

**INFORMATION
ON THE RIGHT OF SHAREHOLDERS TO DISSENT FROM THE TRANSACTION**

In accordance with Article 443 para. 3 point 3 of the Law on Business Companies, the shareholders are hereby informed that in case they vote against, or abstain from voting for, the Decision accepting the transaction of acquisition and disposal of major assets, they have the right to require payment from the company of an amount equal to the market value of their shares, on the basis of Article 444 para. 1 point 4 of the Law on Business Companies and Article 145 para (a) point 4 of the Memorandum of Association.

The shareholders should note some of the legal provisions relevant in this case:

“Right of Shareholders to Dissent and Require Payment from a Joint Stock Company

Article 444

(1) A shareholder of a joint stock company may require payment from the company in an amount equal to the market value of his shares if he voted against or otherwise refrained from voting for:

- 1) an amendment to the Articles of Association of the company that adversely affects his rights in the manner stated in Article 341 of this Law and on which he had a right to vote;
- 2) a reorganization of the company in a status change on which he had the right to vote;
- 3) a reorganization of the company in a conversion on which he had the right to vote;
- 4) an acquisition or disposal of major assets on which he had a right to vote; or
- 5) any other company action that reduces the shareholder's rights and is taken pursuant to a shareholder vote if the company's Articles of Association provides that shareholders are entitled to dissent and obtain payment for their shares at market price under this Article.

(2) A shareholder who is entitled to payment pursuant to this Article may not challenge the above-mentioned action which creates his rights under this Article, unless the action is fraudulent, illegal or constitutes a violation of Article 32 of this Law.

(3) For purposes of paragraph (1) of this Article, market value shall be calculated as of the date the decision approving the company action in question was adopted by the shareholders assembly, not taking into consideration any expected increase or decrease in value as a result of the action.

(4) If the action on the basis of which the rights arose under paragraph (1) of this Article is subject to voting by the shareholders the written invitation for the voting shall contain

information that the shareholders have or may have such rights, and the notification shall also include reference to such rights.

(5) A shareholder who wishes to exercise rights under this Article shall send to the company, prior to the voting at the assembly, a written notification of his intention to exercise such rights if the proposed action is undertaken. The shareholder who fails to satisfy these requirements within 30 days or votes in favor of the proposed actions shall not be entitled to payment pursuant to this Article.

(6) If the decision on the basis of which the rights arose pursuant to this Article is approved by the shareholders' assembly, the shareholder who submitted written notification of his intention to request payment pursuant to paragraph (5) of this Article shall, within 30 days following the voting, send the company a written request for payment for the purchase of the shares that belong to him, stating his name and address, and the number and type of shares for which payment is requested.

(7) The company shall, within 30 days following the receipt of the request referred to in paragraph (6) of this Article, pay each shareholder satisfying the requirements of this Article an amount that the company believes to be the market value of his shares.

(8) If the shareholder satisfies the requirements referred to in this Article but believes that the amount paid is lower than the market value of his shares determined pursuant to this Law or if the company fails to make the payment, he shall be entitled, within 30 days following the date or due date of such payment, to request an appraisal of the share value by the competent court by filing a request to the court within this 30-day period.

(9) In his complaint to the competent court the shareholder must state his estimate of the market value of his shares for purposes of this Article, and the company must without delay give notice of the request in accordance with Article 281 of this Law to all other shareholders who have properly dissented under this Article.

(10) In response to the filed complaint referred to in paragraph (9) of this Article the court shall have the power to determine the market value and to hire appraisers or other experts to advise on the relation between the prices offered and requested and the market value. The court shall also have the power to order the company to pay its determined market value and to pay the fees and expenses of the dissenting shareholder or shareholders and the appraisal.

(11) A court decision under paragraph (10) of this Article shall apply to all properly dissenting shareholders if the value determined by the court is higher than the amount the company offered under paragraph (7) of this Article, and shall be published in accordance with Article 281 of this Law.

Determining Market Value

Article 445

(1) For purposes of this Law, the term "market value" means the average value which is announced or published on the stock exchange or other appropriate market, for the period which closely precedes the date that is relevant and which is not shorter than three nor longer than six months. In a case where shares are not regularly traded or an appropriate market does not exist, the market value shall be determined through

valuation of the capital of the company with the application of appropriate methods of valuation.

(2) The market value shall be determined through valuation of the capital of the company with application of appropriate methods of valuation.

(3) The market value of shares and interests shall be determined by decision of the board of directors of the company unless, pursuant to the company's Articles of Association or this Law, the determination is made by the competent court through the use of an independent appraiser or other person or body.

(4) If one or more members of the board of directors of a joint stock company has a personal interest in executing the transaction on the basis of which market value is paid to a shareholder, the determination shall be performed by the members of the board of directors not having such interest in accordance with Article 34 of this Law.

(5) The persons determining the market value referred to in paragraphs (1) and (2) of this Article may engage an authorized appraiser to assist them in the determination and shall engage an independent appraiser in the event that payment is required pursuant to Article 444 of this Law.”

CHAIRMAN OF THE BOARD OF DIRECTORS

Dragan Nikolić, dipl. ing.
(MP)