

Na temelju članka 10. i 44. Zakona o financijskom poslovanju i predstečajnoj nagodbi (Narodne novine br.108/12, 144/12,81/13,112/13; u daljnjem tekstu: „ZFPPN“), a u skladu sa smjernicama sa sjednice Nadzornog odbora društva Zagorje-Tehnobeton-a d.d (broj: 14/14) od dana 17.12.2014. godine, Uprava društva Zagorje-Tehnobeton-a d.d. sa sjedištem u Varaždinu, Pavleka Miškine 49 (u daljnjem tekstu: „Društvo“) dana 10.01.2015.godine, donijela je

ODLUKU

kojom se pozivaju sve zainteresirane fizičke i/ili pravne osobe za iskazivanje interesa za sudjelovanje u postupku restrukturiranja Društva.

UVODNE NAPOMENE

I.

Kako bi utvrdili postojanje interesa za sudjelovanje u postupku restrukturiranja Društva i provedbi postupka predstečajne nagodbe sukladno odredbama ZFPPN-a, uprava Društva ovim putem objavljuje javni poziv svim zainteresiranim osobama da dostave svoje ponude za sudjelovanje u postupku dokapitalizacije Društva kroz povećanje temeljnog kapitala izdavanjem novih dionica Društva.

Očekivani ukupni iznos dokapitalizacije Društva je 120.000.000,00 HRK (slovima: sto dvadeset milijuna kuna).

Namjera je uprave Društva kroz javni poziv pronaći jednog ili više strateških partnera radi provedbe dokapitalizacije Društva. Zainteresirani ulagatelji mogu iskazati svoj interes i dostaviti pisane ponude za ulaganje u Društvo koje će se provesti putem povećanja temeljnog kapitala ulogom u novcu i izdavanjem novih dionica.

Zainteresirani ulagatelji mogu dostaviti i alternativne ponude koje osiguravaju postizanje likvidnosti i solventnosti Društva te prikupljanje sredstava potrebnih za nastavak poslovanja, a koje nužno ne uključuju dokapitalizaciju Društva u iznosu od 120.000.000,00 HRK.

Uprava Društva je ovlaštena prihvatiti i alternativnu ponudu zainteresiranih ponuditelja ukoliko bi takva ponuda omogućila nastavak redovnog poslovanja Društva.

OSNOVNI PODACI O DRUŠTVU

II.

Tvrтка: ZAGORJE-TEHNOBETON dioničko društvo za izvođenje svih vrsta građevinskih radova;

Sjedište: Varaždin, Pavleka Miškine 49;

OIB: 68289504926;

Vrsta poslovanja: proizvodnja proizvoda od betona, gipsa i sl. i građenje, projektiranje i nadzor nad gradnjom;

Ukupan broj zaposlenih: na dan 09. siječnja 2015. godine ukupan broj zaposlenih iznosi 493.

Temeljni kapital društva: 81.000.000,00 HRK;

Jedini dioničar društva: ZAGORJE d.d. sa sjedištem u Varaždinu, Ankice Opolski 2, OIB: 69246918842.

On the basis of Articles 10 and 44 of the Financial Operations and Pre-Bankruptcy Settlement Act (Official Gazette 108/12, 144/12, 81/13 and 112/13) (*hereinafter: FOPSA*) and in accordance with the guidelines established at the session of the Supervisory Board of the company Zagorje-Tehnobeton d.d. (Zagorje-Tehnobeton Plc.) (No. 14/14) dated 17 December 2014 the Management Board of the company Zagorje-Tehnobeton d.d. (Zagorje-Tehnobeton Plc.) with its registered seat in Varaždin, Pavleka Miškine 49 (*hereinafter: „Company“*) hereby issue on 10 January 2015 the following

DECISION

to invite all interested natural and/or legal persons to express their interest in participating in the Company's restructuring

INTRODUCTORY NOTES

I.

So as to determine existing interest for participation in the Company's restructuring and the pre-bankruptcy settlement procedure in accordance with the provision of the FOPSA the Company's Management Board hereby issue a public call for tender to all interested persons – to submit their bids for participation in the recapitalization of the Company by increasing the share capital through the issuing of new Company shares.

The expected amount for the Company's recapitalization is HRK 120,000,000.00 (in letters: one hundred twenty million kuna).

The intent of the Company's Management Board is to find one or more strategic partners for the recapitalization of the Company through the issued public call for tenders. The interested investors may express their interest and deliver written bids for investment into the Company, which shall be carried out by increasing the share capital with money investments and issuing of new shares.

The interested investors may also deliver alternative bids which ensure the Company's liquidity and solvency, as well as the acquiring of funds necessary to continue business activities, which do not necessarily include the Company's recapitalization in the amount of HRK 120,000,000.00.

The Company's Management Board is also authorized to accept the alternative bid of interested bidders if such a bid would ensure the continuation of the Company's regular business activities.

BASIC COMPANY INFORMATION

II.

Company: ZAGORJE-TEHNOBETON public limited company for all types of construction works

Seat: Varaždin, Pavleka Miškine 49

OIB(Personal Identification Number): 68289504926

Type of business activity: manufacturing of concrete, cast and similar products, building, design and construction supervision

Total number of employees: On 9 January 2015 the total number of employees was 493.

Company share capital: HRK 81,000,000.00

Sole company shareholder: ZAGORJE d.d. (ZAGORJE Plc.) with its registered seat in Varaždin, Ankice Opolski 2, OIB (Personal Identification Number): 69246918842.

Nad Društvom je Rješenjem FINA-e, pod klasom: UP - I/110/07/14-01/6856 od 26.09.2014. godine, otvoren redovni postupak predstečajne nagodbe nad Društvom, s danom 26.09.2014. godine.

PLANIRANO RESTRUKTURANJE

III.

Uprava Društva poziva sve zainteresirane ulagatelje (strateške partnere i/ili investicijske ulagatelje) na:

- iskazivanje interesa za sudjelovanjem u povećanju temeljnog kapitala Društva radi postizanja adekvatnosti kapitala i tekuće likvidnosti te nastavka redovnog poslovanja Društva;
- dostavljanje ponuda za ulaganje u Društvo, odnosno strateško povezivanje s Društvom, radi održivosti nastavka poslovanja i dokapitalizacije Društva u cilju provođenja mjera financijskog i operativnog restrukturiranja Društva.

NAČIN PROVEDBE I ROKOVI

IV.

Prikupljanje ponuda, odnosno utvrđivanje interesa za sudjelovanje u postupku restrukturiranja Društva provesti će se u dva kruga, i to:

- ponuditelji su obvezni u prvom krugu dostaviti **indikativne ponude** najkasnije do **03.02.2015. godine u 16:00 sati (u daljnjem tekstu: „Prvi krug“)**;

- ponuditelji su obvezni u drugom krugu dostaviti **obvezujuće ponude**, najkasnije do **24.02.2015. godine u 16:00 sati (u daljnjem tekstu: „Drugi krug“)**.

Ponude moraju biti fizički dostavljene Društvu do protoka navedenih rokova, u protivnom neće biti uzete u razmatranje.

Prilikom dostavljanja ponuda, ponuditelji su u ponudi obvezni navesti osnovne podatke (tvrka, identifikacijski broj, ime i prezime odgovorne osobe te osobe za kontakt, sjedište za pravnu osobu, odnosno prebivalište ili boravište za fizičku osobu, broj telefona, e-mail adresu).

V.

Ponude zainteresiranih ulagatelja moraju sadržavati podatke i informacije sadržane u Uvjetima natječaja koji će biti javno objavljeni i mogu se preuzeti putem Internet stranice Društva (www.gpzagorje.hr).

ODABIR PONUDA

VI.

Uprava Društva će nakon protoka roka za dostavu indikativnih ponuda provesti postupak vrednovanja i ocjene valjanosti pristiglih ponuda sukladno Uvjetima natječaja.

Obvezujuće ponude će biti ovlaštene podnijeti isključivo ponuditelji čije su indikativne ponude prihvaćene u Prvom krugu.

Ponude koje pristignu Društvu izvan rokova određenih u ovoj Odluci nisu valjane te se iste neće uzimati u razmatranje prilikom odabira ponuditelja.

DOSTAVA I INFORMACIJE

VII.

Pisane ponude, odnosno iskaz interesa zainteresiranih ulagatelja dostavljaju se pisanom obliku, preporučenom poštanskom pošiljkom ili neposredno u zatvorenoj omotnici s naznakom:

-u prvom krugu: „Indikativna ponuda za strateško povezivanje i dokapitalizaciju društva Zagorje-Tehnoibeton d.d.“

A regular pre-bankruptcy settlement procedure was initiated on 26 September 2014 at the Company - on the basis of the Decision of the Croatian Financial Agency (FINA), classification: UP - I/110/07/14-01/6856, dated 26 September 2014.

PLANNED RESTRUCTURING

III

The Company's Management Board invites all interested investors (strategic partners and/or investors):

- to express their interest in participating in the increase of the Company's share capital – so as to achieve the adequate amount of capital and current liquidity and ensure the continuation of the Company's regular business activities
- to deliver bids for investment into the Company, that is, strategic joining with the Company – so as to ensure the continuation of sustainable business activities and recapitalization of the Company and ultimate implementation of measures for the Company's financial and operational restructuring.

MODE OF ORGANIZATION AND DEADLINES

IV

The collection of bids, that is, establishing of interest for participating in the Company's restructuring, shall be carried out in two phases in the following mode:

- The Bidders shall deliver **their indicative bids** in the First Phase – by **3 February 2015**, 16:00 h at the latest (*hereinafter: „First Phase“*).

- Bidders shall deliver **their binding bids** in the Second Phase – by **24 February 2015**, 16:00 h at the latest (*hereinafter: „Second Phase“*).

The bids shall be physically delivered to the Company until the expiry of the aforementioned deadlines. In the contrary, the bids shall not be taken into consideration.

When delivering the bids the bidder shall state their basic information (company name, identification number, name and surname of their responsible person and contact person, registered seat for legal persons or permanent or temporary place of residence for natural persons, phone number and e-mail address).

V

The bids of the interested investor shall contain data and information stipulated by the Tender Conditions, which shall be publicly published and may be downloaded on the Company's web page (www.gpzagorje.hr).

SELECTION OF BIDS

VI

After the expiry of the deadline for the delivery of the indicative bids the Company's Management Board shall carry out the evaluation and verification of received bids in accordance with the Tender Conditions.

Only bidders whose indicative bids have been accepted in the First Phase are authorized to submit binding bids.

Bids delivered to the Company after the expiry of the deadlines stipulated by this Decision shall not be deemed valid and shall not be taken into consideration when selecting the bidders.

DELIVERY AND INFORMATION

VII

The bids, that is, expression of interest of interested investors, shall be delivered in written form by registered mail or directly in a closed envelope with the following designations:

-for the First Phase: „Indicative Bid for Strategic Joining and Recapitalization of the Company Zagorje-Tehnoibeton d.d. (Zagorje-Tehnoibeton Plc.)“

ZAGORJE – TEHNOBETON d.d. / ZAGORJE – TEHNOBETON Plc.

Pavleka Miškine 49. .. 42000 Varaždin .. p.p. 61 .. Hrvatska / Croatia
T + 385(0)42 404 404 F + 385(0)42 350 693 E tehnobeton@gpzagorje.hr W www.gpzagorje.hr

<p>- u drugom krugu: „<u>Obvezujuća ponuda za strateško povezivanje i dokapitalizaciju društva Zagorje-Tehnobeton d.d.</u>“</p> <p>Sve ponude i/ili druga korespondencija se dostavljaju na adresu :</p> <p style="text-align: center;">ZAGORJE-TEHNOBETON d.d Pavleka Miškine 49 42000 Varaždin, Republika Hrvatska</p> <p style="text-align: center;">n/p. pravna služba Društva</p> <p>te moraju sadržavati sljedeću naznaku:</p> <p style="text-align: center;">„Strogo povjerljivo - ne otvarati“</p> <p>Kontakt osoba u Društvu radi za radnje i aktivnosti vezano uz provedbu javnog poziva je:</p> <p style="text-align: center;">Nenad Habunek, dipl. iur., voditelj odjela za pravne poslove (email: nenad.habunek@gpzagorje.hr tel. +385 42 659 998; mob. +385 99 256 39 78)</p> <p style="text-align: center;">VIII.</p> <p>Informacije o Društvu kao i relevantna financijska dokumentacija o društvu biti će objavljeni na Internet stranicama Društva (www.gpzagorje.hr).</p> <p>Detaljne informacije u statusu postupka predstečajne nagodbe nad Društvom se mogu pronaći na Internet stranicama FINA-e (predstecajnenagodbe.fina.hr/).</p> <p style="text-align: center;">ZAVRŠNE ODREDBE</p> <p style="text-align: center;">IX.</p> <p>Društvo će nakon odabira ulagatelja cjelokupni postupak predstečajne nagodbe te postupak dokapitalizacije Društva i/ili sve druge postupke provesti sukladno sporazumu s odabranim ulagateljem, sve u cilju efikasne provedbe restrukturiranja Društva.</p> <p style="text-align: center;">X.</p> <p>Ponuditelji koji su predali ponude temeljem ovog javnog poziva biti obaviješteni o konačnom ishodu ovog postupka putem obavijesti koja će biti objavljena na Internet stranicama Društva (www.gpzagorje.hr).</p> <p style="text-align: center;">XI.</p> <p>Na ovaj poziv i njegovo tumačenje primjenjuju se Uvjeti natječaja.</p> <p>Ovaj poziv je izrađen na hrvatskom i engleskom jeziku. U slučaju nepodudaranja ili različitog tumačenja, za primjenu i tumačenje su mjerodavne odredbe na hrvatskom jeziku.</p>	<p>- for the Second Phase: „<u>Binding Bid for Strategic Joining and Recapitalization of the Company Zagorje-Tehnobeton d.d. (Zagorje-Tehnobeton Plc.)</u>“</p> <p>All bids and/or other correspondence shall be delivered to the following address:</p> <p style="text-align: center;">ZAGORJE-TEHNOBETON d.d Pavleka Miškine 49 42000 Varaždin, Republika Hrvatska</p> <p style="text-align: center;">Attn: Company Legal Affairs Department</p> <p>It shall furthermore have the following designation.</p> <p style="text-align: center;">„Strogo povjerljivo – ne otvarati“ („Highly confidential – do not open“)</p> <p>The Company contact persons for activities related to the organization of the public call for tender is</p> <p style="text-align: center;">Nenad Habunek, LLB Head of the Legal Affairs Department (E-mail: nenad.habunek@gpzagorje.hr Phone: +385 42 659 998 Cell: +385 99 256 39 78)</p> <p style="text-align: center;">VIII</p> <p>Company information and relevant financial documentation shall be published on the Company's web pages (www.gpzagorje.hr).</p> <p>Detail information on the status of the pre-bankruptcy settlement procedure at the Company is available on the web page of the Croatian Financial Agency (FINA) (predstecajnenagodbe.fina.hr/).</p> <p style="text-align: center;">FINAL PROVISIONS</p> <p style="text-align: center;">IX</p> <p>After the selection of the bidders the Company shall carry out the whole pre-bankruptcy settlement procedure and Company recapitalization procedure and/or other procedure – in accordance with the agreement with the selected investor and with the aim of the Company's efficient restructuring.</p> <p style="text-align: center;">X</p> <p>Bidders who have submitted their bids on the basis of this public call for tender shall be informed on the final results of this procedure with a notice which shall be published on the Company web pages (www.gpzagorje.hr).</p> <p style="text-align: center;">XI</p> <p>The Tender Conditions shall be applied to this call and its interpretation.</p> <p>This call is written in the Croatian and English languages. In case of discrepancies or different interpretation, the applicable provisions in the Croatian language shall be used for application and interpretation.</p>
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Zagorje-Tehnobeton d.d. / Zagorje-Tehnobeton Plc.

Michael Gruber, predsjednik Uprave/ Chairman of the Management Board

Željko Filipović, član Uprave/ member of the Management Board

Ivica Nemeček, prokurist / authorized signatory