

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 252,049 shares with CFI code: ESVUFR, ISIN number: RSKRMLE33593, with nominal value of 600.00 dinars (hereinafter "Block of Shares"), of which 211,932 shares are owned by the Share Fund, and 40,117 shares are owned by PIO Fund, representing 62.828% of the total capital of the company:

**AD za proizvodnju gradjevinske keramike "Keramika", Mladenovac
(hereinafter: "Company")**

Tender Code: **KM 33/06**

1. Total registered capital of the Company consists of 52.828% of the capital owned by the Share Fund of the Republic of Serbia, 10.000% of the capital owned by the PIO Fund, and 37.172% of the capital owned by individual shareholders.
2. Based on Articles 9 and 10 of the Law on the Share Fund ("Official Gazette of the RoS", Nos. 38/2001 and 45/2005) the Agency is offering for sale the Block of Shares representing 62.828% of the total capital of the Company.
3. Information about the Company:

Address: 39 Raska Vukadinovica Street, Mladenovac, Republic of Serbia
Phone: +381(11) 823 13 48
Fax: +381(11) 823 23 15
Activity: Production of ceramic sanitary equipment

More details about the Enterprise are available at:

http://www.priv.yu/pregled_preduzeca/pdf/e-teaser_139.pdf

Detailed information about the Company, as well as the Instructions to Bidders (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 6,000.00 (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 at least one of the following conditions:

a) it has been engaged in production of sanitary ceramics for the last 3 business years in continuity, **and** achieved operating revenues of at least EUR 10,000,000 (Euro ten million) in 2005;

or

b) is a financial investor (a legal entity whose core activity is investing money, which exists at least the last 3 business years and includes investment companies, mutual funds, insurance companies, pension funds, and investment banks) with total operating assets in excess of EUR 50,000,000 (Euro fifty million) in 2005;

or

c) is an investor who achieved operating revenue in excess of EUR 15,000,000 (Euro fifteen million) in 2005;

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,
- 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,
- At least one member of the Consortium fulfills one of the following conditions:

a) it has been engaged in production of sanitary ceramics for the last 3 business years in continuity, **and** achieved operating revenues of at least EUR 10,000,000 (Euro ten million) in 2005;

or

b) is a financial investor (a legal entity whose core activity is investing money, which exists at least the last 3 business years and includes investment companies, mutual funds, insurance companies, pension funds, and investment banks) with total operating assets in excess of EUR 50,000,000 (Euro fifty million) in 2005;

or

c) is an investor who achieved operating revenue in excess of EUR 15,000,000 (Euro fifteen million) in 2005;

5. The Agency hereby invites all interested parties to submit a written request for purchasing the Tender Documents for the Company, no later than by **February 16, 2007 by 5 p.m.** (Belgrade time).

Tender Documents will be available to interested parties from January 10, 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: **KM 33/06**".

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 62.828% of the total capital of the Company by interested bidders is **March 16, 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.

<p>BDO BC Excel</p> <p>Knez Mihailova 10 / III 11000 Belgrade Republic of Serbia</p> <p>Aleksandar Đorđević Manager Phone: +381 11 32 81 411 Fax: +381 11 32 81 808 E-mail: aleksandar.djordjevic@bdo.co.yu</p>	<p>Privatization Agency Republic of Serbia</p> <p>Terazije 23 11000 Belgrade Republic of Serbia</p> <p>Jovan Ilijić, Project Manager Public Tender Center Phone: +381 11 30 20 855 Fax: +381 11 30 20 816 E-mail: jilijic@priv.yu</p>
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