

Based on the Restructuring Program of the Company «International CG» d.p. in restructuring, Belgrade, adopted on 26 December 2007, by the Privatization Agency Decision no. P 69/07 – OD, with the Amendment no.1 to the Restructuring Program of the Company subsequently ratified by Decision no. 10-2179/08-700/03 dated July 30, 2008, Amendment no. 2 to the Restructuring Program of the Company ratified by Decision no. 10-418/09-700/03 dated February 13, 2008 and Amendment no. 3 to the Restructuring Program of the Company ratified by Decision no. 10-2498/09-700/03 dated June 15, 2009, and the Proxy Agreement no. II at the First Municipal Court under ref. No. 1774/10, dated March 29, 2010, by and between the Company «International CG» d.p. in restructuring, Belgrade, as the Principal, and the Privatization Agency (hereinafter referred to as the “Agency”) as the Proxy, the Agency is issuing the following:

**PUBLIC INVITATION
FOR PARTICIPATION IN PUBLIC BIDDING FOR PURCHASING
100% OF THE STAKE OF THE COMPANY «INTERNATIONAL CG» DP IN
RESTRUCTURING, BELGRADE
IN «CG TRADE» DOO BELGRADE**

Sale Code: P-210510-3391

1. Subject of Sale

Subject of Sale is 100% of the stake of the Company «International CG» d.p. in restructuring (hereinafter the “Seller”) in the Company «CG TRADE» d.o.o. Belgrade, which represents the stake of 100% in the total equity of «CG TRADE» d.o.o. Belgrade, no. 43, Narodnih Heroja Street (hereinafter the “Company”).

2. Information on the Company

Name: «CG TRADE» d.o.o. Belgrade
Address: no. 43, Narodnih Heroja Street, Belgrade
Tel: +381 11 311-30-10
Fax: +381 11 311-34-27
Registration number: 20503939
Core activity: 52120 Other retail trade in the sales outlets of mixed goods

The Company uses the following sales outlets:

- Outlet «Ada», no. 20 Trgovacka Street, Belgrade
- Outlet «Kosutnjak», no. 83, Pozeska Street, Belgrade
- Outlet «Lotos», no. 3, Terazijski prolaz, Belgrade
- Outlet «Renesansa», no. 5, Palmira Toljatija Street, Novi Beograd
- Office space in Novi Sad, no. 3a, Bulevar Oslobođenja Street, Novi Sad
- Sales outlets on border crossings in duty free zones: «Vrska Cuka» Veliki Izvor - Zajecar, «Gradina» - Bacevo – Dimitrovgrad, «Strezimirovci» Strezimirovci – Surdulica, «Srpska Crnja» Nova Crnja, «Kaludjerevo» Bela Crkva, «Prahovo» in the part of the Prahovo Port.
- Outlet «Zora», no. 5, Makedonska Street, Belgrade
- Outlet «Dunav I» and «Dunav II», as well as the warehouse «Dunav III», no. 21, Dunavska Street, Belgrade – legal dispute is in progress.

The Company uses the following rented business premises (sales outlets):

- «Afrodita», no. 11, Dragoslava Jovanovica Street, Belgrade

- «Tesla», no. 89, Despota Stefana Street, Belgrade
- «Takovo», no. 12, Takovska Street, Belgrade
- «Hummel», no. 43, Narodnih Heroja Street, Belgrade
- «Intercont III», no. 43, Narodnih Heroja Street, Belgrade.

Detailed information on the Subject of Sale, the Company and the aforementioned premises is the integral part of the bidding documents (Sale Documents).

3. Sale Conditions

Opening price: EUR 2.330.000

Deposit: EUR 233.000

Obligations of the buyer of the Subject of Sale are stipulated by the Sale and Purchase Agreement which is an integral part of the Sale Documents.

By signing the Sale and Purchase Agreement, the Buyer is committed to continue to employ a certain number of full-time employees who at the time of signing had been employed full-time and part time by the Seller, according to the list that is an integral part of the Sale Documents.

By submitting an application for participation in public bidding the Participant agrees to terms contained in the Instruction to Bidders and the Sale and Purchase Agreement which are deemed part of the Sale Documents.

Parties interested for the purchase of the Subject of Sale have to buy the Sale Documents, to pay a Deposit or submit the Bid Bond for the same amount in accordance with the Instructions to Bidders and submit the Application for participation in public bidding.

4. Sale Documents

Sale Documents Fee is EUR 3.000 (three thousand euros) if the Participant is a foreign legal entity or individual i.e. EUR 3.000 (three thousand euros) payable in RSD according to the median official exchange rate of the National Bank of Serbia at the invoicing date if the Participant is a domestic legal entity or individual.

The Agency hereby invites all interested parties to file a written request for purchasing the Sale Documents, not later than by **May 12, 2010 at 16:30 (Belgrade time)**.

Sale Documents will be accessible from April 26, 2010.

The written request for purchase of the Sale Documents is to be delivered by e-mail or facsimile at the address below, clearly marked:

»Request for purchasing the Sale Documents – Sale Code **P-210510-3391**«

Upon receiving the request, an invoice for payment of the Sale Documents Fee shall be forwarded to the Tender Participant's authorized representative by e-mail or facsimile.

Upon receipt of the evidence of payment of the Sale Documents Fee, the Agency shall hand the Sale Documents to the Participant or to its authorized representative, in person. Sale documents can be obtained at the following address: **Privatization Agency, Centre for Auctions and Compulsory Liquidation, 23, Terazije (V floor), 11000 Belgrade, from 09:00 to 16:30, in the period from April 26, 2010 to May 12, 2010.**

The Agency shall not be held liable for any loss or delay that may occur in the delivery of any document

5. Due diligence of Tender Participants

Subsequent to concluding the Confidentiality Agreement and purchasing of the Sale Documents, in the period **from April 26, 2010 to May 13, 2010**, the Participant will have the opportunity to visit the Company and the Seller in order to acquaint itself with the Subject of Sale and the Company, to hold meetings with responsible persons and review financial, commercial and legal data related to the Subject of Sale and the Company.

6. Deposit or Bid Bond

Participant is obliged to pay a Deposit in the amount stated in Clause 3 for the Subject of Sale, or to submit a Bank Guarantee for the same amount, not later than by **May 13, 2010**.

7. Application for participating in the public bidding

Deadline for submitting application for participation in the public bidding is **May 13, 2010 at 16:30 (Belgrade time)**.

Applications are submitted to the Privatisation Agency in closed envelope and marked as follows:

“APPLICATION FOR THE PUBLIC BIDDING P-210510”
PRIVATISATION AGENCY
CENTER FOR AUCTIONS AND COMPULSORY LIQUIDATIONS
23 TERAZIJE, V FLOOR, 11000 BELGRADE”

If the name of the Seller or the Company or the complete sale code is marked on the envelope, the bid will be rejected. The application is to be completed in a special form, which is an integral part of the Sale Documents and has to contain data given in the Instruction to Bidders, evidence on the payment of deposit and the number of account for the return of deposit. Incomplete and late applications will not be considered. The Tender Committee will inform all bidders on the approval of their bids at the latest two days before the public bidding..

8. Eligibility

Participation at the public bidding is open to any domestic or foreign legal entity or individual that has:

- a) Purchased the Sale Documents,
- б) Paid Deposit or submitted the Bank Guarantee for participation on public bidding and
- в) Submitted the application for participation in the public bidding.

The right to participate on the public bidding has a Consortium which consists of legal entities and/or individuals (“Consortium”) that fulfils the above stated conditions. One of the Consortium members, i.e. the person authorized by the Consortium, has to be determined to present a Consortium (“Authorized representative of the Consortium”) and to act in the name and for the account of Consortium.

Buyer of the Subject of Sale cannot be: 1) domestic legal entity which operates with majority socially-owned capital; 2) legal entity, individual or the founder of legal entity which has due, but unsettled liabilities toward the Seller and/or the Company, 3) subsidiaries of the Seller, 4) a physical person, legal entity or the founder of legal entity with whom a contract on the sale of equity and/or assets was terminated due to failure to settle the contractual obligations and 5) a person who was convicted or against whom proceedings have been brought for criminal offences defined by Article 12 of the Law on Privatization (“Official Gazette of the RS” 38/2001, 18/2003, 45/2005 and 123/07). Such applications shall be rejected without consideration.

The right to participate in the bidding belongs to each physical person or legal entity, with limitations listed in the Instruction to Bidders, provided that it purchases the Sale Documents, submits the application for participation in the public bidding and pays the deposit amounting to: **EUR 233.000** (two hundred and thirty-three thousand euros) or submits the first-class bank guarantee in the same amount in accordance with the Instructions to Bidders.

In case a bid bond is submitted as the deposit for participation in bidding, it has to be collectible within the 48-hour period from the declaration of the buyer in public bidding.

9. Public bidding

Public bidding will be held on **May 21, 2010, at 14:00**, at the following address: Privatisation Agency, no. 23, Terazije, Belgrade, Great Hall on the second floor. The registration of Participants in Public Bidding shall be held at the same address, on May 21, 2010, from 13:00 to 13:50.

The method of conducting the public bidding and concluding the Sale and Purchase Agreement is explained in detail in Instructions to Bidders.

To all participants that were not declared buyers deposit is returned within the notice determined in Instructions to Bidders.

For the Participant who makes the highest bid first and is declared the buyer, the deposited amount is included in the purchase price, while it is obliged to pay the difference between the deposited amount and the purchase price to the account of the Privatisation Agency, in accordance with the provisions of the Sale and Purchase Agreement. Should the tender participant whose bid was declared the highest, fail to sign the Sale and Purchase Agreement, the deposit is retained.

All inquiries related to this Public Invitation should be directed to the contact persons at the address bellow, in English or in Serbian.

BDO Business Advisory doo

**Uros Camilovic,
Manager**

11000 Belgrade 10, Knez Mihailova

Tel: + 381-11-3281-411

Fax: + 381-11-3281-808

E-mail: uros.camilovic@bdo.co.rs

Privatisation Agency Tender Centre

**Dragana Puzic,
Project Manager**

11000 Belgrade, 23, Terazije

Tel: + 381-11-3020-855

Fax: +381-11-3020-816

E-mail: dpuzic@priv.rs

Privatisation Agency Centre for Auctions and Compulsory Liquidation Ivana Mihailovic Associate

11000 Belgrade, 23, Terazije

Tel : +381-11-3020-804

Fax : +381-11-3020-881

E-mail: imihajlovic@priv.rs