

Na osnovu odredaba iz člana 161 i člana 162 Zakona o privrednim društvima ("Sl. glasnik RS", br. 36/2011, 99/2011, 83/2014 - dr. zakon i 5/2015) (u daljem tekstu: **Zakon**), privredno društvo GRUPPO ADIGE BITUMI S.P.A., Croso IV Novembre, N 13/I, 38016 – Mezzocorona, Republika Italija, matični broj: 00613670248 (u daljem tekstu: **Prodavac**), dana 28.05.2015. godine, ostalim članovima privrednog društva PREDUZEĆE EKSPLOATACIJA MINERALNIH SIROVINA KIJEVO DOO BEOGRAD, ulica Oslobođenja 52 – 57, Beograd, Republika Srbija, matični broj: 07072287, PIB: 100227431 (u daljem tekstu: **Društvo**) upućuje:

Pursuant to Article 161 and Article 162 of the Companies Law („Official Gazette of RS”, no. 36/2011, no. 99/2011, 83/2014 – other law and 5/2015) (hereinafter: **the Law**), GRUPPO ADIGE BITUMI S.P.A., Croso IV Novembre, N 13/I, 38016 – Mezzocorona, Republic of Italy, statistic number: 00613670248 (hereinafter: **the Seller**), on 28 May 2015, sends to the other members of the company PREDUZEĆE EKSPLOATACIJA MINERALNIH SIROVINA KIJEVO DOO BEOGRAD, seated in Oslobođenja 52 – 57 Street, Belgrade, Republic of Serbia, statistic number: 07072287, TIN: 100227431 (hereinafter: **the Company**) the following:

**PONUDU  
ZA  
OTKUP UDELA  
na osnovu prava preče kupovine**

**PROPOSAL  
FOR  
PURCHASING OF STAKE  
based on pre-emption rights**

Ponudom za otkup udela na osnovu prava preče kupovine (u daljem tekstu: **Ponuda**) Prodavac obaveštava ostale članove Društva o nameri prodaje 99,786% udela u Društvu.

Prodavac takođe obaveštava ostale članove Društva o sledećem:

- bitnim elementima ugovora o prenosu udela koji će Prodavac zaključiti sa članom društva koji prihvati Ponudu;
- adresi na koju član Društva koji ima pravo preče kupovine upućuje prihvat Ponude;
- roku za zaključenje i overu ugovora o prenosu udela.

By this proposal for Purchasing of Stake based on pre-emption rights (hereinafter: **the Proposal**) the Seller notifies the other members of the Company on its intention of selling 99,786% of the Company's stake.

The Seller notifies the other members of the Company on the following facts as well:

- Essential elements of the stake transfer agreement which shall be concluded between the Seller and the member of the Company who accepts the Proposal;
- Address to which the members of the Company who are entitled to pre-emption shall send an acceptance of the Proposal;
- Deadline for entering into and verification of the stake transfer agreement.

## I BITNI ELEMENTI

Predmet ugovora o prenosu udela jeste prenos udela u Društvu koji je u vlasništvu Prodavca, a koji iznosi 99,786% udela u Društву.

Cena po kojoj Prodavac namerava da izvrši prenos 99,786% udela u Društву je 4.000.000 (*četiri-miliona*) evra.

Prodavac namerava da otpiše sva svoja potraživanja prema Društву ili da prenese sva svoja potraživanja prema Društvu na kupca bez naknade ili da sva svoja potraživanja prema Društvu konvertuje u osnovni kapital Društva bez promene cene iz prethodnog stava.

## II ADRESA

Adresa na koju članovi društva mogu uputiti svoj pisani prihvat Ponude je:

- Za KPMG DOO  
Kraljice Natalije 11  
11000 Beograd  
Republika Srbija

## III ROKOVI

Ugovor o prenosu udela biće zaključen sa članom koji prihvati Ponudu i overen u skladu sa zakonom kojim se uređuje ovra dokumenata, u roku od 15 dana od dana isteka roka za odgovor na Ponudu, predviđenog u odeljku IV Ponude.

Član Društva koji koristi pravo preče kupovine obavezan je da u roku od 30 dana od dana prijema Ponude, u pisanoj formi obavesti Prodavca o prihvatanju.

Smatra se da je član Društva odbio Ponudu ukoliko pisanim putem ne odgovori na istu u roku od 30 dana od dana prijema Ponude.

Ukoliko nijedan od članova Društva kojima je upućena ova Ponuda ne prihvati istu ili ne odgovori u roku od 30 dana od dana prijema

## I MAIN ELEMENTS

The subject of the stake transfer agreement is the transfer of 99,786% of the Company's stake, owned by the Seller.

The Seller intends to transfer 99,786% of the Company's stake for the purchase price amounting to EUR 4,000,000 (*fore-million*).

The Seller intends to write off all its receivables towards the Company or to assign all its receivables towards the Company in favor of a buyer without compensation or to convert its receivables towards the Company into basic capital without change of the purchase price.

## II ADDRESS

Address to which the members of the Company shall send the acceptance of the Proposal is:

- For KPMG DOO  
Kraljice Natalije 11  
11000 Belgrade  
Republic of Serbia

## III TIMELINE

The stake transfer agreement shall be concluded with the member who accepts the Proposal and shall be certified in accordance with the law on document certification, within 15 days from the last day defined for answering on the Proposal, as stipulated in paragraph IV of the Proposal.

The member of the Company who exercises the pre-emption right is obliged, within 30 days from the acceptance of the Proposal, to notify the Seller on the acceptance in writing.

In the event that the member of the Company does not respond to the Proposal in writing within 30 days, such will be considered as refusal of the Proposal.  
In case that none of the Company's members to whom this Proposal was addressed to, do not accept the Proposal or

Ponude, Prodavac može preneti 99,786% udela u Društvu trećem licu koje sam izabere.

do not respond within 30 days, the Seller is entitled to transfer 99,786% of the Company's stake to a third party, at its own discretion.

#### IV OSTALE ODREDBE

Ako dva ili više članova Društva prihvate Ponudu, a između Prodavca i tih članova se ne postigne sporazum o načinu raspodele udela koji se prenosi, raspodela se vrši tako što svaki član koji je prihvatio Ponudu kupuje onaj deo udela koji je srazmeran učešcu njegovog udela u zbiru udela svih članova koji su prihvatili Ponudu.

#### IV MISCELLANEOUS

If two or more members accept the Proposal, and there is no arrangement between the Seller and those members on the manner of respective stake distribution, such distribution will be carried out so that every member who accepted the Proposal shall purchase the part of the stake proportionate to the participation of its current stake in the stake of all members who have accepted the Proposal.

Ova Ponuda je upućena svim licima koja zajedno sa Prodavcem predstavljaju članove Društva, upisane pri Agenciji za privredne registre Republike Srbije.

This Proposal is addressed to all persons who along with the Seller represent the members of the Company registered before the Business Registrar Agency of the Republic of Serbia.

Ova Ponuda se objavljuje na oglasnoj tabli u sedištu Društva, na internet stranici Društva i u jednom dnevnom listu koji se distribuira na celoj teritoriji Republike Srbije.

This Proposal shall be published on the notice board at the headquarters of the Company, on the Company's website as well as in one daily newspaper distributed on the territory of the Republic of Serbia.

U Beogradu,  
dana 15.10.2015. godine

In Belgrade,  
15 October 2015

Za Prodavca

For the Seller

  
Stefano Bordin, po punomoću,  
u ime Geom. Paolo Tellatin, predsednika  
borda direktora

  
Stefano Bordin, based on proxy  
in the name of Geom. Paolo Tellatin,  
President of the Board of Directors