternative to Janka Wiśniewskiego street in Gdynia. It may be also a convenient rout for the port's traffic.

Group 21

Includes land located on the premises of Stocznia Gdynia S.A., which is property of the State, held in perpetual usufruct by Stocznia Gdynia S.A., for which the District Court in Gdynia maintains Land and Mortgage Register no. KW 22785 and KW 65706, with surface area of 17.699m², as well as 1 structure situated on the said land.

Group no. 21 Traffic zone -transit rail tracks with siding is described in detail in Attachment no. 4 hereto.

Group 5A

Includes land located on the premises of Stocznia Gdynia S.A., which is property of the State, held in perpetual usufruct by Stocznia Gdynia S.A., for which the District Court in Gdynia maintains Land and Mortgage Register no. KW 22785, KW 33553, with surface area of 33.997m², as well as 9 buildings standing on the said land, of a total area of 10.159,7m², and 16 structures along with movables, all separate property of Stocznia Gdynia S.A. and included in the group, together with a percentage share in perpetual usufruct granted to Stocznia Gdynia S.A. to land constituting internal roads.

Group 5A is described in detail in Attachment no. 5 hereto:

- o grounds that used to belong to a now derelict power engineering plant constitute a significant part of the area: furnace-housing building, coal storage yard. These buildings are presently being used to a very small extent for auxiliary purposes and as packing and picking yards.

B. Assets subject to sale organized as Holiday Resort Wieżyca located in Szymbark, gmina Stężyca, described in detail below

Group 23

Constitutes an area of real estate land owned by the State Treasury, held in perpetual usufruct by Stocznia Gdynia S.A., located in Szymbark, gmina Stężyca, for which the District Court in Kartuzy maintains Land and Mortgage Register KW number 32495 and KW number 16399. The area of the land totals 81.471 m² and includes 48 buildings with an area of 4 474 m² and also 17 structures together with movables included in the group, being a separate property of Stocznia Gdynia S.A., organized as a holiday centre.

Group no. 23 is described in detail in Attachment no. 6 hereto.

C. Assets of the shipyard, comprising author's economic rights subject to sale, described in detail below and divided into 4 groups:

Group 33

constituting author's economic rights to the ship design (vessel) type 8185 (LPG) including a technical – classification, contractual and working design, together with property right to full design documentation of the ship.

Group 34

constituting author's economic rights to the designs of 12 ships (vessels) type 8109, 8111, 8113, 8125, 8130, 8138, 8139, 8143, 8144, 8145, 8184, 8229 (container ships) including a technical – classification, contractual and working design together with property right to full construction documentation of the ships excluding the author's economic rights to design 8184/01.

Group 35

constituting author's economic rights to the design of a ship (vessel) type 8213 (car carrier) including a technical – classification, contractual and working design together with property right to full construction documentation of the ship.

Group 36

constituting author's economic rights to the projects of 3 ships (vessels) type 8183, 8189 and 8226 (bulk carrier and chemical tanker) including a technical – classification, contractual and working design together with property right to full construction documentation of the ships

D – other Shipyard’s assets subject to sale, comprising of current assets, situated in Gdynia and described in detail below:

Group 38a

Materials (plates) described in detail in Attachment no 7a hereto.

Group 38b

Materials (pipes) described in detail in Attachment no 7b hereto.

Group 38c

Materials (profiles, bars, band iron, rods, T-shaped iron) described in detail in Attachment no 7c hereto.

Group 38d

Materials (chemicals, paints, dissolvents, glues, lubricants, oils) described in detail in Attachment no 7d hereto.

Group 38e

Materials (plastic products, plates, seals, hoses, PVC lining) described in detail in Attachment no 7e hereto.

Group 38f

Materials (mineral wool insulation, packing material) described in detail in Attachment no 7f hereto.

Group 38g

Materials (steel ship fittings such as manholes, louvers, stairs, ladders, arches, gratings, transition sleeves, coamings, reducers, struts, sieves) described in detail in Attachment no 7g hereto.

Group 38h

Materials (cables and electrical fittings) described in detail in Attachment no 7h hereto.

Group 38i

Materials (plumbing fittings , pumps, valves, gate valves, collars, throttling valves, bands, grips, pins, bolts, ejectors, filters, flaps, bent pipes, spouts, funnels, connectors, parts of rigging) described in detail in Attachment no 7i hereto.

Group 38j

Materials (stern frame, rudder hangings, stopper, hawse pipes) described in detail in Attachment no 7j hereto.

III. The detailed procedure and deadlines for the sale of particular groups of assets of the shipyard

The detailed procedure of conducting the sales procedure of assets of Stocznia Gdynia S.A. is described in the regulations of the Act, the By-law enacted by the President of the Management Board of the Industrial Development Agency S.A. as well as the hereto document.

The above procedure shall be conducted by the Compensation Manager in the following stages, which shall be preceded by issuing a decision by the President of the Management Board of the Industrial Development Agency S.A. on the approval of the Amended Sales Plan

- o publishing of the announcements on tenders in national and local press, and their publication in other forms, including the Internet website;
- o a one stage tender, conducted by the Compensation Administrator with use of the website with participation of a company specialized in professional performance of tenders
- o an auction, if designated by the provisions of the Act
- o selection of the most favourable offer by the Compensation Administrator;
- o issuing of a decision by the President of the Management Board of the Industrial Development Agency S.A. on the conclusion of the tender procedure;
- o conclusion by the Compensation Administrator sales agreements with the tenders' winners.

In the case of groups of assets comprising of real estate, to which Gdynia Port Authority S.A. and the State Treasury have pre-emptive rights – the conclusion of sale agreements shall be preceded with the conclusion of conditional sale agreement and the offering of these assets to the entitled entities.

With regard to groups of assets, consisting of real estate with inadequate access to public roads, and real estate through which transmission networks run, appropriate easements shall be established - enabling maximum possible use of full, technical infrastructure of the real estate by the potential purchasers.

A detailed schedule describing the organization of particular tenders and auctions for the sale of particular groups of assets of the Shipyard (described in chapter II) is presented in the chart below:

Tender/ auction no.	Description of groups of assets of Stocznia Gdynia S.A. subject to sale	Date of announcing sale of groups of assets of Stocznia Gdynia S.A.	Tender	Auction	Deadline for entering into preliminary conditional agreement	Deadline for entering into final, binding agreement
1	Group no. 2	Within 7 days from the approval of the Amended Sales Plan (however, not later than by 31 May 2010)	15 September 2010	18 October 2010	Within 14 days from the selection of the winning tender or conclusion of the auction	Within 7 days upon exercise or refusal to exercise the right of preference or pre-emption by the entitled entities
2	Group no. 9	Within 7 days from the approval of the Amended Sales Plan (however, not later than by 31 May 2010)	15 September 2010	18 October 2010	Within 14 days from the selection of the winning tender or conclusion of the auction	Within 7 days upon exercise or refusal to exercise the right of preference or pre-emption by the entitled entities
3	Group no. 17	Within 7 days from the approval of the Amended Sales Plan (however, not later than by 31 May 2010)	15 September 2010	18 October 2010	Within 14 days from the selection of the winning tender or conclusion of the auction	Within 7 days upon exercise or refusal to exercise the right of preference or pre-emption by the entitled entities
4	Group no. 21	Within 7 days from the approval of the Amended Sales Plan (however, not later than by 31 May 2010)	15 September 2010	18 October 2010	Within 14 days from the selection of the winning tender or conclusion of the auction	Within 7 days upon exercise or refusal to exercise the right of preference or pre-emption by the entitled entities
5	Group no. 5A	Within 7 days from the approval of the Amended Sales Plan (however, not later than by 31 May 2010)	15 September 2010	18 October 2010	Within 14 days from the selection of the winning tender or conclusion of the auction	Within 7 days upon exercise or refusal to exercise the right of preference or pre-emption by the entitled entities
6	Group no. 23- Wieżycza Holiday Resort	Within 7 days from the approval of the Amended Sales Plan (however, not later than by 31 May 2010)	15 September 2010	18 October 2010	----	Within 14 days from the selection of the winning tender or conclusion of the auction
7	Group no. 33 – Ship 8185 design	not later than by 1 September 2010	15 September 2010	18 October 2010	----	Within 14 days from the selection of the winning tender or conclusion of the auction
8	Group no. 34 Container ships designs	not later than by 1 September 2010	15 September 2010	18 October 2010	----	Within 14 days from the selection of the winning tender or conclusion of the auction
9	Group no. 35 – Car carriers designs	not later than by 1 September 2010	15 September 2010	18 October 2010	----	Within 14 days from the selection of the winning tender or conclusion of the auction
10	Group no. 36 – Bulk carriers designs	not later than by 1 September 2010	15 September 2010	18 October 2010	----	Within 14 days from the selection of the winning tender or conclusion of the auction
11-20	Group no. 38a-38j – Materials – current assets	not later than by 1 September 2010	15 September 2010	18 October 2010	----	Within 14 days from the selection of the winning tender or conclusion of the auction

IV. Preliminary costs and expenses relating to the accomplishment of the sales plan

1) Announcements about tenders in local and countrywide press	PLN 100 000.00 gross
2) Other announcements	PLN 6 000.00 gross
3) Court, notarial and administrative fees related to obtaining documents necessary for the sale	PLN 12 000.00 gross
4) Costs of the entity organizing the tender	PLN 80 000.00 gross
5) Costs of dispatching access keys by courier	PLN 10 000.00 gross
6) Costs of work (handling the process, including work in overtime, works of the tender committee)	PLN 50 000.00 gross
7) Total	PLN 258 000.00 gross

The above mentioned cost estimate has been calculated based on the costs incurred in the II stage of the compensation proceedings, with the consideration of the smaller number of assets subject to sale.

Attachment – “Division of assets of Stocznia Gdynia S.A.” map

Attachment no. 1 – Group no. 2

Attachment no. 2 – Group no. 9

Attachment no. 3 – Group no. 17

Attachment no. 4 – Group no. 21

Attachment no. 5 – Group no. 5A

Attachment no. 6 – Group no. 23

Attachment no. 7 – Group no. 38a-38j