

# HETA ASSET RESOLUTION

## **Sale of Heta Asset Resolution d.o.o., TCK d.o.o. and TCV d.o.o. in Slovenia**

Invitation to submit an expression of interest (“EOI”)

**HETA ASSET RESOLUTION AG (“HETA”)**, 100% owned by the Republic of Austria, indirectly holds 100% stakes in **Heta Asset Resolution d.o.o. (“HARSI”)**, **TCK d.o.o. (“TCK”)**, and **TCV d.o.o. (“TCV”)**. HARSI, TCK and TCV are non-regulated entities operating within Slovenia. HETA intends to divest (I) all shares and/or all assets in HARSI, TCK, and TCV and (II) the selected cross border portfolio of HETA (**HARSI, TCK, TCV and the selected cross border portfolio of HETA are collectively referred to herein as the "Target Group"**) in an open, transparent, unconditional and non-discriminatory sales process (the “**Sales Process**”).

Although it is the clear preference to sell the Target Group by transferring 100% of the shares via a **share deal**, expressions of interest (“EOI”) for a substantial part of the Target Group is also permitted, provided that (i) the Interested Party/-ies (as defined below) explicitly highlights such limited interest and (ii) all or substantially all of the Target Group’s assets can be sold as part of the Sales Process. The commercially best bid will be selected, with preferential treatment given to offers for 100% of the shares in the Target Group.

HARSI, TCK and TCV are operationally connected companies located in Ljubljana, Slovenia. As of 30 September 2018, the Target Group has a total gross **loan/leasing portfolio of EUR 551m** (including the NPL cross border portfolio of HETA in the amount of ca. EUR 10m), thereof **EUR 386m are non-performing** and **EUR 166m are performing gross exposures**. The Target Group also owns and manages a **real estate portfolio with a fair market value of EUR 110m**. For further information regarding HETA, please refer to HETA’s website at [www.heta-asset-resolution.com](http://www.heta-asset-resolution.com). With regard to the portfolio additional information can be obtained from the marketing materials of HETA’s Financial advisor, Deloitte Financial Advisory GmbH (“**Deloitte**”), and on the website [www.aaaplatform.com](http://www.aaaplatform.com) or [www.har.si](http://www.har.si).

Deloitte is acting as HETA’s exclusive financial advisor in this Sales Process. Any expression of interest (“EOI”) to participate in the Sales Process should be submitted to Deloitte via e-mail (followed by a hard copy) **by 14 December 2018, 12 noon (CET)** to the contacts stated below. EOI’s should be submitted in English and must include the names and address of the interested party (or of all members of a group of interested parties) (“**Interested Party**” or “**Interested Parties**”), the names of the contact persons available for further questions as well as the names of any mandated advisors. EOIs shall further be signed by or on behalf of the Interested Party/-ies.

Furthermore, each EOI should contain sufficiently precise information on the Interested Party, including (without limitation) demonstration that the Interested Party/-ies has/have the financial resources, expertise and incentive necessary to acquire the Target Group as well as a statement that the EOI is submitted in the Interested Party's/-ies' own name and own account. Disclosed direct representation is permissible if an original written power of representation is attached to the EOI.

After Interested Party/-ies has/have sent its/their EOIs to the e-mail addresses listed below (with a hard copy to follow), it/they will receive a Non-Disclosure Agreement.

Once the Non-Disclosure Agreement has been signed by the Interested Party/-ies, any Interested Party who is admitted to the Sales Process will receive further documents regarding the Sales Process.

HETA reserves the right, at its sole discretion, to terminate, modify or suspend the Sales Process as a whole or in part at any time and without being obliged to state the reasons therefore.

While HETA will at all times comply with the principles of an open, transparent, unconditional and non-discriminatory Sales Process, no Interested Party will have any claim for any damages or compensation for loss, costs and other expenditure incurred by it in connection with the Sales Process for any reasons and under any circumstances whatsoever, even if the Sales Process is terminated, modified or suspended by HETA. This is neither a commitment nor an obligation to consider or conclude any transaction with any Interested Party and each of HETA, the Target Group and Deloitte, and each of their related parties (affiliates, directors, officers, employees, advisers or agents), expressly state that no representation or warranty with respect to the information provided is made by this invitation and expressly disclaim any and all liability for representations and warranties deemed to be made or statements contained in this invitation to any prospective purchaser.

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