

Number: DNO-52/2022



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Company reg.no.: 07036540

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Pursuant to Article 335, 337 and 365 of the Company Law ("Official Gazette of the Republic of Serbia", No. 36/2011, 99/2011, 83/2014 - other law, 5/2015, 44/2018, 95/2018, 91/2019 and 109/2021), Article 65 of the Capital Market Law ("Official Gazette of the Republic of Serbia", 31/2011, 112/2015, 108/2016, 9/2020 and 153/2020), the Decision of the Supervisory Board number: DNO-42/2022 of 30<sup>th</sup> May 2022, and the Decision of the Supervisory Board number: DNO-50 of 10<sup>th</sup> June, JSC AIRPORT NIKOLA TESLA BELGRADE, 11180, Belgrade 59, Belgrade-Surcin Municipality, Republic of Serbia, Company Reg. No: 07036540 (hereinafter: the Company), on 10<sup>th</sup> June 2022, the following is hereby announced:

**INVITATION  
for the 29<sup>th</sup> regular Assembly General Meeting  
JSC AIRPORT NIKOLA TESLA BELGRADE  
with amended agenda**

**1. Time and place of the regular Assembly General Meeting**

The regular Company's Assembly General Meeting will be held on 30<sup>th</sup> June 2022, at 12 pm, in Belgrade, Republic of Serbia, BLUE CENTER Building in Novi Beograd Municipality, 3 Spanskih Boraca Street, 5th floor, entrance B3.

**2. Amended agenda**

The following has been set:

**AGENDA**

1. Determining the quorum, naming the Minute Taker and the voting committee;
2. Voting on the adoption of the Minutes (number: GD-364/2021 dated 6<sup>th</sup> July 2021) from the 28<sup>th</sup> regular Assembly General Meeting of JSC Airport Nikola Tesla Belgrade, held on 28<sup>th</sup> June 2021;
3. Information on business policy and business plan for the year 2021;
4. Adoption of the Annual Financial Report of JSC Airport Nikola Tesla Airport Belgrade for the year 2021;
5. Adoption of the Independent Auditor's Report relating to the Annual Financial Report of JSC Airport Nikola Tesla Belgrade for the year 2021:

6. Adoption of the Annual Business Report of JSC Airport Nikola Tesla Belgrade for the year 2021;
7. Adoption of the Business Activity Report of the Supervisory Board of JSC Airport Nikola Tesla Belgrade;
8. Adoption of the Decision on profit distribution or coverage of loss of JSC Airport Nikola Tesla Belgrade for 2021;
9. Making a decision on changing the address of the headquarters of JSC Airport Nikola Tesla Belgrade;
10. Announcing the Decision of the selection of an auditor for the financial statements of JSC Belgrade Nikola Tesla Airport for the year 2022. 2023. and 2024.

Total number of issued shares of the Company on the day of this Invitation is 35,026,129 ordinary shares.

Considering that 55,320 of own shares do not provide the voting right, 34,970,809 of ordinary shares have the voting right on all items of the proposed Agenda at the Assembly General Meeting.

Decisions under items 1), 2), 3), 4), 5), 6), 7), 8), 9) and 10) of the Agenda are made by the simple majority of votes of the present shareholders with voting rights.

The quorum for the Assembly General Meeting is the simple majority calculated in relation to the total number of votes with voting right on the subject matter.

While determining the quorum, 55,320 of own shares are not taken into account and do not provide the voting right.

### **3. Collection of the material for the General Meeting**

The General Meeting material can be collected personally at the address BLUE CENTER Building in Novi Beograd Municipality, 3 Spanskih Boraca Street, 5th floor, entrance B3, every working day from 7 am do 3 pm or on the Internet page of the Company, via this link: [www.antb.rs](http://www.antb.rs).

### **4. Shareholder's Day**

All Company's shareholders hold the right to participate in the work of the Company's Assembly General Meeting on the tenth day before the day of holding the General Meeting (Shareholder's Day) and according to the list of shareholders determined on the basis of the excerpt from the unique shareholder's records of the Central Securities Depository and Clearing House.

**Shareholder's Day is on 20<sup>th</sup> June 2022**

The shareholders may see the shareholders' list at the following address BLUE CENTER Building, 3 Spanskih Boraca Street, 5th floor, entrance B3, Novi Beograd Municipality, Republic of Serbia, starting with the next working day from the Shareholder's Day until the working day preceding the day of the Assembly General Meeting, in the period from 7 am to 3 pm.

The shareholder's rights regarding the participation in the work of the Assembly are set out in item 5 of this Invitation.

#### **5. Legal instruction on shareholder's rights regarding the participation in the work of the Company Assembly**

A shareholder has the following rights regarding the participation in the work of the Company Assembly:

##### 1) Participation in the Company's General Meetings

A shareholder who owns at least 0.1% of the total number of ordinary shares, i.e. 35,026 shares, has the right to personally participate in the work of the Assembly, which includes:

- (1) right of a shareholder to vote on matters his class of shares has the right to vote;
- (2) right to participate in discussions on matters at the Assembly Agenda, including the right to submit proposals, ask questions relating to the Assembly Agenda and receive answers, in accordance with the Articles of Association and the Rules of Procedure of the Assembly.

Shareholders who do not own the prescribed minimum number of shares for personal participation described in the previous paragraph can unite in order to reach the number of shares described in the previous paragraph and thus participate in the work of the Assembly acquiring the right to vote at the Assembly, through a mutual representative – the proxy.

##### 2) Proposing amendments to the Agenda

One or more shareholders who own at least 5% of voting shares, i.e. 1,751,306 shares may propose to the Company's Supervisory Board the following:

- 1) additional Agenda items for discussion at the Assembly General Meeting, provided that the proposal has been reasoned;
- 2) additional Agenda items on which the Assembly should make decisions, provided that the proposal has been reasoned and the text of such decisions submitted;
- 3) different decisions on the existing Agenda items, provided that the proposal has been reasoned and the text of such decisions submitted.

Such a proposal is given in writing, stating the data on the applicants, and it can be delivered to the Company no later than twenty days before the day of the regular Assembly General Meeting.

Data on the applicant must include (1) name and surname if the shareholder is a natural person, i.e. business name if the shareholder is a legal entity, (2) UIN, if the shareholder is a natural person, i.e. company registration number if the shareholder is a legal entity, (3) type of shares and number of shares they own.

The Company is obliged to publish the proposal from paragraph 1 of this section on the Internet page of the Company no later than the next working day from the day of the proposal receipt.

If the Supervisory Board of the Company accepts the proposal from paragraph 1 of this section, the Company is obliged to deliver the new Agenda and decision proposals without delay to the

shareholders holding the voting right to participate in the work of the assembly, in the manner prescribed in Article 335 of the Company Law.

If the Supervisory Board does not accept a duly delivered proposal for the amendment of the Agenda within 3 days from the day of receipt, the applicant has the right to request from the competent court, within the next 3 days and in an extra-judicial proceedings, to order the Company to include the proposed items to be set out in the Assembly Agenda.

The court determines new items on the Agenda by the decision that approves the request from the previous paragraph of this article and delivers that decision to the Company immediately and no later than the next working day. The Company is then obliged to deliver that decision without delay to the shareholders holding the right to participate in the work of the assembly, in the manner prescribed in Article 335 of the Company Law.

The court may decide, depending on the circumstances, that the Company must publish the decision from paragraph 6 of this section at its own expense in at least one high-circulation newspaper distributed throughout the whole territory of the Republic of Serbia.

If the new Agenda items include the proposal for certain decisions that are to be accepted, the decision of the court from paragraph 6 of this section must include the text the stated decisions.

The proceeding from paragraph 5 of this section is urgent and the court is obliged to make a decision upon the request and within eight days from the day of the receipt of the request.

An appeal against the decision from paragraph 6 of this section shall not affect the execution of the decision.

### 3) Voting through a proxy

A shareholder can authorise a person via power of attorney to participate in the work of the Assembly on his/her behalf and grant him/her the right to vote at the Company's Assembly General Meeting on his/her behalf. The proxy holds the same rights regarding participation in the work of the General Meeting as the shareholder who authorised him/her.

The power of attorney is given exclusively on power of attorney form which is included in this invitation, making its integral part, and it is not transferable.

Shareholders deliver the filled in power of attorney to the Company personally or by post mail to the address BLUE CENTER Building, 3 Spanskih Boraca Street, 5<sup>th</sup> floor, entrance B3, 11179, Novi Beograd Municipality, Republic of Serbia or by electronic means to the email address: [ivo.vilotijevic@antb.rs](mailto:ivo.vilotijevic@antb.rs).

If a natural person is granting a power of attorney, it must be certified in accordance with the law regulating the certification of signatures. If the power of attorney is given by electronic means, it must be signed with qualified electronic signature in accordance with the law regulating electronic signatures.

The power of attorney should be delivered no later than 3 working days before the day of the General Meeting.

A proxy can be any person capable of doing business.

If proxy is a legal entity, it exercises its voting right through its legal representative or some other person authorised specifically for this purpose, who can only be a member in this legal entity's structure or its employee.

A proxy cannot be:

- (1) a controlling shareholder of the Company or a person controlled by the controlling shareholder, or
- (2) a director or a member of the Company's Supervisory Board, or a person in such capacity in other company being the controlling shareholder of the Company, or in a company which is controlled by the controlling shareholder, or
- (3) an employee of the Company or a person with that capacity in some other company which is the controlling shareholder of the Company, or in a company which is controlled by the controlling shareholder, or
- (4) a person who is considered to be a related party with a natural person from items (1) to (3) from this paragraph in accordance with Article 62 of the Company Law, or
- (5) an auditor of the Company or an employee of the person performing the audit of the Company, or a person in such capacity in other company being the controlling shareholder of the company, or in a company which is controlled by the controlling shareholder.

The provisions of the previous paragraph under items (1) to (4) do not apply to the proxy of the controlling shareholder.

If one person is authorised by more shareholders as the voting proxy, he/she can exercise the voting right differently for each of these shareholders.

If more than one proxy of the same shareholder attends the General Meeting on the basis of the same shares, the Company shall accept as the proxy the one with the latest date on the voting power of attorney, and if there is more than one voting power of attorney with the same latest date, the Company is authorized to accept only one of those persons as the proxy.

A bank responsible for keeping collective or custodial accounts, which is registered as a shareholder in the unique shareholders' record, in its own name and for the account of its clients is considered to be the voting proxy in relation to these clients, provided that it submits a written voting power of attorney, i.e. representation order given by these clients. The bank may exercise the voting right in relation to each of its clients individually.

A shareholder may amend or revoke the power of attorney at any moment in writing until the day of the General Meeting, provided that he/she notifies the proxy and the Company about this case up to the day of the General Meeting. Amending or revoking the power of attorney is done by application of rules on granting the power of attorney. If the shareholder personally attends the Assembly General Meeting, the power of attorney shall be considered revoked.

#### 4) Voting in absence

A shareholder can vote in writing without attending the General Meeting, by means of certification of his/her signature at the form for voting in absence, in accordance with the law regulating signature certification. The form for voting in absence is an integral part of this invitation.

A shareholder who voted in absence in accordance with the previous Article is considered to be present at the General Meeting when deciding on the Agenda items he/she voted on.

#### 5) Right to ask questions and receive answers

A shareholder who has the right to participate in the work of the Assembly has the right to pose questions to directors and members of the Supervisory Board relative to the Agenda item of the Assembly General Meeting, as well as some other questions in relation to the Company and only to the extent to which the answers to those questions are necessary for the correct assessment of the questions relating to the Agenda items of the General Meeting. A director, i.e. member of the Supervisory Board is obliged to provide an answer to the shareholder for the asked question during the General Meeting. Exceptionally, an answer may be denied if:

- (1) it could reasonably be concluded that providing an answer could harm the Company or related parties;
- (2) providing an answer would be a criminal offence;
- (3) relevant information is available on the Internet page of the Company in question and answer form, at least seven days before the General Meeting.

A director, i.e. member of the Supervisory Board may provide one answer to multiple questions with the same contents.

In case a director, i.e. member of the Supervisory Board denies the answer to a shareholder, the fact and the reason for denying such an answer shall be noted into the Minutes, and the shareholder who has been denied the answer has the right to address the competent court, within eight days from the day of the General Meeting held, to order the Company in extra-judicial proceedings to provide an answer to the posed question within eight days. Every shareholder who stated in the Minutes that the answer was unjustifiably denied has the right to address the court on the same issue from the previous paragraph.

The proceeding from previous paragraph of this Article is urgent and the court is obliged to make a decision on the request within eight days from the day of the receipt of such a request.

## **6. Announcement of the General Meeting Invitation**

The Company announces the date and place of the Assembly General Meeting, as well as the way of collecting the Invitation for the Assembly in one daily newspaper distributed on the entire territory of the Republic of Serbia.

The invitation for the General Meeting is published on the Internet page of the Business Entities Register, the Internet page of the Belgrade Stock Exchange JSC, the Internet page of the Securities Commission, the Internet page of the Central Securities Depository and Clearing House, as well as on the Internet page of the Company: [www.antb.rs](http://www.antb.rs).

The Invitation also represents the information announcement - notice relative to the shareholders' Assembly and in accordance with the provisions of Article 65, paragraph 2, item 1 of the Capital Market Law.

**Supervisory Board Chairman**

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