

DUGA a.d. Beograd

Delovodni broj:

27.05.2019. godine

Beograd

Na osnovu odredaba članova 335 i 336 Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/2011, 83/2014 - dr. Zakon, 5/2015, 44/2018 i 95/2018), člana 65 Zakona o tržištu kapitala („Sl.Glasnik RS“, br. 31/2011, 112/2015 i 108/2016), članova 28, 29 i 30 Statuta privrednog društva Duga a.d. Beograd od 21.06.2012. godine, odluke Odbora direktora o sazivanju redovne godišnje sednice skupštine privrednog društva Duga a.d. Beograd, donete dana 27.05.2019. godine, Odbor direktora privrednog društva Duga a.d. Beograd upućuje:

**Akcionarima privrednog društva**

**Duga a.d. Beograd,**

**POZIV ZA REDOVNU GODIŠNJU SEDNICU  
SKUPŠTINE PRIVREDNOG DRUŠTVA**

**DUGA a.d. BEOGRAD**

Matični broj: 07088957

PIB: 100001302

Pretežna delatnost:

4673 trgovina na veliko drvetom, građevinskim materijalom i sanitarnom opremom

Redovna (godišnja) sednica Skupštine akcionara društva Duga a.d. Beograd održaće se dana **27.06.2019. 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, sa sledećim:

**Dnevnim redom**

**A. Prethodni postupak**

1. Otvaranje sednice;
2. Imenovanje Komisije za glasanje;

DUGA a.d. Beograd

Reference number:

27.05.2019

Belgrade

Pursuant to the provisions of Articles 335 and 336 of the Company Law (“Official Gazette RS”, no. 36/2011, 99/2011, 83/2014- other law, 5/2015, 44/2018 and 95/2018), Article 65 of the Law on Capital Markets (“Official Gazette RS” no. 31/2011, 112/2015 and 108/2016), Articles 28, 29 and 30 of the Statute of the Duga a.d. Beograd Company, dated June 21, 2012, the Decision of the Board of Directors on convening the Annual General Meeting of the Duga a.d. Beograd Company, dated 27.05.2019, the Shareholders’ Assembly of the Duga a.d. Beograd Company is addressing to:

**The shareholders of the  
Duga a.d. Beograd Company,**

**AN INVITATION TO ATTEND THE REGULAR  
ANNUAL ASSEMBLY OF THE  
DUGA a.d. BEOGRAD COMPANY**

Company's registration no: 07088957

TIN: 100001302

Principal activity:

4673 wholesale of wood, construction materials and sanitary equipment

The regular (annual) meeting of the Shareholders’ Assembly is scheduled to be held on **27.06.2019, at 12:00 pm** in the Duga a.d. Beograd Company's head office in Belgrade, at 6 Viline vode, first floor, under the following:

**Agenda**

**A. Previous procedure**

1. Opening of the meeting;
2. Appointing the Voting Committee;

3. Utvrđivanje kvoruma i sastavljanje spiska učesnika;
4. Izbor predsednika Skupštine akcionara;
5. Imenovanje zapisničara i overivača zapisnika.

#### B. Redovan rad

6. **Donošenje odluke o** usvajanju zapisnika sa prethodne redovne (godišnje) sednice Skupštine akcionara;
7. **Donošenje odluke o** usvajanju godišnjeg Finansijskog izveštaja za 2018. godinu, Godišnjeg izveštaja o poslovanju za 2018. godinu i Izveštaja Odbora direktora u vezi sa Finansijskim izveštajem za 2018. godinu i izveštajima o radu, kontroli i nadzoru nad poslovanjem društva Duga a.d. Beograd za 2018. godinu;
8. **Donošenje odluke** raspodeli neraspoređene dobiti za pokriće gubitaka iz ranijih godina;
9. **Donošenje odluke o** usvajanju Izveštaja o izvršenoj reviziji godišnjeg Finansijskog izveštaja za 2018. godinu;
10. **Donošenje odluke o** imenovanju članova Odbora direktora;
11. **Donošenje odluke o** izboru revizora za 2019. godinu i naknadi za rad revizora u 2019. godini.

Privredno društvo Duga a.d. Beograd na dan upućivanja ovog poziva ima izdatih ukupno 320.827 akcija, nominalne vrednosti 3.600,00 dinara, od čega:

- i. 311.521 komada običnih akcija (sa pravom upravljanja odnosno pravom glasa), a koje akcije imaju dodeljen ISIN broj RSDUGAE70888 i CFI kod ESVUFR, i
- ii. 9.306 komada preferencijalnih akcija (bez prava upravljanja odnosno bez prava

3. Establishing the quorum and drafting the list of participants;
4. Appointing the President of the General Assembly of shareholders;
5. Appointing the keeper of the minutes and verifiers of the minutes.

#### B. Regular work

6. **Adopting the Resolution** on the approval of the minutes from the last regular session of the Shareholders' Assembly;
7. **Adopting the Resolution** on the adoption of the Annual Financial Report for 2018, the Annual Report on Operations for 2018 and the Report of the Board of Directors regarding the Financial Report for 2018, and reports on business activities, control and monitoring of the business activities of the Duga a.d. Beograd Company for 2018;
8. **Adopting the Resolution** on allocation of undistributed profit to cover losses carried forward from earlier years;
9. **Adopting the Resolution** on the adoption of the Report on the Audit of the Annual Financial Report for 2018;
10. **Adopting the Resolution** on appointing the members of the Board of Directors;
11. **Adopting the Resolution** on the election of auditors for 2019 and compensation for their work in 2019.

On the day of sending this invitation, the Duga a.d. Beograd Company has issued a total of 320,827 shares with a nominal value of 3,600.00 dinars, of which:

- i. 311,521 of ordinary shares (with voting rights or the right to vote), and which have been assigned the ISIN number RSDUGAE70888 and the CFI code ESVUFR, and
- ii. 9,306 of preference shares (without the right to manage i.e. non-voting rights), and which have been assigned the ISIN number



glasa), a koje akcije imaju dodeljen ISIN broj RSDUGAE19109 i CFI kod EPNNNR.

iii.

#### **Kvorum i većina za donošenje odluka**

Kvorum za redovnu sednicu Skupštine akcionara čini obična većina od ukupnog broja glasova akcija sa pravom glasa, odnosno 50% + 1 glas, što iznosi 155.761 glas.

Odluke po svim tačkama dnevnog reda donose se običnom većinom glasova prisutnih akcionara, pri čemu svaka akcija daje pravo na jedan glas.

Kompletan materijal za ovu redovnu sednicu Skupštine, akcionari mogu preuzeti u poslovnim prostorijama društva Duga a.d. Beograd, adresa Viline vode broj 6, prvi sprat kancelarija broj **35**, u vremenu od 13:00 do 15:00 časova, radnim danima ponedeljak-petak, kao i na internet stranici društva Duga a.d. Beograd: [www.duga-ibl.com](http://www.duga-ibl.com)

#### **Dan akcionara**

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 **17.06.2019. godine**, koji dan jeste deseti dan pre dana održavanja redovne sednice.

Spisak akcionara se utvrđuje prema podacima izvoda iz jedinstvene evidencije akcionara Centralnog registra, depoa i kliringa hartija od vrednosti Republike Srbije.

#### **Upućivanje poziva**

Ovaj poziv se upućuje svim akcionarima iz jedinstvene evidencije akcionara privrednog društva Duga a.d. Beograd Centralnog registra, depoa i kliringa hartija od vrednosti na **dan 27. 05.2019. godine**, kao dana donošenja odluke o sazivanju redovne sednice Skupštine akcionara privrednog društva Duga a.d. Beograd.

RSDUGAE19109 and the CFI code EPNNNR.

#### **Quorum and majority decisions**

The quorum on the agenda of the Shareholders' Assembly is constituted of the majority of the total number of votes of the voting shares, or 50% + 1 vote, which amounts to 155,761 votes.

The decisions on all items on the agenda shall be adopted by the simple majority of shareholders who are present, in which every share carries the right to a single vote.

Shareholders may obtain a complete set of materials for this regular Assembly meeting at the Duga a.d. Beograd Company's head office in Belgrade, 6 Viline vode, first floor, office number **35**, within working hours 13:00 am until 15:00 pm, working days Monday to Friday, as well as on the Internet page of the Duga a.d. Beograd Company at [www.duga-ibl.com](http://www.duga-ibl.com)

#### **Shareholders' day**

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. **17.6.2019**, which is the tenth day prior to the regular session.

The list of shareholders shall be determined according to the excerpt from the unique shareholders' records of the Central Securities Depository of the Republic of Serbia.

#### **Addressing the invitation**

This invitation is addressed to all the shareholders from the unique shareholders' records of the Central Securities Depository of the Republic of Serbia on **27.05.2019**, as the date of the decision on convening the regular annual shareholders meeting of the Duga a.d. Beograd Company.

### **Učešće u radu Skupštine**

Pravo na lično učešće u radu redovne Skupštine imaju svi akcionari vlasnici običnih akcija, tako da jedna daje pravo na jedan glas, u skladu sa zakonom i Statutom privrednog društva Duga a.d. Beograd. Spisak akcionara koji imaju prethodno navedeno pravo društvo će utvrditi na osnovu izvoda iz jedinstvene evidencije akcionara Centralnog registra, depoa i kliringa hartija od vrednosti na Dan akcionara.

Akcionari preferencijalnih akcija imaju pravo prisustvovanja i učestvovanja u radu skupštine, bez prava glasa u donošenju odluka Skupštine.

### **Punomoćje za glasanje**

Akcionar na redovnoj sednici Skupštine akcionara može glasati i preko punomoćnika na osnovu datog punomoćja za glasanje. Punomoćje za glasanje mora biti u pisanoj formi, na formularu punomoćja propisanom od strane privrednog društva Duga a.d. Beograd. Potpis akcionara na formularu punomoćja za glasanje na redovnoj sednici Skupštine akcionara mora biti overen u skladu sa zakonom kojim se uređuje overa potpisa.

Akcionar može da izmeni ili opozove punomoćje i da o tome obavesti privredno društvo Duga a.d. Beograd do održavanja Skupštine. Ukoliko akcionar lično učestvuje u radu Skupštine smatra se da je opozvao dato punomoćje.

Punomoćja data za prethodnu redovnu sednicu Skupštine na kojima nije navedeno da važe samo za tu sednicu, važe i za ovu sednicu, odnosno do opoziva ili isteka perioda na koje je dato.

Punomoćja ili njihove kopije moraju biti dostavljeni najkasnije tri (3) radna dana pre dana održavanja redovne sednice Skupštine. Na redovnoj sednici Skupštini punomoćnik mora prezentovati original dato punomoćje u napred navedenoj formi.

### **Participation in the Assembly**

The right to participate in person in the General Assembly applies to all the shareholders who are holders of ordinary shares so that each one entitles them to one vote, in accordance with the law and the Statute of the Duga a.d. Beograd Company. The list of shareholders who hold the previously stated right shall be determined by the company according to the excerpt from the unique shareholders' records of the Central Securities Depository of the Republic of Serbia.

Shareholders who are owners of preferred shares are entitled to attend and participate in the work of the Assembly, without the right to vote in the decisions of the Assembly.

### **Power of attorney for voting**

The Shareholder on the regular Assembly meeting may vote by proxy on the basis of the given power of attorney to vote. The power of attorney for voting must be in writing, on a form prescribed by the Duga a.d. Beograd Company. The signature of the shareholders on the form pertaining to the power of attorney has to be duly certified in line with the law regulating signature certification.

The shareholder may amend or revoke the power of attorney and notify the Duga a.d. Beograd Company up until the holding of the Assembly meeting. If the shareholder participates in person in the work of the Assembly it shall be considered that the given power of attorney has been revoked.

The power of attorney given for the previous general meeting of the Assembly which has not been stated to be valid only for that session, shall also apply to this session or until the revocation or expiration of the period for which it has been given.

The power of attorney or its copy must be submitted no later than three (3) working days prior to the Assembly meeting. At the regular meeting of the Assembly the proxy must present the original power of attorney given in the above mentioned form.



Punomoćje za glasanje može se dati i elektronskim putem, s tim što ono mora biti potpisano kvalifikovanim elektronskim potpisom u skladu sa zakonom kojim se reguliše elektronski potpis.

#### **Glasanje u odsustvu**

Glasanje u odsustvu se vrši formularom – glasačkim listićem koji se može preuzeti na internet stranici privrednog društva Duga a.d. Beograd [www.duga-ibl.com](http://www.duga-ibl.com). Potpis na formularu-glasačkom listiću za glasanje u odsustvu, mora biti overen u skladu sa zakonom kojim se uređuje overa potpisa.

#### **Postavljanje pitanja i dopuna dnevnog reda**

Akcionar koji ima pravo na učešće u radu Skupštine ima pravo da direktorima odnosno članovima Odbora direktora postavi pitanja koja se odnose na tačke dnevnog reda sednice, kao i druga pitanja u vezi sa privrednim društvom Duga a.d. Beograd samo u meri u kojoj su odgovori na takva pitanja neophodni za pravičnu procenu pitanja koja se odnose na tačke dnevnog reda sednice.

Jedan ili više akcionara koji poseduju najmanje 5% akcija sa pravom glasa mogu Odboru direktora predložiti pisanim putem dodatne tačke za dnevni red sednice o kojima predlažu da se raspravlja, kao i dodatne tačke o kojim se predlaže da Skupština donese odluku, pod uslovom da obrazlože taj predlog ili da dostave tekst odluke čije usvajanje predlažu, a sve u skladu sa odredbom člana 337 Zakona o privrednim društvima („Sl.Glasnik RS“, br. 36/2011, 99/201183/2014- dr. Zakon, 5/2015 i 44/2018). Pisani predlog mora biti podnet najkasnije 20 dana pre dana održavanja redovne sednice Skupštine.

Pitanja u vezi sa procedurom glasanja u odsustvu i svim drugim pravima akcionara mogu biti postavljena na internet stranici društva Duga a.d. Beograd.

Ovaj Poziv akcionarima za redovnu (godišnju) sednicu Skupštine se objavljuje:

(i) na internet stranici privrednog društva Duga a.d. Beograd [www.duga-ibl.com](http://www.duga-ibl.com), (ii) na internet stranici Registra privrednih subjekata koji se vodi

The power of attorney for voting can be provided electronically except that it must be signed by a qualified electronic signature in accordance with the law governing electronic signatures.

#### **Voting in absentia**

The voting *in absentia* shall be conducted through a form which may be downloaded from the Duga a.d. Beograd Company's website at [www.duga-ibl.com](http://www.duga-ibl.com). The signature on the form must be certified in accordance with the law governing the certification of signatures.

#### **Asking questions about the issues and amendments to the agenda**

A shareholder eligible to attend the Assembly meeting shall be entitled to ask the directors i.e. the members of the Board of directors, questions about issues related to the item of the agenda under discussion, as well as about other issues related to the Duga a.d. Beograd Company only to the degree to which the answers to such questions are necessary for the proper assessment of the issues concerning that specific item on the agenda.

One or more shareholders owning at least 5% of shares with a voting right may propose to the Board of Directors, in writing, additional items to be discussed on the agenda as well as additional items proposed to the Assembly for adoption, provided that the proposal is explained and the text of the proposal resolution submitted, and all in accordance with Article 337 of the Company Law (“Official Gazette RS”, no. 36/2011, 99/2011, 83/2014- other law, 5/2015 and 44/2018). The additional items proposed must be submitted in writing not later than 20 days prior to the Assembly's meeting.

The questions regard to the procedure of voting *in absentia* as well as other rights of the Shareholders can be asked via the Internet page of the Duga a.d. Beograd Company.

The Invitation for shareholders to attend the regular (annual) Assembly meeting shall be published on the:

(i) Internet page of the Duga a.d. Beograd Company at [www.duga-ibl.com](http://www.duga-ibl.com), (ii) internet page of the Business Entities Registry, (iii) the internet

kod Agencije za privredne registre, (iii) na internet stranici Beogradske berze a.d. Beograd i to Multilateralne Trgovačke Platforme gde su uključene akcije privrednog društva Duga a.d. Beograd, i (iv) na internet stranici Centralnog registra. Objava traje do dana održavanja redovne sednice Skupštine. Pored ovoga na internet stranici privrednog društva Duga a.d. Beograd će biti objavljeni i predlozi Odluka upućeni Skupštini akcionara na usvajanje formular punomoćja i formular glasačkog listića za glasanje u odsustvu.

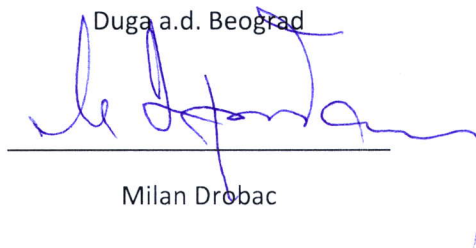
Ovaj Poziv ujedno predstavlja i Obaveštenje o povremenim informacijama iz člana 65 stav 2. tačka 1. Zakona o tržištu kapitala („Sl.Glasnik RS“, br. 31/2011, 112/2015 i 108/2016).

page of the Multilateral Commercial Platform, where the shares of the Duga a.d. Beograd Company are included, and (iv) Central securities, depository and clearing house. The invitation shall remain posted until the day when the Assembly's meeting is held. In addition, on the website of the Duga a.d. Beograd Company the drafts of the decisions addressed to the Shareholders' Meeting to adopt, the form of the power of attorney and the form of the absentee voting shall also be published.

This invitation is at the same time a Notice on occasional information referred to in Article 65, paragraph 2, item 1 of the Law on Capital Markets ("Official Gazette of RS", no. 31/2011, 112/2015 and 108/2016).

Predsednik Odbora direktora/President of the Board of Directors:

Duga a.d. Beograd



Milan Drobac

