



ZAGREBAČKI  
HOLDING

Zagreb, 20 June 2017

**Zagreb Stock Exchange plc.**

Ivana Lučića 2a/22

10000 Zagreb

Securities:                   ISIN: XS0309688918  
                                      ISIN: HRZGHOO237A3

**Notice on Regulated Information  
(Intended Transaction on Capital Market)**

Zagrebački holding d.o.o., Ulica grada Vukovara 41, HR-10000 Zagreb, Republic of Croatia, personal identification number (OIB): 85584865987 ("Issuer"), publishes its intent to issue the second tranche of notes with a total nominal value of up to HRK 500,000,000 (the "Second Tranche Notes"), which, together with the notes already issued by the Issuer in the first tranche on 15 July 2016 with a total nominal value of HRK 1,800,000,000, which are listed on the Official Market of the Zagreb Stock Exchange (the "First Tranche Notes"), shall form one integral issue of notes by the Issuer with a total nominal value of up to HRK 2,300,000,000 (the "Maximum Total Nominal Value"), securities ticker ZGHO-O-237A, ISIN designation HRZGHOO237A3, with a fixed annual interest rate of 3,875%, and maturity date on 15 July 2023 (the "Notes").

Payment of all amounts due under the Notes, regardless of the tranche in which they are issued, is secured by an unconditional and irrevocable guarantee of the City of Zagreb.

For the purposes of issue of the First Tranche Notes, the Issuer has published Information Memorandum of up to HRK 2,300,000,000.00 issue of notes, dated 29 June 2016 and, pursuant to Article 342, Paragraph 1, Item 4, of the Capital Market Act, the Issuer shall not publish a Prospectus for the issue or the listing of the Second Tranche Notes. A Second Tranche Notes Information Memorandum, which will form an integral part of the Information Memorandum dated 29 June 2016, will be available to interested investors on the Issuer's website (<http://www.zgh.hr/aktualnosti-10/investitori/2370>).

All Notes, regardless of whether issued as the First Tranche Notes or the Second Tranche Notes, grant the same rights to their holders, as established by the Information Memorandum dated 29 June 2016 and repeated in the Second Tranche Notes Information Memorandum. The Issuer's obligations under the Notes are equal in relation to all Notes, regardless of the tranche in which they are issued. Both tranches of Notes are part of an integral issue of Notes up to the Maximum Total Nominal Value, with

the same due date, interest rate and all other terms and conditions (except from issue yield and issue price).

Yield until maturity and the price of the Second Tranche Notes will be determined at the time of pricing of the Second Tranche Notes. The price of the Second Tranche Notes will be increased by accrued interest for the period starting on, and including, 15 July 2016 until, but excluding, the date of issue of the Second Tranche Notes. Interests will be paid annually.

The expected date of issue of the Second Tranche Notes is 3 July 2017.

The Issuer will use the net proceeds of the Second Tranche Notes to redeem at maturity its existing notes issued in 2007 (outstanding EUR 153.700.000,00, 5.50% p.a., maturity date 10 July 2017, ISIN XS0309688918). Any surplus after redemption of all the said notes shall be used to finance the Issuer's capital projects.

The Second Tranche Notes shall be publicly offered on the capital market in the Republic of Croatia in accordance with the Croatian Capital Market Act (Official Gazette, nos. 88/2008, 146/2008, 74/2009, 54/2013, 159/2013, 18/2015, 110/2015 and 123/2016). The Issuer intends, subject to approval of the Zagreb Stock Exchange, to list Second Tranche Notes on the Official Market of the Zagreb Stock Exchange.

The Issuer has engaged Privredna banka Zagreb d.d. and Zagrebačka banka d.d. as joint agents in connection with the intended issue of the Second Tranche Notes and their listing on the Official Market of the Zagreb Stock Exchange.

The Issuer will timely notify the public and interested investors on all material issues in relation to the issue of the Second Tranche Notes and their listing on the Official Market of the Zagreb Stock Exchange.

This notification is not and may not be deemed as an offer to purchase the Notes, or as advice or recommendation for trading with any existing or future security instruments of the Issuer.

Zagrebački holding d.o.o.



**ZAGREBAČKI HOLDING**

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ZAGREB, Ulica grada Vukovara 41

Ana Stojić Deban,  
President of the Management Board