

## UGOVOR O STATUSNOJ PROMENI IZDVAJANJA UZ PRIPAJANJE

Siemens doo Beograd / Siemens Gas & Power doo

### Prilog 2 – Predlog Odluke skupštine društva prenosioca o statusnoj promeni

SIEMENS Aktiengesellschaft Österreich, Siemensstrasse 90, 1210 Beč, Austrija, registrovano pri Privrednom sudu u Beču pod registracionim brojem FN 60562 m (nadalje: „**Član**”), vršeci funkciju skupštine privrednog društva SIEMENS d.o.o. Beograd, ul. Omladinskih brigada 90v, Beograd-Novi Beograd, matičnog broja 17134965, (u daljem tekstu: „**Društvo**“) u skladu sa članom 198 stav 4 Zakona o privrednim društvima ("Službeni glasnik Republike Srbije", br. 36/2011, 99/2011, 83/2014 - dr. zakon, 5/2015, 44/2018 i 95/2018) (nadalje: „**Zakon**“), doneo je sledeću:

#### ODLUKU

##### **o statusnoj promeni, načinu i uslovima njenog sprovođenja i odobravanju nacrtu ugovora o statusnoj promeni**

1. Ovim se shodno odredbama člana 200 stav 1 tačka 22 Zakona usvaja odluka o reorganizaciji Društva kroz statusnu promenu izdvajanja uz pripajanje u skladu sa članom 489 stav 1 tačka 2 Zakona, a na način što će Društvo, kao društvo prenosilac, određeni deo svoje imovine i obaveza preneti na privredno društvo Siemens Gas & Power doo Beograd, matičnog broja 21517445, kao na društvo sticaoca.

2. U skladu sa odredbama člana 498 stava 1 tačka 3 Zakona ovim se odobrava Nacrt ugovora o statusnoj promeni izdvajanja uz pripajanje, objavljenom na internet stranici Društva dana [•], odnosno registrovanom i objavljenom na internet stranici Registra privrednih društava Agencije za privredne registre dana [•]. Ovim se nadalje nalaže zastupnicima Društva da na dan donošenja ove Odluke potpišu Ugovor o statusnoj promeni izdvajanja uz pripajanje shodno objavljenom Nacrtu, kao i da preduzmu sve druge aktivnosti, uključujući i donošenje svih neophodnih akata, a u cilju uspešnog i blagovremenog sprovođenja ove statusne promene izdvajanja uz pripajanje.

SIEMENS Aktiengesellschaft Österreich, Siemensstrasse 90, A 1210 Vienna, Austria, registered with the Commercial Court of Vienna, registration number FN 60562 m (hereinafter: „**Shareholder**”), acting in its capacity of the Assembly of the company SIEMENS d.o.o. Beograd, Omladinskih brigada Street 90v, Belgrade-Novi Beograd, registration number: 17134965 (hereinafter: "**Company**") in accordance with Article 198 Paragraph 4 of the Law on Commercial Entities (Official Gazette of the Republic of Serbia no. 36/2011, 99/2011, 83/2014, 5/2015, 44/2018 and 95/2018) (hereinafter: „**Company Law**“), adopts the following:

#### RESOLUTION

##### **on Status Change, the Terms and Conditions thereof and on Approval of Draft Status Change Agreement**

1. Based on the provisions of Article 200 Paragraph 1 point 22 of the Company Law, the Shareholder hereby adopts the Resolution on reorganization of the Company by conducting a status change of spin-off by merger in accordance with Article 489 Paragraph 1 Point 2 of the Company Law, in course of which the Company shall, acting as transferor, transfer certain parts of its assets and obligations to Siemens Gas & Power doo Beograd, RN 21517445, as to transferee.

2. Pursuant to Article 498 Paragraph 1 Point 3 of the Company Law, the Draft Agreement on Status Change of Spin-off by Merger, published on the Company's webpage on [•] and registered and published on the webpage of the Commercial Entities Register kept by the Business Registers Agency on [•], is hereby approved. The Company's representatives are instructed to sign the Agreement on Status Change of Spin-Off by Merger on the date of the adoption of this Resolution, in the form and with the substance as published Draft, as well as to undertake all necessary activities and to issue all required instruments for the purpose of successful conduction of this status change of spin-off by merger.

3. Ovim se potvrđuje da je Član Društva propisno obavešten o navedenoj statusnoj promeni i da mu je omogućen uvid u odgovarajuće dokumente i akte u skladu sa odredbama člana 495 Zakona. U skladu sa odredbama člana 490 stava 4, 5 i 6 Zakona, Član Društva izražava saglasnost da se u postupku ove statusne promene (a) finansijski izveštaji iz člana 490 stava 1 tačke 2 Zakona, (b) izveštaj revizora o izvršenoj reviziji statusne promene iz člana 490 stava 1 tačke 3 Zakona i (c) izveštaji o statusnoj promeni direktora društva iz člana 490 stava 1 tačke 4 Zakona, neće sačinjavati.

4. Istovremeno sa ovom Odlukom, shodno članu 498 stav 4 tačka 1 Zakona, Skupština Društva će usvojiti izmene i dopune Osnivačkog akta Društva, a shodno formi i sadržini priloženoj uz Nacrt Ugovora o statusnoj promeni.

5. Usled statusne promene dolazi i do smanjenja osnovnog novčanog kapitala Društva za 152.636.246,51 RSD tako da upisani i uplaćeni / uneti osnovni kapital iznosi:

**Upisani novčani kapital**  
691.039.362,95 RSD  
**Upisani nenovčani kapital**  
182.313.843,74 RSD  
**Uplaćeni novčani kapital**  
691.039.362,95 RSD  
**Uneti nenovčani kapital**  
182.313.843,74 RSD

6. Ova Odluka stupa na snagu davanjem odgovarajuće izjave direktora Društva. Ova Odluka je sačinjena u tri primerka. U slučaju odstupanja ili protivrečnosti između teksta ove odluke na srpskom i engleskom jeziku, merodavan je tekst odluke na srpskom.

U Beogradu, dana [•]

3. Hereby it is being acknowledged that the Shareholder has been properly informed on the abovementioned status change, as well as that he has been granted with the right of insight of relevant documents and deeds in accordance with Article 495 of the Company Law. In accordance with the provisions of Article 490 Paragraph 4, 5 and 6 of the Company Law, the Shareholder hereby agrees that in course of this status change (a) financial statements as stipulated by the Article 490 Paragraph 1 Point 2 of the Company Law, (b) auditor's report on the status change, as stipulated by the Article 490 Paragraph 1 Point 3 of the Company Law, as well as (c) management reports on status change, as stipulated by the Article 490 Paragraph 1 Point 4 of the Company Law, shall not be prepared.

4. Simultaneously with this Resolution, in accordance with Article 498 Paragraph 4 Point 1 of the Company Law, the Assembly of the Company shall adopt the Amendments to the Founding Act of the Company in the form and with the content as enclosed to the Draft Agreement on the Status Change.

5. As a consequence of the Status Change the inscribed cash capital of the Company shall be decreased for the amount of 152.636.246,51 RSD, so that the inscribed and contributed registered capital amounts:

**Inscribed Cash Capital**  
691.039.362,95 RSD  
**Inscribed Non-Pecuniary Capital**  
182.313.843,74 RSD  
**Contributed Cash Capital**  
691.039.362,95 RSD  
**Contributed Non-Pecuniary Capital**  
182.313.843,74 RSD

6. This Resolution enters into force on the date of the adequate statement of the Company's director(s). This Resolution has been made in three identical copies. In case of any discrepancies between the English and Serbian version of this Resolution, Serbian version shall prevail.

In Belgrade, on [•]

[•]

