

# HETA ASSET RESOLUTION

## INVITATION TO PARTICIPATE IN PORTFOLIO DISPOSAL PROCESS

1. **HETA ASSET RESOLUTION AG** (“HETA”), a company owned by the Republic of Austria, holds a loan portfolio representing approx. EUR 135m of notional amount (the “**Portfolio**”). The Portfolio is divided into three tranches with different maturities, each backed by individual residential housing loans granted by the state of Upper Austria.
2. HETA intends to divest the Portfolio to a Preferred Eligible Investor (as defined in point 7 below). The contemplated transfer of the Portfolio is hereinafter referred to as the “**Omega II Transaction**”.
3. It is envisaged to conduct the Omega II Transaction in the form of an asset deal in an open, transparent and non-discriminatory bidding process, which is anticipated to be closed by the end of the 1<sup>st</sup> quarter of 2020. The Omega II Transaction shall be governed by Austrian law.
4. Although it is the clear preference to divest the Portfolio via one single transaction to one bidder, separate expressions of interest and/or bids for entire individual tranches are also permitted provided that the interested parties explicitly highlight their limited interest. The commercially best bid will be selected, with preferential treatment given to offers covering all three tranches of the Portfolio.
5. HETA has appointed PwC Advisory Services GmbH (“**PwC**”) as financial adviser to assist with the Omega II Transaction.
6. Individual entities or consortia interested in participating in the Omega II Transaction (each, an “**Interested Party**”) are required to submit a written expression of interest (“**Eol**”) containing at least the following:
  - a. Name, address and short description of the Interested Party (or of each consortium member in case of a consortium), including name and information regarding its owners up to its ultimate beneficial owner, and contact details of the person(s) who can be contacted in case of queries.
  - b. Rationale for participating in the Omega II Transaction.
  - c. Confirmation that the Interested Party is acting as principal for its own account or, in case of agents or brokers submitting an Eol on behalf of an Interested Party, submission of written and adequate proof of the power of representation of such agent or broker.
  - d. Information indicating that the Interested Party may be deemed as Preferred Eligible Investor.
7. The following legal entities qualify as preferred eligible investor (“**Preferred Eligible Investor**”):
  - a. financial institutions seated in the EEA or Switzerland (including insurance companies, pension funds and similar regulated entities);
  - b. special securitization entities pursuant to § 3 (5) Austrian Banking Act (BWG) or special securitization entities pursuant to Art 4 para 1 no. 66 of the Regulation (EU) No. 575/2013 (CRR), which are seated in the EEA or Switzerland.
8. Interested Parties are required to submit their written Eol in English or German, titled “**Expression of Interest for the Participation in the Omega II Transaction**”, by **5 pm CET on DECEMBER 20<sup>th</sup>, 2019** electronically per e-mail to:
  - a. receive further information regarding the Omega II Transaction, subject to the execution of a non-disclosure undertaking provided by HETA.
  - b. HETA reserves the right to extend the above stated deadline for the submission of an Eol, amend the contemplated timeline, scope or any other terms of, or discontinue, the disposal process with individual or all Interested Parties or amend the scope or any terms of the Omega II Transaction as a whole or in part or modify the Omega II Transaction structure or change, reduce or add receivables to the Portfolio at its sole discretion at any time, provided that HETA will at all times act in a way consistent with the principles of an open, transparent and non-discriminatory bidding process.
  - c. For further clarification or enquiries, Interested Parties may contact the contact person at PwC stated above.

**Legal Notices:** Neither this notice nor the release of any information to an Interested Party constitutes, or may be used for, any offer to sell or a solicitation of an offer to subscribe for or purchase any securities by any person in any jurisdiction or under any circumstance. The distribution of this invitation in certain jurisdictions may be restricted by law, and recipients should inform themselves about, and observe any applicable legal or regulatory requirements in relation to, the distribution or possession of this invitation. Neither HETA, PwC nor any of their respective affiliates, directors, officers, employees, advisers or agents (“**Related Parties**”) accept any liability to any person in relation to the distribution or possession of this invitation in any jurisdiction. By submitting an Eol an Interested Party confirms that it is a person able to receive the information provided to it (or which may be provided to it in any subsequent phase) without contravention of any unfulfilled registration requirements or other applicable legal or regulatory restrictions in the jurisdictions in which it resides or conducts business.

PwC is acting exclusively for HETA and no one else in connection with the Omega II Transaction and PwC will not be responsible to anyone other than HETA for providing the protections afforded to its clients for providing advice in relation to the Omega II Transaction or in relation to the contents of this invitation.

HETA and PwC, and their respective Related Parties expressly state that no representation or warranty is made by this invitation and expressly disclaim any and all liability for representations or warranties deemed to be made or statements contained in this invitation to any prospective purchaser.

### **Contact details:**

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- a. After receipt and evaluation of their Eol, Interested Parties may be invited to participate in the disposal process and