

Based on Article 21 Statute TPK AD "Deva" Krusevac Board **proposed**

Meeting of shareholders to the meeting to be held on 23.06.2009. was taken as follows:

AD-5 Review of the business report and annual accounts for 2008. year audit report with financial statements for 2008. TPK year AD "Deva" Krusevac

DRAFT DECISIONS

Acceptable business report and annual account TPK AD "Deva" Krusevac for 2008. year.

Accepted the Report on Audit of Annual Accounts for 2008. TPK year AD "Deva" Krusevac.

Appendix: Report on Operations (bilan success)

Report on audit of financial statements

AD-6. Donošenje decisions on the selection of auditors for 2009

DRAFT DECISIONS

To perform audit services in 2009. year to conclude a contract with the audit firm DIJ-Audit-doo Beograd

AD-7. Adoption of the report on the work of the Governing Board

DRAFT DECISIONS

Approves the report on the work of the Governing Board of TPK AD "Deva" Krusevac

Appendix: Report

AD-8. Adoption of the report of the Supervisory Board

DRAFT DECISIONS

Approves the report of the Supervisory Board of TPK AD "Deva" Krusevac

Appendix: Report

AD-9. Adoption of Decision on the expiry of the mandate of the members of the Board and making decisions about the choice of members of the Board

DRAFT DECISIONS

I. Determines that the Annual Meeting of the Society, on 23.06.2009.godine, expired mandate of the members of the Governing Board of the Company, to: Samir Biberoviću, Mary Bjelić and Momir Milosevic.

For members of the Governing Board of TPK AD "Deva" Krusevac, appointed Samir Biberović, Maria Bjelić and Milka Djumic.

AD-10. Consideration and adoption of decisions on putting a mortgage on real estate-Department Store "Deva 1"-store "Maxi"

DRAFT DECISIONS

It is recommended that the Assembly of a company, TPK "Deva" ad Krusevac accept placing a mortgage on real estate joint stock company TPK "Deva" to the ad:

- o business facility "Deva 1" - commercial "MAXI" Mirko Tomic 1, Krusevac, the cat. plot no. 761 / 2, 761 / 4, 761 / 5, 791 / 2, 791 / 1, 761 / 3 KO Krusevac, Extract from posedovnog exchange 7489 and 8268 who Krusevac, as a pledge of debtor, the name of securing the proper execution and to:
- I. The loan agreement No. 21118-105011452000876414, signed on 06.03.2008.godine, between AIK banka ad Niš, as well as lenders and FEXIKO doo Belgrade, as the debtor and the Annex. The loan agreement no. 21118-105011452000876414 concluded between the contracting parties on the same 20.12.2008.g. and all eventually concluded later Annex to this Treaty (labeled: Contract No. I), the amount of din . = 80.000.000,00 (and writing: osamdesetmilionadinara) with a maturity of loans for returning 21/09/2009. year, and
- II. The loan agreement No. 21118-105011452000742360, signed on 20.12.2007.godine between: AIK banka ad Nis, Nikola Pasic 42, as lenders and YUHOR EXPORT ad Jagodina, as debtor and the Annex. The loan agreement No. . 21118-105011452000742360 concluded between the contracting parties the same day and all 20.12.2007.g. possibly later concluded the Annex to this contract (labeled: Contract No. II), the amount of din. 60.000.000,00 (and writing: šezdesetmilionadinara) with a maturity of loans for repayment: 20.06.2009.godine.

About Braz w RESOLUTION

Company TPK "Deva" ad Krusevac addressed the Society FEXIKO doo Belgrade and YUHOR EXPORT AD Jagodina, with a request that the name of the Collateral navednog the point I and II of this Decision which provides FF BANK NIS allow placing a mortgage on the property specified in saying this decision .

In the interest of the TPK "Deva" ad, and associated companies "Yuhor export" to come to the realization of the said loan bearing in mind the connection between legal persons and the fact that the strengthening of shareholders and strengthens the position of a company that accepts the role of the pledge of the debtor.

TPK "Deva" ad has an interest to facilitate the implementation of these mortgage loans by putting the above real estate, because it will thus enable these companies to increase production and marketing of goods in the market, both domestic and foreign, and thus to strengthen the position of company which has the role of the debtor's pledge.

Therefore, the position that the Board should definitely accept the commitment of property is a means of securing the said loan.

NOTICE TO SHAREHOLDERS

In accordance with Article 443rd paragraph 3 3rd point about 444th member Paragraph 2 Company Law company "Deva" ad Krusevac hereby notify shareholders in writing of their rights if they did not agree with closing the recommendation of the Governing Board of TPK "Deva" ad Krusevac and the decision of the Assembly TPK "Deva" adKruševac that the company "Deva" ad accept placing a mortgage on real estate joint stock company TPK "Deva" ad Krusevac and the

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to secure the loan in the amount of 80,000,000.00 dinars, which AIK Banka Niš given company FEXIKO doo Belgrade and the amount of 60,000,000.00 dinars, which AIK Banka Niš given society YUHOR EXPORT ad Jagodina.

A. Shareholder may require the company pay the amount equal market value of his shares if the vote against or abstain from voting for job acquisition or disposal of property of great value, which had the right to vote.

B. Shareholder who has the right from point A. This information can not challenge the decision on which society is based on his right, unless the decision prevarna or is illegal or a violation of Article 32 Company Law.

C. Market value of point A. This information is calculated on the day the decision was made subject to the Assembly of the company shareholders, not taking into account any expected increase or decrease in value as a result of this decision.

D. Shareholder company that intends to use its right to request redemption of shares from point A. This information is obliged to decide before the session of the Assembly came to the company written notice of intention to use this right if the Assembly adopted a decision subject. Shareholders who do not send this notice to prekluzivnom within 30 days or vote for the proposed decision has no right to purchase shares in accordance with law.

E. If the decision is based on the law from the point A. ovog notice adopted by the Assembly of shareholders, shareholders who have filed notice of intent seeking redemption of shares of the company in accordance with paragraph D. of this information, are obliged to submit a written request to the company purchase of shares by specifying its name or business name, residence or office and the number and class of shares whose redemption request, within 30 days of the decision of the Assembly.

F. Upon receipt of the request of shareholders from the point E. this notice, the company TPK "Deva" ad paid shares in the value for which believes that the market value, within 30 days of receipt.

G. If the shareholder is paid to who is entitled in relation to point A. this notice, a shareholder believes that the amount paid below the market value of shares determined in accordance with this Law or if society fails to pay compensation, has the right to apply for the valuation of shares by a court of competent jurisdiction, by submitting such a request the court within 30 days from the date of payment or delay in payment.

H. shareholders who benefit from the right point A. This notice states in lawsuits estimate the market value of its shares, a company without delay notify the other of the incompatible claims of shareholders in accordance with Article 281 Company Law.

AD-11. Decision making on the sale of real estate-Department Store "Deva 2"

DRAFT DECISIONS

It is recommended that the Assembly of a company, Trade-production company AD "DEVA" Krusevac accept the sale of real estate joint stock company TPK AD "DEVA" Krusevac, namely:

Department Store Deva II, "The floors + P +4 + gallery, the total area of 3043.11 m2, which consists of five units, namely:

- the first unit, which makes commercial floors Po + P area of 1.250m2,
- other parts which makes commercial floors P area of 351.10 m2
- third unit, which makes commercial floors P +1 area of 723.34 m2
- fourth sections, which makes commercial floors P area of 268.24 m2

five sections, which makes business Proctor floors P +4 + Gallery area of 449.63 m2, which gives a total area of 3043.11 m2 with all the appropriate common areas, located on the cadastral plots 724 / 1, 724 / 2, 725, 726, 728 , 730, 731 KO Krusevac, the buyer, "Realtor" doo Krusevac, ul.Božidara Adžije br.36, mat.br. 20506156, for the purchase price in the amount of 1,740,000 euros

About Braz w RESOLUTION

Property is sold in order to further increase the volume of intensive work to the purchase of real estate in Krusevac and Rasinski district in order to realize the core activities of the society. Since the object that is the subject of future sales in the immediate vicinity of the facility representative vlništvu society in Krusevac (Deva I), it was agreed that this fact contributes to decrease the attractiveness and consequently reduce, the value of the object Deva I. It is also rated to other

locations in Krusevac, or central locations of major cities in Rasinski District contributed much more to increase the productivity of society and the realization of the core deltanosti.

NOTICE TO SHAREHOLDERS

In accordance with Article 443rd paragraph 3 3rd point about 444th member of the Company Law company TPK AD "Deva" Krusevac hereby notify shareholders in writing of their rights when deciding if you do not agree with closing the recommendation of the Governing Board of TPK AD "Deva" Krusevac to the Assembly akcionaraTPK AD "Deva" Krusevac sell real estate-house department in accordance with the decision to conclude a contract on the sale of real estate as follows:

Department Store Deva II, ul.Mirka Tomic br.99 Krusevac, the cat. parc. on the floor. parc. 724 / 1, 724 / 2, 725, 726, 728, 730, 731, 732 / 2 KO Krusevac, registered in the extract from the leaves posedovnih no. 4238, 4607, 4612, 4614, 4615, 2542, 4616 and 7471 WHO Krusevac, the buyer, "Realtor" doo-Krusevac for the purchase price in the amount of 1,740,000.00 euros.

The contract of sale of business premises precisely regulate parava and obligations of contracting parties.

Therefore, the position of the Governing Board should accept the conclusion of the contract of sale of listed property.

A. Shareholder may require the company pay the amount equal market value of his shares if the vote against or abstain from voting for job acquisition or disposal of property of great value, which had the right to vote.

B. Shareholder who has the right from point A. This information can not challenge the decision on which society is based on his right, unless the decision prevarna or if the illegal or a violation of Article 32 Company Law.

C. Market value of point A. This information is calculated on the day the decision was made subject to the Assembly of the company shareholders, not taking into account any expected increase or decrease in value as a result of this decision.

D. Shareholder company that intends to use its right to request redemption of shares from point A. This information is obliged to decide before the session of the Assembly came to the company written notice of intention to use this right if the Assembly adopted a decision subject. Shareholders who do not send this notice to prekluzivnom within 30 days or vote for the proposed decision has no right to purchase shares in accordance with law.

E. If the decision is based on the law from the point A.ovog notice adopted by the Assembly of shareholders, shareholders who have filed notice of intent seeking redemption of shares of the company in accordance with paragraph D. of this information, are obliged to submit a written request to the company purchase of shares by specifying its name or business name, residence or office and the number and class of shares whose redemption request, within 30 days of the decision of the Assembly.

F. Upon receipt of the request of shareholders from the point E. this notice, the company AD "Deva.

paid shares in the values for which believes that the market value, within 30 days of receipt.

G. If the shareholder is paid to who is entitled in relation to point A. this notice, a shareholder believes that the amount paid below the market value of shares determined in accordance with this Law or if society fails to pay compensation, has the right to apply for the valuation of shares by a court of competent jurisdiction, by submitting such a request the court within 30 days from the date of payment or delay in payment.

H. shareholders who benefit from the right point A. This notice states in lawsuits estimate the market value of its shares, a company without delay notify the other of the incompatible claims of shareholders in accordance with Article 281 Company Law.

AD-12. Consideration and adoption of the decision allowing the mortgage to the ROC "Deva 2"

DRAFT DECISIONS

It is recommended that the Assembly company TPK AD "Deva" - Krusevac, to secure claims Banca Intesa ad Beograd, ul.Milentija Popovic 7b, based on:

- **Treaty on long-term loans br.53-420-1302466.5 of 21.04.2009.godine**, which Banca Intesa ad Beograd approved debtor - **Realtor LLC Krusevac, Bozidar Kolovića br.36 Krusevac**, as borrower, loan amounting to **1,300,000, 00 EUR** (jedanmilliontristotinehiljadaeura) the mean rate of NBS on the day of release of funds the loan, with loan repayment periods up to **10.04.2019.godine** which includes the period and mode of repayment of the loan to 3 (three) months, starting from the date of conclusion of contracts with provided that the debtor is obliged to repay the credit in 117 installments, after the idle period of repayment of the loan and the loan repayment plan that is part of the contract, so that the first installment due for payment 10.08.2009.godine, with the use of foreign currency clause , plus the interest that on the day of concluding the contract is 3M EURIBOR +8.0% per year, increased for any taxes under the regulations, and interest for the period due to contractual obligations, and final payments, according to the contractual obligations and on the basis of all future possible concluded the related **annex, mortgage register and order in favor of Banca Intesa Beograd ad real estate on your property and to:**

business facility, "Department Store Deva II," The floors + P +4 + gallery, the total area of 3043.11 m2, which consists of five units, namely:

- the first unit, which makes commercial floors Po + P area of 1.250m2,
- other parts which makes commercial floors P area of 351.10 m2
- third unit, which makes commercial floors P +1 area of 723.34 m2
- fourth sections, which makes commercial floors P area of 268.24 m2
- five sections, which makes business Proctor floors P +4 + Gallery area of 449.63 m2, which gives a total area of 3043.11 m2 with all the appropriate common areas, located on the cadastral plots 724 / 1, 724 / 2, 725, 726, 728 , 730, 731 KO Krusevac.

II pledge debtor Authorizes the Director-General Vladimir Ajduka registration number: 2310955810038 that the purpose of securing the creditor claims, Banca Intesa ad Beograd, under the Treaty on long-term loan no. 53-420-1302466.5 of 21.04.2009.godine, closer to the specified in paragraph 1 this decision, and the future, possibly corresponding to the Agreement concluded in behalf TRGOVINSKO - manufacturing companies DEVA AD Krusevac, Mirko Tomic br.99 conclude an agreement on the record with the competent authority for registration of pledge, pursuant to the provisions of the Law on Execution Procedure.

Reasoning

Putting a mortgage is done in order to obtain security to the buyer credits listed real estate-Department Store "Deva 2", whose purpose paying the purchase price.

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to secure the loan in the amount of 1,300,000.00 euros, which Banca Intesa AD Beograd gives the debtor "Realtor" DOO-Krusevac

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President

Board

Samir Biberović, SR