

Na osnovu člana 372 Zakona o privrednim društvima ("Sl. glasnik RS", br. 36/2011, 99/2011, 83/2014 - dr. zakon, 5/2015, 44/2018, 95/2018, 91/2019 i 109/2021) ("Zakon o privrednim društvima"), Odbor direktora društva IGM ČELE KULA iz Niša, ul. Dušana Popovića 22, matični broj 07133561, PIB 100184997 (u daljem tekstu Društvo), na sednici održanoj dana 26.08.2024. godine, doneo je

**O D L U K U**  
**O SAZIVANJU VANREDNE SEDNICE**  
**SKUPŠTINE AKCIONARA**

Saziva se vanredna sednica skupštine akcionara koja će se održati 26.09.2024. godine, sa početkom u 12 sati.

Radi lakše organizacije sednice, a u skladu sa članom 332 stav 2 Zakona o privrednim društvima i člana 33 Statuta Društva, sednica skupštine akcionara biće održana u Beogradu, na adresi Bulevar Despota Stefana 25, 1. sprat, stan broj 3.

Utvrđuje se sledeći dnevni red:

**Prethodni postupak**

1. Verifikacija učesnika sa utvrđivanjem kvoruma za rad i odlučivanje
2. Izbor predsednika skupštine
3. Imenovanje zapisničara i članova Komisije za glasanje

**Redovni postupak:**

1. Usvajanje zapisnika sa redovne sednice skupštine održane dana 28.06.2024. godine
2. Usvajanje odluke o povećanju osnovnog kapitala Izdavaoca izdavanjem običnih akcija V emisije radi povećanja osnovnog kapitala bez obaveze objavljivanja prospekta
3. Usvajanje odluke o isključenju prava prečeg upisa
4. Razno.

Pravo učešća u radu skupštine ima svaki akcionar, odnosno njegov punomoćnik.

Punomoćje za glasanje nije prenosivo

Navedeno punomoćje je potrebno da bude overeno u skladu sa Zakonom o overi potpisa ako ga izdaju fizička

Pursuant to Article 372 of the Law on Companies ("Official Gazette of RS", No. 36/2011, 99/2011, 83/2014 - other law, 5/2015, 44/2018, 95/2018, 91/2019 and 109/2021) ("Companies Act"), Board of Directors of the company IGM ČELE KULA iz Niša, ul. Dušana Popovića 22, business identify number 07133561, VAT number 100184997 (hereinafter the Company), at the session held on 26.08.2024. made the:

**DECISION**  
**OF CONVENING AN EXTRAORDINARY**  
**SESSION OF THE SHAREHOLDERS' ASSEMBLY**

An extraordinary session of the shareholders' assembly is being convened, which will be held on 26.09.2024. starting at 12 p.m.

Due to an easier organization of the session, and in accordance with Article 332 paragraph. 2 of the Companies Act Article 33 of the Statute of the Company, the session of the shareholders' assembly shall be held in Belgrade, at the address Bulevar Despota Stefana 25, 1<sup>st</sup> floor, apartment no 3.

The following agenda is hereby established:

**Preliminary procedure**

1. Verification of participants with determination of quorum for work and decision-making
2. Election of the President of the Assembly
3. Appointment of the recorder and members of the Voting Commission

**Regular procedure:**

1. Adoption of the minutes from the ordinary Assembly held on 28 June 20234.
2. Adoption of the decision on increasing the issued capital of the Issuer by issuing ordinary shares V issues for the purpose of increasing the basic capital without the obligation to publish a prospectus;
3. Adoption of the decision on the exclusion of the right of priority registration;
4. Miscellaneous.

Every shareholder, ie his / her proxy, has the right to participate in the work of the General Meeting.

The power of attorney for voting is not transferable.

The said power of attorney needs to be certified in accordance with the Law on Signature Verification if issued by the natural persons.

lica.

Punomoćje se može dati i elektronskim putem, pod uslovom da bude potpisano kvalifikovanim elektronskim potpisom davaoca punomoćja u skladu sa zakonom koji reguliše elektronski potpis. Punomoćje dato elektronskim putem se dostavlja Društvu putem e-maila na adresu [d.ignjatovic@celekula.com](mailto:d.ignjatovic@celekula.com).

Ako punomoćje za glasanje sadrži uputstva punomoćnik je dužan da postupi po njima.

Punomoćnik je dužan da punomoćje u originalu dostavi Društvu najkasnije do početka sednice skupštine za koju je opunomoćen.

Jedan ili više akcionara koji poseduju najmanje 5% akcija sa pravom glasa mogu predložiti dodatne tačke za dnevni red sednice pod uslovom da obrazlože taj predlog.

Predlog se daje pismenim putem, a može se najkasnije dati 10 dana pre održavanja sednice skupštine. Ako se predlog za dopunu dnevnog reda prihvati, Društvo je u obavezi da novi dnevni red dostavi akcionarima bez odlaganja.

Akcionar koji ima pravo ličnog učešća u radu skupštine ima pravo da postavi pitanja koja se odnose na tačke dnevnog reda samo u meri u kojoj su odgovori na ta pitanja neophodni za pravilnu procenu pitanja koja se odnose na tačke dnevnog reda.

O svim predloženim odlukama pravo glasa ostvaruje 6285 običnih akcija društva. Odluke se donose običnom većinom glasova prisutnih akcionara osim odluke pod tačkom 3 koja se donosi tročetvrtinskom većinom glasova prisutnih akcionara.

Poziv za sednicu Skupštine akcionara objavljuje se na internet stranici društva [www.celekula.com](http://www.celekula.com), na internet stranici Centralnog registra depoa i kliringa hartija od vrednosti [www.crhov.rs](http://www.crhov.rs), i na internet stranici Agencije za privredne registre [www.apr.gov.rs](http://www.apr.gov.rs).

Za dan utvrđivanja akcionara određen je 16.09.2024. godine. Akcionar sa pravom glasa može lično ili preko punomoćnika učestvovati u radu i odlučivanju o predloženom dnevnom redu Skupštine akcionara.

U skladu sa članom 340 Zakona o privrednim društvima, akcionari mogu da glasaju i pisanim putem bez prisustva sednici, uz overu svog potpisa na formularu za glasanje u skladu sa zakonom kojim se uređuje overa potpisa. Obrazac formulara za glasanje akcionara pisanim putem bez prisustva sednici dostupan je na web sajtu Društva, [www.celekula.com](http://www.celekula.com) a čini i sastavni deo materijala za sednicu skupštine. U skladu sa Zakonom o privrednim društvima, akcionar koji je glasao u odsustvu smatra se prisutnim na sednici **prilikom odlučivanja o tačkama dnevnog reda po kojima**

The power of attorney may also be issued electronically, provided that it is signed by a qualified electronic signature of the issuer of the power of attorney in accordance with the law governing electronic signatures. The power of attorney given electronically is delivered to the Company by e-mail to the address [d.ignjatovic@celekula.com](mailto:d.ignjatovic@celekula.com).

If the power of attorney for voting contains instructions, the proxy is obliged to act according to them.

The proxy is obliged to submit the power of attorney in original to the Company no later than the beginning of the assembly session for which he is authorized.

One or more shareholders holding at least 5% of the voting shares may propose additional items for the agenda of the meeting, provided that they explain the proposal.

The proposal is given in writing, and can be given no later than 10 days before the assembly session. If the proposal to amend the agenda is accepted, the Company is obliged to submit the new agenda to the shareholders without delay.

A shareholder who has the right to personally participate in the work of the General Meeting has the right to ask questions related to the items of the agenda only to the extent that the answers to those questions are necessary for a proper assessment of the issues related to the agenda items

6285 ordinary shares of the company have the right to vote on all proposed decisions. Decisions are made by a simple majority of votes of the present shareholders except for the decision under point 3, which is made by a three-quarter majority of the votes of the present shareholders.

The invitation for the session of the General Meeting of Shareholders is published on the company's website [www.celekula.com](http://www.celekula.com), on the website of the Central securities depository and clearing house [www.crhov.rs](http://www.crhov.rs), and on the website of the Business Registers Agency [www.apr.gov.rs](http://www.apr.gov.rs).

The day of determining the shareholders is set for 16.09.2024. A shareholder with the right to vote may personally or through a proxy participate in the work and decide on the proposed agenda of the General Meeting of Shareholders.

In accordance with Article 340 of the Companies Act, shareholders may also vote in writing without attending the meeting, with the verification of their signature on the voting form in accordance with the law governing the verification of signatures. The form of voting forms for shareholders in writing without attending the meeting



je glasao.

Uvid u skupštinski materijal, odnosno predloge svih odluka društvo obezbeđuje svakom akcionaru koji to zahteva i to od dana objavljivanja poziva, u vremenu od 12 do 14 časova uz prethodnu najavu dolaska na broj telefona: 065 6227901.

Obaveštavaju se predstavnici akcionara, fizičkih i pravnih lica da su obavezni da svoje učešće na Skupštini prijave Pravnoj službi društva najkasnije tri dana pre održavanja Skupštine kao i da u skladu sa spiskom koji će biti sačinjen najmanje sat vremena pre početka zasedanja Skupštine stručnoj službi predaju potpisano ovlašćenje, a akcionari fizička lica dužna su dati ličnu kartu na uvid.

Niš, 26.08.2024. godine

Predsednik Odbora direktora

Luminita Stela Sirbu

  


is available on the Company's website, [www.celekula.com](http://www.celekula.com), and is an integral part of the material for the General Meeting. In accordance with the Law on Companies, a shareholder who voted in absentia is considered present at the session when deciding on the items on the agenda on which he voted.

Insight into the General Meeting of Shareholders material, ie proposals of all decisions, the company provides to each shareholder who requests it from the day of publishing the invitation, from 12 to 14 hours with prior announcement of the visit at the telephone number 065 6227901.

We are notifying representatives of shareholders, natural and legal persons, that they are obligated to report their taking part in Assembly, to the Legal department of Company no later than three days before Assembly, they are obligated to hand over signed authorization for attending the Assembly according to the list that will be made no later than one hour before Assembly. They are also obligated to show their identification card.

Niš, 26th August 2024

Chairman of the Board of Directors

Luminita Stela Sirbu

  
