

DUGA a.d. Beograd

BR. 144

DATUM

22.05.2018

DUGA Akcionarsko društvo, 11000 Beograd, Viline vode 6

DUGA a.d. Beograd

BR. 144

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DUGA Akcionarsko društvo, 11000 Beograd, Viline vode 6

Delovodni broj: \_\_\_\_\_

**22.05.2018. godine**

Beograd

Na osnovu odredaba članova 336 i 398 stav 1 tačka 8) Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/2011, 83/2014 - dr. Zakon i 5/2015), člana 54 Statuta privrednog društva Duga a.d. Beograd od 21.06.2012. godine, Odbor direktora društva Duga a.d. Beograd na svojoj 34. redovnoj sednici održanoj dana **22.05.2018. godine**, doneo je sledeću:

**Odluku**

**o sazivanju redovne (godišnje) Skupštine akcionara**

**društva Duga a.d. Beograd**

**Saziva se redovna godišnja Skupština akcionara društva Duga a.d. Beograd**, matični broj: 07088957, PIB: 100001302, pretežna delatnost: 4673 trgovina na veliko drvetom, građevinskim materijalom i sanitarnom opremom, koja će se održati dana **26.06.2018. godine sa početkom u 12,00 časova** u poslovnim prostorijama privrednog društva Duga a.d. Beograd, adresa Viline vode broj 6, sprat 1, 11000 Beograd.

Predloženi **dnevni red** za nepred navedenu Skupštinu akcionara je sledeći:

**A. Prethodni postupak**

1. Otvaranje sednice;
2. Imenovanje Komisije za glasanje;
3. Utvrđivanje kvoruma i sastavljanje spiska učesnika;

Reference number: \_\_\_\_\_

**May 22, 2018**

Belgrade

Pursuant to the provisions of Articles 336 and 398 paragraph 1, item 8) of the Company Law (“Official Gazette RS”, no. 36/2011, 99/2011, 83/2014 - other law and 5/2015), Article 54 of the Statute of the Duga a.d. Beograd Company, dated June 21, 2012, the Board of Directors of the Duga a.d. Beograd Company has, at its 34. regular meeting held on **May 22, 2018**, adopted the following:

**Resolution**

**On convening the regular (annual) assembly of**

**the Duga a.d. Beograd Company**

**The regular (annual) assembly of the Duga a.d. Beograd Company shall be convened**, the company's registration no: 07088957, TIN: 100001302, the principal activity: 4673 wholesale of wood, construction materials and sanitary equipment, is scheduled to be held on **June 26 2018, at 12:00 pm** in the Duga a.d. Beograd Company's head office in Belgrade, at 6 Viline vode, first floor, 11000 Belgrade.

**The proposed agenda** for the above stated of the Shareholders' Assembly is as follows:

**A. Previous procedure**

1. Opening of the meeting;
2. Appointing the Voting Committee;
3. Establishing the quorum and drafting the list of participants;


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| <p>4. Izbor predsednika Skupštine akcionara;</p> <p>5. Imenovanje zapisničara i overivača zapisnika.</p> <p><b>B. Redovan rad</b></p> <p>6. <b>Donošenje odluke o</b> usvajanju zapisnika sa prethodne redovne (godišnje) sednice Skupštine akcionara;</p> <p>7. <b>Donošenje odluke o</b> usvajanju godišnjeg Finansijskog izveštaja za 2017. godinu, Godišnjeg izveštaja o poslovanju za 2017. godinu i Izveštaja Odbora direktora u vezi sa Finansijskim izveštajem za 2017. godinu i izveštajima o radu, kontroli i nadzoru nad poslovanjem društva Duga a.d. Beograd za 2017. godinu;</p> <p>8. <b>Donošenje odluke</b> raspodeli neraspoređene dobiti za pokriće gubitaka iz ranijih godina;</p> <p>9. <b>Donošenje odluke o</b> usvajanju Izveštaja o izvršenoj reviziji godišnjeg Finansijskog izveštaja za 2017. godinu;</p> <p>10. <b>Donošenje odluke o</b> imenovanju članova Odbora direktora;</p> <p>11. <b>Donošenje odluke o</b> izboru revizora za 2018. godinu i naknadi za rad revizora u 2018. godini.</p> <p>Poziv za napred navedenu Skupštinu akcionara upućuje se svim akcionarima društva Duga a.d. Beograd na dan 22.05.2018. godine, kada je doneta ova odluka o sazivanju redovne (godišnje) skupštine, u skladu sa zakonom. Dan akcionara je dan na koji se utvrđuje spisak akcionara koji imaju pravo na učešće u radu sednice skupštine i pada na deseti dan pre dana održavanja redovne sednice Skupštine akcionara, odnosno <b>16.06.2018. godine</b>, koji dan jeste deseti dan pre dana održavanja redovne sednice.</p> | <p>4. Appointing the President of the General Assembly of shareholders;</p> <p>5. Appointing the keeper of the minutes and verifiers of the minutes.</p> <p><b>B. Regular work</b></p> <p>6. <b>Adopting the Resolution</b> on the approval of the minutes from the last regular session of the Shareholders' Assembly;</p> <p>7. <b>Adopting the Resolution</b> on the adoption of the Annual Financial Report for 2017, the Annual Report on Operations for 2017 and the Report of the Board of Directors regarding the Financial Report for 2017, and reports on business activities, control and monitoring of the business activities of the Duga a.d. Beograd Company for 2017;</p> <p>8. <b>Adopting the Resolution</b> on allocation of undistributed profit to cover losses carried forward from earlier years;</p> <p>9. <b>Adopting the Resolution</b> on the adoption of the Report on the Audit of the Annual Financial Report for 2017;</p> <p>10. <b>Adopting the Resolution</b> on appointing the members of the Board of Directors;</p> <p>11. <b>Adopting the Resolution</b> on the election of auditors for 2018 and compensation for their work in 2018.</p> <p>The invitation for the above mentioned Shareholders' Assembly is addressed to all the shareholders of the Duga a.d. Company on May 22, 2018, when this resolution on convening the regular (annual) assembly is adopted, in accordance with the law. The Shareholders' Day is the day on which the list of the shareholders entitled to participate in the General Meeting is determined and it is on the tenth day prior to the regular session of the General Assembly of Shareholders, i.e. <b>June 16, 2018</b>, which is the tenth</p> |
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Društvo Duga a.d. Beograd će obezbediti kopiju finansijskog izveštaja sa izveštajem revizora, izveštaj odbora direktora o poslovanju društva i druge materijale za sednicu svakom akcionaru koji to zahteva, u sedištu društva Duga a.d. Beograd, svakog radnog dana ponedeljak-petak, u vremenu od 13.00- 15.00 časova.

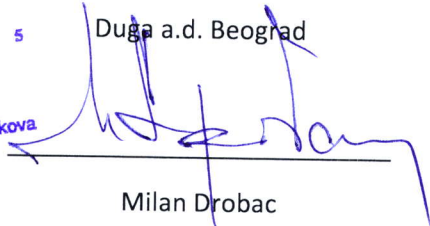
day prior to the regular session.

The Duga a.d. Beograd Company shall provide the copy of the financial report along with the audit report, report of the Board of directors on business activities and complete set of materials to each shareholder who requested that, in the headquarters of the Duga a.d. Beograd Company, during the each working day, between 1PM-3PM.

Predsednik Odbora direktora/President of the Board of Directors:

  
DUGA A.D., Industrija boja i lakova  
Beograd, Viline vode 6

5 Duga a.d. Beograd



Milan Drobac



DUGA A.D.  
INDUSTRIJA BOJA I LAKOVA

45

BR. 45

22.05.2018



DUGA A.D.  
INDUSTRIJA BOJA I LAKOVA

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BR. 45

22.05.2018

Duga a.d. Beograd  
Odbor direktora

DUGA Akcionarsko društvo, 11000 Beograd, Viline vode 8

Duga a.d. Beograd

The Board of Directors

DUGA Akcionarsko društvo, 11000 Beograd, Viline vode 8

**Tačka 6. – Predlog odluke za Skupstinu akcionara**

Na osnovu odredbe člana 367, stav 1 tačka 3), 398 stav 1 tačka 8) Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/2011, 83/2014 - dr. Zakon i 5/2015), odredbe člana 53 i 59 Statuta društva Duga a.d. Beograd od 21.06.2012. godine, Odbor direktora društva Duga a.d. Beograd, na 34. redovnoj sednici održanoj dana 22.05.2018. godine, utvrdio je i podnosi Skupštini akcionara na usvajanje sledeći predlog:

**Odluke**  
o usvajanju zapisnika sa prethodne redovne (godišnje) sednice Skupštine akcionara

Usvaja se zapisnik sa redovne (godišnje) Skupštine akcionara društva Duga a.d. Beograd, održane dana 27.06.2017. godine, bez primedbi.

Ova odluka stupana snagu danom donošenja.

Objasnenje

Imajuću u vidu da na Skupštini akcionara društva Duga a.d. Beograd koja je održana dana 27.06.2017. godine, nije bilo primedbi na sačinjeni zapisnik, te da je isti sastavljen u skladu sa zakonom, Odbor direktora predlaže Skupštini društva Duga a.d. Beograd da predmetni zapisnik usvoji.

**Item 6 – The proposal of the resolution for the Shareholders' Assembly**

Pursuant to the provisions of Article 367, paragraph 1, item 3), 398, paragraph 1, item 8) of the Company Law (“Official Gazette RS”, no. 36/2011, 99/2011, 83/2014- other law and 5/2015), the provisions of Articles 53 and 59 of the Statute of the Duga a.d. Beograd Company dated June 21, 2012, the Board of Directors of the Duga a.d. Beograd Company has, on its 34. regular meeting held on May 22, 2018, determined and proposed to the Shareholders' Assembly the adoption of the following draft of the:

**Resolution**  
On adopting the minutes taken on the previous regular (annual) Shareholders' Assembly

The Minutes taken on the previous regular (Annual) Shareholders' Assembly of the Duga a.d. Beograd Company held on June 27, 2017, shall hereby be adopted, without objections.

This Resolution shall come into force on the day of its adoption.

Explanation

Considering that at the previous session of the Shareholders' Assembly of the Duga a.d. Beograd Company, held on June 27, 2017 there had been no objections on the drafted minutes, and that the minutes were drafted in accordance with the law, the Board of Directors proposed to the Shareholders' Assembly that the minutes taken on the subject matter be adopted.

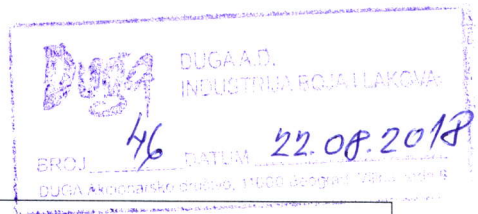
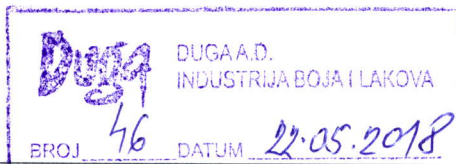
Predsednik Odbora direktora/President of the Board of Directors:

**Duga**

Duga a.d. Beograd

DUGA A.D. Industrija boja i lakova  
Beograd, Viline vode 8

Milan Drobac



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| <p><b>Duga a.d. Beograd</b><br/>Odbor direktora</p>   | <p><b>Duga a.d. Beograd</b><br/>The Board of Directors</p>   |
| <p><b>Tačka 7. – Predlog odluke za Skupstinu akcionara</b></p>  | <p><b>Item 7 – The proposal of the resolution for the Shareholders' Assembly</b></p>   |
| <p>Na osnovu odredbe člana 367, stav 1 tačka 3 i 6), 398 stav 1 tačka 8) Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/2011, 83/2014 - dr. Zakon i 5/2015), člana 50 Zakona o tržištu kapitala („Sl.Glasnik RS“, br. 31/2011, 112/2015 i 108/2016), odredbe člana 53 i 59 Statuta društva Duga a.d. Beograd od 21.06.2012. godine, Odbor direktora društva Duga a.d. Beograd, na 34. redovnoj sednici održanoj dana 22.5.2018. godine, utvrdio je i podnosi Skupštini akcionara na usvajanje sledeći predlog:</p> | <p>Pursuant to the provisions of Article 367, paragraph 1, item 3) and 6), 398 paragraph 1, item 8) of the Company Law (“Official Gazette RS”, no. 36/2011, 99/2011, 83/2014- other law and 5/2015), Article 50 of the Law on Capital Markets (“Official Gazette RS” no. 31/2011,112/2015 and 108/2016), the provisions of Articles 53 and 59 of the Statute of the Duga a.d. Beograd Company dated June 21, 2012, the Board of Directors of the Duga a.d. Beograd Company has, on its 34. regular meeting held on May 22, 2018, determined and proposed to the Shareholders' Assembly the adoption of the following draft of the:</p> |
| <p style="text-align: center;"><b>Odluke</b></p> <p>o usvajanju Godišnjeg Finansijskog izveštaja za 2017. godinu, Godišnjeg izveštaja o poslovanju za 2017. godinu i Izveštaja Odbora direktora u vezi sa Finansijskim izveštajem za 2017. godinu i izveštajima o radu, kontroli i nadzoru nad poslovanjem društva za 2017. godinu, sve za društvo Duga a.d. Beograd</p>  | <p style="text-align: center;"><b>Resolution</b></p> <p>on the adopting of the Annual Financial Statement for 2017, the Annual Business Report for 2017 and the Report on Activities of the Board of Directors in connection with the Financial Report for 2017 and the reports on activities, control and monitoring of the business activities of the company for 2017, all for the Duga a.d. Beograd Company</p>  |
| <p><b>7.1.</b> Usvaja se godišnji Finansijski izveštaj za 2017. godinu društva Duga a.d. Beograd i Godišnji Izveštaj o poslovanju za period 01.01.2017. do 31.12.2017. godine, bez korekcija, društva Duga a.d. Beograd, sa sledećim elementima:</p>  | <p><b>7.1</b> The Annual Financial Statement for 2017 of the Duga a.d. Beograd Company and the Annual Business Report for 2017 for the period from January 1, 2017 to December 31, 2017, without correction, of the Duga a.d. Beograd Company, shall hereby be adopted, with the following items:</p>  |
| <p><b>I. Bilans uspeha</b><br/><i>u hiljadama dinara</i></p>  | <p><b>I. Income Statement</b><br/><i>In thousands RSD</i></p>  |
| <p><b>Prihodi i rashodi iz redovnog poslovanja</b></p>  | <p><b>Operating income and expenses from regular business activities</b></p>   |
| <p>Poslovni prihodi <span style="float: right;">12</span></p>   | <p>Operating income <span style="float: right;">12</span></p>  |
| <p>Poslovni rashodi <span style="float: right;">16.609</span></p>   | <p>Operating expenses <span style="float: right;">16.609</span></p>  |
| <p>POSLOVNI GUBITAK <span style="float: right;">16.597</span></p>   | <p>OPERATING LOSS <span style="float: right;">16.597</span></p>  |
| <p>Finansijski prihodi <span style="float: right;">18.648</span></p>  | <p>Financial income <span style="float: right;">18.648</span></p>  |
| <p>Finansijski rashodi <span style="float: right;">1.960</span></p>   | <p>Financial costs <span style="float: right;">1.960</span></p>  |
| <p>Prihodi od usklađ.vredn.ostale imovine <span style="float: right;">16</span></p>   | <p>Income from valuation adjustment of other assets <span style="float: right;">16</span></p>  |
| <p>Rashodi od usklađ.vredn.ostale imovine <span style="float: right;">-</span></p>  | <p>Costs from valuation adjustment of other assets <span style="float: right;">-</span></p>  |

|   |               |  |               |
|---|---------------|--|---------------|
| Ostali prihodi  | 9.679         | Other income   | 9.679         |
| Ostali rashodi  | 598           | Other costs  | 598           |
| Neto dobitak-ispravke grešaka iz ran.perioda  | 60            | Net loss – correction of errors from the previous period   | 60            |
| <b>DOBITAK PRE OPOREZIVANJA</b>   | <b>9.248</b>  | <b>PROFIT BEFORE TAX</b>   | <b>9.248</b>  |
| Poreski rashod perioda  | -             | Income tax expense for the period  | -             |
| Odloženi poreski rashodi  | -             | Deferred income tax  | -             |
| <b>NETO DOBITAK</b>   | <b>9.248</b>  | <b>NET PROFIT</b>  | <b>9.248</b>  |
| <b>II. Bilans stanja</b>  |               | <b>II. Balance Sheet</b>   |               |
| <i>u hiljadama dinara</i>   |               | <i>In thousands RSD</i>  |               |
| <b>Ukupna aktiva</b>  | <b>21.978</b> | <b>Total Assets</b>  | <b>21.978</b> |
| - stalna imovina  | 10.237        | - permanent assets   | 10.237        |
| - obrtna imovina  | 11.741        | - current assets   | 11.741        |
| - odložena poreska sredstva   | -             | - deferred tax assets  | -             |
| <b>Ukupna pasiva</b>  | <b>21.978</b> | <b>Equity and Liabilities</b>  | <b>21.978</b> |
| -kapital  | -             | - equity   | -             |
| -obaveze i rezervisanja   | 475.962       | - provisions and liabilities   | 475.962       |
| - gubitak iznad kapitala  | 453.984       | - loss above equity  | 453.984       |
| <b>7.2.</b> Usvaja se Godišnji Finansijski izveštaj za poslovnu 2017. godinu društva Duga a.d. Beograd sa elementima: bilans stanja, bilans uspeha, izveštaj o tokovima gotovine, izveštaj o promenama na kapitalu, izveštaj o ostalom rezultatu i napomenama uz finansijski izveštaj i Izveštaj Odbora direktora drustva Duga a.d. Beograd u vezi sa finansijskim izveštajima. |               | <b>7.2</b> The Annual Financial Statement for 2017 of the Duga a.d. Beograd Company, with the following items: balance sheet, income statement, cash flow statement, statement of changes on equity, statement of other results and notifications with the financial statement and the Report of the Board of Directors of the Duga a.d. Beograd Company in connection with the financial statement shall hereby be adopted. |               |
| Usvaja se Godisnji Izveštaj o poslovanju društva Duga a.d. Beograd za 2017. godinu, sa izjavom o primeni kodeksa korporativnog upravljanja.   |               | The Annual Report on the Business Activities of the Duga a.d. Beograd Company for 2017 along with the statement on the implementation of the codex of the corporate government shall hereby be adopted.  |               |
| <b>7.3.</b> Usvaja se Izveštaj Odbora direktora društva Duga a.d. Beograd u vezi sa Finansijskim izveštajem za 2017. godinu i izveštajima o radu, kontroli i nadzoru nad poslovanjem društva Duga a.d. Beograd za 2017. godinu.   |               | <b>7.3</b> The Report of the Board of Directors of the Duga a.d. Beograd Company in connection with the Financial Statement for 2017 and reports on activities, control and monitoring of the business activities of the Duga a.d. Beograd Company, shall hereby be adopted.   |               |

Godišnji Finansijski izveštaj za 2017. godinu društva Duga a.d. Beograd, Godišnji Izveštaj o poslovanju za period 01.01.2017. do 31.12.2017. godine, Izveštaj Odbora direktora društva Duga a.d. Beograd u vezi sa vezi sa Finansijskim izveštajem za 2017. godinu i izveštajima o radu, kontroli i nadzoru nad poslovanjem društva za 2017. godinu su dati u prilogu i čine sastavni deo ove odluke.

Ova odluka stupa na snagu danom donošenja.

#### Obrazloženje

U skladu sa odredbama Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/2011, 83/2014 - dr. Zakon i 5/2015), Zakona o tržištu kapitala („Sl.Glasnik RS“, br. 31/2011, 112/2015 i 108/2016) i Zakona o računovodstvu („Sl.Glasnik RS“, br. 62/2013), Odbor direktora je utvrdio i uputio Skupštini akcionara društva Duga a.d. Beograd usvajanje Finansijskog izveštaja za 2017. godinu, Godišnjeg izveštaja o poslovanju za 2017. godinu i Izveštaja Odbora direktora u vezi sa Finansijskim izveštajem za 2017. godinu i izveštajima o radu, kontroli i nadzoru nad poslovanjem društva za 2017. godinu.

The Annual Financial Statement for 2017 of the Duga a.d. Beograd Company, the Annual Business Report for 2017 for the period from January 1, 2017 to December 31, 2017, the Report of the Board of Directors of the Duga a.d. Beograd Company in connection with the Financial Statement for 2017 and reports on activities, control and monitoring of the business activities of the Duga a.d. Beograd Company are enclosed herein as an integral part of this Resolution.

This Resolution shall come into force on the day of its adoption.

#### Explanation

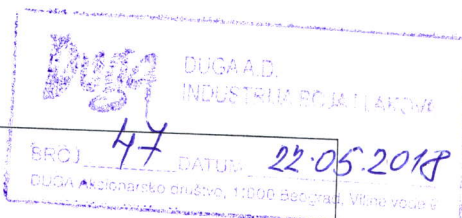
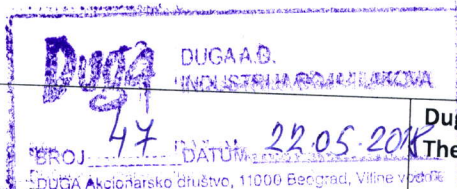
According to the provisions of the Company Law (“Official Gazette RS”, no. 36/2011, 99/2011, 83/2014-other law and 5/2015), the Law on Capital Markets (“Official Gazette RS” no. 31/2011, 112/2015 and 108/2016) and the Law on Accounting (“Official Gazette RS”, no. 62/2013), the Board of Directors has determined and proposed to the Shareholders' Assembly the adoption of the Annual Financial Statement for 2017, the Annual Business Report for 2017 for the period from January 1, 2017 to December 31, 2017, the Report of the Board of Directors of the company in connection with the Financial Statement for 2017 and reports on activities, control and monitoring of the company.

Predsednik Odbora direktora/President of the Board of Directors:

Duga a.d. Beograd

  
DUGA A.D., Industrija boja i lakova  
ul. Viline vode 6

  
Milan Drobac



Duga a.d. Beograd  
Odbor direktora

Duga a.d. Beograd  
The Board of Directors

**Tačka 8. – Predlog odluke za Skupstinu akcionara**

**Item 8 – The proposal of the resolution for the Shareholders' Assembly**

Na osnovu odredbe člana 367, stav 1 tačka 3), 398 stav 1 tačka 8) i 270, stav 1, tačka 1) Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/2011, 83/2014 - dr. Zakon i 5/2015), člana 51 Zakona o tržištu kapitala („Sl.Glasnik RS“, br. 31/2011, 112/2015 i 108/2016), odredbe člana 21, 53 i 59 Statuta društva Duga a.d. Beograd od 21.06.2012. godine, Odbor direktora društva Duga a.d. Beograd, na 34. redovnoj sednici održanoj dana 22.05.2018. godine, utvrdio je i podnosi Skupštini akcionara na usvajanje sledeći predlog:

Pursuant to the provisions of Article 367, paragraph 1, item 3), 398, paragraph 1, item 8) and 270, paragraph 1, item 1) of the Company Law (“Official Gazette RS”, no. 36/2011, 99/2011, 83/2014- other law and 5/2015), Article 51 of the Law on Capital Market (“Official Gazette RS” no. 31/2011, 112/2015 and 108/2016), the provisions of Articles 21, 53 and 59 of the Statute of the Duga a.d. Beograd Company dated June 21, 2012, the Board of Directors of the Duga a.d. Beograd Company has, on its 34. regular meeting held on May 22, 2018, determined and proposed to the Shareholders' Assembly the adoption of the following draft of the:

**Odluke  
o raspodeli neraspoređene dobiti za pokriće gubitaka prenesenih iz ranijih godina**

**Resolution  
On allocation of undistributed profit to cover losses carried forward from earlier years**

Ostvarena neto dobit za 2017. godinu iznosi RSD 9.248.444,22 kao što je iskazano u finansijskom izveštaju društva Duga a.d. Beograd za 2017. godinu.

The remaining net profit for the year 2017 is RSD 9.248.444,22 as determined in the Financial Statements of the Duga a.d. Beograd Company for the year 2017.

Neraspoređena dobit društva Duga a.d. Beograd iz prethodnih godina iznosi RSD 18.974,33.

The undistributed profit of the Duga a.d. Beograd Company from earlier years is RSD 18.974,33.

Ukupan iznos neraspoređene dobiti društva Duga a.d. Beograd iznosi RSD 9.267.418,55.

The total amount of the undistributed profit of Duga a.d. Beograd Company is RSD 9.267.418,55.

Ukupan iznos gubitaka društva Duga a.d. Beograd prenesenih iz ranijih godina iznosi is **RSD 1.653.502.046,96.**

The total amount of the losses of Duga a.d. Beograd Company carried forward from earlier years is **RSD 1.653.502.046,96.**

Ostvarena neto dobit za 2017. godinu u iznosu RSD 9.248.444,22 i neraspoređena dobit iz prethodnih godina u iznosu RSD 18.974,33 društva Duga a.d. Beograd raspoređuju se za pokriće gubitaka prenesenih iz ranijih godina.

The remaining net profit for the year 2017 amounting to RSD 9.248.444,22 and the undistributed profit from earlier years amounting to RSD 18.974,33 of the Duga a.d. Beograd Company shall be allocated for covering losses carried forward from earlier years.

Nakon pokrića gubitaka prenesenih iz ranijih godina kao što je navedeno u prethodnom stavu ove odluke, preostali iznos gubitka društva Duga a.d. Beograd iznosi RSD 1.644.234.628,41.

After the covering losses carried forward from earlier years as it is stated in previous paragraph of this resolution, the remaining loss of the Duga a.d. Beograd Company is RSD 1.644.234.628,41.

Ova odluka stupa na snagu danom donošenja.

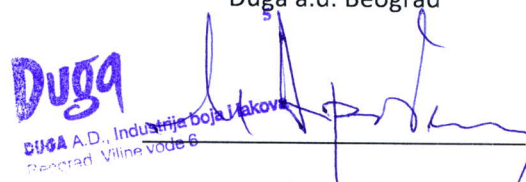
This Resolution shall come into force on the day of its adoption.



| Obrazloženje   | Explanation   |
|--|---|
| <p>Prema finansijskim izveštajima za 2017. godinu društvo Duga a.d. Beograd iskazalo je neto dobit u iznosu od RSD 9.248.444,22. Ostvarena neto dobit društva u 2017. godini potiče najvećim delom usled nastalih kursnih razlika. Imajući u vidu iznos gubitaka prenetih iz ranijih godina i imperativnu odredbu člana 270 stav 1, tačka 1) Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/2011, 83/2014 - dr. Zakon i 5/2015) prema kojoj „Po usvajanju finansijskih izveštaja za poslovnu godinu dobit te godine raspoređuje se za pokriće gubitaka prenesenih iz ranijih godina“, to dalje znači da je društvo obavezno da, po usvajanju finansijskih izveštaja za 2017. godinu, raspodeli dobit ostvarenu u toj godini isključivo za pokriće gubitaka prenesenih iz ranijih godina. Imajući u vidu prethodno navedeno Odbor direktora predlaže Skupštini da usvoji ovu odluku.</p> | <p>Based on the Financial Statement for the year 2017 the Duga a.d. Beograd Company determined the net profit amounting to RSD 9.248.444, 22. The net profit of the company for the year 2017 is derived mostly to foreign exchange differences. Considering the amount of the losses carried forward from earlier year and mandatory provision of Article 270, paragraph 1, item 1) of the Company Law (“Official Gazette RS”, no. 36/2011, 99/2011, 83/2014- other law and 5/2015) based on which “Upon adoption of financial statements for a financial year, the profit of that year shall be allocated to cover losses carried forward from earlier years“, it follows that upon adoption of financial statements for the year 2017, the company is obliged to allocate the profit for that year entirely for covering losses carried forward from earlier years. Considering above stated the Board of director proposes to the Shareholder's Assembly to adopt the above-mentioned resolution.</p> |

Predsednik Odbora direktora/President of the Board of Directors:

Duga a.d. Beograd



Milan Drobac



Duga a.d. Beograd  
Odbor direktora

Duga a.d. Beograd  
The Board of Directors

**Tačka 9. – Predlog odluke za Skupstinu akcionara**

**Item 9 – The proposal of the resolution for the Shareholders' Assembly**

Na osnovu odredbe člana 367, stav 1 tačka 3), 398 stav 1 tačka 8) Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/2011, 83/2014 - dr. Zakon i 5/2015), člana 50 Zakona o tržištu kapitala („Sl.Glasnik RS“, br. 31/2011, 112/2015 i 108/2016), odredbe člana 53 i 59 Statuta društva Duga a.d. Beograd od 21.06.2012. godine, Odbor direktora društva Duga a.d. Beograd, na 34. redovnoj sednici održanoj dana 22.05.2018. godine, utvrdio je i podnosi Skupštini akcionara na usvajanje sledeći predlog:

Pursuant to the provisions of Article 367, paragraph 1, item 3), 398, paragraph 1, item 8) of the Company Law (“Official Gazette RS”, no. 36/2011, 99/2011, 83/2014 - other law and 5/2015), Article 50 of the Law on Capital Markets (“Official Gazette RS” no. 31/2011, 112/2015 and 108/2016), the provisions of Articles 53 and 59 of the Statute of the Duga a.d. Beograd Company dated June 21, 2012, the Board of Directors of the Duga a.d. Beograd Company has, on its 34. regular meeting held on May 22, 2018, determined and proposed to the Shareholders' Assembly the adoption of the following draft of the:

**Odluke**

o usvajanju Izveštaja o izvršenoj reviziji godišnjeg Finansijskog izveštaja za 2017. Godinu

**Resolution**

on adopting  
the Auditor's Report on the auditing of the Financial Statement for 2017

Usvaja se izveštaj nezavisnog revizora društva Deloitte d.o.o. Beograd, u vezi sa Finansijskim izveštajem, izveštajima o radu, kontroli i nadzoru nad poslovanjem društva Duga a.d. Beograd za 2017. godinu.

The independent Auditor's Report of the Deloitte d.o.o. Beograd Company, in connection with the Financial Statement, reports on activities, control and monitoring of the business activities of the Duga a.d. Beograd Company for 2017, shall hereby be adopted.

Revizorski izveštaj iz prethodnog stava ove odluke dat je u prilogu i čini sastavni deo ove odluke.

The Auditor's report stated in the previous paragraph of this Resolution is enclosed herein as an integral part of this Resolution.

Ova odluka stupa na snagu danom donošenja.

This Resolution shall come into force on the day of its adoption.

**Obrazloženje**

Blagovremeno usvajanje Revizorskog izveštaja je zakonom propisana obaveza, tako da Odbor direktora predlaže Skupštini akcionara da usvoji ovu odluku.

**Explanation**

The timely adoption of the Auditor's Report is an obligation prescribed by the law, thus the Board of Directors proposes to the Shareholder's Assembly to adopt the above-mentioned resolution.

Predsednik Odbora direktora/President of the Board of Directors:

**Duga**

DUGA A.D., Industrija boja i lakova  
Beograd, Viline vode 6

Duga a.d. Beograd

Milan Drobac

Duga

DUGA A.D.  
INDUSTRIJA BOJA I LAKOVA

Duga a.d. Beograd  
Odbor direktora

BROJ

49

DATUM

22.05.2018

DUGA Akcionarsko društvo, 11000 Beograd, Viline kode 6

**Tačka 10. – Predlog odluke za Skupstinu akcionara**

Na osnovu odredaba člana 367, stav 1 tačka 3), 398 stav 1 tačka 8) Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/2011, 83/2014 - dr. Zakon i 5/2015), odredbe člana 53 i 59 Statuta društva Duga a.d. Beograd od 21.06.2012. godine, Odbor direktora društva Duga a.d. Beograd, na 34. redovnoj sednici održanoj dana 22.05.2018. godine, utvrdio je i podnosi Skupštini akcionara na usvajanje sledeći predlog:

**Odluke**

o izboru članova odbora direktora

Konstatuje se da primenom odredaba člana 386 Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/2011, 83/2014 - dr. Zakon i 5/2015), gospodinu Vladimiru Ristiću, jmbg. 0911983761049, izvršnom direktoru i članu Odbora direktora koji je imenovan kooptacijom, i Aleksandru Saleviću, jmbg. 0506992710269, neizvršnom direktoru i članu Odbora direktora koji je imenovan kooptacijom, mandat prestaje na prvoj narednoj sednici skupštine, koja se održava na današnji dan.

Na upražnjeno mesto izvršnog direktora i člana Odbora direktora, na mandatni period od četiri godine, počev od dana stupanja na snagu ove Odluke, imenuje se gospodin Vladimir Ristić, jmbg. 0911983761049, dok se na upražnjeno mesto neizvršnog direktora i člana Odbora direktora, na mandatni period od četiri godine, počev od dana stupanja na snagu ove Odluke imenuje se gospodin Aleksandar Salević, jmbg. 0506992710269.

Ova odluka stupa na snagu danom donošenja.

**Obrazloženje**

U skladu sa odredbama Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/2011, 83/2014 - dr. Zakon i 5/2015) i Statuta društva Duga a.d. Beograd, kao i potrebe da se obezbedi pun sastav Odbora direktora, Odbor direktora je utvrdio i uputio Skupštini akcionara društva Duga a.d. Beograd na usvajanje ovaj predlog odluke.

Predsednik Odbora direktora/President of the Board of Directors:

Duga

DUGA A.D., Industrija boja i lakova  
11000 Beograd, Viline kode 6

Duga a.d. Beograd

Milan Drobac

Duga

DUGA A.D.  
INDUSTRIJA BOJA I LAKOVA

Duga a.d. Beograd

The Board of Directors

BROJ

49

DATUM

22.05.2018

DUGA Akcionarsko društvo, 11000 Beograd, Viline kode 6

**Item 10 – The proposal of the resolution for the Shareholders' Assembly**

Pursuant to the provisions of Article 367, paragraph 1, item 3), 398 paragraph 1, item 8) of the Company Law (“Official Gazette RS”, no. 36/2011, 99/2011, 83/2014-other law and 5/2015), the provisions of Articles 53 and 59 of the Statute of the Duga a.d. Beograd Company dated June 21, 2012, the Board of Directors of the Duga a.d. Beograd Company has, on its 34. regular meeting held on May 22, 2018, determined and proposed to the Shareholders' Assembly the adoption of the following draft of the:

**Resolution**

on electing the member of the Board of Directors

It is hereby acknowledged that by applying the provisions of Article 386 of the Law on Companies (“Official Gazette RS”, no. 36/2011, 99/201183/2014-other law and 5/2015), the mandate of Mr. Vladimir Ristic, personal id.no. 0911983761049, acting as the executive director and the member of the Board of Directors, and Mr. Aleksandar Salevic, personal id.no. 0506992710269, acting as the non-executive director and the member of the Board of Directors shall cease at the first session of the Shareholders' Assembly, scheduled to be held today.

In this resolution, Mr Vladimir Ristic, personal id. no. 0911983761049, is to be nominated for the vacant position of the executive director and member of the Board of Directors, and Mr. Alksandar Salević, personal id. no. 0506992710269, is to be nominated for the vacant position of the non-executive director and member of the Board of Directors, for a four-year term, starting on the date this Resolution comes into force.

This Resolution shall come into force on the day of its adoption.

**Explanation**

In accordance with the provisions of the Company Law (“Official Gazette RS”, no. 36/2011, 99/2011, 83/2014-other law and 5/2015) and the Statute of the Duga a.d. Beograd Company, as well as the need to ensure full membership of the Board of Directors, the Board of Directors has determined and proposed to the Shareholders' Assembly that this proposal of the resolution be adopted.

Duga a.d. Beograd  
Odbor direktora

BROJ 50 DATUM 22.05.2018  
DUGA Akcionarsko društvo, 11000 Beograd, Viline vode 6

**Tačka 11. – Predlog odluke za Skupstinu akcionara**

Na osnovu odredbe člana 367, stav 1 tačka 3), 398 stav 1 tačka 8) Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/2011, 83/2014 - dr. Zakon i 5/2015), člana 54 Zakona o tržištu kapitala („Sl.Glasnik RS“, br. 31/2011, 112/2015 i 108/2016), odredbe člana 53 i 59 Statuta društva Duga a.d. Beograd od 21.06.2012. godine, Odbor direktora društva Duga a.d. Beograd, na 34. redovnoj sednici održanoj dana 22.05.2018. godine, utvrdio je i podnosi Skupštini akcionara na usvajanje sledeći predlog:

**Odluke**

o izboru revizora društva Duga a.d. Beograd za 2018. godinu i naknadi za njegov rad

Za revizora društva Duga a.d. Beograd za poslovnu 2018. godinu bira se privredno društvo Deloitte d.o.o. Beograd, ul. Terazije 8, Beograd („Revozor“).

Naknada izabranom revizoru za reviziju Finansijskog izveštaja za poslovnu 2018. godine utvrđuje se u svemu u skladu sa dostavljenom ponudom.

Ovlašćuje se zakonski zastupnik – Izvršni direktor društva Duga a.d. Beograd za realizaciju ove odluke i za zaključenje ugovora o vršenju revizije Finansijskog izveštaja za poslovnu 2018. godinu, sve u skladu sa ovom odlukom.

**Obrazloženje**

Izbor nezavisnog revizora za reviziju finansijskog izveštaja je zakonom propisana obaveza. Društvo Deloitte d.o.o. Beograd je već obavljalo reviziju finansijskih izveštaja društva Duga a.d. Beograd, tako da Odbor direktora predlaže Skupštini akcionara da usvoji ovu odluku.

Duga a.d. Beograd  
The Board of Directors

BROJ 50 DATUM 22.05.2018  
DUGA Akcionarsko društvo, 11000 Beograd, Viline vode 6

**Item 11 – The proposal of the resolution for the Shareholders' Assembly**

Pursuant to the provisions of Article 367, paragraph 1, item 3), 398 paragraph 1, item 8) of the Company Law (“Official Gazette RS”, no. 36/2011, 99/2011, 83/2014 - other law and 5/2015), Article 50 of the Law on Capital Markets (“Official Gazette RS” no. 31/2011, 112/2015 and 108/2016), the provisions of Articles 53 and 59 of the Statute of the Duga a.d. Beograd Company dated June 21, 2012, the Board of Directors of the Duga a.d. Beograd Company has, on its 34. regular meeting held on May 22, 2018, determined and proposed to the Shareholders' Assembly the adoption of the following draft of the:

**Resolution**

On appointing the Company's Auditor for 2018 and the compensation for their work

The company Deloitte d.o.o. Beograd, 8 Terazije, Belgrade (The “Auditor”) shall hereby be appointed as the Auditor of the Duga a.d. Beograd Company for the business year 2018.

The compensation for performing the audit of the financial statement for the business year 2018 is determined fully in accordance with the delivered offer.

The legal representative – Executive director of the Duga a.d. Beograd Company is authorized for implementation of this resolution and to conclude the agreement on providing auditing of the Financial statement for the business year 2018, all in accordance with this resolution.

**Explanation**

The timely appointing of the Auditor for performing the audit of the financial statement for 2018 is an obligation prescribed by the law. The Deloitte d.o.o. Beograd Company has already been performing the audit of the financial statement of the Duga a.d. Beograd Company, thus the Board of Directors proposed to the Shareholder's Assembly to adopt the above-mentioned resolution.

Predsednik Odbora direktora/President of the Board of Directors:

5  
Duga a.d. Beograd  
Duga  
DUGAA.D. Industrija boja i lakova  
11000 Beograd, Viline vode 6

Milan Drobac