

„BANJALUČKA PIVARA“ AD
BANJA LUKA
- AD Assembly -
No: 01-??/2018
Date: Apr 2, 2018

PROPOSAL

On the basis of Articles 281 and 381 of the Law on Business Companies of the Republic of Srpska („Official Gazette of the Republic of Srpska“, issues number 127/08, 58/09, 100/11, 67/13 and 100/17) and Article 31 of the Articles of Association of „Banjalučka pivara“ Banja Luka, the Shareholders' Assembly of Joint Stock Company „Banjalučka pivara“ Banja Luka adopted, at its XXVI extraordinary session held on Apr 2, 2018, **by a qualified majority of votes of the shareholders present and represented shareholders**, the following:

RESOLUTION on adopting the Contract on the merger

I

Joint stock company „Banjalučka pivara“ a.d. Banja Luka („**Company**“), with its registered seat at the address Slatinska 8, Banja Luka, registered with the Banja Luka District Commercial Court (reg. number 1-29-00) and with the RS Securities Commission register under number 04-491-28/03, has initiated and intends to complete a status change that is a merger with limited liability company „DRAFT“ d.o.o. Banja Luka („**DRAFT**“), with its registered seat at Sime Šolaje 1, Banja Luka, registered in the Register of Business Entities of the District Commercial Court in Banja Luka (reg. number 57-01-0008-17).

The share capital of the Company is 22,300,000 KM and it is divided into: 20,775,188 of ordinary shares, local reg. BLPV-R-A, with nominal value of 1.00 KM per share, and 1,524,812 of preferential shares, local reg. BLPV-P-B, with nominal value BAM 1 per one share.

„Banjalučka pivara“ and „DRAFT“ are related entities, as the sole founder of „DRAFT“, with 100% of the company's share capital, is Altima UK Value Investment Limited („**AUKVIL**“), a company incorporated and registered in accordance with Cayman Islands laws, with registered seat at the address 89 Nexus way, Camana Bay, Grand Cayman, KY1-9007, Cayman Islands.

„DRAFT“ is the owner of 18,658,935 ordinary shares of the Company, „AUKVIL“ is the owner of 1,178,063 ordinary and 1,524,812 of preference shares, while „Banjalučka pivara“ owns 937,598 of the ordinary, statutory shares, which makes a total of 99.997345% of the share capital of „Banjalučka pivara“. The remaining 592 shares, which constitute 0.002655% of the share capital of „Banjalučka pivara“, have been subject to the squeeze out process, which process has been conducted in accordance with the Article 438 Para 1 and 3 of the Law on Business Companies, and according to the Banja Luka District Commercial Court Decision number 057-0-Reg-17-001473 dated 4 August 2017 transferred to „AUKVIL“ as purchaser, but are still kept on the proprietary account of the minority shareholder with Central Securities Register, since the aforementioned shares are subject to pledge, which is why their transfer to the AUKVIL's proprietary account is not possible until the pledge is released, in accordance with the bylaws of Central Securities Registry.

„DRAFT's“ share capital is 9,779.15 KM. The core activity for which „DRAFT“ is registered is 11.05 production of beer, which is also the registered core activity of „Banjalučka pivara“.

II

The Shareholders' Assembly concludes that shareholders of the Company were, in a manner and within deadlines prescribed by the Law on Business Companies, provided access to all documents as set by the Law.

The Shareholders' Assembly also concludes that creditors of „Banjalučka pivara“ were, in a manner and within deadlines prescribed by the Law, informed of their right to collect or secure their receivables.

III

The Shareholders' Assembly hereby approves the status change, that is a merger, as defined in Article 372, paragraph 2 of the Law on Business Companies, of „DRAFT“ d.o.o. Banja Luka and „Banjalučka pivara“ a.d. Banja Luka, in a regular procedure and in accordance with the provisions of Articles 375-381 and 386-390 of the Law on Business Companies („RS Official Gazette“ 127/08, 58/09, 100/11, 67/13, 100/17). With this status change, „DRAFT“ shall cease to exist without undertaking liquidation procedure, and in this it will transfer all its rights and obligations to „Banjalučka pivara“ which shall continue to operate under the same business name, at the same seat and with the same business activity, and no change to its share capital.

IV

With this resolution, the contract on merger between companies „Banjalučka pivara“ a.d. Banja Luka and „DRAFT“ d.o.o. Banja Luka, which will be notarised, including all and any potential technical corrections to the Contract, as well as all and any potential annexes to the Contract, is hereby adopted and approved.

Draft contract on Merger was published timely and in accordance with the Law governing the registration of business entities (in daily newspaper distributed in the RS territory and in the RS Official Gazette), as well as on the corporate website of the Company www.banjaluckapivara.com, and the website of Banja Luka Stock Exchange www.blberza.com.

V

Managing director of „Banjalučka pivara“ Nicholas Penny and Vice President of the Management Board of „Banjalučka pivara“ a.d. Banja Luka Mirjana Jovanović, are authorised to sign and, in the witness of an authorised notary, confirm the stated Contract on merger, all and any potential technical corrections to the Contract, as well as all and any potential annexes to the Contract.

VI

This resolution is submitted to the registration court along with the notarised Contract on the merger, for the status change that is the merger defined in Article I of this Resolution, to be registered.

Director of the Company is tasked to submit or authorise third parties to submit an application for the status change that is the merger to the registration court, in deadlines and in the way as stipulated by the Law on Business Companies and other regulations governing the subject matter.

VII

Contract on merger of „Banjalučka pivara“ a.d. Banja Luka and „DRAFT“ d.o.o. Banja Luka makes a constituent part of this resolution.

VIII

The Resolution is effective as of the date of adoption.

DELIVERED TO:

1. Managing Director
2. Assembly file

ASSEMBLY PRESIDENT