



Bihać, Bosanska 25, Bosnia and Herzegovina  
 Phone: + 387 77 222-400, Fax: 222-331, e-mail: unabanka@bih.net.ba S.W.I.F.T.: PRBBBA2H

Provisional Administration  
 Bihać, 30.11.2009.

Pursuant to Article 57, Paragraph 1 and Paragraph 5, Item 1 of Law on Banks ("Official Gazette of the Federation of BiH" number: 39/98, 32/00, 48/01, 27/02, 41/02, 58/02, 13/03, 19/03 and 28/03) and Decision of Provisional Administrator, number: PU 4008 dated of 30.11.2009., the Provisional Administrator of Una Bank d.d. Bihać under Provisional Administration proclaims

### A PUBLIC CALL

To invite potential investors to submit their applications and bids for additional capitalization or merger or sale of the Bank's assets with a buyout of liabilities of UNA Bank d.d. Bihać under Provisional Administration.

#### SUBJECT

Subject of the Public Call is:

1. additional capitalization or
2. merger or
3. sale of assets with a buyout of liabilities

of UNA bank d.d. Bihać under Provisional Administration  
 Bihać, Bosanska 25  
 Bosnia and Herzegovina

Una bank dd Bihać was founded in 28.07.1992. The Bank has obtained all necessary authorizations (licenses) to perform banking activities, international payment system transactions, foreign exchange-currency operations, international credit-guarantee operations, as well as an authorization (license) to conduct internal payment system transactions.

The Bank has been under provisional administration process since 07.05. 2001.

The overall balance sheet of the Bank, as of 30.09.2009.(in 000 KM), is the following:

<b>ASSETS</b>	
Cash funds and due from depository institutions	3.100
Loans, leasing claims and other claims	1.454
Business premises and other fixed assets	7.705
Other real estate	1.722
Investments in the nonconsolidated related entities	98
Other assets	739
Reserves for potential losses	(619)
<b>TOTAL ASSETS</b>	<b>14.199</b>
<b>LIABILITIES</b>	
Deposits	8.221
Off-balance sheet liabilities not paid, called to be paid	973
Borrowings from other banks	3.089
Liabilities for loans borrowed	290
Other liabilities	5.219
<b>TOTAL LIABILITIES</b>	<b>17.792</b>
Capital – provisioning	(3.593)
<b>TOTAL LIABILITIES AND CAPITAL</b>	<b>14.199</b>

The Bank's claims against bad (nonperforming) assets that have been charged off earlier amount to 8.529/thousand KM.

## **CONDITIONS**

Potential investors must meet the conditions prescribed by the Law on Banks and regulations of the Banking Agency of the Federation of Bosnia and Herzegovina in order to perform the intended transaction.

A participation fee to the Public Call is KM 2.000,00 without any right of refund. Potential investors are obliged to make the payment to the transaction account of Una Bank d.d. Bihać under Provisional Administration, number: 183100 0000000213, stating the purpose: payment of the participation fee to the Public Call.

Payment of the participation fee to the Public Call in the amount of EUR 1.022,59 (1EUR = 1,95583 KM) could be made to the account of Una Bank d.d. Bihać under Provisional Administration with Zagrebačka Bank DD Zagreb, number: 5180001227-978 SWIFT ZABHRXX.

### **1. ADDITIONAL CAPITALIZATION OF THE BANK**

Additional capitalization of the bank shall be conducted by a closed (special) issue of shares in the amount of 25.000.000,00 KM in order to obtain capital of the Bank in accordance with the minimum standards as specified by the Law on Banks, and to enable performance of the Bank, pursuant to the applicable laws and decisions of the Banking Agency of the Federation of BiH.

The bids specifying lower value of additional capitalization will not be taken into consideration.

All domestic and foreign legal entities and individuals have right to participate.

Potential investors should have financial funds provided (an earmarked deposit) as necessary for the issuance of new shares.

Application to the Public Call should contain some general information about potential investor, its seat, person authorized for representation, ownership structure, financial condition, and decision issued by the authorized body of a legal entity aimed for approval of the additional capitalization.

The following documents should be attached to the application:

1. certified copy of registration by the authorized court or another authorized body (for foreign legal entities)
2. certified ID or passport (for an investor that is an individual)
3. decision issued by the authorized body of a legal entity aimed for approval of the additional capitalization
4. original or certified copy of the financial statements prepared by an independent auditor for the past 3 years and the most recent periodic financial statement
5. certified copy of a document of an earmarked deposit (contract on deposit, deposit account statement)
6. an evidence of payment of the participation fee to the Public Call (a copy of the order).

### **2. MERGER TO ANOTHER BANK**

Merger of Una bank dd Bihać under Provisional Administration is possible to be conducted only to a bank operating in the territory of Bosnia and Herzegovina, whose performance is based on the Law on Banks and regulations of the authorized Banking Agency.

Application to the Public Call should contain some general information about potential investor, its seat, person authorized for representation, ownership structure, financial condition and decision issued by the authorized body of a bank aimed for merger and the merger plan.

The following documents should be attached to the application:

1. certified copy of bank's registration by the authorized court
2. decision issued by the authorized body of the bank aimed for approval of the merger

3. original or certified copy of the financial statements prepared by an independent auditor for the past 3 years and the most recent periodic financial statement
4. the plan of merger
5. an evidence of payment of the participation fee to the Public Call (a copy of the order).

### **3. SALE OF ASSETS WITH A BUYOUT OF LIABILITIES**

Sale of assets should be conducted by the proportional buyout of liabilities of Una Bank dd Bihac under Provisional Administration, with the initial price being based on the book value of the assets/liabilities of the Bank as of 30.09.2009.

Applicants that have a right to participate are banks operating in the territory of Bosnia and Herzegovina, whose performance is based on the Law on Banks and regulations of the authorized Banking Agency.

Application to the Public Call should contain some general information about potential investor, its seat, person authorized for representation, ownership structure, financial condition, and decision issued by the authorized body about purchase of assets with a buyout of liabilities.

The following documents should be attached to the application:

1. certified copy of bank's registration by the authorized court
2. decision issued by the authorized body of the bank about purchase of assets with a buyout of liabilities
3. original or certified copy of the financial statements prepared by an independent auditor for the past 3 years and the most recent periodic financial statement
4. an evidence of payment of the participation fee to the Public Call (a copy of the order).

### **DEADLINE FOR SUBMISSION OF APPLICATIONS**

Potential investors may submit their applications with the documentation for participation in the Public Call within 15 days, starting from the date of publishing the Call in the media, at the following address:

Una banka d.d. Bihać u privremenoj upravi / *Una Bank d.d. Bihać under Provisional Administration*  
Komisija za provođenje Javnog poziva /  
*Commission in charge of Implementation of the Public Call*  
Bosanska 25  
77000 Bihać, Bosnia and Herzegovina

*With "for the Public Call" and "do not open" note.*

The application could be submitted by a person authorized for representation or by a proxy with the power of attorney attached.

The application should be submitted in a sealed envelope in one of the official languages used in the Federation of Bosnia and Herzegovina.

Documents attached to the application, which are not originally written in one of the official languages used in the Federation of Bosnia and Herzegovina, must be translated by the certified court translator in one of the official languages used in the Federation of Bosnia and Herzegovina, and properly certified by the authorized body.

### **THE PROCESS OF TAKING APPLICATIONS INTO CONSIDERATION**

The applications' opening and determining of their formal correctness will be conducted on 23.12.2009. at 12 a.m. at Una Bank d.d. Bihać under Provisional Administration at the head office in Bihać, Bosanska 25. The submitters of the applications are called to attend this event.

Commission in charge of Implementation of the Public Call, as appointed by the Bank's Provisional Administrator, shall determine a formal correctness, conditions to be met, comprehensiveness of the applications submitted, and it shall notify the applicants whether the application is being accepted or not.

Along with the notification about the application being accepted, the Commission in charge of Implementation of the Public Call shall also determine the time (deadline) by which the potential investor could perform an analysis of the performance of Una bank dd Bihać under Provisional Administration (due diligence).

The due diligence process for all potential investors shall be conducted within 30 days from the date of submitting the notification about the application being accepted.

Prior to an initiation of the due diligence, a person authorized by the potential investor to review the books shall sign a Confidentiality Statement.

Potential investor, whose application is not accepted by the Commission for Implementation of the Public Call, will be notified about this and will not be invited to perform an analysis of the performance of the Bank (due diligence).

## **SUBMISSION OF BIDS**

A bid shall be submitted after the due diligence is performed.

Upon a due diligence being performed and bids being submitted, potential investors do not have right to subsequently state any objections to the balance sheet condition of the bank.

The bid should contain the information including some general elements of the plan and program of additional capitalization, if the bid refers to the additional capitalization; plan and program of the merger approved by the authorized body of the bank, if the bid refers to the merger to a bank; plan and program of purchase of assets and buyout of liabilities approved by the authorized body, if the bid refers to the sale of assets with a buyout of liabilities.

The bid could be submitted by a person authorized for representation or a proxy with the power of attorney attached.

The bid should be submitted in a sealed envelope to the Commission in charge of Implementation of the Public Call within 7 days upon expiration of the time (deadline) for due diligence, counting since the day when the potential investor has completed analysis of the Bank - due diligence. The bids should be submitted in one of the official languages used in the Federation of Bosnia and Herzegovina to the following address:

Una banka d.d. Bihać u privremenoj upravi / *Una Bank d.d. Bihać under Provisional Administration*  
Komisija za provođenje Javnog poziva / *Commission in charge of Implementation of the Public Call*  
Bosanska 25  
77000 Bihać  
Bosnia and Herzegovina

*With "for the Public Call" and "do not open" note.*

Along with the Bid, one should also submit a proof of deposit paid for participation in the Public Call. Deposit to participate in the Public Call in the amount of 50.000,00 KM should be paid to the account of Una bank d.d. Bihać under Provisional Administration, number 183100000000213 with purpose: payment of deposit for participation in the Public Call.

Payment of deposit from abroad could be made in the amount of EUR 25.565,00 (1EUR = 1,95583 KM) to the account of Una bank d.d. Bihać under Provisional Administration with Zagrebačka Bank dd Zagreb, number: 5180001227-978 SWIFT ZABHRXX.

The selected investor shall remain without any right to receive the deposit back, if it withdraws from participation in the Public Call or signing of the contract.

In case the selected investors withdraws from the Public Call or signing of the contract, negotiations will be initiated with the next investor on the rating list until the Public Call is realized or decision is made about its annulment or if announced failed.

The investors whose bids do not get to be accepted for any reason shall receive their deposit back after the preferred investor is selected.

## **THE PROCESS OF TAKING THE BIDS INTO CONSIDERATION**

Opening, evaluation and rating of the bids shall be performed by the Commission in charge of Implementation of the Public Call.

Evaluation of the bids shall be performed on a comparative basis.

The bidders shall be informed in written about the opening place and time of the bids.

### **BINDS' EVALUATION CRITERIA FOR:**

#### **1. ADDITIONAL CAPITALIZATION OF THE BANK**

1. Additional capitalization amount - maximum to 50 %
2. Financial reliability of the investor: - maximum to 30 %
3. Requirements to continue operating the Bank and number of the full time employees to remain in the bank: - maximum to 20 %

#### **2. MERGER TO ANOTHER BANK**

1. Financial reliability of the investor - maximum to 60 %
2. Requirements to continue operating the Bank-successor and number of the full time employees to remain in the bank: - maximum to 40 %

#### **3. SALE OF ASSETS WITH A BUYOUT OF LIABILITIES OF THE BANK**

1. Purchase price: - maximum to 60 %
2. Financial reliability of the investor: - maximum to 20 %
3. Requirements to continue operating the Bank-buyer of the assets and number of the full time employees to remain in the bank: - maximum to 20 %

Commission in charge of Implementation of the Public Call may ask from any potential investor to submit some additional information concerning its business reputation, credit capability, and other things which may influence the final decision about selection of the preferred investor.

## **SELECTION OF THE PREFERRED INVESTOR AND COMPLAINT TO THE SELECTION**

Commission in charge of Implementation of the Public Call shall evaluate the bids and determine rating list of the bids.

Shareholders of Una bank dd Bihać under Provisional Administration have the preemptive right in accordance with the law and under the conditions specified by the law.

All investors will be informed in written about the results of the Public Call.

The potential investors have right to submit their complaints within 7 days from the date of receiving the notification about the selected preferred bidder. A decision about any potential complaints shall be made within 7 days from the date of receiving the complaint.

The preferred bidder shall receive from the Bank a proposed contract to be signed.

Provisional Administrator shall hold the right to cancel the Public Call without any explanation at any time in such case the Bank does not bear any expenses of the investors.

General information about the Bank, its business environment and other information, are available at:

UNA BANK D.D. BIHAĆ  
Under Provisional Administration  
77000 Bihać  
Bosanska 25  
Tel. 387 37 222 402

This Public Call shall be published in daily newspaper “Dnevni avaz“ and „Večernji list“, on the website of Una Bank dd Bihać under provisional administration, and website of the Banking Agency of the Federation of BiH, in one of the official languages used in the Federation of BiH.

Provisional Administrator  
Stjepan Blagović