



АКЦИОНАРСКО ДРУШТВО
АЕРОДРОМ "НИКОЛА ТЕСЛА"
БЕОГРАД
Бр. ДНО-312/2018
03-08-2018 год.
5

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**), on its session on 23.07.2018, and Decision on amendment of the agenda of the extraordinary session of the Assembly, passed by the Supervisory Board of the Company at its meeting on 03.08.2018, the Company on 03.08.2018 announces amended:

**INVITATION
for an extraordinary 23rd session of the Assembly
OF JSC BELGRADE NIKOLA TESLA AIRPORT**

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

Extraordinary 23rd session of the Company's Assembly will take place on 14.08.2018 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 the Minutes of the 21st regular session of the Assembly of the Company, held on 28.06.2018;
- 3) Voting on adoption of the Minutes of the 22nd extraordinary session of the Assembly of the Company held on 09.07.2018;
- 4) Voting on adoption of the Decision on amendments of Articles of Association of JSC Belgrade Nikola Tesla Airport No.GD 5090/2018 dated 06.06.2018 – revised text.
- 5) Voting on the adoption of the proposal of decision on the issuing price of shares of the 4th issue of shares - ordinary shares;
- 6) Voting on adoption of the proposed Decision on issuing ordinary shares of the 4th issue of shares without publishing the prospectus in order to increase the share capital;
- 7) Voting on the adoption of the proposed Decision on the exclusion of the preferential share subscription right

Total number of shares with voting right at the session of the Assembly, at all items proposed of the agenda, is 34,880,775 issued ordinary shares.

Decisions under items 1), 2), 3), 4), 5) and 6) of the agenda shall be made by an ordinary majority of votes of the present shareholders with the right to vote, while decision under item 7) shall be made by a three-quarters majority of the votes of the voting shareholders present.

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 can 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 04.08.2018.

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 proceeding 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. 34,409 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 Article 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 or 1,744,039 shares may propose to the Company's Supervisory Board to propose additional items for the agenda of the session they are proposing to be discussed, as well as additional items on which they propose that the Assembly make a decision, provided that they give the reasoned proposal or the text of the decision, in writing, no later than 10 days before the session, indicating the data on the applicant.

The information about the applicant must include (1) name and surname if the shareholder is a natural person or business name if shareholder is a legal entity, (2) JMBG if the shareholder is a natural person or the registration number if the shareholder is a legal entity, (3) and the 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 obliged to submit the new agenda and proposals of the decision without delay to the shareholders entitled to participate 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.

Completed powers of attorney for shareholders representation shall be submitted 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.

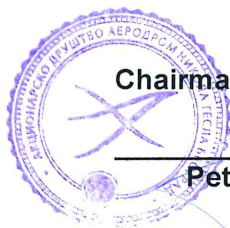
The procedure from the previous paragraph of this Article is urgent and the court is obliged to make a decision on the request within eight days from the date of receipt of the request.

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 and on the website of the Company www.beg.aero).

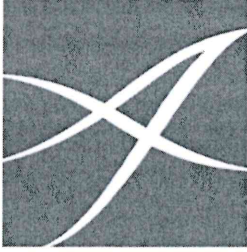
This invitation is also the publication of information – notification related to the holding of a general meeting of shareholders, in accordance with the provisions of Article 65, paragraph 2, item 1 of the Capital Market Law.



Chairman of the Supervisory Board

Petar Jarić

C.O.



APPENDIX 1: Power of Attorney Form

POWER OF ATTORNEY FOR VOTING AT THE 23rd 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 23rd session, held on 14.08.2018 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 23rd 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 21st regular Meeting of the Shareholders' Assembly held on 28.06.2018;

(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 Minutes of the 22nd extraordinary Meeting of the Shareholders' Assembly held on 09.07.2018;

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

Item 4 of the Agenda – Voting on adoption of the Decision on amendments of Articles of Association of JSC Belgrade Nikola Tesla Airport No.GD 5090/2018 dated 06.06.2018 – revised text;

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

Item 5 of the Agenda - Voting on the adoption of the proposal of decision on the issuing price of shares of the 4th issue of shares - ordinary shares;

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

Item 6 of the Agenda - Voting on adoption of the proposed Decision on issuing ordinary shares of the 4th issue of shares without publishing the prospectus in order to increase the share capital;

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

Item 7 of the Agenda - Voting on the adoption of the proposed Decision on the exclusion of the preferential share subscription right.

(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 – 23rd session of the Shareholders' Assembly.

In _____,

Date: _____

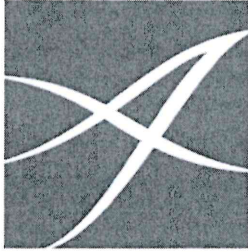
Power of Attorney's Provider:

(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 2: Absentee Voting Form

FORM FOR ABSENTEE VOTING AT THE 23rd 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 23rd session of the Shareholders' Assembly scheduled for 14.08.2018

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 23rd session of the Assembly The company is scheduled for 14.08.2018 **votes in absence** as follows:

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

(ENTER: "FOR", "AGAINST" or "ABSTAINED")

Item 2 of the Agenda – Voting on adoption of the Minutes of the 21st Meeting of the Shareholders' Assembly held on 28.06.2018;

(ENTER: "FOR", "AGAINST" or "ABSTAINED")

Item 3 of the Agenda – Voting on adoption of the Minutes of the 22nd Meeting of the Shareholders’ Assembly held on 09.07.2018;

(ENTER: "FOR", "AGAINST" or "ABSTAINED")

Item 4 of the Agenda – Voting on adoption of the Decision on amendments of Articles of Association of JSC Belgrade Nikola Tesla Airport No.GD 5090/2018 dated 06.06.2018 – revised text.

(ENTER: "FOR", "AGAINST" or "ABSTAINED")

Item 5 of the Agenda - Voting on the adoption of the proposal of decision on the issuing price of shares of the 4th issue of shares - ordinary shares;

(ENTER: "FOR", "AGAINST" or "ABSTAINED")

Item 6 of the Agenda - Voting on adoption of the proposed Decision on issuing ordinary shares of the 4th issue of shares without publishing the prospectus in order to increase the share capital;

(ENTER: "FOR", "AGAINST" or "ABSTAINED")

Item 7 of the Agenda - Voting on the adoption of the proposed Decision on the exclusion of the preferential share subscription right.

(ENTER: "FOR", "AGAINST" or "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.)