CALL FOR NON-BINDING OFFERS TO PURCHASE CLAIMS

Call for non-binding offers to purchase a portion of the claims of the Bank Assets Management Company, Davčna ulica 1, 1000, Ljubljana, Slovenia, against the company ENERGOPLAN gradbeno podjetje d.d., Pod hribom 55, 1000 Ljubljana, Slovenia, company registration number: 5386748000 (hereinafter: “Company”).

In its own name and for its own account, Bank Assets Management Company, Davčna ulica 1, 1000, Ljubljana, Slovenia (hereinafter: “Seller”) hereby publishes this call for non-binding offers to purchase a portion of its portfolio of claims against the Company.

1. Subject of the sale

The Seller intends to sell off part of its portfolio of claims, including accrued fees, interest and accessory rights held against the Company. As at 24 July 2015, this amounts to a total of 16,145,877.71 EUR, secured with pledged real estate – Kondominij Tivoli Project (“claims”). The aforementioned amount of claims shall be increased by the relevant fees and interest accrued from 25 July 2015 until paid. The aforementioned claims are being sold as an indivisible unit.

2. Tendering procedure

The non-binding offer collection procedure is coordinated by the Seller. The call for offers is open to domestic and foreign natural persons and legal entities who have submitted offers for the purchase of claims under the conditions outlined below and who are permitted to acquire the claims described in this call for offers under applicable Slovenian law.

The seller will consider the incoming non-binding offers for the purchase of claims, 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 - OFFER FOR PURCHASE OF CLAIMS (ENERGOPLAN d.d.)”.

The reverse side of the envelope must state the bidder’s name and surname or company name, and address. The deadline for submission of non-binding offers shall be 12.10.2015, received at or before 15:00 hours. The offer shall be considered to have been submitted in a timely manner provided it has been delivered to the Seller’s address by the aforementioned date, at or before 15:00 hours. Offers delivered to the above address after the aforementioned deadline will be excluded from further procedure and will be returned unopened to the sender’s address.

2.1. Contents of the non-binding offers

For the purposes of the bidding procedure, Seller shall consider non-binding offers which have been signed by the bidder’s legal representative and 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. Buyer’s contact person’s contact information
   iii. Identity of the bidder’s ultimate owner,
   iv. Declaration of the purpose for purchase of claims,
   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-relation”).

B. **Price for the purchase of claims, due date for payment, and (payment) method**

The potential buyer must clearly define the final price of the claims held by the Seller against the Company (for example: The price for the purchase of claims held by the Seller against the company ENERGOPLAN gradbeno podjetje d.d., including accrued interest and accessory rights, amounts to EUR [●] (say: [●] EUR 00/100).

In the submitted offer, the bidder must describe the circumstances of the purchase of claims, along with the proof that the potential buyer has or will have at their disposal adequate funding for the purchase of the claim (for example: a statement from the bank confirming a bank deposit has been made by the bidder, a statement from the bank confirming the purpose of financing, etc.).

The tenderer must indicate the final deadline for payment in their offer.

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. Each bidder may submit no more than one offer. In the event that the bidder should submit more than one offer, all offers submitted by the same bidder will be disqualified.

### 2.2 Due diligence

It will be possible to carry out the process of due diligence in the period between 11 August 2015 and 09 October 2015, by 14.00 hours. The due diligence review may be performed electronically, on a 24-hours-a-day basis.

The conditions for performing the due diligence review are as follows:

1. signing a Non-Disclosure Agreement, where the signatory’s signature shall be certified by a notary, which the Seller will send to interested bidders upon written request; and
2. signing the Data Room Rules.

The seller reserves the right to deny any individual bidder access to the documentation, without providing a reason, or to withhold, or prevent access to, specific information.

### 2.3. Opening of the non-binding offers

The opening of the non-binding offers shall not be public.

#### 3. **Call for binding offers to purchase claims**

Within twenty-one (21) days after the deadline for submission of non-binding offers indicated in Article 2 above, the seller may, but is not obligated to, publish a public call for submission of binding offers to purchase the claims or a public auction (the Seller shall choose the relevant procedure at its own discretion).

In the course of this collection of non-binding offers, the Seller shall not select any bidder or offer, nor make any agreements or sign any contracts regarding their mutual collaboration in the sale of claims. Also, the Seller reserves the right not to put out a public call for binding offers or execute a public auction for the sale of claims.
4. Miscellaneous

Bidders shall cover the costs of their participation in this public call for offers, or the public invitation to submit offers for the purchase of claims/process of selling claims, 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 terms of sale of the claims.

By participating in the public tendering procedure (i.e. by submitting offers), bidders confirm their agreement with the terms of the procedure.

5. 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, at any time, whereas the Seller is released of all responsibility 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 in subsequent stages of the claims sale procedure.

The Seller’s liability is entirely excluded.

6. Additional information

Potential bidders seeking further information may contact Seller’s representative, Petra Pogačnik, tel. no.: +386 1 42 93 866, e-mail: petra.pogacnik@dutb.eu.

7. Applicable Law and Jurisdiction

This public tendering procedure or this publication, procedures involved in this call and the process of collection of offers 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.

This call for non-binding offers is executed in Slovenian and English language. In case of discrepancies between aforementioned versions the Slovenian version shall prevail.

Seller:

Družba za upravljanje terjatev bank, d.d.

Executive director:

Torbjörn Månsson