



SHAREHOLDERS' ASSEMBLY  
OF JSC TIGAR

**BYLAWS  
OF THE JOINT-STOCK COMPANY  
TIGAR - PIROT**

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As provided for in Article 246 and Article 247, Paragraph 1 of the Companies Law (Official Gazette of the Republic of Serbia, nos. 36/11 and 99/11) (hereafter: “the Law”), and pursuant to Article 592, Paragraph 2 of the Law, the Shareholders’ Assembly of Akcionarsko društvo Tigar - Pirot (*Joint-Stock Company Tigar - Pirot*), seeking to align with the provisions of the Law, at its session held on 20 June 2012, adopted the following

# BYLAWS OF THE JOINT-STOCK COMPANY TIGAR – PIROT

## I GENERAL PROVISION

### Legal Form and Business Purpose

#### Article 1

Akcionarsko društvo Tigar - Pirot (*Joint-Stock Company Tigar - Pirot*, hereafter: “the Company”) is organized as a public joint-stock company, whose capital is divided into shares held by legal and natural persons, and which conducts a profit-oriented business.

### Shareholders

#### Article 2

The shareholders of the Company are all persons and entities registered as such with the Central Registry, Securities Repository and Clearing House (hereafter: “CRS”)

### Registration

#### Article 3

- (1) The Company is registered with the Business Registers Agency of the Republic of Serbia under no. **BD 6728/2005**.
- (2) The corporate identification number of the Company is 07187769.
- (3) The Company was previously entered into the court register of the Commercial Court in Niš under registration insert no. **1-1087**.

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### Duration of the Company

#### Article 4

The Company is established for an unlimited period of time.

### Legal and Business Abilities

#### Article 5

- (1) The Company is a legal entity entitled to enter into contracts and undertake other legal transactions and take legal action within the scope of its legal and business ability.
- (2) The Company shall conduct its business in conformity with the Law, good business practice, and business ethics.

### Liability

#### Article 6

- (1) The Company is liable for all of its obligations with all of its assets.
- (2) The Company's shareholders are not liable for its obligations, except up to the amount of any agreed, committed but unpaid contribution to the Company's assets, as well as in the case of abuse of limited liability rules, pursuant to the Law.

### Accounting Standards and Policies

#### Article 7

- (1) The Company shall apply in its operations and business the International Accounting Standards promulgated by the International Accounting Standards Committee, together with their subsequent amendments applied in the Republic of Serbia.
- (2) The Company shall cause each of its subsidiary companies to also apply International Accounting Standards in their operations and business.

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## II PRINCIPAL BUSINESS ACTIVITY AND TYPE OF ORGANIZATION

### Article 8

The principal business activity of the Company is 6420: Holdings.

The Company shall also conduct the following business activities:

4642: Apparel and footwear wholesale

4772: Retail sales of footwear and leather items through specialized retail outlets

3530: Supply of steam and air conditioning

Given the business activity of the Company which, as a controlling company, in addition to managing its subsidiaries based on its stake in their capital, also conducts other business activities as set forth in the previous paragraph, the controlling company and its subsidiaries form a group of companies (concern).

The Company may conduct any other business activities not prohibited by law, including international trade, regardless of whether such activities are identified in the Articles of Association and/or Bylaws or not.

Where legislation stipulates that certain business activities may be conducted solely on the basis of an approval, permit or license issued by an agency of the state, the Company shall conduct such business activity upon obtaining the requisite approval, permit or license.

### Foreign trade and services

### Article 9

The Company is entitled to conduct foreign trade transactions, including the provision of agency and representation services to foreign legal entities in the trading in goods and services, exports and imports of goods and services, and mediation in international trade.

## III REGISTERED NAME, REGISTERED ADDRESS, AND TRADEMARK

### Registered Name

### Article 10

- (1) The full registered name of the Company is AKCIONARSKO DRUŠTVO TIGAR - PIROT (in Serbian), and JOINT-STOCK COMPANY TIGAR - PIROT (in English);
- (2) The shortened name of the Company is **TIGAR A.D. – PIROT** in Serbian.
- (3) The shortened name of the Company is **JSC TIGAR – PIROT** in English.

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### Registered Address

#### Article 11

The Company's registered address is 213 Nikole Pašića Street, Pirot.

### Change of Registered Name and Address

#### Article 12

The Supervisory Board shall approve any change to the Company's registered name or registered address.

### Trademark

#### Article 13

- (1) The Company's trademark is a stylization of a tiger's head and logo inscription TIGAR in the Cyrillic or Latin alphabet. The logo and stylization of the tiger's head are integrated for marketing and business purposes, but may be used jointly or severally.
- (2) The graphical design of the trademark and the manner of its use shall be determined by the Supervisory Board.

### Use of Registered Name

#### Article 14

Any business letters and other documents addressed by the Company to any third parties, including those in electronic format, shall contain the registered name or shortened name of the Company, the location of its head office, the corporate identification number, and the tax identification number of the Company.

### Seal

#### Article 15

- (1) The Company has a round seal containing the full registered name of the Company and the location of the Company's head office.
- (2) The round seal shall be inscribed in the Serbian language, using either the Cyrillic or Latin alphabet.
- (3) The Company need not use the seal in its business letters and other documents addressed to third parties, unless the law requires otherwise.

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### Stamp

#### Article 16

The Company has a rectangular stamp containing the name of the Company and the location of the Company's head office, as well as space for entering file numbers and dates of recording of documents.

## IV CAPITAL

### Capital and Ordinary Voting Shares

#### Article 17

- (1) The total issued capital of the Company amounts to 2,062,152,000.00 RSD.
- (2) The capital of the Company is divided into 1,718,460 of issued and subscribed ordinary shares of Class D.
- (3) All shares are of the same class. The shares of the Company are ordinary, they identify the holder, and they are transferrable as provided for in applicable legislation.
- (4) The nominal value of each ordinary voting share of one class in the capital of the Company is RSD 1,200 (one thousand two hundred Serbian Dinars).

### Capital Increase

#### Article 18

- (1) The capital of the Company shall be increased under a decision of the Shareholders' Assembly, except in the case of authorized capital where such a decision may also be taken by the Company's Supervisory Board, pursuant to the Law.
- (2) Any decision on capital increase shall contain the elements required by the Law and shall be registered pursuant to the Registration Law within six months following the date of the decision.
- (3) The capital of the Company may be increased:
  - by new contributions;
  - by conversion of convertible bonds into shares and subscription of shares based on the rights of warrant holders to such subscription (conditional increase);
  - from retained earnings and reserves of the Company available for that purpose, and
  - as a result of any status change.
- (4) Upon such capital increase, either new shares shall be issued or the nominal value of the existing shares increased.
- (5) In a capital increase, the Company's shares may be distributed through a closed or open (public) issue, pursuant to the law.

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### Capital Decrease

#### Article 19

- (1) The capital of the Company may be decreased by:
  - withdrawal and cancellation of shares held by shareholders;
  - cancellation of treasury shares held by the Company;
  - reducing the nominal value of the shares.
- (2) The decision on any capital decrease by cancellation of treasury shares shall be taken by the Shareholders' Assembly pursuant to the Law.
- (3) The decision on capital increase shall be registered pursuant to the Registration Law no later than three months following the date of the decision.
- (4) Any capital decrease shall be undertaken applying creditor protection rules and ensuring equal treatment of same-class shareholders, pursuant to the Law.

## V SHARES AND RIGHTS ATTACHED TO SHARES

### Ordinary Voting Shares

#### Article 20

- (1) The Company has issued a total of 1,718,460 which have been registered with the CRS.
- (2) All issued shares of the Company are ordinary shares and they identify the holder. The number of votes per share is one. The nominal value per share is 1,200 RSD (one thousand two hundred Serbian Dinars) and the designation of the shares is: CFI Code ESVUFR, and ISIN number RSTIGRE55421.

### Preferred Non-voting Shares

#### Article 21

- (1) In addition to ordinary shares (of common stock), the Company may issue preferred (preference) shares, divided into two or more classes, with different rights attached, including different dividend rates and different participating and cumulative rights to dividends, or different rights to proceeds upon liquidation of the Company.
- (2) The aggregate nominal value of authorized and issued preferred shares shall not exceed 30% (thirty percent) of the capital.

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### Issuance, Transfer and Registration

#### Article 22

- (1) The shares shall be issued, transferred and registered in the form of an electronic record pursuant to the Law, stock exchange regulations, CRS regulations, and these Bylaws.
- (2) All ordinary voting shares and all preferred non-voting shares shall have a nominal value.
- (3) The rights of legal holders of the Company's shares take effect as of the recording of such shares in their respective accounts maintained at the CRS.
- (4) A legal holder of the Company's share(s) shall be the owner of the account maintained at the CRS (shareholder).
- (5) With respect to the Company and any third parties, a shareholder shall be the person registered with the CRS pursuant to the law.

### Authorized but Unissued Capital and Shares

#### Article 23

- (1) In addition to issued shares, the Company is also entitled to have authorized shares of a certain type and class, provided that the number of authorized shares shall always be less than half the number of issued ordinary shares.
- (2) The Shareholders' Assembly shall resolve on authorized shares and its resolution shall contain significant elements of the authorized shares; it may also empower the Supervisory Board to issue such authorized shares within the time period stated in the resolution.
- (3) As of 20 June 2012, the Company has 429,615 approved (non-issued, authorized) ordinary shares, representing 25% of the total number of issued ordinary shares of the same nominal value.
- (4) The authorized but unissued ordinary and/or preferred share capital of the Company may be issued and subscribed in such amount, portions or allocations as required within the financial needs and strategic and investment policies of the Company.
- (5) Pursuant to Article 313, Paragraph 3 of the Law, the Shareholders' Assembly authorizes the Supervisory Board to decide on the number, time and other conditions of issuance of authorized shares, including any restriction or exclusion of pre-emptive rights of subscription at their issuance. Such authorization is given for the purpose of issuance of new shares to increase the capital by additional contributions and shall be valid for a period of 5 years following the date of determination of the authorized shares in the Bylaws, 22 June 2012.

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### Basic Rights of Holders of Ordinary Shares

#### Article 24

- (1) Each ordinary share of the Company grants the same rights to the shareholder, as provided for under the Law, the Articles of Association of the Company and these Bylaws, including but not limited to:
1. Access to legal and other documents and information of the Company, pursuant to the Law;
  2. Participation in the Shareholders' Assembly;
  3. Voting at the Shareholders' Assembly, on the basis that one share always entitles to one vote;
  4. Receiving dividends, upon any dividends in connection with any issued preferred shares having been fully paid;
  5. Receiving a distribution on the residual proceeds from liquidation the Company, upon payments to any creditors or holders of preferred shares having been made;
  6. Pre-emptive right to acquire newly-issued shares and convertible bonds;
  7. Disposal of the shares of any type pursuant to the law.
- (2) Ordinary shares may not be converted into preferred shares or other securities.
- (3) Shareholders may contractually transfer the rights referred to in Paragraph 1, Points 4 and 5 of this article to third parties.

### Basic Rights of Holders of Preferred Shares

#### Article 25

- (1) Holders of the same class of preferred shares shall be granted the same rights.
- (2) The rights of preferred shareholders shall entitle them to priority over ordinary shareholders with respect to payment of dividends and the distribution of proceeds upon liquidation of the Company.
- (3) If so approved by the Shareholders' Assembly, the rights of preferred shareholders may also include the right to convert preferred shares into ordinary shares or into shares of another class of preferred shares, as well as the right to sell such shares to the Company at a determined price.
- (4) Holders of preferred shares shall have the right to one vote per share at any Shareholders' Assembly deciding on issues requiring group voting of holders of the relevant class of preferred shares, as provided for under the Law.
- (5) Holders of preferred shares are not entitled to vote at the Shareholders' Assembly with holders of ordinary shares, except in the following cases:
- 1) If such preferred shares are converted into ordinary shares, in which case they shall have the number of votes equal to the number of votes of the ordinary shares they are convertible into;

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- 2) If dividends on such preferred shares which have accrued and are required to be paid have not been paid, for as long as they remain unpaid.
- (6) The total number of votes of holders of preferred shares shall not be equal to or exceed the aggregate number of votes of the holders of ordinary shares.
- (7) Preferred shareholders are entitled to attend and participate in discussions at any Shareholders' Assembly.
- (8) Preferred shareholders have the same rights as the ordinary shareholders to access documents and information held by the Company, as provided for under the Law.

### Issuance of Other Securities

#### Article 26

- (1) In addition to shares, the Company is entitled to issue other securities, including convertible bonds and warrants.
- (2) No convertible bonds or warrants which grant the right of acquisition of ordinary shares may be issued if the number of such ordinary shares, together with the total number of ordinary shares to which already issued convertible bonds and warrants grant the right of acquisition of ordinary shares, exceeds the total number of authorized ordinary shares.
- (3) Any decision to issue convertible bonds, warrants or other securities, as well as the determination of the number, time, price of acquisition, and other terms of the issue, shall be made by the Supervisory Board.
- (4) Convertible bonds and warrants may be subscribed solely by means of a cash contribution.
- (5) Holders of convertible bonds and warrants shall have the same rights as shareholders to be informed and to inspect business records and documents of the Company, unless the decision on the issuance of such securities stipulates otherwise or if agreed otherwise with such holders.

### Pre-emptive Rights and Subscription of Newly Issued Shares

#### Article 27

- (1) Each shareholder shall have the pre-emptive right to subscribe newly issued shares of the Company, proportional to the number of fully paid-in shares held on the date of the decision on the issuance of shares, relative to the total number of shares of the respective class.
- (2) Newly issued shares, as contemplated in Paragraph 1 of this article, shall also include previously issued shares re-acquired by the Company as treasury shares, as well as warrants and convertible bonds.
- (3) The pre-emptive right of subscription may be restricted or cancelled only in the event of an offering for which the publication of a prospectus (as contemplated in the law which regulates the capital market) is not mandatory, under a resolution of the Shareholders'

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Assembly passed upon a written recommendation of the Supervisory Board, which must include:

- 1) The reasons for the restriction or cancellation of pre-emptive rights;
  - 2) A detailed explanation of the proposed issue price.
- (4) The resolution referred to in Paragraph 3 of this article shall be passed by a three-quarter majority of the votes present and shall be registered as provided for under the Registration Law.

### Exclusion of Corporate Financing

#### Article 28

The Company may not, directly or indirectly, grant any financial support whatsoever to its members, employees or third parties for the acquisition of shares of the Company; in particular, it may not grant loans, guarantees, security instruments, and the like.

## VI DIVIDENDS AND OTHER DISTRIBUTIONS

### Distribution of Profits and Dividends

#### Article 29

- (1) Upon the adoption of financial statements for a business year, the profit earned during that year shall be allocated to the coverage of losses carried forward from previous years and to statutory reserves.
- (2) If upon allocation of the profit for the purposes stated in Paragraph 1 of this article a portion of the profit remains, the Shareholders' Assembly may allocate it to:
  - 1) Statutory reserves;
  - 2) Dividends, as provided for under the Law.
- (3) The distribution of dividends shall be approved by such a resolution passed at an ordinary session of the Shareholders' Assembly, which shall determine the amount of the dividend (Dividend Distribution Resolution).
- (4) Upon passing of the Dividend Distribution Resolution, each shareholder to whom a dividend is due shall become a creditor of the Company for the amount of the respective dividend.
- (5) The Company may pay dividends (interim dividends) during the business year, at any time between ordinary sessions of the Shareholders' Assembly, under such a decision of the Supervisory Board.

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### Holders of Rights to Dividends

#### Article 30

- (1) The ex-dividend day, on which a list of shareholders entitled to receive a dividend shall be determined in the Dividend Distribution Resolution of the Shareholders' Assembly and shall coincide with the shareholders record date as provided for under the Law and these Bylaws.
- (2) If any shareholder transfers the shares which entitle such shareholder to the dividend after the ex-dividend day but prior to the distribution of dividends, the shareholder shall retain the entitlement.

### Redemption and Cancellation of Securities

#### Article 31

- (1) The Company may issue warrants or convertible bonds under conditions which ensure that it has the obligation and/or right, when appropriate reserves are available to it which can be used for such purposes, to withdraw and cancel such securities during a certain period or in certain cases, in whole or in part.
- (2) Any such warrants and convertible bonds shall be redeemed at the value determined at the time of their issuance.

## VII MANAGEMENT

### Bodies of the Company

#### Article 32

The management of the Company shall be bicameral. The bodies of the Company shall include:

1. The Shareholders' Assembly;
2. The Supervisory Board;
3. The Executive Committee and the Chief Executive Officer.

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### A) SHAREHOLDERS' ASSEMBLY

#### General Provisions

##### Article 33

- (1) The Shareholders' Assembly shall be composed of shareholders entitled to participate in its proceedings.
- (2) Any shareholder who holds at least 1700 shares shall be entitled to participate in the proceedings of the Shareholders' Assembly, including:
  - the right to vote on matters voted on by their class of shares;
  - the right to participate in deliberations on the items on the agenda of the Shareholders' Assembly, including the right to submit proposals, ask questions, and receive answers regarding any matter included in the agenda, as provided for under these Bylaws and the Rules of Procedure of the Shareholders' Assembly.
- (3) Shareholders who do not hold the number of shares stated in Paragraph 2 of this article may unite to achieve the number of shares stated in Paragraph 2 of this article, and may participate in the proceedings of and vote at the General Assembly through a common proxy, or vote *in absentia* as provided for under the Law and these Bylaws.
- (4) Executive Directors, members of the Supervisory Board, the Auditor and other invited persons shall take part in the proceedings of the General Assembly.

#### Authority and Competence of the Shareholders' Assembly

##### Article 34

- (1) The following matters shall be within the competence of the Shareholders' Assembly:
  1. Amendments of these Bylaws;
  2. Capital increases and decreases, and every issue of shares, except in the case of authorized capital;
  3. Number of authorized shares;
  4. Modification of any rights or privileges granted to any class of shares;
  5. Status changes, change of the Company's legal form to another company form;
  6. Acquisition and disposal of major assets;
  7. Distribution of profits and covering of losses;
  8. Approval of financial statements and auditors' reports if financial statements have been audited;
  9. Adoption of reports of the Supervisory Board;
  10. Remuneration of the Supervisory Board;
  11. Appointment and dismissal of Supervisory Board members;

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12. Initiation of liquidation of the Company, or proposal of bankruptcy proceedings;
13. Appointment of auditors and auditor fees;
14. Other matters on the agenda of the Shareholders' Assembly pursuant to the Law;
15. Other matters consistent with the Law and these Bylaws.

- (2) The Shareholders' Assembly shall adopt its Rules of Procedure.

### Sessions of the Shareholders' Assembly

#### Article 35

- (1) Sessions of the Shareholders' Assembly may be ordinary or extraordinary.
- (2) The Supervisory Board shall convene the Shareholders' Assembly, under a decision which shall also propose the agenda for the respective session and set the date, time and venue of the session.
- (3) The Shareholders' Assembly may deliberate and resolve solely on matters included in the agenda.
- (4) As a rule, the Shareholders' Assembly shall hold its sessions at the Company's headquarters, but may also meet elsewhere if so decided by the Supervisory Board.

### Ordinary Sessions of the Shareholders' Assembly

#### Article 36

- (1) Ordinary sessions of the Shareholders' Assembly shall be convened and held once a year (annual Shareholders' Assembly), not later than six months after the end of the business year.
- (2) An ordinary session of the Shareholders' Assembly shall be held on such date and at such time as determined by the Supervisory Board pursuant to the law and these Bylaws.
- (3) Notice of an ordinary session of the Shareholders' Assembly shall be sent not later than 30 days and not earlier than 60 days prior to the date of the session.

### Extraordinary Sessions of the Shareholders' Assembly

#### Article 37

- (1) The Supervisory Board shall convene an extraordinary session of the Shareholders' Assembly, as needed:
  - 1) based on its decision;

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- 2) on request of shareholders who hold at least 5% (five percent) of shares which entitle them to vote on the matter proposed for the extraordinary session.
- (2) The request referred to in Paragraph 1 (2) of this article may be submitted by shareholders who acquired such capacity at least three months prior to the submission of the request and who retain that capacity until a resolution is passed concerning their request.
- (3) Notice of an extraordinary session shall be sent not later than 21 days prior to the date of the session.

### Convening

#### Article 38

- (1) Notice of an ordinary session of the Shareholders' Assembly shall be sent not later than 30 days prior to the session, while notice of an extraordinary session of the Shareholders' Assembly shall be sent not later than 21 days prior to the session.
- (2) Notice shall be sent to persons who are the Company's shareholders on the date the Supervisory Board issued a decision convening the Shareholders' Assembly, to their addresses stated in the unified record of shareholders.
- (3) Delivery shall be deemed made on the date of mailing of registered mail to the address of the shareholder, or of electronic mail if the shareholder has agreed in writing to be notified by electronic mail.
- (4) Notice of a session of the Shareholders' Assembly shall also be given by posting on:
- the Company's website,
  - the website of the Business Register, and
  - the website of the regulated market, or multilateral trading platform.
- (5) Any such notice shall include, but not be limited to:
- The date of the notice;
  - The time and place of the session;
  - The proposed agenda for the session, including a clear indication of the items on the agenda on which a resolution of the Shareholders' Assembly is proposed, and stating the class and total number of shares that can vote on such resolution and the majority required to pass the resolution;
  - Instructions for obtaining materials for the session;
  - Instructions about shareholders' rights in connection with their participation in the proceedings of the Shareholders' Assembly, and clear and precise information about the rules for exercising such rights;
  - Power-of-attorney (voting) form and warning that a power of attorney may be issued using only that form, and that its copy must be submitted to the Company not later than three business days prior to the date of the session;
  - Absentee voting form;
  - Notification of the shareholders record date and explanation that only shareholders who are shareholders of record on that day shall be entitled to participate in the proceedings of the Shareholders' Assembly.

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- (6) The notification under the eighth bullet of Paragraph 3 of this article shall include, but not be limited to:
- Information about shareholder's right to propose the agenda and right to ask questions, stating the timeframe within which such rights may be exercised;
  - Description of the proxy voting procedure;
  - Description of the absentee voting procedure.
- (7) Financial statements, including the auditors' report, report of the Supervisory Board, report of the Executive Committee on the Company's operations, proposals for any amendment of the Bylaws, description of any contract or other legal transaction proposed for approval, and other documents as provided for under the Law and these Bylaws shall be included with the notice referred to in Paragraph 1 of this article.
- (8) In parallel with the notice given to shareholders, materials for the respective session of the Shareholders' Assembly shall be made available on the Company's website, such that shareholders may download them in their entirety.

### Article 39

- (1) One or more shareholders holding at least 5% of the voting shares may propose to the Supervisory Board matters to be put on the agenda for deliberation, as well as additional items on which they propose a resolution of the Shareholders' Assembly, provided that any such proposal shall be explained and a draft of the proposed resolution provided.
- (2) The proposal referred to in Paragraph 1 of this article shall be submitted in writing and shall identify the parties submitting the proposal; it may be sent to the Company not later than 20 (twenty) days prior to the date of an ordinary session, or 10 (ten) days prior to the date of an extraordinary session of the Shareholders' Assembly.
- (3) The Company is required to post the proposal referred to in Paragraph 1 of this article on its website not later than the day after the day on which the proposal was received.
- (4) If the Supervisory Board accepts the proposal referred to in Paragraph 1 of this article, the Company is required to convey an updated agenda without delay to all shareholders entitled to take part in the proceedings of the Shareholders' Assembly, in the manner provided under the Law.

### Chairperson of the Shareholders' Assembly

### Article 40

- (1) A chairperson shall preside at each session of the Shareholders' Assembly.
- (2) The Chairperson shall be elected by a majority of the voting shareholders present, or their voting proxies, on the recommendation of the Supervisory Board; the Chairperson shall preside at all the following sessions of the Shareholders' Assembly, until another chairperson is elected pursuant to the Rules of Procedure of the Shareholders' Assembly.
- (3) The Chairperson of the Shareholders' Assembly shall appoint a keeper of the minutes and a voting committee.

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### Shareholders Record Date

#### Article 41

- (1) The shareholders record date shall be the date on which a list of shareholders entitled to participate in the proceedings of the respective session of the Shareholders' Assembly shall be compiled, which shall be ten days prior to the date of the session.
- (2) The list of shareholders entitled to participate in the proceedings of the session shall be compiled based on the unified record maintained by the CRS.

### Personal Voting or Voting by Proxy

#### Article 42

- (1) Any shareholder entitled to take part in the proceedings of the Shareholders' Assembly pursuant to these Bylaws (who holds the stipulated number of shares), may vote in person or by means of a proxy.
- (2) A voting power of attorney, in writing, shall be presented using the prescribed form appended to the notice of the session and posted on the Company's website; such form shall allow for the issuance of a power of attorney with instructions for each item of the agenda.
- (3) The power of attorney may also be given by electronic means, provided that its authenticity has been ensured pursuant to the law which regulates electronic signatures. The voting power of attorney by electronic means shall also be given using the prescribed form posted on the Company's website.
- (4) In the notice to shareholders of the session of the Shareholders' Assembly, the Company shall state the e-mail address to which powers of attorney in electronic format, including a qualified electronic signature, shall be sent.
- (5) The shareholder or proxy is required to submit a copy of the power of attorney not later than three business days prior to the date of the session.
- (6) The Chief Executive Officer, members of the Supervisory Board, members of the Executive Committee, employees of the Company, the Company's Auditor or employees of the entity providing auditing services to the Company, and the controlling shareholder, as well as persons related to them and persons who have the above capacity in any other company controlled by the controlling shareholder of the Company, may not act as shareholder proxies.

### Voting *in absentia*

#### Article 43

- (1) Shareholders may vote in writing, *in absentia*, using the voting form which they have personally signed, whereby their signature need not be formally authenticated.

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- (2) Any shareholders who have voted *in absentia* shall be deemed present at the session during decision-making on the items of the agenda on which they have voted.
- (3) An absentee voting form shall be provided along with the notice of the session of the Shareholders' Assembly and other materials, as well as posted on the Company's website.

### Quorum

#### Article 44

- (1) The quorum of any session of the Shareholders' Assembly shall be composed of shareholders who hold a simple majority of the total number of the class of shares entitled to vote on the matter concerned.

The quorum shall include the votes of shareholders who have voted *in absentia* or by electronic means.

- (2) If any Shareholders' Assembly is adjourned due to a lack of quorum, it may be reconvened with the same agenda not later than 30 days and not earlier than 15 days from the date of adjournment. The quorum required at such a reconvened session shall be 1/3 (one third) of the total number of voting shares.

### Voting Majority

#### Article 45

- (1) Resolutions shall be passed by a simple majority of the votes of shareholders present in person or by proxy, unless the Law or these Bylaws require a larger number of votes on certain matters.

The majority required to pass a resolution shall include the votes of shareholders who have voted *in absentia* or by electronic means.

- (2) The majority referred to in the previous paragraph shall also apply to the reconvened session, provided that it cannot be less than  $\frac{1}{4}$  (one fourth) of the number of shares entitled to vote on the matter concerned, unless the law requires a larger number of votes.

### Form of Voting

#### Article 46

- (1) Voting at any session of the Shareholders' Assembly shall be by open ballot – show of hands or any other open-ballot procedure.
- (2) Shareholders may vote in writing, without attending the session, using the voting form.

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- (3) The Shareholders' Assembly shall vote by secret ballot when resolving on the election or removal of members of the Supervisory Board and the auditor, as well as on financial statements, business reports, and the Supervisory Board remuneration policy.
- (4) The Rules of Procedure of the General Assembly shall set forth the voting procedure in more detail.

### Voting Committee

#### Article 47

- (1) The Voting Committee shall undertake and complete all activities in connection with the recording of attendance, inspection of validity of powers of attorney, handling of ballots, determination of the quorum for proceedings and the majority for passing resolutions, and shall provide other technical assistance to the proceedings of the Shareholders' Assembly.
- (2) The Chairperson of the Shareholders' Assembly shall appoint members of the Voting Committee.
- (3) The Voting Committee shall be composed of at least three members, who cannot be members of the Executive Committee or the Supervisory Board, candidates therefor or persons related to them.

## B) SUPERVISORY BOARD

### Composition and Election

#### Article 48

- (1) The Supervisory Board shall be composed of 5 (five) members.
- (2) No member of the Supervisory Board may be an employee of the Company. The majority of the Supervisory Board members shall be individuals competent in areas which fall within the scope of the Company's business.
- (3) The Supervisory Board shall be elected and appointed by the Shareholders' Assembly.
- (4) Candidates for the Supervisory Board shall be nominated by the then current Supervisory Board and the Nomination Committee.
- (5) Members of the Supervisory Board shall be appointed for a period of four years.
- (6) If the number of the Supervisory Board members should fall below the number stipulated in these Bylaws, the remaining members of the Supervisory Board may appoint (co-opt) an individual or individuals who will serve on the Supervisory Board until the Shareholders' Assembly appoints the missing member(s) of the Supervisory Board.
- (7) The number of individuals appointed pursuant to the previous paragraph of this article cannot be greater than 2 (two).

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- (8) The term of office of any co-opted member of the Supervisory Board shall cease at the very next session of the Shareholders' Assembly, and they may not be engaged under conditions more favorable to them than those enjoyed by the Supervisory Board member replaced.
- (9) If the number of elected members of the Supervisory Board shall fall below half the number stipulated in these Bylaws, the remaining members of the Supervisory Board shall convene the Shareholders' Assembly, without delay and not later than within eight days, to appoint the missing members.
- (10) If the Company is left without at least one independent member of the Supervisory Board, the remaining members, if they do not co-opt the missing independent member, shall convene, within 30 days of becoming aware of the reasons for cessation of Supervisory Board membership of the independent member, an extraordinary session of the Shareholders' Assembly to appoint such a member.
- (11) The Shareholders' Assembly may remove any member of the Supervisory Board following the stipulated election procedure, with or without stating the reasons for such removal.

### Authority and Competence of the Supervisory Board

#### Article 49

- (1) The following matters shall be within the competence of the Supervisory Board:
  1. Determining the business strategy and business objectives of the Company, and monitoring of their implementation and achievement;
  2. Overseeing the performance of executive directors;
  3. Internal supervision of the Company's operations;
  4. Establishing the Company's accounting and risk management policies;
  5. Determining the Company's financial statements and submitting them to the Shareholders' Assembly for adoption;
  6. Granting and revoking of legal representation instruments;
  7. Convening of sessions of the Shareholders' Assembly and proposing the respective agenda;
  8. Issuing of authorized shares;
  9. Issuing of bonds and other securities as provided for under the Law and these Bylaws;
  10. Determining the issue price of shares as provided for under Article 260, Paragraph 3 of the Law;
  11. Determining the market value of shares as provided for under Article 259 of the Law;
  12. Deciding on any acquisition of treasury shares as provided for under Article 282 of the Law;
  13. Deciding on the distribution of interim dividends to shareholders in the case set forth in Article 273, Paragraph 2 of the Law;

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14. Deciding on the granting of loans, mortgages, pledges and guarantees;
  15. Determining the executive directors remuneration policy and approving employment contracts or engagement of executive directors;
  16. Giving consent to executive directors to undertake transactions and actions beyond their job descriptions, as provided for under the Law, these Bylaws or decisions of governing bodies;
  17. Adopting the global internal organization of the Company;
  18. Performing other duties and deciding on other matters as provided for under the Law, these Bylaws and resolutions of the Shareholders Assembly.
- (2) Matters within the competence of the Supervisory Board may only be transferred to the competence of the Shareholders' Assembly by a decision of the Supervisory Board.

### Chairperson of the Supervisory Board

#### Article 50

- (1) The Chairperson of the Supervisory Board shall be elected by the Supervisory Board from among its members, by a simple majority of the total number of votes.
- (2) The Chairperson of the Supervisory Board shall convene and preside at meetings, propose the agenda, and be responsible for the keeping of minutes of Supervisory Board meetings.
- (3) The Supervisory Board may dismiss the current and elect a new Chairperson of the Supervisory Board at any time, without standing the reasons therefor.
- (4) In the event of absence of the Chairperson of the Supervisory Board, any member may convene a meeting of the Supervisory Board and one of its members shall be appointed by a majority vote, at the beginning of the meeting, to preside at that meeting.
- (5) The Chairperson of the Supervisory Board shall represent the Company vis-a-vis the executive directors (members of the Executive Committee) and shall have other powers as provided for under the law, these Bylaws and other documents of the Company.

### Meetings

#### Article 51

- (1) The Supervisory Board shall work and decide at meetings which shall be held at least four times during the year (ordinary meetings of the Supervisory Board).
- (2) The Chairperson of the Supervisory Board shall convene and preside at meetings of the Supervisory Board.
- (3) The Supervisory Board may also convene extraordinary meetings as provided for under the Law and these Bylaws.

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- (4) Written notice of any meeting of the Supervisory Board shall be sent to all members not later than eight days, and in urgent cases not later than two days, prior to the date of the meeting.
- (5) The Supervisory Board shall adopt rules of procedure at its first meeting, to set forth its proceedings in more detail.
- (6) Meetings of the Supervisory Board may be held by written or electronic means, or using telephone conferencing or other audio or visual communication equipment, provided that no member of the Supervisory Board has any objection.
- (7) Absent members of the Supervisory Board may vote in writing; for quorum purposes, they shall be deemed present at the respective meeting.
- (8) In addition to members, Supervisory Board meetings may be attended by members of the Supervisory Board's committees (when the agenda includes matters which fall within their competence), the Company's Auditor (who must attend meetings at which financial statements are discussed), and other qualified individuals invited by the Supervisory Board Chairperson (as needed, to take part in the discussion on certain items on the agenda).
- (9) Meetings of the Supervisory Board may also be attended by other individuals as observers, with no voting rights. Such individuals include representatives from certain organizations (creditors, holders of shares and the like).

### Voting on Decisions

#### Article 52

- (1) The quorum required to hold a Supervisory Board meeting shall be the majority of all members.
- (2) Any decision of the Supervisory Board shall be taken by the majority of votes of the members attending the meeting, unless these Bylaws require a larger majority.
- (3) If the votes of the Supervisory Board members are equally divided, the Chairperson shall have the tie-breaking vote.

### Minutes

#### Article 53

- (1) Minutes of each meeting of the Supervisory Board shall be taken and submitted for approval by the Supervisory Board at its next meeting.
- (2) The minutes shall be signed by the Chairperson of the Supervisory Board or, in his or her absence, by the Board member who presided at the meeting, and presented to each member of the Supervisory Board within 8 days of the meeting.

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### Committees of the Supervisory Board

#### Article 54

- (1) The Supervisory Board must have an Audit Committee.
- (2) In addition to the above, the Supervisory Board shall have a Nomination Committee, a Remuneration Committee, and any other committees needed by the Company.
- (3) Committee members may include directors and other individuals who possess knowledge and experience relevant to the duties of the respective committee.
- (4) The provisions of these Bylaws and the Law shall apply to the composition of the committees of the Supervisory Board, their competence, procedures and other matters.
- (5) The committees may not decide on matters which fall within the competence of the Supervisory Board.

### Composition of the Committees of the Supervisory Board

#### Article 55

- (1) The committees of the Supervisory Board shall each be composed of at least three members, one of whom must always be an independent member of the Supervisory Board.
- (2) The majority of members of the Audit Committee, and of the Nomination Committee and Remuneration Committee, if any, must be members of the Supervisory Board.

#### Meetings

#### Article 56

- (1) Meetings of Supervisory Board committees may only be attended by their members and qualified individuals unanimously invited by committee members to attend a particular meeting, if their presence is needed to discuss certain items on the agenda.
- (2) The committees of the Supervisory Board shall take decisions by the majority vote of all members.
- (3) In the event of equally divided votes, the chairperson shall have the tie-breaking vote.

#### Audit Committee

#### Article 57

- (1) The Chairperson of the Audit Committee shall be elected from among independent members of the Supervisory Board.

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- (2) At least one member of the Audit Committee shall be an accountant certified under the law which governs accounting and auditing, who possesses appropriate knowledge and experience in finance and accounting, and who is independent of the Company as contemplated in the Law.
- (3) An individual employed or otherwise engaged by the legal entity that audits the financial statements of the Company, may not be a member of the Audit Committee.
- (4) If none of the Supervisory Board members is eligible under Paragraph 2 of this article, an eligible member shall be elected by the Shareholders' Assembly.

### Article 58

The Audit Committee shall:

- 1) Develop, propose and monitor the implementation of accounting and risk management policies;
- 2) Propose to the Supervisory Board the appointment and dismissal of individuals performing the internal supervision function at the Company;
- 3) Oversee the work of the Company's internal supervisor;
- 4) Examine the application of accounting standards in the preparation of financial statements and assess the content of the financial statements;
- 5) Examine compliance with conditions for the preparation of consolidated financial statements of the Company;
- 6) Conduct the procedure for the selection of the Company's auditor and propose a candidate for the Company's auditor, and provide an opinion about their competence and independence vis-a-vis the Company;
- 7) Provide an opinion about the proposed contract with the Company's auditor and, if necessary, present a substantiated proposal for any termination of such contract with the Company's auditor;
- 8) Oversee the audit, including the determination of key issues which need to be the subject matter of the audit and the examination of the independence and objectivity of the auditor;
- 9) Perform other duties within the scope of the audit, delegated to it by the Supervisory Board.

The Audit Committee shall compile and present reports to the Supervisory Board on matters referred to in Paragraph 1 of this article at least once a year, unless the Supervisory Board has decided that all or some of the reports shall be papered and submitted at shorter time intervals.

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### Corporate Governance Code

#### Article 59

- (1) The Supervisory Board shall adopt a written Corporate Governance Code covering all basic matters addressed by the OECD Corporate Guidelines, as amended from time to time (a copy thereof is attached hereto and posted on the Company's website), including, but not limited to, the standards for qualification and independence of Supervisory Board members, ethical standards, responsibilities including meeting attendance, diligence in reviewing materials, rules of disclosure and review of potential conflicts of interest with the Company, protection of minority shareholders, the Supervisory Board remuneration policy, as well as other corporate governance matters as deemed appropriate.
- (2) The Company shall post this Code on its website and make it available in print to any shareholder upon request.
- (3) At each annual Shareholders' Assembly, the Supervisory Board shall report to the Assembly on the compliance of the Company with the Code and explain the degree of any variation, or provide an explanation if it believes that any such variation is justified.

### C) EXECUTIVE COMMITTEE

#### Election and Composition

#### Article 60

- (1) The Company shall have 8 (eight) executive directors who will comprise the Executive Committee, including:
  - an ED for Finance,
  - an ED for Quality Management,
  - an ED for Human Resources,
  - an ED for Complementary Programs
  - an ED for Production Processes and Programs,
  - an ED for Capital Projects and Information Technology
  - an ED for Commercial Operations and Marketing, and
  - an ED for Corporate Management and Business Development.
- (2) The Supervisory Board shall appoint the executive directors.
- (3) Executive directors shall be elected for a period of 4 years and may be re-elected.
- (4) Any executive director may be removed by the Supervisory Board at any time, with or without a special reason, whenever the Supervisory Board deems this to be in the best interests of the Company, provided that such removal shall not violate the contractual rights of the dismissed individual.

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### Engagement of Executive Committee Members

#### Article 61

Any executive director who is not an employee of the Company shall be engaged under contract with the Supervisory Board of the Company.

The contract referred to in Paragraph 1 of this article shall set forth the executive director's remuneration and other matters pertaining to the mutual rights and obligations of the executive director and the Company.

### Authority and Competence of the Executive Committee

#### Article 62

- (1) The authority and competence of the Executive Committee shall include the implementation of decisions of the Supervisory Board and all other matters associated with the management and day-to-day operations of the Company, except matters which fall within the competence of the Supervisory Board or the Shareholders' Assembly.

The Executive Committee shall:

- direct the business of the Company and determine its internal organization;
  - be accountable for the accuracy of the Company's business records;
  - be accountable for the accuracy of the Company's financial statements;
  - prepare sessions of the Shareholders' Assembly and propose the respective agenda to the Supervisory Board;
  - calculate dividends and specify the date and method of distribution within its competence;
  - implement resolutions of the Shareholders' Assembly;
  - perform other duties and take decisions consistent with the Law, these Bylaws and the decisions of the Company's bodies.
- (2) The Executive Committee shall comply with any and all restrictions of its powers as stipulated by the Law, these Bylaws, resolutions of the Shareholders' Assembly, and decisions of the Supervisory Board.
- (3) The executive directors shall report to the Supervisory Board on a regular basis and follow its instructions.

### *Modus operandi* of the Executive Committee

#### Article 63

- (1) The Executive Committee shall act and decide outside of meetings.
- (2) Meetings of the Executive Committee shall be held as needed.
- (3) Executive Committee meetings shall be convened by the Chief Executive Officer.

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- (4) The quorum for any Executive Committee meeting shall be the majority of its members, and decisions shall be taken by a simple majority vote of the executive directors. If the votes are equally divided, the Chief Executive Officer shall have the tie-breaking vote.
- (5) In the event of absence of the Chief Executive Officer, each of the executive directors may convene the Executive Committee, where the majority of the executive directors present shall elect one of the executive directors, at the beginning of the meeting, to preside at that meeting. At such a meeting, decisions shall be taken by a majority vote of the executive directors, and in the event of an even split, the individual presiding at the meeting shall have the tie-breaking vote.

### Chief Executive Officer

#### Article 64

The Chief Executive Officer shall be the legal representative of the Company and shall coordinate the work of the executive directors and organize the business operations of the Company.

The Chief Executive Officer shall convene any meetings of the Executive Committee, preside at such meetings and propose the respective agenda.

The Chief Executive Officer shall be registered as a legal representative of the Company, as provided for under the law which governs the registration of legal entities.

The Chief Executive Officer shall be appointed by the Supervisory Board from among the executive directors for a period of four years.

In addition to the criteria set forth in the Law and these Bylaws, the Chief Executive Officer shall hold a university degree, know one major foreign language and possess professional and organizational abilities and skills.

### Competences and Limited Powers of the Chief Executive Officer

#### Article 65

- (1) Within the powers consistent with the Law and these Bylaws, the Chief Executive Officer of the Company is authorized to:
  - 1) Organize and manage the work processes of the Company;
  - 2) Ensure the implementation of the Company's work program, the resolutions and conclusions of the Shareholders' Assembly, and the decisions and conclusions of the Executive Committee and the Supervisory Board;
  - 3) Represent the Company and act on its behalf, including entry into contracts and other legal transactions on behalf of and for the account of the Company;
  - 4) Represent the Company before courts and other authorities;
  - 5) Appoint governing bodies of all subsidiaries (performing the duties which fall within the competence of the General Meeting of the respective subsidiary),

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- and/or representatives of the Company in bodies and institutions on different grounds;
- 6) Grant a written power of attorney to another individual to represent the Company, enter into certain contracts and undertake certain legal action;
  - 7) Propose the global internal organization of the Company;
  - 8) Determine the internal micro-organization and job classification of the Company;
  - 9) Appoint and remove employees with special powers and responsibilities;
  - 10) Decide on the hiring, assignment and other rights of employees in connection with their work;
  - 11) Perform other duties consistent with the Law and these Bylaws.
- (2) The Chief Executive Officer shall request written approval of the Supervisory Board in the following cases:
- 1) Acquisition, disposal or encumbrance of interests or shares held by the Company in other legal entities;
  - 2) Acquisition, disposal or encumbrance of real estate;
  - 3) Taking out of loans, granting of loans, pledging of the Company's assets, and providing guarantees for third-party obligations;
  - 4) Entry into contracts and undertaking of legal transactions in excess of the Dinar equivalent of 100,000 €;
  - 5) Capital project expenditure in excess of the Dinar equivalent of 100,000 €;
  - 6) Other transactions which pursuant to the law and/or these Bylaws fall within the competence of the Supervisory Board.
- (3) Notwithstanding the previous paragraph of this article, the Chief Executive Officer need not seek approval to independently decide on the taking out of loans, including short-term financial loans and borrowings in the country or aboard, provided that the amount of each such debt at the time of establishment shall be less than the Dinar equivalent of 100,000 € and provided that their annual aggregate amount shall not be greater than the Dinar equivalent of 1,000,000 €.
- (4) The Chief Executive Officer shall be accountable to the Company under the law if he or she acts contrary to paragraphs 2 and 3 of this Article.

### Company Secretary

#### Article 66

- (1) The Company shall have a secretary who need not be a Company employee.
- (2) The Company Secretary shall be appointed by the Supervisory Board for a term of office of 4 years.
- (3) The rights, obligations and remuneration of the Secretary shall be stipulated contractually.

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### Article 67

The Secretary shall be responsible for:

- 1) preparing and keeping minutes of sessions of the Shareholders' Assembly;
- 2) preparing and keeping minutes of meetings of the Executive Committee and Supervisory Board;
- 3) safe-keeping all materials, minutes, resolutions and decisions under 1 and 2 above;
- 4) communications of the Company with shareholders and posting on the Company's website of all acts and documents which the Law requires the Company to make available for inspection by shareholders, such that these acts and documents may be downloaded;
- 5) other duties consistent with the appointment decision or contract.

## VIII REPRESENTATION OF THE COMPANY

### Authorized Representatives

#### Article 68

The Chief Executive Officer shall represent the Company.

The representative shall need Supervisory Board approval to conduct the business of and represent the Company pursuant to Article 65, Paragraphs 2 and 3 of these Bylaws.

### Proxy (Procurist)

#### Article 69

- (1) The Supervisory Board may issue a proxy, the content of which shall be as provided for under the Law, to one or more persons (procurists), severally or jointly.
- (2) The Supervisory Board may revoke any proxy at any time.
- (3) The proxy shall be registered pursuant to the Law.

### Power of Attorney

#### Article 70

The Chief Executive Officer and other authorized representatives of the Company may delegate particular duties to other persons (authorized persons) by means of a written power of attorney.

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### Authorized Persons by Virtue of Employment

#### Article 71

- (1) Individuals who by virtue of being employed by the Company perform duties which in the normal conduct of business include the entry into or fulfillment of certain contracts or the undertaking of other legal transactions, shall be allowed, as authorized persons of the Company, to enter into and fulfill such contracts and to undertake such legal transactions within the scope of their duties, without a special power of attorney.
- (2) Evidence of eligibility to act as an authorized person by virtue of employment shall be the organizational setup, including descriptions of duties of individual parts of the Company.

#### Limitations

#### Article 72

The Chief Executive Officer of the Company, any authorized person, or proxy (procurist) are required to honor any and all limitations or orders with respect to the Company, as determined in the relevant decision of the Supervisory Board or the power of attorney; if they exceed them, they shall be liable for any damage caused thereby to the Company or to any third party with whom the respective transaction has been concluded.

### IX SUPERVISION

#### Internal supervision

#### Article 73

Through its internal documents, the Company shall stipulate the mode of implementation and organization of internal supervision of its business operations.

The Supervisory Board, on recommendation of the Audit Committee, shall appoint one individual, employed by the Company, to manage internal supervision affairs. This individual must fulfill the criteria prescribed for an internal auditor, in accordance with the law which regulates accounting and auditing, and shall not at the same time be a director or a member of the Supervisory Board.

The individual who will manage internal supervision affairs must fulfill the professional knowledge and experience criteria stipulated by the Company in a special document.

The Supervisory Board may decide to appoint more than one individual to perform internal supervision duties, but such other individuals need not fulfill the criteria prescribed for the internal auditor pursuant to the law which regulates accounting and auditing.

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### Scope

#### Article 74

The duties of the internal supervisor shall include, but not be limited to:

- Monitoring of the adherence of the Company's operations with the law, other regulations and documents of the Company;
- Supervision of the implementation of accounting policies and financial reporting;
- Inspection of the implementation of risk management policies;
- Monitoring of compliance of the Company's organization and actions with the Corporate Governance Code;
- Evaluation of the Company's policies and processes, and proposing of improvements.

The individual in charge of internal supervision shall report the findings of his or her supervision of business activities to the Audit Committee on a regular basis.

### External Supervision - Auditing

#### Article 75

The Company's annual financial statements must be audited.

The Company shall have an auditor, whose function and powers shall be as stipulated by the law which regulates accounting and auditing.

The auditor shall keep the Audit Committee informed about any and all circumstances which might affect its independence and shall provide other information pursuant to the Law.

The provisions of the Companies Law and the Accounting and Auditing Law shall apply to all other matters in connection with external auditing.

## X ACQUISITION AND DISPOSAL OF MAJOR ASSETS

### Definition

#### Article 76

- (1) The acquisition or disposal of major assets is any transfer or a series of related transfers which results in the acquisition or disposal by the Company of assets whose market value, at the time of the relevant decision, is at least 30% (thirty percent) of the book value of such assets reported in the most recent annual balance sheet.
- (2) The acquisition or disposal as contemplated in this article means the acquisition or disposal of assets.

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- (3) Assets, as contemplated in Paragraphs 1 and 2 of this article, include but are not limited to real estate, movables, property and other rights including industrial property rights or contract rights, shares, as well as other interests in other companies, or money.

### Procedure

#### Article 77

- (1) The acquisition or disposal of major assets may be undertaken if such acquisition or disposal is previously or subsequently approved by the Shareholders' Assembly.
- (2) The session of the Shareholders' Assembly at which any proposed resolution on the disposal of major assets is to be considered, shall be convened per applicable legislation governing sessions of shareholders' assemblies of joint-stock companies.

#### Article 78

Any acquisition or disposal of major assets shall be conducted in the following manner:

- 1) The Supervisory Board shall draft a resolution under which the Shareholders' Assembly will approve a transaction already entered into, including:
  - An explanatory memorandum stating the reasons for recommending the adoption of such resolution,
  - A report on the terms and conditions of the transaction involving the acquisition or disposal of major assets.
- 2) The materials for the session of the Shareholders' Assembly at which the resolution referred to in Paragraph 1 (1) of this article is to be adopted shall include a draft of the contract on the acquisition or disposal assets, or the contract if approval of a transaction already entered into is sought.

The deadline for subsequent approval of any transaction involving the acquisition or disposal of major assets shall be the next session of the Shareholders' Assembly.

- 3) The Shareholders' Assembly shall pass any resolution approving the acquisition or disposal of major assets by a three-quarter majority of the voting shareholders present.

## X AMENDMENT OF THE BYLAWS

### Amendment by Resolution of the Shareholders' Assembly

#### Article 79

- (1) These Bylaws may be amended by means of a simple majority vote of the voting shareholders, on recommendation of the Supervisory Board.
- (2) Together with its recommendation, the Supervisory Board shall provide a written explanation of the proposed amendment(s), a statement of the Supervisory Board that the

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amendment will be included in the agenda of the Shareholders' Assembly, and notice to potentially dissenting shareholders of their right to compensation for the value of their shares pursuant to the Law.

### Registration

#### Article 80

- (1) Any amendment to these Bylaws shall be deemed executed on the date of adoption.
- (2) Upon each such amendment of these Bylaws, the Chief Executive Officer shall prepare and sign a restated version thereof.
- (3) Any amendment to these Bylaws, as well as the restated version, shall be registered and published in accordance with the law which governs registration of business entities.

## XI ACTS AND DOCUMENTS OF THE COMPANY

### Acts and Documents Kept

#### Article 81

- (1) The Company shall keep:
  - 1) The Articles of Association;
  - 2) The Bylaws, including all amendments thereto;
  - 3) The certificate of registration;
  - 4) The general acts of the Company;
  - 5) Minutes of sessions of the Shareholders' Assembly and resolutions passed;
  - 6) The act on the establishment of each branch or other organizational unit of the Company;
  - 7) Documents proving ownership and other rights of the Company;
  - 8) Minutes of meetings of the Executive Committee and the Supervisory Board;
  - 9) Annual reports of the Company and annual consolidated financial statements;
  - 10) Reports of the Executive Committee and the Supervisory Board;
  - 11) A list of full names and addresses of all members of the Supervisory Boards;
  - 12) Contracts executed between the Company and members of the Executive Committee and the Supervisory Board, or parties related to them, as contemplated in the Law.
- (2) The Company shall keep the documents and acts referred to in Paragraph 1 of this article at its headquarters or another place known and accessible to all members of the Supervisory Board.

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- (3) The Company shall keep the documents and acts referred to in Paragraph 1, Points 1 through 5, 8, 9 and 12 permanently, and all the other documents referred to in Paragraph 1 of this article for at least five years; thereafter, such documents shall be kept in accordance with regulations applicable to document archiving.

### Access to Documents

#### Article 82

- (1) Unless required otherwise under a special law, the Company shall make the acts and documents referred to in the preceding article available to any shareholder, as well as to any former shareholder with respect to the period when he/she/it was a shareholder, on their written request submitted in accordance with the Law, for the purposes of copying and inspection on the Company's premises during its regular business hours. The costs of copying will be assumed by the shareholder who is exercising his/her/its right of inspection.
- (2) Before any requested information is provided, the Company may require the person requesting access to documents to identify himself/herself/itself and to prove his/her/its shareholder status.
- (3) Any shareholder who is exercising his/her/its right of access to documents shall act in good faith and shall not disclose or present the information so obtained in any manner which might be damaging to the Company, and shall not disclose or otherwise make confidential information available to third parties, unless such shareholder has obtained prior explicit written consent of the Company or unless there is an explicit provision under Serbian Law which allows such shareholder to do so.
- (4) The Company Secretary shall be responsible for fulfilling the obligations referred to in Paragraph 1 of this article.
- (5) It shall be deemed that the Company has fulfilled its obligation of providing shareholder access to the Company's acts and documents if it has provided for free shareholder access to and downloading of the documents referred in the previous article of these Bylaws using the Company's website.

### XIII CONFIDENTIALITY PROVISIONS OF THE COMPANY

#### Article 83

- (1) Any information or document in possession of the Company which may be considered confidential under the Law, especially any such information or document declared confidential by any body of the Company, shall be deemed confidential.
- (2) Any person who under the law which governs companies belongs to the group of persons with special duties to the Company, as well any employee of the Company, are required to abide by these confidentiality provisions of the Company.

Version	Date of adoption	Amendment dates				
01	2012-06-20					



## JSC TIGAR BYLAWS

Document reference

10800.60102A

- (3) The persons referred to in Paragraph 2 of this article shall abide by these confidentiality provisions even after their capacity has ceased, for a period of five years of cessation of such capacity.

### XIV ENVIRONMENTAL PROTECTION AND OCCUPATIONAL HEALTH AND SAFETY

#### Article 84

In carrying out its business activities, the Company shall give due consideration to environmental protection, occupational health and safety, and social safeguards, complying with national legislation and guidelines of relevant regulatory bodies of the European Union in the said areas.

The Company's bodies and employees shall organize and conduct the business and manufacturing processes in a way that does not threaten the environment or employee health and safety, and shall undertake prescribed protection measures.

The Company shall appoint an individual or individuals to ensure the implementation of the policy and regulations referred to in Paragraph 1.

The Company shall cause its subsidiaries and affiliates to implement the above paragraphs of this article.

### XIV TRANSITIONAL AND FINAL PROVISIONS

#### General Documents

#### Article 85

The bodies of the Company may issue general and individual documents which shall regulate specific matters within their respective competence. Such documents shall be consistent with the law and these Bylaws.

#### Labor Union

#### Article 86

- (1) The labor union shall have the role, authority and obligations consistent with the law and the collective bargaining agreement (general, sectoral, and employer's).
- (2) The Company shall conduct negotiations, enter into the collective bargaining agreement, and discuss labor union/employee relationships with the representative labor union pursuant to the law.
- (3) All agreements, contracts and other documents entered into between the Company and the representative labor union shall be binding and shall apply to all employees of the Company pursuant to the law.

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## JSC TIGAR BYLAWS

Document reference

**10800.60102A**

### Entry into Force

#### Article 87

- (1) These Bylaws shall enter into force on the date of adoption and shall be registered pursuant to the law which governs registration of business entities.
- (2) Upon the entry into force of these Bylaws, the Bylaws adopted on 8 September 2005, and any and all amendments thereto, shall become null and void.

### Shareholders' Assembly of the Joint-Stock Company Tigar - Pirot

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**Chairperson**

Version	Date of adoption	Amendment dates				
01	2012-06-20					