



***Obavještenje o sazivanju XIX (devetnaeste) vanredne
Skupštine akcionara Lovćen banke AD***

***Notice of convening of XIX (the nineteenth) extraordinary
General Meeting of Shareholders of Lovćen Bank AD***

U Podgorici, 6. oktobra 2020. godine

In Podgorica, 6 October 2020

U skladu sa odredbama člana 136 stav 1 i 3 i člana 151 stav 1 i 2 Zakona o privrednim društvima ("Službeni list CG", br. 65/20 od 03.07.2020. godine), akcionarima Lovćen banke AD Podgorica dostavlja se

OBAVJEŠTENJE O SAZIVANJU XIX VANREDNE SKUPŠTINE AKCIONARA LOVČEN BANKE AD PODGORICA

I

XIX (devetnaesta) vanredna Skupština akcionara Lovćen banke AD Podgorica održaće se elektronskim putem na dan 5. novembar 2020. godine, sa početkom u 11 časova.

U skladu sa odredbom člana 145 Zakona o privrednim društvima („Službeni list CG", br. 65/20 od 03.07.2020. godine), u radu XIX (devetnaeste) vanredne Skupštine akcionara Banke učestvovaće se putem ZOOM aplikacije, odnosno dvosmjernom komunikacijom kojom se omogućava akcionarima da se obrate Skupštini sa druge lokacije.

U skladu sa navedenim, akcionari će pristupiti video–zoom aplikaciji putem linka: <https://zoom.us/j/99247539095?pwd=Tk5MRIVEcm1K05sS2trTmQrOVBaUT09>, dok će ID i passcode za Skupštinu, zbog povjerljivosti podataka, biti dostavljen akcionarima putem outlook kalendara, elektronske i redovne pošte na ranije utvrđene adrese za komunikaciju Banke i njenih akcionara.

II

Odlukom Odbora direktora br. 02-53/1 od 5. oktobra 2020. godine predložen je sljedeći

Dnevni red XIX (devetnaeste) vanredne Skupštine akcionara Banke:

1. Donošenje Odluke o povećanju akcijskog kapitala Lovćen banke AD Podgorica,
2. Donošenje Odluke o emisiji akcija po osnovu pretvaranja duga u akcionarski kapital Lovćen banke AD Podgorica,
3. Donošenje Odluke o izmjenama i dopunama Statuta Lovćen banke AD Podgorica i
4. Donošenje Poslovnika o radu Skupštine akcionara Lovćen banke AD Podgorica.

III

Prema Listu vlasnika hartija od vrijednosti od 2. oktobra 2020. godine, koji je izdalo Centralno klirinško depozitarno društvo a.d. (CKDD), ukupan broj emitovanih akcija iznosi 38.400 (slovima: trideset osam hiljada četiri stotine). Sve su obične, redovne akcije sa pravom glasa i jedna akcija vrijedi jedan glas. Ukupan broj glasova kojima raspolažu akcionari na XIX vanrednoj Skupštini akcionara iznosi 38.400.

U skladu sa odredbom člana 215 stav 1 Zakona o privrednim društvima, kvorum XIX vanredne Skupštine akcionara Banke čine akcionari koji posjeduju više od dvije trećine akcija Banke, odnosno akcionari ili njihovi zastupnici koji posjeduju najmanje 25.600 (slovima: dvadest pet hiljada šest stotina) akcija Banke.

IV

U skladu sa odredbom člana 143 stav 7 Zakona o privrednim društvima, XIX vanredna Skupština akcionara donosi odluke po svim tačkama Dnevnog reda većinom glasova prisutnih ili zastupanih akcionara, odnosno putem glasačkih listića, a što iznosi najmanje 19.201 (slovima: devetnaest hiljada dvije stotine jedan) glas.

Glasanje putem glasačkih listića obavezno je za sve tačke Dnevnog reda XIX vanredne Skupštine akcionara Banke.

V

U skladu sa odredbom člana 143 stav 8 i 9 Zakona o privrednim društvima, glasački listić sadrži podatke o nazivu Banke, datumu i mjestu, odnosno načinu održavanja Skupštine akcionara Banke, pitanja o kojima se glasa, ime, odnosno naziv akcionara, broj glasova akcionara, mogućnost glasanja "za" ili "protiv" po svakom pitanju o kome se glasa, kao i uputstvo o načinu glasanja i o uslovima za proglašenje glasanja važećim, odnosno nevažećim.

VI

U skladu sa odredbom člana 146 Zakona o privrednim društvima, akcionar ima pravo da opunomoći drugo lice da glasa kao njegov punomoćnik na Skupštini akcionara ili da obavlja druge pravne radnje. Punomoćje mora biti ovjereno kod nadležnog organa koji vrši ovjeru potpisa.

VII

Predlozi odluka i materijal za XIX vanrednu Skupštinu akcionara biće dostavljeni akcionarima poštanskim i elektronskim putem na dan upućivanja i objavljivanja ovog Obavještenja, a biće dostupni u poslovnim prostorijama Lovćen banke AD Podgorica počev od 15. oktobra 2020. godine, svakog radnog dana od 08 do 16 časova.

Obavještenje o sazivanju XIX (devetnaeste) vanredne Skupštine akcionara Lovćen banke AD Podgorica objavljeno je na internet stranici Lovćen banke AD Podgorica: <https://www.lovcenbanka.me/me/obavjestenja-o-sazivanju-skupstine-akcionara> na dan upućivanja ovog Obavještenja.

VIII

U skladu sa odredbom člana 151 stav 1 i člana 136 stav 4 Zakona o privrednim društvima, sastavni dio ovog Obavještenja čine predlozi odluka koje je utvrdio Odbor direktora Odlukom broj 02-53/2 od 5. oktobra 2020. godine, a koje razmatra i donosi Skupština, kao i obrasci punomoćja i glasačkog listića.

U Podgorici, dana 6. oktobra 2020. godine

Vanja Golubović-Tatalović
Vanja Golubović-Tatalović,
sekretar Banke

Pursuant to the provisions of Article 136 paragraph 1 and 3 and Article 151 paragraphs 1 and 2 of the Law on Business Organizations ("Official Gazette of Montenegro", No. 65/20 of 03.07.2020), the shareholders of Lovćen Bank - shareholding company Podgorica, are delivered

NOTICE OF CONVENING OF XIX (THE NINETEENTH) EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF LOVČEN BANK AD PODGORICA

I

XIX (the nineteenth) extraordinary General Meeting of Shareholders of Lovćen Bank AD Podgorica will be held electronically on 5 November 2020, starting at 11 o'clock.

In accordance with the provisions of Article 145 of the Law on Business Organizations ("Official Gazette of Montenegro", No. 65/20 of 03.07.2020), the work of the XIX (the nineteenth) extraordinary General Meeting of Shareholders of the Bank will be organized using ZOOM application i.e. through two-way communication enabling shareholders to speak in the General Meeting from another location.

In accordance with the above-mentioned, the shareholders shall access the video-zoom application through the link: <https://zoom.us/j/99247539095?pwd=Tk5MRIVEcm1K05sS2trTmQrOVBaUT09>, while the ID and passcode for the General Meeting, due to the security reasons, will be delivered to shareholders through Outlook calendar, email and regular post to previously specified addresses for communication of the Bank with its shareholders.

II

In accordance with the Board of Directors' Decision No. 02-53/1 of 5 October 2020 the following Agenda was established

Agenda of XIX (the nineteenth) extraordinary General Meeting of Shareholders of the Bank:

1. Adoption of the Decision on share capital increase of Lovćen Bank AD Podgorica,
2. Adoption of the Decision on the issue of shares based on conversion of debt into share capital of Lovćen Bank AD Podgorica,
3. Adoption of the Decision on the amendments to the Articles of Association of Lovćen Bank AD Podgorica,
4. Adoption of the Rules on Procedures of the General Meeting of Shareholders of Lovćen Bank AD Podgorica.

III

According to the List of securities' holders issued by the Central Securities Clearing Company JSC (CSCC) of 2 October 2020, the total number of issued shares is 38,400 (in words: thirty-eight thousand four hundred shares). These are all common, ordinary shares with voting rights and one ordinary share represents one vote. The total number of votes held by shareholders at the XIX extraordinary General Meeting of Shareholders is 38,400.

In accordance with the provision of Article 215 paragraph 1 of the Law on Business Organizations, the quorum of XIX extraordinary General Meeting of Shareholders of the Bank shall consist of the shareholders of the Bank possessing 2/3 of the shares of the Bank, i.e. shareholders or their representatives with voting rights that possess at least 25,600 (in words: twenty-five thousand six hundred) shares of the Bank.



IV

In accordance with the provision of Article 143 paragraph 7 of the Law on Business Organizations, XIX extraordinary General Meeting of Shareholders of the Bank shall bring decision on all items of the Agenda by the majority of votes of the shareholders present either in person or represented by proxies or by voting through ballots, which is at least 19,201 (in words: nineteen thousand two hundred and one) votes.

Voting by voting ballots shall be mandatory for all items of the Agenda of XIX extraordinary General Meeting of the Bank.

V

In accordance with the provision of Article 143 paragraphs 8 and 9 of the Law on Business Organizations, the voting ballots contain the information about the Bank's name, date and place, i.e. manner of holding the General Meeting of Shareholders of the Bank, the items to be voted on, names of shareholders, the number of votes of shareholders, the possibility of voting "in favor" or "against" regarding each item subject to vote, as well as the instructions on how to vote and on the conditions for declaring the votes valid or invalid.

VI

In accordance with the provision of Article 146 of the Law on Business Organizations, a shareholder has the right to authorize another person to vote as his proxy at the General Shareholders' Meeting or to perform other legal actions. The Power of Attorney must be certified by a competent authority that performs certification of signatures.

VII

The proposals of decisions will be submitted to the shareholders by regular post and by email on the date of publishing and delivering of this Notice, and will be available to the shareholders in the business premises of Lovćen Bank AD Podgorica, starting from 15 October 2020 every working day from 8 a.m. to 4 p.m.

The information about the convening of XIX (the nineteenth) extraordinary General Meeting of Shareholders of Lovćen Bank AD Podgorica will be published on the website of Lovćen Bank AD Podgorica: <https://www.lovcenbanka.me/me/o-nama/obavjestenja-o-sazivanju-skupstine-akcionara> on the date of delivering of this Notice.

VIII

In accordance with the provisions of Article 151 paragraph 4 and Article 136 paragraph 4 of the Law on Business Organizations, the Proposals of Decisions determined by the Board of Directors in its Decision No. 02-53/2 of 5 October 2020, to be reviewed and adopted by the General Meeting together with the form of the Power of Attorney and voting ballot make an integral part of this Notice.

In Podgorica, on 6 October 2020

Vanja Golubović-Tatalović
Vanja Golubović-Tatalović,
Secretary of the Bank

LOVĆEN BANKA^{AD}

Broj 02-5312

Podgorica, 05.10.2020 god.

***PREDLOZI ODLUKA ZA SKUPŠTINU AKCIONARA
KOJE JE UTVRDIO ODBOR DIREKTORA LOVĆEN BANKE AD***

Na osnovu čl. 33 stav 1 tač. 15 Zakona o bankama i čl. 28 st. 1 tač. 15 Statuta Lovćen banke AD Podgorica, Odbor direktora Banke na 53. (slovima: pedeset trećoj) vanrednoj sjednici održanoj dana 5. oktobra 2020. godine utvrđuje predloge odluka koje donosi Skupština akcionara kako slijedi:

***PROPOSALS OF DECISIONS FOR THE GENERAL MEETING OF SHAREHOLDERS
DETERMINED BY THE BOARD OF DIRECTORS OF LOVĆEN BANK AD***

Pursuant to Article 33 paragraph 1 item 15 of the Banking Law and Article 28 paragraph 1 item 15 of the Articles of Association of Lovćen Bank AD Podgorica, at the 53rd (in words: fifty-third) extraordinary meeting held on 5 October 2020, the Board of Directors of Lovćen Bank determined the following proposals of the Decisions to be passed by General Meeting of the Bank's Shareholders:

1.

Na osnovu člana 29 stav 1 tačka 5 i člana 33 stav 1 tačka 15 Zakona o bankama ("Službeni list CG", br. 17/08, 44/10, 40/11 i 73/17) i člana 22 st. 1 tač. 5 Statuta Lovćen banke AD Podgorica, a u vezi sa članom 211 stav 1 tačka 2 Zakona o privrednim društvima („Službeni list Crne Gore“ br. 65/20 od 03.07.2020), Skupština akcionara Lovćen banke AD Podgorica na XIX (slovima: devetnaestoj) vanrednoj sjednici održanoj dana 5. novembra 2020. godine donijela je

O D L U K U o povećanju akcijskog kapitala Lovćen banke AD Podgorica

Član 1

Povećava se akcijski kapital Lovćen banke AD u iznosu od 1.999.800,00 eura emitovanjem 3.636 akcija, pojedinačne emisione vrijednosti od 550,00 eura po akciji, dok će nominalna vrijednost svake pojedinačne akcije iznositi 500,00 eura.

Akcije iz ove emisije izdaju se radi pretvaranja duga Lovćen banke AD prema Incofin CVSO iz Genta, Belgija u akcionarski kapital Banke, tako da je Incofin CVSO sticalac akcija iz ove emisije.

Član 2

Realizacijom ove Odluke, akcionarski kapital Lovćen banke AD će iznositi 21.199.800,00 (slovima: dvadeset jedan milion stotinu devedeset devet hiljada osam stotina) eura i biti podijeljen na 42.036 (slovima: četrdeset dvije hiljade trideset šest) običnih akcija sa pravom glasa i izdatih na ime akcionara.

Član 3

Stupanjem na snagu ove Odluke, stavlja se van snage Odluka Skupštine akcionara broj 01-XVIII-v/1 od 14. februara 2020. godine.

Član 4

Ova Odluka stupa na snagu danom donošenja.

U Podgorici, 5. novembra 2020. godine
Broj odluke: 01-XIX-v/1

PREDSJEDNIK SKUPŠTINE
Vinko Nikić

1.

Pursuant to the Article 29 paragraph 1 item 5 and Article 33 paragraph 1 item 15 of the Banking Law ("Official Gazette of Montenegro" No. 17/08, 44/10, 40/11 and 73/17) and Article 22 paragraph 1 item 5 of the Articles of Association of Lovćen Bank AD Podgorica, and in connection with Article 211 paragraph 1 item 2 of the Law on Business Organizations ("Official Gazette of Montenegro" No. 65/20 of 03.07.2020), at the XIX (in words: nineteenth) extraordinary General Shareholders Meeting of Lovćen Bank AD Podgorica held on 5 November 2020 the following decision was brought:

DECISION on share capital increase of Lovćen Bank AD Podgorica

Article 1

The share capital of Lovćen Bank AD Podgorica in the amount of EUR 1,999,800.00 shall be increased by issuing 3,636 shares, of individual nominal value of EUR 500.00.



The shares of this issue shall be issued to convert the debt of Lovćen Bank AD to Incofin CVSO from Gent, Belgium into share capital of the Bank, so Incofin CVSO shall be the acquirer of shares of this issue.

Article 2

By implementation of this Decision, the share capital of Lovćen Bank AD shall amount to EUR 21,199,800.00 (in words: twenty-one million one hundred ninety-nine thousand and eight hundred euros) divided into 42,036 (in words: forty-two thousand sixty-six) ordinary shares with voting rights issued in the name of the shareholders.

Article 3

By coming into force of this Decision, the Decision of the GSM No. 01-XVII-v/1 of 14 February 2020 shall cease to be valid.

Article 4

This Decision shall come into force on the day of its adoption.

In Podgorica, 5 November 2020
Decision No: 01-XIX-v/21

Chairman of the General Meeting of Shareholders
VINKO NIKIĆ

2.

Na osnovu člana 50 stav 6 Zakona o tržištu kapitala ("Službeni list CG", 01/18), člana 2 stav 1 tačka 4) Pravila o načinu evidentiranja emisija hartija od vrijednosti unaprijed poznatim sticaocima u slučajevima kada se ne emituju putem javne ponude i/ili se ne uključuju u trgovanje i člana 22 Statuta Lovćen banke AD Podgorica, a u skladu sa članom 211 stav 1 tačka 2 Zakona o privrednim društvima („Službeni list Crne Gore“ br. 65/20 od 03.07.2020), Skupština akcionara Lovćen banke AD Podgorica, na XIX (slovima: devetnaestoj) vanrednoj sjednici održanoj 5. novembra 2020. godine godine, donijela je

ODLUKU

o emisiji akcija po osnovu pretvaranja duga u akcionarski kapital

Član 1

Lovćen banka akcionarsko društvo Podgorica (u daljem tekstu: Društvo/Emitent), upisana u Registar emitenata kod Komisije za tržište kapitala pod rednim brojem 516, ovom odlukom emituje akcije po osnovu pretvaranja duga u akcijski kapital.

Član 2

Ukupan akcijski kapital Društva na dan donošenja ove odluke iznosi 19.200.000,00 eura i podijeljen je na 38.400 akcija, pojedinačne nominalne vrijednosti 500,00 eura.

Član 3

Obim emisije koja se emituje ovom odlukom iznosi 1.999.800,00 eura i podijeljen je na 3.636 akcija, pojedinačne emisione vrijednosti od 550,00 eura po akciji, dok će nominalna vrijednost svake pojedinačne akcije iznositi 500,00 eura.

Član 4

Akcije iz ove emisije izdaju se radi pretvaranja duga Društva prema Incofin CVSO, kooperativnom društvu sa socijalnim ciljevima, osnovanim po belgijskom zakonu, po brojem kompanije RPR GENT 0448.125.845 i sa

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administrativnom adresom Ravensteinstraat 1, 9000, Gent, Belgija, u akcionarski kapital, tako da je Incofin CVSO sticalac akcija iz ove emisije.

O pretvaranju duga u akcionarski kapital Društvo i sticalac akcija iz ove emisije sačinili su poseban ugovor o međusobnim pravima i obavezama u vezi sa pretvaranjem duga u akcionarski kapital.

Član 5

Emitent će ovu emisiju akcija evidentirati kod Komisije za tržište kapitala, podnoseći zahtjev za evidentiranje ove emisije u roku od 3 dana od dana donošenja ove odluke.

Član 6

Akcije izdate ovom emisijom su obične akcije sa pravom glasa.

Akcije izdate ovom emisijom daju sljedeća prava:

- pravo na upravljanje;
- pravo na dividendu;
- pravo na učešće u raspodjeli imovine Društva u slučaju stečaja ili likvidacije;
- pravo preče kupovine akcija u slučaju povećanja kapitala Društva novčanim ulozima;
- druga prava utvrđena zakonom i Statutom Društva.

Član 7

Društvo će, u skladu sa propisima i odredbama ove odluke, izvršiti potrebne promjene u Centralnom registru Centralnog klirinškog depozitarnog društva AD Podgorica.

Član 8

Nakon upisa povećanja kapitala po ovom osnovu u Centralni registar privrednih subjekata i upisa u Centralni registar Centralnog klirinškog depozitarnog društva akcija iz ove emisije, Incofin CVSO će postati punopravni vlasnik akcija iz člana 3 ove Odluke i od tog momenta stiče sva prava koja mu po zakonu i aktima Društva pripadaju.

Član 9

Lice ovlašćeno za sprovođenje aktivnosti u vezi sa emisijom akcija iz ove odluke je Vanja Golubović-Tatalović, sekretar Društva.

Član 10

Stupanjem na snagu ove Odluke, stavlja se van snage Odluka Skupštine akcionara broj 01-XVIII-v/2 od 14. februara 2020. godine.

Član 11

Ova odluka stupa na snagu danom donošenja, a primjenjivaće se danom prijema rješenja Komisije za tržište kapitala o evidentiranju ove emisije.

U Podgorici, 5. novembra 2020. godine
Broj odluke: 01-XIX-v/2

PREDSJEDNIK SKUPŠTINE
Vinko Nikić



2.

Pursuant to Article 50 paragraph 6 of the Law on the Capital Market ("Official Gazette of Montenegro", No. 01/18), Article 2 paragraph 1 item 4) of the Rules on the manner of registration of securities' issues to acquirers identified in advance when securities are not issued through an initial public offering and/or are not admitted to trading, and Article 22 of the Articles of Association of Lovćen Bank AD Podgorica, and in accordance with Article 211 paragraph 1 item 2 of the Law on Business Organizations („Official Gazette of Montenegro" No. 65/20 of 03.07./2020), at the XIX (in words: the nineteenth) extraordinary General Meeting of Lovćen Bank's Shareholders held on 5 November 2020 the following decision was brought:

DECISION

on the issue of shares on the basis of conversion of debt into share capital

Article 1

By this Decision, Lovćen Bank Joint Stock Company Podgorica (hereinafter referred to as: the Company / Issuer), registered in the Registry of Issuers with the Capital Market Authority under number 516, shall issue shares on the basis of the conversion of debt into share capital.

Article 2

The total share capital of the Company on the date of adoption of this Decision amounts to EUR 19,200,000.00 and is divided into 38,400 shares having an individual nominal value of EUR 500.00.

Article 3

The volume of the issue defined by this Decision shall be EUR 1,999,800.00 and is divided into 3,636f shares of an individual issuance value of EUR 550.00 per share, while nominal value of each individual share shall be EUR 500.00.

Article 4

The shares of this issue are issued to convert the Company's debt to Incofin CVSO, cooperative society with social objectives, established under Belgian law, under company number RPR GENT 0448.125.845 and with administrative address Ravensteinstraat 1, 9000, Ghent, Belgium, into share capital, so Incofin CVSO shall be the acquirer of the shares of this issue.

The Company and the acquirer of shares of this issue have concluded a separate agreement regarding the conversion of debt into share capital, mutual rights and obligations in connection with the conversion of debt into share capital.

Article 5

The Issuer shall register this issue of shares with the Capital Market Authority by submitting a request for the registration of this issue within 3 days from the date of adoption of this Decision.

Article 6

The shares issued in this issue shall be ordinary voting shares.

The shares issued in this issue provide the following rights:

- Right to manage,
- Right to a dividend,
- Right to participate in the distribution of the Company's assets in the event of bankruptcy or liquidation,

- Preemptive right in the event of a capital increase of the Company by monetary contributions,
- Other rights stipulated in the Articles of Association of the Company.

Article 7

In accordance with regulations and provisions of this Decision, the Company shall make the necessary changes in the Central Registry of the Central Clearing and Depository Company AD Podgorica.

Article 8

After registration of the capital increase on this basis in the Central Registry of Business Entities and the registration of the shares of this issue in the Central Register of the Central Clearing and Depository Company, Incofin CVSO shall become a valid owner of the shares referred to in Article 3 of this Decision and from that moment shall acquire all rights that belong to it by law and the documents of the Company.

Article 9

The person authorized to carry out the activities in connection with the issue of shares referred to in this Decision is Vanja Golubovic-Tatalović, Secretary of the Company.

Article 10

By coming into force of this Decision, the Decision of the GSM No. 01-XVIII-v/2 of 14 February 2020 shall cease to be valid.

Article 11

This Decision shall enter into force on the date of its adoption and shall apply from the date of receipt of the Decision of the Capital Market Authority on recording of this issue of shares.

In Podgorica, 5 November 2020
Decision No.: 01-XIX-v/2

Chairman of the General Meeting of Shareholders
VINKO NIKIĆ

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[Signature]

3.

Na osnovu člana 29 stav 1 tačka 1 Zakona o bankama ("Službeni list CG", br. 17/08, 44/10, 40/11 i 73/17) i člana 22 st. 1 tač. 1 Statuta Lovćen banke AD Podgorica, a u skladu sa odredbama člana 114 i 216 Zakona o privrednim društvima („Službeni list Crne Gore“ br. 65/20 od 03.07.2020), Skupština akcionara Lovćen banke AD Podgorica na XIX (slovima: devetnaestoj) vanrednoj sjednici održanoj dana 5. novembra 2020. godine donijela je

ODLUKU

o izmjenama i dopunama Statuta Lovćen banke AD Podgorica

Član 1

Ovom odlukom vrše se izmjene i dopune Statuta Lovćen banke AD Podgorica, kao u predloženom tekstu.

Član 2

Sastavni dio ove Odluke čini prečišćen tekst Statuta Lovćen banke AD Podgorica.

Član 3

Stupanjem na snagu ove Odluke stavlja se van snage Statut Lovćen banke AD Podgorica broj 01-XVIII-v/3-1 od 14. februara 2020. godine.

Član 4

Stupanjem na snagu ove Odluke stavlja se van snage i Odluka Skupštine akcionara 01-XVIII-v/4 od 14. februara 2020. godine.

Član 5

Ova odluka stupa na snagu danom donošenja, a primjenjivaće se od dana registracije Statuta u Centralnom registru privrednih subjekata u Podgorici.

U Podgorici, 5. novembra 2020. godine
Broj odluke: 01-XIX-v/3

PREDSJEDNIK SKUPŠTINE
Vinko Nikić

3.

Pursuant to Article 29 paragraph 1 item 1 of the Banking Law („Official Gazette of Montenegro“ No. 17/08, 40/10, 44/11 and 73/17), and Article 22 paragraph 1 item 1 of the Articles of Association of Lovćen Bank AD Podgorica, and in accordance with the provisions of Articles 114 and 216 of the Law on Business Organizations („Official Gazette of Montenegro“ No. 65/20 of 03.07.2020), at the XIX (in words: the nineteenth) extraordinary General Meeting of Lovćen Bank's Shareholders, held on 5 November 2020 the following decision was brought:

DECISION

on amendments to the Articles of Association of Lovćen Bank AD Podgorica

Article 1

By this Decision, the Amendments to the Articles of Association of Lovćen Bank AD Podgorica are made, as in the proposed text.



Article 2

The consolidated version of the Articles of Association of Lovćen Bank AD Podgorica makes an integral part of this Decision.

Article 3

By entering into force of this Decision, the Articles of Association of Lovćen Bank AD No. 01-XVIII-v/3-1 of 14 February 2020 shall cease to be valid.

Article 4

By entering into force of this Decision, the Decision of the Board of Directors of Lovćen Bank AD No. 01-XVIII-v/4 of 14 February 2020 shall cease to be valid.

Article 5

This Decision shall enter into force on the date of its adoption and shall be applied from the day of registration of the Articles of Association in the Central Registry of Commercial Entities (CRCE) in Podgorica.

In Podgorica, 5 November 2020
Decision No.: 01-XIX-v/3

Chairman of the General Meeting of Shareholders
VINKO NIKIĆ

Vinko Nikić

4.

Na osnovu člana 133 stav 1 tačka 18 Zakona o privrednim društvima („Službeni list Crne Gore“ br. 65/20 od 03.07.2020) a u vezi sa članom 23 stav 3 Statuta Lovćen banke AD Podgorica, Skupština akcionara Lovćen banke AD Podgorica na XIX (slovima: devetnaestoj) vanrednoj sjednici održanoj dana 5. novembra 2020. godine donijela je

ODLUKU

o donošenju Poslovnika o radu Skupštine akcionara Lovćen banke AD Podgorica

Član 1

Donosi se Poslovnik o radu Skupštine akcionara Lovćen banke AD Podgorica, kao u predloženom tekstu.

Član 2

Sastavni dio ove Odluke čini prečišćen tekst Poslovnika o radu Skupštine akcionara Lovćen banke AD Podgorica.

Član 3

Stupanjem na snagu ove Odluke prestaje da se primjenjuje Poslovnik o radu Skupštine akcionara Lovćen banke AD Podgorica broj I-4 od 25. avgusta 2014. godine.

Član 4

Ova odluka stupa na snagu danom donošenja.

U Podgorici, 5. novembra 2020. godine

Broj odluke: 01-XIX-v/4

PREDSJEDNIK SKUPŠTINE

Vinko Nikić

4.

Pursuant to Article 133 paragraph 1 item 18 of the Law on Business Organizations ("Official Gazette of Montenegro" No. 65/20 of 03.07.2020) in connection with Article 23 paragraph 3 of the Articles of Association of Lovćen Bank AD Podgorica, at the XIX (in words: the nineteenth) extraordinary General Shareholders Meeting of Lovćen Bank AD Podgorica held on 5 November 2020, the following decision was brought:

DECISION

on adoption of the Rules of Procedure of the General Shareholders Meeting of Lovćen Bank AD Podgorica

Article 1

The Rules of Procedure of the General Shareholders Meeting of Lovćen Bank AD Podgorica are adopted as in the proposed text.

Article 2

The consolidated version of the Rules of Procedure of the General Shareholders Meeting of Lovćen Bank AD Podgorica is an integral part of this Decision.

Article 3

By coming into force of this Decision, the Rules of Procedure of the GSM of Lovćen Bank AD Podgorica No. I-4 of 25 August 2014 shall cease to be valid.

Article 4

This Decision shall come into force on the day of its adoption.

In Podgorica, 5 November 2020
Decision No: 01-XIX-v/4

Chairman of the General Meeting of Shareholders
Vinko Nikić

Predloge odluka koje donosi Skupština akcionara utvrdio je
Proposals of the Decisions to be adopted by the General Meeting of Shareholders were determined by

ODBOR DIREKTORA LOVČEN BANKE AD / BOARD OF DIRECTORS OF LOVČEN BANK AD

Aleksandra Popović,
Predsjednica / Chairperson



***XIX (devetnaesta) vanredna Skupština akcionara Lovćen banke AD Podgorica /
XIX (the nineteenth) extraordinary General Shareholders Meeting of Lovćen Bank AD Podgorica***

GLASAČKI LISTIĆ / BALLOT

_____ (akcionar / shareholder)

Broj akcija / Number of shares: _____

Mjesto – način održavanja i datum / Place – manner of holding and Date:

Video – zoom sastanak / Video Zoom Meeting

<https://zoom.us/j/99247539095?pwd=Tk5MRIVEcml1K05sS2trTmQrOVBaUT09>

5. novembar 2020. / 5 November 2020

S početkom u 11 časova / Starting at 11 o'clock

Broj akcija / Number of shares: _____

Broj glasova / Number of votes: _____ (jednak broju akcija / equal to number of shares)

Na osnovu dostavljenog Obavještenja o sazivanju XIX vanredne Skupštine akcionara Lovćen banke AD Podgorica od 6. oktobra 2020. godine, u skladu sa članom 143 stav (4), (5), (7), (8) i (9) Zakona o privrednim društvima, akcionar glasa putem glasačkog listića o svim tačkama Dnevnog reda XIX (devetnaeste) vanredne Skupštine akcionara Lovćen banke AD kako slijedi:

DNEVNI RED

1. Donošenje Odluke o povećanju akcijskog kapitala Lovćen banke AD Podgorica,
2. Donošenje Odluke o emisiji akcija po osnovu pretvaranja duga u akcionarski kapital,
3. Donošenje Odluke o izmjenama i dopunama Statuta Lovćen banke AD Podgorica,
4. Donošenje Poslovnika o radu Skupštine akcionara Lovćen banke AD Podgorica.

Pursuant to the delivered Notice on convening of XIX extraordinary General Shareholders Meeting of Lovćen Bank AD Podgorica of October 6, 2020, in accordance with Article 143 paragraph (4), (5), (7), (8) and (9) of the Law on Business Organisations, a shareholder shall vote by voting ballot on all items of the Agenda of XIX (the nineteenth) Extraordinary General Shareholders Meeting of Lovćen Bank AD as follows:

AGENDA:

1. Adoption of the Decision on share capital increase of Lovćen Bank AD Podgorica,
2. Adoption of the Decision on the issue of shares on the basis of the conversion of debt into share capital,
3. Adoption of the Decision on the amendments to the Articles of Association of Lovćen Bank AD Podgorica,
4. Adoption of the Rules on Procedures of General Meeting of Shareholders of Lovćen Bank AD Podgorica.

Akcionar / Shareholder _____	„Za“ / „In favor“	„Protiv“ / „Against“	Broj glasova / Number of votes	Datum / Date	Svojeručni potpis / Signature
Tačka broj 1 / Item No. 1				5. novembar 2020. November 5, 2020	
Tačka broj 2 / Item No. 2				5. novembar 2020. November 5, 2020	
Tačka broj 3 / Item No. 3				5. novembar 2020. November 5, 2020	
Tačka broj 4 / Item No. 4				5. novembar 2020. November 5, 2020	

Glasanje se vrši upisivanjem znaka X u polje za koje se glasač/akcionar izjašnjava. Drugačije popunjen listić će se smatrati nevažećim. / Voting is done by putting an X in the box that a voter / shareholder chooses. A ballot filled in differently shall be considered invalid.

Napomena/Note:

Akcionar ima pravo da opunomoći drugo lice da glasa kao njegov punomoćnik na Skupštini akcionara ili da obavlja druge pravne radnje. Punomoćje mora biti ovjereno kod nadležnog organa koji vrši ovjeru potpisa.

A shareholder has the right to authorize another person to vote as his proxy at the General Meeting of Shareholders or to perform other legal actions. Power of Attorney must be certified by a competent authority that verifies the signatures.

PUNOMOĆJE

za glasanje na XIX (devetnaestoj) vanrednoj Skupštini akcionara Lovćen banke AD Podgorica

(Naziv/ime akcionara)

(sjedište/adresa)

(matični broj/JMBG/broj pasoša ili drugi identifikacioni broj)

OVIM PUNOMOĆJEM OVLAŠĆUJEM PUNOMOĆNIKA

(Ime i prezime)

(adresa, prebivalište)

(matični broj/broj pasoša ili drugi identifikacioni broj)

da u moje/naše ime, na XIX vanrednoj Skupštini akcionara Lovćen banke AD Podgorica, koja će se održati elektronskim putem 5. novembra 2020. godine, vrši pravo glasa sadržano u _____ **(unijeti broj akcija koje akcionar posjeduje)** Lovćen Banke AD Podgorica, čiji sam / smo pravni i stvarni vlasnik, po svim tačkama Dnevnog reda XIX vanredne Skupštine akcionara Banke.

Datum i mjesto izdavanja punomoćja

Potpis lica koje daje punomoćje

Napomene:

- Punomoćje za glasanje koje izdaje fizičko lice mora biti ovjereno u skladu sa zakonom kojim se uređuje ovjera potpisa. Sastavni dio punomoćja koje izdaje fizičko lice čine ovjerene kopije ličnih dokumenata izdavaoca punomoćja i njegovog punomoćnika.
- Punomoćje za glasanje koje izdaje pravno lice mora biti ovjereno pečatom pravnog lica i potpisom ovlašćenog lica u pravnom licu. Sastavni dio ovog punomoćja čini ovjerena kopija ličnog dokumenta punomoćnika pravnog lica.
- Ukoliko punomoćje ne sadrži uputstvo ili nalog za ostvarivanje prava glasa, punomoćnik ostvaruje pravo glasa savjesno i u najboljem interesu akcionara.
- Punomoćje za glasanje se mora predati Sekretaru Banke prije, odnosno najkasnije na dan održavanja Skupštine.
- Akcionar može u svako vrijeme opozvati ovo punomoćje.

POWER OF ATTORNEY

for voting at XIX (the nineteenth) extraordinary General Meeting of Shareholders of Lovćen Bank AD Podgorica

(Shareholder's name)

(Seat / address)

(Registration number/UCIN/passport or other identification number)

BY THIS PoA I / WE HEREBY AUTHORIZE

(Name and surname)

(Address, residence)

(Unique citizen's identification number/passport number or other identification number)

to exercise on mine/our behalf at the XIX extraordinary General Meeting of Shareholders of Lovćen Bank JSC Podgorica, that will be held electronically on 5 November 2020, the voting rights attached to _____ shares (**insert the number of shares that shareholder possess**) of Lovćen Bank AD Podgorica, that I / we possess as a legal and beneficial owner, on all items of the Agenda of the XIX extraordinary general Meeting of Shareholders of the Bank.

Date and place of the PoA

Signature of the person granting the PoA

Note:

- Power of Attorney for voting granted by a private individual must be certified in accordance with the Law regulating certification of signatures.

The integral part of the PoA shall be the certified identification documents of the issuer of the PoA and the proxy.

- Power of Attorney for voting granted by a legal entity shall be issued on the company's memorandum and verified by the stamp and the signature of the authorized person of the company.

- If the Power of Attorney contains no instruction or order for the exercising of voting rights, the proxy shall vote conscientiously and in the best interests of shareholder.

- Power of Attorney must be submitted to the Secretary of the Bank prior i.e. on the date of the General Meeting at latest.

- At any time, shareholder may revoke this Power of Attorney.