



АКЦИОНАРСКО ДРУШТВО
АЕРОДРОМ "НИКОЛА ТЕСЛА"
БЕОГРАД
Бр. ДНО-489/2018
28-11-2018 год.
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Pursuant to Articles 335, 372 and 373 of the Law on Companies ("Official Gazette, Republic of Serbia", No. 36/2011, 99/2011, 83/2014-other law, 5/2015 and 44/2018, hereinafter: **Law on companies**) and Article 65 of the Capital Market Act ("Official Gazette Republic of Serbia", 31/2011, 112/2015 and 108/2016, hereinafter: **Law of capital market**), as well as on the basis of the Decision on convening the extraordinary session of the Assembly, passed by the Supervisory Board of the company JOINT STOCK COMPANY BELGRADE NIKOLA TESLA AIRPORT, 11180 Belgrade 59, Surcin, Belgrade-Surcin, Republic of Serbia, registration number: 07036540 (hereinafter: **Company**), the Company on 29.11.2018 announces:

**INVITATION
for an extraordinary 24th session of the Assembly
OF JSC BELGRADE NIKOLA TESLA AIRPORT**

1. Time and place for holding an extraordinary session of the Assembly

Extraordinary session of the Company's Assembly will take place on 20.12.2018 in the large hall of Lounge Belgrade, Belgrade-Surcin, at the complex of the company at the address: 11180 Beograd 59, Surcin, Belgrade-Surcin, Republic of Serbia, starting at 12 hours.

2. Agenda

The following is determined:

AGENDA

- 1) Establishing a quorum, the appointment of recording secretary and the Voting Commission;
- 2) Voting on adoption of Minutes of the 23rd session of the Assembly of the Company, held 14.08.2018;
- 3) Voting on adoption of Decision on the adoption of the Articles of Association of the Joint Stock Company Nikola Tesla Airport Belgrade.

Total number of shares with voting right at the session of the Assembly, at all items proposed of the agenda, is 35,026,129 issued ordinary shares.

Decisions under items 1), 2) and 3) of the agenda, shall be made by an ordinary majority of votes of present shareholders with the right to vote.

The quorum for the Assembly session consists of a simple majority of the total number of votes of the class with the right to vote on the subject matter.

3. Takeover of the material for the session

Material for the session may be taken over personally in the premises of the registered seat of the Company, every working day from 07:00 to 15:00 hours or downloaded from website of the Company, via the link: www.beg.aero.

4. Shareholders' Day

The right to participate in the work of the General Meeting of Shareholders of the Company have persons who are shareholders on the tenth day prior to the day of the session (Shareholders' Day), according to the list of shareholders as determined on the basis of the extract from the unique shareholders evidence in the Central securities depository and clearing house.

Shareholders' day is 10.12.2018.

Shareholders may inspect the list of shareholders in the premises of the Company, at the address 11180 Belgrade 59, Surcin, Belgrade-Surcin, Republic of Serbia, starting from the next working day from the Shareholders' Day to the working day preceding the day of the session of Assembly, from 7:00 to 15:00 hours.

The rights of shareholders in relation to participation in the work of the Assembly are stated in item 5 of this invitation.

5. Instructions on the rights of shareholders in relation to participation in the work of the Assembly of the Company

The shareholder in relation to participation in the work of the Assembly of the Company has the following rights:

1) Participation in company sessions

A shareholder who holds at least 0.1% of the total number of ordinary shares, i.e. 35,4026 shares, has the right to personal participation in the work of the Assembly, which includes:

- (1) the right of shareholders to vote on issues on which his class of shares votes;
- (2) the right to participate in the discussion of issues on the agenda of the Assembly, including the right to submit proposals, asking questions related on the agenda of the Assembly and receiving a reply, in accordance with Articled of Association and Rules of Procedure of the Assembly.

Shareholders who do not possess the prescribed minimum number of shares for personal participation of the preceding paragraph, may be merged in order to achieve the number of shares referred to in the preceding paragraph and realize the right to participate in the work of the Assembly and the right to vote in the Assembly, through a joint representatives, or proxies.

2) Proposing of amendment to the Agenda

One or more shareholders holding at least 5% of voting shares, respectively 1,751,306 shares, may propose additional items for the agenda to the Supervisory Board of the Company:

- 1) Additional items for the agenda of the session which they propose to be discussed by the Assembly, on condition that the proposal is reasoned;
- 2) Additional items for the agenda of the session that are proposed to be adopted by the Assembly, provided that the proposal is explained and text of those decisions delivered;
- 3) Other decisions on existing items on the agenda, provided that the proposal is explained and the text of those decisions delivered.

Such proposal is given in writing, providing data about the applicant and may be delivered to the Company 10 days before the extraordinary session of the Assembly, at the latest.

Data on the applicant must include (1) the name and surname if the shareholder is a natural person or business name if the shareholder is a legal entity, (2) JMBG if a shareholder is natural person, or identification number if the shareholder is a legal entity, (3) type of shares and number of shares it owns.

The Company is obliged to publish the proposal from paragraph 1 of this section on the Company's website no later than the next working day from the day of receipt of the proposal.

If the Supervisory Board of the Company accepts the proposal from paragraph 1 of this section, the Company is in the obligation to submit the new agenda without delay to shareholders entitled to participation in the work of the Assembly, in the manner envisaged in Article 335 of the Law on companies.

If the Supervisory Board does not accept a duly submitted proposal for the amendment to the agenda, within 3 days from the date of receipt of the proposal, the applicant has the right in the future 3 days to require that the competent court in the extrajudicial procedure order the Company to put the proposed items on the agenda of the Assembly.

By a decision adopting the request from the previous paragraph of this Article, the court determines new items of the agenda and the decision immediately, and at the latest on the next working day, submits them to the Company which is obliged to submit this decision without delay to the shareholders entitled to participate in the work of the Assembly in the manner provided for in Article 335 of the Law on companies.

The court may, according to the circumstances of the case, decide to make the decision referred to in paragraph 6 of this section published at the expense of the Company in at least one high-profile daily newspaper that is distributed throughout the territory of the Republic of Serbia.

If the new items on the agenda include a proposal for making certain decisions, a decision of the court referred to in paragraph 6 of this section must also contain the text of those decisions.

The procedure from paragraph 5 of this section is urgent and the court is obliged to make a decision on the request within eight days from the date of receipt of the request in court. An appeal against the decision referred to in paragraph 6 of this section does not postpone the execution.

3) Voting through the proxy

The shareholder may, through the power of attorney, authorize a certain person to participate in his / her name in the work of the Assembly, including the right to vote in its name at the session of the Assembly of the Company. The proxy has the same rights in terms of participation in the work of the meeting as well as the shareholder who authorized it.

The power of attorney is given exclusively on the form of giving the power of attorney given in the material for this session and is not transferable.

Shareholders who have completed the power of attorney for representation shall submit it to the Company personally or by mail to the address 11180 Belgrade 59, Surcin, Belgrade-Surcin, Republic of Serbia, respectively by electronic means to the e-mail address: sekretar.drustva@beg.aero.

If a natural person gives a power of attorney for voting, it must be certified in accordance with the law which regulates the authentication of the signature. If power of attorney is given electronically, it must be signed by a qualified electronic signature in accordance with the law that regulates electronic signature.

Powers of attorney are delivered no later than 3 working days before the session.

A proxy can be any business capable person.

If the proxy is a legal person, that voting right is exercised through his legal representative or another person specifically authorized to do so, who can only be a member of the body of that legal entity or his employee.

A proxy may not be a person who is:

(1) the controlling shareholder of the Company or a person controlled by a controlling shareholder, or

(2) a director or member of the supervisory board of the Company, or a person holding that property in another company that is the controlling shareholder of the Company or in a company controlled by the controlling shareholder, or

(3) employees of the Company or a person holding that property in another company that is the controlling shareholder of the Company or in a company controlled by a controlling shareholder, or

(4) a person who, in accordance with Article 62 of the Law on Companies, is considered a related person with the natural person referred to in items (1) to (3) of this paragraph, or

(5) is auditor of the Company or an employee of a person auditing the Company, or a person holding that property in another company that is the controlling shareholder of a company or a company controlled by a controlling shareholder.

The provisions of the preceding paragraph under items (1) to (4) shall not apply to the controlling power of the controlling shareholder.

If one person is authorized by several shareholders as a proxy for voting, it may exercise the right to vote differently for each of those shareholders.

If the meeting approaches more than one representative of the same shareholder on the basis of the same actions, the Company shall, as a proxy, accept the person with the latest date on the power of attorney for voting, and if he has more than one power of attorney with the same latest date, the Company is authorized to accept as a proxy only one of those persons.

A bank that maintains collective or custodian accounts that in a unique record of shareholders is kept as a shareholder in its own name and for the account of its clients is considered a proxy for voting in relation to those clients, provided that when coming to the session it presents a written power of attorney that is representation order issued by these clients. The Bank may exercise the right to vote in respect of each of its clients in particular.

The shareholder may amend or cancel the power of attorney at any time until the day of the session in writing, provided that it informs the proxy and the Company thereof by the day of the session. The amendment or cancellation of the power of attorney for voting shall be made in accordance with the application of rules for giving the power of attorney. It shall be deemed that the power of attorney is cancelled if the shareholder personally approaches the session of the Assembly.

4) Voting in absentia

The shareholder can vote in writing being absent from the session, with verification of his signature on the absentee voting form in accordance with the law governing the verification of signatures. The absentee voting form is in Appendix 2 of this Invitation and makes an integral part of it.

The shareholder who voted in absentia in accordance with the previous article shall be deemed to be present at the session when deciding on the items on the agenda for which he voted.

5) The right to ask questions and receive answers

The shareholder who has the right to participate in the work of the Assembly has the right to ask directors and members of the Supervisory Board questions related to the items on the agenda of the Assembly session, as well as other issues related to the Company only to the extent in which answers to these questions are necessary for the proper assessment of issues related to the items on the session agenda. The director or member of the Supervisory Board is obliged to provide the shareholder with an answer to the question raised during the session. Exceptionally, the answer can be denied if:

- (1) it could reasonably be concluded that damaging could result in giving an answer to the Company or a related person;
- (2) a criminal offense would be committed by giving an answer;
- (3) the relevant information is available on the Company's website in the form questions and answers at least seven days prior to the day of the session.

The Director, or a member of the Supervisory Board, can give one answer to several questions which have the same content.

In case the Director, or a member of the Supervisory Board, refuses to give an answer to the shareholder, this fact and the reason an answer is denied is recorded in the record from the session, and the shareholder who is denied the answer is entitled to within eight days from the day the holding of a session requires the competent court in the extra-judicial proceeding to order the Company to deliver an answer to the question raised within eight days. The right to submit to the court request from the preceding paragraph has also any shareholder who has stated on the record that he considers that the answer is unjustifiably denied.


The procedure from the previous paragraph of this Article is urgent and the court is obliged to make a decision on the request within eight days from the date of receipt of the request.

6. Publication of the invitation for the session

Notification of the date and place of the session of the Assembly and the manner of takeover of the invitation for the session the Company publishes in a daily newspaper distributed throughout the territory Republic of Serbia.

The invitation for the session is published on the website of the Registry of business entities, on the website of the Belgrade Stock Exchange a.d., on the website of the Securities Commission, Central Securities Depository and Clearing House and on the website of the Company (www.beg.aero).

This invitation is also the publication of information – notification related to the holding of a general meeting of shareholders, in accordance with the provisions of Article 65, paragraph 2, item 1 of the Capital Market Law.

 **Chairman of the Supervisory Board**
Vesna Stanković Jevđević

APPENDIX 1: Minutes of the 23rd meeting of the Company's Assembly held on 14.08.2018 and the proposal of the Decision on adoption of the Minutes of the 23rd session of the Company's Assembly, held on 14.08.2018

Pursuant to the provisions of Article 329, paragraph 1, item 15 of the Law on Companies ("Official Gazette of the Republic of Serbia", No. 36/2011, 99/2011, 83/2014-other law, 5/2015 and 44/2018, hereinafter: **Law on Companies**) and Article 15, paragraph 1, item 16 of the Articles of Association of the **Joint Stock Company BELGRADE NIKOLA TESLA AIRPORT** (number GD-7660/2018 of 23 August 2018 - consolidated text, hereinafter: the Articles of Association), registration number: 07036540 (hereinafter: the **Company**) and Article 32, paragraph 1 of the Rules of Procedure of the Assembly No. 21-12/3 of 28.06.2012, On the extraordinary 24th session held in Belgrade on December 20, 2018, the Company's Assembly brings the following:

DECISION **on the adoption of the Minutes**

Article 1

The Minutes of the 23rd regular meeting of the Shareholders Assembly of Belgrade Nikola Tesla Airport held on 14.08.2018 is being adopted. The text of the minutes is attached.

Article 2

This Decision shall enter into force on the day of its adoption by the Assembly of the Company.

Explanation

Article 329 of the Law on Companies prescribes that the competence of the Assembly is to decide on other issues that, in accordance with this law, have been placed on the agenda of the session of the Assembly.

Article 15, paragraph 1, item 16 of the Company's Articles of Association prescribes that the Assembly decides on other issues in accordance with the law and the Company's Articles of Association.

Article 32, paragraph 1 of the Rules of Procedure of the Assembly No. 21-12/3 of 28.06.2012 stipulates that the Minutes of the Assembly's work on the session are compiled, which is kept by the Secretary of the Company.

In accordance with the above, it was decided as in the enacting clause of this Decision.

In Belgrade, on December 20, 2018

President of the Company's Assembly

Vladimir Dimitrijević

APPENDIX 2: Proposal for the Decision on adoption of the Articles of Association of the Joint Stock Company Airport Nikola Tesla Belgrade

Pursuant to article 329, article 1, paragraph 1, of the Law on Companies ("Official Gazette of RS" No. 36/2011, 99/2011, 83/2014 – other law and 44/2018) and in accordance with article 15 paragraph 1, item 1 of the Articles of Association of the Joint Stock Company Airport Nikola Tesla Belgrade (number GD-7660/2018 from 23/08/2018 - revised text), at its extraordinary meeting 24th held in Belgrade on 20/12/2018 the Assembly of the Company is adopting the following:

DECISION on adoption of the Articles of Association of the Joint Stock Company Airport Nikola Tesla Belgrade

1. The Articles of Association of JSC Airport Nikola Tesla Belgrade is adopted as it is proposed.
2. This decision is registered in the Company's Register of decisions.
3. This Decision shall be published on the notice board of the Company and it shall enter into force on the Concession Commencement Date.

4. On entry into force of this Articles of association the Articles of Association no. GD - 7660/2018 dated on 23/08/2018 - revised text will cease to have effect.

Explanation

In the procedure of granting of the Concession for the financing, development through the construction and reconstruction, maintenance and management of the infrastructure of JSC Airport Nikola Tesla Belgrade and the performance of the activity of airport operator, by the Decision of the Public body (record number of the Ministry of the construction, traffic and infrastructure 023-00-1/2018-12 from 05/01/2018 and record number of the Company GD-111/2018 from 05/01/2018) the Bid of the applicant for binding bids *VINCI AIRPORTS*, France, which had been submitted on 08/12/2017, was selected as the best bid.

On 27/02/2018, the company Vinci airports Serbia d.o.o, which will perform the activity of airport operator from the the concession commencement date, was established.

On 22/03/2018, the Government of RoS, Company, *VINCI AIRPORTS*, France and Vinci Airports Serbia d.o.o. concluded the Concession Agreement for the financing, development through the construction and reconstruction, maintenance and management of the infrastructure of JSC Airport Nikola Tesla Belgrade and the performance of the activity of airport operator at Airport Nikola Tesla Belgrade.

From the Concession Commencement Date on, the Company will no longer perform air-traffic services which were defined as the predominant activity in the Articles of Association of the Company. In this respect, the most significant novelties in the proposed Articles of Association are:

1. The proposal for the Articles of Association defines new predominant activity of the Company.
2. The proposal for the Articles of Association defines new members of the executive and supervisory boards of the Company.
3. One of the key elements for successful performance of the procedure of concession granting is fulfilment of condition precedents defined in the Concession Agreement, composed of, among others, the obligation of the Republic of Serbia and the Company to submit to the legal entity that will manage the airport the necessary proofs that the Company is the only owner of the facilities and cadaster plots which represent Real Estate Concession Assets.

By completing the procedure of increase of the core capital of the Company and acquiring property rights to the facilities and cadaster plots which represent Real Estate Concession Assets, the Grantor has fulfilled one of the condition precedents defined in the Concession Agreement. Moreover, by completing the procedure of increase of the core capital of the Company and acquiring property rights to the real estates included into the capital of the Company, the stated change must have been regulated by the provisions of the Articles of Association of the Company, bearing in mind that the Real Estate Concession Assets remain the property of the Company over the concession period.

By the Conclusion of RoS 05 no. 464-7181/2018-1 from 26/07/2018, by its item 1, the Government of RoS gave its approval that the real estates in ownership of RoS, as follows: cadaster plots no. 3429/1, 3431/1, 3430/1, 4150/8, 4150/16, 4277/6, 4141/1, 4142/1, 4143/1, 4275/7, 4275/9, 4272/3, 4272/4, 4268/5, 4268/9, 3750/18,

3750/19, 4112/4, 4112/5, 3756/3 CM Surčin, is entered as contribution in kind of the Republic of Serbia into the company, in order to increase the core capital of the company through non-cash contribution. By the item 3 of the mentioned Conclusion, the Government of RoS gave its approval that the Company may enter the title to the stated cadaster plots without presence and special approval of the Government of RoS.

In order to increase the core capital, the Assembly of the Company made necessary decisions on the Assembly meeting held on 14/08/02018, and, beside others the Decision no. DSD-33/2018 on issuing of ordinary shares of the fourth issue of shares without publishing a prospectus in order to increase the share capital. The Decision defines that the Company will increase the core capital on the bases of new non-cash contributions of Company shareholders - RoS, as well as that the contribution in-kind, which the RoS as the Shareholder will enter into the Company, consists of the property title to the afore-mentioned cadaster plots.

RGA, Real Estate Cadaster Office Surcin recorded entry of title of the Company to the subject cadaster plots.

Considering that the afore-mentioned cadaster plots are entered in the core capital of the Company as a non-cash contribution of the shareholder RoS and that the Company acquired the title to them, those changes must be regulated in the Articles of Association.

On 09/11/2018, RGA, Real Estate Cadaster Office Surcin adopted a decision no. 952-02-2-223-565/2018 by which cadaster plots in ownership of the company were merged, which involved some of the cadaster plots included in the value of the core capital of the Company, in other words, included by the provisions of the Articles of Association that regulate property and core capital of the Company. The afore-mentioned is regulated by the proposal to the Articles of Association of the Company.

4. Furthermore, considering that by the completion of the procedure for increasing the Company's core capital, the total number of issued shares has been increased, as well as the total nominal value of shares that change must be regulated by the Company's Articles of Association.
5. By the completion of the legalisation procedure, which was initiated by the Company for the registration of the title to certain facilities, precise areas of the legalised facilities have been determined. The facilities were covered by the Company's Articles of Association within the provisions on the Company's property and core capital, and now the proposal of the Articles of Association specifies the areas of the facilities.
6. Certain changes of the provisions that regulate the competencies of the Company's bodies have been made by the proposal of the Articles of Association.

Since the final provisions of the Articles of Association regulate that it enters into force on the concession commencement date, this decision shall enter into force on the same date.

Starting from the all afore-stated, the decision is made as in the dispositive.

In accordance with the above, it was decided as in the dispositive of this Decision.

In Belgrade, 20/12/2018

President of the Company Assembly

Vladimir Dimitrijević, MaSc

APPENDIX 3: Specification of the questions proposed for discussion with declaration and explanation of the Supervisory Board

Pursuant to article 374 of the Law on companies ("Official Gazette of RS", No. 36/2011, 99/2011, 83/2014-other law, 5/2015 and 44/2018, hereinafter referred to as: **Law on companies**), Decision on Convening of extraordinary Shareholders Assembly, adopted at the meeting held on 28/11/2018 by the Supervisory board of the Company JOINT STOCK COMPANY AIRPORT NIKOLA TESLA BLEGRADE, 11180 Belgrade 59, Surcin, Belgrade-Surcin, Republic of Serbia, register number: 07036540 (hereinafter: **Company**), on 29/11/2018 the Supervisory Board publishes:

DESCRIPTION

Of each question proposed for discussion at the extraordinary 24th Shareholders meeting of JOINT STOCK COMPANY AIRPORT NIKOLA TESLA BLEGRADE, with explanation and declaration of the Supervisory board

Description of each question proposed for discussion at the extraordinary 24th Shareholders meeting of the Company, with explanation and declaration of the Supervisory board is given as follows:

1. item of agenda:

Description: Quorum establishing, appointing of recording secretary and the Voting commission.

Explanation:

Quorum establishing, appointing of recording secretary and the Voting commission are necessary activities pursuant to provision of articles 351, 355 and 363 of the Law on Companies and pursuant to articles 47 and 48 of the Companies Articles of Association. Pursuant to articles 47 and 48 of the Companies Articles of Association and pursuant to provisions of articles 448 and 450 of the Law on Companies, the Secretary of the Company shall perform the function of the recording secretary. In accordance with article 355 Law on Companies, the President of the Assembly appoints members of the Voting commission and the Voting commission established the quorum.

Supervisory Board declaration:

The Supervisory Board reckons that quorum establishing, appointing of recording secretary and the Voting commission are necessary preconditions of lawful holding of the assembly session.

2. item of agenda:

Description: Voting on adoption of the minutes from the 23th Shareholders meeting of the Company, held on 14/08/2018.

Explanation:

Pursuant to the Law on Companies and the Company's Articles of Association, the obligation to adopt the minutes from the previous meeting of the Assembly is envisaged.

Supervisory Board declaration:

The Supervisory Board proposes adoption of the minutes from the 23th Shareholders meeting of the Company, held on 14/08/2018.

3rd item of agenda:

Description: Voting on adoption of the Decision on adoption the Articles of Association of the Joint Stock Company Airport Nikola Tesla Belgrade

Explanation: In the procedure of granting of the Concession for the financing, development through the construction and reconstruction, maintenance and management of the infrastructure of JSC Airport Nikola Tesla Belgrade and the performance of the activity of airport operator, by the Decision of the Public body (record number of the Ministry of the construction, traffic and infrastructure 023-00-1/2018-12 from 05/01/2018 and record number of the Company GD-111/2018 from 05/01/2018) the Bid of the applicant for binding bids *VINCI AIRPORTS*, France, which had been submitted on 08/12/2017, was selected as the best bid.

On 27/02/2018, the company Vinci airports Serbia d.o.o, which will perform the activity of airport operator from the the concession commencement date, was established.

On 22/03/2018, the Government of RoS, Company, *VINCI AIRPORTS*, France and Vinci Airports Serbia d.o.o. concluded the Concession Agreement for the financing, development through the construction and reconstruction, maintenance and management of the infrastructure of JSC Airport Nikola Tesla Belgrade and the performance of the activity of airport operator at Airport Nikola Tesla Belgrade.

From the Concession Commencement Date on, the Company will no longer perform air-traffic services which were defined as the predominant activity in the Articles of Association of the Company. In this respect, the most significant novelties in the proposed Articles of Association are:

1. The proposal for the Articles of Association defines new predominant activity of the Company.
2. The proposal for the Articles of Association defines new members of the executive and supervisory boards of the Company.

3. One of the key elements for successful performance of the procedure of concession granting is fulfilment of condition precedents defined in the Concession Agreement, composed of, among others, the obligation of the Republic of Serbia and the Company to submit to the legal entity that will manage the airport the necessary proofs that the Company is the only owner of the facilities and cadaster plots which represent Real Estate Concession Assets.

By completing the procedure of increase of the core capital of the Company and acquiring property rights to the facilities and cadaster plots which represent Real Estate Concession Assets, the Grantor has fulfilled one of the condition precedents defined in the Concession Agreement. Moreover, by completing the procedure of increase of the core capital of the Company and acquiring property rights to the real estates included into the capital of the Company, the stated change must have been regulated by the provisions of the Articles of Association of the Company, bearing in mind that the Real Estate Concession Assets remain the property of the Company over the concession period.

By the Conclusion of RoS 05 no. 464-7181/2018-1 from 26/07/2018, by its item 1, the Government of RoS gave its approval that the real estates in ownership of RoS, as follows: cadaster plots no. 3429/1, 3431/1, 3430/1, 4150/8, 4150/16, 4277/6, 4141/1, 4142/1, 4143/1, 4275/7, 4275/9, 4272/3, 4272/4, 4268/5, 4268/9, 3750/18, 3750/19, 4112/4, 4112/5, 3756/3 CM Surčin, is entered as contribution in kind of the Republic of Serbia into the company, in order to increase the core capital of the company through non-cash contribution. By the item 3 of the mentioned Conclusion, the Government of RoS gave its approval that the Company may enter the title to the stated cadaster plots without presence and special approval of the Government of RoS.

In order to increase the core capital, the Assembly of the Company made necessary decisions on the Assembly meeting held on 14/08/2018, and, beside others the Decision no. DSD-33/2018 on issuing of ordinary shares of the fourth issue of shares without publishing a prospectus in order to increase the share capital. The Decision defines that the Company will increase the core capital on the bases of new non-cash contributions of Company shareholders - RoS, as well as that the contribution in-kind, which the RoS as the Shareholder will enter into the Company, consists of the property title to the afore-mentioned cadaster plots.

RGA, Real Estate Cadaster Office Surcin recorded entry of title of the Company to the subject cadaster plots.

Considering that the afore-mentioned cadaster plots are entered in the core capital of the Company as a non-cash contribution of the shareholder RoS and that the Company acquired the title to them, those changes must be regulated in the Articles of Association.

On 09/11/2018, RGA, Real Estate Cadaster Office Surcin adopted a decision no. 952-02-2-223-565/2018 by which cadaster plots in ownership of the company were merged, which involved some of the cadaster plots included in the value of the core capital of the Company, in other words, included by the provisions of the Articles of Association that regulate property and core capital of the Company. The afore-mentioned is regulated by the proposal to the Articles of Association of the Company.

4. Furthermore, considering that by the completion of the procedure for increasing the Company's core capital, the total number of issued shares has been increased, as well as the total nominal value of shares that change must be regulated by the Company's Articles of Association.
5. By the completion of the legalisation procedure, which was initiated by the Company for the registration of the title to certain facilities, precise areas of the legalised facilities have been determined. The facilities were covered by the Company's Articles of Association within the provisions on the Company's property and core capital, and now the proposal of the Articles of Association specifies the areas of the facilities.
6. Certain changes of the provisions that regulate the competencies of the Company's bodies have been made by the proposal of the Articles of Association.

Since the final provisions of the Articles of Association regulate that it enters into force on the concession commencement date, this decision shall enter into force on the same date.

Supervisory Board declaration:

The Supervisory Board proposes adoption of the Decision on adoption the Articles of Association of the Joint Stock Company Airport Nikola Tesla Belgrade



**Supervisory Board Chairman
JSC BELGRADE NIKOLA TESLA AIRPORT**

[Handwritten signature]

Vesna Stankovic Jevđević

[Handwritten initials]
c.o.



APPENDIX 4: Power of Attorney Form

POWER OF ATTORNEY FOR VOTING AT THE 24th EXTRAORDINARY MEETING OF SHAREHOLDERS' ASSEMBLY OF JSC BELGRADE NIKOLA TESLA AIRPORT

POWER OF ATTORNEY'S PROVIDER - Shareholder:

(ENTER, if the shareholder is:

- domestic natural person: name, surname, personal identification number, residence of shareholders;*
- foreign natural person: name, surname, number and country of issuance of passport or other identification number, shareholder's residence;*
- domestic legal entity: business name, registration number and headquarters;*
- foreign legal entity: business name, registration number or other identification number and shareholder's headquarters)*

(hereinafter: the **Power of Attorney's Provider**) as a shareholder of the JOINT STOCK COMPANY BELGRADE NIKOLA TESLA AIRPORT, 11180 Belgrade 59, Surcin, Belgrade-Surcin, Republic of Serbia, registration number: 07036540 (hereinafter: **Company**) and as a holder of:

_____ **share (s)**
(ENTER: number, type and class of shares held by the power of attorney's provider)

hereby **AUTHORIZES:**

(ENTER, if the proxy is:

- domestic natural person: name, surname, personal identification number, residence of the proxy;*
- foreign natural person: name, surname, number and country of issuance of passport or other identification number, proxy's residence;*
- domestic legal entity: business name, registration number and headquarters of the proxy;*
- foreign legal entity: business name, registration number or other identification number and proxy's headquarters)*

(hereinafter: the **Proxy**) to participate in the name and for the account of the Provider of the Power of Attorney in the work of the Shareholders' Assembly of the Company at the extraordinary 24th session, held on 20.12.2018 in the large hall of the Lounge Beograd, Belgrade - Surcin, at the complex of the Company, at the address: 11180 Belgrade 59, Surcin, Belgrade-Surcin, Republic of Serbia, starting at 12 hours, and on that session of the Assembly in the name and for the account of the Provider of the Power of Attorney to vote in compliance with below instructions and orders.

If the instructions and orders to vote below are not given here, or they are unclear, the Power of Attorney's Provider hereby declares that he agrees that proxy votes in the name and for the account of the Power of Attorney's Provider according to his conscience.

Instructions and orders to vote at the 24th extraordinary meeting of the Shareholders' Assembly:

Item 1 of the Agenda - Establishing a quorum, the appointment of recording secretary and the Voting Commission:

(ENTER: if the proxy is to vote FOR or AGAINST the proposal for adoption of the decision or should he be ABSTAINED)

Item 2 of the Agenda – Voting on adoption of the Minutes of the 23rd Meeting of the Shareholders' Assembly held on 14.08.2018:

(ENTER: if the proxy is to vote FOR or AGAINST the proposal for adoption of the decision or should he be ABSTAINED)

Item 3 of the Agenda – Voting on adoption of the Decision to adopt the Articles of Association of the Joint Stock Company Nikola Tesla Airport Belgrade.

(ENTER: if the proxy is to vote FOR or AGAINST the proposal for adoption of the decision or should he be ABSTAINED)

This Power of Attorney applies exclusively to the extraordinary – 24th session of the Shareholders' Assembly.

In _____,
Date: _____

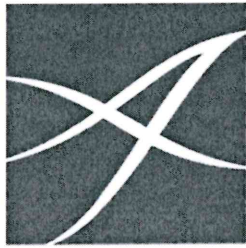
Power of Attorney's Provider:

(ENTER, if the shareholder is:

- *natural person: shareholder's signature;*
- *legal entity: signature of legal representative and the stamp of the shareholder.*

NOTE:

- *If power of attorney is given by electronic means it must be signed by qualified electronic signature in accordance with the law regulating the electronic signature;*
- *If the power of attorney is given by natural person it must be certified in accordance with the law regulating verification of the signature)*



APPENDIX 5: Absentee Voting Form

FORM FOR ABSENTEE VOTING AT THE 24th MEETING OF THE GENERAL ASSEMBLY OF THE COMPANY JSC BELGRADE NIKOLA TESLA AIRPORT

Pursuant to the provisions of Article 340 of the Law on Companies ("Official Gazette Republic of Serbia ", No. 36/2011, 99/2011, 83/2014-other law, 5/2015 and 44/2018, hereinafter: **Law on Companies**) and Article 26 of the Articles of Association of the JOINT-STOCK COMPANY BELGRADE NIKOLA TESLA AIRPORT, 11180 Beograd 59, Surčin, Beograd-Surčin, Republic of Serbia, registration number: 07036540 (hereinafter: the **Company**), and as he will not be personally present at the extraordinary 24th session of the Shareholders' Assembly scheduled for 20.12.2018

COMPANY SHAREHOLDER:

(ENTER, if the shareholder is:

- domestic natural person: name, surname, personal identification number, residence of shareholders;
- foreign natural person: name, surname, number and country of issuance of passport or other identification number, shareholder's residence;
- domestic legal entity: business name, registration number and headquarters;
- foreign legal entity: business name, registration number or other identification number and shareholder's headquarters)

(hereinafter: **Shareholder**, as a holder of

Company share(s)

(ENTER: number, type and class of shares of the Company held by the Shareholder)

in this way, according to the proposed items on the agenda of the extraordinary 24th session of the Assembly The company is scheduled for 20.12.2018 **votes in absence** as follows:

Item 1 of the Agenda - Establishing a quorum, the appointment of recording secretary and the Voting Commission:

(ENTER: if the proxy is to vote FOR or AGAINST the proposal for adoption of the decision or should he be ABSTAINED)

Item 2 of the Agenda – Voting on adoption of the Minutes of the 23rd Meeting of the Shareholders' Assembly held on 14.08.2018:

(ENTER: if the proxy is to vote FOR or AGAINST the proposal for adoption of the decision or should he be ABSTAINED)

Item 3 of the Agenda – Voting on adoption of the Decision to adopt the Articles of Association of the Joint Stock Company Belgrade Nikola Tesla Airport.

(ENTER: if the proxy is to vote FOR or AGAINST the proposal for adoption of the decision or should he be ABSTAINED)

In _____,

Date: _____

Shareholder:

(ENTER, if the shareholder is:

- natural person: shareholder's signature;
- legal entity: signature of legal representative and the stamp of shareholder.

NOTE:

- The shareholder's signature on this form must be verified in accordance with the law regulating verification of signature, otherwise it will not produce a legal fact.)