

In accordance with the adopted and legally final Pre Packaged Reorganization Plans and decisions of the Managing Board of RTB Bor Grupa RTB Bor d.o.o. no. I-37/5 of 28 December 2016, Managing Board of RTB Bor Grupa Rudnici bakra Bor d.o.o. no. XIX - vans. 1 of 28 December 2016, Managing Board of RTB Bor Grupa Topionica i rafinacija bakra Bor d.o.o. no. II/10-2 of 28 December 2016, Managing Board of RTB Bor Grupa Rudnik bakra Majdanpek d.o.o. no. 138/LXXXIX of 28 December 2016, in accordance with Article 46, paragraph 1, item 6 of the Statute and on behalf of:

1. RTB BOR - GRUPA - RUDARSKO TOPIONIČARSKI BASEN BOR DOO BOR (hereinafter: RTB),
2. RTB BOR - GRUPA - RUDNICI BAKRA BOR DOO BOR (hereinafter: RBB),
3. RTB BOR - GRUPA - RUDNICI BAKRA MAJDANPEK DOO MAJDANPEK (hereinafter: RBM), and
4. RTB BOR - GRUPA - TOPIONICA I RAFINACIJA BAKRA DOO BOR (hereinafter: TIR, together with RTB, RBB and RBM: RTB Bor),

RTB BOR - GRUPA - RUDARSKO TOPIONIČARSKI BASEN BOR DOO BOR

hereby issues the following:

**REQUEST FOR SUBMISSION
OF PROPOSALS FOR COOPERATION AND CONCLUDING OF
A MANAGEMENT SERVICES AND BUSINESS ADVISORY CONTRACT**

RTB Bor calls on all interested domestic and foreign entities to submit proposals for cooperation and concluding of a Management Services and Business Advisory Contract for RTB, RBB, RBM and TIR (hereinafter: the Contract) with RTB (which represents each of the above listed companies).

1. Subject of request

The subject of the request is the selection of a company with experience in managing mining and metallurgy companies, which will provide management and business advisory services to RTB Bor following conclusion of the Contract.

2. Information about the beneficiary of services

As per information in the register of companies kept by the Serbian Business Registers Agency:

Business name	RTB BOR - GRUPA - RUDARSKO TOPIONIČARSKI BASEN BOR DOO BOR
Registered address	Dorda Vajferta 29, Bor, Serbia
Company number	07130562
TIN	100570195
Representative	Blagoje Spaskovski, General Director

For more information:

<http://pretraga2.apr.gov.rs/EnterprisePublicSearch/details/EnterpriseBusinessName/1038156?code=FOCEB85845FBB764899B605E820ACDB313423B0B>

Business name	RTB BOR - GRUPA - Rudnici bakra Bor DOO Bor
Registered address	Kestenova 8, Bor, Serbia
Company number	07244835
TIN	100629205

For more information:

<http://pretraga2.apr.gov.rs/EnterprisePublicSearch/details/EnterpriseBusinessName/1053860?code=7E291E15E399B07E4CFEB02BB89B87062E033B01>

Business name	RTB BOR - GRUPA - Rudnici bakra Majdanpek DOO Majdanpek
Registered address	Svetog Save 2, Majdanpek, Serbia
Company number	07250495
TIN	100987136

For more information:

<http://pretraga2.apr.gov.rs/EnterprisePublicSearch/details/EnterpriseBusinessName/1033501?code=AAB078538F6EC67A880CEECAB7B7E83CE445F4B2>

Business name	RTB BOR - GRUPA - Topionica i rafinacija bakra DOO BOR
Registered address	Dorda Vajferta 20, Bor, Serbia
Company number	07244851
TIN	100499924

For more information:

<http://pretraga2.apr.gov.rs/EnterprisePublicSearch/details/EnterpriseBusinessName/1039911?code=6DBB703132DCC473672C7E5D13CF44169CA0123C>

3. Objectives of the procedure

The procedure is carried out for the purpose of improving the operations of RTB Bor and creating conditions for fulfilment of the Pre Packaged Reorganization Plans (hereinafter: PPRP) for the members of RTB Bor Group, through:

- Implementation of the measures defined in the PPRP of member companies of RTB Bor Group;
- Implementation of measures for increasing profitability;
- Establishing of new functional organization of RTB Bor, following the mergers defined in the PPRP;
- Organizing operations and processes of RTB Bor in accordance with the best market practice of comparable mining and metallurgy companies;
- Organizing and improving the current business model of RTB Bor;
- Entering new markets.

4. Structure and description of business cooperation

4.1. Business plan

The potential service provider shall provide an initial overall business plan that, among other things, should touch upon:

- Development strategy for RTB Bor;
- Activities which will lead to further development of mining and metallurgy in RTB Bor;
- Projected production plan for RTB Bor;
- Projected operating cost optimization for RTB Bor;
- Sales strategy for RTB Bor and projected prices for RTB Bor key final products;
- Projected procurement strategy;
- Projected number of employees;
- Implementation of all measures defined in PPRP, in association with existing managing bodies of RTB Bor, existing advisors of RTB Bor and the relevant bodies of the Republic of Serbia.

The level of detail and the quality of the proposed business plan is an important criterion for the selection of the service provider. The more detail and information the business plan provides, and the more realistic the assumptions are, as evaluated by the relevant RTB Bor managing bodies, the greater the likelihood that the potential service provider submitting such plan will be selected.

4.2. References

The potential service provider shall submit detailed curriculum vitae and references for individuals who will be engaged full time in providing management and business advisory services. Also, curriculum vitae and references should be provided for at least ten individuals who will hold management positions in the following departments:

- Production and maintenance (at least four individuals proposed);
- Procurement (at least two individuals proposed);
- Sales (at least two individuals proposed);
- Finance, accounting and tax (at least two individuals proposed),

The service provider is also required to provide a timeframe for the start of engagement of proposed individuals who will be involved in providing management and business advisory services.

The experience and know-how of the potential service provider and the members of its team in the field of mining and metallurgy represent an important criterion for the selection of the service provider.

4.3. Proposed compensation fee

The potential service provider is required to submit proposed fixed and variable portions of the compensation for the management and business advisory services, with a detailed proposal for calculating the variable portion which, *inter alia*, must be linked to specific cash flow based profitability indicators and/or other indicators, as well as fulfilment of the measures stipulated in PPRP and the overall objectives of this procedure.

The fixed portion of the compensation must be specified at monthly level, exclusive of VAT, expressed in Euro or US Dollars.

While the compensation level is an important selection criterion, it will not be the only one, but will be considered in light of the level of detail and quality of the business plan, know-how and experience of the proposed service provider in the field of mining and metallurgy.

4.4. Disqualification

The proposal for cooperation which does not contain any of the previously indicated elements shall be disqualified without further consideration.

5. Requirements for submitting the proposal for cooperation

Submission of the proposal for cooperation requires of the domestic or foreign entity to sign a Non-Disclosure Agreement (hereinafter: NDA), a Declaration of Consent (hereinafter: Declaration) and to pay the amount of 15,000.00 (fifteen thousand) Euro (in Euro or in the equivalent amount in Dinars at the median exchange rate of the National Bank of Serbia on payment date), which amount includes VAT, as the fee for participating in the procedure.

Payment is to be made to the following account of RTB Bor:

BANK: Banka Poštanska Štedionica AD Belgrade

ACCOUNT NUMBER:

local currency account:

200-2364120102033-49

foreign currency account:

IBAN EUR: RS35200236412010100335

SWIFT: SBPORSBG

With designation: "Participation Fee"

6. Information about services beneficiary

Access to information about the services beneficiary, including the draft Contract and draft Declaration, will be available to interested domestic and foreign entities after signing of the Non-Disclosure Agreement and payment of participation fee, as per item 5, starting as of 20 February 2017.

The written request for access to information about the services beneficiary and draft Contract is to be sent in electronic form, with indication of the subject of this request, to the following addresses:

To Uros Camilovic on uros.camilovic@bdo.co.rs	To Nenad Stankovic on nenad.stankovic@nstlaw.rs
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The request should contain, *inter alia*, contact information of the applicant, otherwise it shall not be considered.

7. Submission of proposal for cooperation

The deadline for submitting proposals for cooperation is 28 April 2017, by 4 p.m. Belgrade time (CET).

The proposal for cooperation is to be sent in electronic form, with indication of the subject of this request, to the following addresses:

To Uros Camilovic on uros.camilovic@bdo.co.rs	To Nenad Stankovic on nenad.stankovic@nstlaw.rs
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The proposal for cooperation must include the Declaration.

8. RTB Bor's discretionary rights

RTB Bor, i.e. its managing bodies and committee which will be in charge of the process, have full freedom and discretionary right to, on the basis of the criteria adopted by the managing bodies and defined internal procedures approved by the Managing Board, evaluate received proposals for cooperation, as well as to render a decision on selection of the most favourable proposal. All decisions will require consent of the Government of the Republic of Serbia.

In accordance with above stated, this request for proposals does not constitute a general offer in accordance with Article 33 of the Law on Contracts and Torts of the Republic of Serbia.

9. Modification of request for submission of proposals

RTB Bor reserves the right to modify all or individual elements of the request for proposals, as well as to declare the request invalid or to conclude this procedure at its own discretion, without selecting the best proposal for cooperation.

10. Queries and additional explanations

All queries and additional explanations are to be sent in electronic form, with indication of the subject of this request, to the following addresses:

To Uros Camilovic on uros.camilovic@bdo.co.rs	To Nenad Stankovic on nenad.stankovic@nstlaw.rs
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