

„BANJALUČKA PIVARA“ AD
BANJA LUKA
- Management Board -
No: 02-135-1/2018
Date: May 22, 2018

On the basis of Article 41 of the Articles of Association of Joint Stock Company „Banjalučka pivara“ Banja Luka, in relation to Article 330 of the Law on Business Companies (Official Gazette of the Republic of Srpska, No. 127/08, 58/09 100/11, 67/13 and 100/17), the Management Board of AD „Banjalučka pivara“ Banja Luka provided, at its LXXXVI session held on May 22, 2018, the following

EXPLANATION

to the Proposal of Resolution on amendments to the Articles of Association of „Banjalučka pivara“ a.d. Banja Luka

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Management Board of AD „Banjalučka pivara“ Banja Luka established a proposal of the Resolution on Amendments to the Articles of Association of AD „Banjalučka pivara“ Banja Luka, No. 02-135/18 od May 22, 2018, by changing the following Articles:

In Chapter **IV BUSINESS ACTIVITY OF THE COMPANY** article 10 paragraph 2 is changed to:

- 11.07 Production of mineral water and refreshing drinks
- 20.11 Production of industrial gases
- 38.11 Collection of harmless waste
- 38.12 Collection of dangerous waste
- 38.21 Processing and disposal of harmless waste
- 38.22 Processing and disposal of dangerous waste
- 38.32 Recycling (processing) of separate materials
- 39.00 Sanitation (remediation) of environment and other services of waste management
- 46.19 Mediation in trade of various products
- 46.34 Wholesale trade in alcoholic drinks
- 46.60 Wholesale trade in other machines, equipment and tools
- 46.62 Wholesale trade in machine tools
- 46.65 Wholesale trade in office furniture
- 46.69 Wholesale trade in other machines and equipment
- 46.72 Wholesale trade in metal and metal waste
- 46.74 Wholesale trade in metal goods, installation materials, devices and equipment for water piping and heating
- 46.75 Wholesale trade in chemical products
- 46.76 Wholesale trade in other semi-products
- 46.77 Wholesale trade in waste and waste products
- 46.90 Non-specialised wholesale trade
- 47.11 Retail trade in non-specialised stores with primarily food products, drinks and tobacco products
- 47.19 Other retail trade in non-specialised stores
- 47.20 Retail trade in food, drinks and tobacco products in specialised stores
- 47.25 Retail trade in drinks in specialized stores
- 47.29 Other retail trade in food products in specialised stores
- 47.42 Retail trade in telecommunications equipment in specialised stores
- 47.52 Retail trade in metal goods, paint, and glass in specialised stores
- 47.54 Retail trade in electrical home appliances in specialised stores
- 47.59 Retail trade in furniture, lighting and other home products in specialised stores

47.70 Retail trade in other goods in specialised stores
47.78 Other types of retail trade of new goods in specialized stores
49.41 Road transport of goods
52.10 Warehousing of goods
52.29 Other additional activities in transport
56.29 Other activities of preparation and catering (food delivery)
56.30 Activities of preparation and serving of drinks
80.10 Private security activities (services of safekeeping and patrolling)

In Chapter **XI COMPANY'S BODIES** article 25 paragraph 1, article 27 paragraph 2, article 30 paragraph 2, article 31, article 42, article 49, article 56 paragraph 2, article 58, article 59, article 60, article 61, article 62, article 63, article 64, article 66 paragraph 3 and article 69 are hereby changed to:

Article 25, paragraph (1) is hereby changed to:

The Company bodies are: Shareholders' Assembly, Management Board, Managing Director, Executive Board and Internal Auditor.

Article 27, paragraph (2) is hereby changed to:

A proxy of a shareholder employed at the Company or connected entities in the sense of the Law on Business Companies may not be Managing Director, controlling shareholder or members of the Management Board or the Executive Board of the Company.

Article 30, paragraph (2) is hereby changed to:

Invitation to the session from paragraph 1 of this Article is published on the website of the Company and website of Banja Luka Stock Market, whilst a written invitation to a session of the Shareholders' Assembly is sent to each shareholder not later than 30 days and at most 60 days prior to holding the Shareholders' Assembly, in the case of annual Assembly, and at least 15 days and at most 30 days prior to holding an extraordinary Shareholders' Assembly. The invitation is delivered by mail or email, if the shareholder provided a written consent to be informed via email, to each shareholder entitled to vote in the Shareholders' Assembly.

Article 31 is hereby changed to:

(1) Shareholders' Assembly has the following competences:

- It decides on status changes, changes of a legal form into another form of the Company and termination of the Company,
- It adopts the Articles of Association and changes and amendments of the Articles of Association,
- It decides on acquiring and disposal of high-value assets,
- It decides on distribution of profit and coverage of losses,
- It adopts financial reports with a Report of an Independent Auditor, as well as a Report of the Management Board in relation to financial statements,
- It elects and releases from duty members of the Company's Management Board,
- It elects and relieves from duty Independent Auditor,
- It decides on policy of fees and compensations to members of the Management Board,
- It elects a Shareholders' Assembly President,
- It adopts Rulebook on Work of the Assembly,

- It decides on termination of the Company,
- It decides on issues submitted to the Shareholders Assembly for decision-making from the Company's Management Board,
- It decides on other issues stated in the law or these Articles of Association.

(2) Decisions adopted at the Shareholder Assembly session are included into the Book of Decisions without delay.

(3) The Assembly decides on adoption of annual accounts and reports on business operations, as well as on distribution of annual profit upon obtained opinion of Independent Auditor and Internal Auditor.

Article 35 paragraph 3 is hereby changed to:

(3) Assembly President determines a proposal of the Rulebook on the work of the Assembly, appoints Voting Commission, Minute-Taker and one Certifier of the Minutes.

Article 42 is, by deleting paragraph (6), hereby changed to:

(1) Management Board President is elected by the Management Board by majority of votes.

(2) Management Board may release from duty and elect a new President at any time.

(3) Management Board appoints Deputy President, who performs all the duties of the President, in the case of their absence or temporary being unable to perform their duties.

(4) Management Board President is not, at the same time, Managing Director of the Co.

(5) Management Board President or, in their absence, Deputy President convenes sessions and manages work of the Management Board, he is responsible for running and keeping of session minutes and performs duties under the competence of the Management Board between sessions.

Article 49 is, by deleting paragraph (7), hereby changed to:

(1) Management Board protects the rights of the shareholders, providing respect of all the contracts, laws and by-laws, as well as standards of management of a shareholding company, that is, Corporate Management Standards brought by the Securities Commission of Republika Srpska (to the extent of which the application of them is binding for the Company).

(2) Not a single member of the Management Board will, at making decisions, assume their personal interests to the interest of the Company, nor will they use for themselves business opportunities intended for the Company.

(3) Members of the Management Board will not, in performance of their duties, request nor accept from third parties payment of any other advantage for themselves or any other person, nor will they give to third parties illegal advantages on the basis of which those persons may benefit from them.

(4) A member of the Management Board may be performing additional activities, in the domain of work of the Company's Management, in other companies, only with approval of the Management Board.

(5) Each member of the Management Board is obliged to inform the Management Board of the Company about change in their portfolio of the Company's shares, not later than 24 hours from the date when the transaction has been completed. The Company will publish this information publically.

(6) Management Board will provide conditions for implementation of internal control and risk management system.

Article 56, paragraph (2), line 2, is hereby changed to:

- Implements and takes care about implementation of resolutions of the Shareholder Assembly and Management Board.

Articles 58, 59, 60, 61, 62, 63 and 64 are deleted, and the following articles are to follow appropriate numeric sequence.

Article 65 is hereby changed to:

(1) The Company must appoint an internal auditor in line with legal regulations.

(2) With the aim to establish a mechanism of performance of supervision over legality of business operations of the Company and for protection of the interest of shareholders and Company's property, the Company establishes and ensures functioning of an adequate internal auditing system.

(3) Internal auditing at the Company is performed by a person employed in the Company and who meets conditions prescribed by applicable acts of the Company.

Article 66, paragraph (3), is hereby changed to:

In performance of their duties, Internal Auditor performs the following tasks:

- adopts the plan of work of internal auditing,
- Reports to the Management Board about realisation of recommendation upon audit reports,
- Reports to the Shareholders' Assembly about accounting, reporting and financial statements of the Company,
- Gives opinion on proposal of resolution on distribution of profit,
- Gives opinion on conformity of Company's operations with the legal and other regulatory requirements,
- Proposes election of an independent auditor to the Assembly,
- Submits a report to the Company's shareholders at every annual Assembly and also at extraordinary Assembly, when it is considered necessary or when this is requested by the Management Board,
- Brings a Rulebook on their work,
- Controls and reports to the Shareholders' Assembly on authenticity and completeness of financial statements,
- Controls and reports to the Shareholders' Assembly on authenticity and completeness of reporting to the Company's shareholders about financial and other information,
- Controls and reports to the Shareholders' Assembly about contracts concluded between the Company and members of the Company's Management Board, as well as with connected persons in the sense of the Law on Business Companies,
- Controls conformity of the organisation and work of the Company with the Code of Conduct and Management, that is, with Corporate Governance Standards brought by the Securities Commission of Republika Srpska (to the extent of which its application is binding for the Company),

- trols the procedure of resolving objections of the Company's shareholders, members of the Company boards,
- Performs other duties set out by the Law or Articles of Association.

Article 69 is hereby changed to:

(1) Company's Secretary is responsible for execution of the following duties:

- Obtaining of the Book of Shareholders,
- Preparation of sessions and keeping of minutes of the Shareholder Assembly, Management Board and Executive Board sessions,
- Keeping of Registry of Minutes of Shareholder Assembly, Management Board and Executive Board sessions,
- Keeping of Book of Resolutions of Shareholder Assembly and Management Board,
- Keeping of documents established by the Law and these Articles of Association, except for financial statements,
- Performs other duties upon order of the Management Board.

(2) Secretary is responsible for monitoring of execution of Resolutions of the Shareholder Assembly, Management Board, and Executive Board.

(3) In case that the Management Board does not elect a Secretary of the Company, duties under paragraph 1 of this Article will be organized and monitored by an Executive Board member for legal affairs or another person determined by the Management Board.

Proposed changes of the Articles of Association of Joint Stock Company „Banjalučka pivara“ Banja Luka are related to its adjustment with the Law on Business Companies.

Proposals of resolutions of the Management Board from this Explanation are published together with the Proposal of amendments to the Articles of Association on the websites of „Banjalučka pivara“ at: <http://banjaluckapivara.com> and Banjalučka berza, on a daily basis, starting from May 22, 2018 until the date of holding the Assembly on Jun 25, 2018.

DELIVERED TO:

1. AD Assembly
2. MB File
3. Archives

**MANAGEMENT BOARD
PRESIDENT**

Ragnar Tryggvason