

**NACRT
UGOVORA O PRIPAJANJU**

Ovaj Ugovor o pripajanju („Ugovor“) zaključen je dana [uneti] 2017. godine, između sledećih ugovornih strana:

1. **AKCIONARSKO DRUŠTVO INDUSTRIJA MLEKA I MLEČNIH PROIZVODA IMLEK, PADINSKA SKELA**, sa registrovanim sedištem na adresi Industrijsko naselje bb, Beograd (Padinska Skela), registrovano kod Agencije za privredne registre Republike Srbije pod matičnim brojem 07042701 („Imlek“);
2. **Adriatic Minorityco 001 d.o.o. Beograd-Vračar**, sa registrovanim sedištem na adresi Resavska 23, Beograd, registrovano kod Agencije za privredne registre Republike Srbije pod matičnim brojem 21077828 („AMC 001“); i
3. **Adriatic Minorityco 003 d.o.o. Beograd-Vračar**, sa registrovanim sedištem na adresi Resavska 23, Beograd, registrovano kod Agencije za privredne registre Republike Srbije pod matičnim brojem 21301337 („AMC 003“).

(Imlek, AMC 001 i AMC 003 će zajedno biti označavani kao „Ugovorne strane“, a pojedinačno kao „Ugovorna strana“)

UGOVORNE STRANE SAGLASNO KONSTATUJU SLEDEĆE:

- a. Da je **Danube Foods Group B.V.**, sa registrovanim sedištem na adresi Prins Bernhardplein 200, 1097 JB Amsterdam, Holandija, registrovano kod nadležnog registra Holandije pod registracionim brojem 34180508 („DFG“) jedini član AMC 001 i da ima 100% udela u AMC 001.
- b. Da je DFG jedini član AMC 003 i da ima 100% udela u AMC 003.
- c. Da su AMC 001 i AMC 003 jedini akcionari Imleka, i da je akcijski kapital Imleka

**DRAFT
MERGER AGREEMENT**

This Merger Agreement (the „Agreement“) is entered into on [insert] 2017, between the following parties:

1. **AKCIONARSKO DRUŠTVO INDUSTRIJA MLEKA I MLEČNIH PROIZVODA IMLEK, PADINSKA SKELA**, with its registered seat at the address Industrijsko naselje bb, Beograd (Padinska Skela), registered with the Serbian Business Registers Agency under corporate identification number 07042701 („Imlek“);
2. **Adriatic Minorityco 001 d.o.o. Beograd-Vračar**, with its registered seat at the address Resavska 23, Beograd, registered with the Serbian Business Registers Agency under corporate identification number 21077828 („AMC 001“); and
3. **Adriatic Minorityco 003 d.o.o. Beograd-Vračar**, with its registered seat at the address Resavska 23, Beograd, registered with the Serbian Business Registers Agency under corporate identification number 21301337 („AMC 003“).

(Imlek, AMC 001 and AMC 003 will jointly be referred to as the „Parties“, and individually as the „Party“)

THE PARTIES MUTUALLY ACKNOWLEDGE THE FOLLOWING:

- a. **Danube Foods Group B.V.**, with its registered seat at the address Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands, registered with the Netherlands Chamber of Commerce under corporate identification number 34180508 („DFG“) is a sole shareholder of AMC 001 holding 100% share in AMC 001.
- b. DFG is a sole shareholder of AMC 003 holding 100% share in AMC 003.
- c. AMC 001 and AMC 003 are the only shareholders of Imlek, and share capital of

podeljen na:

- (i) 7.522.715 običnih akcija registrovanih u Centralnom registru depou i kliringu hartija od vrednosti („Centralni Registar“) pod brojem ISIN RSIMLKE73325, CFI kod: ESVUFR („Obične akcije“) sa nominalnom vrednošću od 540 dinara po Običnoj akciji; i
- (ii) 12.317 preferencijalnih akcija registrovanih u Centralnom registru pod brojem ISIN RSIMLKE39474, CFI kod: EPNNNR („Preferencijalne akcije“) sa nominalnom vrednošću od 540 dinara po Preferencijalnoj akciji.

Imlek is divided to:

- (i) 7,522,715 ordinary shares registered with the Central Securities Depository and Clearing House (the “Central Register“) under number ISIN RSIMLKE73325, CFI code: ESVUFR (the “Ordinary Shares“) with nominal value of RSD 540 per Ordinary Share; i
- (ii) 12,317 preference shares registered with the Central Register under number ISIN RSIMLKE39474, CFI code: EPNNNR (the “Preference Shares“).

- d. Da je AMC 001 vlasnik 734.889 Običnih akcija i 5.067 Preferencijalnih akcija, i da je AMC 003 vlasnik 6.787.826 Običnih akcija i 7.250 Preferencijalnih akcija. d. AMC 001 is a holder of 734,889 Ordinary Shares and 5,067 Preference Shares, and AMC 003 is a holder of 6,787,826 Ordinary Shares and 7,250 Preference Shares.
- e. Da je DFG, kao jedini član AMC 001, u vršenju funkcije Skupštine AMC 001, dana [uneti] 2017. godine, doneo Odluku o odobravanju pripajanja u cilju pripajanja AMC 001 Imleku, kojom je odobren nacrt ovog Ugovora. e. DFG, as the sole shareholder of AMC 001, acting in capacity of the Shareholders' Meeting of AMC 001, enacted decision on approving the merger on [insert], for the purpose of the merger of AMC 001 with Imlek, by which the draft of this Agreement was approved.
- f. Da je DFG, kao jedini član AMC 003, u vršenju funkcije Skupštine AMC 003, dana [uneti] 2017. godine, doneo Odluku o odobravanju pripajanja u cilju pripajanja AMC 003 Imleku, kojom je odobren nacrt ovog Ugovora. f. DFG, as the sole shareholder of AMC 003, acting in capacity of the Shareholders' Meeting of AMC 003, enacted decision on approving the merger on [insert], for the purpose of the merger of AMC 003 with Imlek, by which the draft of this Agreement was approved.
- g. Da je Skupština Imleka, dana [uneti], donela odluku o odobravanju pripajanja u cilju pripajanja AMC 001 i AMC 003 Imleku, kojom je odobren nacrt ovog Ugovora. g. The Shareholders' Meeting of Imlek, enacted decision on approving the merger on [insert], for the purpose of merger of AMC 001 and AMC 003 with Imlek, by which the draft of this Agreement was approved.
- h. Da Ugovorne strane sprovode pripajanje AMC 001 i AMC 003 Imleku u skladu sa odredbama Zakona o privrednim društvima Republike Srbije („Službeni glasnik Republike Srbije“, br. 36/2011, 99/2011, 83/2014 i 5/2015) („Zakon“). h. The Parties undertake merger of AMC 001 and AMC 003 with Imlek in accordance with the provisions of the Company Law of the Republic of Serbia (“Official Gazette of the Republic of Serbia“, nos. 36/2011, 99/2011, 83/2014 and 5/2015) (the “Law“).

IMAJUĆI U VIDU GORE NAVEDENO, UGOVORNE STRANE SU SE DOGOVORILE KAKO SLEDI:

BEARING IN MIND THE ABOVE STATED, THE PARTIES HAVE AGREED AS FOLLOWS:

1. PREDMET UGOVORA, CILJ I USLOVI PRIPAJANJA

1.1. Predmet ovog Ugovora je statusna promena pripajanja AMC 001 i AMC 003 Imleku („Pripajanje“) koja se vrši tako što AMC 001 i AMC 003 prenose svu svoju imovinu i obaveze na Imlek, u skladu sa uslovima utvrđenim u ovom Ugovoru, čime AMC 001 i AMC 003 prestaju da postoje bez sprovođenja postupka likvidacije od momenta registracije Pripajanja u Registru privrednih subjekata kod Agencije za privredne registre Republike Srbije, dok Imlek nastavlja da posluje pod istim poslovnim imenom, sedištem i pretežnom delatnošću, a sve u skladu sa odredbama ovog Ugovora i Zakona.

1.2. Cilj Pripajanja je optimizacija korporativne strukture društava koja učestvuju u statusnoj promeni u skladu sa odredbama Zakona i ovog Ugovora.

2. POSLEDICE PRIPAJANJA NA OSNOVNI KAPITAL

2.1. Ukupni upisani i uplaćeni akcijski kapital Imleka pre Pripajanja iznosi 4.068.917.280 dinara. Jedini akcionari Imleka su AMC 001 i AMC 003.

2.2. Ukupni upisani i uplaćeni osnovni kapital AMC 001 pre Pripajanja iznosi 100 dinara. Jedini član AMC 001 je DFG.

2.3. Ukupni upisani i uplaćeni osnovni kapital AMC 003 pre Pripajanja iznosi 100 dinara. Pre registracije Pripajanja kod Agencije za privredne registre Republike Srbije, osnovni kapital AMC 003 će biti povećan nenovčanim ulogom DFG-a koji se sastoji od prava potraživanja prema AMC 001, Adriatic Minorityco 002 d.o.o. Beograd-Vračar i eventualno prema drugim povezanim licima. Jedini član AMC 003 je DFG.

1. SUBJECT OF THE AGREEMENT, OBJECTIVE AND TERMS OF MERGER

1.1. Subject of this Agreement is the status change of merger of AMC 001 and AMC 003 with Imlek (the “Merger”) which is to be executed by transferring all assets and obligations of AMC 001 and AMC 003 to Imlek, in accordance with terms envisaged under this Agreement, based on which AMC 001 and AMC 003 shall cease to exist without undertaking liquidation procedure as of the moment of registration of the Merger with the Register of Business Entities held by the Serbian Business Registers Agency, while Imlek continues to operate under the same business name, seat and core activity, all in accordance with the provisions of this Agreement and the Law.

1.2. Objective of the Merger is optimization of the corporate structure of the companies participating in the status change in accordance with the Law and this Agreement.

2. IMPLICATIONS OF THE MERGER TO THE SHARE CAPITAL

2.1. Total registered and paid-in share capital of Imlek before the Merger amounts to RSD 4,068,917,280. The only shareholders of Imlek are AMC 001 and AMC 003.

2.2. Total registered and paid-in share capital of AMC 001 before the Merger amounts to RSD 100. The sole shareholder of AMC 001 is DFG.

2.3. Total registered and paid-in share capital of AMC 003 before the Merger amounts to RSD 100. Before the date of registration of the Merger with the Serbian Business Registers Agency, the share capital of AMC 003 will be increased by in kind contribution of DFG comprising of receivables toward AMC 001, Adriatic Minorityco 002 d.o.o. Beograd-Vračar and possibly towards other related parties. The sole shareholder of AMC 003 is DFG.

2.4. Imajući u vidu odredbe člana 502. i 503. Zakona (povećanje osnovnog kapitala Imleka i zabrana stvaranja prividnog kapitala), Imlek neće povećati svoj osnovni kapital kao rezultat Pripajanja po osnovu akcija koje AMC 001 i AMC 003 imaju u Imleku.

2.5. U skladu sa članom 503. stav 4. Zakona, akcije koje AMC 001 i AMC 003 imaju u Imleku neće postati sopstvene akcije Imleka, već će udeli koje DFG ima u AMC 001 i AMC 003 biti zamenjeni sa akcijama koje AMC 001 i AMC 003 imaju u Imleku.

3. PODACI O ZAMENI AKCIJA

3.1. Kao što je navedeno gore, na osnovu ovog Ugovora, sve akcije koje AMC 001 i AMC 003 imaju pre Pripajanja u Imleku biće prenete na DFG, bez povećanja akcijskog kapitala Imleka, tako da će DFG postati vlasnik:

- 7.522.715 Običnih akcija Imleka; i
- 12.317 Preferencijalnih akcija Imleka.

3.2. Udeli DFG u AMC 001 i AMC 003 zamenjuju se za akcije Imleka registracijom DFG kao vlasnika akcija Imleka kod Centralnog Registra.

3.3. DFG ne stiče posebna prava u Imleku.

4. SPISAK ČLANOVA DRUŠTVA SA NAVOĐENJEM NOMINALNE VREDNOSTI

4.1. Jedini član AMC 001 je DFG i ima udeo od 100% u AMC 001, čija je nominalna vrednost 100 dinara.

4.2. Jedini član AMC 003 je DFG i ima udeo od 100% u AMC 003, čija je nominalna vrednost 100 dinara, pri čemu će pre registracije Pripajanja kod Agencije za privredne registre Republike Srbije osnovni kapital AMC 003 biti povećan usled čega će nominalna vrednost na dan registracije Pripajanja kod Agencije za privredne registre Republike Srbije biti veća.

4.3. Jedini akcionari Imleka su AMC 001 i AMC

2.4. Bearing in mind provisions of the Articles 502 and 503 of the Law (increase of the share capital of Imlek and prohibition of creation of "phantom-capital"), Imlek will not increase its share capital as a result of the Merger based on shares held by AMC 001 and AMC 003 in Imlek.

2.5. Pursuant to the Article 503 Paragraph 4 of the Law, shares of AMC 001 and AMC 003 in Imlek will not become treasury shares of Imlek, but the shares of DFG in AMC 001 and AMC 003 will be exchanged with the shares held by AMC 001 and AMC 003 in Imlek.

3. INFORMATION ON SHARES EXCHANGE

3.1. As stated above, based on this Agreement, all shares held by AMC 001 and AMC 003 in Imlek before the Merger will be transferred to DFG, without increase of the share capital of Imlek, and DFG will become the holder of:

- 7,522,715 Ordinary Shares of Imlek; and
- 12,317 Preference Shares of Imlek.

3.2. The shares of DFG in AMC 001 and AMC 003 are exchanged for shares of Imlek by registration of DFG as holder of shares of Imlek with the Central Register.

3.3. DFG does not acquire special rights in Imlek.

4. THE LIST OF SHAREHOLDERS WITH NOMINAL VALUE OF THE SHARE

4.1. The sole shareholder of AMC 001 is DFG and it holds 100% share in AMC 001, nominal value of which amounts to RSD 100.

4.2. The sole shareholder of AMC 003 is DFG and it holds 100% share in AMC 003, nominal value of which amounts to RSD 100, whereas before the date of registration of the Merger with the Serbian Business Registers Agency the share capital of AMC 003 will be increased and therefore nominal value will be higher on the date of registration of the Merger with the Serbian Business Registers Agency.

4.3. The only shareholders of Imlek are AMC 001

003 i imaju 100% akcijskog kapitala Imleka, čija je nominalna vrednost 4.068.917.280 dinara, i to:

- AMC 001 ima 9,82% akcijskog kapitala Imleka, čija je nominalna vrednost 399.576.240 dinara;
- AMC 003 ima 90,18% akcijskog kapitala Imleka, čija je nominalna vrednost 3.669.341.040 dinara.

and AMC 003 and they hold 100% of the total share capital of Imlek, nominal value of which amounts to RSD 4,068,917,280, as follows:

- AMC 001 holds 9.82% of the total share capital of Imlek, nominal value of which amounts to RSD 399,576,240;
- AMC 003 holds 90.18% of the total share capital of Imlek, nominal value of which amounts to RSD 3,669,341,040.

4.4. U skladu sa članovima 2.5. i 3.1. ovog Ugovora i nakon Pripajanja, DFG će imati 100% akcijskog kapitala Imleka, čija je nominalna vrednost 4.068.917.280 dinara.

4.4. Pursuant to Articles 2.5 and 3.1 of this Agreement and following the Merger, DFG will hold 100% of the total share capital of Imlek, nominal value of which amounts to RSD 4,068,917,280.

5. VREDNOST IMOVINE I VISINA OBAVEZA AMC 001

5. VALUE OF THE ASSETS AND AMOUNT OF OBLIGATIONS OF AMC 001

5.1. Ukupna vrednost imovine AMC 001 na dan 30. septembar 2017. godine iznosi 4.255.043.169,89 dinara, a ukupna visina obaveza AMC 001 na dan 30. septembar 2017. godine iznosi 4.947.054.288,56 dinara.

5.1. Total value of the assets of AMC 001 on 30 September 2017 amounts to RSD 4,255,043,169.89, and total amount of obligations of AMC 001 on 30 September 2017 amounts to RSD 4,947,054,288.56.

5.2. Opis imovine: imovina AMC 001 sastoji se od dugoročnih finansijskih plasmana i gotovinskih ekvivalenata i gotovine.

5.2. Description of assets: the assets of AMC 001 comprise of long-term financial investments and cash and cash equivalents.

5.3. Opis obaveza: obaveze AMC 001 sastoje se od dugoročnih obaveza, kratkoročnih finansijskih obaveza, obaveza iz poslovanja i ostalih kratkoročnih obaveza.

5.3. Description of obligations: the obligations of AMC 001 comprise of long-term liabilities, short-term financial liabilities, operating and other short-term liabilities.

5.4. Bez uticaja na član 2.5. ovog Ugovora, imovina i obaveze AMC 001 opisane u članovima 5.2. i 5.3. ovog Ugovora, kao i sva druga imovina i obaveze AMC 001 na Dan Pripajanja (kako je definisano u nastavku) biće preneti sa AMC 001 na Imlek.

5.4. Subject to Article 2.5 of this Agreement, assets and obligations of AMC 001 described in Articles 5.2 and 5.3 of this Agreement, as well as all other assets and liabilities of AMC 001 on Merger Date (as defined below) will be transferred from AMC 001 to Imlek.

6. VREDNOST IMOVINE I VISINA OBAVEZA AMC 003

6. VALUE OF THE ASSETS AND AMOUNT OF OBLIGATIONS OF AMC 003

6.1. Ukupna vrednost imovine AMC 003 na dan 30. septembar 2017. godine iznosi 41.133.697.542,68 dinara, a ukupna visina

6.1. Total value of the assets of AMC 003 on 30 September 2017 amounts to RSD 41,133,697,542.68, and total amount of

obaveza AMC 003 na dan 30. septembar 2017. godine iznosi 41.212.369.719,80 dinara.

obligations of AMC 003 on 30 September 2017 amounts to RSD 41,212,369,719.80.

6.2. Opis imovine: imovina AMC 003 sastoji se od dugoročnih finansijskih plasmana, zaliha i gotovinskih ekvivalenata i gotovine.

6.2. Description of assets: the assets of AMC 003 comprise of long-term financial investments, inventories and cash and cash equivalents.

6.3. Opis obaveza: obaveze AMC 003 sastoje se od dugoročnih obaveza, kratkoročnih finansijskih obaveza, obaveza iz poslovanja i ostalih kratkoročnih obaveza.

6.3. Description of obligations: the obligations of AMC 003 comprise of long-term liabilities, short-term financial liabilities, operating and other short-term liabilities.

6.4. Bez uticaja na član 2.5. ovog Ugovora, imovina i obaveze AMC 003 opisane u članovima 6.2. i 6.3. ovog Ugovora, kao i sva druga imovina i obaveze AMC 003 na Dan Pripajanja (kako je definisano u nastavku) biće preneti sa AMC 003 na Imlek.

6.4. Subject to Article 2.5 of this Agreement, assets and obligations of AMC 003 described in Articles 6.2 and 6.3 of this Agreement, as well as all other assets and liabilities of AMC 003 on Merger Date (as defined below) will be transferred from AMC 003 to Imlek.

7. NAČIN PRENOSA IMOVINE I OBAVEZA NA IMLEK

7. WAY OF TRANSFER OF ASSETS AND OBLIGATIONS TO IMLEK

7.1. Sva imovina i obaveze AMC 001 i AMC 003 se prenose na Imlek na sledeći način:

7.1. All assets and liabilities of AMC 001 and AMC 003 are being transferred to Imlek as follows:

- na prenos akcija koje AMC 001 i AMC 003 imaju u Imleku se primenjuju odredbe člana 2.4., 2.5., 3.1. i 3.2. ovog Ugovora i član 503. stav 4. Zakona, te ovaj Ugovor i Pripajanje predstavljaju osnov za i dovode do sticanja akcija u Imleku od strane DFG;

- Articles 2.4, 2.5, 3.1 and 3.2 of this Agreement and Article 503 Paragraph 4 of the Law are applied to the transfer of the shares owned by AMC 001 and AMC 003 in Imlek, and therefore this Agreement and the Merger represent the ground and result in acquisition of the shares in Imlek by DFG;

- novčana sredstva AMC 001 i AMC 003 na poslovnim računima kod banaka preneće se sa stanjem na dan zatvaranja računa na poslovne račune Imleka, uz obavljanje potrebnih formalnosti kod odgovarajuće banke;

- monetary funds of AMC 001 and AMC 003 held at business accounts with banks shall be transferred as at the date of the closing of the accounts to the business accounts of Imlek, by fulfilling all necessary formalities with the relevant bank;

- pokretne stvari, osnovna sredstva, sitan inventar i drugo, opterećeni ili bez opterećenja, u svojini ili u zakupu, bez bilo kakvih izuzetaka ili ograničenja, preneće se Imleku predajom u posed i prenosom računovodstvenog stanja AMC 001 i AMC 003 sa Danom Pripajanja;

- movable assets, fixed assets, inventory and other, encumbered or without encumbrances, whether owned or leased, without any exception or limitation, shall be transferred to Imlek by giving into the possession and transferring the accounting sheet of AMC 001 and AMC 003 as of the Merger Date;

- sva prava, obaveze, odgovornosti i pogodnosti iz ugovora koje su zaključili AMC 001 ili AMC 003, koji nisu u potpunosti izvršeni i predstavljaju osnov prava i obaveza za AMC 001 ili AMC 003, prelaze na Imlek koji stupa u navedene ugovore na mesto AMC 001 i AMC 003;
- sva bestelesna imovina i prava AMC 001 i AMC 003, uključujući bez ograničenja bilo koja i sva potraživanja, primanja, depozite kod banaka ili drugih finansijskih institucija, ostala slična prava na primanja u novcu, unapred plaćene poslove ili druge troškove, poreske olakšice, kao i bilo koja i sva prava AMC 001 i AMC 003 da zahtevaju, na dug li kratak rok, plaćanja, naknade ili naplatu bilo kog potraživanja koja mogu imati prema bilo kojoj trećoj strani ili ispunjenje ili izvršenje bilo kog nenovčanog potraživanja bilo koje treće strane, biće prenete na Imlek, obavljanjem potrebnih formalnosti kod nadležnih organa;
- sva međusobna potraživanja, ugovori, prava i obaveze između:
 - (i) AMC 001 i Imleka;
 - (ii) ACM 003 i Imleka; i
 - (iii) AMC 001 i AMC 003,
 prestaju da postoje, iz razloga pripajanja društava u jedno lice;
- svi dugovi, obaveze i ostale odgovornosti AMC 001 i AMC 003 prema bilo kojoj trećoj strani, uključujući, bez ograničenja, poverioce i saugovarače iz ugovora koje su AMC 001 i AMC 003 zaključili, kao i pripadajuće fiskalne obaveze AMC 001 i AMC 003 koje oni duguju bilo kom poveriocu sa javnim ovlašćenjima, biće takođe preneti na Imlek po sili zakona.
- all rights, obligations, liabilities and benefits from the agreements entered by AMC 001 or AMC 003, which are not fulfilled and represent ground for rights and obligations for AMC 001 or AMC 003, are being transferred to Imlek who shall enter into mentioned agreements in the place of AMC 001 and AMC 003;
- all intangible assets and rights of AMC 001 and AMC 003, including but not limited to any and all claims, receivables, deposits with banks or other financial institutions, other cash equivalents, inventories, prepaid business and other expenses, tax benefits, as well as any and all other rights or entitlements of AMC 001 and AMC 003 to seek, in short or in long term, payment, compensation or enforcement of any other claim it may have toward any third party or fulfilment or enforcement of any other non-pecuniary obligation of any third party are transferred to Imlek, by fulfilling all necessary formalities with the competent authorities;
- all mutual outstanding claims, contracts, rights and obligations between:
 - (i) AMC 001 and Imlek;
 - (ii) AMC 003 and Imlek; and
 - (iii) AMC 001 and AMC 003,
 shall cease to exist, due to merger of the companies into one entity;
- all debts, obligations and other liabilities of AMC 001 and AMC 003 towards any third parties, including but not limited to commercial creditors, counterparties from the applicable commercial agreements AMC 001 and AMC 003 have entered into, as well as towards any state creditor on the ground of public revenues payable by AMC 001 and AMC 003, shall be transferred to Imlek based on the operation of the law.

7.2. AMC 001 i AMC 003 nemaju zaposlenih, i usled toga nema lica zaposlenih u AMC 001 i AMC 003 čiji se radni odnos nastavlja u Imleku.

7.2. AMC 001 and AMC 003 have no employees, and therefore there are no persons employed with AMC 001 and AMC 003 which will continue their work with Imlek.

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| <p>7.3. Mandat direktora AMC 001 i AMC 003 prestaje na Dan Pripajanja (kako je definisano u nastavku).</p> | <p>7.3. Mandate of directors of AMC 001 and AMC 003 shall expire on the Merger Date (as defined below).</p> |
| <p>7.4. AMC 001 i AMC 003 će odmah po zaključenju i overi ovog Ugovora kod nadležnog javnog beležnika, u skladu sa ovim Ugovorom preduzeti sve pravne radnje potrebne radi efektiviranja prenosa stvari i prava navedenih u ovom Ugovoru na Imlek.</p> | <p>7.4. AMC 001 and AMC 003, promptly after entering into this Agreement and its notarization before the competent public notary, in accordance with this Agreement, will undertake all legal actions required for effectuation of transfer of assets and rights listed in this Agreement to Imlek.</p> |
| <p>7.5. Na osnovu ovog Ugovora ima se izvršiti upis u skladu sa Zakonom, Zakonom o računovodstvu, kao i svim drugim važećim zakonima Republike Srbije.</p> | <p>7.5. On the basis of this Agreement the respective registration in accordance with the Law, Law on Accounting, as well as all other applicable laws of the Republic of Serbia, shall be performed.</p> |
| <p>7.6. Ne postoje posebne pogodnosti u Imleku koje se odobravaju direktorima AMC 001 i AMC 003 i direktorima Imleka.</p> | <p>7.6. There are no special rights in Imlek which are granted to directors of AMC 001 and AMC 003 and directors of Imlek.</p> |
| <p>7.7. Podaci o imovini i obavezama AMC 001 i AMC 003 su dati sa stanjem na dan 30. septembar 2017. godine, i moguće je da će u periodu od 30. septembra 2017. godine do Dana Pripajanja (kako je definisano u nastavku) doći do izmena navedenih podataka, ali u svakom slučaju, na Imlek će preći ona imovina i obaveze AMC 001 i AMC 003 koja bude postojala na Dan Pripajanja (kako je definisano u nastavku) u skladu sa Zakonom i ovim Ugovorom.</p> | <p>7.7. Data on assets and obligations of AMC 001 and AMC 003 are with balance on 30 September 2017, and it is possible that in a period from 30 September 2017 until Merger Date (as defined below) there will be changes of specified data, but in any case, the assets and obligations of AMC 001 and AMC 003 existing on the Merger Date (as defined below) will be transferred to Imlek in accordance with the Law and this Agreement.</p> |
| <p>8. DATUM OD KOGA PRESTAJU POSLOVNE AKTIVNOSTI AMC 001 I AMC 003</p> | <p>8. DATE OF THE CEASE OF BUSINESS ACTIVITIES OF AMC 001 AND AMC 003</p> |
| <p>8.1. Poslovne aktivnosti AMC 001 i AMC 003 prestaju danom registracije Pripajanja kod Agencije za privredne registre Republike Srbije („Dan Pripajanja“).</p> | <p>8.1. Business activities of AMC 001 and AMC 003 cease as of the date of registration of the Merger with the Serbian Business Registers Agency (“Merger Date”).</p> |
| <p>8.2. Sve transakcije AMC 001 i AMC 003 se u računovodstvene svrhe smatraju transakcijama obavljenim u ime Imleka od Dana Pripajanja.</p> | <p>8.2. All transactions of AMC 001 and AMC 003, for the accountancy purposes, shall be considered as transactions performed in the name of Imlek as of Merger Date.</p> |
| <p>9. DOKUMENTACIJA U VEZI SA STATUSNOM PROMENOM</p> | <p>9. DOCUMENTATION IN RELATION TO THE STATUS CHANGE</p> |
| <p>9.1. Ugovorne strane konstatuju da su se članovi društava koja učestvuju u Pripajanju</p> | <p>9.1. The Parties hereby confirm that the shareholders of the companies which are</p> |

saglasili, u skladu sa stavovima 4. 5., i 6. člana 490. Zakona, da se u vezi sa Pripajanjem neće sačinjavati sledeći dokumenti:

- finansijski izveštaji sa mišljenjem revizora, iz člana 490. stav 1. tačka 2) Zakona;
- izveštaj revizora o izvršenoj reviziji statusne promene, iz člana 490. stav 1. tačka 3) Zakona; i
- izveštaj direktora, odnosno izvršnog odbora, o statusnoj promeni, iz člana 490. stav 1. tačka 4) Zakona.

involved in the Merger agreed, in accordance with Paragraphs 4, 5 and 6 of the Article 490 of the Law, not to make, in relation to the Merger, the following documents:

- financial reports with the opinion of the auditor, provided in the Article 490 Paragraph 1 Item 2 of the Law;
- auditor's report on executed audit of the status change, provided in the Article 490 Paragraph 1 Item 3 of the Law; and
- director's report, i.e. executive board's report, on status change, provided in the Article 490 Paragraph 1 Item 4 of the Law.

9.2. Konstatuje se da je članovima društava koja učestvuju u Pripajanju omogućen u sedištu društava uvid u akta i dokumente iz člana 496. stav 1. Zakona.

9.2. It is hereby confirmed that the shareholders of the companies involved in the Merger were enabled, at the seat of the companies, to review all acts and documents provided in the Article 496 Paragraph 1 of the Law.

10. OSTALA PRAVA I OBAVEZE UGOVORNIH STRANA

10. OTHER RIGHTS AND LIABILITIES OF THE PARTIES

10.1. Ugovorne strane ovim saglasno potvrđuju da su im poznate sve činjenice od značaja za zaključenje ovog Ugovora i sprovođenje statusne promene Pripajanja, i odriču se prava da preispituju i traže poništenje ovog Ugovora zbog toga što im nisu dostavljena neka dokumenta koja mogu biti od značaja za sprovođenje Pripajanja, ili zbog toga što im ova dokumenta nisu dostavljena u rokovima predviđenim relevantnim propisima.

10.1. Parties hereby ascertain that they are familiar with all facts which are material to entering into this Agreement and executing of the status change of the Merger, and they waive their rights to review and require termination of this Agreement because they were not provided with any documents that may be relevant to the implementation of the Merger, or because those documents were not provided within the timeframe stipulated by the relevant regulations.

10.2. Ugovorne strane su saglasne da će Imlek odgovarati za obaveze AMC 001 i AMC 003 u skladu sa Zakonom.

10.2. The Parties agree that Imlek shall be liable for the obligations of AMC 001 and AMC 003 in accordance with the Law.

11. OSTALE ODREDBE

11. OTHER PROVISIONS

11.1. Ovaj Ugovor stupa na snagu nakon što nacrt istog bude odobren od strane članova društava koja učestvuju u Pripajanju, potpisan od strane Ugovornih strana i overen kod nadležnog javnog beležnika.

11.1. This Agreement enters into force upon approval of its draft by the shareholders of the companies involved in the merger, signing by the Parties and notarization before the competent public notary.

11.2. Izmene i dopune ovog Ugovora vršiće se

11.2. Amendments and changes to this Agreement

aneksima Ugovora i činiće njegov sastavni deo i važiće samo ako su sastavljeni u pisanoj formi, propisno potpisani od strane Ugovornih strana, i overeni u skladu sa važećim propisima.

shall be done in the form of annexes to this Agreement and shall become integral part of this Agreement and shall apply only if made in written form, duly signed by the Parties and notarized in accordance with the applicable regulations.

11.3. Ovaj Ugovor, uz ostalu neophodnu dokumentaciju, predstavlja osnov za upis statusne promene Pripajanja u Registru privrednih subjekata koji se vodi kod Agencije za privredne registre Republike Srbije.

11.3. This Agreement, along with other necessary documents, represents the ground for registration of status change of merger in the Register of Business Entities held by the Serbian Business Registers Agency.

11.4. Kao posledica Pripajanja, a na osnovu ovog Ugovora i ostale dokumentacije predviđene propisima, registrovaće se i brisanje AMC 001 i AMC 003 iz Registra privrednih subjekata koji se vodi kod Agencije za privredne registre Republike Srbije.

11.4. As a result of the Merger, and based on this Agreement and other documents provided under the regulations, the deletion of AMC 001 and AMC 003 shall be registered with the Register of Business Entities held by the Serbian Business Registers Agency.

11.5. Na ovaj Ugovor se primenjuje pravo Republike Srbije. U slučaju bilo kakvog spora koji nastane iz ili u vezi sa ovim Ugovorom nadležan je Privredni sud u Beogradu.

11.5. This Agreement shall be governed by the Serbian law. Any dispute resulting from or in connection with this Agreement shall be resolved by the Commercial Court in Belgrade.

11.6. Ugovorne strane saglasno izjavljuju da ovaj Ugovor predstavlja izraz njihove slobodne i saglasno izražene volje, pa ga potpisuju bez primedbi.

11.6. Parties mutually declare that this Agreement represents the expression of their free and mutually expressed will, and they are signing it without any objections.

11.7. Ovaj Ugovor je sačinjen na srpskom i engleskom jeziku. U slučaju nesaglasnosti između verzije na srpskom i verzije na engleskom, tekst na srpskom jeziku će prevladati.

11.7. This Agreement is made in Serbian and English language. In case of inconsistency between Serbian version and English version, the Serbian version will prevail.

Za: / For:

AKCIONARSKO DRUŠTVO INDUSTRIJA MLEKA I MLEČNIH PROIZVODA IMLEK, PADINSKA SKELA

[uneti / insert]

po punomoćju / under Power of Attorney

Za: / For:

Adriatic Minorityco 001 d.o.o. Beograd-Vračar

[uneti / insert]

po punomoćju / under Power of Attorney

Za: / For:

Adriatic Minorityco 003 d.o.o. Beograd-Vračar

[uneti / insert]

po punomoćju / under Power of Attorney