

Based on Articles 28, 69 paragraph 3 and 70 of the Law on Privatization ("Official Gazette of the RoS", Nos. 38/2001, 18/2003 and 45/2005), Article 9 of the Law on the Privatization Agency ("Official Gazette of the RoS", Nos. 38/2001 and 135/2004), and Articles 9 and 10 of the Law on the Share Fund ("Official Gazette of the RoS", Nos. 38/2001 and 45/2005),

**PRIVATIZATION AGENCY**  
(hereinafter: "Agency")  
issues this:  
**PUBLIC INVITATION**

for participation in the public tender for sale of 179,254 shares with CFI code: ESVUFR, ISIN number: RSRDTRE71806, with nominal value of 3,000 dinars (hereinafter "Block of Shares"), representing 50.6215% of the total capital of the company:

**Akcionarsko drustvo za proizvodnju radijatora, kotlova i uslužnog liva**  
**"Radijator", Zrenjanin**  
(hereinafter: "Company")

Tender Code: **RZR 02/07**

1. Total registered capital of the Company consists of 40.6926% of the capital owned by the Share Fund of the Republic of Serbia, 9.9289% of the capital owned by the PIO Fund, and 49.3785% of the capital owned by individual shareholders.
2. The Agency is offering for sale the Block of Shares comprised of 179,254 shares with CFI code: ESVUFR, ISIN number: RSRDTRE71806, with nominal value of 3,000 dinars, of which 144,095 shares are owned by the Share Fund, and 35,159 shares are owned by PIO Fund, representing 50.6215% of the total capital of the Company.
3. Information about the Company:

Address: Beogradska bb, Zrenjanin, Republic of Serbia  
Phone: +381(23) 541 016  
Fax: +381(23) 541 017

Activity: Production of boilers and radiators

More details about the Company are available at:  
[http://www.priv.yu/pregled\\_preduzeca/pdf/e-teaser\\_11597.pdf](http://www.priv.yu/pregled_preduzeca/pdf/e-teaser_11597.pdf)

Detailed information about the Company, as well as the Information Memorandum (hereinafter: "Tender Documents") shall be available to all interested tender participants after signing of the Confidentiality Agreement and payment of the Tender Documents Fee.

The Tender Documents Fee is EUR 6,000 (Euro six thousand).

The Agency has appointed **BDO BC Excel**, Belgrade, as the consultant in this privatization procedure (hereinafter: "Consultant").

4. A bid may be submitted by:
- A. An interested bidder that fulfills the following conditions:
- it has purchased the Tender Documents, and
  - it fulfills the following condition:

**it has been engaged in production of boilers and radiators for central heating with hot water for at least the last 3 business years in continuity, and achieved operating revenues of at least EUR 10,000,000 (Euro ten million) in 2006;**

If the interested bidder is a subsidiary that does not fulfill the conditions from this clause of the Public Invitation, its parent company has the right to submit the bid, if it fulfills these conditions. In this case, the parent company has the right to submit the bid if the subsidiary purchased the Tender Documents.

If the interested bidder is a parent company that does not fulfill conditions from this clause of the Public Invitation, its subsidiary has the right to submit the bid, if it fulfills these conditions. In this case, the subsidiary has the right to submit the bid if the parent company purchased the Tender Documents.

- B. If the interested bidder is a Consortium, it must cumulatively fulfill the following conditions:

- All Consortium members have passed the Decision on organizing and entering the Consortium,
- All Consortium members have concluded a written Consortium Agreement and certified it with the Court, i.e. other competent body (in the case of foreign legal entities and natural persons),
- Each Consortium member assumed unlimited joint and several liability by the provisions of the Consortium Agreement,
- The Consortium Agreement specifies each member's percentage in the acquisition of the capital of the Company, provided that at least one Consortium Member has no less than 51% of share in the Consortium (hereinafter "Consortium Leader"),
- All Consortium members have signed a certified Power of Attorney for the member representing the Consortium,
- All Consortium members have signed the Confidentiality Agreement,
- At least one member of the Consortium has purchased Tender Documents,
- The Consortium Leader fulfills following condition:

**it has been engaged in production of boilers and radiators for central heating with hot water for at least the last 3 business years in continuity, and achieved operating revenues of at least EUR 10,000,000 (Euro ten million) in 2006;**

5. The Agency hereby invites all interested parties to submit a written request for purchasing the Tender Documents for the Company, no later then by **February 26, 2007**.

Tender Documents will be available to interested parties from January 24, 2007.

Written requests for purchasing the Tender Documents shall be submitted to the Consultant by mail, e-mail, or fax, clearly marked with "Request for Purchasing the Tender Documents – Tender Code: RZR 02/07".

Upon receipt of this request, an invoice for payment of the Tender Documents Fee, as well as the Confidentiality Agreement for signature, shall be forwarded to the applicant's authorized representative

by mail, e-mail, or fax. The signed Confidentiality Agreement must be immediately faxed and mailed back to the Consultant at the address below.

Upon receipt of the signed Confidentiality Agreement, the proof of authorization for the person who signed the Confidentiality Agreement, and the proof of payment of the Tender Documents Fee, the Consultant shall, after the lapse of the deadline from Paragraph 2 of this Clause, deliver the Tender Documents to the tender participant by mail/e-mail or hand it to its authorized representative.

The Consultant and the Agency shall not be liable in case of loss or delay that may occur in delivery of any document.

6. The deadline for submitting final binding offers for purchase of Block of Shares by interested bidders is **March 23, 2007** at 5 p.m. (Belgrade time).

If necessary, the Privatization Agency retains the right to change the terms and conditions of this Public Invitation. As a prerequisite for submitting a bid, it is required to pay deposit or to submit a Bid Bond in the amount of EUR 50,000 (Euro fifty thousand).

7. For any questions pertaining to this Public Invitation, interested parties may contact persons listed below, in the Serbian or the English language.

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