

broj:1933

dana:17.10.2015.

*Na osnovu Zakona o privrednim društvima („Službeni glasnik RS“ br. 36/2011, 99/2011, 83/2014 - dr. zakon i 5/2015), jedini član društva PP Sombor doo, AGRI BUSINESS PARTNER DOO SOMBOR, privredno društvo koje postoji u skladu sa zakonima Republike Srbije, registrovano u Registru privrednih subjekata Agencije za privredne registre, matični broj 08178429, sa sedištem u Somboru, Venac Vojvode Radomira Putnika 1, doneo je dana 30.11.2015. godine*

*Pursuant to the Company Law (“Official Gazette of RS”, no. 36/2011, 99/2011, 83/2014 – other law and 5/2015, the sole member of PP Sombor d.o.o., AGRI BUSINESS PARTNER DOO SOMBOR, a commercial company incorporated and existing under the laws of the Republic of Serbia, registered with the Register of Companies of Business Registers’ Agency, statistical number under no. 08178429 in the Register of Commercial Companies, with registered seat in Sombor, Venac Vojvode Radomira Putnika 1, rendered on November 30, 2015 the following*

**ODLUKU O IZMENAMA I DOPUNAMA  
OSNIVAČKOG AKTA  
(OSNIVAČKI AKT)**

**DECISION ON AMENDMENTS AND  
SUPPLEMENTS TO THE INCORPORATION  
ACT  
(INCORPORATION ACT)**

**UVODNE ODREDBE**

**PREAMBLE**

- a. *U skladu sa odredbama Zakona o privrednim društvima (“Službeni glasnik RS” br. 36/2011, 99/2011, 83/2014 - dr. zakon i 5/2015), (u daljem tekstu: „Zakon“) i obavezom privrednih društva da u postupku promene pravne forme izmene osnivački akt radi usklađivanja sa odredbama Zakona koje se odnose na datu pravnu formu društva, odnosno, u konkretnom slučaju, društva sa ograničenom odgovornošću;*
- b. *Ovim Osnivačkim aktom zamenjuju se u celosti odredbe Osnivačkog akta PP Sombor a.d, od 22.06.2012. godine, a Statut PP Sombor a.d. od 28.06.2012 prestaje da važi;*

- a. *In accordance with the provisions of the Company Law (“Official Gazette of RS” no. 36/2011, 99/2011, 83/2014 – other law and 5/2015), (hereinafter referred to as: “the Law“) and the obligation of companies, in procedure of change of legal form, to change incorporation act for the purpose of harmonization with provisions of the Law which are related to the given legal form of the company, i.e. in particular case, to limited liability company;*
- b. *This Incorporation Act replaces completely provisions of Incorporation Act of PP Sombor a.d. dated on 22.06.2012, whereby the Articles of Association of PP Sombor a.d. dated on 28.06.2012 ceases to exist;*

- c. *Ovaj Osnivački akt predstavlja obavezni akt društva u formi jednočlanog društva sa ograničenom odgovornošću, odnosno PP Somnor doo (u daljem tekstu: „Društvo“) kojim se uređuju: i) osnivač Društva; ii) poslovno ime Društva; iii) delatnost Društva; iv) osnovni kapital Društva; v) prava, obaveze i odgovornosti osnivača prema Društvu i Društva prema osnivaču; vi) izveštaji, dobiti i plaćanja; vii) organi, nadležnosti i način rada organa Društva; viii) zastupnici i ovlašćenja zastupnika Društva; ix) sticanju/raspolaganju imovine/imovinom velike vrednosti; x) izmenama Osnivačkog akta i prestanku Društva.*
- d. *Društvo ima pravo da u pravnom prometu zaključuje ugovore i vrši druge pravne poslove i pravne radnje u okviru svog poslovanja i u okviru svoje pravne i poslovne sposobnosti.*
- e. *Društvo je dužno da posluje u skladu sa zakonom, dobrim poslovnim običajima i poslovnim moralom.*
- f. *Društvo je osnovano na neodređeno vreme.*

- c. *This Incorporation Act constitutes an obligatory act of a company in the legal form of single-member limited liability company regulating the following matters: i) the Company's founder; ii) the Company's name; iii) the Company's core business activity; iv) the Company's initial capital; v) the rights, obligations, and liabilities of the founder towards the Company and the Company towards the founder; vi) the reports, profits and payments; vii) the bodies, competences and manner of operation of the Company bodies; viii) the Company representatives and the representatives' powers; ix) acquisition/disposal of/by major assets; x) amendments to the Incorporation Act and dissolution of the Company.*
- d. *The Company shall be entitled to execute agreements in legal transactions and to conduct other legal business and actions within its operations and within its legal and business capacity.*
- e. *The Company shall be obligated to operate in compliance with the law, good business customs and business ethics.*
- f. *The Company has been incorporated for an indefinite period of time.*

## 1. OSNIVAČ PRIVREDNOG DRUŠTVA

## 1. FOUNDER OF THE COMPANY

### 1.1. Osnivač (jedini član) Društva je:

### 1.1. The Founder (sole member) of the Company is:

***AGRI BUSINESS PARTNER DOO SOMBOR, privredno društvo koje postoji u skladu sa zakonima Republike Srbije, registrovano u Registru privrednih subjekata Agencije za privredne registre, matični broj 08178429, sa sedištem u Somboru, Venac Vojvode Radomira Putnika***

***Baltic Property Investment Limited, commercial company incorporated and existing in compliance with the laws of the Republic of Ireland, registered under no. 357792 in the Register of Commercial Companies of the Republic of Ireland, with registered head office at Cong, Mayo Province.***

## 2. POSLOVNO IME I SEDIŠTE DRUŠTVA

2.1. Puno poslovno ime Društva glasi:

***Društvo sa ograničenom odgovornošću  
Poljoprivredna Proizvodnja Sombor***

2.2. Skraćeno poslovno ime Društva glasi:

***PP Sombor d.o.o.***

2.3. Sedište Društva je:

***Sombor, Venac Vojvode Radomira Putnika 1***

2.4. Odluku o promeni poslovnog imena i sedišta Društva donosi Skupština Društva.

2.5. Društvo ima adresu za prijem elektronske pošte, koja glasi:

[ppsombor@abp.rs](mailto:ppsombor@abp.rs)

2.6. Poslovna pisma i druga dokumenta Društva, uključujući i ona u elektronskoj formi, koja su upućena trećim licima sadrže sledeće podatke: puno poslovno ime, sedište, registrovanu adresu za prijem pošte različitu od adrese sedišta, adresu za prijem elektronske pošte, matični broj i poreski identifikacioni broj Društva.

### 3. DELATNOSTI PRIVREDNOG DRUŠTVA

3.1. Društvo može obavljati sve zakonom dozvoljene delatnosti.

3.2. Društvo može da registruje i obavlja delatnosti za koje je propisano prethodno pribavljanje odobrenja, saglasnosti ili drugog akta državnog organa, samo po dobijanju tog odobrenja, saglasnosti ili drugog akta državnog organa.

3.3. Pretežna delatnost Društva je:

### 2. BUSINESS NAME AND SEAT OF THE COMPANY

2.1. The full bussines name of the Company shall be:

***Društvo sa ograničenom odgovornošću  
Poljoprivredna Proizvodnja Sombor***

2.2. The abbreviated bussines name of the Company shall be:

***PP Sombor d.o.o.***

2.3. The Company's seat shall be at:

***Sombor, Venac Vojvode Radomira Putnika 1***

2.4. Decisions on change of the Company's name and the seat shall be rendered by the Company's General Meeting.

2.5. The Company shall receive e-mail at the following address:

[ppsombor@abp.rs](mailto:ppsombor@abp.rs)

2.6. Business letters and other Company documents, including those in electronic form, addressed to third parties shall contain the following data: full company name, head office, registered mailing address that differs from the address of the head office, e-mail address, company ID and tax identification number.

### 3. BUSINESS ACTIVITIES OF THE COMPANY

3.1. The Company may perform all business activities permitted by law.

3.2. The Company may register and perform business activities that require a prior permit, approval or some other act of a governmental body, only upon obtaining such permit, approval or other act of the competent governmental body.

3.3. The Company's prevailing business activity shall be:

### **01.11 Gajenje žita (osim pirinča), leguminoza i uljarica**

3.4. Društvo može da obavlja spoljnotrgovinski promet i vrši spoljnotrgovinske usluge.

3.5. Odluku o promeni pretežne delatnosti donosi Skupština Društva.

### **4. OSNOVNI KAPITAL, ULOG ČLANA DRUŠTVA I ODREĐIVANJE VREDNOSTI ULOGA U DRUŠTVO**

4.1. Osnovni kapital Društva je novčani ulog u vrednosti od 94. 149.600 RSD upisan i uplaćen na dan 27.12.1999. godine.

4.2. Osnovni kapital Društva može se odlukom Skupštine povećati novim ulozima Osnivača, pretvaranjem rezervi ili dobiti Društva u osnovni kapital, pretvaranjem potraživanja prema Društvu u osnovni kapital, statusnim promenama koje imaju za posledicu povećanje osnovnog kapitala i pretvaranjem dodatnih uplata Osnivača u osnovni kapital.

4.3. U odluci o povećanju kapitala određuje se rok u kome je Osnivač u obavezi da uplati/unese upisani novčani/nenovčani ulog.

4.4. Osnovni kapital Društva može se smanjiti odlukom Skupštine Društva, ali ne ispod zakonom propisanog minimuma osnovnog kapitala.

4.5. Društvo je dužno da jednom godišnje, uz registraciju godišnjih finansijskih izveštaja u skladu sa zakonom koji uređuje računovodstvo i reviziju, registruje visinu osnovnog kapitala ako je u prethodnoj poslovnoj godini došlo do promene osnovnog kapitala, u skladu sa zakonom o registraciji.

### **01.11 Cultivation of wheat (except rice), legumes and oilseeds**

3.4. The Company may conduct foreign trade and perform services in foreign trade operations.

3.5. Decisions on change of the Company's prevailing business activity shall be rendered by the General Meeting.

### **4. INITIAL CAPITAL, CONTRIBUTION OF THE COMPANY MEMBER AND DETERMINING THE VALUE OF THE CONTRIBUTION IN THE COMPANY**

4.1. The initial capital of the Company is pecuniary contribution in the amount of 94. 149.600 RSD subscribed and paid on 27.12.1999.

4.2. The initial capital of the Company may be increased by decision of the General Meeting, by new contributions of the founder, by converting Company's reserves or profit into initial capital, by converting receivables into initial capital, by status changes that result in capital increase and by conversion of additional payments if the Founder into initial capital.

4.3. The decision on capital increase shall determine the deadline by which the Founder shall be obligated to pay-in/contribute the subscribed pecuniary/in-kind contribution.

4.4. The Company's initial capital may be decreased by decision of the General Meeting, but not below the minimum for initial capital specified by law.

4.5. The Company shall be obliged to once a year, along with registering the annual financial statements in compliance with the law governing accounting and auditing, to register the amount of initial capital if a change of initial capital occurred during the previous business year, in keeping with the registration law.

### **5. RIGHTS, OBLIGATIONS AND LIABILITIES OF THE FOUNDER TOWARDS**

5. PRAVA, OBAVEZE I ODGOVORNOSTI OSNIVAČA PREMA DRUŠTVU I DRUŠTVA PREMA OSNIVAČU

5.1. Društvo samostalno istupa u pravnom prometu i za svoje obaveze odgovara svojom celokupnom imovinom. Osnivač ne odgovara za obaveze Društva, osim u slučaju da zloupotrebi pravilo o ograničenoj odgovornosti Osnivača, u slučajevima kako je predviđeno Zakonom.

5.2. Na osnovu svoga uloga Osnivač je stekao 100% udeo u osnovnom kapitalu Društva.

5.3. Osnivač može dati udeo u zalogu za obezbeđenje kredita ili druge svoje obaveze.

5.4. Osnivač može Društvu dati zajam u svako doba u skladu sa zakonom kojim se uređuje devizno poslovanje.

5.5. Osnivač može doneti odluku da izvrši dodatne uplate u Društvo.

5.6. Dodatne uplate mogu se vratiti Osnivaču samo ako nisu neophodne za pokriće gubitaka Društva ili za namirenje poverilaca Društva.

5.7. Dodatne uplate se ne mogu vratiti Osnivaču pre uplate, odnosno unosa celokupnog upisanog uloga u Društvo. U slučaju stečaja Društva, potraživanje Osnivača po osnovu dodatnih uplata namiruje se tek nakon punog namirenja stečajnih poverilaca Društva sa pripadajućim kamatama.

5.8. Društvo je dužno da vodi evidenciju o adresi koju Osnivač odredi kao svoju adresu za prijem pošte od Društva, o čijoj promeni treba da ažurno obavesti Društvo. Osnivač može kao svoju adresu za prijem pošte označiti adresu za prijem elektronske pošte. Direktor odgovara Društvu za tačnost i blagovremenost unosa u evidenciju podataka o Osnivaču.

THE COMPANY AND OF THE COMPANY TOWARDS THE FOUNDER

5.1. The Company shall act independently in legal transactions and shall be responsible for its commitments with its whole property. The founder shall not be held liable for the commitments of the Company, save in cases of violation of the rule regarding limited liability of the founder, as stipulated by the Law.

5.2. On the basis of its contribution the Founder has acquired a 100% share in the initial capital of the Company.

5.3. The Founder may pledge its share as security for a loan or for its other commitments.

5.4. The Founder may grant the Company a loan at any time, in compliance with the law governing foreign foreign exchange operations.

5.5. The Founder may decide to make an additional payment into the Company.

5.6. Additional payments may be paid back to the Founder only if they are not needed for covering the Company's losses or settling the Company's creditors.

5.7. Additional payments may not be paid back to the Founder before paying-in or contributing the entire inscribed contribution into the Company. In case of bankruptcy, the claims of the Founder on the grounds of additional payments shall be settled only after the bankruptcy creditors of the Company have been settled, with their respective interest.

5.8. The Company shall be obligated to keep records of the address that the Founder designates as its address for receiving mail from the Company, where the Founder shall promptly notify the Company of any changes thereof. The Founder may designate an e-mail address as his address for receiving mail from the Company. The Director shall be liable to the Company for the accuracy and timeliness of entering data on Founder into the records.

## 6. IZVEŠTAJI, DOBIT I PLAĆANJA

6.1. Direktor Skupštini Društva podnosi na usvajanje finansijske izveštaje i izveštaje o poslovanju, kao i izveštaj revizora, u skladu sa zakonom kojim se uređuje računovodstvo i revizija.

6.2. Društvo ne može vršiti plaćanja Osnivaču ako je prema poslednjim godišnjim finansijskim izveštajima neto imovina Društva manja ili bi usled takve isplate postala manja od uplaćenog osnovnog kapitala uvećanog za rezerve koje je Društvo u obavezi da održava u skladu sa zakonom ako takve rezerve postoje, osim u slučaju smanjenja osnovnog kapitala.

6.3. Ako je Direktor poznato da je u periodu između kraja prethodne poslovne godine i dana donošenja odluke Skupštine Društva o usvajanju godišnjih finansijskih izveštaja, imovinsko stanje Društva zbog gubitaka ili smanjenja vrednosti osnovnog kapitala značajno i ne samo privremeno pogoršano, Direktor je dužan da o tome obaveste Skupštinu, koja je po prijemu takvog obaveštenja u obavezi da iz raspodele dobiti isključi dobit u visini nastalog smanjenja imovine Društva.

6.4. Ako Direktor ne postupi u skladu sa članom 6.3. Osnivačkog akta, odgovoran je Osnivaču i poveriocima Društva za štetu koja nastane usled izvršene raspodele dobiti.

## 7. ORGANI DRUŠTVA

7.1. Upravljanje Društvom je organizovano kao jednodomno.

7.2. Organi Društva su Skupština Društva i Direktor.

7.3. Društvo može imati i druge zastupnike, koji mogu zastupati odnosno predstavljati Društvo

## 6. REPORTS, PROFIT AND PAYMENTS

6.1. The Director shall submit financial and business statements, as well as the auditor's statement to the General Meeting for approval, in compliance with the law governing accounting and auditing.

6.2. The Company may not make payments to its Founder if according to the latest annual financial statements, the Company's net assets are, or would due to such payment be, below its paid-in initial capital, increased by the reserves which the Company is legally obligated to maintain, if any, except in cases of decrease of the initial capital.

6.3. If the Director is aware of the fact that the assets of the Company have, due to loss or decreased value of the initial capital, significantly and not merely temporarily decreased in the period between the end of the last business year and the date of the General Meeting's decision on approval of the annual financial statements, the Director shall be obligated to notify the General Meeting thereof, and the General Meeting shall, upon receiving such information, be obligated to exclude profit in the amount of such decrease of the Company assets from the distribution of profit.

6.4. If the Director fails to comply with Article 6.3. of the Incorporation Act, he shall be liable to the Founder and to the Company's creditors for the damage caused by the effected distribution of profit.

## 7. CORPORATE BODIES

7.1. Management of the Company shall be organized according to the one-tier system.

7.2. The corporate bodies shall be the General Meeting and the Director.

7.3. The Company may also have other representatives, which may represent the Company in accordance with their powers as defined in this Incorporation Act and/or appropriate decisions on

u skladu sa ovlašćenjima definisanim u ovom Osnivačkom aktu i/ili odgovarajućoj Odluci o imenovanju ili drugim odlukama Skupštine.

## 8. SKUPŠTINA

8.1. Budući da je Društvo jednočlano, funkciju Skupštine Društva vrši Osnivač.

8.2. Osnivača u svojstvu Skupštine Društva zastupa zakonski zastupnik Osnivača ili lice koje on opunomoći pismenim punomoćjem.

8.3. Skupština Društva odlučuje o sledećim pitanjima:

8.3.1. donošenju izmena Osnivačkog akta;

8.3.2. usvajanju finansijskih izveštaja, kao i izveštaja revizora ako su finansijski izveštaji predmet revizije;

8.3.3. nadzoru nad radom Direktora i usvajanje Izveštaja Direktora;

8.3.4. o povećanju i smanjenju osnovnog kapitala Društva;

8.3.5. o raspodeli dobiti i načinu pokrića gubitaka, uključujući i određivanje dana sticanja prava na učešće u dobiti i dana isplate učešća u dobiti Osnivača;

8.3.6. imenovanju i razrešenju Direktora i utvrđivanju naknade za njegov rad, odnosno načela za utvrđivanje tih naknada;

8.3.7. zaključivanju ugovora sa Direktorom, o regulisanju njihovih prava i obaveza;

8.3.8. imenovanju revizora i utvrđivanju naknade za njegov rad;

the appointment and other decisions of the General Meeting.

## 8. GENERAL MEETING

8.1. As the Company is a single member company, the function of General Meeting shall be assumed by the Founder.

8.2. The legal representative of the Founder in the General Meeting shall be legal representative of the Founder or its proxy.

8.3. The General Meeting shall decide on the following matters:

8.3.1. amendments to the Incorporation Act;

8.3.2. approval of financial statements, as well as auditors' statements if the financial statements are subject to auditing;

8.3.3. supervision of the work of the Director and adopting the reports of the Director;

8.3.4. increase and decrease of the Company's initial capital;

8.3.5. distribution of profit and manner of covering losses, including determining the date of entitlement to a share in the profit and the date of payment of said share in the profit of the Founder;

8.3.6. appointment and removal of the Director and determining the compensation for his work, or the principles for determining such compensation;

8.3.7. concluding agreements with the Director on settling their rights and obligations;

8.3.8. appointing the auditor and determining the compensation for his work;

8.3.9. initiating a liquidation procedure, and submitting a motion for initiating a bankruptcy procedure by the Company;

8.3.9. odlučivanju o pokretanju postupka likvidacije, kao i o podnošenju predloga za pokretanje stečajnog postupka od strane Društva;

8.3.10. imenovanju likvidacionog upravnika i usvaja likvidacione bilanse i izveštaje likvidacionog upravnika;

8.3.11. obavezi Osnivača na dodatne uplate i o vraćanju tih uplata;

8.3.12. osnivanju i zatvaranju ogranka, odnosno predstavništva Društva;

8.3.13. donošenju odluka o investiranju u druga Društva;

8.3.14. odlučivanju o pokretanju postupka i davanju punomoćja za zastupanje Društva u sporu sa Direktorom;

8.3.15. odobranju ugovora o pristupanju novog člana;

8.3.16. odlučivanju o statusnim promenama i promeni pravne forme;

8.3.17. davanju odobrenja na pravne poslove u kojima postoji lični interes člana Društva, Direktora i likvidacionog upravnika;

8.3.18. davanju saglasnosti na sticanje, prodaju, davanje u zakup, zalaganje ili drugo raspolaganje imovinom velike vrednosti u skladu sa Zakonom i ovim Osnivačkim aktom kao i

8.3.20. vršenju drugih poslova i odlučivanje o drugim pitanjima, u skladu sa ovim Osnivačkim aktom i zakonom.

8.4. Redovna sednica Skupštine Društva održava se jednom godišnje, najkasnije u roku od šest meseci od završetka poslovne godine. Poziv za održavanje redovne sednice se šalje najkasnije 30 dana pre dana održavanja sednice.

8.5. Vanredna sednica skupštine održava se po potrebi, kao i kada je to određeno Zakonom. Poziv za održavanje vanredne sednice se šalje najkasnije 8 dana pre dana održavanja sednice.

8.3.10. appointing a liquidator and approving the liquidation balance and the liquidator's reports;

8.3.11. obligations of the Founder to make additional payments, and on repayment of said payments;

8.3.12. establishing and closing the Company's branch or representative offices;

8.3.13. investing into other companies;

8.3.14. initiating procedures and granting power of attorney to represent the Company in a dispute with the Director;

8.3.15. approving an agreement on accession of a new member;

8.3.16. status changes and changes of the legal form;

8.3.17. approving legal transactions in which the Company member, Director and liquidator;

8.3.18. granting approval for acquisition, sale, leasing out, pledging or other disposal of major assets, in compliance with the Law and

8.3.20. other business and issues in compliance with this Incorporation Act and the law.

8.4. A regular session of the General Meeting shall be held once a year, no later than within six months after the end of the business year. Invitation for holding a regular session shall be sent 30 days prior to day of holding a session.

8.5. Extraordinary sessions of the General Meeting shall be held as needed, and in cases determined by the law. Invitation for holding an extraordinary session shall be sent 8 day prior to a day of holding a session.

8.6. If, during preparation of the annual or other financial statements that the Company prepares in



8.6. U slučaju da se prilikom izrade godišnjih ili drugih finansijskih izveštaja koje Društvo izrađuje u skladu sa Zakonom utvrdi da društvo posluje sa gubitkom usled kojeg je vrednost neto imovine Društva postala manja od 50% osnovnog kapitala Društva, vanredna sednica skupštine se obavezno saziva, a u pozivu za tu sednicu mora biti naveden razlog sazivanja te sednice, kao i predlog dnevnog reda koji mora da sadrži predlog odluke o likvidaciji Društva, odnosno predlog odluke o drugim merama koje je potrebno preduzeti kada nastupi situacija zbog koje je sednica Skupštine Društva i sazvana.

8.7. Sednice Skupštine Društva sazivaju Direktor ili Osnivač. Mesto održavanja skupštine je sedište Društva, ako Osnivač ne odluči drugačije.

8.8. Sednica Skupštine Društva se može održati i bez sazivanja.

8.9. Svaka odluka u okviru nadležnosti Skupštine Društva može se doneti i van sednice, pod uslovom da je potpisana od strane Osnivača.

8.10. Sednicama Skupštine dužan je da prisustvuje Direktor, ako ih Osnivač blagovremeno pozove.

8.11. U slučaju održavanja sednice Skupštine Društva, svaka odluka Skupštine Društva unosi se u zapisnik koji vodi Predsednik Skupštine, odnosno zapisničar ako ga imenuje Predsednik Skupštine. Zapisnik sadrži:

- mesto i dan održavanja sednice;
- ime lica koje je vodilo zapisnik i spisak lica koja su učestvovala u radu sednice;

compliance with the Law, it should be found that the Company is operating with a loss due to which the value of the Company's net assets has fallen to less than 50% of the Company's initial capital, an extraordinary General Meeting shall be convened, and the invitation to such a session of the General Meeting shall contain the reason for convening the session, as well as a proposed agenda which shall include a proposal of a decision on liquidation of the Company, or a proposal of a decision on other measures that need to be taken in the situation due to which the session of the General Meeting of the Company was convened.

8.7. Sessions of the General Meeting shall be convened by the Director or by the Founder. The General Meeting shall be held at the Company's seat, unless decided otherwise by the Founder.

8.8. Sessions of the General Meeting may also be held without convening.

8.9. Every decision in the competence of the General Meeting may be rendered also out of the session, provided that it is signed by the Founder.

8.10. Sessions of the General Meeting shall also be attended by the Director, if invited on time by the Founder.

8.11. In cases where a session of the General Meeting is held, every decision of the General Meeting of the Company shall be recorded in the Minutes that are to be kept by the Chairperson or Keeper of Minutes if one is appointed by the Chairperson of the General Meeting. The Minutes shall contain the following:

- place and date of the session;
- name of the person keeping the Minutes and a list of persons taking part in the session;
- a summary of the discussion on each item of the agenda;

- sažeti prikaz rasprave po svakoj tački dnevnog reda;
- rezultat glasanja po svakoj tački dnevnog reda po kojoj je Skupština Društva odlučivala.
- results of the vote on each item of the agenda on which the General Meeting decided.

8.18. Zapisnik potpisuju predsjednik Skupštine Društva, zapisničar ako je određen, kao i sva lica koja su učestvovala u njenom radu. Ako lice koje je učestvovalo u radu sednice ima primedbe na zapisnik ili odbije da potpiše zapisnik, lice koje vodi zapisnik će to konstatovati u zapisniku uz navođenje razloga za to odbijanje, s tim da lice koje ima primedbu može tu primedbu i samo uneti u zapisnik prilikom potpisivanja.

8.18. The Minutes shall be signed by the Chairperson of the General Meeting, the keeper of Minutes if one has been appointed, and all the persons that took part in the session. If a person that took part in the session of the General Meeting objects to the Minutes or refuses to sign the Minutes, the person keeping the Minutes shall duly note such fact in the Minutes, along with the reasons for such refusal; the person putting forward the objection may also personally make a note of the objection in the Minutes when signing.

## 9. DIREKTOR

## 9. DIRECTOR

9.1 Društvo ima jednog direktora koga imenuje i razrešava Skupština Društva. Direktor vodi poslove Društva i zastupa Društvo u unutrašnjem i u spoljnotrgovinskom prometu, sve u skladu sa ovlašćenjima u Odluci o njegovom imenovanju.

9.1 The Company shall have one Director who shall be appointed and removed by the General Meeting. The Director shall manage the Company's business and shall represent the Company in domestic and foreign trade, all in compliance with the powers granted by decision on appointment.

9.2. Direktor obavljaju sve poslove koji nisu u nadležnosti Skupštine, a naročito su nadležani da obavljaju sledeće poslove:

9.4 The Director shall conduct all business that not within the competence of the General Meeting, and shall in particular be responsible to perform the following issues:

9.2.1. zastupanje Društva i vođenje poslova Društva u skladu sa zakonom, ovim Osnivačkim aktom, odlukama Skupštine i drugim opštim aktima Društva;

9.2.1 representing the Company and managing the Company's business in compliance with the law, this Incorporation Act, decisions of the General Meeting and other general acts of the Company;

9.2.2. utvrđivanje predloga poslovnog plana Društva;

9.2.2 determining a proposal of the business plan;

9.2.3. sazivanje sednica Skupštine Društva i utvrđivanje predloga dnevnog reda;

9.2.3 convening sessions of the General Meeting and determining the proposed agenda;

9.2.4. sprovođenje odluka Skupštine Društva;

9.2.4 implementing the decisions of the General Meeting;

9. 2.5. determining the date of entitlement to a share in the profit and the date of payment of such share in the profit;

9.2.5. određivanje dana sticanja prava na učešće u dobiti i dana isplate učešća u dobiti;

9.2.6. zaključenje ugovora o kreditu;

9.2.7. donošenje odluka i akata o zasnivanju i prestanku radnog odnosa i ostale odluke o radno-pravnom statusu u Društvu;

9.2.8. vođenje evidencije o svim donetim odlukama Skupštine, u koju Osnivač može izvršiti uvid i evidencije o Osnivaču;

9.2.9. davanju i opozivu prokure;

9.2.10. donošenje akta o sistematizaciji i pravilnika o radu i potpisivanje kolektivnog ugovora, kao i predlaganje i donošenje drugih opštih akata koje po zakonu ne donosi Osnivač;

9.2.11. sastavljanje godišnja finansijskih izveštaja Društva i ostalih izveštaja u skladu sa Zakonom i ovim Osnivačkim aktom;

9.2.12 imenovanju i razrešenju ostalih zastupnika i utvrđivanju naknade za njegov rad, odnosno načela za utvrđivanje tih naknada;

9.2.13 odlučivanju o pokretanju postupka i davanju punomoćja za zastupanje Društva u sporu sa prokuristima i ostalim zastupnicima i davanju odobrenja na pravne poslove u kojima postoji lični interes ostalih zastupnika, kao i drugih lica koji u skladu sa posebnom Odlukom donetom od strane Skupštine Društva imaju posebne dužnosti prema Društvu;

9.2.14. vršenje svih drugih poslova i odlučivanje o drugim pitanjima, u skladu sa ovim Osnivačkim aktom i zakonom.

9.3. Direktor na redovnoj sednici Skupštine Društva podnosi izveštaje o:

9. 2.6 concluding loan agreements;

9. 2.7 rendering decisions and acts on establishing and ceasing employment relations and other decisions on labor-law status in the Company;

9. 2.8 keeping records on all the decisions rendered by the General Meeting, which records the Founder may review, and record on Founder;

9.2.9. granting and revoking of procura;

9.2.10. bringing acts on rulebook on and systematisation of work and signing the collective agreements, as well as proposing and bringing some other general acts which are not in Founders competence according to law;

9.2.11. preparing Company's annual financial statements and other reports in accordance to the law and this Incorporation Act;

9.2.12 appointment and removal of the other representatives and determining the compensation for his work, or the principles for determining such compensation;

9.2.13 initiating procedures and granting power of attorney to represent the Company in a dispute with the procurists and other representatives and approving legal transactions in which the Company other representatives or other person who, according to a separate decision rendered by the General Meeting, has special duties towards the Company, has a personal interest

9.2.14. conducting all other business activities and making a decisions regarding other issues in accordance to this Incorporation Act and the law.

9.3 At regular sessions of the General Meeting the Director shall submit reports on the following:

9.3.1 accounting practices and financial statement practices of the Company and its affiliated Companies;

9.3.2 compliance of the Company's business activities with the law and other regulations;

9.3.1 računovodstvenoj praksi i praksi finansijskog izveštavanja Društva i njegovih povezanih Društava;

9.3.2 usklađenosti poslovanja Društva sa zakonom i drugim propisima;

9.3.3 kvalifikovanosti i nezavisnosti revizora Društva u odnosu na Društvo, ako su finansijski izveštaji Društva bili predmet revizije;

9.3.4 ugovorima zaključenim između Društva i Direktora, kao i sa licima koja se u skladu sa zakonom smatraju sa njim povezanim licima.

9.5. Direktor su dužan da bez odlaganja obavesti Osnivača o nastalim vanrednim okolnostima koje mogu biti od značaja za stanje ili poslovanje Društva. Takođe, Direktor je dužan da Osnivaču podnosi redovne izveštaje potrebne u skladu sa preporukama i zahtevima Osnivača.

9.6. Direktor ima pravo na naknadu za svoj rad a može imati i pravo na stimulaciju putem dodele akcija, odnosno varanata društva koje je povezano sa Društvom, o čemu odlučuje Skupština Društva.

## 10. ZASTUPNICI DRUŠTVA I NJIHOVA OVLAŠĆENJA

10.1 Društvo, pored Direktora, može imati i prokuristu/e, punomoćnike po zaposlenju kao i druge zastupnike Društva ukoliko se za to ukaže potreba, a koje imenuje i razrešava Skupština Društva, odnosno Direktor u slučaju prokure odgovarajućom odlukom (Zastupnici Društva). Zastupnici Društva se registruju pred Agencijom za provredne registre u skladu sa zakonom kojim se uređuje registracija društava.

10.2 Skupština Društva može u bilo koje vreme razrešiti Direktore, , sa ili bez navođenja razloga za razrešenje.

9.3.3 qualifications and independence of the Company's auditor with regard to the Company, if the Company's financial statements were subject to auditing;

9.3.4 agreements concluded between the Company and the Director, as well as with persons considered by law to be related parties.

9.5 The Director shall be obliged to notify the Founder without delay of any extraordinary circumstances that could be of relevance to the standing or business operations of the Company.

In addition, the Director shall be obliged to submit to the Founder all regular reports required conording to with Founder's recommendations and requests.

9.6. The Director shall be entitled to compensation for their work, and may also be entitled to stimulation by receiving shares or securities of a company affiliated with the Company, which shall be decided by the General Meeting of the Company.

## 10. COMPANY REPRESENTATIVES AND THEIR POWERS

10.1 The Company may, apart from the Director, also have one or more procurists, proxies by employment and other Company's representatives, as needed, which shall be appointed and removed by the appropriate decision of the General Meeting, and in case of procura by appropriate decision of the Director (Company Representatives). The Company Representatives shall be registered with the Business Registers Agency in compliance with the law governing registration of companies.

10.2 The General Meeting of the Company may at any time remove the Director with or without giving reasons for such removal.

10.3 Procura is an unassignable commercial power of attorney by which the Company authorizes one or more natural persons to conclude

10.3 Prokura je neprenosivo poslovno punomoćje kojim Društvo ovlašćuje jedno ili više fizičkih da u njegovo ime i za njegov račun zaključuju pravne poslove i preduzimaju druge pravne radnje.

10.4 Prokuru daje Direktor jednom licu ili većem broju lica kao pojedinačnu ili zajedničku. Ovlašćenja prokuriste mogu biti ograničena supotpisom Direktora (pojedinačna prokura) ili drugog prokuriste (zajednička prokura). Direktor može opozvati prokuru u bilo koje vreme.

10.5. Zastupnici Društva prilikom potpisivanja dokumenata u ime Društva dužan je da uz svoj potpis navede svoju funkciju u društvu, pri čemu ovo navođenje funkcije nije formalni uslov za validnost potpisanog dokumenta.

10.6. Zastupnici Društva dužni su da poštuju i postupaju u skladu sa svojim ovlašćenjima i svim eventualnim ograničenjima i nalogima utvrđenim odlukom Skupštine, punomoćjem ili drugim odgovarajućim opštim aktom Društva, a u suprotnom odgovaraju za štetu koju nanesu Društvu prekoračenjem granica svojih ovlašćenja.

10.7. Zastupnik Društva ne može bez posebnog pisanog ovlašćenja Skupštine Društva nastupati kao druga ugovorna strana i sa Društvom zaključivati ugovore u svoje ime i za svoj račun, u svoje ime a za račun drugog lica, niti u ime i za račun drugog lica.

10.8. Zastupnici Društva su dužni da o postojanju ličnog interesa (ili interesa sa njim povezanog lica u smislu člana 62. Zakona (povezano lice)) u pravnom poslu koji Društvo zaključuje, odnosno pravnoj radnji koju Društvo preduzima obaveste člana Društva, odnosno direktora radi pribavljanja odobrenja.

10.9. Zastupnik Društva je dužan da:

legal transactions and undertake other legal business in its name and on its behalf.

10.4 Procura shall be granted by the Director to one or more persons as individual or joint power of procuration. The procurist powers may be limited by joint signature with the Director (single power of procuration or another procurist (joint power of procuration)). The Director may revoke procura at any time.

10.5 The Company Representatives shall, when signing documents in the name of the Company, be obligated to note their capacity in the Company along with their signature; however this noting of their capacity in the Company shall not be a formal requirement for the signed document to be binding.

10.6 The Company Representatives shall be obligated to observe and comply its powers and with any and all limitations and directions determined by decision of the General Meeting, power of attorney or other appropriate act of the Company, and failure to do so shall result in their liability for the damage caused to the Company by overstepping their powers.

10.7 A Company Representative may not appear in the capacity of the other contractual party and conclude agreements with the Company in his/her own name and on his/her own behalf, in his/her name and on behalf of a third party, or in the name and on behalf of a third party, without special written authorization from the General Meeting to do so.

10.8. Company Representatives shall be obliged to notify the Company member or Director of the existence of personal interest (or interest of a related party in the context of Article 62 of the Law (related party)) in a legal transaction that the Company is concluding, or a legal action that the Company is taking, in order to obtain approval.

10.9. A Company Representative shall be obligated:

10.9.1. not to use Company assets and information obtained through Company business, which is not otherwise in the public

10.9.1. ne koristi u svom interesu ili u interesu svojih povezanih lica imovinu Društva niti informacije dobijene tokom poslovanja Društva a koje inače nisu javno dostupne;

10.9.2. ne zloupotrebi svoj položaj u Društvu u svom interesu ili u interesu svojih povezanih lica;

10.9.3. čuva poslovnu tajnu Društva, u skladu sa zakonom i odgovarajućim aktom Društva, i to i 5 (pet) godina nakon prestanka angažovanja u Društvu.

10.10. Poslovnom tajnom smatra se informacija o poslovanju određena odlukom organa Društva, čije bi saopštavanje trećem licu moglo naneti štetu Društvu, kao i podatak koji ima ili može imati ekonomsku vrednost zato što nije opšte poznat, niti je lako dostupan trećim licima koja bi njegovim korišćenjem ili saopštavanjem mogla ostvariti ekonomsku korist i koji je od strane Društva zaštićen odgovarajućim merama u cilju čuvanja njegove tajnosti.

## 11. RASPOLAGANJE IMOVINOM VELIKE VREDNOSTI

11.1. Ako Društvo stiče, odnosno raspoláže imovinom čija nabavna i/ili prodajna i/ili tržišna vrednost u momentu donošenja odluke o tome predstavlja 30% ili više od knjigovodstvene vrednosti ukupne imovine Društva iskazane u poslednjem godišnjem bilansu stanja, smatra se da Društvo stiče, odnosno raspoláže imovinom velike vrednosti.

11.2. Pod sticanjem, odnosno raspolaganjem imovinom velike vrednosti smatra se sticanje, odnosno raspolaganje imovinom na bilo koji način, uključujući naročito kupovinu, prodaju, zakup, razmenu, uspostavljanje založnog prava i hipoteke, zaključenje ugovora o kreditu i zajmu, davanje

domain, in his/her own interests or the interests of his/her related parties;

10.9.2 not to abuse his/her position at the Company in his/her own interests or the interests of his/her related parties;

10.9.3. to keep the Company's confidential information confidential, in compliance with the law and the relevant act of the Company, for a period of 5 (five) years after termination of his/her work for the Company.

10.10 Confidential information shall be considered to be information on business operations so designated by decision of the Company's corporate bodies, the disclosure of which to a third party could damage the Company, as well as data that is or may be of commercial value because it is not in the public domain, nor easily accessible to third parties that could achieve financial gain through use or disclosure thereof, and which has been protected by the Company by the appropriate measures aimed at preserving the confidentiality of such information.

## 11. AQUISITION AND DISPOSAL OF MAJOR ASSETS

11.1 Should the Company acquire or dispose of assets the acquisition and/or selling and/or market value of which at the time of rendering the decision thereon shall constitute 30% or more of the book value of the total assets of the Company as presented in the latest annual balance sheet, the Company shall be considered to be acquiring or disposing of major assets.

11.2 Acquiring or disposal of major assets shall be considered to be acquiring or disposing of assets in any manner whatsoever, including, in particular, purchase, sale, lease, exchange, pledging and mortgaging, concluding credit or loan agreements, granting surety and guarantees, and undertaking any other action from which a commitment on the part of the Company shall arise. Exceptionally, from first sentence of this Article, purchase or sale of assets that has been conducted within the regular

jemstva i garancija, i preduzimanje bilo koje druge radnje kojom nastaje obaveza za Društvo. Izuzetno neće se smatrati sticanjem, odnosno raspolaganjem imovinom velike vrednosti kupovina ili prodaja imovine koja je izvršena u okviru redovnog poslovanja Društva.

11.3. Sticanje, odnosno raspolaganje imovinom velike vrednosti može se sprovesti ako to sticanje, odnosno raspolaganje prethodno ili naknadno odobri Skupština Društva.

## 12. POSTUPAK STICANJA/RASPOLAGANJA IMOVINE/OM VELIKE VREDNOSTI

12.1. Direktor priprema predlog odluke kojom Skupština Društva odobrava sticanje, odnosno raspolaganje imovinom velike vrednosti, sa:

12.1.1 obrazloženjem koje sadrži razloge iz kojih se preporučuje usvajanje te odluke;

12.1.2 izveštajem o uslovima pod kojim se stiče, odnosno raspoložuje imovinom velike vrednosti.

12.2. Sastavni deo materijala za sednicu Skupštine Društva na kojoj se odluka člana 12.1. ovog Osnivačkog akta donosi je nacrt ugovora o sticanju, odnosno raspolaganju imovinom velike vrednosti.

12.3 Izuzetno, ako se odlukom odobrava već zaključen ugovor o sticanju, odnosno raspolaganju imovinom velike vrednosti, taj ugovor se dostavlja uz materijal za sednicu Skupštine Društva na kojoj se ta odluka donosi.

12.4 Ako nije pribavljeno odobrenje u skladu sa članom 11.3. ovog Osnivačkog akta Društvo i Osnivač može podneti tužbu za poništaj pravnog posla, odnosno radnje sticanja ili raspolaganja imovinom velike vrednosti.

12.5. Pravni posao, odnosno radnja neće biti poništena ako lice koje je druga strana u pravnom poslu, odnosno prema kome je radnja izvršena nije znalo niti je moralo znati za povredu odredaba Zakon o raspolaganju imovinom velike vrednosti u

course of business shall not be considered acquiring or disposal of major assets.

11.3. Acquisition or disposal of major assets may be conducted if such acquisition or disposal is previously or subsequently approved by the General Meeting of Company.

## 12. PROCEDURE OF ACQUISITION OR DISPOSAL OF MAJOR ASSETS

12. 1 The Director shall prepare a proposal of the decision by which the General Meeting shall approve the acquisition or disposal of major assets, containing:

12.1.1 a rationale giving the reasons for which the rendering of such a decision is recommended;

12.1.2 a report on the conditions under which such major asset is to be acquired or disposed of.

12.2 A draft agreement on acquisition or disposal of the major asset shall be included in the material for the session of the General Meeting at which the decision under Article 12.1.is to be rendered.

12.3 As exception, if the decision is to approve an already concluded agreement on acquisition or disposal of a major asset, this agreement is to be presented with the material for the General Meeting session at which the decision is to be rendered.

12.4 If approval has not been obtained in compliance with Article 11.3 of this Incorporation Act, the Company and the Founder may file a lawsuit for annulment of the legal transaction or action of acquisition or disposal of the relevant major asset.

12.5 The legal transaction or action shall not be annulled if the other party in the legal transaction, or the person towards whom the action was taken, did not know nor had to have known of the violation of the provisions of the Law on Disposal of Major Assets at the time of concluding the legal transaction or taking the legal action.

12.6 The Director shall be jointly liable to the Company for the damages that the Company

vreme zaključenja pravnog posla, odnosno preduzimanja pravne radnje.

12.6 Direktor je odgovoran Društvu za štetu koju Društvo pretrpi usled sticanja, odnosno raspolaganja imovinom velike vrednosti ako je to sticanje, odnosno raspolaganje sprovedeno bez odluke kojom ga Skupština odobrava.

### 13. ZAVRŠNE ODREDBE

13.1 Potpis Osnivača na izmenjenom osnivačkom aktu Društva ne overava se.

13.2. Društvo čuva dokumenata i akta u skladu sa Zakonom i opštim aktima Društva.

13.3 Društvo prestaje:

13.3.1. odlukom Skupštine Društva (likvidacija);

13.3.2. statusnim promenama koje vode prestanku Društva;

13.3.3. stečajem (bankrotstvom);

13.3.4. pravnosnažnom odlukom nadležnog organa;

13.5. Na pitanja koja nisu regulisana ovom Odlukom primenjuju se odredbe Zakona.

13.6. Ova odluka stupa na snagu danom donošenja.

13.7. Ova Odluka sačinjena je u 4 (četiri) istovetna primerka, od kojih jedan primerak za potrebe overe, jedan za potrebe registracije, dok su preostala dva premerka za potrebe Osnivača i Društva.

suffers through acquisition or disposal of major assets if such acquisition or disposal has been conducted without the General Meeting's decision on approval of such acquisition or disposal.

### 13. FINAL PROVISIONS

13.1. The Founder signature on the amended Incorporation Act shall not be certified.

13.2. The Company shall keep and preserve documents and acts in compliance with the Law and the Company's general acts.

13.4 The Company shall dissolved:

13.3.1 by decision of the General Meeting (liquidation);

13.3.2 by changes of status leading to the Company's dissolution;

13.3.3 by bankruptcy;

13.4.4 by an enforceable decision of the competent authority;

13.5. The provisions of the Company Law shall be applied to all matters not governed by this Decision.

13.6. This Decision shall be enforceable as of the date of its adoption.

13.7. This Decision has been made out in 4 (four) identical counterparts, one of which is for certification purposes, one for registration purposes, and the remaining two for the requirements of the Founder and the Company.

\_\_\_\_\_  
[•]  
**Chairman of the General Meeting**

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[•]



**Predsednik Skupštine**