

Pursuant to Art. 335. para. 1. item 7. of the Company Law ("Official Gazette RS" No. 36/11 and 99/11) and Decision of the Board of Directors of "DDOR Novi Sad" a.d.o. Novi Sad Ref. No. OD-14/52 of 14.07.2014, whereby an extraordinary session of the Shareholders' Meeting was convened for August 5, 2014, on July 14, 2014 all shareholders of "DDOR Novi Sad" a.d.o. Novi Sad (Reg. Code: 08194815) are hereby submitted the following

## **I N F O R M A T I O N**

### **INFORMATION ABOUT HOW TO TAKE OVER THE MATERIAL FOR THE SESSION**

In line with Art. 355. of the Company Law and Art. 22 of the Statute of the Joint Stock Insurance Company „DDOR Novi Sad“ Novi Sad, materials for the session of the Shareholders' meeting shall be made available to the shareholders at the same time when the invitations are dispatched, so that the shareholders may take them over personally or through their proxies, at the Company's Head Office within regular office hours.

### **SHAREHOLDERS' DAY**

In line with Art. 331. of the Company Law, the Shareholders' day shall be on July 26, 2014. Only the shareholders that are the shareholders of the Company on that day shall be entitled to participate in the Shareholders' Meeting.

The list of shareholders of "DDOR Novi Sad" a.d.o. Novi Sad shall be determined based on the abstract from the unique records of shareholders from the Central registry.

A shareholder from the list of the shareholders from the central registry, who transfers his stake to a third party after the shareholders' day, shall retain the right to participate in the Shareholders' Meeting based on the stake he owned on the shareholders' day.

### **SHAREHOLDER'S RIGHT TO TABLE A MOTION TO AMEND THE PROPOSED AGENDA**

Pursuant to Art. 337. of the Company Law, one or more shareholders who own at least 5% voting shares may propose the Board of Directors to include additional items in the Meeting's agenda to be considered or adopted by the Shareholder's Meeting, provided they present reasons for the motion or submit a wording of the decision they propose.

A motion to amend the proposed agenda shall be in writing, and shall include data on persons making the motion. It may be addressed to the Joint Stock Insurance Company „DDOR Novi Sad“ Novi Sad – Legal Department, not later than 10 days before holding the extraordinary Shareholders' Meeting.

## **SHAREHOLDER'S RIGHT TO ASK QUESTIONS**

Pursuant to Art. 342. of the Company Law, a shareholder who has the right to participate in the Shareholders' Meeting shall also have the right to ask the management of "DDOR Novi Sad" a.d.o. Novi Sad questions related to items of the Meeting's agenda, as well as other questions related to the Company, to the extent that replies to these questions are necessary for correct evaluation of questions related to items of the Meeting's agenda.

The right to ask questions shall also include questions related to operations of the related companies which are included in the consolidated financial statement.

The management of „DDOR Novi Sad“ a.d.o. Novi Sad is obliged to provide the shareholder with an answer during the Meeting.

Notwithstanding the above, an answer may be withheld if:

- 1) it could be reasonably concluded that providing an answer may cause harm to „DDOR Novi Sad“ a.d.o. Novi Sad or its related party;
- 2) providing an answer would constitute a criminal offence;
- 3) the relevant information is available on the website of „DDOR Novi Sad“ a.d.o. Novi Sad in a form of questions and answers, at least seven days prior to holding of the session.

The management of „DDOR Novi Sad“ a.d.o. Novi Sad may provide one answer to several questions of the same content.

In case a shareholder is withheld an answer, it shall be entered into the minutes of the Meeting, together with the reason for its withholding.

## **DESCRIPTION OF PROCEDURE OF VOTING THROUGH PROXY**

Pursuant to Art. 344. of the Company Law, a shareholder has the right to authorize, through a proxy document, a person to participate in the Shareholders' Meeting of „DDOR Novi Sad“ a.d.o. Novi Sad on his behalf, including the right to vote on his behalf (hereinafter: proxy to vote).

Proxy has the same rights in terms of participating in the Shareholders' Meeting as does the shareholder that authorized him.

If a proxy to vote was given to a number of persons, each of the proxies shall be deemed to have been authorized to vote.

If a session is attended by more than one proxies for the same shares of the same shareholder, „DDOR Novi Sad“ a.d.o. Novi Sad shall accept as proxy a person having a proxy to vote with the most recent date, and if there are more than one proxy to vote with the most recent date, „DDOR Novi Sad“ a.d.o. Novi Sad is authorized to accept only one of these persons as a proxy.

**Proxy to vote is given in writing, and includes, in particular:**

- 1) name or business name of a shareholder, as well as the following data: JMBG and residence of a shareholder who is a domestic natural person, or name, passport No. or other identification number and residence of a shareholder who is a foreign natural

person, or business name, registry code and registered office of a shareholder who is domestic legal entity, or business name, registry code or other identification number and registered office of a shareholder who is a foreign legal entity;

- 2) name of proxy, along with all data referred to above;
- 3) number, type, and class of shares for which the proxy is given.

**Proxy to vote may also be given by e-mail**, in which case it is to be submitted to the following e-mail address: [tatjana.acanski@ddor.co.rs](mailto:tatjana.acanski@ddor.co.rs). A proxy given by e-mail must be undersigned by a qualified electronic signature, in line with the law governing electronic signature.

If a proxy to vote contains instructions or orders to exercise the right to vote, a proxy is obliged to act in line with them, and if a proxy to vote does not have any instructions, a proxy is obliged to vote conscientiously and in the best interest of the shareholder. Orders and instructions from a proxy to vote must be clear and precise, and given by items or the agenda.

After the session, a proxy is obliged to inform a shareholder on how he voted at the Meeting.

Proxy shall be held liable for any damage suffered by the shareholder, if he has exercised his right to vote contrary to the instructions and orders given in a proxy to vote, namely, if he votes unconscientiously and contrary to the best interest of the shareholder, and this liability cannot be previously or subsequently limited or excluded.

If, in a proxy to vote, it has been stated that it is given for one session of the Meeting, it shall also be valid for a reconvened Meeting. If, in a proxy to vote, it has not been stated that it is given for one session of the Meeting, it shall be valid for all future Meetings until it is revoked or until expiry of the period to which it was given.

Proxy to vote is not transferable.

A proxy may be any person/entity capable of engaging in business.

If the proxy is a legal entity, it shall exercise its voting right through its legal representative or any other authorized person, who can be only a member of the legal entity's body or its employee.

**A proxy cannot be a person/entity who is:**

- 1) a controlling shareholder of „DDOR Novi Sad“ a.d.o. Novi Sad or a person/entity under the control of a controlling shareholder, or
- 2) a director or member of the Board of Directors of „DDOR Novi Sad“ a.d.o. Novi Sad, or a person in such a capacity in another company that is a controlling shareholder of „DDOR Novi Sad“ a.d.o. Novi Sad or in a company which is under the control of a controlling shareholder, or
- 3) an employee of „DDOR Novi Sad“ a.d.o. Novi Sad, or a person in such a capacity in another company that is a controlling shareholder of „DDOR Novi Sad“ a.d.o. Novi Sad or in a company which is under the control of a controlling shareholder, or
- 4) a person/entity who, in line with Art. 62. of the Company law, is considered to be a person/entity related with the natural person referred to in items 1) to 3) above, or
- 5) auditor of „DDOR Novi Sad“ a.d.o. Novi Sad or employee in the entity performing audit of „DDOR Novi Sad“ a.d.o. Novi Sad, or a person in such a capacity in another

company that is a controlling shareholder of „DDOR Novi Sad“ a.d.o. Novi Sad or in a company which is under the control of a controlling shareholder.

**The provisions referring to previous conditions, items 1) to 4) do not apply to a proxy of the controlling shareholder.**

**Proxy for several shareholders:** if one person is authorized as a proxy to vote by several shareholders, he may exercise the right to vote for each of those shareholders differently.

**Change or revoking of proxy to vote:** a shareholder may change or revoke the proxy document in writing, at any time prior to the date of holding the Meeting, provided that he notifies the proxy and „DDOR Novi Sad“ a.d.o. Novi Sad thereof, by the date of holding the Meeting. A change or revoking of a proxy shall be done in line with the provisions of the Company law related to granting a proxy. A proxy shall be deemed revoked if a shareholder attends a Shareholders' Meeting in person.

A form of proxy to vote is made available to the shareholders on the Company website: [www.ddor.co.rs](http://www.ddor.co.rs) (section: Business news).

#### **DESCRIPTION OF THE PROCEDURE OF VOTING IN ABSENTIA**

In line with Art. 340. of the Company law and Art. 21. of the Statute of Joint Stock Insurance Company “DDOR Novi Sad” Novi Sad, shareholders may vote by correspondence, without attending the extraordinary Meeting, without the obligation to notarize their signature on the voting ballot, pursuant to law governing notarization of signatures.

A shareholder who voted in absentia shall be considered present at the session on passing decisions about items of the agenda for which he voted.

A form of a ballot of voting in absentia is made available to the shareholders on the Company website: [www.ddor.co.rs](http://www.ddor.co.rs) (section: Business news).

**GENERAL DIRECTOR**  
*Dr jur Christian Otto Neu*

