

**Duga a.d. Beograd
Odbor direktora**

Tačka 10. – Predlog odluke za Skupstinu akcionara

Na osnovu odredaba člana 367, stav 1 tačka 3), 396, 398 stav 1 tačka 8) Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/2011, 83/2014 - dr. Zakon, 5/2015, 44/2018 i 95/2018), odredbe člana 53 i 59 Statuta društva Duga a.d. Beograd od 21.06.2012. godine, Odbor direktora društva Duga a.d. Beograd, na redovnoj sednici održanoj dana 06.06.2019. 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, 5/2015, 44/2018 i 95/2018), gospođi Dejani Todorović, jmbg 3004969715445, izvršnom direktoru i članu Odbora direktora koja je imenovana kooptacijom, i gospođi Aleksandri Milosavljević, jmbg 0607984715287, neizvršnom direktoru i članu Odbora direktora koja je imenovana kooptacijom, mandat prestaje na prvoj narednoj sednici skupštine, koja se održava na današnji dan.

Konstatuje se da danom donošenja ove odluke gospodinu Drobac Milanu, jmbg 0702960301212, neizvršnom direktoru i članu odbora direktora, prestaje mandat usled date ostavke koja proizvodi dejstvo sa danom 27.6.2019. godine.

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 gospođa Dejana Todorović, jmbg 3004969715445, 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 gospođa Aleksandra Milosavljević, jmbg 0607984715287, i na upražnjeno mesto drugog neizvršnog direktora i člana Odbora direktora, na mandatni period od četiri godine, počev od dana stupanja na snagu ove odluke imenuje se gospođa Ana Nikolić, jmbg 1507977715203.

Ova odluka stupa na snagu danom donošenja.

**Duga a.d. Beograd
The Board of Directors**

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

Pursuant to the provisions of Article 367, paragraph 1, item 3), 396, 398 paragraph 1, item 8) of the Company Law (“Official Gazette RS”, no. 36/2011, 99/2011, 83/2014- other law, 5/2015, 44/2018 and 95/2018), 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 regular meeting held on 06.06.2019, 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, 99/2011/83/2014- other law, 5/2015 and 44/2018), the mandate of Mrs. Dejana Todorovic, personal id.no. 3004969715445 , acting as the executive director and the member of the Board of Directors, and Mrs. Aleksandra Milosavljevic, personal id.no. 0607984715287, 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.

It is hereby acknowledged that on the day of adoption of this resolution, the mandate of Mr Drobac Milan, personal id.no. 0702960301212, acting as the nonexecutive director and the member of the Board of Directors shall be ceased, based on the submitted resignation with legal effect started with the day 27.6.2019.

In this resolution, Mrs. Dejana Todorovic, personal id. no. 3004969715445, is to be nominated for the vacant position of the executive director and member of the Board of Directors, Mrs. Aleksandra Milosavljević, personal id. no. 0607984715287, 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, and Mrs. Ana Nikolic, personal id.no. 1507977715203 is to be nominated for the vacant position of the second 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.

| Obrazloženje | Explanation |
|--|--|
| <p>Ovim predlogom odluke Odbor direktora vrši dopunu predloga odluke o izboru članova odbora direktora društva Duga a.d. Beograd od dana 27.5.2019. godine, imajući u vidu da je gospodin Milan Drobac dana 05.05.2019. godine podneo ostavku na mesto člana odbora direktora i predsednika odbora direktora društva, tako da njegova funkcija prestaje sa danom održavanja skupštine akcionara društva Duga a.d. Beograd koja je zakazana za dan 27.6.2019. godine.</p> <p>U skladu sa odredbama Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/2011, 83/2014 - dr. Zakon, 5/2015, 44/2018 i 95/2018) 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.</p> | <p>By this draft of the resolution the Board of Directors amends the draft of resolution on electing the member of the Board of Directors of the company Duga a.d. Beograd adopted on 27.5.2019, considering that Mr. Milan Drobac submitted revocation on the position of the member of the Board of Directors and the President of board of directors of the company, thus his function shall be ceased on the day of the Shareholders' Assembly scheduled on 27.6.2019.</p> <p>In accordance with the provisions of the Company Law (“Official Gazette RS”, no. 36/2011, 99/2011, 83/2014- other law, 5/2015, 44/2018 and 95/2018) 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.</p> |

Predsednik Odbora direktora/President of the Board of Directors:

Duga a.d. Beograd

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

Milan Drobac