



Joint Stock Insurance Company
"DDOR Novi Sad"
Novi Sad

MINUTES

**of the Regular Annual Shareholders' Meeting
of the Joint Stock Insurance Company "DDOR Novi Sad" Novi Sad
held on 29 April 2015**

Novi Sad, April 2015

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of the Regular Annual Shareholders' Meeting of the Joint Stock Insurance Company "DDOR Novi Sad" Novi Sad, held on 29 April 2015 in Novi Sad, at the business premises of "DDOR Novi Sad" a.d.o. Novi Sad, 8, Mihajlo Pupin Boulevard, in the Conference Room III on the first floor, starting at 12.00 hours.

PRESENT: Shareholder UnipolSai Assicurazioni S.p.A. – legal successor of Fondiaria-SAI S.p.A. which was the incorporating company of Unipol Assicurazioni S.p.A., Milano Assicurazioni S.p.A. and Premafin Finanziaria S.p.A. in a four way merger with effect from 6th January 2014 - disposing of 2,114,285 votes, i.e. 99.99% of the total number of votes-shares, represented by Maurizio Serafini against the attached Proxy

The Meeting was also attended by the President of the Board of Directors of "DDOR Novi Sad" a.d.o. Novi Sad – Prof. Dr Veroljub Dugalić, Assistant General Director for Strategic Planning and Management Control – Dr Nikola Uzelac, Director of Legal Department and Company Secretary -Gordana Burić and Chief of Staff to the Office of General Director -Tatjana Ačanski.

President of the Board of Directors Prof. Dr Veroljub Dugalić concluded that the meeting was attended by the shareholder holding 99.99% of the votes, i.e. representative of the shareholder UnipolSai Assicurazioni S.p.A. (legal successor of Fondiaria-SAI S.p.A.) - Maurizio Serafini, hence the prerequisites for the Shareholders' Meeting to work and pass decisions, were met.

Prof. Dr Veroljub Dugalić explained that, apart from appointing the Voting Committee by the Chairman of the Shareholders Meeting, it was also necessary to appoint the Recording Officer. Director of Legal Department and Company Secretary motioned to appoint Katarina Savkov, Legal Associate, as the Recording Officer and the motion was accepted.

Prof. Dr Veroljub Dugalić proposed that the Shareholders Meeting work according to the agenda that had been submitted in the material for the Meeting, noting that no motion for agenda amendment had been received within the provided legal deadline.

President of the Board of Directors Prof. Dr Veroljub Dugalić proposed the following

AGENDA

1. Appointment of the Chairman of the Shareholders' Meeting
2. Appointment of the Voting Committee
3. Review and adoption of the Minutes of the Extraordinary Shareholders' Meeting of the Joint Stock Insurance Company "DDOR Novi Sad" Novi Sad, held on January 19, 2015
4. Presentation of the business results
5. Review and adoption of the Report on Operations and Financial Reports of "DDOR Novi Sad" a.d.o. Novi Sad for 2014 and Consolidated Financial Reports
Review and adoption of the:
 - 5.1. Opinion of the Certified Actuary
 - 5.2. Report of the Certified Auditor
 - 5.3. Opinion of the Board of Directors
 - 5.4. Report on Implementation of 2014 Coinsurance and Reinsurance Policy
 - 5.5. Adoption of the Decision on Gross Profit Allocation
6. Review and adoption of the Report of the Board of Directors
7. Review and adoption of the Annual Report on Internal Audit for 2014
8. Adoption of the Decision on appointment of the auditor of operations of the Joint Stock Insurance Company "DDOR Novi Sad" Novi Sad for 2015
9. Adoption of the Decision on appointing a member of the Board of Directors of "DDOR Novi Sad" a.d.o. Novi Sad
10. Miscellaneous

The agenda was adopted.

1. Appointment of the Chairman of the Shareholders' Meeting

Prof. Dr Veroljub Dugalić noted that according to the Shareholders' Meeting Rules of Procedure, the Chairman of the Shareholders' Meeting is the person

that disposes of / represents the largest individual number of votes carried by ordinary shares, as compared to the total number of votes of the shareholders attending the Meeting. Since Maurizio Serafini was the only person in attendance, and since he was also the authorized representative of the shareholder holding 99.99% of all the Company shares, Prof. Dr. Veroljub Dugalić motioned that the Shareholders' Meeting render Decision on Appointing Maurizio Serafini as the Chairman of the Shareholders' Meeting.

Maurizio Serafini accepted the motion, and the Shareholders' Meeting rendered the following

DECISION

1. Maurizio Serafini is appointed Chairman of the Shareholders' Meeting of "DDOR Novi Sad" a.d.o. Novi Sad at the Regular Annual Shareholders' Meeting held on 29 April 2015.
2. The Decision shall come into force as of its enactment.

The Meeting was thereon chaired by the Chairman of the Shareholders' Meeting of the Company– Maurizio Serafini.

2. Appointment of the Voting Committee

The Chairman of the Shareholders' Meeting Maurizio Serafini appointed the Voting Committee composed of:

1. Dr Nikola Uzelac, chairman;
2. Gordana Burić, member;
3. Tatjana Ačanski, member.

3. Review and adoption of the Minutes of the Extraordinary Shareholders' Meeting of the Joint Stock Insurance Company "DDOR Novi Sad" Novi Sad, held on January 19, 2015

Maurizio Serafini voted in favour of adopting the Minutes of the Extraordinary Shareholders' Meeting of "DDOR Novi Sad" a.d.o. Novi Sad, and the Shareholders' Meeting rendered the following

DECISION

The Minutes of the Extraordinary Shareholders' Meeting of "DDOR Novi Sad" Novi Sad, held on January 19, 2015, are hereby adopted.

4. Presentation of the business results

Assistant General Director for Strategic Planning and Management Control Dr. Nikola Uzelac outlined the main data concerning operations and performance of "DDOR Novi Sad" a.d.o. Novi Sad in 2014.

In the previous year, the Company operations saw an almost 15 % of GWP growth, which resulted in increase of the Company's market share to 13.6% (third on the market).

Premium growth was recorded in all major areas the Company's business. In MTPL, this growth was not only the result of rise in prices but also in the increase of the number of written policies by 11%. A two-digit increase was also recorded in life insurance.

In 2014, the net profit generated amounted to RSD 151 million, which accounts for 1.6% of GWP, whereas average RoE was 3.9%.

The total net claims ratios in non-life insurance was maintained on 60.2%, ensuring that all up-to-date actuarial principles and methods for assessing the adequacy of claims reserves were fully observed

The expense ratio in non-life was reduced 47.1% in 2013 to 43.4% in 2014, primarily due to additional savings in administration.

Furthermore, safety and stability of investments was maintained, and good yield ensured.

The Chairman of the Shareholders' Meeting Maurizio Serafini thanked for the presentation of the results, and pointed out that much credit for successful operations in 2014 should also go to Dr Christian Otto Neu.

5. Review and adoption of the Report on Operation and Financial Reports of "DDOR Novi Sad" a.d.o. Novi Sad for 2014 and Consolidated Financial Reports

Review and adoption of the:

5.1. Opinion of the Certified Actuary

5.2. Report of the Certified Auditor

- 5.3. Opinion of the Board of Directors
 - 5.4. Report on Implementation of Coinsurance and Reinsurance Policies for 2014
 - 5.5. Adoption of the Decision on Gross Profit Allocation
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After the review of the submitted materials, Maurizio Serafini voted in favour of adoption of all reports and decisions, hence the Shareholders' Meeting passed the below decisions:

I DECISION

1. The Shareholders' Meeting adopts the Annual Report and Financial Reports of "DDOR Novi Sad" a.d.o. Novi Sad for 2014, and the Consolidated Financial Reports.
2. The wording of the Reports referred to under the item 1. above shall make an integral part of the present Decision, and shall be submitted to the National Bank of Serbia, pursuant to the article 156. of the Insurance Law.

II DECISION

1. The Shareholders' Meeting adopts the Opinion of the Certified Actuary on Financial Reports and Annual Report of "DDOR Novi Sad" a.d.o. Novi Sad for the period 01.01. – 31.12.2014.
2. The wording of the Opinion referred to under the item 1. above shall make an integral part of the present Decision and shall be submitted to the National Bank of Serbia, pursuant to the article 156. of the Insurance Law.

III DECISION

1. The Shareholders' Meeting adopts the Report of the Certified Auditor on Audit of Operations of "DDOR Novi Sad" a.d.o. Novi Sad for the year 2014 and the Report of the Certified Auditor on Audit of the Consolidated Financial Reports.
2. The wordings of the Reports referred to under the item 1. above shall make an integral part of the present Decision and shall be submitted to the National Bank of Serbia pursuant to the article 156. of the Insurance Law.

IV DECISION

1. The Shareholders' Meeting adopts the Opinion of the Board of Directors on the Annual Report and Financial Reports of "DDOR Novi Sad" a.d.o. Novi Sad for 2014.
2. The wording of the Opinion referred to under item 1. above shall make an integral part of the present Decision and shall be submitted to the National Bank of Serbia pursuant to the article 156. of the Insurance Law.

V DECISION

1. The Shareholders Meeting adopts the Report on Implementing the Coinsurance and Reinsurance Policy in 2014 with the Opinion of the Certified Actuary.
2. The wording of the acts referred to under the item 1. above shall make an integral part of the present Decision and shall be submitted to the National Bank of Serbia pursuant to the article 156. of the Insurance Law.

VI DECISION ON ALLOCATION OF GROSS PROFIT IN 2014

1. The 2014 gross profit amounts to RSD 184,562,028.68.
2. Gross profit is decreased by deferred tax liabilities in the amount of RSD 33,333,276.03. Upon decrease by deferred tax liabilities, the net profit amounts to 151,228,752.65.

Net profit in the amount of RSD 151,228,752.65 is comprised of non-life insurance profit in the amount of RSD 221,297,968.67 and life insurance loss in the amount of RSD 70,069,216.02.

3. The incurred life insurance loss for 2014 in the amount of RSD 70,069,216.02 shall be covered from retained earnings of non-life insurance. The remaining net profit in the amount of RSD 151,228,752.65 shall be directed to retained earnings of non-life insurance.

4. The Decision on Allocation of Gross Profit in 2014 shall be submitted to the National Bank of Serbia pursuant to the article 156. of the Insurance Law.

6. Review and adoption of the of the Report of the Board of Directors

Maurizio Serafini voted in favour of adopting the Report as in the wording presented, hence the Shareholders' Meeting adopted

D E C I S I O N

1. The Shareholders' Meeting adopts the Report of Board of Directors of "DDOR Novi Sad "a.d.o. Novi Sad.
2. The wording of the Report referred to under the item 1. above shall make an integral part of the present Decision, and shall be submitted to the National Bank of Serbia, pursuant to Art. 156. of the Insurance Law.

7. Review and adoption of the Annual Report on Internal Audit for 2014

After the review of the submitted materials, Maurizio Serafini voted in favour of adopting the Annual Report on Internal Audit, pursuant to which the Shareholders' Meeting adopted the following decision

D E C I S I O N

1. The Shareholders' Meeting hereby adopts the Annual Report of Internal Audit for 2014.
2. The Shareholders' Meeting hereby adopts the Opinion of the Board of Directors on the Annual Report of Internal Audit for 2014 .
3. The wordings of the documents referred to under the items 1. and 2. above shall make integral parts of the present Decision and shall be submitted to the National Bank of Serbia pursuant to Art. 156. of the Insurance Law.

8. Adoption of the Decision on Appointment of the auditor of operations of the Joint Stock Insurance Company "DDOR Novi Sad" Novi Sad for 2015

Maurizio Serafini voted in favour of adopting the Decision as in the wording proposed, pursuant to which the Shareholders' Meeting adopted

DECISION

1. PricewaterhouseCoopers d.o.o. Beograd, the company providing auditing, accounting, financial and consulting services, shall be appointed the independent auditor of operations of "DDOR Novi Sad" a.d.o. Novi Sad for the year 2015.
2. Assistant general director for accounting, taxes, financial reporting and general affairs shall be authorized to negotiate the terms of engagement and provisions of the Contract with the appointed auditor.
3. Pursuant to Article 197. of the Insurance Law, the Decision shall be submitted to the National Bank of Serbia for approval.

9. Adoption of the Decision on appointing a member of the Board of Directors of "DDOR Novi Sad" a.d.o. Novi Sad

Taking into account the the term of office of the co-opted member expires at the first Shareholders' Meeting following co-option, it has been proposed to adopt the Decision on appointing Dr Norberto Odorico to the Board of Directors.

Maurizio Serafini voted in favour of adopting the Decision as in the wording proposed, pursuant to which the Shareholders' Meeting adopted

DECISION ON APPOINTING MEMBER OF BOARD OF DIRECTORS OF „DDOR Novi Sad“ a.d.o. Novi Sad

1. **Dr Norberto Odorico**, who was co-opted onto the Board of Directors of "DDOR Novi Sad" a.d.o. Novi Sad by virtue of Decision of the Board of Directors ref. no. OD-15/2 of 02.02.2015, upon obtained approval from the National Bank of Serbia ref. no. 276 of 15.01.2015, **is hereby appointed to the Board of Directors of "DDOR Novi Sad" a.d.o. Novi Sad as a non-executive member.**
2. The member of Board of Directors shall be appointed for a one-year period.
3. A contract on rights and obligations of member of Board of Directors shall be concluded with the appointed person.
4. The present Decision shall enter into force on the date of adoption.

10. Miscellaneous

There were no questions or motions.

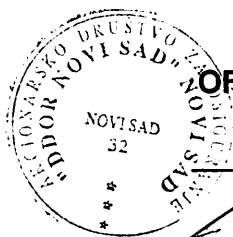
President of the Shareholders Meeting Serafini adjourned the Meeting at 12.20 hours.

Report of the Voting Committee makes an integral part hereof.

RECORDING OFFICER



Katarina Savkov



PRESIDENT
OF SHAREHOLDERS' MEETING



Maurizio Serafini

MEMBERS OF VOTING COMMITTEE:



1. *Dr. Nikola Uzelac, chairman*



2. *Gordana Burić, member*



3. *Tatjana Ačanski, member*