



Pursuant to the provisions of Articles 280–296 of the Act on Ownership and Other Rights *In Rem* (Official Gazette 91/96, 68/98, 137/99, 22/00, 73/00, 114/01, 79/06 and 141/06, 146/08 and 38/09, 153/09, 90/10, 143/12, 152/14, 81/15 and 94/17) and in accordance with the Articles of Association of Zagreb Airport Ltd., the following is issued:

PUBLIC CALL

for expression of interest in participating in the international tender for the selection of investors for the realisation of the development project of a new hotel and mixed-use centre located next to the Zagreb Airport, by establishing Right to Build on land owned by Zagreb Airport Ltd.

By issuing this Public Call, Zagreb Airport Ltd. invites interested domestic and international investors with financial capacity and experience in the development and management of hotel projects and/or projects involving other types of real property to express their interest in participating in the international tender for the selection of investors for the realisation of the development project of a new hotel and mixed-use centre located next to the Zagreb Airport (hereinafter: Project). The investor with the most advantageous tender will acquire the right to realise the Project by establishing the Right to Build.

I. REAL ESTATE FOR WHICH THE RIGHT TO BUILD WILL BE ESTABLISHED

To realise the Project, the Right to Build will be established for the following real estate owned by Zagreb Airport Ltd.: land with an area of 18,344 m² at the address Ulica Rudolfa Fizira, Velika Gorica. The plot is located outside of the scope of concession of the Franjo Tuđman International Airport Zagreb (ZAG/LDZA).

The building plot, cadastral plot no. 664/4, cadastral municipality Pleso, is located directly on the western side of the entrance portal of the old access to the Franjo Tuđman International Airport Zagreb, in the immediate vicinity of the old passenger terminal, in Velika Gorica, Zagreb County. The location has a planned access road from the northwest side of the plot, that is, the Rudolf Fizir state road. There are currently no existing buildings on the building plot.

II. SPATIAL PLANNING CONDITIONS AND THE STATE OF INFRASTRUCTURE AT THE LOCATION

Development of the relevant plot is planned in accordance with the spatial planning documents: Spatial Development Plan of the Town of Velika Gorica-III.ID (Official Gazette of the Town of Velika Gorica 10/06, 6/08, 5/14, 6/14 – corrigendum to Decision, 8/14 – consolidated text, 2/15 and 3/15 – consolidated text), Articles 17, 92 and 139.

Following the Spatial Development Plan of the Town of Velika Gorica, the location is located within the area of the infrastructure systems of Zagreb Airport Ltd., planning code IS, where the construction of a hotel with a maximum capacity of 500 beds is permitted.

Since the provisions of the Spatial Plan of Velika Gorica for the IS zone do not explicitly define the conditions for construction (efficiency ratio, cover ratio, greenery, distance from the edge of the plot, etc.), the conditions from the Spatial Plan of Zagreb County (Official Gazette 2/2021) apply. Articles 41a and 46a define the maximum permitted height of buildings in the IS zone as six above-ground floors (G+5), the maximum permitted above-ground land-to-building ratio as 0.5 (which defines the ratio of the ground plan area to the land area), and at least 10% of the land area must be developed into a public park.

The location is near the main gas pipeline, water supply pipeline and mini-link.

III. PROJECT DESIGN AND PERFORMED PREPARATORY ACTIVITIES FOR DEVELOPMENT OF THE PROJECT

The objective of the Project is to build an airport hotel with accompanying commercial facilities as part of a mixed-use centre, such as clinics, conference halls, restaurants and other amenities that serve the airport's users, in accordance with the investor's assessment.

The hotel must have a minimum international classification as midscale or higher.

Zagreb Airport Ltd., as the owner of the land and the initiator of the development Project, has so far carried out the following preparatory activities for the development of the Project:

- Created a preliminary design that can be changed in accordance with the investor's wishes
- Obtained a location permit
- Prepared the legal framework for the establishment of Right to Build.

The Project design is made in two versions, where the second version of the conceptual design represents a reduction of surface areas and content, thus enabling a higher efficiency ratio and reducing the required investment. Likewise, in the second version of the design, construction of facilities in phases is enabled, which reduces the required initial investment. Conceptual designs for both versions and the location permit for the second version constitute an integral part of the tender documentation.

The investor has the right to make changes to the conceptual design with the consent of Zagreb Airport Ltd.

IV. PROJECT REALISATION MODEL

Zagreb Airport Ltd. is the 100% owner of the land intended for Project development, for which the Right to Build will be established.

Zagreb Airport Ltd. will conclude an Agreement on the Establishment of Right to Build with the investor or with the company established by the investor. The Right to Build will be established for the Project location for a period of fifty (50) years from the date of signing the Agreement on the Establishment of Right to Build, with the possibility of extension for an additional forty-nine (49) years.

Among other things, the investor must fulfil the following obligations:

- a. Commence Project construction within one (1) year from the issuance of the building permit

- b. Complete Project construction and start operations within three (3) years from the start of construction
- c. Ensure the payment of development costs financed by Zagreb Airport Ltd. and payment of the fee for Right to Build to Zagreb Airport Ltd. (or its legal successor or legal entity designated by Zagreb Airport Ltd.). The fee for the Right to Build consists of a fixed and a variable part, where the amount of the fixed part of the fee depends on the phase of the Project (construction or operation) and on the inflation rate, while the variable part of the fee, which is paid during the operational phase of the Project, depends on the total revenues that the Project will generate. Details of the fee for Right to Build are specified in the tender documentation.
- d. After the expiration of the period for which the Right to Build was established, the rights of ownership of the buildings constructed on the land for which the Right to Build was established and the rights of ownership of all movable and immovable equipment inside and outside of the buildings at the time of return of the buildings is transferred to Zagreb Airport Ltd. or to its legal successor or to legal entities designated by Zagreb Airport Ltd., unless Zagreb Airport Ltd. or its legal successor decides otherwise. The investor is obligated to return the buildings unencumbered, and Zagreb Airport Ltd. will not pay any compensation for the buildings, regardless of the increase of value of the land for which the Right to Build was established with the buildings on it compared to the value of the land without such buildings.

Zagreb Airport Ltd. will provide support for the Project development in good faith, be loyal to the investor participating in the Project and in a timely manner undertake everything in its power to ensure that the Project can be realised following the provisions of this tender.

V. TWO-STAGE TENDERING PROCEDURE

The investor for the Project of a new hotel and mixed-use centre next to the Zagreb Airport will be selected through a two-stage tendering procedure in the following way:

1. The pre-tendering procedure (phase of expression of interest for investors), during which the investors, according to the Public Call for expression of interest in participating in the international tender for the selection of investors for the realisation of the development project of a new hotel and mixed-use centre located next to the Zagreb Airport, by establishing Right to Build on land owned by Zagreb Airport Ltd., submit an expression of interest in participating in the tendering procedure, and based on the received expressions of interest, Zagreb Airport Ltd. determines the completeness and validity of the expressions of interest and the documentation that the investors must enclose to the expression of interest in accordance with this Public Call, and makes a decision on the investors who will be invited to submit a tender
2. The tendering procedure, during which an invitation is sent to investors who submitted complete and valid expressions of interest and enclosed documentation in the pre-tendering procedure in accordance with this Public Call to submit a tender, investors' tenders are received and evaluated, and the tenderer with the most advantageous tender is selected and is sent an invitation to sign an agreement.

VI. PRE-TENDERING PROCEDURE – PHASE OF EXPRESSION OF INVESTORS' INTEREST

1. The expression of interest in participating in the international tender for the realisation of the Project (hereinafter: Expression of Interest) can be submitted by domestic and foreign legal entities or groups of legal entities (consortium) as interested investors. Natural persons cannot participate in this tendering procedure.
2. Regardless of the method of submission, the Expression of Interest must be submitted no later than 31 October 2025 at 13:00, to the address: Zagreb Airport Ltd., Ulica Rudolfa Fizira 1, 10410 Velika Gorica, P.O. Box 102, Republic of Croatia, in a sealed envelope with the indicated sender and recipient and a clear indication of the subject and the following note:

“Do not open – Expression of interest in participating in the international tender for the realisation of the development project of a new hotel and mixed-use centre located next to the Zagreb Airport”
3. The Expression of Interest can be submitted by registered mail or delivered in person at the premises of Zagreb Airport Ltd., Ulica Rudolfa Fizira 1, 10410 Velika Gorica. The date/time of submission shall be the date/time of submission of the Expression of Interest in person at the premises of Zagreb Airport Ltd. or the date/time of handover for delivery by registered mail.
4. The Expression of Interest is submitted by filling out the Form for Expression of Interest, to which the required documentation must be enclosed. The Form for Expression of Interest, which contains the list of documentation that the Investor must enclose to the Expression of Interest, constitutes an integral part of the tender documentation.
5. The investors have to pay the non-refundable fee for downloading the tender documentation of EUR 5,000.00 (say: five thousand euros and zero cents), which is paid into the account of Zagreb Airport Ltd., IBAN: HR5023600001101226696, SWIFT/BIC Code: ZABHR2X, Bank Name: Zagrebačka banka Unicredit Group d.d., Bank Address: Trg bana Josipa Jelačića 10, Zagreb, Croatia, Beneficiary Name: Zagreb Airport Ltd., Beneficiary Address: Ulica Rudolfa Fizira 1, Velika Gorica, Croatia, with the following description: “Fee for participation in the Public Call for Expression of Interest for Investors”.
6. Proof of payment of the fee for participation in the Public Call for Expression of Interest for Investors (for downloading the tender documentation) constitutes an integral part of the Expression of Interest, and Zagreb Airport Ltd. will send the tender documentation to the investor no later than 5 (five) days after receiving proof of payment of the fee.
7. The Expression of Interest is submitted in writing, written in indelible printed letters, in the Croatian language and Latin script. It can also be submitted in a foreign language, but with a certified translation into the Croatian language by an authorised court interpreter.
8. The translation into Croatian by an authorised court interpreter must be enclosed together with the attachments/documents in a foreign language.
9. The Expression of Interest and all accompanying documents are submitted as original documents or certified copies.
10. Each page of the Expression of Interest and the attachments must be bound together in such a way as to prevent subsequent removal or insertion of sheets or parts of the Expression of Interest and must contain the page number and the initials of the persons who signed it. The

page number should indicate the total number of pages of the Expression of Interest and the ordinal number of the page (example: 1/40; 2/40; 3/40 etc.).

11. The Expressions of Interest which are not submitted on time and in accordance with the conditions of the Public Call will not be considered.

If a group of legal entities submits the Expression of Interest, the overall consolidated (joint) capacity of the group of legal entities is evaluated.

An investor or group of legal entities that do not submit any of the required parts of the Expression of Interest and evidence specified in the tender documentation will be excluded from the further tendering procedure.

During the pre-tendering procedure (phase of expression of interest), investors can submit questions to Zagreb Airport Ltd. by e-mail to headoffice@zagreb-airport.hr no later than 15 days before the deadline for submitting the Expression of Interest.

VII. TENDERING PROCEDURE

The investors who submitted complete and valid Expressions of Interest and enclosed documentation in accordance with this Public Call in the pre-tendering procedure (phase of expression of interest) will be invited to submit a tender in the second stage of the tendering procedure.

Investors participating in the tendering procedure must pay a deposit in the amount of EUR 100,000.00 (say: one hundred thousand euros and zero cents) or submit an irrevocable, unconditional first demand bank guarantee in the same amount issued by a bank with a minimum credit rating of BBB- assigned by one of the three global credit rating agencies (Moody's, S&P, Fitch). The guarantee is paid into the account of Zagreb Airport Ltd. IBAN: HR5023600001101226696, SWIFT/BIC Code: ZABHR2X, Bank Name: Zagrebačka banka Unicredit Group d.d., Bank Address: Trg bana Josipa Jelačića 10, Zagreb, Croatia, Beneficiary Name: Zračna luka Zagreb d.o.o., Beneficiary Address: Ulica Rudolfa Fizira 1, Velika Gorica, Croatia, with the description: Deposit for the establishment of Right to Build.

The investor must deliver to Zagreb Airport Ltd. the original proof of payment of the deposit (certificate of payment) or proof of online payment or an irrevocable, unconditional first demand bank guarantee issued by a bank with a minimum credit rating of BBB- assigned by one of the three global credit rating agencies (Moody's, S&P, Fitch) in the amount of the deposit, after which Zagreb Airport Ltd. will deliver a draft of the Agreement on the Establishment of Right to Build to the investor.

The draft Agreement on the Establishment of Right to Build will be delivered to the investor within 5 days of receipt of proof of payment of the deposit or a bank guarantee in the amount of the deposit.

Tenderers who participated in the tendering procedure and were not selected as the tenderer with the most advantageous tender will be refunded the deposit amount within 30 days from the date of the Decision on the Selection of the Tenderer with the most advantageous tender.

For the tenderer whose tender is chosen as the most advantageous, the amount of the paid deposit will be included in the amount of the fee for the establishment of Right to Build.

If the tenderer with the most advantageous tender withdraws the tender after the end of the public tender procedure or refuses to enter into the Agreement on the Establishment of Right to Build, their right to return of the deposit is forfeited, and the tenderer who was ranked as having the second most

advantageous tender based on the scoring system and who fulfils all other conditions of the tendering procedure will be considered the tenderer with the most advantageous tender.

The tender must include:

1. A letter of intent from a financial institution for funding the realisation of the Project, i.e., “proof of funds”
2. Comments on the conceptual design, which is part of the tender documentation, regarding the compliance of the hotel design with the standards of the proposed brand
3. The offered amount of the fixed part of the fee for the establishment of Right to Build (in euros) for the construction period and the operational period of the Project
4. The offered amount of the variable part of the fee for the establishment of Right to Build (expressed as a percentage of the total gross revenue of the Project) for the operational period of the Project
5. Comments on the Agreement on the Establishment of the Right to Build
6. The work schedule for the realisation of the Project with a timeline starting from the signing of the Agreement on the Establishment of Right to Build
7. The business plan of the Project (which contains an estimate of the summary of the statement of profit or loss and cash flow for the first 10 years of the operational period)
8. A statement by which they, in the event that their tender is accepted as the most advantageous, undertake to enter into an Agreement on the Establishment of Right to Build at their own expense, and by which they fully accept the public tender conditions.

Each submitted tender will be considered valid if it contains all required information and prescribed documentation, and if submitted on time, within the deadline indicated in the invitation to submit a tender, which will be sent to qualified investors.

All submitted tenders will be analysed by the Tender Committee, which Zagreb Airport Ltd will form. The Committee will issue a written recommendation to the Management Board of Zagreb Airport Ltd. to select the tenderer with the most advantageous tender. The Management Board of Zagreb Airport Ltd will make the Decision on selecting the tenderer with the most advantageous tender.

The criteria according to which the submitted tenders will be evaluated include financial and nonfinancial criteria: Financial criterion:

- The offered amount of the fee for the establishment of Right to Build (fixed part of the fee in the development and operational phases of the Project and variable part of the fee in the operational phase of the Project)

Non-financial criteria:

- The presence of the hotel chain in the international market (number of countries and number of hotels, divided into management, franchises and own hotels)
- Quality of the proposed hotel brand (brand positioning, brand standards and values)
- The presence of the hotel brand in locations near airports in Europe
- Evaluation of the proposed amenities in the hotel and mixed-use centre

- Evaluation of the business plan of the Project all provided that the tenderer also fulfils the other conditions of the tendering procedure.

The tender will be evaluated using a scoring system, where the financial criterion will account for 70% of the total number of points and the non-financial criteria for 30% of the total number of points.

VIII. OTHER CONDITIONS OF THE TENDERING PROCEDURE

All financial amounts indicated by investors in the Expression of Interest for participation in the tendering procedure (in the pre-tendering stage) or in the tender (in the second stage of the tendering procedure) must be stated in euros (EUR). Any conversion from the official currency of the country of the registered office of the legal entity submitting a tender into EUR should be performed based on the exchange rates published on <https://www.xe.com/> for the corresponding date.

All tenderers who participated in the tendering procedure will be informed in writing about the public tender results within 10 (ten) days from the date of adoption of the Decision on the selection of the tenderer with the most advantageous tender.

The tenderer who is selected as having the most advantageous tender will receive a written invitation to enter into the Agreement on the Establishment of Right to Build within 15 (fifteen) days from the date of the Decision.

Regardless of the final outcome, the tenderer will bear all of the costs incurred in connection with the tendering procedure and will not be entitled to reimbursement of costs.

The Agreement on the Establishment of Right to Build is concluded as an enforceable document in accordance with the provisions of the Enforcement Act and the Notaries Public Act, and the cost is borne by the holder of the Right to Build.

Additional information regarding the public tender may be obtained by sending an e-mail to headoffice@airport-zagreb.hr every working day from 9:00 to 15:00.

The regulations of the Republic of Croatia apply to the tendering procedure.

In accordance with the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons concerning the processing of personal data and on the free movement of such data, the Act on the Implementation of the General Data Protection Regulation (Official Gazette 42/18) and the Act on the Right of Access to Information (Official Gazette 25/13, 85/15, 69/22), all information received by Zagreb Airport Ltd. will be processed in accordance with legal provisions to ensure the protection of the rights and privacy of interested parties. The data are processed exclusively to determine whether the parties meet the conditions for participation in the procedure for establishing Right to Build.

This Public Call is published in Croatian and English on the website of Zagreb Airport Ltd. and other international and domestic information channels defined by the company.

The opening of expressions of interest will be held without the presence of the public at the official premises of Zagreb Airport Ltd., in the presence of the Tender Committee.

Zagreb Airport Ltd. reserves the right to act as follows at any time:

- Annul the published public tender in whole or in part, at any stage of the procedure, or amend its conditions, without giving a specific explanation in that regard

- Exclude an interested investor from the procedure or decide not to select the tenderer with the most advantageous tender for the establishment of Right to Build on the real property which is the subject of the public tender, where it is not obligated to justify such a decision and is not liable for the costs of participation of interested investors in this tendering procedure.

The publication of this Public Call or the receipt of any Expression of Interest does not impose any obligation on Zagreb Airport Ltd. to conclude the Agreement on the Establishment of Right to Build with any interested investor, nor can it constitute the basis for any claim or right of such parties to demand any performance by Zagreb Airport Ltd. on any basis, nor do such parties have any right to claim any compensation on any basis from Zagreb Airport Ltd.

More detailed information is provided in the tender documentation, which can be downloaded in electronic form from Zagreb Airport Ltd. after submitting the proof of payment of the fee for participation in this Public Call and for downloading the tender documentation. The tender documentation is informative in nature and cannot produce legal effects.

Corrections and/or amendments to this Public Call and/or tender documentation will produce effects if they are published similarly, and the amended tender documentation is delivered to all persons who have downloaded it via e-mail with confirmation of receipt.

Tenderers will be allowed to visit the location that is the subject of this Public Call every working day from 9:00 to 15:00, with prior notification by e-mail to headoffice@airport-zagreb.hr and confirmation of the appointment by Zagreb Airport Ltd., until at the latest 5 (five) days before the deadline for submission of the Expression of Interest for participating in the tendering procedure.

Director

Ranko Ilić