



Joint Stock Insurance Company  
"DDOR Novi Sad"  
Novi Sad

## **MINUTES**

**of the Extraordinary Shareholders' Meeting  
of the Joint Stock Insurance Company "DDOR Novi Sad" Novi Sad  
held on 19 January 2015**

**Novi Sad, January 2015**

## MINUTES

of the Extraordinary Shareholders' Meeting of the Joint Stock Insurance Company "DDOR Novi Sad" Novi Sad, held on 19 January 2015 in Novi Sad, on the business premises of "DDOR Novi Sad" a.d.o. Novi Sad, at No. 8 Mihajlo Pupin Boulevard, in the Conference Room III on the first floor, starting at 12.00 hours.

**PRESENT:** Shareholder UnipolSai Assicurazioni S.p.A. – legal successor of Fondiaria-SAI S.p.A. which was the incorporating company of Unipol Assicurazioni S.p.A., Milano Assicurazioni S.p.A. and Premafin Finanziaria S.p.A. in a four way merger with effect from 6th January 2014 - disposing of 2,114,285 votes, i.e. 99.99% of the total number of votes-shares, represented by Maurizio Serafini against the attached Proxy.

The Meeting was also attended by: President of the Board of Directors of "DDOR Novi Sad" a.d.o. Novi Sad – Prof. Dr Veroljub Dugalić, Assistant General Director for Strategic Planning and Management Control – Dr Nikola Uzelac, Director of Legal Department and Company Secretary - Gordana Burić and Chief of Staff to the Office of General Director - Tatjana Ačanski.

President of the Board of Directors Prof. Dr Veroljub Dugalić concluded that the meeting was attended by the shareholder disposing of 99.99% of the votes, i.e. representative of the shareholder UnipolSai Assicurazioni S.p.A. (legal successor of Fondiaria-SAI S.p.A.) - Maurizio Serafini, and that the prerequisites were met for the Shareholders' Meeting to legally work and pass the decisions.

Prof. Dr Veroljub Dugalić explained that, apart from appointing the Voting Committee by the Chairman of the Shareholders Meeting, it was also necessary to appoint the Recording Officer. Director of Legal Department and Company Secretary motioned to appoint Katarina Savkov, Legal Associate, as the Recording Officer and the motion was accepted.

Prof. Dr Veroljub Dugalić proposed the Shareholders Meeting work according to the agenda that had been submitted with the materials for the Meeting, noting that no motion for agenda amendment had been received within the provided legal deadline.

Prof. Dr Veroljub Dugalić proposed the following

## **AGENDA**

1. Election of the President of the Shareholders' Meeting
2. Appointment of the Voting committee
3. Review and adoption of the Minutes from the extraordinary Shareholders' Meeting of "DDOR Novi Sad" a.d.o. Novi Sad held on August 5, 2014
4. Adoption of the Decision on dismissal of a member of the Board of Directors of "DDOR Novi Sad" a.d.o. Novi Sad
5. Adoption of the Decisions on Appointing Members to the Board of Directors of "DDOR Novi Sad" a.d.o. Novi Sad
6. Miscellaneous

The agenda was adopted.

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### **1. Appointment of the President of the Shareholders' Meeting**

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Prof. Dr Veroljub Dugalić noted that according to the Shareholders' Meeting Rules of Procedure the President of the Shareholders' Meeting is the person that disposes of or represents the largest individual number of votes carried by ordinary shares, as compared to the total number of votes of the shareholders attending the Meeting. Since Maurizio Serafini was the only person in attendance, and since he was also authorized representative of the shareholder holding 99.99% of all the Company shares, Prof. Dr Veroljub Dugalić motioned that the Shareholders' Meeting render the Decision on appointing Maurizio Serafini the President of the Shareholders' Meeting.

Maurizio Serafini accepted the motion, and the Shareholders' Meeting rendered the following

## **DECISION**

1. Maurizio Serafini is appointed the President of the Shareholders' Meeting of "DDOR Novi Sad" a.d.o. Novi Sad at the Extraordinary Shareholders' Meeting held on 19 January 2015.
2. The Decision shall come into force as of its enactment.

The Meeting was thereon chaired by the President of the Shareholders' Meeting of the Company– Maurizio Serafini.

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## 2. Appointment of the Voting Committee

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The President of the Shareholders' Meeting Maurizio Serafini appointed the Voting Committee composed of:

1. Dr Nikola Uzelac, chairman;
2. Gordana Burić, member;
3. Tatjana Ačanski, member.

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## 3. Review and adoption of the Minutes from the extraordinary Shareholders' Meeting of "DDOR Novi Sad" a.d.o. Novi Sad held on August 5, 2014

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Maurizio Serafini voted in favour of adopting the Minutes of the Annual Shareholders' Meeting of "DDOR Novi Sad" a.d.o. Novi Sad, and the Shareholders' Meeting rendered the following

### **DECISION**

The Minutes of the extraordinary Shareholders' Meeting of "DDOR Novi Sad" a.d.o. Novi Sad, held on August 5, 2014, are hereby adopted.

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## 4. Adoption of the Decision on dismissal of a member of the Board of Directors of "DDOR Novi Sad" a.d.o. Novi Sad

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Maurizio Serafini stated that dr jur. Christian Otto Neu has resigned from the position of executive member of the Board of Directors and General Director of the Company on 29.12. 2014.

Maurizio Serafini voted in favour of adopting the Decision as in the wording proposed, pursuant to which the Shareholders' Meeting adopted

### **DECISION ON DISMISSAL OF A MEMBER OF THE BOARD OF DIRECTORS OF „DDOR Novi Sad“ a.d.o. Novi Sad**

1. The resignation of Dr jur. Christian Otto Neu as the executive member of the Board of Directors „DDOR Novi Sad“ a.d.o. Novi Sad is hereby accepted.
2. Dr jur. Christian Otto Neu submitted his resignation on December 29, 2014.

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5. Adoption of the Decisions on Appointing Members to the Board of Directors of  
"DDOR Novi Sad" a.d.o. Novi Sad

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Maurizio Serafini stated that two members of the Board of Directors who were co-opted onto the Board of Directors in the previous period - dr Luca Zaccherini and dr Giorgio Ambrogio Marchegiani, as well as a new member– dr Alfonso Roberto Galante, had been proposed to be appointed. Appointment of the above persons shall be subject to the approval of the National Bank of Serbia.

Maurizio Serafini voted in favor of adopting the Decisions as in the wording proposed, so the Shareholders' Meeting adopted the below decision

**I**  
**DECISION**  
**ON APPOINTING MEMBER OF BOARD OF DIRECTORS OF**  
**„DDOR Novi Sad“ a.d.o. Novi Sad**

1. **Dr Luca Zaccherini**, who was co-opted onto the Board of Directors of "DDOR Novi Sad" a.d.o. Novi Sad by virtue of Decision of the Board of Directors ref. no. OD-14/69 of 04.11.2014., upon obtained approval from the National Bank of Serbia ref. no. 8069 of 17.10.2014., **is hereby appointed to the Board of Directors of "DDOR Novi Sad" a.d.o. Novi Sad as a non-executive member.**
2. Member of Board of Directors shall be appointed for a one-year period.
3. The contract on rights and obligations of member of Board of Directors shall be concluded with the appointed person.
4. The present Decision shall enter into force on the date of its enactment.

**II**  
**DECISION**  
**ON APPOINTING MEMBER OF BOARD OF DIRECTORS OF**  
**„DDOR Novi Sad“ a.d.o. Novi Sad**

1. **Dr Giorgio Ambrogio Marchegiani**, who was co-opted onto the Board of Directors of "DDOR Novi Sad" a.d.o. Novi Sad by virtue of Decision of the Board of Directors ref. no. OD-14/93 of 29.12.2014., upon obtained approval from the National Bank of Serbia ref. no. G. br. 9762 of 15.12.2014., **is hereby appointed to the Board of Directors of "DDOR Novi Sad" a.d.o. Novi Sad as an executive member.**
2. Member of Board of Directors shall be appointed for a one-year period.

3. The contract on rights and obligations of member of Board of Directors shall be concluded with the appointed person.
4. The present Decision shall enter into force on the date of its enactment.

**III**  
**DECISION**  
**ON APPOINTING MEMBER OF BOARD OF DIRECTORS OF**  
**„DDOR Novi Sad“ a.d.o. Novi Sad**

1. **Dr Alfonso Roberto Galante** is hereby appointed to the Board of Directors of „DDOR Novi Sad“ a.d.o. Novi Sad as a non-executive member.
2. Member of Board of Directors shall be appointed for a one-year period.
3. The contract on rights and obligations of member of Board of Directors shall be concluded with the appointed person.
4. The present Decision shall enter into force on the date of its enactment.

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**6. Miscellaneous**

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There were no questions or motions.

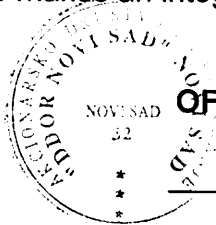
President of the Shareholders Meeting Serafini adjourned the Meeting at 12.15 hours.

Report of the Voting Committee makes an integral part hereof.

**RECORDING OFFICER**



*Katarina Savkov*



**PRESIDENT  
OF SHAREHOLDERS' MEETING**

  
*Maurizio Serafini*

**MEMBERS OF VOTING COMMITTEE:**

  
*1. Dr Nikola Uzelac, chairman*

  
*2. Gordana Burić, member*

  
*3. Tatjana Ačanski, member*