

Međunarodna zračna luka Zagreb d.d. (hereinafter referred to as: MZLZ) and the Republic of Croatia concluded the Amendments no. 2 of the Concession Agreement for the construction and management of Zagreb Airport dated 02 December 2013 (hereinafter referred to as: "Concession Agreement") and the company MZLZ in accordance with the Concession Agreement became the concessionaire and acquired exclusive management rights for 30 years at Zagreb airport now Franjo Tuđman Airport, including the further development of the Franjo Tuđman Airport passenger terminal. Based on the above, MZLZ to examine the interest of potential investors, publishes the following:

**Call to investors for expression of interest to participate
in development and implementation of a project "MZLZ solar power plant"
at the Franjo Tuđman Airport
(hereinafter referred to as the "Call")**

SUBJECT OF THE CALL

The subject of this Call is an expression of interest of potential investors by submitting letters of intent for possible cooperation in development and implementation of project 'MZLZ solar power plant' at Franjo Tuđman Airport in Velika Gorica (hereinafter referred to as: „MZLZ Solar Power Plant Project“ or shorter „Project“).

The objective of this Call is to provide information on the MZLZ Solar Power Plant Project, provide a brief overview of information on the intended tender and examine the interest of potential investors to participate in the development and implementation of the Project. Depending on the interest of potential investors and whether they will meet the criteria of this Call, MZLZ will consider issuing a decision to launch a tender inviting eligible potential investors who have submitted letters of intent and who meet the requirements of this Call to submit offers in accordance with requirements of the intended tender for the purpose of the Project.

The purpose of the Project is to promote energy efficiency and reduce CO2 emissions in regular operations through the construction of a solar power plant in the area at the Franjo Tuđman Airport (hereinafter: "ZAG") which will be used primarily for self-supply of electricity from renewable energy sources for needs of ZAG and the same is planned to be established through construction of canopies in the parking lot of the new passenger terminal of ZAG (hereinafter: "NPT"). Also, MZLZ wants by constructing canopies in the parking lots of NPT ZAG provide better service to users of ZAG through covered parking lots and covered sidewalks for access to NPT ZAG as well as to provide technical and other necessary predispositions for potential subsequent development of charging stations for electric cars.

DESCRIPTION OF THE PROJECT

MZLZ, as the concessionaire of ZAG, is considering the possibility of construction of a solar power plant in the parking lot south of the NPT building at ZAG and is also considering the option of subsequent development of solar power plants on existing buildings of ZAG.

For the needs of the development of the Project for the construction of solar power plant in the area of parking facilities, MZLZ has developed a conceptual architectural solution that includes a conceptual electrical solution of the power plant, which defines the basic concept of covering the existing parking lot, types of canopies and basic elements of a solar power plant. Interested investors can get a copy of the conceptual architectural solution in digital form by requesting the same via e-mail defined further in the text of this Call. Please note that the mentioned conceptual architectural solution is considered a confidential document, therefore, after the request for delivery is received, MZLZ will submit a statement of confidentiality to potential investors for signature and the same will be delivered after statement of confidentiality is signed.

The conceptual architectural solution represents the preliminary concept and guidelines for Project development. Potential investors who have submitted letters of intent and meet the requirements of this Call, which were evaluated and selected by MZLZ as eligible potential investors in accordance with the selection procedure described in this Call, will be invited by MZLZ to participate in the tender and will be able to propose amendments to the conceptual architectural solution and conceptual electrical solution of the power plant as part of the offer to be submitted to the intended tender. The proposed amendments will be subject to approval of MZLZ, which in the case of changes to the architectural solution, will depend on the prior consent of the authors of the conceptual architectural solution whose approval will be obtained by MZLZ. Eligible potential investors who will participate in the MZLZ tender will be invited to develop Project concept with a goal to maximize the positive effects of construction a solar power plant on canopies above the parking lot in order for the Project to reduce CO₂ emissions, reduce electricity consumption from the grid for the needs of operational work of ZAG and to develop additional services for ZAG users.

As part of the Project, eligible potential investors will be required to provide the necessary technical predispositions for potential subsequent development of charging stations for electric cars that will meet the needs of NPT ZAG users including all modalities of road passenger transport to and from NPT ZAG. The basic guidelines for ensuring the necessary technical predispositions are given in the conceptual electrical solution of the power plant. In case of Project implementation, the selected investor will be obliged to provide access to the built infrastructure for subsequent connection of charging stations by MZLZ or any other legal entity that MZLZ could choose for installation and management of charging stations, which selection does not exclude the selected Project investor.

Eligible potential investor whose offer is assessed as the most favourable for MZLZ will be obliged to develop and implement the Project, i.e. to finance, design and obtain all necessary permits and approvals from the competent authorities, as well as construct, maintain and operate a solar power plant (including related infrastructure). The income from which the eligible potential investor would be reimbursed for investing in the Project would primarily come from the charge of electricity delivered to MZLZ. In addition to the charging of produced and delivered electricity to the MZLZ, revenues can be generated by providing other services related to the Project as would be agreed in the contract to be concluded by the end of the concession period i.e. until 11 April 2042 with an eligible investor selected in a tender, and by the sale of any surplus electricity produced to the national grid if such an option would be included in the contract concluded between MZLZ and the selected investor. Additional opportunities for generating income from the implementation of the Project, eligible potential investors invited by MZLZ to participate in the tender, should elaborate and suggest to MZLZ as a part of its offer during tender.

MZLZ's interest is to maximize energy efficiency in ZAG's regular operations by minimizing energy consumption in ZAG's total consumption, increasing the share of renewable energy sources produced on the location, increasing the quality of service to ZAG's end users and reducing ZAG's operational costs.

THE WAY OF EXPRESSING INTEREST

Potential investors shall express interest in the implementation of the "MZLZ Solar Power Plant Project" by submitting a letter of intent which must contain all the necessary information to prove the qualifications and financial and professional ability of the potential investor.

The following must be attached to the letter of intent with an expression of interest:

- (a) details of the registration of the legal entity; name of the legal entity or the name of the submitter of the letter of intent: provide basic information on the legal entity (name, registered office, activity, etc.), contact details: name and surname, position in the legal entity, address, telephone and e-mail;
- (b) the contract, pre-contract or consortium agreement, if the application is submitted by the associated legal entities with a clear indication of the responsible legal entity to the MZLZ for the implementation of the Project;
- (c) a statement of non-punishment under material and criminal liability in connection with non-participation in a criminal organization, corruption, fraud or money laundering;
- (d) a report on the business and financial position of the legal entity (or legal entities in the case of a consortium) during the last five years certified by a certified auditor; a statement that the submitter of the letter of intent is not in the process of liquidation, compulsory administration, bankruptcy or other proceedings that will lead to the termination of business activities, as well as that he is not insolvent;
- (e) a list of references of the legal entity that meets the criteria of the Selection Procedure section of this Call;
- (f) Brochures, catalogues, etc. on completed projects.

SELECTION PROCEDURE

MZLZ will shortlist eligible potential investors who have expressed interest and based on their statements have proven the greatest experience in implementing similar projects and financial capacity to implement the Project, considering the general principles of transparency, equal treatment, and non-discrimination. In accordance with best business and market practices, the MZLZ will consider letters of intent from potential investors according to the following criteria:

1. Total investment value of projects implemented (financed) by legal entities / potential investors, similar to the subject of this public Call (e.g. construction of energy infrastructure / facilities, construction of solar power plants, energy efficiency projects, etc.) in the past five years;
2. Total annual income of the legal entity / potential investors in the past five years;
3. Legal entities/potential investors must prove experience in the construction and / or management and maintenance of a solar power plant / plants with a total contracted capacity of at least 3 MW.

MZLZ will select a maximum of 5 eligible potential investors who will be invited to participate in the intended tender of MZLZ. MZLZ will select potential investors in a way that interested potential investors will be ranked according to proven experience in the implementation of the same or similar projects (number of completed projects, investment values in the field of construction, maintenance and management of solar power plants) and financial capacity.

MZLZ reserves the right to refuse to consider letters of intent from legal entities / potential investors that are incomplete and that do not meet the stated minimum requirements. Also, MZLZ reserves the right to request amendments to the submitted letters of intent if it deems as necessary. Legal entities / potential investors who express interest under this Call, and who are in the process of liquidation, compulsory administration, bankruptcy, or other proceedings indicating insolvency or cessation of business activities will be excluded from the selection procedure.

CONDITIONS OF THE CALL

A letter of intent with an expression of interest may be submitted by domestic and foreign legal entities (foreign legal entities that establish a legal entity in the Republic of Croatia for the implementation of the Project). A letter of intent with an expression of interest in writing must contain the name of the interested investor and must be signed by the responsible person of the interested investor. A letter of intent with an expression of interest and supporting documentation must be submitted in Croatian and English language.

The interested investor in a letter must present his professional skills and experience in the implementation and management of similar projects. A letter of intent with an expression of interest may be submitted jointly by a consortium or associated legal entities. Interested investors are invited to submit their letter of intent with an expression of interest and all attachments in written form, no later than February 18, 2022 by the end of the day (24:00), in a closed envelope, by post or directly to:

Ulica Rudolfa Fizira 1, 10 410 Velika Gorica, Urudžbeni ured, soba 110

With a clear designation of the subject:

Expression of interest - "MZLZ Solar Power Plant Project" and with a warning "do not open"

Interested investors are required to submit 1 (one) original sample in printed form and 1 (one) sample on a USB stick.

The publication of this Call or the receipt of any expression of interest does not constitute any obligation of MZLZ to enter into a contract with any interested investor nor may it constitute grounds for any request or right of the parties to request from MZLZ to perform any act on any grounds. Interested investors are not entitled to reimbursement of any costs related to the preparation and submission of a letter of intent with an expression of interest. MZLZ is not obliged to issue a decision of the organization of the tender and invite interested investors to submit the offer or enter a contract with any of the interested investors. MZLZ has the right to terminate the procedure initiated by this non-binding Call at any time without explanation or to change the conditions of this Call, without being obliged to justify its decision. MZLZ reserves the right not to rate as acceptable any of the

received letters of intent with an expression of interest. Interested investors will not be entitled to claim damages from the MZLZ on any grounds.

NOTES The regulations of the Republic of Croatia apply to this Call. All information received will be processed in accordance with legal provisions to ensure the protection of the rights and privacy of interested parties. This Call is published on the MZLZ website. For all additional information, interested persons can contact the e-mail address: progosic@zag.aero and dvuckovic@zag.aero.