

**[PRILOG 1 - PREDLOG ODLUKE O
PROMENI PRAVNE FORME]**

**[APPENDIX 1 - DRAFT DECISION ON
CHANGE OF LEGAL FORM]**

Imajući u vidu da je društvo All Technology Limited Ireland, privredno društvo registrovano kod nadležnog registra Republike Irske pod registracionim brojem 82823, sa registrovanim sedištem na adresi Sarnery, Summerhill Road, Dunboyne, Republika Irska, koji je zakoniti imalac 435.809 akcija što predstavlja 100% osnovnog kapitala Društva („**Akcionar**“), jedini akcionar i vlasnik 100% akcija u srpskom društvu Alltech Serbia fermentaciona industrija akcionarsko društvo Senta, registrovano kod Agencije za privredne registre Republike Srbije pod matičnim brojem: 08124345 i poreskim identifikacionim brojem: 102031159, sa registrovanim sedištem na adresi Karadorđeva br. 121, Senta („**Društvo**“);

Imajući u vidu da je Društvo organizovano kao akcionarsko društvo koje nije javno;

Imajući u vidu da je ukupni upisani i uplaćeni osnovni kapital Društva novčani i iznosi 183.039.780,00 dinara. Osnovni kapital Društva je podeljen na 435.809 akcija, CFI kod: ESVUFR, ISIN br. RSALTEE92593. Nominalna vrednost svih akcija Društva iznosi 420 dinara po akciji;

Imajući u vidu da Akcionar namerava da sprovede promenu pravne forme Društva, koja će biti izvršena tako što će sve akcije izdate od strane Društva biti pretvorene u odgovarajući udeo u društvu sa ograničenom odgovornošću srazmerno akcijskom kapitalu Akcionara u odnosu na ukupan akcijski kapital Društva, sve u skladu sa srpskim Zakonom o privrednim društvima ("Službeni Glasnik Republike Srbije", brojevi 36/2011, 99/2011 i 83/2014 – „**Zakon**”);

Imajući u vidu da je nacrt Odluke o promeni pravne forme pripremljen, usvojen i objavljen dana [insert date] u skladu sa Zakonom;

Stoga, u skladu sa članom 481 Zakona, Akcionar, vršeći funkciju skupštine Društva na vanrednoj sednici održanoj dana [insert date], donosi sledeću:

ODLUKU O PROMENI PRAVNE FORME

(“Odluka”)

1.1. Društvo menja pravnu formu iz akcionarskog društva u društvo sa ograničenom

Whereas, the company All Technology Limited Ireland, the company registered with the competent registry of the Republic of Ireland under registration number 82823, with registered seat at the address Sarnery, Summerhill Road, Dunboyne, the Republic of Ireland, having 435,809 shares which represent 100% of the share capital of the Company (the “**Shareholder**”), is the sole shareholder holding 100% of the share in the Serbian company Alltech Serbia fermentaciona industrija akcionarsko društvo Senta, registered with the Business Registers Agency of the Republic of Serbia under corporate identification number: 08124345 and tax identification number: 102031159, with registered seat at the address Karadorđeva no. 121, Senta (the „**Company**“);

Whereas, the Company is organized as non-public joint stock company;

Whereas, the aggregate subscribed and paid-in share capital of the Company is monetary and amounts to RSD 183,039,780.00. The share capital of the Company is divided onto 435,809 shares, CFI code ESVUFR, ISIN no. RSALTEE92593. Nominal value of the shares amounts to RSD 420 per share;

Whereas, the Shareholder intends to undertake a change of the legal form of the Company, which is to be executed performed in the manner that all shares issued by the Company shall be converted into the share of a limited liability company in proportion to the Shareholder`s contribution to total share capital of the Company, all in accordance with the Serbian Companies Law (“Official Gazette of the Republic of Serbia”, nos. 36/2011, 99/2011 and 83/2014- the “**Law**”);

Whereas, the draft of the Decision on change of the legal form has been prepared, adopted and published on [insert date], in accordance with the Law;

Therefore, in accordance with the Article 481 of the Law, the Shareholder, acting in the capacity of the shareholders’ assembly held on this [insert date], enacts the following:

DECISION ON CHANGE OF LEGAL FORM

(the “Decision”)

1.1. The Company changes its legal form from a joint stock company into the limited liability

odgovornošću, u skladu sa Zakonom. Promena pravne forme Društva ne utiče na pravni subjektivitet Društva.

company in accordance with the Law. Change of the legal form does not influence legal capacity of the Company.

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| <p>1.2. Pravne posledice promene pravne forme Društva nastupaju danom registracije te promene kod Agencije za privredne registre Republike Srbije.</p> | <p>1.2. Legal consequences of the change of the legal form of the Company are constituted on the date of registration of change of the legal form with the Business Registers Agency of the Republic of Serbia.</p> |
| <p>1.3. Poslovno ime Društva biće:</p> <ul style="list-style-type: none">– Alltech Serbia fermentaciona industrija d.o.o. Senta. | <p>1.3. Business name of the Company shall be:</p> <ul style="list-style-type: none">– Alltech Serbia fermentaciona industrija d.o.o. Senta. |
| <p>1.4. Skraćeno poslovno ime Društva biće:</p> <ul style="list-style-type: none">– Alltech Serbia d.o.o. Senta. | <p>1.4. Abbreviated business name of the Company shall be:</p> <ul style="list-style-type: none">– Alltech Serbia d.o.o. Senta. |
| <p>1.5. Akcije Društva se pretvaraju u udeo. Pretvaranje akcija Društva u udeo se vrši tako što se sve akcije izdate od strane Društva pretvaraju u jedan udeo u društvu sa ograničenom odgovornošću, srazmerno sa akcijskim kapitalom Akcionara u odnosu na ukupan akcijski kapital Društva. U skladu sa napred navedenim, Akcionar Društva će biti registrovan kao jedini član Društva koji ima 100% udela u Društvu.</p> | <p>1.5. Shares of the Company are being converted into the share. Such conversion shall be performed in the manner that all shares issued by the Company are being converted into one share in a limited liability company in proportion to the Shareholder`s contribution to total share capital of the Company. In line with above, the Shareholder of the Company shall be registered as the sole shareholder of the Company holding 100% of the share in the Company.</p> |
| <p>1.6. Ukupni upisani i uplaćeni osnovni kapital Društva se ne menja i iznosi 183.039.780,00 dinara.</p> | <p>1.6. The aggregate subscribed and paid-in share capital of the Company remains unchanged and amounts to RSD 183,039,780.00.</p> |
| <p>1.7. Jedini član Društva biće Akcionar. Akcionar će imati sva prava po osnovu udela u skladu sa propisima Republike Srbije.</p> | <p>1.7. The sole shareholder of the Company shall be the Shareholder. The Shareholder shall have all rights in relation to the share in accordance with the laws of the Republic of Serbia.</p> |
| <p>1.8. Ova Odluka je sastavljena na srpskom i engleskom jeziku. U slučaju nesaglasnosti između te dve verzije, tekst na srpskom jeziku će prevladati.</p> | <p>1.8. This Decision has been made in Serbian and English language. In case of inconsistency between these two versions the Serbian version will prevail.</p> |
| <p>1.9. Ova Odluka će proizvoditi pravno dejstvo od napred navedenog dana potpisivanja.</p> | <p>1.9. This Decision will be valid and effective from the above mentioned day of signing.</p> |

Akcionar Društva: / Shareholder of the Company:

[insert name and surname], [insert position]