

PREDLOG ODLUKE/ DRAFT DECISION

Na osnovu čl. 365. Zakona o privrednim društvima (Sl.glasnik RS br. 36/11 i 99/11) i Statuta društva, Nadzorni odbor HK“Sandžaktrans“a.d. Novi Pazar na redovnoj sednici, održanoj dana 01.10.2013. godine doneo je sledeći:

Based on Article 365 of the Companies Law (Official Gazette of the Republic of Serbia No. 36 and 99/11) and the Company Articles of Association, the Supervisory Board of HK Sandžaktrans“a.d. Novi Pazar held a regular meeting on 1st Oktober 2013, wherein the following draft decision was made:

PREDLOG ODLUKE
O PROMENI PRAVNE FORME

DRAFT DECISION TO
CHANGE THE COMPANY LEGAL FORM

1. HK“SANDŽAKTRANS“AD NOVI PAZAR, Omladinska bb, matični broj: 07183003, PIB: 100743765, menja pravnu formu i organizuje se kao Društvo sa ograničenom odgovornošću.
 2. Novo poslovno ime Društva glasi: HOLDING KOMPANIJA“SANDŽAKTRANS“ DRUŠTVO SA OGRANIČENOM ODGOVORNOŠĆU NOVI PAZAR.
Skrraćeno poslovno ime društva glasi: HK“SANDŽAKTRANS“DOO NOVI PAZAR.
Sedište društva je na adresi: 36300 Novi Pazar, ul. Omladinska bb.
 3. Društvo ispunjava sve zakonom propisane uslove za društvo sa ograničenom odgovornošću, a posebno ispunjava uslov u pogledu minimalnog osnivačkog kapitala, jer jedini akcionar Društva ima upisan i uplaćen novčani deo osnovnog kapitala u iznosu većem od 100,00 dinara.
Promenom pravne forme sva imovina, prava i obaveze društva HOLDING KOMPANIJA“SANDŽAKTRANS“AD NOVI PAZAR (u daljem tekstu: Akcionarsko društvo) prenose se na društvo HK “SANDŽAKTRANS“ DOO iz NOVOG PAZARA (u daljem tekstu: Društvo sa ograničenom odgovornošću).
Registracijom Odluke o promeni pravne forme i njenim objavljivanjem Akcionarsko društvo prestaje da postoji i njegov pravni sledbenik postaje Društvo sa ograničenom odgovornošću, Sudski i drugi postupci i potraživanja prema akcionarskom društvu nastavljaju se protiv Društva sa ograničenom odgovornošću.
 4. Na dan donošenja ove odluke visina osnovnog kapitala Akcionarskog društva, koji je upisan u Centralni registar depo i kliring hartija od vrednosti iznosi 26.879.000,00 dinara i podeljen je na 53.794 akcije nominalne vrednosti 500,00 dinara, oznaka akcija CFI: ESVUFR, ISIN: RSSTNPE71849.
 5. Promenom pravne forme sve izdate akcije Akcionarskog društva povlače se i pretvaraju u udele, a akcionari postaju članovi Društva sa ograničenom odgovornošću.
1. HK“SANDŽAKTRANS“AD NOVI PAZAR, located at Omladinska bb, Reg. No. 07183003, Tax ID No. 100743765, herewith changes its legal form and becomes incorporated as a limited liability company.
 2. The new business name of the Company is: HOLDING COMPANY “SANDŽAKTRANS“ LIMITED LIABILITY COMPANY NOVI PAZAR.
The short business name of the company is: HK“SANDŽAKTRANS“DOO NOVI PAZAR.
The registered head office of the company is: 36300 Novi Pazar, Omladinska bb.
 3. The company fulfils all of the conditions that the law stipulates for limited liability companies, and it especially satisfies the requirement regarding the minimum founding capital, since the Company’s sole shareholder possesses the registered and deposited cash part of the share capital in the amount higher than RSD 100.00.
With the change of the legal form, all of the assets, rights and liabilities of the HOLDING COMPANY “SANDŽAKTRANS“AD NOVI PAZAR (hereinafter: the Shareholding Company) shall be transferred to the HK “SANDŽAKTRANS“ DOO company from NOVI PAZAR (hereinafter: the Limited-liability Company).
With the registration of the Decision to change the Company legal form and its publication, the Shareholding Company ceases to exist, while at the same time the Limited-liability Company becomes its legal successor.
Any court and other proceedings and claims involving the Shareholding Company, shall henceforward be continued involving the Limited-liability Company.
 4. As of the day of making the Decision therein, the amount of the Shareholding Company’s share capital as recorded in the Central Register, the Depot and the Securities Clearing amountsto RSD 26,879,000.00 and is divided into 53,794 shares of the nominal value of RSD 500.00, marked with CFI: ESVUFR, ISIN: RSSTNPE71849.
 5. With the change of the legal form, all of the issued shares of the Shareholding Company are withdrawn and transferred into stocks, while the shareholders become members of the Limited-liability Company.

Konverzija akcija u udele vrši se srazmerno učešću svakog pojedinačnog akcionara u akcijskom kapitalu. Nominalni iznos osnovnog kapitala koji je bio is- kazan u akcijama svakog akcionara pretvar se u udeo Društva sa ograničenom odgovornošću i to:

- Akcionar KAVIM LTD, matični broj: 51-328043-8 koji sa povezanim društvom HK"Sandžaktrans"a.d. poseduje 53.794 akcije ili 100% učešća u osnovnom kapitalu Akcionarskog društva, promenom pravne forme postaje član Društva sa ograničenom odgovornošću sa 100% udela u osnovnom kapitalu ili pripadajućim udelom od 26.897.000,00 dinara.

6. Istovremeno sa usvajanjem ove odluke, usvajaju se i izmene Osnivačkog akta Društva sa ograničenom odgovornošću, odluke kojim se imenuju članovi organa društva sa ograničenom odgovornošću i odluka kojom prestaje svojstvo javnog društva.
7. Ova odluka se objavljuje u skladu sa Zakonom o postupku registracije u Agenciji za privredne registre. Registracija promene pravne forme biti će izvršena u skladu sa Zakonom o registraciji, a nakon što društvo bude brisano iz registra javnih društava koji vodi Komisija za hartije od vrednosti i akcije društva budu povučene sa odgovarajućeg tržišta Beogradske berze.
8. Ovlašćuje se Nadzorni odbor društva da izvrši eventualne ispravke ove odluke ako je to neophodno za njeno izvršenje.
9. Ova odluka stupa na snagu danom donošenja.

Conversion of shares into stocks will be performed in proportion to the share of the stock capital owned by each individual shareholder, so that the nominal value of the share capital that was previously expressed in shares of individual shareholders will be transferred into a share owned in the Limited-liability Company, as follows:

- The shareholder KAVIM LTD, Reg. No. 51-328043-8 possessing together with its affiliated company HK"Sandžaktrans"a.d. a total of 53,794 shares, or a 100% share in the Shareholding Company's stock capital, shall with the change of the legal form become a member of the Limited-liability Company possessing a 100% share in the Company's share capital, or the corresponding share of RSD 26,897,000.00 dinara.

6. Simultaneously with approving this Decision, amendments to the Articles of Association of the Limited-liability Company are approved, as well as the Decisions regulating the appointment of members of the Limited-liability Company organs, and the Decision stipulating the termination of the features of a public company.
7. This Decision is published in accordance with the Law on Business Registers Agency Registration Procedure. The registration of change of legal form therein shall be registered in accordance with the Registration Law, following the erasure of the Company from the Public Companies Register, held by the Securities Committee, after withdrawing the securities owned by the Company from the corresponding market of Belgrade Stock Exchange.
8. The Supervisory Board of the Company is herewith authorised to perform any necessary changes to this Decision, in order to make it executable.
9. This Decision shall have an immediate effect.

PRESEDNIK NADZORNOG ODBORA / PRESIDENT OF SUPERVISORY BOARD



Zeev Hören

Ovim potvrđujem da je engleski prevod teksta na desnoj strani ovog dokumenta u potpunosti veran originalu na srpskom jeziku, koji je dat na levoj strani dokumenta.
Ljubomir Vasojević, prof. Stalni sudski tumač za engleski jezik.
Cara Lazara 27, 32000 Čačak. Rešenje br. 740-06-1783/08-03 od 30. 10. 2008. Ministarstvo pravde Rep. Srbije

I hereby certify that the English version of the text, given on the right-hand side of this document, is a true translation of the original Serbian version, given on its left-hand side.
Ljubomir Vasojević MA, Certified Court Translator for English.
Cara Lazara 27, 32000 Čačak. Licence No. 740-06-1783/08-03 of 30th October 2008, issued by the Ministry of Justice, Republic of Serbia