CALL FOR INDICATIVE OFFERS TO PURCHASE CLAIMS AND OWNERSHIP STAKE

Call for indicative offers to purchase claims and ownership stake of the Bank Assets Management Company, Davčna ulica 1000, Ljubljana, held in connection to the company LITOSTROJ JEKLO d.o.o., Litostrojska cesta 44, 1000 Ljubljana, ID number: 2235374000 (hereafter: “Company”).

Bank Assets Management Company, Davčna ulica 1000, Ljubljana, (hereinafter: “Seller”) hereby publishes this invitation to tender in its own name and for its own account in reference to the purchase of its entire portfolio of claims held against the Company and ownership stake of the Company.

1. Subject of the sale

The Seller is considering to sell off all of its claims, including accrued court fees, interest and accessory rights held against the Company on 31 January 2015, this amounts to a total of €9,951,568.54 (hereinafter: “Claims”). The aforementioned amount of Claims shall be increased by the relevant fees and interest accrued from 01 February 2015 until paid. Alongside with Claims, the Seller is considering to also sell 51.51% ownership stake in the Company (hereinafter: “Ownership Stake”).

Ownership Stake may only be sold as entire, undivided unit. In any case, the purchase of Ownership Stake shall be subject to the condition that all Claims are included in the purchase. With regard to the purchase of Ownership Stake other shareholders of the Company shall have pre-emption rights according to the law.

Claims and Ownership Stake may only be sold together, as part of a joint transaction.

2. Tendering procedure

The sale process of Claims and Ownership Stake shall be conducted by the Seller. The sell process is open to domestic and foreign natural persons and legal entities having submitted bids for the purchase of Claims and Ownership Stake under the conditions outlined below.

The Seller will consider the incoming indicative offers for the purchase of Claims and Ownership Stake, sent by certified post, enclosed in a sealed envelope or parcel and sent to the following address: Družba za upravljanje terjatev bank, d.d., Davčna ulica 1, 1000 Ljubljana marked “DO NOT OPEN – INDICATIVE OFFER FOR PURCHASE OF RECEIVABLES AND OWNERSHIP STAKE (Litostroj Jeklo d.o.o.).”

The reverse side of the envelope must state the bidder’s name and surname or company name, and address. The deadline for submission of indicative offers shall be 11.03.2015, received at or before 15:00.

2.1. Contents of the indicative offer

Indicative offer has to contain the following elements:

A. Buyer information:
   i. Bidder’s name and surname or company name, permanent resident address or registered company address, tax number (for legal entities),
   ii. Bidder’s contact person’s contact information
   iii. Brief information on the Bidder (short description of the Bidder’s activities, including the volume of business, experience in the steel casting industry, identity of the ultimate beneficial owner of the buyer)
   iv. Declaration of the purpose for purchase,
   v. Declaration confirming that the bidder is acting in their own name and on their own behalf,
vi. Declaration of (non-)association existing between the bidder and Company, wherein the bidder indicates whether or not it has any equity or administration or any other interest vested in the Company, in terms of rules governing companies, or if the bidder has any associations with the owners or members of executive or supervisory bodies in Company, or with any companies with equity or other associations with the Company or the owners or members of executive or supervisory bodies in such companies, or if such association had ever existed in the past (“Declaration of Non-Association”),

B. Price for the purchase of Claims and Ownership Stake and financing method
   i. The bidder must clearly define the indicative price of the Claims and Ownership Stake (for example: The indicative price for the purchase of Claims and Ownership Stake held by the Seller in the company Litostroj Jeklo d.o.o., including accrued interest and accessory rights, amounts to EUR [●] (say: [●] EUR 00/100). Bidder should also describe financing method of the purchase.

If the bidder is a foreign legal entity, they must provide an extract from the relevant commercial register in which the company is registered as a legal entity.

The offer must be submitted in either Slovenian or English.

2.3. Opening of the offers

The opening of the offers shall not be public.

The Seller will evaluate the received indicative offers and provide the selected bidders with a process letter informing them of the next steps and conditions in the process. The Seller will, solely upon its discretion, select bidders which would in due time submit an appropriate indicative offer (“Selected Bidders”). The Seller also reserves its right to invite those bidders that have submitted an adequate offer after the deadline for submitting indicative offers. The Seller will (but is not obliged to) notify all the bidders whether they are invited in the next phase of selling process.

The Seller reserves the right to choose no bidder, and shall not be obligated to execute any agreement or contract with any of the bidders regarding their participation in the procedure involving the sale of Claims and Ownership Stake.

3. Miscellaneous

Bidders shall cover the costs of their participation in the present invitation to tender for the purchase of Claims and Ownership Stake or in the process of selling Claims and Ownership Stake, as well as any associated costs, regardless of the outcome of the public tendering procedure. The Seller reserves the right to change the proceedings and any terms of sale of the Claims and Ownership Stake.

By participating in the public tendering procedure, bidders consent to the terms of the procedure.

The agreement on the sale and purchase of Claims and Ownership Stake shall be made in the form of a directly executable notarial deed or in another form, insofar as it is stipulated by law or expressly requested by Seller in its own discretion.

4. Right of cancellation and exclusion of the Seller’s liability

The Seller reserves the right to change the process, individual steps involved, or other elements of the procedure, and may interrupt the collection of offers, selling or negotiations, where the Seller is released of all liability and the bidders shall have no claims against the Seller in this regard.

The Seller reserves the right not to sign the contract with any bidder.

The Seller’s liability is entirely excluded.
5. **Additional information**

The basic publicly available information about the company can be found at [www.dutb.eu/eng](http://www.dutb.eu/eng). Potential bidders seeking further information are welcomed to contact the Seller’s representative, Bor Vošnjak, tel. no.: 00386 1 429 38 93, email: [bor.vosnjak@dutb.eu](mailto:bor.vosnjak@dutb.eu).

6. **Applicable Law and Jurisdiction**

This public tendering procedure or this publication, procedures involved in this invitation to tender, collection of bids and the agreement on the sale of Claims and Ownership Stake shall be subject to the laws of the Republic of Slovenia. In the event of any disputes, the matter shall be resolved by the competent court in Ljubljana.

Seller:

Družba za upravljanje terjatev bank, d.d.

Chief Executive Director:

Torbjörn Månsson