

Pursuant to the provisions of the Article 28 of the Law on Privatization ("Official Gazette RoS" nos. 38/01, 18/03, 45/05 and 123/07), in respect of the Restructuring Program adopted at the session held on 24 December 2008 by the Assembly of the Joint-stock Company for management, earning and disposal of securities Holding corporation "Šamot rudnici i industrija šamota" from Aranđelovac, Socially-owned limited liability company "Šamot rudnik" Aranđelovac, Joint-stock company "Šamot – Darosava" from Darosava, Joint-stock company "Šamot – termogradnja" from Aranđelovac, Socially-owned limited liability company for training and employment of the disabled "Šamot – servis" from Aranđelovac, and the Limited Liability Company "Šamot fabrika" from Aranđelovac (hereinafter: Privatization Entities), which was approved by the Ruling of the Privatization Agency on accepting the Restructuring Program for the Holding Corporation "Šamot", subsidiaries and other entities within the Šamot system no. 10-4422/08-679/02, dated 26 December 2008, the Privatization Agency (hereinafter: Agency) announces:

**Public Invitation
for participation in the public tender for sale of**

- Real estate of the Socially-owned limited liability company "Šamot rudnik" Aranđelovac built on the land registered in the possession document 1150 KO Rudovci, real estate document 485 KO Venčane, real estate document 1397 KO Darosava, real estate document 1786 KO Bukovik, real estate document 786 KO Garaši, real estate document 412 KO Garaši, real estate document 1215 KO Darosava, real estate document 115 KO Bukovik, real estate document 831 KO Bukovik, real estate document 2088 KO Bukovik, possession document 342 KO Rudovci, possession document 104 KO Lipovac, possession document 1398 KO Darosava, possession document 362 KO Garaši, real estate document 6926 KO Aranđelovac, with rights to the stated real estate and land.
- Real estate of the Joint-stock company "Šamot – Darosava" from Darosava, built on the land registered in the possession document 6925 KO Aranđelovac, with rights to the stated real estate and land.
- Real estate of the Joint-stock company "Šamot – termogradnja" from Aranđelovac, built on the land registered in the land register no. 94 KO Aranđelovac, with rights to the stated real estate and land.

- Real estate of the Socially-owned limited liability company for training and employment of the disabled “Šamot – servis” from Aranđelovac, built on the land registered in the possession document 1945 KO Aranđelovac, with rights to the stated real estate and land.

and

- Real estate of the limited liability company “Šamot fabrika” from Aranđelovac, built on the land registered in the real estate document 202 KO Progoreoci, with rights to the stated real estate and land.

and related movable property (equipment) of the stated Privatization Entities, with the transfer of relevant exploitation rights contained in the certificate issued by the Ministry of Energy and Mining on 19.12.2008, in accordance with the procedure provided by the Law on Mining (hereinafter: Subject of Sale).

A detailed list and description of the Subject of Sale was presented to the Tender participants as a part of the Tender Documents.

Tender Code: **ŠAM 39/08**

1. A detailed data on the Subject of Sale, Information Memorandum with the list of the property on sale, Instructions to Bidders and Draft Sale and Purchase Agreement are integral parts of the Tender Documents and shall be available to all interested tender participant after signing of the Confidentiality Agreement and payment of the Tender Documentation Fee.

The Tender Documentation Fee amounts to EUR 10.000,00 (ten thousand euros) in dinar equivalent in accordance with the median exchange rate of the National Bank of Serbia valid on the invoice issuance date.

The Agency has appointed “Fineks” Beograd, 1 Imotska Street, as adviser in this privatization procedure (hereinafter: “Adviser”).

2. The following entities have the right to submit their bids:

A. Interested bidder if it fulfils the following requirements:

- it has purchased the Tender Documents
- It has signed the Confidentiality Agreement
- it meets the following condition:

Its core activity has been mining of asbestos, quartz sand, fireproof ore, stone and/or production of fireproof ceramic products for at least three last business years in continuity and it achieved business income not less than EUR 15.000.000 (fifteen million) in the last business year.

If the interested bidder is a subsidiary that does not meet the requirements from this item of the Public Invitation, its parent company has the right to submit the bid, if it fulfils those requirements. The parent company has the right to submit the bid even if its subsidiary has purchased the Tender Documents.

If the interested bidder is a parent company that does not meet the requirements from this item of the Public Invitation, its subsidiary has the right to submit the bid, if it fulfils those requirements. The subsidiary has the right to submit the bid even if its parent company has purchased the Tender Documents.

The economic entity which is in the control ownership (more than 50%) of the parent economic entity has also the right to submit the bid, if it cumulatively fulfils the following requirements:

1. the parent economic entity fulfils the conditions from this item of the Public Invitation.
2. the parent economic entity has joint and several liability for performing all the actions and for assuming all the obligations of that company in respect of this Tender.

B. If the interested bidder is a consortium, it is necessary that it cumulatively fulfils the following conditions:

- all of the consortium members have made the Decision on organizing and joining the consortium;
- all of the consortium members have concluded the Consortium agreement in writing and certified it at court or another competent body (in the event of foreign legal entities and/or individuals);

- each of the consortium members assumed the joint and several liability by the Consortium agreement;
- through the Consortium agreement has been specified the stake of each of the consortium members in purchase of capital of the Entity undergoing privatization, and the consortium member which has the majority stake in the consortium, must have not less than 51% of total stake in the consortium (hereinafter: "Consortium leader");
- all of the consortium members have signed the certified power of attorney for a member which represents the consortium;
- all of the consortium members have signed the Confidentiality Agreement;
- at least one consortium member has purchased the Tender documentation;
- Consortium leader's core activity has been mining of asbestos, quartz sand, fireproof ore, stone and /or production of fireproof ceramic products for at least three last business years in continuity and it achieved business income of not less than EUR 15.000.000 (fifteen million euros) in the last business year;

3. Minimum price

Minimum price for the Subject of sale amounts to RSD 1.039.716.442,00.

The Decree on amendments to the Decree on procedure and method of restructuring of the entities undergoing privatization provides the possibility that a buyer of assets of the entity undergoing privatization can pay the amount of selling price in maximum six annual installments ("Official Gazette RS", no. 96/08). The first installment amounts to at least 30% of selling price and is to be paid within the term defined in the SPA, and the remaining amount of the selling price will be shared in five equal annual installments which will be increased by the interest calculated according to EURIBOR=2%. The installments are expressed in euros. If a buyer is domestic legal entity or individual, it shall pay the annual installment in RSD equivalent at the median exchange rate of the National Bank of Serbia on the installment due date.

The obligations of the buyer of subject of sale are established by the SPA, which is the integral part of the selling documentation.

By the conclusion of the SPA, the Buyer shall undertake to employ for an indefinite period of time the workers which are employed for an indefinite period of time at the Seller at the moment of sale and purchase, according to the list which is the integral part of the selling documentation.

By submitting the application for participation in the public bidding, the Participant shall express its readiness to fully accept all requirements stated in the Instructions to bidders and SPA (option chosen by the participant), which are the integral parts of the selling documentation.

4. Developing and investing requirements

The bidder is obliged to accept investments of not less than EUR 5,4 million in modernization of production process (in the period of three years following the signing of the SPA for this property unit).

5. Minimum social program

Minimum social program is obligatory requirement which every bidder must entirely accept.

6. The Agency hereby invites all interested parties to submit a request in writing for purchase of the Tender documentation, not later than **February 27, 2009**.

The Tender documentation shall be available to the interested parties from February 02, 2009.

A request in writing for purchase of the Tender documentation is to be submitted to the Adviser by mail, e-mail or fax, marked with: "Request for purchase of the Tender documentation – tender code: **ŠAM 39/08**."

Upon receipt of this request, an invoice for payment of the Tender documentation fee will be sent to the tender participant's authorized person. The Confidentiality Agreement for signing shall be also sent to her/ him by mail, e-mail or fax. It is necessary to send the signed Confidentiality Agreement without delay, by fax and mail, to the Adviser's address stated below.

Upon receipt of the signed Confidentiality Agreement, proof on authorization for a person who signed the Confidentiality Agreement and evidence of payment of the Tender documentation fee, the Adviser will, upon expiry of the term referred to in paragraph 2 of this clause, submit to the tender participant the Tender documentation by mail/e-mail, or deliver it to its authorized representative.

The Adviser and Agency shall bear no responsibility in the event of loss or delay in submitting any of the documents.

7. The deadline for submission of bids for purchase of the Subject of sale by the interested bidders is **March 20, 2009, by 16:30** (Belgrade time).

If necessary, the Agency reserves the right to amend all or some elements of this public invitation.

8. As prerequisite for submission of bids it is necessary to submit the Bid Bond to the amount of EUR 1.000.000,00 (one million euros).

9. For all questions regarding this public invitation, you can contact the persons stated below, in Serbian or English languages.

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