

DVOJEZIČNI DOKUMENT – VERZIJA NA SRPSKOM I ENGLLESKOM JEZIKU  
BILINGUAL DOCUMET – SERBIAN AND ENGLISH VERSIONS

„AUTOPREVOZ” A.D.  
UPRAVNI ODBOR  
Br. 5/359  
Čačak, dana: 29.05.2012.god.

‘AUTOPREVOZ’ A.D.  
BOARD OF DIRECTORS  
No.5/359  
Place and date: Čačak, 29<sup>th</sup> May 2012

**POZIV**

Na osnovu člana 329. i 335. Zakona o privrednim društvima u skladu sa Odlukom Upravnog odbora o zakazivanju redovne sednice skupštine „Autoprevoz“ a.d.Čačak, Lomina 67, Upravni odbor Društva upućuje ovu pozivnicu za redovnu sednicu akcionarske skupštine društva.

Redovna skupština društva će se održati 29.06.2012. godine sa početkom u 11,00 časova u prostorijama društva u Čačku.

Za redovnu skupštinu predložen je sledeći

**DNEVNI RED:**

Pripremanje Skupštine akcionara;

- Otvaranje Skupštine akcionara od strane predsednika Skupštine (predsednik skupštine je lice koje poseduje ili predstavlja najveći pojedinačni broj glasova običnih akcija u odnosu na ukupan broj glasova prisutnih akcionara sa običnim akcijama do izbora predsednika skupštine), imenovanje radnih tela (zapisničara, tri člana komisije za glasanje ) i utvrđivanje kvoruma za rad skupštine.

- Podnošenje izveštaja od strane predsednika Skupštine o radu Komisije za glasanje u delu koji se odnosi na utvrđivanje spiska prisutnih i zastupanih akcionara i njihovih punomoćnika i verifikaciji njihovog identiteta, kao predhodnog uslova za održavanje skupštine akcionara.

1. Izbor predsednika skupštine društva.  
2. Usvajanje zapisnika sa prethodne sednice skupštine „Autoprevoz“ a.d.Čačak;

3. Donošenje odluke o usvajanju finansijskih izveštaja društva za 2011.godinu;

4. Donošenje odluke o usvajanju izveštaja o reviziji za 2011. godinu ovlašćenog revizora revizijske kuće

**INVITATION**

Based on Articles 329 and 335 of the Companies Law and acting in accordance with the Decision by the Board of Directors regulating the summoning of the regular meeting of ‘Autoprevoz’ a.d.Čačak, Lomina 67, the Board of Directors of the Company herewith announces this Invitation for the regular meeting of Company Assembly.

The regular meeting of the Company Assembly will be held on 29<sup>th</sup> June 2012, starting at 11:00 a.m., at the Company premises in Čačak.

The following agenda is proposed for the general meeting:

**AGENDA:**

Preparation of the Shareholders Assembly;

- Opening of Shareholders Assembly meeting, by the President of the Assembly (President of the Assembly is the person who possesses or represents the largest individual number of votes based on ordinary shares, acting until the appointment of the Assembly’s President), appointment of the working organs (secretary, three members of the voting committee) and the establishment of the quorum for the work of the Assembly.

- Submitting a report by the president of the Assembly, on the activities of the Voting Committee, in the part that corresponds to the establishment of the list of the present participants and the shareholders represented by authorised representatives, verification of their identity, as a pre-condition that must be fulfilled in order to hold a meeting of shareholders.

1. Appointment of the President of the Company Assembly.  
2. Verification of Protocol from the previous meeting of ‘Autoprevoz’ a.d. Čačak;

3. Making a decision to approve financial reports of the Company for 2011;

4. Making a decision to approve the report on audit for 2011, submitted by the certified auditor – the auditors’ house »Baker

»Baker Tilly WB revizija« d.o.o. ul. Bulevar Despota Stefana 12. Beograd;

5. Donošenje odluke o izboru ovlašćenog revizora revizijske kuće »Baker Tilly WB revizija« d.o.o. ul. Bulevar Despota Stefana 12. Beograd za reviziju finansijskih izveštaja društva za 2012.godinu;

6. Donošenje odluke o usvajanju Statuta društva radi usklađivanja sa novim Zakonom o privrednim društvima;

7. Donošenje odluke o usvajanju Poslovnika o radu skupštine društva;

8. Donošenje odluke o usvajanju izveštaja o radu upravnog odbora društva između dva skupštinska zasedanja;

9. Donošenje odluke o Razrešenje članova Upravnog odbora dosadašnjeg saziva zbog ukidanja tog organa u Zakonu;

10. Izbor predsednika i članova Nadzornog odbora Društva;

11. Razna pitanja iz delokruga ovlašćenja Skupštine Društva.

Dan akcionara za redovnu skupštinu akcionara društva na koji se utvrđuje spisak akcionara koji imaju pravo na učešće u radu sednice skupštine, UTVRDI na deseti dan pre dana održavanja te sednice 17.06.2012.godine.

Punomoćje se dostavlja u sedište Društva pre održavanja sednice Skupštine društva.

Društvo ima ukupno 651.581 obične akcije sa pravom glasa ISIN-i (CFI): RSAPCAE55934 (ESVUFR). Kvorum za sednicu Skupštine čini većina od ukupnog broja glasova klase akcija sa pravom glasa. Sve odluke o predloženom dnevnom redu donose se običnom većinom glasova prisutnih akcionara, osim Odluke o odobravanju raspolaganja imovinom velike vrednosti, koja se donosi tročetvrtinskom većinom glasova prisutnih akcionara sa pravom glasa.

Za samostalno učestvovanje na skupštini akcionar ili punomoćnik mora imati (0,1% od ukupnog broja akcija) 651 akcije sa pravom glasa.

Punomoćje važi i za nastavak prekinute sednice skupštine.

Jedan ili više akcionara koji poseduje najmanje 5% akcija sa pravom glasa mogu Upravnom odboru (koji vrši funkciju Nadzornog odbora u skladu sa Zakonom) predložiti obrazložene predloge dodatne tačke dnevnog reda na zakazanoj Skupštini sa predlogom odluke koje treba doneti.

Tilly WB revizija« d.o.o., located at BulevarDespotaStefana 12. Beograd

5. Making a decision to appoint approved auditor – auditor's house 'Baker Tilly WB revizija' d.o.o., located at BulevarDespotaStefana 12, Beograd, to perform the audit of financial reports of the Company for 2012.

6. Making a decision to approve the Company Statute, in order to synchronise it with the new Companies Law;

7. Making a decision to approve the Rules that regulate the function and activities of the Company Assembly;

8. Making a decision to approve the report on the activities of the Board of Directors of the Company in the interval between two meetings of the Company Assembly;

9. Making a decision to dismiss the members of the Board of Directors from the previous office, due to the abolition of this organ by the new Law;

10. Appointment of the President and members of the Supervisory Board of the Company;

11. Other miscellaneous issues within the scope of responsibility of the Company Assembly.

It is herewith decided that the day on which to establish the list of shareholders who will have the right to participate in the meeting of the Company Assembly, will be the TENTH day prior to holding the meeting, which is 17<sup>th</sup> June 2012.

Powers of attorney must be submitted to the head office of the Company, prior to holding the meeting of the Company Assembly.

The Company possesses a total of 651,581 ordinary shares, with the voting right (ISIN – CFI): RSAPCAE55934 (ESVUFR). The quorum for the meeting of the Company Assembly is the majority of total number of votes, within the class of shares with the voting right. All of the decisions concerning the proposed agenda are made by the simple majority of votes of the present shareholders, apart from the Decision of approving the right to manage and use property of high value, which is made by a three-quarter majority of votes of the present shareholders having the voting right.

In order to qualify for an independent participation in the Assembly meeting, a shareholder must have 0.1% of the total number of shares, which is 651 shares with the right to vote.

A power of attorney will be valid for any continuation of an interrupted meeting of the Company Assembly.

On or more shareholders possessing a minimum of 5% of shares with the voting right can approach the Board of Directors (which acts like the Supervisory Board, in accordance with the Law), submitting a proposal regarding any additional items on the Assembly agenda, supported by the draft decision that is to be approved.

Predlozi se daju pisanim putem uz navođenje podataka podnosioca zahteva najkasnije dvadeset dana pre dana održavanja Skupštine. Ako Upravni odbor ne prihvati predlog dnevnog reda u roku od tri dana od dana prijema podnosilac ima pravo da u narednom roku od tri dana zahteva da nadležni sud u vanparničnom postupku naloži Privrednom društvu stavljanje predloga na dnevni red.

Privredno društvo je u obavezi da predlog za dopunu dnevnog reda objavi na internet stranici Privrednog društva najkasnije narednog dana od dana prijema predloga.

Pisani poziv za redovnu Skupštine Društva objavljuje na internet stranici društva i na internet stranici registra privrednih subjekata. Pored toga obzirom da se radi o javnom akcionarskom društvu, poziv sa sednicu objaviće se i na internet stranici Beogradske berze, gde su uključene njegove akcije.

Društvo obezbeđuje kopiju teksta predloga odluka, informacije i dokumenta za usvajanje u sedištvu društva svakog radnog dana.

**NAPOMENA :**

- Dan objavljivanja (slanja) pozivnice je 29.05.2012.godine.

Proposals are made in writing, stating the information concerning the party submitting the request, not later than twenty days prior to the day when the Assembly meeting is held. If the Board of Directors does not approve the proposed agenda within three days after it has been submitted for approval, the submitting party retains the right to demand from the court in charge to order to the Company, within separate extra-judicial proceedings, to enlist the proposal in the agenda.

The Company must publicise the proposal regarding the additions to the agenda, on the Internet presentation of the Company, not later than the day after receiving such a proposal.

A written invitation to attend the regular meeting of the Company Assembly will be publicised on the Internet pages of the Company, as well as the Internet pages of the Companies Register. In addition to this and given the fact that the Company herein is a public shareholding company, the invitation for the meeting will also be published at the Internet pages of the Belgrade Stock Exchange, where the shares of the Company are listed.

The Company will supply a copy of the text of the draft decisions, the information and documents that will be proposed for approval, all of which will be available at the Company's head office, during the working days.

**NOTE:**

- The date of the publication (sending out) of the invitation is 29<sup>th</sup> May 2012.

**PREDSEDNIK UPRAVNOG ODBORA / PRESIDENT OF BOARD OF DIRECTORS**

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**ZEEV HOREN**

Ovim potvrđujem da je engleski prevod teksta na desnoj strani ovog dokumenta u potpunosti veran originalu na srpskom jeziku, koji je dat na levoj strani dokumenta.  
Ljubomir Vasojević, prof. Stalni sudski tumač za engleski jezik.  
Cara Lazara 27, 32000 Čačak. Rešenje br. 740-06-1783/08-03 od 30. 10. 2008., Ministarstvo pravde Rep. Srbije

I hereby certify that the English version of the text, given on the right-hand side of this document, is a true translation of the original Serbian version, given on its left-hand side.  
Ljubomir Vasojević MA, Certified Court Translator for English.  
Cara Lazara 27, 32000 Čačak. Licence No. 740-06-1783/08-03 of 30<sup>th</sup> October 2008, issued by the Ministry of Justice, Republic of Serbia