

U skladu sa članom 3. i članom 73. Zakona o bankama ("Službeni glasnik RS" br. 107/2005, 91/2010 i 14/2015), članovima 335. i 371 Zakona o privrednim društvima ("Službeni glasnik RS" br. 36/2011, 99/2011, 83/2014 – dr. zakon i 5/2015), članom 65. Zakona o tržištu kapitala ("Službeni glasnik RS" br. 31/2011), članovima 22, 23, 26, 27 i 38. Statuta Marfin Bank a.d. Beograd i Odlukom o sazivanju 46. vanredne sednice Skupštine akcionara Marfin Bank a.d. Beograd koju je doneo Upravni odbor Marfin Bank a.d. Beograd dana 16.11.2016. godine, Upravni odbor Marfin Bank a.d. Beograd, banke organizovane u skladu sa pravom Republike Srbije, sa sedištem na adresi Dalmatinska 22, Palilula, Beograd, Srbija, i registrovane u Agenciji za privredne registre pod matičnim brojem 07534183, PIB 100003148 ("Društvo") dana 16.11.2016. godine upućuje i šalje sledeći:

In accordance with the Article 3 and Article 73 of the Act on Banks ("Official Gazette of RS", no. 107/2005, 91/2010 and 14/2015), Articles 335 and 371 of the Companies Act ("Official Gazette of RS" no. 36/2011, 99/2011, 83/2014 – other law and 5/2015), Article 65 of the Act on Capital Market ("Official Gazette of RS" no. 31/2011), Articles 22, 23, 26, 27 and 38 of the Articles of Association of Marfin Bank a.d. Beograd and the Decision on convening the 46<sup>th</sup> extraordinary meeting of the Shareholders' Assembly enacted by the Board of Directors of Marfin Bank a.d. Beograd on 16/11/2016, the Board of Directors of Marfin Bank a.d. Beograd, a bank organized in accordance with the laws of the Republic of Serbia, having its registered seat at Dalmatinska 22, Palilula, Belgrade, Serbia, registered in the Serbian Business Registries Agency under the registration number 07534183, TIN 100003148 ("Company"), on 16/11/2016 sends the following:

#### POZIV

##### za 46. vanrednu sednicu skupštine Društva

1. Saziva se vanredna sednica skupštine Društva, koja će se održati dana 13.12.2016. godine sa početkom u 12h u poslovnim prostorijama Društva u Beogradu, ul. Dalmatinska broj 22.
2. Za ovu vanrednu sednicu Skupštine, na predlog Cyprus Popular Bank Public Co Ltd, akcionara sa 99,09% akcija sa pravom glasa, utvrđuje se sledeći

#### DNEVNI RED

- i. Izbor predsedavajućeg vanredne skupštine Društva;
- ii. Izbor zapisničara;
- iii. Usvajanje Odluke o prinudnom otkupu akcija manjinskih akcionara Društva;
- iv. Usvajanje Odluke o povlačenju akcija sa regulisanog tržišta;
- v. Usvajanje Odluke o prestanku svojstva javnog društva;
- vi. Usvajanje Odluke o izmeni Statuta

#### INVITATION

##### for 46<sup>th</sup> extraordinary meeting of the Shareholders Assembly of the Company

1. The extraordinary meeting of the Shareholders' Assembly of the Company is being convened on 13/12/2016 at 12h and is held in the business premises of the Company at the address Dalmatinska street no. 22, Belgrade.
2. As per suggestion of Cyprus Popular Bank Public Co Ltd, the shareholder with 99.09% of shares with a right to vote, the following matters will be on the

#### AGENDA:

- i. Appointment of a Chairman of the extraordinary Shareholders' Assembly;
- ii. Appointment of a scorer;
- iii. Adoption of the Resolution on squeeze-out of minorities of the Company;
- iv. Adoption of the Resolution on withdrawal of shares from a regulated market;
- v. Adoption of the Resolution on termination of features of a public company;
- vi. Adoption of the Resolution on amendments

Marfin Bank a.d.

and supplements of the Bank's Articles of association

vii. Usvajanje Odluke o izmeni Poslovnika o radu Skupštine Marfin Bank a.d.

vii. Adoption of the Resolution on amendments The Rulebook of the General assembly of the Bank

viii. Razno

viii. Miscellaneous.

3. O predloženim tačkama dnevnog reda glasaju akcionari - vlasnici običnih akcija. Ukupan broj običnih akcija na dan upućivanja ovog poziva je 11.174.875.
3. The shareholders that own ordinary shares can vote for the proposed items of the agenda. The total number of the ordinary shares on the day this Invitation is being sent is 11,174,875.
4. Skupštini Društva predlaže se da donese odluku o svim predloženim tačkama dnevnog reda. Za tačku iv dnevnog reda odluka će se donositi 3/4 većinom od ukupnog broja akcija sa pravom glasa. Sve ostale odluke se donose običnom većinom glasova prisutnih akcionara. Kvorum za sednicu Skupštine akcionara postoji kada su prisutni ili predstavljeni akcionari koji poseduju više od 50% ukupnog broja akcija sa pravom glasa.
4. It is proposed that the Shareholders Assembly adopts all proposed items from the Agenda. The decision for the item number iv of the Agenda shall be adopted by  $\frac{3}{4}$  majority of the total number of shares with a voting right. All other decisions shall be adopted by simple majority of the votes of the present shareholders. Quorum for the meeting of the Shareholders Assembly shall exist if the shareholders that have at least 50% of the total number of shares with a voting right are present or are presented at the meeting.
5. Spisak akcionara Društva koji imaju pravo na učešće u radu 46. vanredne sednice Skupštine utvrđuje se na dan 03.12.2016. godine, koji je određen kao Dan akcionara, na osnovu izvoda iz jedinstvene evidencije akcionara Centralnog registra, depoa i kliringa hartija od vrednosti i isti ce biti dostavljen akcionar u na njegov pisani zahtev u pisanoj iii elektronskoj formi.
5. The list of shareholders of the Company that have a right to participate at the 46<sup>th</sup> extraordinary meeting of the Shareholders' Assembly is determined as of 03/12/2016, which is the Shareholders' Day, in accordance with the excerpt from the shareholders database of Central Registry of Securities, which will be delivered to the shareholder at his written request in electronic or written form.
6. Pravo neposrednog učestvovanja i odlučivanja na Skupštini akcionara imaju akcionari koji na Dan akcionara imaju najmanje 1% akcija sa pravom glasa. Akcionar koji neposredno ostvaruje pravo glasa može da glasa lično iii preko punomoćnika. Punomoćje mora biti dato u pisanoj formi određenom licu, sa određivanjem njegovog punog imena i podacima o broju, vrsti i klasi posedovanih akcija za koje se daje punomoćje. Punomoćje se daje punomoćniku i dostavlja u sedište Društva. Akcionari koji pojedinačno ne ispunjavaju uslov iz stava 1 ove tačke odnosno koji poseduju manje od
6. The right to participate directly and to decide at the Shareholders Assembly belongs to the shareholders that on the Shareholders' Day have at least 1% of shares with a voting right. A shareholder that directly votes can vote personally or by appointing a proxy. The power of attorney has to be in a written form and it has to authorize a specific person and contain his full name together with information on the number, type and class of the owned shares for which the power of attorney is issued. The power of attorney is given to the proxy and is delivered to the corporate seat of the Company. Shareholders that individually do not fulfil the condition from paragraph 1 of this

- 1% akcija , radi ostvarivanja prava na odlučivanje, mogu se međusobno udružiti preko zajedničkog punomoćnika s tim da zajedno moraju da imaju u vlasništvu najmanje 1% akcija s pravom glasa.
7. Akcionari mogu da glasaju pisanim putem bez prisustva sednici, uz overu svog potpisa na formularu za glasanje u skladu sa zakonom kojim se uređuje overa potpisa. Akcionar koji je glasao u odsustvu smatra se prisutnim na sednici prilikom odlučivanja o tačkama dnevnog reda po kojima je glasao.
  8. Jedan ili više akcionara koji poseduju najmanje 5% akcija sa pravom glasa može Upravnom odboru da predloži dodatne tačke za dnevni red sednice Skupština o kojima predlaže da se raspravlja, kao i dodatne tačke o kojima se predlaže da Skupština donese odluku, pod uslovom da obrazlože taj predlog ili da dostave tekst odluke koju predlažu. Predlog se daje pisanim putem, uz navođenje podataka o podnosiocima zahteva, a može se uputiti najkasnije 10 dana pre dana održavanja sednice Skupštine.
  9. Akcionar koji ima pravo na učešće u radu Skupštine ima pravo da postavi pitanja koja se odnose na tačke dnevnog reda sednice, kao i druga pitanja u vezi sa Društvom samo u meri u kojoj su odgovori na ta pitanja neophodni za pravilnu procenu pitanja koja se odnose na tačke dnevnog reda sednice.
  10. Akcionar ili punomoćnik akcionara može lično, odnosno na osnovu pisanog punomoćja preuzeti materijale po svim tačkama predloženog dnevnog reda za 46. vanrednu sednicu Skupštine u prostorijama Marfin Bank a.d. Beograd, u Beogradu, ul. Dalmatinska 22, počev od 17.11.2016. godine do dana održavanja sednice, svakog radnog dana u vremenu od 9:00 do 14:00 časova.
  11. Društvo će na zahtev akcionara dostaviti obrazac punomoćja, odnosno formular za glasanje u odsustvu pisanim putem u sedištu
- article, i.e. that own less than 1% of shares can act jointly via mutual proxy to exercise their right to decide, however this is conditioned upon them owning together at least 1% of the shares with a voting right.
7. Shareholders can vote without being present at the Shareholders meeting by sending a written form, which contains their signatures notarized in accordance with the law that regulates the notarization of signatures. A shareholder who voted in absence is considered as present at the meeting when decisions are enacted on the items of the agenda for which he sent his written vote.
  8. One or more shareholders that own at least 5% of the shares with a voting right can suggest to the Board of Directors additional items to be discussed as the agenda of the Shareholders Assembly meeting, and additional items for which it is suggested to the Shareholders Assembly to enact a decision, under condition that they provide reasoning for these suggestions or to submit the text of the decision whose enactment they are suggesting. The suggestion has to be in a written form and it has to include information on the submitters of the suggestion, while this suggestion can be submitted at the latest 10 days before holding the meeting of the Assembly.
  9. A shareholder that has a right to participate in the Shareholders Assembly also has a right to ask questions in relation to the items of the agenda, and as well to ask other questions in relation to the Company, but the latter only if replies to those questions are necessary for proper estimation of the questions related to the items of the agenda.
  10. A shareholder or a proxy of a shareholder can personally/ via written power of attorney take all of the materials prepared for any of the items of the proposed agenda for the 46<sup>th</sup> extraordinary meeting of the Shareholders Assembly in the premises of Marfin Bank a.d. Beograd, in Dalmatinska street 22, Belgrade, beginning from 17/11/2016 until the day of the meeting, on the business days in the time period between 9 a.m. and 2 p.m.
  11. The Company will, at the request of a shareholder, deliver a form of the power of attorney, i.e. form for voting in absence in a

Društva, a za zahteve dostavljene na e-mail adresu: DL-RSLEGALSTATUTORYUNIT@marfinbank.rs i u elektronskoj formi.

written form in the corporate seat of the Company, while for the requests delivered to the email address: DL-RSLEGALSTATUTORYUNIT@marfinbank.rs, the Company will deliver them in an electronic form.

12. Poziv je objavljen na internet stranici Društva www.marfinbank.rs, na internet stranici Agencije za privredne registre i internet stranici Beogradske berze.

12. The invitation is being published on the website of the Company www.marfinbank.rs, on the website of the Serbian Business Registers Agency and on the website of Belgrade Stock Exchange.

13. Ovaj poziv se smatra izveštajem za akcionare i javnost - sazivanje Skupštine akcionara Marfin Bank a.d. Beograd i isti je sastavljen u skladu sa članom 65. Zakona o tržištu kapitala.

13. This invitation is considered as a report for shareholders and for the public –convening of Shareholder' Assembly of Marfin Bank a.d. Beograd which is prepared in accordance with Article 65 of the Act on Capital Market.

#### MARFIN BANK AD BEOGRAD



**Borislav Strugarević**  
predsednik Izvršnog odbora



**Georgios Phiniotis**  
zamenik predsednika Izvršnog odbora

**“MARFIN BANK” AKCIONARSKO DRUŠTVO BEOGRAD**  
**- Skupština akcionara -**  
**Beograd, 13.12.2016. godine**

Br. \_\_\_\_\_/16

U skladu sa odredbama člana 23. Statuta „Marfin Bank“ akcionarskog društva Beograd (u daljem tekstu:Banka), Skupština akcionara Banke donosi sledeću:

**O D L U K U**  
**O USVAJANJU IZMENA I DOPUNA STATUTA BANKE**

1. Na osnovu Predloga izmene i dopuna Statuta uvrđenog Odlukom Upravnog odbora Banke br. \_\_\_\_ od \_\_\_\_\_.2016. godine, usvajaju se Izmene i dopune Statuta Banke.
2. Usvojene izmene i dopune Statuta Banke nalaze se u Prilogu br. 1 ove Odluke i čine njen sastavni deo. Izvršni odbor će utvrditi prečišćeni tekst Statuta.
3. Ova Odluka stupa na snagu danom donošenja.
4. Izmene i dopune Statuta Banke usvojene ovom Odlukom, primenjivaće se od dana pribavljanja saglasnosti Narodne banke Srbije.
5. Ova Odluka je sačinjena u 3 (tri) primerka na srpskom i engleskom jeziku.

**PREDSEDNIK SKUPŠTINE AKCIONARA**  
**“MARFIN BANK” AKCIONARSKOG DRUŠTVA BEOGRAD**

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**Prilog br. 1**

Na osnovu člana 23. Statuta „Marfin Bank“ akcionarskog društva Beograd, Dalmatinska br. 22 (u daljem tekstu: Banka), a u cilju usklađivanja Statuta Banke sa odredbama Zakona o bankama ("Sl. glasnik RS", br. 107/2005, 91/2010 i 14/2015) Skupština Banke na svojoj 46. sednici održanoj dana \_\_\_\_\_.\_\_\_\_.2016. godine, usvojila je

**IZMENE I DOPUNE  
STATUTA „MARFIN BANK“ AKCIONARSKOG DRUŠTVA BEOGRAD**

**Član 1.**

U članu 26. dodaje se sledeći stav na kraju člana:

**„U slučaju Banka prestane da bude javno akcionarsko društvo prema Zakonu o tržištu kapitala, vanredna sednica skupštine može se održati i bez sazivanja, pozivanja akcionara i dostavljanja materijala a u skladu sa Zakonom o privrednim društvima, ukoliko joj prisustvuju svi akcionari sa pravom glasa po svim tačkama dnevnog reda i ako se nijedan akcionar tome ne protivi“**

**Član 2.**

Sve ostale odredbe Statuta Banke koje nisu u suprotnosti sa ovim izmenama i dopunama ostaju nepromenjene i dalje se primenjuju.

**PREDSEDAVAJUĆI SKUPŠTINE AKCIONARA  
“MARFIN BANK” AKCIONARSKOG DRUŠTVA BEOGRAD**

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**“MARFIN BANK” AD BEOGRAD**  
**- Skupština akcionara -**  
**Beograd, 13.12.2016. godine**

Br. \_\_\_\_\_/16

U skladu sa odredbom člana 23. Statuta “Marfin Banke” akcionarskog društva Beograd, Skupština akcionara “Marfin Banke” akcionarskog društva Beograd donosi sledeću:

**O D L U K A**  
**O USVAJANJU POSLOVNIKA O RADU SKUPŠTINE AKCIONARA “MARFIN BANK”**  
**AKCIONARSKOG DRUŠTVA BEOGRAD**

1. Usvaja se Poslovnik o radu Skupština akcionara „Marfin Bank“ akcionarskog društva Beograd, u predloženom tekstu, koji se nalazi u prilogu.
2. Odluka stupa na snagu danom donošenja a primenjivaće se od dana pribavljanja saglasnosti Narodne banke Srbije na Izmene i dopune Statuta Banke predložene Odlukom Upravnog odbora Banke br. \_\_\_\_\_ od \_\_\_\_\_.
3. Ova Odluka je sačinjena u 2 (dva) primerka, na srpskom jeziku.

**PREDSEDAVAJUĆI SKUPŠTINE AKCIONARA**  
**„MARFIN BANK“ AKCIONARSKOG DRUŠTVA BEOGRAD**

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Na osnovu člana 515. stav 1. Zakona o privrednim društvima ("Sl. glasnik RS" br. 36/2011, 99/2011, 83/2014 - dr. zakon i 5/2015) ("**Zakon**") skupština akcionarskog društva MARFIN BANK A.D. BEOGRAD, sa registrovanim sedištem na adresi Dalmatinska 22, Beograd-Palilula matični broj: 07534183 ("**Društvo**"), na svojoj 46. vanrednoj sednici održanoj dana 13.12.2016. godine donela je:

**ODLUKU O PRINUDNOM OTKUPU  
AKCIJA  
MANJINSKIH AKCIONARA DRUŠTVA**

1. USVAJA SE predlog većinskog akcionara Cyprus Popular Bank Public Co Ltd ("**Otkupilac**") koji ima akcije koje predstavljaju 98,52% osnovnog kapitala i 99,09% glasova svih akcionara koji poseduju obične akcije Društva, i time ispunjava uslov iz člana 515. stav 1 Zakona, za prinudni otkup svih akcija preostalih akcionara Društva.
2. Odobrava se prinudni otkup 100.667 običnih akcija oznake CFI kod ESVUFR, ISIN broj: RSCEBAE31481, kao i 67.675 preferencijalnih akcija CFI kod: ESPNXFR i ISIN broj: RSCEBAE16649 od svih preostalih akcionara Društva uz isplatu cene od 31.479.954 dinara odnosno 187 dinara po jednoj akciji.
3. Cena po jednoj akciji iz člana 2 ove Odluke, određena je u skladu sa članom 516. Zakona.
4. Nalaže se nadležnim organima Društva da preduzmu potrebne mere za sprovođenje postupka pred Centralnim registrom, depoom i kliringom hartija od vrednosti.
5. Ova odluka stupa na snagu danom donošenja.

**OBRAZLOŽENJE:**

On the basis of Article 515 Paragraph 1 of the Companies' Act ("*Official Gazette of RS*" no. 36/2011, 99/2011, 83/2014 – other act and 5/2015) ("**Companies Act**") a shareholders' assembly of MARFIN BANK A.D. BEOGRAD, with its registered seat at Dalmatinska 22, Beograd-Palilula registration number: 07534183 ("**Company**"), on its 46 extraordinary meeting held on 13/12/2016 enacted :

**RESOLUTION ON SQUEEZE-OUT OF  
MINORITIES OF THE COMPANY**

1. Proposal of the majority shareholder of the Company Cyprus Popular Bank Public Co Ltd ("**Acquirer**"), which holds shares representing 98,52% of total share capital and 99,09% of all voting shares of the shareholders holding ordinary shares of the Company and thus meets the threshold set out in Article 515 paragraph 1 of the Companies Act, for squeeze-out of minorities of the Company IS ADOPTED.
2. Squeeze-out of 100.667 of the ordinary shares CFI code: ESVUFR and ISIN No: RSCEBAE31481 and 67.675 of the preferred shares CFI code: ESPNXFR and ISIN No: RSCEBAE16649 of all remaining shareholders of the Company with a price per share of 31.479.954 RSD i.e. 187 RSD is approved..
3. The price per share specified in Article 2 of this resolution is determined in accordance with Article 516 of the Companies Act.
4. Competent bodies of the Company are obliged to undertake all measures within their authority to implement the process before the Central Registry of Securities Depository and Clearing Agency.
5. This Resolution comes into force on the date of its adoption.

**REASONING:**

Odredbama člana 515. stav 1 Zakona propisano je da, na predlog akcionara koji ima akcije koje predstavljaju najmanje 90% osnovnog kapitala društva i koji ima najmanje 90% glasova svih akcionara koji poseduju obične akcije, društvo donosi odluku o prinudnom otkupu svih akcija preostalih akcionara.

Article 515, para 1 of the Companies Act stipulates that under the request of a shareholder whose share amounts to at least 90% of a company's share capital and with minimum 90% of votes of all owners of ordinary shares, the Company shall pass a resolution on squeeze-out.

Otkupilac ispunjava uslov iz člana 515. stav 1 Zakona, a koji mu daje pravo da podnese predlog za održavanje sednice skupštine Društva i usvajanje odluke o prinudnom otkupu svih akcija preostalih akcionara, a takav je predlog Otkupilac Društvu dostavio 16.11.2016. godine.

Acquirer fulfills the threshold from Article 515 paragraph 1 of the Companies Act, which enables the Acquirer to submit the request to the Company for convocation of the shareholders assembly and adoption of the resolution on squeeze-out, and the Acquirer submitted such request to the Company on 16/11/2016.

Zakonom je određeno da se cena akcija u prinudnom otkupu određuje shodnom primenom odredaba Zakona o isplati nesaglasnih akcionara, odnosno utvrđivanjem najviše cene od knjigovodstvene, tržišne i procenjene vrednosti tih akcija.

The Companies Act prescribes that the price of shares subject to squeeze-out is determined in accordance with the rules for determination of the price for payment of dissenting shareholders, meaning by determining the highest of the following: the book value, market value and appraised value per share.

Kako Otkupilac ispunjava uslov iz člana 515. Stav 1 cena je utvrđena u skladu sa pravilima o isplati nesaglasnih akcionara.

Since the Acquirer fulfilled the threshold set by Article 515 paragraph 1 the price is determined in accordance with the rules for determination of the price for payment of dissenting shareholders.

Imajući u vidu napred navedeno doneta je odluka kao u dispozitivu.

Based on the aforementioned the resolution was made as stated in the ruling.

Predsedavajući skupštine/Chairman of the Shareholders' Assembly meeting

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[insert name of the chairman]

[signature of the chairman]

[stamp of MBS]

Na osnovu člana 70. stav 2. Zakona o tržištu kapitala ("*Službeni glasnik RS*", br. 31/2011), Skupština društva MARFIN BANK A.D. BEOGRAD, društva organizovanog u skladu sa pravom Republike Srbije, sa sedištem na adresi Dalmatinska 22, Palilula, Beograd, Srbija, i registrovane u Agenciji za privredne registre pod matičnim brojem 07534183, PIB 100003148 ("**Društvo**"), na vanrednoj sednici Skupštine, dana 13.12.2016. godine, donosi sledeću:

**ODLUKU O PRESTANKU  
SVOJSTVA JAVNOG DRUŠTVA  
("Odluka")**

**Član 1.**

Danom stupanja na snagu Zakona o privrednim društvima ("*Službeni glasnik RS*" br. 36/2011, 99/2011, 83/2014 – dr. zakon i 5/2015), Društvo ima status javnog akcionarskog društva.

**Član 2.**

Društvo je registrovano u Centralnom registru, depo i kliringu hartija od vrednosti kao izdavalac 11.097.112 običnih akcija, nominalne vrednosti 500,00 dinara, sa CFI kodom ESVUFR i ISIN brojem RSCEBAE31481 i 246.105 prioriternih akcija, nominalne vrednosti 500,00 dinara, sa CFI kodom EPNXFR i ISIN brojem RSCEBAE16649.

**Član 3.**

Ovom Odlukom konstatuje se da su ispunjeni uslovi za prestanak svojstva javnog društva u skladu sa članom 70. stav 2. tačka 2. Zakona o tržištu kapitala, a obzirom da su sve akcije preostalih akcionara Društva otkupljene u postupku

In accordance with Article 70 para 2 of the Act on Market Capital ("*Official Gazette of the RS*" no. 31/2011), the Shareholders Assembly of the company MARFIN BANK A.D. BEOGRAD, a a company organized in accordance with the laws of the Republic of Serbia, having its registered seat at Dalmatinska 22, Palilula, Belgrade, Serbia, registered in the Serbian Business Registries Agency under the registration number 07534183, TIN 100003148 ("**Company**"), at an extraordinary meeting of the General Assembly on 13/12/2016 enacts the following:

**RESOLUTION ON TERMINATION  
OF FEATURES OF A PUBLIC  
COMPANY  
("Resolution ")**

**Article 1**

As of the day of coming into force of the Companies Act ("*Official Gazette of RS*" no. 36/2011, 99/2011, 83/2014 – other law and 5/2015) the Company has the status of the public joint stock company.

**Article 2**

The Company is registered with the Central Registry of Securities as the issuer of 11,097,112 ordinary shares of the face value RSD 500.00, CFI code ESVUFR and ISIN no. RSCEBAE31481 and as the issuer of 246,105 of preferred shares of the face value RSD 500, CFI code EPNXFR and ISIN no. RSCEBAE16649.

**Article 3**

By this Resolution it is hereby acknowledged that the conditions prescribed in Article 70 para 2 point 2 of the Act on Capital Market for termination of features of the public company are fulfilled, since all shares of the remaining

prinudnog otkupa akcija od strane većinskog vlasnika Cyprus Popular Bank Public Co Ltd, privrednog društva organizovanog u skladu sa pravom Kipra, sa sedištem na adresi 54 Limassol Ave., Strovolos, CY-2025 Nikozija, Kipar, koji je ovim postupkom postao jedini akcionar sa 100% učešća u kapitalu Društva.

#### **Član 4.**

Društvo usvaja Odluku o prestanku svojstva javnog društva, a obzirom da su se stekli svi zakonski uslovi za to.

Ovlašćuje se Upravni odbor Društva da u ime i za račun Društva podnese zahtev Komisiji za hartije od vrednosti Republike Srbije za brisanje iz registra javnih društava i da preduzima sve potrebne mere i aktivnosti pred nadležnim državnim organima u cilju sprovođenja ove Odluke.

#### **Član 5.**

Ova odluka je uslovna i stupa na snagu danom okončanja postupka prinudnog otkupa manjinskih akcionara Društva, odnosno pod uslovnom da Cyprus Popular Bank Public Co Ltd postane jedini akcionar sa 100% učešća u kapitalu Društva nakon sprovedenog prinudnog otkupa akcija

shareholders of the Company are bought by the majority shareholder Cyprus Popular Bank Public Co Ltd, a company organized in accordance with the laws of Cyprus, headquartered in 54 Limassol Ave., Strovolos, CY-2025 Nicosia, Cyprus, and thus became the sole shareholder owning 100% of share capital of the Company.

#### **Article 4**

The Company adopts the Resolution on termination of features of a public company, since all legally prescribed conditions are fulfilled.

The Board of Directors of the Company is hereby authorized to act in the name and for the account of the Company when submitting a request to the Securities Commission of the Republic of Serbia for deletion from the register of the public companies, and as well to undertake all necessary measures and activities before the competent state bodies for the purpose of execution of this Resolution.

#### **Article 5**

This Resolution is conditional and comes into force on the day the squeeze out procedure of the minorities of the Company is completed, i.e. provided that Cyprus Popular Bank Public Co Ltd becomes the sole shareholder owning 100% of share capital of the Company following the squeeze out of minorities.

Predsedavajući skupštine/Chairman of the Shareholders Assembly meeting

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*[insert name of the chairman]*

*[signature of the chairman]*

*[stamp of MBS]*

Na osnovu odredbe iz člana 70. stav 2. Zakona o tržištu kapitala ("*Službeni glasnik RS*", br. 31/2011), Skupština društva MARFIN BANK A.D. BEOGRAD, društva organizovanog u skladu sa pravom Republike Srbije, sa sedištem na adresi Dalmatinska 22, Palilula, Beograd, Srbija, i registrovane u Agenciji za privredne registre pod matičnim brojem 07534183, PIB 100003148 ("**Društvo**"), na 46. vanrednoj sednici Skupštine, dana 13.12.2016. godine, donosi sledeću:

**ODLUKU O POVLAČENJU AKCIJA  
SA REGULISANOG TRŽIŠTA  
("Odluka")**

**Član 1.**

POVLAČE SE I ISKLJUČUJU sa regulisanog tržišta - Beogradske berze ad Beograd, obične akcije Društva u ukupnom broju od 11.097.112 komada, nominalne vrednosti 500,00 dinara, sa CFI kodom ESVUFR i ISIN brojem RSCEBAE31481 i prioritetne akcije Društva u ukupnom broju od 246.105 komada, nominalne vrednosti 500,00 dinara, sa CFI kodom EPNXFR i ISIN brojem RSCEBAE16649.

**Član 2.**

Konstatuje se da su ispunjeni svi uslovi iz člana 70. stav 2. tačka 2. Zakona o tržištu kapitala, imajući u vidu da su sve akcije preostalih akcionara Društva otkupljene u postupku prinudnog otkupa akcija od strane većinskog akcionara Cyprus Popular Bank Public Co Ltd, privrednog društva organizovanog u skladu sa pravom Kipra, sa sedištem na adresi 54 Limassol Ave., Strovolos, CY-2025 Nikozija, Kipar, koji je predmetnim postupkom postao jedini akcionar sa

In accordance with Article 70 para 2 of the Act on Market Capital ("*Official Gazette of the RS*" no. 31/2011), the Shareholders Assembly of the company MARFIN BANK A.D. BEOGRAD, a a company organized in accordance with the laws of the Republic of Serbia, having its registered seat at Dalmatinska 22, Palilula, Belgrade, Serbia, registered in the Serbian Business Registries Agency under the registration number 07534183, TIN 100003148 ("**Company**"), on its 46 extraordinary meeting of the General Assembly on 13/12/2016 enacts the following:

**RESOLUTION ON WITHDRAWAL  
OF SHARES FROM A REGULATED  
MARKET  
("Resolution")**

**Article 1**

The total number of 11,097,112 of ordinary shares of the Company with the face value of RSD 500.00, CFI code: ESVUFR and ISIN no: RSCEBAE31481 and the total number of 246.105 of the preferred shares of the Company CFI code: EPNXFR and ISIN no: RSCEBAE16649 of the face value RSD 500.00 are WITHDRAWED AND EXCLUDED from the regulated market-Belgrade Stock Exchange.

**Article 2**

It is acknowledged hereby that all conditions prescribed in Article 70 para 2 of the Act on Capital Market are fulfilled, since the majority shareholder Cyprus Popular Bank Public Co Ltd, a company organized in accordance with the laws of Cyprus, headquartered in 54 Limassol Ave., Strovolos, CY-2025 Nicosia, Cyprus, bought all shares of the remaining shareholders of the Company in the squeeze out procedure, and thus became the sole shareholder owning 100% of

100% učešća u kapitalu Društva.

### **Član 3.**

Ova Odluka će se registrovati u Registru privrednih subjekata u skladu sa Zakonom o postupku registracije u Agenciji za privredne registre ("Sl. glasnik RS", br. 99/2011 i 83/2014), nakon čega će Društvo obavestiti regulisano tržište na kojem su njegove akcije uključene u trgovanje i podneti zahtev za brisanje iz registra javnih društva Komisiji za hartije od vrednosti.

### **Član 4.**

Ova odluka je uslovna i stupa na snagu danom okončanja postupka prinudnog otkupa manjinskih akcionara Društva, odnosno pod uslovom da Cyprus Popular Bank Public Co Ltd postane jedini akcionar sa 100% učešća u kapitalu Društva nakon sprovedenog prinudnog otkupa akcija.

share capital of the Company.

### **Article 3**

This Resolution will be registered in the Commercial Register in accordance with the Act on Registration Procedure before the Business Registers Agency ("*Official Gazette of the RS*" no. 99/2011 and 83/2014), after which the Company will notify thereof the regulated market on which its shares are involved in trading and submit a request for deletion from the registry of the public companies to the Securities Commission.

### **Article 4**

This Resolution is conditional and comes into force on the day the squeeze out procedure of the minorities of the Company is completed, i.e. provided that Cyprus Popular Bank Public Co Ltd becomes the sole shareholder owning 100% of share capital of the Company following the squeeze out of minorities.

Predsedavajući skupštine/Chairman of the Shareholders Assembly meeting

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[insert name of the chairman]

[signature of the chairman]

[stamp of MBS]

**MARFIN BANK AKCIONARSKO DRUŠTVO,  
BEOGRAD (PALILULA)**

Dalmatinska 22  
11000, Beograd- Palilula  
16.11.2016. godine

**MARFIN BANK AKCIONARSKO DRUŠTVO,  
BEOGRAD (PALILULA)**

Dalmatinska 22  
11000, Beograd- Palilula  
16/11/2016

Na osnovu člana 517. Zakona o privrednim društvima ("*Službeni glasnik RS*", br. 36/2011, 99/2011, 83/2014 - dr. zakon i 5/2015) ("**Zakon**"), Upravni odbor Marfin Bank a.d. Beograd, banke organizovane u skladu sa pravom Republike Srbije, sa sedištem na adresi Dalmatinska 22, Palilula, Beograd, Srbija, i registrovane u Agenciji za privredne registre pod matičnim brojem 07534183, PIB 100003148 ("**Društvo**"), usvaja i dostavlja akcionarima Društva sledeće:

Pursuant to Article 517. of the Company Law ("*Official Gazette of RS*", no. 36/2011, 36/2011, 99/2011, 83/2014 – other act and 5/2015) ("**Companies Act**"), the Board of Directors of Marfin Bank a.d. Beograd, a company organized in accordance with the laws of the Republic of Serbia, having its registered seat at Dalmatinska 22, Palilula, Belgrade, Serbia, registered in the Serbian Business Registries Agency under the registration number 07534183, TIN 100003148 ("**Company**"), adopts and submits to the shareholders of the Company the following:

**OBAVEŠTENJE  
AKCIONARIMA DRUŠTVA MARFIN BANK  
AKCIONARSKO DRUŠTVO, BEOGRAD  
(PALILULA) O NAČINU UTVRĐIVANJA  
CENE AKCIJA KOJE SU PREDMET  
PRINUDNOG OTKUPA**

**NOTICE  
TO SHAREHOLDERS OF THE MARFIN  
BANK AKCIONARSKO DRUŠTVO,  
BEOGRAD (PALILULA) OF METHOD OF  
DETERMINING THE PRICE OF SHARES  
THAT ARE SUBJECT TO SQUEEZE-OUT**

U skladu sa članom 515. stav 1. Zakona, većinski akcionar Društva - Cyprus Popular Bank Public Co Ltd ("**Otkupilac**"), koji ima 11.174.875 akcija Društva što predstavlja 98,52% osnovnog kapitala Društva i 99,09% glasova svih akcionara koji poseduju obične akcije Društva je dana 16.11.2016. godine podneo predlog za sazivanje vanredne sednice skupštine Društva i usvajanje odluke o prinudnom otkupu akcija od svih preostalih akcionara Društva koji do dana podnošenja predloga nisu otuđili svoje akcije ("**Predlog**").

In accordance with Article 515 paragraph 1 of the Companies' Act, the majority shareholder of the Company - Cyprus Popular Bank Public Co Ltd ("**Acquirer**"), which owns 11.174.875 shares of the Company representing 98,52% of the share capital of the Company and 99,09% of the votes of all shareholders who hold ordinary shares of the Company on 16/11/2016 submitted a proposal for convocation of an Extraordinary Shareholders' Assembly meeting of the Company and proposal for adoption the squeeze-out of all remaining shareholders of the Company who have not transferred their shares until the date of submission of the proposal ("**Proposal**").

Članom 515.stav 1 Zakona predviđeno je da:

Article 515 para.1 of the Companies Act provides that:

*Na predlog akcionara koji ima akcije koje predstavljaju najmanje 90% osnovnog kapitala*

*Acting on a proposal of a shareholder whose share amounting at least 90% of a company's share*

*društva i koji ima najmanje 90% glasova svih akcionara koji poseduju obične akcije, skupština donosi odluku o prinudnom otkupu svih akcija preostalih akcionara društva.*

S obzirom da Otkupilac prelazi prag od 90% propisan članom 515. stav 1 Zakona, Otkupilac je koristeći svoje pravo propisano Zakonom podneo Predlog Društvu, te je Upravni odbor Društva dana 16.11.2016. godine doneo odluku o sazivanju vanredne sednice skupštine akcionara za 13.12.2016. godine sa predlogom za usvajanje odluke o prinudnom otkupu na dnevnom redu.

**I Način utvrđivanja cene akcija u skladu sa članom 516. Zakona**

Kada je u pitanju način utvrđivanja cene akcija u prinudnom otkupu, član 516. stav 1 upućuje na shodnu primenu odredaba Zakona o isplati nesaglasnih akcionara.

U konkretnom slučaju cena po kojoj se vrši prinudni otkup se određuje primenom pravila o isplati nesaglasnih akcionara i stoga mora biti jednaka najvišoj od sledećih vrednosti: knjigovodstvene vrednosti akcija, tržišne vrednosti akcija utvrđene u skladu sa članom 259 stav 1 Zakona ili procenjene vrednosti akcija utvrđene u skladu sa članom 51. Zakona. S obzirom da akcije Društva nisu likvidne, jer nije ispunjen uslov iz člana 259 stav 1, cena po kojoj se vrši otkup jednaka je većoj vrednosti od sledeće dve: knjigovodstvene odnosno procenjene vrednosti akcija u skladu sa članom 51 Zakona.

Knjigovodstvena vrednost iznosi 187 dinara po običnoj akciji odnosno 187 dinara po preferencijalnoj akciji, dok je procenjena vrednost akcija utvrđena u skladu sa članom 51 Zakona i utvrdio ju je WM Equity Partners doo Beograd kao stručno lice te ona iznosi 126 dinara po običnoj akciji odnosno 126 dinara po preferencijalnoj akciji.

*capital and who has minimum 90% of votes of all holders of ordinary shares the Shareholders' Assembly Meeting shall pass a decision on squeeze-out of all remaining shareholders of a company.*

Since the Acquirer passes the threshold of 90% prescribed in Article 515 paragraph 1 of the Companies Act, the Acquirer using its right pursuant to the Companies Act, submitted a proposal to the Company, and the Board of Directors of the Company on 16/11/2016 passed a decision on convening the Extraordinary Shareholders' Assembly Meeting for the 13/12/2016 with a proposal for adoption of decision on squeeze-out on the agenda.

**I The method of determination the price of shares pursuant to the article 516 of the Companies' Act**

As for the manner of determining the price of shares in the squeeze-out process, the article 516 para 1 refers to the provisions of the Companies' Act pertaining to the payout of dissenting shareholders.

In this particular case, the squeeze-out price is determined by applying the rules on payout of dissenting shareholders and thus should be equal to the highest value of the following: the book value of the shares, the market value of the shares determined in accordance with Article 259 para 1 of the Companies Act, or the appraised value of the shares determined in accordance with Article 51 of the Companies Act. Since the shares of the Company do not fulfill the liquidity condition from the Article 259 para 1, the squeeze-out price is equal to the higher of the two values: the book value or the appraised value determined in accordance with Article 51 of the Companies Act.

The book value amounts to 187 RSD per ordinary share i.e. price of 187 dinars per preferential share, while the appraised value is determined in accordance with Article 51 of the Companies Act and is determined by the WM Equity Partners doo Beograd as the competent entity, and thus it amounts to 126 RSD per ordinary share i.e. price of 126 RSD per preferential share.

Kako je knjigovodstvena vrednost veća, Otkupilac je u obavezi da otkupi akcije po ceni od 187 dinara po običnoj akciji odnosno 187 dinara po preferencijalnoj akciji.

Prema članu 475. Zakona ova cena se uzima kao cena po akciji u prinudnom otkupu.

## II Podaci o svim vrednostima akcija:

Kako je napred navedeno, cena u prinudnom otkupu se u konkretnom slučaju određuje primenom člana 475. Zakona, i to je cena u iznosu od 187 dinara po običnoj akciji odnosno 187 dinara po preferencijalnoj akciji jer odgovara knjigovodstvenoj vrednosti kao višoj od procenjene vrednosti koja iznosi 126 dinara odnosno 126 dinara.

## III Pravo akcionara na isplatu utvrđene cene:

Akcionar čije su akcije predmet prinudnog otkupa ima pravo na isplatu cene od 187 dinara po akciji utvrđene u skladu sa članom 475. Zakona, kao ceni koja je jednaka višoj od knjigovodstvene, odnosno procenjene vrednosti po akciji.

## IV Pravo na pobijanje odluke o prinudnom otkupu i ispitivanje primerenosti cene od strane suda

### *a. Pravo na pobijanje odluke skupštine Društva o prinudnom otkupu*

U skladu sa članom 520. Zakona svaki akcionar ima pravo na pobijanje odluke o prinudnom otkupu.

Rok za podnošenje tužbe je 30 dana od dana donošenja odluke skupštine.

Saglasno članu 376. Zakona jedan ili više akcionara koji imaju pravo na učešće u radu sednice skupštine mogu tužbom nadležnom sudu pobijati odluku donetu na toj sednici skupštine i tražiti naknadu štete

Since the book value is the higher one, the Acquirer is obliged to purchase shares at a price of 187 RSD per ordinary share i.e. price of 187 RSD per preferential share.

According to Article 475 of the Companies' Act, this price is taken as the price per share in squeeze-out.

## II Data on all values of the shares:

As stated above, the squeeze-out price in this particular case is determined by applying the article 475 of the Companies' Act and that is the price of 187 RSD per ordinary share i.e. price of 187 RSD per preferential share, as the price that is equal to the book value as the one higher from the appraised value that amounts to 126 RSD i.e. 126 RSD.

## III Shareholder's right to payment of determined price.

A shareholder whose shares are subject to squeeze-out process is entitled to payment of price of 187 RSD per share, determined in accordance with Article 475 of the Companies' Act, as the price that is equal to the higher value of the book, i.e. appraised value per share.

## IV The right to file a suit for denial of the Decision on squeeze-out and Judicial Review of Appropriateness of Price

### *a. The right to file a suit for denial of the Decision of the Shareholders' Assembly on squeeze-out*

In accordance with Article 520 of the Companies' Act, each shareholder has the right to file a suit for denial of decision of the squeeze-out.

The deadline for filing a suit is 30 days from the date of the decision of the Shareholders' Assembly.

According to the article 376 of the Companies' Act one or more shareholders entitled to participate in a Shareholders' Assembly Meeting may file a law suit to the competent court for denial of the

ako:

- sednica skupštine nije bila sazvana u skladu sa Zakonom i statutom;
- je taj akcionar od strane društva ili uz znanje bilo kog člana uprave bio onemogućen da učestvuje u radu sednice na kojoj je odluka doneta;
- odluka skupštine iz drugih razloga nije doneta u skladu sa Zakonom, statutom ili poslovnikom skupštine;
- je odluka skupštine suprotna zakonu ili statutu;
- bilo koji akcionar vršenjem svog prava glasa ima nameru da za sebe ili treće lice pribavi korist na štetu društva ili drugih akcionara kroz donošenje ili izvršenje te odluke;
- u drugim slučajevima u skladu sa Zakonom.

Tužbu za pobijanje odluke skupštine akcionara može podneti i svaki član uprave ako bi izvršenjem te odluke:

- učinio krivično delo ili drugo delo kažnjivo po zakonu; ili
- bio odgovoran za štetu prema društvu ili trećem licu

Pravo na podnošenje tužbe za pobijanje odluka skupštine nema akcionar koji je:

- prestao da bude akcionar društva nakon dana akcionara;
- glasao za predloženu odluku, ako je tu činjenicu moguće dokazati uvidom u zapisnik sa sednice ili izveštaj komisije za

decision adopted on such Shareholders' Assembly Meeting and seek compensation if:

- Shareholders' Assembly Meeting was not convened in accordance with the Companies' Act and the Articles of Association;
- such shareholder was prevented by the company or with the knowledge of any director from participating in the Shareholders' Assembly Meeting at which the decision was passed;
- a decision of the Shareholders' Assembly was not passed in accordance with the Companies' Act, the Articles of Association or the Rules of Procedure of the Shareholders' Assembly Meeting for other reasons;
- a decision of the Shareholders' Assembly contravenes the law or the Articles of Association;
- any shareholder endeavours, by exercising the right to vote, to obtain benefits for himself/herself or a third party to the detriment of the company or other shareholders through the passing or implementation of such decision;
- in other cases in accordance with the Companies' Act.

The law suit may also be filed by any member of the management if by executing that decision they would:

- commit a criminal offence or another offence punishable under the law; or
- be liable for any damage caused to the company or a third party

The right to file a law suit does not have a shareholder who:

- ceased to be a shareholder of the company after the Shareholders' Date;
- voted for the proposed decision, if this fact can be demonstrated by examination of the minutes of the Shareholders' Assembly or

glasanje;

- prisustvovao sednici, ako odluku pobija iz razloga što je taj akcionar od strane društva ili uz znanje bilo kog člana uprave bio onemogućen da učestvuje u radu sednice na kojoj je odluka doneta.

Odluka o prinudnom otkupu ne može se pobijati zbog neprimerenosti cene za akcije koje su predmet prinudnog otkupa.

*b. Ispitivanje primerenosti cene od strane suda*

U skladu članom 521. Zakona svaki akcionar čije su akcije predmet prinudnog otkupa, nezavisno od načina glasanja o odluci o prinudnom otkupu, koji smatra da cena koju je utvrdilo Društvo nije utvrđena u skladu sa Zakonom može u roku od 30 dana od dana registracije odluke o prinudnom otkupu tražiti da nadležni sud u vanparničnom postupku utvrdi vrednost tih akcija u skladu sa Zakonom.

**ČLANOVI UPRAVNOG ODBORA  
MARFIN BANK AD BEOGRAD**

**MEMBERS OF THE BOARD OF DIRECTORS  
MARFIN BANK JSC BELGRADE**

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Polydoros Ktorides

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Theodoros Theodorou

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Dragiša Lekić

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Milovan Popović

the Voting Committee report;

- attended the Shareholders' Assembly Meeting, if such shareholder filed a law suit because he/she was prevented by the company or with the knowledge of any member of the management to participate on the Shareholders' Assembly meeting at which the decision was made.

A decision on squeeze-out may not be denied on the grounds of inappropriateness of the price of shares subject to squeeze-out.

*b. Judicial Review of Appropriateness of Price*

According to the article 521 of the Companies' Act any shareholder whose shares are subject to squeeze-out, regardless of the way of voting on the decision on squeeze-out who believes that a price determined by a company is not determined in compliance with the Companies' Act may seek to obtain from the competent court an appraisal of the value of those shares in non-litigious proceedings in accordance with the Companies' Act within 30 days of the date of registration of decision on squeeze-out.

**PRESEDNIK UPRAVNOG ODBORA  
MARFIN BANK AD BEOGRAD**

**CHAIRMAN OF THE BOARD OF  
DIRECTORS MARFIN BANK JSC  
BELGRADE**

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Christakis Pavlou