

VLADA CRNE GORE



Savjet za privatizaciju i kapitalne projekte

objavljuje:

JAVNI POZIV

za učešće na tenderu („Tender“) radi privatizacije putem prodaje akcija u kompaniji

LUKA BAR AD BAR

1. Predmet ovog Tendera je:

1.1. Prodaja 17.030.021 akcija privrednog društva „Luka Bar“ AD Bar, sa sjedištem na adresi Obala 13 Jula bb, Bar, Crna Gora, matični broj 02002558, registarski broj upisa 40000235 („Društvo“), odnosno 30% akcijskog kapitala Društva, uz obavezu Kupca da predloži i realizuje Obavezni Investicioni program.

Akcijski kapital koji je predmet prodaje se nalazi u vlasništvu Vlade Crne Gore 17.030.021 akcija, što čini 30% akcijskog kapitala.

1.2. Prenos prava upravljanja u periodu do godinu dana uz mogućnost sticanja dodatnog paketa akcija kroz dokapitalizaciju ili kroz prodaju akcija po cijeni po akciji ostvarenoj na Tenderu, ukoliko Kupac ispuni indikatore naznačene u ugovornoj dokumentaciji.

2. Podaci o Akcionarskom društvu:

Preduzeće Luka Bar je osnovano Odlukom Saveznog Izvršnog Vijeća dana 16.04.1954.godine. Odlukom o organizovanju Javnog preduzeća Luka Bar u Baru, dana 20.06.1990.godine, Skupština Republike Crne Gore izvršila je transformaciju preduzeća Luke Bar u javno preduzeće. Organizovanje preduzeća u Akcionarsko društvo „Luka Bar“ izvršeno je prema posebnom programu transformacije Vlade RCG i registrovano je kod Privrednog suda u Podgorici rješenjem FI-2857/99 od 19.12.1990.godine. Akcionarsko društvo „Luka Bar“ postoji u skladu sa zakonima Crne Gore i upisano je u Centralnom registru Privrednih subjekata Podgorica pod registarskim brojem 40000235 od dana 25.07.2002. godine, sa ukupnim registrovanim kapitalom u nominalnom iznosu od 70.289.714 eura (sedamdesetmiliona dvjestotina osamdesetdevet hiljada sedamstotina četnaest eura), podijeljenim na 56.766.736 (pedesetšestmiliona sedamstotina šezdesetšest hiljada sedamstotina tridesetšest) običnih akcija. Nominalna vrijednost svake akcije iznosi 1,2113 euro.

Osnovna djelatnost Akcionarskog društva je manipulacija teretom – šifra djelatnosti 5224 Matični broj Akcionarskog društva je 02002558.

3. Učešće na Tenderu biće omogućeno zainteresovanim licima (uključujući i konzorcijume) koja su otkupila tendersku dokumentaciju, potpisala Izjavu o povjerljivosti i ispunjavaju uslove u skladu sa tačkama 4. i 5. ovog Javnog poziva ("Učesnik na Tenderu").

4. Ponudu na Tenderu može podnijeti Učesnik na Tenderu, ako ispunjava sljedeće uslove:

- (i) ponuđač mora da dokaže na način propisan u Tenderskoj dokumentaciji da je registrovan u skladu sa primjenjivim propisima i da posjeduje iskustvo u oblasti lučke delatnosti u trajanju od najmanje tri (3) posljednje godine koje prethode Javnom pozivu; i
- (ii) ponuđač mora da dokaže na način propisan u Tenderskoj dokumentaciji da je, u posljednjoj poslovnoj godini koja prelazi Javnom pozivu, ostvario ukupan promet roba iz osnovne djelatnosti luka u obimu tereta od najmanje pet (5) miliona tona; i
- (iii) ponuđač mora da dokaže na način propisan u Tenderskoj dokumentaciji da je, u posljednjoj poslovnoj godini koja prethodi Javnom pozivu, ostvario promet iz lučke djelatnosti od najmanje 25 miliona eura.

(zajedno „Kvalifikacioni uslovi“ i pojedinačno „Kvalifikacioni uslov“).

Pravo na podnošenje ponude ima i Učesnik na Tenderu koji je u direktnom vlasništvu (sa 100% učešća) lica koje ispunjava Kvalifikacioni uslove.

Ispunjenost Kvalifikacionih uslova ocjenjivaće se nakon prijema i otvaranja paketa sa ponudama.

Dokumentacija koja se podnosi radi ocjene ispunjenosti Kvalifikacionih uslova biće propisana u Tenderskoj dokumentaciji, koja će Učesnicima na Tenderu biti dostavljena u skladu sa tačkama 6. i 7.

5. Učesnik na Tenderu može formirati konzorcijum sa drugim licima prije ili poslije kupovine tenderske dokumentacije i takav konzorcijum može podnijeti ponudu pod sljedećim uslovima:

- a) Član konzorcijuma sa većinskim učešćem u konzorcijumu samostalno ispunjava Kvalifikacione uslove u skladu sa tačkom 4. Javnog poziva; i
- b) da članovi konzorcijuma dostave izjavu kojom prihvataju solidarnu odgovornost članova konzorcijuma za obaveze iz Tendara i privatizacionog ugovora

6. Ovim putem se pozivaju zainteresovana lica da podnesu pisani zahtjev za otkup tenderske dokumentacije ("Zahtjev"), sa jasnom naznakom "Zahtjev za otkup Tenderske dokumentacije". Zahtjevi se smatraju blagovremenim ukoliko su dostavljeni Tenderskoj komisiji za privatizaciju, poštom, e-mailom ili faksom, najkasnije do 21. novembra 2016. godine u 15:00 časova (po lokalnom vremenu).

7. Nakon prijema Zahtjeva, Tenderska komisija za privatizaciju će zainteresovanim licima dostaviti poštom, e-mailom ili faksom, instrukcije za plaćanje naknade za tendersku dokumentaciju u iznosu od EUR 10.000,00 (deset hiljada eura), ("Naknada za tendersku dokumentaciju"), kao i izjavu o povjerljivosti. Učesnici na Tenderu, bez odlaganja, dostavljaju Sekretaru Tenderske komisije potpisanu Izjavu o povjerljivosti i vrše uplatu Naknade za Tendersku dokumentaciju. Izjava o povjerljivosti mora se dostaviti Tenderskoj komisiji za privatizaciju, a Naknada za Tendersku dokumentaciju mora biti uplaćena na račun Savjeta za privatizaciju i kapitalne projekte („Savjet“), najkasnije do 25. novembra 2016 godine.

Neposredno nakon prijema potpisane Izjave o povjerljivosti i potvrde Savjeta o uplati Naknade za Tendersku dokumentaciju, Sekretar Tenderske komisije za privatizaciju dostavlja Tendersku

dokumentaciju Učesnicima na Tenderu, lično, poštom ili e-mailom. U slučaju da Tendersku dokumentaciju Učesnik na Tenderu preuzima poštom ili e-mailom, dužan je Sekretaru Tenderske komisije za privatizaciju dostaviti pismenu potvrdu o prijemu.

9. Ponuda na Tenderu se podnosi u skladu sa propisima i procedurom predviđenom u Tenderskoj dokumentaciji, a ista mora pristići kod Tenderske komisije za privatizaciju zaključno sa 1. decembrom 2016. godine u 12.00 časova (po lokalnom vremenu). Tenderska komisija za privatizaciju zadržava pravo da ovaj rok, po potrebi, izmijeni.
10. Uz ponudu, ponuđač uplaćuje depozit ili dostavlja garanciju za ponudu u korist Savjeta, u iznosu od EUR 200.000 (dvesta hiljada eura) i to u formi bezuslovne bankarske garancije, naplative na prvi poziv, izdate od strane banke koja ima kreditni rejting najmanje BBB prema Standard and Poor's agenciji ili banke koju Tenderska komisija, prema svojoj diskreciji, odobri na osnovu unaprijed dostavljenog zahtjeva.
11. Ponuđač sa kojim se potpiše kupoprodajni ugovor će biti obavezan da iznos kupoprodajne cijene uplati u novcu, na račune Prodavaca, u roku određenom u kupoprodajnom ugovoru.
12. Tenderska komisija za privatizaciju zadržava pravo da izmijeni pojedine odredbe ovog Javnog poziva, uključujući i odredbe kojima su propisani određeni rokovi.
13. Za sva pitanja u vezi sa ovim Javnim pozivom, zainteresovana lica mogu kontaktirati Tendersku komisiju za privatizaciju na navedene adrese:

VLADA CRNE GORE Savjet za privatizaciju i kapitalne projekte Tenderska komisija za privatizaciju	SAVJETNIK
Branko Vujovic, Predsjednik Tenderske komisije za privatizaciju	MORAVČEVIĆ VOJNOVIĆ I PARTNERI Advokatska kancelarija Miloš Laković, Partner
Moskovska 17/A, M/C1 81000 Podgorica, Crna Gora tel: +382 20 235 565 fax: +382 20 513 503	Dobračina 15 11000 Beograd, Srbija tel: +381 11 320 26 00 fax: +381 11 320 26 10 e-mail: m.lakovic@schoenherr.rs
Ivana Šaranović Jovičević, Sekretar Tenderske komisije e-mail: ivana.saranovic@ano.co.me	

VLADA CRNE GORE
SAVJET ZA PRIVATIZACIJU I KAPITALNE PROJEKTE



Tenderska komisija za privatizaciju objavljuje;

JAVNI POZIV

za učešće na tenderu („Tender“) radi prodaje 51% kapitala izraženog kroz 1.703.458 akcija kompanije i za dodjelu prava upis novih akcija putem dokapitalizacije i na kupovinu preostalih akcija u vlasništvu Države Crne Gore i državnih institucija u skladu sa uslovima Tendera

AKCIONARSKO DRUŠTVO "MONTECARGO" PODGORICA

1. Predmet ovog Tendera je prodaja 1.703.458 (milion sedamstotinatri hiljade četrinstotinepedesetosam) akcija privrednog društva AD Montecargo Podgorica („Društvo“ ili „AD Montecargo“), u vlasništvu Države Crne Gore, odnosno 51,00% akcijskog kapitala Društva i dodjela prava upis novih akcija putem dokapitalizacije i prava na kupovinu preostalih akcija u vlasništvu Države Crne Gore i državnih institucija iz stava 2. ove tačke 1. u skladu sa uslovima Tendera, izabranom kvalifikovanom investitoru na ovom Tenderu („Izabrani investitor“) uz obavezu Izabranog investitora da predloži i realizuje obavezni Investicioni plan i Socijalni program.
Izabrani investitor može steći pravo da poslije 3 (tri) godine, pod uslovom nedvosmišlenog ispunjenja indikatora uspjeha koji će biti definisani kroz ispunjenje obaveza iz Investicionog plana i obaveza iz Socijalnog programa utvrđenih u kupoprodajnom ugovoru, stekne i upiše nove akcije u Društvu, u visini realizovanih obaveza iz Investicionog plana putem dokapitalizacije. Takođe, Vlada će nakon isteka perioda od 3 (tri) godine, pod uslovom nedvosmišlenog ispunjenja indikatora uspjeha koji će biti utvrđeni kao investicione obaveze i obaveze iz socijalnog programa u kupoprodajnom ugovoru, ponuditi Izabranom investitoru da kupi dodatne preostale akcije u Društvu u vlasništvu Države Crne Gore, Investiciono-razvojnog fonda Crne Gore AD, Fonda penzijskog i invalidskog osiguranja Crne Gore i Zavoda za zapošljavanje Crne Gore (ukupno 1.223.679 preostalih postojećih akcija odnosno 87,6358% postojećeg kapitala), po cijeni po akciji ostvarenoj na Tenderu.
2. Podaci o Društvu
Društvo je akcionarsko društvo koje je osnovano i postoji u skladu sa zakonima Crne Gore, upisano u Centralni registar privrednih subjekata pod registarskim brojem 40385650, sa ukupnim registrovanim kapitalom u nominalnom iznosu od EUR 17.463.786.05 (sedamnaest miliona četrinstotinešezdesettri hiljade šeststotinasšezdesetosam eura i pet centi), podijeljenim na 3.340.114 (trilionna tristolinetričetdeset hiljada stotinučetnaest) akcija. Nominalna vrijednost svake akcije iznosi EUR 5.2285.
Matični broj Društva je 02758628.
Šifra osnovne djelatnosti Društva je 4920 - djelatnost željeznički prevoz tereta.
Detaljni podaci u vezi Društva dati su u Tenderskoj dokumentaciji i biće dostupni učesnicima na Tenderu nakon potpisivanja Izjave o povjerljivosti i kupovine Tenderske dokumentacije.
3. Učešće na Tenderu biće omogućeno zainteresovanim licima (uključujući i konzorcijume) koja su otkupila Tendersku dokumentaciju i potpisala Izjavu o povjerljivosti, u skladu sa tačkama 6. i 7. ovog Javnog poziva („Učesnik na Tenderu“).

4. Ponudu na Tenderu može podnijeti Učesnik na Tenderu, ako dokaže u skladu sa uslovima Tendera da ispunjava sljedeće uslove:

- (i) ponuđač mora da dokaže na način propisan u Tenderskoj dokumentaciji da je registrovan i da posjeduje iskustvo u oblasti djelatnosti željezničkog prvoza roba u trajanju od najmanje tri (3) posljednje godine koje prethode Javnom pozivu;
 - (ii) ponuđač mora da dokaže na način propisan u Tenderskoj dokumentaciji da je, u posljednjoj poslovnoj godini koja prethodi Javnom pozivu, ostvario ukupan promet roba po osnovu prevoza roba u željezničkom saobraćaju u obimu tereta od najmanje pet (5) miliona tona, i
 - (iii) ponuđač mora da dokaže na način propisan u Tenderskoj dokumentaciji da je, u posljednjoj poslovnoj godini koja prethodi Javnom pozivu ostvario prihod od najmanje EUR 25 miliona (dvadesetpet miliona eura) isključivo po osnovu prevoza roba u željezničkom saobraćaju;
- uslovi (i) i (ii) i (iii) iz ove tačke 4. (zajedno „Kvalifikacioni uslovi“) moraju biti ispunjeni kumulativno.

Pravo na podnošenje ponude ima i Učesnik na Tenderu koji je u direktnom vlasništvu (sa 100 % učešća) lica koje ispunjava Kvalifikacione uslove.

Ispunjenost Kvalifikacionih uslova ocjenjivaće se nakon prijema i otvaranja paketa sa ponudama.

Dokumentacija koja se podnosi radi ocjene ispunjenosti Kvalifikacionih uslova biće propisana u Tenderskoj dokumentaciji, koja će Učesnicima na Tenderu biti dostavljena u skladu sa tačkama 7. i 8.

5. Učesnik na Tenderu može formirati konzorcijum sa drugim licima prije ili poslije kupovine tenderske dokumentacije i takav konzorcijum može podnijeti ponudu pod sljedećim uslovima:
- a) Član konzorcijuma sa većinskim učešćem u konzorcijumu samostalno ispunjava Kvalifikacione uslove u skladu sa tačkom 4. Javnog poziva; i
 - b) da svi članovi konzorcijuma u okviru Ponude dostave ovjerenu izjavu kojom prihvataju neograničenu solidarnu i pojedinačnu odgovornost članova konzorcijuma za obaveze iz Tendera i privatizacionog ugovora.
6. Učesnik na tenderu podnosi Ponudu u skladu sa propisima i procedurom predviđenom Instrukcijama ponuđačima, koje se nalaze u Tenderskoj dokumentaciji.
7. Tenderska komisija za privatizaciju („Tenderska komisija“), ovim putem poziva zainteresovana lica da podnesu pisani zahtjev za otkup Tenderske dokumentacije („Zahtjev“), sa jasnom naznakom „Zahtjev za otkup Tenderske dokumentacije“ najkasnije do 25. novembra 2016. godine u 15:00 časova (po lokalnom vremenu).
8. Nakon prijema Zahtjeva, Sekretar Tenderske komisije će zainteresovanim licima dostaviti poštom, e-mailom ili faksom, instrukcije za plaćanje naknade za tendersku dokumentaciju u iznosu od EUR 10.000 („Naknada za Tendersku dokumentaciju“), kao i Izjavu o povjerljivosti. Učesnici na Tenderu, bez odlaganja, dostavljaju Tenderskoj komisiji i Savjetniku potpisanu Izjavu o povjerljivosti i vrše uplatu Naknade za tendersku dokumentaciju. Izjava o povjerljivosti mora se dostaviti Tenderskoj komisiji, a Naknada za Tendersku dokumentaciju mora biti uplaćena na račun Savjeta za privatizaciju i kapitalne projekte („Savjet“), najkasnije do 30. novembra 2016. godine.
- Neposredno nakon prijema potpisane Izjave o povjerljivosti i potvrde Savjeta za privatizaciju i kapitalne projekte o uplati Naknade za Tendersku dokumentaciju, Savjetnik dostavlja tendersku dokumentaciju Učesnicima na Tenderu e-mailom. Učesnik na Tenderu dužan je Sekretaru Tenderske komisije dostaviti pismenu potvrdu o prijemu Tenderske dokumentacije.
9. Učesniku na Tenderu biće omogućen obilazak Društva i pristup sobi sa podacima u periodu od 24.10. 2016. godine do 25.11. 2016. godine, a po dogovoru sa Savjetnikom.
10. Ponuda na Tenderu se podnosi u skladu sa propisima i procedurom predviđenom u Tenderskoj dokumentaciji, a ista mora pristići na adresu Tenderske komisije zaključno sa 8. decembrom 2016. godine u 12.00 časova (po lokalnom vremenu). Tenderska komisija zadržava pravo da ovaj rok, po potrebi, izmijeni.
11. Uz ponudu, ponuđač uplaćuje depozit ili dostavlja garanciju za ponudu u korist Savjeta za privatizaciju i kapitalne projekte, u iznosu od EUR 200.000 (dvjestotine hiljade eura) i to u formi bezuslovne bankarske garancije, naplative na prvi poziv, izdate od strane banke koja ima kreditni rejting najmanje

BBB prema Standard and Poor agenciji ili banke koju Tenderska komisija, prema svojoj diskreciji, odobri na osnovu unaprijed dostavljenog zahtjeva od strane Učesnika na Tenderu.

12. Ponudač sa kojim se potpiše ugovor o prodaji će biti obavezan da iznos kupoprodajne cijene uplati u novcu, u roku određenom u Ugovoru o prodaji.
13. Tenderska komisija za privatizaciju zadržava pravo da izmijeni pojedine odredbe ovog Javnog poziva, uključujući i odredbe kojima su propisani određeni rokovi.
14. Za sva pitanja u vezi sa ovim Javnim pozivom, zainteresovana lica mogu kontaktirati Tendersku komisiju i Savjetnika na navedene adrese:

TENDERSKA KOMISIJA	SAVJETNIK
<p>Tenderska komisija za privatizaciju Branko Vučević, Predsjednik</p> <p>Moskovska 17/A, M/C1 81000 Podgorica, Crna Gora tel: +382 20 235 565 fax: +382 20 513 503</p> <p>Ivana Šaranović Jovičević, Sekretar Tenderske komisije e-mail: ivana.saranovic@ano.co.me</p>	<p>Advokatska kancelarija Zorica Đukanović</p> <p>Moskovska 13, III/23 81000 Podgorica, Crna Gora Tel. +382 20 205 540 Fax: +382 20 205 541;</p> <p>Advokat Zorica Đukanović, Savjetnik Tenderske komisije e-mail: ak-zorica.djukanovic@t-com.me</p>

GOVERNMENT OF MONTENEGRO



Privatization and Capital Investment Council

announces:

PUBLIC INVITATION

For participation in a tender („Tender“) for the privatization through the sale of shares of the company
LUKA BAR AD BAR

1. The subject-matter of this Tender is:

1.1. The sale of 17.030.021 shares of the company „Luka Bar AD Bar, corporate seat at the address Obala 13 Jula bb, Bar, Montenegro, Identification Number of the Company 02002558, registration number 40000235 („Company “), i.e. 30% of share capital of the Company, with the obligation of the Buyer to suggest and implement Mandatory Investment Program.

The share capital that represents the subject-matter of the sale hereto is owned by the Government of Montenegro and is composed from 17.030.021 shares, representing 30% of share capital of the Company.

1.2. Transfer of management rights in the Company in period up to one year with the possibility of acquiring additional package of shares through share capital increase or sale of shares at a price per share achieved in the Tender, if the Buyer meets the indicators specified in the agreement documents.

2. Details about the Joint Stock Company:

Luka Bar company was established by Decision of the Federal Executive Council on 16 April 1954. By Decision on establishing a Public Company Luka Bar in Bar on 20 June 1990, the Parliament of Republic of Montenegro transformed of company Luka Bar into a public company. Restructuring of Company into joint stock company „Luka Bar “was implemented through the special transformation program of the Government of Republic of Montenegro and it was registered at the Commercial Court in Podgorica, by Decision number FI-2857/99 dated 19 December 1990. Joint Stock Company „Luka Bar“ exists in accordance with the laws of Montenegro, registered at the Central Register of Commercial Entities Podgorica under the registration number 40000235 on 25 July 2002 with the total registered share capital in the nominal value of 70,289,714 EUR (seventy million two hundred eighty-nine thousand seven hundred fourteen EUR), divided into 56,766,736 (fifty-six million seven hundred sixty-six thousand seven hundred thirty-six) ordinary shares. The nominal value of each share amounts to 1.2113 EUR.

The core activity of the Joint Stock Company is handling cargo - activity code 5224.

3. Participation in the Tender shall be allowed to the interested parties (including consortium) who have purchased the tender documentation, signed the Confidentiality Statement and fulfilled the criteria set out in section 4 and 5 hereof ("Tender Participant").

4. A Tender Participant may submit a bid provided it fulfils all of the following criteria:

- (i) The bidder must provide evidence, in the manner as prescribed by the Tender Documentation, that it is registered in accordance with the applicable regulations and that it has experience in the area of the port activity in the duration of at least three (3) years preceding the Public Invitation; and
- (ii) The bidder must provide evidence, in the manner as prescribed by the Tender Documentation, that in the business year preceding the Public Invitation, it had total a turnover of goods in its main port activity of at least five (5) million ton; and
- (iii) The bidder must provide evidence, in the manner as prescribed by the Tender Documentation, that in the last business year preceding the Public Invitation, it had a turnover in the port activity of at least 25 million EUR

(together „Qualifying Requirements “and singularly „Qualifying Requirement “).

The right to submit a bid has also the Tender Participant who has the direct ownership (with 100% participation) of the person that fulfils the Qualification Requirements.

Fulfillment of the Qualifying Requirements shall be examined following the receipt and opening of bid packages.

The documentation to be submitted as the evidence of the fulfillment of the Qualification Requirements shall be determined in the Tender documentation, delivered to the Tender Participants in accordance to the sections 6 and 7.

5. A tender participant may form a consortium with other persons before or after the purchase of the tender documentation and such consortium may submit a bid, provided that:

- a) The consortium member with the majority stake in the Consortium fulfils the Qualifying Requirements set out in Section 4 hereof; and
- b) The consortium members share joint and several liabilities between them for the liabilities from the Tender and Privatization Agreement.

6. All interested parties are hereby invited to submit their written requests to purchase Tender Documentation ("Request"), entitled "Request for the Purchase of Tender Documentation". The Requests shall be considered timely if submitted to Tender Commission for Privatization by mail e-mail or fax by 21 November 2016, at 15:00h (Podgorica local time) at the latest.

7. Following the receipt of the Request, the Tender Commission for Privatization shall, by mail, e-mail or fax as requested, provide interested parties with the instructions for the payment of the tender documentation fee in the amount of EUR 10,000.00 (ten thousand Euros), ("Tender Documentation Fee"), as well as with the Confidentiality Undertaking. The tender participants shall, without delay, return duly signed Confidentiality Undertaking to the Secretary of Tender Commission for the privatization and pay the Tender Documentation fee. The Confidentiality Undertaking must be submitted to the Tender Commission for the privatization and Tender Documentation Fee must be paid to the Privatization and Capital Investment Council ("Council"), latest to 25 November 2016.

Immediately upon receipt of duly signed Confidentiality Undertaking and confirmation from the Council that the Tender Documentation fee has been paid, the Secretary of the Tender Commission for Privatization shall provide the Tender Participants with the Tender Documentation, personally, by mail or e-mail. Upon the receipt of Tender Documentation by mail or email, the Tender Participant is obliged to submit the written confirmation about it to the Secretary of the Tender Commission.

9. The Tender Participants must submit their bids in accordance with the regulations and procedure as prescribed by the Tender Documentation, and such bid must arrive at the Agency by 01 December 2016, at 12.00h (Podgorica local time) at the latest. The Tender Commission for Privatization reserves the right to, if necessary, amend this deadline.
10. Along with the submission of their bids, the Tender Participant shall pay the deposit or submit a bid bond in favour of the Council, in the amount of EUR 200.000 (two hundred thousand Euro). The bond must be in the form of unconditional and on-demand bank guarantee, issued by a bank with at least BBB credit rating, according to the Standard and Poor's Agency, or a bank approved by a Tender Commission, in its sole discretion, upon prior written request of the tender participant.
11. A bidder that signs the share purchase agreement shall be obliged to pay the purchase price in cash, on the account of the Seller within the time regulated by the share purchase agreement.
12. Tender Commission for Privatization reserves the rights to amend the provisions of this Public Invitation, including the deadlines set herein.
13. All inquiries regarding this Public Invitation should be directed to the Tender Commission for Privatization and its Advisor at the following addresses:

GOVERNMENT OF MONTENEGRO Privatization and Capital Investment Council Tender Commission for Privatization	ADVISOR
Branko Vujovic, President of Tender Commission for Privatization Moskovska 17/A, M/C1 81000 Podgorica, Montenegro tel: +382 20 235 565 fax: +382 20 513 503 Ivana Šaranović Jovičević, Secretary of Tender Commission e-mail: ivana.saranovic@ano.co.me	MORAVCEVIC VOJNOVIC I PARTNERI Law Firm Miloš Laković, Partner Dobračina 15 11000 Belgrade, Serbia tel: +381 11 320 26 00 fax: +381 11 320 26 10 e-mail: m.lakovic@schoenherr.rs

THE GOVERNMENT OF MONTENEGRO
THE PRIVATIZATION AND CAPITAL INVESTMENT COUNCIL



Tender Commission for Privatization hereby announces:

PUBLIC INVITATION

for participation in the public tender („Tender“) for the sale of 51% of capital expressed in 1,703,458 shares of the company and for the award of rights to subscription of new shares by means of capital increase and to purchase of the remaining shares owned by the State of Montenegro and state institutions in accordance with the terms of the Tender

JOINT STOCK COMPANY "MONTECARGO" PODGORICA

1. The subject-matter of this Tender is sale of 1,703,458 (one million seven hundred three thousand four hundred fifty-eight) shares of the company AD Montecargo Podgorica (the „Company“ or „AD Montecargo“), owned by the State of Montenegro, i.e. 51.00% of the share capital of the Company and award of right to the selected qualified investor of this Tender (the „Selected Investor“) to subscribe new shares through capital increase and the right to purchase the remaining shares owned by the State of Montenegro and state institutions from the paragraph 2 of the section 1 herein in accordance with the Tender terms, with obligation of the Selected Investor to propose and implement the compulsory Investment Plan and Social Program.

The selected investor may acquire the right after 3 (three) years, subject to unequivocal fulfilment of success indicators that are to be defined through fulfillment of commitments from the Investment Plan and commitments from the Social Program as defined in the sale purchase agreement, to acquire and subscribe new shares in the Company, in the amount of implemented commitments from the Investment Plan, through capital increase. Moreover, after the expiry of the 3 (three) year period, subject to unequivocal fulfillment of success indicators that are to be defined in the sale purchase agreement as the investment commitments and commitments from the social program, the Government shall offer the Selected Investor to purchase additional remaining shares of the Company owned by the State of Montenegro, Investment and Development Fund of Montenegro JSC, The Fund for Pension and Disability Insurance of Montenegro and Employment Bureau of Montenegro (total of 1,223,679 remaining shares or 87.6358% of the existing capital), at the price per share as gained at the Tender.

2. Company Details

The Company is a joint stock company incorporated and existing under the laws of Montenegro, registered at the Central Register of Commercial Entities under the registration number 40385650, with the total registered capital in the nominal amount of EUR 17,463,786.05 (seventeen million four hundred sixty three thousand seven hundred eighty six euros and 5 cents), divided into 3,340,114 (three million three hundred and forty thousand one hundred and fourteen) shares. The nominal value of each share amounts to EUR 5.2285.

The company identification number is 02758628.

The code of the Company's core activity is 4920 – railroad cargo transport.

More detailed information regarding the Company is provided in the Tender Documents that will be available to the Tender participants upon signing the Confidentiality Statement and purchasing the Tender Documents.

3. Participation in the Tender shall be allowed to all interested parties (including consortiums) who have purchased the Tender Documents and signed the Confidentiality Statement in accordance with sections 6 and 7 of this Public Invitation (the "Tender Participant").
4. Tender Participant may submit a Bid on the Tender if it demonstrates in accordance with the Tender terms that it meets the following criteria:
 - (i) a bidder has to demonstrate in the manner specified in Tender Documents that it has been registered and that it has experience in the field of railroad cargo transport of at least three (3) last years that precede this Public Invitation, and
 - (ii) a bidder has to demonstrate in the manner specified in the Tender Documents that it had a total freight turnover by the means of railroad cargo transport in the volume of at least three (3) million tons in the last business year that precedes this Public Invitation, and
 - (iii) a bidder has to demonstrate in the manner specified in the Tender Documents that it made annual business revenue of at least EUR 25 million (*twenty five million euro*) solely by freight transport in railway traffic in the last business year that precedes the Public Invitation;requirements (i) and (ii) and (iii) from this section 4 (together the „Qualifying Requirements“) have to be cumulatively fulfilled.

A Tender Participant that is directly owned (with 100% of ownership) by an entity that fulfils the Qualification Requirements is also entitled to submit a bid.

Fulfillment of the Qualifying Requirements shall be evaluated upon the receipt and opening of the bid packages.

The documents that must be submitted for the purpose of evaluating the fulfillment of the Qualifying Requirements shall be specified in the Tender Documents, which will be delivered to Tender Participants in accordance with section 7 and 8.

5. Tender Participant may form a consortium with other entities prior to or after the purchase of tender documents and such consortium may submit a bid under the following conditions:
 - a) Member of the consortium with majority share in the consortium individually fulfills Qualifying Requirements in accordance with the section 4 of the Public Invitation; and
 - b) All consortium members shall deliver within the Bid a certified statement accepting the unlimited joint and several liability of the consortium members for the obligations arising from the Tender and privatization agreement.
6. The Tender Participant is to submit its Bid in accordance with the regulations and procedures stipulated by the Instructions to Bidders, which are contained in the Tender Documents.
7. The Tender Commission for Privatization (the „Tender Commission“) hereby invites interested parties to submit a written request for purchase of Tender Documents (the "Request") with a clear indication "Request for Purchase of Tender Documents" not later than 25 November 2016 at 15:00 hours (local time).
8. After receiving the Request, the Secretary of the Tender Commission shall deliver to the interested parties by mail, e-mail or fax, the instructions for payment of the fee for the tender documents in the amount of EUR 10,000 (the "Tender Documents Fee"), as well as the Confidentiality Statement. The Tender Participants shall, without delay, provide the Tender Commission and the Advisor with the signed Confidentiality Statement and make the payment of the Tender Documents Fee. The Confidentiality Statement must be delivered to the Tender Commission and the payment of the Tender Documents Fee must be made to the account of the Privatization and Capital Investments Council (the „Council“), not later than 30 November 2016.

Immediately upon the receipt of the signed Confidentiality Statement and confirmation by the Privatization and Capital Investments Council that the Tender Documents Fee has been paid, the Advisor shall provide the Tender Participants with the Tender Documents by e-mail. The Tender

Participant is obliged to submit to the Secretary of the Tender Commission a written confirmation on receipt of the Tender Documents.

9. The Tender Participant shall be provided with opportunity to visit the Company and with the access to data room in the period from 24 October 2016 until 25 November 2016, upon agreement with the Advisor.
10. A Tender Bid must be submitted in accordance with regulations and procedures prescribed by the Tender Documents and such Bid must arrive to the address of the Tender Commission not later than 8 December 2016 at 12:00 hours (local time), at the latest. The Tender Commission reserves the right to amend this deadline if needed.
11. Together with the bid, the bidder shall pay the deposit or submit a Bid Bond in favour of the Privatization and Capital Investments Council, in the amount of EUR 200,000 (*two hundred thousand Euro*), in the form of an unconditional bank guarantee, payable on first demand, issued by a bank that has a credit rating of at least BBB according to Standard and Poor's Agency, or by a bank approved by the Tender Commission, in its sole discretion, upon previously submitted written request by the Tender Participant.
12. The Bidder with whom the sale and purchase agreement will be signed shall be obliged to pay the amount of the purchase price in cash, within the deadline specified by the Sale Agreement.
13. The Tender Commission for Privatization reserves the right to amend particular provisions of this Public Invitation, including provisions that define specific deadlines.
14. For all inquiries regarding this Public Invitation, interested parties may contact the Tender Commission and Advisor at the following addresses:

THE TENDER COMMISSION	THE ADVISOR
<p>Tender Commission for Privatization Branko Vujovic, President</p> <p>Moskovska 17/A, M/C1 81000 Podgorica, Crna Gora tel: +382 20 235 565 fax: +382 20 513 503</p> <p>Ivana Šaranović Jovičević, Secretary of the Tender Commission e-mail: ivana.saranovic@ano.co.me</p>	<p>Advokatska kancelarija Zorica Đukanović</p> <p>Moskovska 13, III/23 81000 Podgorica, Crna Gora Tel. +382 20 205 540 Fax: +382 20 205 541;</p> <p>Zorica Đukanović, attorney at law, Advisor for the Tender Commission e-mail: ak-zorica.djukanovic@t-com.me</p>