

Na osnovu čl.481. stav 3.tačka 1, i člana 141.Zakona o privrednim društvima ("Sl. glasnik RS", br. 36/2011), Odbor Direktora VEOLIA TRANSPORT LITAS AD POŽAREVAC je na sednici održanoj dana 24.09.2012.godine za Vanrednu sednicu skupštine akcionara, utvrdio sledeći: / **Pursuant to the article 481.paragraph 3,point 1, and article 141. of the Law on business companies ("Official Gazette of the Republic of Serbia", No.36/2011,99/2011), Board of Directors of the Company on the meeting held on September 24,2012 has prepared for the Extraordinary Assembly session the following:**

PREDLOG IZMENA  
USAGLAŠENOG OSNIVAČKOG AKTA / **DRAFT DECISION ON CHANGE OF THE  
HARMONIZED ARTICLES OF ASSOCIATION**

**I UVOD / I PREALBLE**

Imajući u vidu da je Skupština AKCIONARSKOG DRUŠTVA ZA LINIJSKI I TURISTIČKI AUTOBUSKI SAOBRAĆAJ VEOLIA TRANSPORT LITAS POŽAREVAC, ĐURE ĐAKOVICA 3, dana 05.11.2012.godine donela Odluku o promeni pravne forme iz akcionarskog društva u društvo sa ograničenom odgovornošću, ovom Odlukom se stavlja van snage I u celosti zamenjuje Usaglašeni Osnivački akt VEOLIA TRANSPORT LITAS AD POŽAREVAC, delovodni broj:1066 od 29.06.2012.godine, overen pred Osnovnim sudom u Požarevcu OV.I br.15457/2012 dana 29.06.2012.godine./ **Considering that the Assembly of the JOINT STOCK COMPANY FOR LINE AND TOURIST BUS TRANSPORTATION VEOLIA TRANSPORT LITAS POŽAREVAC,DJURE DJAKOVICA 3, on October 5,2012 adopted Decision on change of a company's legal form and conversion of the joint stock company into limited liability company, Harmonized Articles of Association adopted on the session held on Jun 29,2012 under number 1066, legalized before Municipal Court in Pozarevac under number OV.I br.15457/2012 on Jun 29,2012 is hereby repealed and completely replaced by this Decision.**

Ove izmene imaju formu Odluke o osnivanju društva sa ograničenom odgovornošću sledeće sadržine: / **These changes are in form of Decision on limited liability company establishment, containing the following:**



## Član 1 / Article 1.

Ovom odlukom se uređuje : / **This Decision regulates the following :**

- lično ime i prebivalište, odnosno poslovno ime i sedište članova društva ;/ **the full name and place of residence of each natural person member and the registered name and registered office of each legal entity member;**
- poslovno ime i sedište društva ;/ **the registered name and registered office of the company;**
- pretežna delatnost društva ;/ **prevailing business of a company;**
- ukupan iznos osnovnog kapitala društva ;/ **the total amount of the company's basic capital;**
- iznos novčanog uloga, odnosno novčana vrednost i opis nenovčanog uloga svakog člana društva ;/ **the amount of member's contribution, and a description of the nature and valuation of any such contributions which are in kind;**
- vreme uplate, odnosno unošenja uloga u osnovni kapital društva ;/ **time of making contributions in cash and kind into the company's basic capital;**
- udeo svakog člana Društva u ukupnom osnovnom kapitalu izražen u procentima ;/ **contribution of each member into the company's basic capital, expressed as a percentage;**
- određivanje organa društva i njihovih nadležnosti./ **determination of the company's bodies and their responsibilities.**

## Član 2 / Article 2.

Društvo ima položaj i posluje kao jednočlano društvo s ograničenom odgovornošću. / **The company has the status and operates as a single-member limited liability company.**

## II ČLANOVI DRUŠTVA, NJIHOVI ULOZI I UDELI/ **MEMBERS OF THE COMPANY AND THEIR SHARES AND CONTRIBUTIONS**

### Član 3 / Article 3.

Ukupan osnovni kapital iznosi 620.957.000,00 dinara. /**Total value of the company's basic capital amounts to 620.957.000,00 dinars .**

Društvo ima jednog člana, i to: / **The Company has one member, as follows:**

- Veolia Transport Central Europe Gmbh, sa registrovanim sedištem u Georgenstrasee 22/10117, Berlin, Nemačka, koji ima udeo od 100% u osnovnom kapitalu društva, odnosno 620.957.000,00 dinara. **Veolia Transport Central Europe Gmbh, with registered seat in Georgenstrasse 22/10117 Berlin, Germany, with 100% basic capital participation, corresponding 620.957.000,00 dinars.**

Imene ovog osnivačkog akta u delu koji se odnosi na članove društva i njihove uloge i udele može donositi i Direktor društva, ako su te izmene posledica promena koje su registrovane u Agenciji za privredne registre u Beogradu. / **Amendments to this Articles of Association**

relating Company's members and their contributions may be adopted by the Director of the company, if such changes are consequence of changes that were registered with the Serbia Business Registers Agency in Belgrade.

### III POSLOVNO IME I SEDIŠTE DRUŠTVA / **BUSINESS NAME AND HEAD OFFICE OF THE COMPANY**

#### Član 4 / **Article 4.**

Puno poslovno ime društva na srpskom jeziku, pod kojim društvo posluje glasi : DRUŠTVO SA OGRANIČENOM ODGOVORNOŠĆU ZA LINIJSKI I TURISTIČKI AUTOBUSKI SAOBRAĆAJ VEOLIA TRANSPORT LITAS POŽAREVAC, ĐURE ĐAKOVICA. /**Full business name of the company in Serbian language, under which the company conducts its business is: DRUŠTVO SA OGRANIČENOM ODGOVORNOŠĆU ZA LINIJSKI I TURISTIČKI AUTOBUSKI SAOBRAĆAJ VEOLIA TRANSPORT LITAS POŽAREVAC, ĐURE ĐAKOVICA**

3:  
Skraćeno poslovno ime Društva, na srpskom jeziku glasi: VEOLIA TRANSPORT LITAS DOO POŽAREVAC. /**Short name of the company in Serbian language is:VEOLIA TRANSPORT LITAS DOO POŽAREVAC .**

Puno poslovno ime društva na engleskom jeziku glasi : LIMITED LIABILITY COMPANY FOR LINE AND TOURIST BUS TRANSPORTATION VEOLIA TRANSPORT LITAS POZAREVAC,DJURE DJAKOVICA 3./ **Full name of the company in English is: LIMITED LIABILITY COMPANY FOR LINE AND TOURIST BUS TRANSPORTATION VEOLIA TRANSPORT LITAS POŽAREVAC,DJURE DJAKOVICA 3**

Skraćeno poslovno ime Društva, na engleskom jeziku glasi : VEOLIA TRANSPORT LITAS DOO POŽAREVAC./ **Short name of the company in English is: LIMITED LIABILITY COMPANY VEOLIA TRANSPORT LITAS POŽAREVAC.**

#### Član 5. / **Article 5.**

Društvo ima svoj pečat, koji je okruglog oblika, prečnika 3,5cm i sadrži puno poslovno ime i sedište društva, ispisano na srpskom jeziku, latiničnim pismom / **The Company has its seal which is round, with diameter of 3,5 cm, contains full business name and registered office of the company printed on Serbian language in latin script.**

Društvo nije dužno da upotrebljava pečat, ako zakonom nije drugačije propisano.

**The procurement of a corporate seal shall be discretionary and is required only in cases prescribed by the law.**

Oblik i sadržina pečata mogu biti promenjeni odlukom direktora društva . / **Form and content of the Corporate seal may be changed by the decision of the Managing Director.**

Član 6 / **Article 6.**

Sedište Društva je u Požarevcu, ul.Đure Đakovića br.3 / **The registered office of the company is in Požarevac, Đure Đakovića street no.3.**

IV DELATNOST DRUŠTVA / **IV ACTIVITIES OF A COMPANY**

Član 7 / **Article 7.**

Pretežna delatnost Društva je 4931, Gradski I prigradski kopneni prevoz putnika./ **Prevailing business of a company is 4931 – Urban and suburban passenger land transport.**

Pored pretežne delatnosti Društvo može da obavlja i druge delatnosti u skladu sa zakonom. / **In addition to the Prevailing business, the company may engage other activities in accordance with the Law.**

Odluku o promeni pretežne delatnosti donosi član Društva u funkciji skupštine. /**The Decision on Change of the Prevailing business shall be made by the single member of the Company.**

V OSNOVNI KAPITAL / **V BASIC CAPITAL**

Član 8 / **Article 8.**

Ukupan upisani i uplaćeni osnovni kapital Društva iznosi 620.957.000,00 dinara. /**Total value of the subscribed and paid company's basic capital amounts to 620.957.000,00 dinars .**

VI UPRAVLJANJE DRUŠTVOM / **VI MANAGEMENT OF THE COMPANY**

Član 9 / **Article 9.**

Upravljanje društvom je jednodomno./ **The Company has one tire management system.**

Poslove koji po Zakonu i ovom aktu spadaju u delokrug Skupštine vrši član Društva. /**As a single-member limited liability company the decisions of the members' meeting shall be made by the single member or another person authorized by the member.**

Društvo ima jednog direktora. / **The Company has one Director.**

Direktor društva je Slavoljub Đorđević, JMBG :901952762025./ **Elected as Managing Director of the Company is Slavoljub Đorđević, UCN:901952762025**

Direktor Društva može samostalno zaključivati ugovore i druge pravne poslove do iznosa od 20.000 eura, ili ako ugovor obavezuje do jedne godine, a preko tog iznosa, odnosno ako je period važenja ugovora duži od jedne godine samo uz zajednički potpis sa zastupnikom

člana društva ili ovlašćenim licem./ **The managing Director has power to act on behalf of this business company independently within the limits of a 20.000 € and/or one year duration per contract commitment, and when value involved exceeds 20.000 € or when contract period is longer than one year Co-signing of a legal representative of the company' s single member or another person authorized by the member is needed .**

Direktora društva imenuje član Društva u svojstvu Skupštine. / **Director of the Company shall be appointed by single member of the company.** Član društva može razrešiti direktora pri čemu nije dužan da navede razloge razrešenja./ **The member of a company may remove director of the company without stated cause.**

Mandat Direktora počinje da teče danom registracije kod nadležnog organa./ **The Managing Director is appointed for indefinite period of time, and his mandate starts on the day of registration with the competent authorities.**

#### Član 10/ **Article 10.**

Član društva u funkciji skupštine: / **a single member of the Company shall have the following competence:**

- donosi izmene osnivačkog akta;/ **amending the company's Articles of Association;**
- usvaja finansijske izveštaje (i izveštaje revizora ako su finansijski izveštaji bili predmet revizije); / **adopting financial reports ( and auditor's report, if the financial report were audited);**
- imenuje revizora i utvrđuje naknadu za njegov rad ako je društvo obveznik revizije;/ **appointing auditors and determining their remuneration, if the company is obliged for audit**
- nadzire rad direktora i usvaja izveštaje direktora;/ **supervising the work of Director and adopting director's reports;**
- odlučuje o povećanju i smanjenju osnovnog kapitala društva, kao i o svakoj emisiji hartija od vrednosti; / **increasing or decreasing the basic capital of the company, and issuing any securities;**
- odlučuje o raspodeli dobiti i načinu pokrića gubitaka, uključujući i određivanje dana sticanja prava na učešće u dobiti i dana isplate učešća u dobiti članovima društva;/ **deciding on distribution of profit or manners of covering losses, including establishing the date as of which members acquire the right to participate in profit and the date of payment of participation in profit**
- imenuje i razrešava direktora i utvrđuje naknadu za njegov rad ;/ **appointment and removal of director and fixing his remuneration;**
- odlučuje o pokretanju postupka likvidacije, kao i o podnošenju predloga za pokretanje stečajnog postupka;/ **;/deciding on initiating of liquidation process, as well as submitting of bankruptcy process initiative,**

- imenuje likvidacionog upravnika i usvaja likvidacione bilanse i izveštaje likvidacionog upravnika; **/appointing liquidators and confirming of the liquidation reports and balance sheet;**
- odlučuje o sticanju sopstvenih udela; **/deciding on the acquisition of company shares**
- daje prokuru; **/ granting procuration;**
- odlučuje o pokretanju postupka i davanju punomoćja za zastupanje društva u sporu sa prokuristom, kao i u sporu sa direktorom; **/deciding on initiating proceedings against procurator or company's Director and granting power of attorney to represent the company**
- odlučuje o statusnim promenama i promenama pravne forme; **/ changes in status, changes in legal form;**
- daje odobrenje na pravne poslove u kojima postoji lični interes, u skladu sa zakonom; **/approving transactions Involving Conflict of Interest, in accordance with the Law,**
- određuje poslovnu strategiju društva; **/ guiding the company's development and strategies,**
- vrši unutrašnji nadzor nad poslovanjem društva i vrši nadzor nad zakonitošću poslovanja društva. **/ overseeing business operations and the company's compliance with legal and regulatory requirements.**

#### Član 11/Article 11.

Delokrug Direktora: **/ Managing Director shall have the authority to:**

- Zastupa društvo u granicama svojih ovlašćenja, **/ represent the Company in compliance with his limitations of authority,**
- Vodi poslove društva u skladu sa Zakonom I ovom odlukom. **/ lead the business activities in accordance with the Law and this Decision.**

#### VII ZAVRŠNE ODREDBE / VIII FINAL PROVISIONS

#### Član 12 / Article 12.

Društvo prestaje odlukom člana društva ili u drugim slučajevima predviđenim Zakonom. **/ The Company shall dissolve upon decision of its member or in other cases providede by the Law.**

#### Član 13 / Article 13.

Na ostala pitanja koja nisu regulisana ovom odlukom, primenjivaće se odredbe Zakona. **/ On matters which are not regulated by this Decision, the provisions of the Law shall be applied.**

Član 14 / **Article 14.**

Ova odluka sastavljena je u četiri istovetna primerka, od kojih se jedan dostavlja u postupku registracije a ostali primerci čuvaju se u arhivi Društva./ **This Decision is written and signed in four equal copies, one of which shall be delivered in the registration process and the other copies shall be kept in the archives of the Company.**

Član 15 / **Article 15.**

Ova odluka stupa na snagu danom donošenja./ **This Decision shall enter into force on the date of adoption.**

Izmene osnivačkog akta donosi član Društva u pisanoj formi./ **Amendments to the Company's Articles of Association shall be made in written form by single member of the Company.**

Ne postoji potreba overe potpisa na izmeni osnivačkog akta. / **There is no need for certification of signatures on the change of the Articles of Association.**

Članovi Odbora Direktora/  
**Board of Directors member**

Veolia Transport Litas ad Požarevac

Predsednik Odbora Direktora  
**Board of directors chairman**

\_\_\_\_\_  
Zoran Janković

Datum/ **date:**\_\_\_\_\_

\_\_\_\_\_  
Claes Gotthold

Datum/**date:**\_\_\_\_\_

\_\_\_\_\_  
Dejan Bogunović

Datum/ **date:**\_\_\_\_\_