

Na osnovu odredbe člana 65.-66. Zakona o privrednim društvima Republike Srbije (u daljem tekstu: Zakon), skupština društva „Belmet društvo sa ograničenom odgovornošću za trgovinu i usluge Beograd-Savski Venac” Beograd, ul. Koste Glavinića br. 5, matični broj 21279471, PIB 109982649 (u daljem tekstu: Društvo), koju čine osnivači i to:

1. **Belmet Handelsgesellschaft GmbH iz Linca**, Republika Austrija, Gruberstrasse br. 2-4, matični broj FN 151556 b (u daljem tekstu: Belmet Austrija), i
2. **METAL ELEMENT d.o.o. za usluge, Zagreb**, Republika Hrvatska, ul. Kuzminečka br. 8, matični broj: 080794559 (u daljem tekstu: ME), koga zastupa direktor Mario Plazibat

na vanrednoj sednici Skupštine održanoj dana 15. oktobra 2020. godine, zakazanoj radi prethodnog odobrenja zaključenja pravnog posla u kome postoji lični interes, član sa pravom glasa i to ME kao osnivač koji nema lični interes za zaključenje pravnog posla, donosi:

### ODLUKU

**ODOBRAVA SE** Društvu zaključenje Ugovora o kreditu koji ima biti zaključen između Društva kao Zajmoprimca sa jedne strane i Razvojne Banke Republike Belorusije (u daljem tekstu: Ugovor o kreditu), koji Ugovor o kreditu po svojoj pravnoj prirodi predstavlja posao sticanja i raspolaganja imovine velike vrednosti, te ova Odluka predstavlja prethodno odobrenje Ugovora kao ugovora u kome postoji lični interes člana Društva Belmet Austrija, sve u smislu odredbi Zakona o privrednim društvima.

**II** Uslovi zaključenja Ugovora o kreditu su: iznos revolving kredita – maksimalni iznos zaduženja je 4.000.000. eur; kamata u iznosu od 0,30 (nula zarez trideset), procenata godišnje, nepromenljivo za ceo period važnosti Ugovora o kreditu; namena kredita – kupovina proizvoda koja prodaje OJSC BMZ; rok vraćanja kredita februar 2023.godine, dospeće kredita avgust 2023.

### Obrazloženje

Član Društva Belmet Austrija je dana 17.7.2020. godine, Skupštinu Društva obavestio i prijavio, da će predložiti

Pursuant to provisions of the article 65.-66. 471. of the Company Law (hereinafter: Law), assembly of company „Belmet društvo sa ograničenom odgovornošću za trgovinu i usluge Beograd-Savski Venac” Belgrade, Koste Glavinica street no. 5, Company Identification number 21279471, TIN 109982649 (hereinafter: the Company), consisting of shareholders being:

1. **Belmet Handelsgesellschaft GmbH from Linz**, Republic of Austria, Gruberstrasse No. 2-4, Company Identification Number FN 151556 b (hereinafter: Belmet Austria), and
2. **METAL ELEMENT llc, from Zagreb**, Republic of Croatia, Kuzminečka street no. 8, registration number: 080794559 (hereinafter: ME), duly represented by general manager Mario Plazibat

on extraordinary Assembly meeting, held on October 15 st 2020, scheduled for obtaining the prior consent on execution of the legal affair in which exist the personal interest of the shareholder Belmet Austria, the shareholder with voting right being ME as shareholder which does not have personal interest for execution of the legal affair, issues:

### RESOLUTION

**I** The Loan Agreement, that the Company shall enter in as the Borrower on one side and Joint –Stock Company Development Bank of the Republic of Belarus as Creditor (hereinafter: the Loan Agreement), which Loan Agreement represent business of acquiring and disposing of high value assets, **IS APPROVED**, therefore this resolution represent the advance approval of the Agreement in which the personal interest of the shareholder Belmet Austria exist, all in line with provisions of the Company Law

**II** Terms and conditions of the Loan Agreement are: revolving credit amount – maximum debt limit is 4.000.000.eur; interest at the rate of 0,30 (zero point thirty) per cent per annum which will be fixed for the whole period of the Loan Agreement; the purpose – purchase of the product sold by OJSC BMZ; the loan term is no later than february 2023., the maturity date is august 2023.

### Reasons

The Shareholder of the Company being Belmet Austria has

Skupštini donošenje odluke o prethodnom odobrenju za zaključenje pravnog posla i to Ugovora o kreditu, u kom pravnom poslu postoji njegov lični interes.

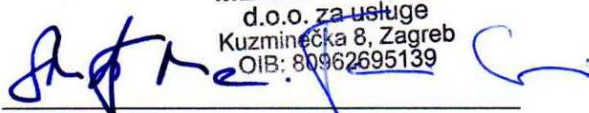
Član Društva Belmet Austrija je u dostavljenoj prijavi objasnio postojanje ličnog interesa.

U daljem postupku Skupština Društva je donela odluku o imenovanju stručnog lica sa zadatkom da izvrši procenu tržišne vrednosti stvari ili prava koji su predmet pravnog posla i o tome sačini izveštaj.

Angažovano lice je u nalazu i mišljenju od 14.10.2020. godine izvršilo procenu tržišne vrednosti pravnog posla zaključenja ugovora o kreditu. Takođe, utvrđeno je i da je navedena vrednost iznad praga od 10% vrednosti ukupne imovine Društva iskazane u poslednjem godišnjem bilansu stanja. Na osnovu navedenog, u skladu sa relevantnim odredbama Zakona o privrednim društvima osnivač ME koji nema lični interes za zaključenje Ugovora kao jedini osnivač sa pravom glasa, donosi odluku kao u izreci.

za člana Društva ME:

**METAL ELEMENT**  
d.o.o. za usluge  
Kuzminečka 8, Zagreb  
OIB: 80962695139

  
direktor Tomislav Smrekar, Mario Plazibat


on July 17<sup>th</sup>, 2020, informed and declared to Assembly of the Company that it is going to suggest to the Assembly to issue the resolution on prior approval for execution of the legal affair namely Loan Agreement, in which legal affair exists it personal interest.

In such notification the shareholder Belmet Austria has explained the existence of its personal interest.

In the further procedure, the Assembly of the Company made a decision on the appointment of an expert with the task to evaluate the market value of things or rights that are the subject of legal work and make a report.

The engaged person is in the finding and opinion as of 14.10.2020. performed an assessment of the market value of the legal transaction of concluding a loan agreement. Also, it was determined that the stated value is above the limit of 10% of the value of the total assets of the Company stated in the last annual balance sheet. Based on the above, in accordance with the relevant provisions of the Law on Companies, the founder of the ME who has no personal interest in concluding the Agreement as the sole founder with the right to vote, makes a decision as in the saying.

for shareholder of Company ME:  
**METAL ELEMENT**  
d.o.o. za usluge  
Kuzminečka 8, Zagreb  
OIB: 80962695139

  
general manager Tomislav Smrekar, Mario Plazibat