

PREDLOG ODLUKE PO TAČKI 4. DNEVNOG REDA

Na osnovu člana 441. stav 1. tačka 15. Zakona o privrednim društvima (Sl. glasnik RS br. 36/11, 99/11, 83/14 i 5/15) i člana 49. stav 1. tačka 7. Statuta akcionarskog društva Tigar Piroć, Nadzorni odbor Društva, na sednici održanoj 2014-05-28. godine, predlaže Skupštini Društva da, na redovnoj sednici, zakazanoj za 2015-06-29 donese sledeću

»O D L U K U o izmenama i dopunama Statuta Tigar a.d. Piroć

- 1) U Statutu Akcionarskog društva Tigar Piroć od 20.06.2012. vrši se izmena i dopuna njegovih odredbi na sledeći način:

Član 1.

U članu 17. stav 1. Statuta menja se i glasi:

„ Ukupan osnovni kapital Društva iznosi 642.704.040,00 RSD.“

Član 2.

U članu 20. stav 2. Statuta menja se i glasi:

„ Sve emitovane akcije Društva su obične; glase na ime; broj glasova po akciji jeste jedan; nominalna vrednost svake akcije iznosi RSD 374,00 (trista sedamdeset i četiri dinara) i nose oznake CFI kod ESVUFR, ISIN broj RSTIGRE55421.“

Član 3.

U članu 26. stav 3. Statuta menja se i glasi:

„Odluku o izdavanju zamenljivih obveznica, varanata i drugih hartija od vrednosti, sa određenjem broja, vremena, cene sticanja i drugih uslova izdavanja, donosi Skupština“.

Član 4.

U članu 34. stavu 1. tačka 2. Statuta menja se i glasi:

„2. povećanju i smanjenju osnovnog kapitala, kao i svakoј emisiji hartija od vrednosti, osim u slučaju odobrenog kapitala“;

Član 5.

U članu 42. iza stava 2. dodaje se novi stav 3. koji glasi:

„Potpisi akcionara – fizičkih lica na propisanom formularu za punomoćje za glasanje objavljenom na internet stranici Društva, ne moraju biti overeni u skladu sa važećim zakonom kojim se uređuje overa potpisa“.

Član 6.

U članu 49. stav 1. tačka 9 . Statuta koja glasi:

„9. izdaje obveznice i ostale hartije od vrednosti, u skladu sa Zakonom i Statutom“. – *briše se*

Član 7.

U članu 49. stav 1. tačka 10. Statuta postaje tačka 9 i menja se i glasi:

„9. utvrđuje emisionu cenu akcija i drugih hartija od vrednosti, u skladu sa članom 260. stav 3. Zakona o privrednim društvima i članom 263. stav 2. Zakona o privrednim društvima“.

Član 8.

Član 50. stav 5. Statuta, koji glasi

„Predsednik Nadzornog odbora zastupa Društvo u odnosu sa izvršnim direktorima (članovima Izvršnog odbora) i ima ostala ovlašćenja koja su mu data zakonom, ovim Statutom i drugim aktima Društva“ - *briše se*.

Član 9.

Podnaslov i član 60. stav 1. i 2. Statuta menjaju se i glase:

„Broj izvršnih direktora, imenovanje i razrešenje

Član 60.

Društvo ima 5 (pet) izvršnih direktora koji čine Izvršni odbor, i to:

- ID za korporativno upravljanje
- ID za finansije i računovodstvo
- ID za proizvodne procese i razvoj i investicije
- ID za komercijalu i marketing
- ID za podršku poslovnim aktivnostima

Izvršne direktore imenuje Nadzorni odbor Društva na predlog Komisije za imenovanja, ako postoji.

Izvršni direktori imenuju se na period od 4 godine, uz mogućnost ponovnog imenovanja“.

Član 10.

Član 62. stav 4. Statuta, menja se i glasi

„Izvršni direktori za pojedine oblasti su dužni da u skladu sa Zakonom o privrednim društvima (član 431. i shodna primena člana 416.) podnose izveštaje Nadzornom odboru i slede njegove instrukcije“.

Član 11.

U član 65. stavu 1, tačka 5. Statuta, menja se i glasi

„5. imenuje i razrešava članove organa upravljanja u svim zavisnim preduzećima (vršeći poslove iz nadležnosti Skupštine zavisnog društva), odnosno predstavnike Društva u organima i institucijama po raznim osnovama, u skladu sa ovim Statutom i njihovim osnivačkim aktima“.

Član 12.

Član 73. Statuta menja se i glasi:

„Unutrašnji nadzor

Član 73.

Društvo svojim aktima uređuje način sprovođenja i organizaciju rada unutrašnjeg nadzora poslovanja.

Najmanje jedno lice nadležno za unutrašnji nadzor poslovanja mora ispunjavati uslove propisane za internog revizora u skladu sa zakonom kojim se uređuje računovodstvo i revizija, mora biti zaposleno u Društvu i obavljati samo poslove unutrašnjeg nadzora i ne može biti direktor ili član Nadzornog odbora.

Lice iz prethodnog stava imenuje Nadzorni odbor na predlog Komisije za reviziju.

Lice koje rukovodi poslovima unutrašnjeg nadzora mora ispuniti uslove u pogledu profesionalnog i stručnog znanja i iskustva koji ga čine podobnim za obavljanje ove funkcije, a koje propisuje Društvo posebnim aktom.

Lice koje rukovodi poslovima unutrašnjeg nadzora imenuje Nadzorni odbor na predlog Komisije za reviziju.

Druga lica angažovana na poslovima unutrašnjeg nadzora ne moraju ispunjavati uslove propisane za internog revizora u skladu sa zakonom kojim se uređuje računovodstvo i revizija. Ova lica se angažuju u skladu sa uslovima predviđenim aktom o organizaciji i sistematizaciji poslova u Društvu.”

Član 13.

Član 76 stav 2. Statuta menja se i glasi:

„Sticanje ili raspolaganje u smislu ovog člana podrazumeva sticanje, odnosno raspolaganje imovinom na bilo koji način u skladu sa članom 470. Zakona o privrednim društvima.”

2) U skladu sa ovom Odlukom sačinice se prečišćeni tekst Statuta i izvršiti registracija, u skladu sa Zakonom o registraciji privrednih subjekata.

3) Ova Odluka stupa na snagu danom donošenja.

O b r a z l o Ź e n j e

Statut Akcionarskog društva Tigar Pirot donet je na sednici Skupštine od 20.06.2012. imao je za cilj usklađivanje Društva sa odredbama Zakona o privrednim društvima (Sl.glasnik RS, br. 36/11 i 99/11). Predloženim izmenama i dopunama Statuta po nekim pitanjima: nadležnost za odlučivanje o emisiji ostalih hartija od vrednosti - obveznica, isključenja obaveze overe potpisa akcionara na pumomoćju za glasanje, organizacija unutrašnjeg nadzora i sl, vrši se detaljnije usklađivanje sa Zakonom o privrednim društvima tako što se navedena pitanja uređuju u skladu sa zakonskim odredbama iz ove oblasti.

Izmenama i dopunama odredbe o broju izvršnih direktora, ova oblast se, u skladu sa potrebama Društva, uređuje na drugačiji način u odnosu na postojeću regulativu u Statutu (smanjuje se broj izvršnih direktora za pojedine oblasti koji čine Izvršni odbor Društva).

Izmenama i dopunama odredbi o vrednosti osnovnog kapitala i nominalnoj vrednosti akcija, usklađuju se odredbe Statuta sa novim vrednostima nakon smanjenja osnovnog kapitala u skladu sa zakonom.

Ovo je suština izmena i dopuna Statuta koje je, na predlog Nadzornog odbora, Skupština usvojila i donela Odluku kao što glasi u dispozitivu.”

**Predsednik Nadzornog odbora
Nebojša Petrović sr**

Pursuant to article 329 paragraph 1 item 1 of the Companies Law (Official Gazette of the RoS no. 36/11, 99/11, 83/14 and 5/15) and to article 34 paragraph 1 item 1 of the By-Laws of the Joint Stock Company Tigar Pirot, the General Assembly, on its session held on **29.06.2015** made the following

DECISION
on amendments and supplements of Tigar a.d. Pirot By-Laws

- 2) It is hereby determined the proposal of Amendments and supplements of the By-Laws of the Joint Stock Company Tigar Pirot as of 20.06.2012 having the following content:

Article 1.

Article 17 paragraph 1 of the By-Laws gets amended and now reads as it follows:

„Total basic capital of the Company amounts to RSD 642.704.040,00.“

Article 2.

Article 20 paragraph 2 of the By-Laws amends and now reads:

'All issued shares of the Company are ordinary shares and are issued to bearer (holder); the number of votes per share is one; the nominal value per share is 374.00 RSD (three hundred and seventy-four dinars) and the designation of the shares is: CFI Code ESVUFR, and ISIN number RSTIGRE55421.'

Article 3.

Article 26 paragraph 3 of the By-Laws amends and now reads:

'Any decision to issue convertible bonds, warrants or other securities, as well as the determination of the number, time, price of acquisition, and other terms of the issue, shall be made by the General Assembly.'

Article 4.

Article 34 paragraph 1 item 2 of the By-Laws amends and now reads:

'2. Basic capital increases and decreases, and every issue of shares, except in the case of authorized capital'.

Article 5.

Article 42, after paragraph 2 will be added a new paragraph 3, reading as it follows:

'Signatures of shareholders – individuals on the prescribed Proxy form published on the Company's website, must not be verified in accordance with the applicable law governing the verification of signatures.'

Article 6.

Article 49 paragraph 1 item 9 of the By-Laws reading:

'9. Issuing of bonds and other securities as provided for under the Law and these Bylaws' – *to be deleted*

Article 7.

In Article 49 paragraph 1 item 10 of the By-Laws becomes the item 9, amends and now reads:

'9. Determining the issue price of shares as provided for under Article 260, Paragraph 3 of the Law on Companies and Article 263 paragraph 2 of the Law on Companies'.

Article 8.

Article 50 paragraph 5 of the By-Laws reading as it follows

'The Chairperson of the Supervisory Board shall represent the Company vis-a-vis the executive directors (members of the Executive Committee) and shall have other powers as provided for under the law, these Bylaws and other documents of the Company' – *to be deleted*.

Article 9.

Subtitle and Article 60 paragraphs 1 and 2 of the By-Laws amend and now read as it follows:

„Number of executive directors, their appointing and dismissal

Article 60.

The Company has 5 (five) executive directors forming the Executive Board:

- ED for corporate management
- ED for finances and accounting
- ED for production processes, development and investment
- ED for commercial activities and marketing
- ED for support of business activities

Executive directors are appointed by the Supervisory Board of the Company at the proposal of the Nominating Committee, if any.

Executive directors are appointed on a 4 year period, with the possibility of their re-appointment.“

Article 10.

Article 62 paragraph 4 of the By-Laws amends and now reads:

„Executive directors for certain areas shall report to the Supervisory Board and follow its instructions, in accordance with the Law on Companies (Article 431 and relative application of the Article 416).“

Article 11.

Article 65 paragraph 1 item 5 of the By-Laws amends and now reads:

'5. Appoint and dismiss members of governing bodies of all subsidiaries (performing the duties which fall within the competence of the General Assembly of the respective subsidiary), or representatives of the Company in bodies and institutions on different grounds, in compliance with these By-Laws and their Incorporation Acts'

Article 12.

Article 73 of the By-Laws is amended and now reads:

„Internal supervision

Article 73.

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

At least one person responsible for internal monitoring of operations must meet the requirements for an internal auditor in accordance with the law governing the accounting and auditing procedures; must be employed by the Company and perform only internal control and can not be a director or member of the Supervisory Board.

The individual of the preceding paragraph shall be appointed by the Supervisory Board on the proposal of the Audit Committee.

The person who manages the affairs of internal control must meet the requirements in terms of professional and technical knowledge and experience that make him/her eligible for this function, which are provided by the special act of the Company.

The person who manages the affairs of internal control is appointed by the Supervisory Board on the proposal of the Audit Committee.

Other individuals engaged to perform internal supervision duties do not need to fulfill the criteria prescribed for the internal auditor pursuant to the law which regulates accounting and auditing. Such individuals are engaged in compliance with the conditions provided by the act on organization and systematization of jobs in the Company."

Article 13.

Article 76 paragraph 2 of the By-Laws is amended and now reads:

„The acquisition or disposal as contemplated in this article means the acquisition or disposal of assets in any manner in accordance with the Article 470 of the Law on Companies."

Article 14.

After the chapter XIV and article 84 of the By-Laws is added a new chapter and respective article reading as it follows:

„XV DEFENCE

Article 84 a

In the event of war and the state of emergency, the Company shall in carrying out its activities carry out the national defense tasks.

Through planning, organization, preparation and training for work in these situations, the Company is obliged to provide adequate volume of production and services in operation for which it is registered."

2) In accordance with this Decision shall be drawn up a revised text of the By-Laws and

will be carried out the registration, in accordance with the Law on Registration of Business Entities.

3) This decision shall come into force upon its adoption.

E x p l a n a t i o n

By-Laws of Tigar AD was adopted at the session of the General Assembly as of 20.06.2012 and aimed at the harmonization of the Company with the provisions of the Companies Law (Official Gazette of RS, Nos. 36/11 and 99/11). The proposed amendments and supplements to the By-Laws on some issues: competence to decide on issuance of other securities - bonds, exclusions obligations of verification of signatures on the proxy for the voting, organization of internal control, etc., shall be further harmonized with the Law on Companies such as listed issues are dealt with in accordance with the legal provisions in this field.

By amendments and supplements to the provisions on the number of executive directors, this area, in accordance with the needs of the Company, shall be governed in a different way compared to existing regulations in the By-Laws (there is reduced the number of executive directors for certain areas that make up the Executive Board).

By amendments and supplements to the provisions on the value of the share capital and the nominal value of shares are adjusted the provisions of the By-Laws with the new values after the reduction of share capital in accordance with the law.

By inserting the provision on Defence, we comply to legal obligation valid for business entities which have the status of special importance for the defense of the Republic of Serbia, to perform the tasks of national defense and in this regard incorporate the provision on defence in their By-Laws.

This is the essence of amending the By-Laws, which, at the proposal of the Supervisory Board, was adopted by the General Assembly which has passed a relative Decision reading as above.

**Chairman of General Assembly of
Tigar ad Pirot**

Nebojša Petrović

