

Kraków, dated on January 5, 2024

Case no. 2/L/2023/2024

**Invitation to participate in the tender
regarding the sale of production lines**

I. THE SELLER

Polska Grupa Opakowaniowa Opakomet Spółka Akcyjna with its registered office in Kraków, Polska, a company duly organized under the laws of Poland, Karola Łowińskiego 7D St, 31-752 Kraków, Poland, entered in the register of entrepreneurs conducted by the District Court in Kraków-Śródmieście in Kraków, XI Division of the National Court Register, KRS number: 0000245701, REGON no. 120137520, tax identification number (NIP): 945-20-44-704, share capital of 26.601.126,79 - PLN fully paid.

II. DESCRIPTION OF THE OBJECT OF SALE

1. The subject of the sale are three independent production lines (L2, L4 and L5) described in **Appendix 1** to the Invitation, hereinafter referred to collectively as **"the Equipment"**.
2. The production lines sold are used, after full depreciation, technically efficient, with clear signs of wear and tear, with the proviso that the L2 line is sold without a press.
3. The sale will be made under the terms and conditions specified in the draft agreement constituting **Appendix No. 2** to the Invitation.
4. The asking price for the Equipment is: EUR 145,000.00 net (in words: one hundred forty five thousand and 00/100 EUR) whereas the above amounts shall be converted into PLN at the rate of exchange of the National Bank of Poland applicable on the day preceding the deadline for submission of tenders
5. The Seller shall allow for the possibility of an on-site inspection of the Equipment prior to the deadline for submission of bids, after the potential bidder has signed a non-disclosure agreement according to the draft provided by the Seller. The Equipment may be inspected at the Seller's facility in Łowicz during the Seller's office hours from 8:00 am to 4:00 PM, Monday to Friday (excluding public holidays), by prior telephone appointment.
6. The place of delivery of the Equipment shall be the Seller's facility indicated in section 5 above.

III. RELEVANT INFORMATION CONCERNING THE PROCEEDINGS

1. Save as otherwise provided in the Invitation, the sale shall be conducted by means of a tender, within the meaning of Article 70(1) of the Civil Code of 23 April 1964 (Journal of Laws 2023, item 1610, as amended), taking into account the provisions

of Resolution No. 24/2022 of the of the General Meeting of the Seller's company - on the basis of the bids submitted by the bidders, based on the principles set out in this Invitation.

2. The Seller does not allow partial bids, for individual production lines.
3. The Seller does not allow the submission of optional bids.
4. The condition for entering the tender is timely payment of the tender deposit referred to in Chapter VII, in the full amount required.
5. Prior to entering the tender, the participant is obliged to familiarize themselves with the actual and legal status of the fixed asset being sold.
6. The following may not participate in the tender:
 - a) members of the Seller's Management Board or supervisory body,
 - b) persons who have been entrusted with the performance of activities connected with the holding of the tender,
 - c) the spouse, children, parents and siblings of the persons referred to in a) and b) above,
 - d) persons who remain with the Seller in such a legal or factual relationship that it may raise justified doubts concerning their impartiality.
7. Any tenderer failing to meet the requirements for participation in the procedure will be subject to exclusion and its tender will be rejected.
8. The submission of even one valid bid is sufficient for the tender to take place.

IV. DEADLINE AND PLACE FOR SUBMISSION OF BIDS

1. The bid should be submitted by January 23, 2024, 12:00 pm (at noon) (the date and time of receipt by the Seller will be decisive) to the Seller's email address: przetarg1@pgoopakomet.pl with the annotation:

Bid for the purchase procedure for production lines.

2. Bids delivered after the deadline will not be considered.
3. The bidder may, before the expiry of the deadline for submission of bids, modify its bid, notifying the Seller to the given above Seller's email address (date and time of receipt are important).
4. The opening of bids will take place on the day indicated in paragraph 1, at 12.30 pm, in a closed session, inaccessible to the public, including bidders.

V. TIME LIMIT FOR BEING BOUND BY THE BID

1. The bidding period shall be 60 days and shall be calculated from the date on which the deadline for submission of bids expires.
2. The seller may ask bidders to agree to extend the bidding period.

VI. DESCRIPTION OF BID PREPARATION

1. The bidder may submit only one bid.
2. The bidder shall prepare a bid in Polish or English - in a legible and durable manner, using the form specified in **Appendix No. 3** to the Invitation.

3. The bid must contain at least: (1) name and registered office (or name and surname) and address of the bidder, (2) offered price for the given Equipment, (3) statement of the bidder that he/she is familiar with the subject of the tender.
4. The bid must be signed by the bidder or persons authorized to represent the bidder.
5. The tender shall be prepared in accordance with the requirements of this Invitation.
6. The Bidder shall bear all costs associated with the preparation and submission of the bid.
7. The Bidder submitting a bid unconditionally accepts all conditions specified in this Invitation without conditions.
8. Settlements between the Seller and the Purchaser shall be made in Polish zloty (for bidders seated in Poland) or in EURO (for bidders seated abroad).
9. As a complete bid, the Bidders shall submit a completed, signed and sealed Bid Form (according to the sample specified in Attachment No. 3) together with the attachments constituting an integral part of the bid:
 - a) the initialled Description of the Object of Sale – Attachment no. 1,
 - b) the initialled Draft Attachment - Attachment No. 2,
 - c) copy of a current excerpt from the National Court Register (KRS) or a certificate of entry in CEIDG (not older than 3 months from the date of bid opening),
 - d) the confirmation of the payment of tender deposit.
10. If a natural person enters the tender, he/she is additionally obliged to submit with the bid a written declaration of consent to the processing of his/her personal data for the purposes of the tender.

VII. THE TENDER DEPOSIT

1. The Seller requires that a participant in the proceedings pay a tender deposit in the amount of 5% of the starting price of the sold items, which the participant's bid will concern, to the Seller's bank account, respectively:
 - in PLN: Bank **PKO BP S.A.**, account no. **84 1020 2892 0000 5702 0610 7660**, and
 - in EURO: Bank **PKO BP S.A.**, EUR: account number **32 1020 2892 0000 5002 0610 7678**, IBAN **PL32 1020 2892 0000 5002 0610 7678**, code **BIC (Swift): BPKOPLPW**.
2. Failure to pay the required tender deposit within the aforementioned time limit will result in rejection of the bid without a call for supplementation of this deficiency.
3. If the bid of the bidder in question is successful and a sales contract is concluded with this bidder, the tender deposit will be credited towards part of the price.
4. If the tenderer's bid is not selected, the tender deposit shall be refunded within 5 days of the closing of the tender procedure.
5. The tender deposit will be forfeited to the Seller if the bidder whose bid was selected evades the conclusion of the sales contract or, despite the conclusion of the contract, does not pay the bid price within the specified period.

VIII. EVALUATION AND SELECTION OF BIDS

1. The Bidder who submits a bid that does not meet the formal conditions specified in the Invitation, including an incomplete bid, shall be called upon to supplement the deficiencies within the time limit specified.
2. Bids not corrected within the time limit specified in paragraph 1 or bids not containing the price or containing price errors (other than obvious calculation errors) shall be rejected.
3. During the evaluation of submitted bids, the Seller may request the bidder to provide clarifications regarding the submitted bid content and call upon the bidder to supplement the documents within the time limit specified by the Seller.
4. The bid which meets all the requirements of the Invitation and contains the highest price (at least equal to the starting price) will be considered the most advantageous.
5. If it is determined that several bidders have offered the same price, the Seller shall inform these bidders of the time and place for the continuation of the auction. The conditions for holding such an auction will be specified by the Seller in the invitation to tender.
6. The bidder whose bid is finally selected will be notified by e-mail and invited to sign the Contract. The Agreement with the selected Purchaser shall be signed within 5 working days from the date the Seller obtains the required corporate approvals referred to in Chapter IX, section 2 of the Invitation.

IX. CONCLUSION OF THE PROCEEDINGS

1. The proceedings shall end with the selection of the most advantageous bid and conclusion of the agreement.
2. The signing of the sale agreement on the part of the Seller shall be conditional on the Seller obtaining the relevant corporate approvals under the Seller's Articles of Association. By entering into the tender, each bidder declares and undertakes that if its bid is selected as the most favourable one and the Seller fails to obtain the aforementioned corporate approvals, it will not make any claims against the Seller related to the failure to conclude the sale agreement.
3. The Seller reserves the right to cancel the procedure (in whole or in part) and to close it, at any stage, without stating the reason.
4. The selected Purchaser will be obliged to pay the purchase price offered in the bid for the Equipment within 2 working days from the date of concluding the sales agreement. Failure to pay the aforementioned amount shall result in forfeiture of rights under the concluded agreement and forfeiture of the bid security deposit. Release of the subject of the sale shall take place immediately upon payment of the price, under the terms and conditions specified in the sale agreement.
5. Immediately after the finalization of the tender, a record of the tender is drawn up, containing:
 - a) the time and place of the tender,
 - b) the subject of the tender and the amount of the starting price,
 - c) the list of tenderers, specifying the amount of the tender security deposit and the price offered,

- d) data of the purchaser and the price offered by him/her,
 - e) the signature of the person drawing up the minutes on behalf of the seller,
 - f) any note of non-payment of the purchase price by the purchaser or payment of the required price by the purchaser within the prescribed period.
6. In the event of violation of the applicable provisions of law during the tender, the Seller will declare the tender invalid.

X. ADDITIONAL INFORMATION

1. The notice in question shall be posted on the Seller's website, in a conspicuous public place at the Seller's registered office and in the Public Information Bulletin.
2. After the publication of the Invitation, the Seller reserves the right to independently invite potential buyers known to him to submit bids.
3. In the course of the proceedings, the Seller shall be guided by the principles of equal treatment of bidders, fair competition and transparency.
4. Any entity interested in submitting a bid may contact the Seller (by e-mail to email address: m.szkup@pgoopakomet.pl):
 - a) to clarify, specify or amend the provisions of the Invitation, including an extension of the deadline for the submission of tenders,
 - b) to set a date for an on-site visit of the production lines,until January 17, 2024. In the case of questions regarding point a) above, the Seller will provide an answer on the website. In the event that a question to the contents of the Invitation is received by the Seller after the expiry of the aforementioned deadline, the Seller shall have the right, but not the obligation, to provide an answer.

An additional condition for the performance of the activities referred to in paragraph 4(b) is that the bidder signs and submits to the Seller a non-disclosure agreement according to the draft provided by the Seller.
5. The Seller's office shall be open from Monday to Friday from 8.00 a.m. to 4.00 p.m. (excluding holidays and public holidays).
6. The person authorized by the Seller to communicate with bidders on formal matters is: Andrzej Jeleński cell: +48 664 911 011. The indicated person shall not provide information concerning the contents of the invitation; in this respect, the procedure specified in section 4 above shall be followed.

XI. APPENDICIES

Appendix No. 1 - Detailed description of the object of sale,
Appendix No. 2 - Draft Agreement,
Appendix No. 3 - Bid form.