

**INSTITUT IGH d.d., OIB: 79766124714 with the registered seat in Zagreb, Janka Rakuše 1**

**announces herewith the**

## **INVITATION**

**for the expression of interest to participate in the increase of share capital of the company INSTITUT IGH d.d.**

The Management Board of the Company INSTITUT IGH d.d. (hereinafter referred to as the IGH or the Company) and the Supervisory Board of the Company, made on 5 March 2014 the Decision to make public the Invitation for Expression of Interest by which interested parties are invited to participate in the increase of share capital of the company INSTITUT IGH d.d. (hereinafter referred to as the Company).

The following parties are invited to express their interest for participating in the procedure aimed at increasing the Company's share capital, through purchase of the Company's new shares:

1. Institutional investors (banks, insurance companies, investment funds, etc.),
2. Strategic investors whose line of business is the same, similar or compatible with the Company's activities, and
3. All other physical and legal persons

In their Expression of Interest, interested investors should provide the following information:

1. Description of the investor's activities, with key financial information.
2. The total amount of money to be invested in the increase of the Company's share capital (expressed in HRK) under assumption that the price of share be set to 190.00 (in words: one hundred and ninety) HRK per share.
3. Sources of financing through which the increase in the share capital will be operated (list of steps to be taken to acquire the funds, current status, and expected time within which the funds will be available).
4. Past experience in the investment in companies providing services in the field of design, project management, project development and/or construction, or in companies whose activities are related to the research and development in civil engineering.
5. Internal approvals to be obtained by the investor so that it can participate in the increase of the Company's share capital.
6. Other preconditions, if any, the investor has to meet before being able to take part in the increase of the Company's share capital.
7. Statement by which the investor confirms that it acts in its own name and for its own account, and that there are no current or potential court proceedings that could jeopardise the investor's continuous business activity.
8. Statement by which the investor confirms that it is ready to present its ownership structure should the Company consider that it needs such information.
9. Other significant information.

Potential investors are invited to consult the Company's information at the Institut IGH d.d. web pages ([www.igh.hr](http://www.igh.hr)) and at the pages of the Zagreb Stock Exchange (Zagrebačka burza d.d., [www.zse.hr](http://www.zse.hr)).

The Expressions of Interest containing the above mentioned information should be submitted by mail or personally within 8 calendar days from the date of publication of this Invitation, i.e. no later than on 13 March 2014 by 4 p.m., and this in a sealed envelope on which the following text should be written:

“Expression of Interest for participating in the increase of share capital of the company INSTITUT IGH d.d.”

Investor Relations Office, Mr. Zoran Emeršić

Highly Confidential – Do Not Open”.

The goal of this Invitation is to check the level of interest and seriousness of potential investors and, possibly, to organise the issue of new ownership shares, in compliance with the Capital Market Act.

The entire procedure of preparing the transaction aimed at increasing the share capital, which includes preparing and convening the Company’s General Assembly meeting, and conducting other activities as needed for preparation of the increase in share capital, including the scope of such increase, will be determined and prepared **exclusively** based on the interest to be expressed by potential investors, if such interest is expressed following publication of this Invitation. This transaction will not be prepared and the General Assembly meeting will not be convened if the total interest for participating in the share capital increase, as formulated by all potential investors, should amount to less than HRK 30,000,000.00 (in words: thirty million Croatian kunas).

As the above mentioned Invitation for Expression of Interest does not contain information about shares and/or about the Company as would be necessary for making investment decisions in compliance with Article 343, Paragraph 5, of the Capital Market Act, this invitation shall not be considered to be a public invitation for the inscription and payment of Company’s shares and, consequently, this Expression of Interest is not obligatory for the Company, i.e. it does not constitute an offer for inscription and payment of Company’s shares.

**INSTITUT IGH**