CRNA GORA
MINISTARSTVO FINANSIJA CRNE GORE
PORESKA UPRAVA
CENTRALNI REGISTAR PRIVREDNIH SUBJEKATA
Broj: 5 - 0301974 / 016
U Podgorici, dana 31.03.2016.godine

Poreska uprava - Centralni registar privrednih subjekata u Podgorici, na osnovu člana 83 i 86 Zakona o privrednim društvima ("Sl.list RCG", br.6/02 i "Sl.list", br.17/07 ... 40/11), rješavajući po prijavi za registraciju promjene društva sa ograničenom odgovornošću DRUŠTVO SA OGRANIČENOM ODGOVORNOŠĆU ZA USLUGE U POMORSKOM SAOBRAĆAJU I ZA RAZVOJ PROJEKATA O NEKRETNINAMA "ADRIATIC MARINAS" TIVAT, broj 235605 podnijetoj dana 30.03.2016 u 16:04:45, preko

Ime i prezime: LELA BJELOBRKOVIĆ
JMBG ili br.pasoša: [redacted]
Adresa: JEREVANSKA BR.22 PODGORICA

donosi

RJEŠENJE

Registruje se promjena podataka za privredni subjekat DRUŠTVO SA OGRANIČENOM ODGOVORNOŠĆU ZA USLUGE U POMORSKOM SAOBRAĆAJU I ZA RAZVOJ PROJEKATA O NEKRETNINAMA "ADRIATIC MARINAS" TIVAT - registarski broj **5 - 0301974**, PIB **02467593** , i to:

Statut:

Briše se:	Statut od 01.12.2015
Registruje se - upisuje se:	Statut od 24.03.2016

Član Odbora direktora:

Briše se:	C.C. PETER SIDEBOTTOM JMBG/BR.PASOŠA: [redacted] COLIN CHAPIN JMBG/BR.PASOŠA: [redacted]

Predsjednik Odbora direktora:

Briše se:	C.C. PETER SIDEBOTTOM JMBG/BR.PASOŠA: [redacted]
Registruje se - upisuje se:	MLADEN MIRANOVIĆ JMBG/BR. PASOŠA: [redacted] Adresa: R.LEKIĆA D -11 BAR CRNA GORA Ovlašćen da djeluje: Pojedinačno

Nikolić M.
05.03.2016

Obrazloženje

Podnosilac je dana 30.03.2016 u 16:04:45 podnio prijavu za registraciju promjene društva sa ograničenom odgovornošću ADRIATIC MARINAS. Rješavajući po predmetnoj prijavi, obzirom da su ispunjeni Zakonom propisani uslovi, odlučeno je kao u dispozitivu rješenja.

Visina naplaćene naknade za registraciju propisana je članom 87 Zakona o privrednim društvima ("Sl.list RCG", br.6/02 i "Sl.list", br.17/07 ... 40/11).

Sam. savjetnik I — **M.P.** — **Načelnik**

Dragan Filipović — Milo Paunović

Pravna pouka:

Protiv ovog rješenja može se izjaviti žalba Ministarstvu finansija CG u roku od 15 dana od dana prijema rješenja. Žalba se predaje preko ovog organa i taksira administrativnom taksom u iznosu od 8, 00 EUR, shodno Tarifnom broju 5 Taksene tarife za administrativne takse. Taksa se upućuje u korist računa 832-3161-26-Administrativna taksa.

IZVOD IZ CENTRALNOG REGISTRA PRIVREDNIH SUBJEKATA PORESKE UPRAVE

Registarski broj 5 - 0301974 / 015 Datum registracije: 09.06.2006.
PIB: 02467593 Datum promjene podataka: 09.12.2015.

DRUŠTVO SA OGRANIČENOM ODGOVORNOŠĆU ZA USLUGE U POMORSKOM SAOBRAĆAJU I ZA RAZVOJ PROJEKATA O NEKRETNINAMA "ADRIATIC MARINAS" TIVAT

Broj važeće registracije: /015

Skraćeni naziv: ADRIATIC MARINAS
Telefon:
eMail:
Datum zaključivanja ugovora: 07.06.2006.
Datum donošenja Statuta: 07.06.2006. Datum promjene Statuta: 01.12.2015.
Adresa glavnog mjesta poslovanja:
Adresa za prijem službene pošte: OBALA B.B. TIVAT
Adresa sjedišta: OBALA B.B. TIVAT
Pretežna djelatnost: 4110 Razrada gradevinskih projekata
Obavljanje spoljno-trgovinskog poslovanja: DA
Oblik svojine: Privatna
Porijeklo kapitala: Strani
Upisani kapital: 78.530.785,00Euro (Novčani 78.530.785,00Euro, nenovčani 0,00Euro)
Stari registarski broj: 50251861

OSNIVAČI:

MONTPORT CAPITAL SE
Uloga: Osnivač
Udio: 100% Adresa: 2ND FLOOR, TOWER BUSINESS CENTER, TOWER STREET, SWATAR BKR 4013 MALTA

LICA U DRUŠTVU:

MLADEN MIRANOVIĆ

Adresa: R.LEKIĆA D -11 BAR
Uloga: Član Odbora direktora
Ovlašćenja u prometu: ( )
Ovlašćen da djeluje: KOLEKTIVNO ( )

C.C. PETER SIDEBOTTOM

Adresa: VELIKA BRITANIJA
Uloga: Predsjednik Odbora direktora
Ovlašćenja u prometu: ( )
Ovlašćen da djeluje: POJEDINAČNO ( )

C.C. PETER SIDEBOTTOM

Adresa: VELIKA BRITANIJA
Uloga: Član Odbora direktora
Ovlašćenja u prometu: ( )
Ovlašćen da djeluje: KOLEKTIVNO ( )

SAVO ĐUROVIĆ

Adresa: ĐOKA MIRAŠEVIĆA BR.5 PODGORICA CRNA GORA
Uloga: Član Odbora direktora
Ovlašćenja u prometu: Ograničeno (Zastupa zajedno sa još dva člana Odbora direktora.)
Ovlašćen da djeluje: KOLEKTIVNO (Sa Članovima odbora direktora)

COLIN CHAPIN

Adresa:
Uloga: Član Odbora direktora
Ovlašćenja u prometu: ( )
Ovlašćen da djeluje: KOLEKTIVNO ( )

OLIVER CORLETTE

Adresa: OBALA BB TIVAT CRNA GORA
Uloga: Ovlašćeni zastupnik
Ovlašćenja u prometu: ( )
Ovlašćen da djeluje: POJEDINAČNO ( )

OLIVER CORLETTE [redacted]

Adresa: OBALA BB TIVAT CRNA GORA

Uloga: Izvršni direktor

Ovlašćenja u prometu: (OVLAŠĆEN DA ZAKLJUČUJE PRAVNE POSLOVE BEZ OGRANIČENJA VRIJEDNOSTI POSLA, ALI MOŽE RASPOLAGATI SREDSTVIMA NA RAČUNU DRUŠTVA KOJA PRELAZE IZNOS OD 50.000,00 EURA SAMO UZ POTPIS FINANSIJSKOG DIREKTORA ILI DIREKTORA SEKTORA ZA PRAVNE POSLOVE.)

Ovlašćen da djeluje: Nepoznata odgovornost ( )

OLIVER CORLLETTE ([redacted]

Adresa: AUSTRALIJA

Uloga: Član Odbora direktora

Ovlašćenja u prometu: Ograničeno (Zastupa zajedno sa još dva člana Odbora direktora.)

Ovlašćen da djeluje: KOLEKTIVNO (Sa Članovima odbora direktora)

Izdato: 30.03.2016 godine u 16:09h **MP** **Načelnik**

Milo Paunović

CRNA GORA
MINISTARSTVO FINANSIJA CRNE GORE

PORESKA UPRAVA
CENTRALNI REGISTAR PRIVREDNIH SUBJEKATA

Broj predmeta: 236605

POTVRDA O PREDATIM DOKUMENTIMA

Potvrđuje se da je LELA BJELOBRKOVIĆ dostavio-la dokument za Promjena društva sa ograničenom odgovornošću – DOO - ADRIATIC MARINAS - DRUŠTVO SA OGRANIČENOM ODGOVORNOŠĆU iz TIVAT, registarski broj:50301974 sa sljedećim prilozima:

Odluka o izmjenama i dopunama Statuta
Odluka o promjeni članova Odbora direktora
Izvod o registraciji matičnog društva
Dokaz o uplaćenoj naknadi za objavljivanje podataka u "Službenom listu Crne Gore"
Dokaz o uplaćenoj naknadi za upis u CRPS
Punomoćje
Obrazac
Statut društva

Datum prijema dokumentacije: 30.3.2016. god.

Podgorica, dana: 30.3.2016. god.

Dokument primio/la

Katarina Kasalica, Samostalna referentkinja

M.P.

PORESKA UPRAVA - CRPS

PS-02 – Promjena podataka - Privredni subjekt

PODNOSILAC PRIJAVE

Prijava se podnosi preko: ☐ Zastupnika ☒ Punomoćnika

JMB:	[redacted]	Država:	CG
Ime i prezime:	LELA BJELOBRKOVIĆ	Opština:	Podgorica
Telefon:	[redacted]	Mjesto:	Zabjelo
e-mail:	LBJELOBRKOVIC@KATONONIZICA...	Ulica:	Jelovačke E — Broj: 22

*za strana fizička lica unijeti broj pasoša i državu izdavanja

☐ Označiti podatak koji se mijenja — **PROMJENA PODATAKA [X]**

Privredni subjekt

Matični broj:	02467593	Registarski broj:	50301974
Puni naziv:	Adriatic Marinas d.o.o. Tivat		

☐ **1. PROMJENA OSNOVNIH PODATAKA**

1.1. Oblik organizovanja: ☐ OD ☐ KD ☐ AD ☐ DOO ☐ NVO ☐ Ustanova ☐ Zadruga ☐ Ostali

1.2. Puni naziv:	

*ukoliko je promjen puni naziv izvršiće se i preregistracija u Poreskom registru

1.3. Skraćeni naziv:		
1.4. Podaci o Statutu:	Datum donošenja:	N 24.03.2016
1.5. Podaci o Ugovoru / odluci o osnivanju:	Datum zaključenja/donošenja:	24.03.2016

☐ **2. NOVA ADRESE UPRAVE - SJEDIŠTA**

2.1. Opština: ____ 2.2. Mjesto: ____

2.3. Ulica: ____ 2.4. Broj: ____

☐ **3. NOVA ADRESA ZA PRIJEM SLUŽBENE POŠTE**

3.1. Država: ____

3.2. Opština: ____ 3.3. Mjesto: ____

3.4. Ulica: ____ 3.5. Broj: ____

☐ **4. NOVA ADRESA GLAVNOG MJESTA POSLOVANJA**

4.1. Promjena opštine ☐ *ukoliko je označena promjena opštine izvršiće se i preregistracija u Poreskom registru

4.2. Opština: ____ 4.3. Mjesto: ____

4.4. Ulica: ____ 4.5. Broj: ____

IZJAVA: Garantujem za tačnost unijetih podataka

Potpis podnosioca: Lela Bjelobrković M.P.

5. RJEŠENJE DRŽAVNOG ORGANA

5.1. Datum rješenja:	
5.2. Broj rješenja:	

*popunjava se samo ukoliko registraciji u CRPS prethodi registracija kod drugog državnog organa

6. NOVA PRETEŽNA DJELATNOST

☐☐ . ☐☐

7. NOVI OBLIK SVOJINE

☐ bez oznake svojine ☐ privatna ☐ zadružna ☐ dva ili više oblika svojine ☐ državna

8. PROMJENA KONTAKT INFORMACIJA

8.1. Telefon: +382 /
+382 /
+382 /

8.2. Fax: +382 /

8.3. E-mail:

8.4. Adresa internet strane: www.

IZJAVA: Garantujem za tačnost unijetih podataka.

Potpis podnosioca: M.P.

9. KAPITAL – PROMJENA VRIJEDNOSTI

9.1. Porijeklo kapitala: ☐ bez oznake projekla kapitala ☐ domaći ☐ strani ☐ mješoviti

9.2. Promjena osnovnog kapitala: ☐ Povećanje ☐ Smanjenje

Osnovni kapital:	Prije promjene	Iznos promjene	Nakon promjene
Ukupno (novčani+nenovčani):	€	€	€
☐ novčani – iznos:	€	€	€
☐ nenovčani – iznos:	€	€	€

10. PROMJENA OSNIVAČA

VRSTA PROMJENE

☐ Prestanak ☐ Registruje se ☐ Mijenja se udio

10.1. Status: ☐ Osnivač ☐ Član DOO ☐ Ortak ☐ Komanditor ☐ Komplementar ☐ Zadrugar ☐ Drugo

*upisati status

10.2. MB / JMB:

*za strano fizičko lice unijeti broj pasoša
za strano pravno lice unijeti broj registracije u matičnom registru

10.3. Naziv / Ime i prezime:

10.4. Sjedište / Adresa:

Država

Opština **Mjesto:**

Ulica: **Broj:**

10.5. Udio %

IZJAVA: Garantujem za tačnost unijetih podataka.

Potpis podnosioca: M.P.

11. PROMJENA ORGANA UPRAVLJANJA

- [ ] Odbor direktora
- [ ] Upravni odbor
- [ ] Skupština
- [ ] Drugo

*upisati naziv organa upravljanja ako je drugačiji

12. PROMJENA DIREKTORA I/ILI ORGANA UPRAVLJANJA

VRSTA PROMJENE

- [x] Prestanak
- [ ] Imenuje se
- [ ] Mijenja se obim ovlašćenja

12.1. Status

- [ ] Direktor
- [ ] Predsjednik organa upravljanja
- [x] Član odbora direktora
- [ ] Član organa upravljanja
- [ ] Član upravnog odbora
- [ ] Sekretar društva
- [ ] Ovlašćeni zastupnik
- [ ] Revizor
- [ ] Drugo

* upisati status

12.2. JMB: *za strano fizičko lice unijeti broj pasoša

12.3. Ime i prezime: C. C. Peter Sidebottom

12.4. Adresa:

Država: Velika Britanija

Opština:

Mjesto:

Ulica:

Broj:

12.5. Ovlašćenja u prometu

- [ ] neograničena
- [ ] ograničena

*unijeti opis ograničenja

12.6. Ovlašćen da djeluje

- [ ] Pojedinačno
- [ ] Kolektivno

Upisati sa kim ako je kolektivno:

- [ ] Članovima organa upravljanja
- [ ] Sekretarom društva
- [ ] Direktorom društva
- [ ]

*upisati ako je drugačije od ponuđenog

Saglasnost sa imenovanjem:

Potpis:

IZJAVA: Garantujem za tačnost unijetih podataka.

Potpis podnosioca: Lela Bjelobrković

M.P.

13. OSTALE REGISTRACIJE

Osim postojeće registracije u CRPS-u izvršiti i registracije u:

13.1. Carinski registar ☐

IZJAVA: Garantujem za tačnost unijetih podataka.

Potpis podnosioca: ______________________ ______________________ M.P.

PORESKA UPRAVA - CRPS

PS-02 – **Promjena podataka - Privredni subjekt**

11. PROMJENA ORGANA UPRAVLJANJA

- [ ] Odbor direktora
- [ ] Upravni odbor
- [ ] Skupština
- [ ] Drugo ______

*upisati naziv organa upravljanja ako je drugačiji

12. PROMJENA DIREKTORA I/ILI ORGANA UPRAVLJANJA

VRSTA PROMJENE

- [x] Prestanak
- [ ] Imenuje se
- [ ] Mijenja se obim ovlašćenja

12.1. Status

- [ ] Direktor
- [ ] Predsjednik organa upravljanja
- [x] Član odbora direktora
- [ ] Član organa upravljanja
- [ ] Član upravnog odbora
- [ ] Sekretar društva
- [ ] Ovlašćeni zastupnik
- [ ] Revizor
- [ ] Drugo ______

* upisati status

12.2. JMB: [redacted] ko lice unijeti broj pasoša

12.3. Ime i prezime: Colin Chapin

12.4. Adresa:

Država: ______

Opština: ______ Mjesto: ______

Ulica: ______ Broj: ______

12.5. Ovlašćenja u prometu

- [ ] neograničena
- [ ] ograničena ______

*unijeti opis ograničenja

12.6. Ovlašćen da djeluje

- [ ] Pojedinačno
- [ ] Kolektivno

Upisati sa kim ako je kolektivno:

- [ ] Članovima organa upravljanja
- [ ] Sekretarom društva
- [ ] Direktorom društva
- [ ] ______

*upisati ako je drugačije od ponuđenog

Saglasnost sa imenovanjem:

Potpis: ______

IZJAVA: Garantujem za tačnost unijetih podataka.

Potpis podnosioca: Lela [illegible]

M.P.

PORESKA UPRAVA - CRPS

PS-02 – Promjena podataka - Privredni subjekt

PODNOSILAC PRIJAVE

Prijava se podnosi preko: ☐ Zastupnika ☐ Punomoćnika

JMB:	[redacted]	Država:	CRNA GORA
Ime i prezime:	LELA BJELOBRKOVIĆ	Opština:	PODGORICA
Telefon:	[redacted]	Mjesto:	ZABJELO
e-mail:	LBJELOBRKOVIC@PORTOMONTENEGRO.COM	Ulica:	JEREVANSKA Broj: 22

*za strana fizička lica unijeti broj pasoša i državu izdavanja

☐ Označiti podatak koji se mijenja **PROMJENA PODATAKA [X]**

Privredni subjekt

Matični broj:	02467593	Registarski broj:	50301974
Puni naziv:	Drustvo sa ograničenom odgovornošću „Adriatic Marinas" d.o.o. Tivat		

[x] **1. PROMJENA OSNOVNIH PODATAKA**

1.1. Oblik organizovanja: ☐ OD ☐ KD ☐ AD [x] DOO ☐ NVO ☐ Ustanova ☐ Zadruga ☐ Ostali

1.2. Puni naziv:		
1.3. Skraćeni naziv:	Adriatic Marinas d.o.o. Tivat	
1.4. Podaci o Statutu:	Datum donošenja:	Novi Statut usvojen 08.02.2016. godine
1.5. Podaci o Ugovoru / odluci o osnivanju:	Datum zaključenja/donošenja:	Nova Odluka o izmjeni statuta usvojena 08.02.2016. godine.

*ukoliko je promjen puni naziv izvršiće se i preregistracija u Poreskom registru

☐ **2. NOVA ADRESE UPRAVE - SJEDIŠTA**

2.1. Opština: 2.2. Mjesto:

2.3. Ulica: 2.4. Broj:

☐ **3. NOVA ADRESA ZA PRIJEM SLUŽBENE POŠTE**

3.1. Država

3.2. Opština 3.3. Mjesto:

3.4. Ulica: 3.5. Broj:

☐ **4. NOVA ADRESA GLAVNOG MJESTA POSLOVANJA**

4.1. Promjena opštine ☐ *ukoliko je označena promjena opštine izvršiće se i preregistracija u Poreskom registru

4.2. Opština 4.3. Mjesto:

4.4. Ulica: 4.5. Broj:

IZJAVA: Garantujem za tačnost unijetih podataka.

Potpis podnosioca: Lela Bjelobrković

ADRIATIC MARINAS D.O.O. TIVAT

PORESKA UPRAVA - CRPS

PS-02 – Promjena podataka - Privredni subjekt

11. PROMJENA ORGANA UPRAVLJANJA

- [ ] Odbor direktora
- [ ] Upravni odbor
- [ ] Skupština
- [ ] Drugo

*upisati naziv organa upravljanja ako je drugačiji

12. PROMJENA DIREKTORA I/ILI ORGANA UPRAVLJANJA

VRSTA PROMJENE

- [ ] Prestanak
- [x] Imenuje se
- [ ] Mijenja se obim ovlašćenja

12.1. Status

- [ ] Direktor
- [ ] Predsjednik organa upravljanja
- [x] Član odbora direktora
- [ ] Član organa upravljanja
- [ ] Član upravnog odbora
- [ ] Sekretar društva
- [ ] Ovlašćeni zastupnik
- [ ] Revizor
- [ ] Drugo

* upisati status

12.2. JMB:

*za strano fizičko lice unijeti broj pasoša

12.3. Ime i prezime: Mladen Miranović - predsjednik Odbora direktora

12.4. Adresa:

Država: CRNA GORA

Opština: BAR

Mjesto:

Ulica: R. LEKIĆA

Broj: D-11

12.5. Ovlašćenja u prometu

- [ ] neograničena
- [ ] ograničena

*unijeti opis ograničenja

12.6. Ovlašćen da djeluje

- [ ] Pojedinačno
- [x] Kolektivno

Upisati sa kim ako je kolektivno:

- [ ] Članovima organa upravljanja
- [ ] Sekretarom društva
- [ ] Direktorom društva
- [ ]

*upisati ako je drugačije od ponuđenog

Saglasnost sa imenovanjem:

Potpis:

IZJAVA: Garantujem za tačnost unijetih podataka.

Potpis podnosioca:

ADRIATIC MARINAS D.O.O. TIVAT

[ ] **11. PROMJENA ORGANA UPRAVLJANJA**

[ ] Odbor direktora
[ ] Upravni odbor
[ ] Skupština
[ ] Drugo

*upisati naziv organa upravljanja ako je drugačiji

[ ] **12. PROMJENA DIREKTORA I/ILI ORGANA UPRAVLJANJA**

VRSTA PROMJENE

[ ] Prestanak [X] Imenuje se [ ] Mijenja se obim ovlašćenja

12.1. Status

[ ] Direktor [ ] Predsjednik organa upravljanja [X] Član odbora direktora [ ] Član organa upravljanja [ ] Član upravnog odbora

[ ] Sekretar društva [ ] Ovlašćeni zastupnik [ ] Revizor [ ] Drugo

* upisati status

12.2. JMB: *za strano fizičko lice unijeti broj pasoša

12.3. Ime i prezime: OLIVER CORLETTE

12.4. Adresa:

Država: CRNA GORA

Opština: TIVAT Mjesto:

Ulica: OBALA bb TIVAT Broj:

12.5. Ovlašćenja u prometu

[ ] neograničena [ ] ograničena

*unijeti opis ograničenja

12.6. Ovlašćen da djeluje

[ ] Pojedinačno [X] Kolektivno

Upisati sa kim ako je kolektivno:

[ ] Članovima organa upravljanja
[ ] Sekretarom društva
[ ] Direktorom društva
[ ]

*upisati ako je drugačije od ponuđenog

Saglasnost sa imenovanjem:

Potpis:

IZJAVA: Garantujem za tačnost unijetih podataka.

Potpis podnosioca: Lela Bjelobrković

ADRIATIC MARINAS D.O.O. TIVAT

PORESKA UPRAVA - CRPS

PS-02 – Promjena podataka - Privredni subjekt

11. PROMJENA ORGANA UPRAVLJANJA

- ☐ Odbor direktora
- ☐ Upravni odbor
- ☐ Skupština
- ☐ Drugo

*upisati naziv organa upravljanja ako je drugačiji

12. PROMJENA DIREKTORA I/ILI ORGANA UPRAVLJANJA

VRSTA PROMJENE

☐ Prestanak ☒ Imenuje se ☐ Mijenja se obim ovlašćenja

12.1. Status

☐ Direktor ☐ Predsjednik organa upravljanja ☒ Član odbora direktora ☐ Član organa upravljanja ☐ Član upravnog odbora

☐ Sekretar društva ☐ Ovlašćeni zastupnik ☐ Revizor ☐ Drugo

* upisati status

12.2. JMB: *za strano fizičko lice unijeti broj pasoša

12.3. Ime i prezime: SAVO ĐUROVIĆ

12.4. Adresa:

Država: CRNA GORA

Opština: PODGORICA Mjesto:

Ulica: ĐOKA MIRAŠEVIĆA Broj: 5

12.5. Ovlašćenja u prometu

☐ neograničena ☐ ograničena

*unijeti opis ograničenja

12.6. Ovlašćen da djeluje

☐ Pojedinačno ☒ Kolektivno

Upisati sa kim ako je kolektivno:

- ☐ Članovima organa upravljanja
- ☐ Sekretarom društva
- ☐ Direktorom društva
- ☐

*upisati ako je drugačije od ponuđenog

Saglasnost sa imenovanjem:

Potpis:

IZJAVA: Garantujem za tačnost unijetih podataka.

Potpis podnosioca: Lela Bjelobrković

D.O.O. TIVAT

Na osnovu člana 15 Statuta Adriatic Marinas d.o.o. PIB 02467593 (u daljem tekstu: Društvo), njegov osnivač Montport Capital SE, sa sjedištem na adresi 2nd Floor, Tower Business Centre, Tower Street, Swatar Birkirkara BKR 4013, Malta, under number SE 7 (u daljem tekstu: Osnivač), usvojio je, na predlog izvršnog direktora, dana 24.marta 2016.godine, sljedeću

ODLUKU

Član 1

Broj članova Odbora direktora Adriatic Marinas d.o.o. se smanjuje sa pet na tri člana.

Član 2

Članovi Odbora direktora koji se opozivaju su:

1. Colin Chapin, [redacted] (novi pasoš Kanade bro [redacted]
2. C.C. Peter Sidebottom, predsjednik Odbora direktora, iz Velike Britanije, pasoš broj [redacted]

Član 3

Ostali članovi Odbora direktora ostaju nepromijenjeni.

Novi predsjednik Odbora direktora biće Mladen Miranović, državljanin Crne Gore, JMB [redacted]

Član 4

Ova Odluka će biti registrovana kod Centralnog registra privrednih subjekata Crne Gore u Podgorici, u roku od petnaest dana nakon donošenja, od strane pravnog odjeljenja Adriatic Marinas d.o.o.

Član 5

U prisustvu doljepotpisanih ovlašćenih zastupnika Montport Capital SE, ova Odluka je donesena dana označenog gore u tekstu.

MONTPORT CAPITAL SE

(nečitak potpis)

Ivan Zammit

(malteška lična karta br. [redacted]

Ovlašćeni potpisnik

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Jelena Durašković
KOTOR

(nečitak potpis)

Helga Cutajar (malteška lična karta b[redacted]

Ovlašćeni potpisnik

Potpisano preda mnom, danas, 29.3.2016.godine, nakon što su prisutni potvrdili da razumiju sadržinu. (*pisano rukom*)

Dr Jonathan Vella

Magistar pravnih nauka (međunarodno pravo)

Javni Notar i službenik za zakletve

157 Triq Il Garni, Mellieha, Malta

Kancelarija: [redacted]mobilni telefon:[redacted]

(pečat i nečitak potpis)

Ovim potvrdjujem da je prevod ovog dokumenta vjeran originalu na engleskom jeziku.

Jelena Durašković, stalni sudski tumač za engleski jezik
Tivat, 29. mart 2016.

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Certified court interpreter/translator for the English language
Jelena Durašković
KOTOR

Pursuant to Article 15 of the Charter of Adriatic Marinas d.o.o., having TIN 02467593 (hereinafter referred to as: the Company), its founder Montport Capital SE, having its registered office at 2nd Floor, Tower Business Centre, Tower Street, Swatar Birkirkara BKR 4013, Malta, under number SE 7 (hereinafter referred to as: the Founder), adopts, at the proposal of the Executive Director, on the 24th March 2016, the following:

DECLARATION

Article 1

Number of Board Members of Adriatic Marinas d.o.o. will be decreased from five to three members.

Article 2

Two Board Members will be revoked:

1. **Colin Chapin**, P.MJ 976716 (new Canadian Passport [redacted]
2. **C.C. Peter Sidebottom**, Chairman of the Board of Directors, from Great Britain, passport numb[redacted]

Article 3

The other members of the Board of Directors shall remain unchanged.

The new Chairman of the Board of Directors shall be Mladen Miranovic, Montenegrin citizen, having the personal ID number [redacted]

Article 4

The Declaration will be registered with the Central Registry of Commercial Companies of Montenegro in Podgorica, within fifteen days upon it has become effective, by the Legal Department of Adriatic Marinas d.o.o.

Article 5

In witness whereof, authorized representatives of Montport Capital SE have caused this Declaration to be executed in Malta on the date indicated above.

MONTPORT CAPITAL SE

Ivan Zammit (Maltese I.D Card No. 279881 M)	**Helga Cutajar** (Maltese I.D Car[redacted]
Authorized signatory	Authorized signatory

Signed in front of me today 29/3/2016 after appearers confirmed they understood the contents

Dr Jonathan Vella
B.A., LL.D., Mag. Jur. (International Law)
Notary Public and Commissioner for Oaths
157 Triq il-Garni, Mellieha, Malta
Office: 21525303 / Mobile: 99487339

Apostille Certificate

Convention de La Haye du 5 octobre 1961

1. Country: **Malta**

   This public document
2. has been signed by **Jonathan Vella**
3. acting in the capacity of **Notary Public & Commiss**
4. bears the seal / stamp of

   Notary Public

Certified

5. at **Ministry of Foreign Affairs, Valletta**
6. the **29 MAR 2016**
7. by **Karen Montebello**

   Legalisation Officer
8. No: **260762**
9. Seal / stamp

10. Signature

Na osnovu člana 15 Statuta Adriatic Marinas d.o.o. PIB 02467593 (u daljem tekstu: Društvo), njegov osnivač Montport Capital SE, sa sjedištem na adresi 2nd Floor, Tower Business Centre, Tower Street, Swatar Birkirkara BKR 4013, Malta, under number SE 7 (u daljem tekstu: Osnivač), usvojio je, na predlog izvršnog direktora

ODLUKU O IZMJENAMA I DOPUNAMA STATUTA

Adriatic Marinas D.O.O.-Tivat

Član 1

Član 16 Statuta Društva mijenja se, tako da glasi:

„Osnivač imenuje Odbor direktora.

Odbor direktora sastoji se od 3 (tri) člana.

Mandat svakog člana Odbora direktora je 2 (dvije) godine.

Društvo može zaključiti posebne ugovore sa svakim članom Odbora direktora radi uređivanja detaljnijih uslova za obavljanje njihovih dužnosti.

Sjednica Odbora direktora može se održati ako sva 3 (tri) člana Odbora direktora prisustvuju toj sjednici.

Odluka će se smatrati usvojenom ako većina prisutnih članova Odbora direktora glasa za tu odluku.

Sjednice se mogu održavati putem telefona, pod uslovom da je takav način održavanja prihvaćen od strane 2 (dva) člana Odbora direktora.

Član 2

Na osnovu ove Odluke, sačiniće se prečišćeni tekst Statuta Društva koji će biti registrovan kod Centralnog registra privrednih subjekata u Podgorici.

Montport Capital SE

Za Osnivača

MONTPORT CAPITAL SE

(nečitak potpis)

Ivan Zammit

(malteška lična karta br.

Ovlašćeni potpisnik

(nečitak potpis)

Helga Cutajar (malteška lična karta br. [redacted]

Potpisano preda mnom, danas, 29.3.2016.godine, nakon što su prisutni potvrdili da razumiju sadržinu. (*pisano rukom*)

Dr Jonathan Vella

Magistar pravnih nauka (međunarodno pravo)

Javni Notar i službenik za zakletve

157 Triq Il Garni, Mellieha, Malta

Kancelarija: [redacted]

(pečat i nečitak potpis)

Ovim potvrdjujem da je prevod ovog dokumenta vjeran originalu na engleskom jeziku.

Jelena Đurašković

Jelena Đurašković, stalni sudski tumač za engleski jezik
Tivat, 29. mart 2016.

Pursuant to Article 15 of the Charter of **Adriatic Marinas d.o.o.**, having [redacted] (hereinafter referred to as: the **Company**), its founder Montport Capital SE, having its registered office at 2nd Floor, Tower Business Centre, Tower Street, Swatar Birkirkara BKR 4013, Malta, under number SE 7 (hereinafter referred to as: the **Founder**), adopts, at the proposal of the Executive Director, on the 24th March 2016, the following:

DECISION ON AMENDMENTS TO THE CHARTER

Adriatic Marinas D.O.O. – Tivat

Article 1

Article 16 of the Charter of the Company shall be replaced with the following text:

„The Founder shall appoint the Board of Directors.

The Board of Directors shall consist of 3 (three) members.

The term of office of each member of the Board of Directors shall be 2 (two) years.

The Company may enter into separate agreements with each member of the Board of Directors in order to regulate more detailed conditions for performing their activities.

Meeting of the Board of Directors can be held if all 3 (three) members of the Board of Directors are present.

Decisions shall be deemed adopted if the majority of present members of the Board of Directors vote for them.

Meetings can be held via telephone, provided that it is accepted by 2 (two) members of the Board of Directors"

Article 2

On the basis of this Decision, a clean version of the Charter of the Company shall be made and registered with the Central Registry of the Commercial Entities in Podgorica.

Montport Capital SE

For Founder

MONTPORT CAPITAL SE

Ivan Zammit (Maltese I.D Card No. 279881 M)
Authorized signatory

Helga Cutajar (Maltese I.D. Car[redacted]
Authorized signatory

Signed in front of me today 29/3/2016 after appearers confirmed they understood the contents

Dr Jonathan Vella
B.A., LL.D., Mag. Jur. (International Law),
Notary Public and Commissioner for Oaths
152 Triq il-Garni, Mellieha, Malta
Office: 21525303 / Mobile: 99487339

Apostille Certificate

Convention de La Haye du 5 octobre 1961

1. Country: **Malta**

   This public document

2. has been signed by **Jonathan Vella**
3. acting in the capacity of **Notary Public & Commiss**
4. bears the seal / stamp of

   Notary Public

   Certified

5. at **Ministry of Foreign Affairs, Valletta**
6. the **29 MAR 2016**
7. by **Karen Montebello**

   Legalisation Officer

8. No: **260772**
9. Seal / stamp

10. Signature

REGISTAR KOMPANIJA

MALTA

Osnivački akt (Memorandum) i Statut

MONTPORT CAPITAL SE

Registarski broj: SE 7

Registrovan 27. marta 2015.godine

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Certified court interpreter-translator for the English language
Jelena Đuračković
KOTOR

Kompanija broj: ....SE 7...................

REGISTAR KOMPANIJA

ORGAN DRŽAVNE UPRAVE MALTE NADLEŽAN ZA FINANSIJSKE USLUGE

MALTA

Ovim potvrđujem da je priloženi dokument vjerodostojna kopija dokumen(a)ta predatih i registrovanih u skladu sa Zakonom o kompanijama iz 1995.godine.

ASTRID CASSAR PACE

(potpis nečitak)

Za Registratora

Dana 18. marta 2016.

Apostil

(Haška konvencija od 5. oktobra 1961. godine)

1. Zemlja: Malta
   Ova javnu ispravu
2. potpisao je Astrid Cassar Pace
3. u svojstvu Službenika
4. a ovjerena je štambiljem/pečatom Nadležnog organa za finansijske usluge Malte

Ovjereno

5. u Ministarstvu spoljnih poslova, Valeta
6. dana 23.marta 2016. godine
7. od strane Karen Montebello, službenik za pravna pitanja
8. Br. 260328
9. Štambilj/pečat
10. Potpis: nečitak

Ovim potvrdjujem da je prevod ovog dokumenta vjeran originalu na engleskom jeziku.

Jelena Đurašković, stalni sudski tumač za engleski jezik

Tivat, 29.marta 2016.godine

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Jelena Đurašković
KOTOR

Izvod iz Ugovora o osnivanju

kompanije Montport Capital SE

Član 9. Direktori

a) Poslovanje Kompanije povjereno je Odboru direktora koji se sastoji od najmanje tri (3) člana, i najviše od pet (5) članova.

b) Prvi Direktori Kompanije su:
Colin Jay Chapin
Kanađanin [redacted]
Broj pasoša:
7 Proctor Crescent
Toronto, Ontario
M4N 3G1
Kanada

Ivan Zammit
Br. identifikacione isprave: [redacted]
Nindethana
Old Mill Str.
Mellieha
MLH1343 Malta

Tonio Cachia
Br. identifikacione isprave: 477881M
70, Rivamore
Triq il-Helsien
Qormi, QRM 2907
Malta

c) Bilo koja dva, od gore navedenih, direktora imaju pravo da zajedno pravno i sudski zastupaju Kompaniju.
Bez obzira na gore navedeno i pored gore navedenog, Odbor direktora može povremeno imenovati jednog ili više Direktora i/ili bilo koje lice ili lica da zastupaju Kompaniju radi određenog cilja ili u određenom slučaju/slučajevima iliu grupi slučajeva.

d) Bilo koje punomoćje koje izda Kompanija izvršiće bilo koji Direrktor ili bilo koje lice koje je ovlašćeno od strane Odbora direktora u tu svrhu, i smatraće se da je takvo punomoćje izvršeno od strane Kompanije.

10. Sekretar

Prvi Sekretar Kompanije biće gosdpođa Claire Valletta Giordano (sa identifikacionom ispravom Malte br [redacted] dresom 171, Old Bakery Street, Valletta, VLT 1455, Malta.

Ovjerena kopija vjerna originalu

_______________ potpis

Claire Valletta Giordano, broj lične isprave

Sekretar Kompanije

Izvod iz Statuta

kompanije Montport Capital SE

7. Odbor direktora

d) Direktori imaju sljedeća ovlašćenja:

(i) Odbor direktora može povremeno da uzme u zajam ili prikupi bilo koji iznos novca pod bilo kojim uslovima u pogledu kamate ili drugih stvari, kako smatra shodnim, a u svrhu obiezbjeđenja gore navedenog ili u bilo koju drugu svrhu, može založiti ili uspostaviti hipoteku na bilo kojoj imovini Kompanije, i/ili izdati bilo koje vrste obveznica bez datuma dospjeća ili otkupljive obveznice ili dužničke hartije od vrijednosti, ili opteretiti kompaniju ili cjelokupnu ili dio, sadašnje ili buduće, imovine Kompanije; bilo koje obveznice, dužničke hartije od vrijednosti ili druge hartije od vrijednosti mogu biti izdate uz diskont, premiju ili na drugi način, i sa bilo kojom posebnom privilegijom, kao što je otkup, predaja, povlačenje, dodjela akcija, prisustvovanje i glasanje na skupštini Kompanije ili drugo.

(ii) Direktori vrše svoja ovlašćenja u skladu sa članovima ovog Statuta, odredbama Zakona o kompanijama, Propisima i pravilima koja nisu u suprotnosti sa gore navedenim članovima Statuta ili odredbama, kako Kompanija može utvrditi na skupštini; ali nijedna odluka koju Kompanija donese na skupštini neće poništiti bilo koji prethodni akt Direktora koji bi bio validan da takva odluka nije donešena.

10. Vanredne odluke

Vanredna odluka je odluka:

(a) koja je usvojena na skupštini, na kojoj je dato obavještenje u kojem se navodi namjera da se predloži tekst odluke kao vanredne odluke i glavni cilj te odluke; i
(b) koja je usvojena od Člana ili Članova koji imaju pravo da prisustvuju i glasaju na skupštini, koji zajedno imaju najmanje sedamdeset pet posto (75%) nominalne vrijednosti akcija koje su zastupljene i nose pravo glasa na skupštini, i najmanje pedeset jedan posto (51%) nominalne vrijednosti svih akcija koje imaju pravo glasa na skupštini.

Vanredna odluka zahtijeva se u slučaju:

d. spajanja, aranžama o otplati duga, spajanja, reorganizacije ili slične transakcije (koju ne čini isključivo interna reorganizacija) koja uključuje Kompaniju ili bilo koje drugo materijalno zavisno preduzeće, ili prodaje cjelokupne ili značajnog dijela imovine Kompanije ili materijalnog zavisnog preduzeća;
e. likvidacije Kompanije ili materijalnog zavisnog preduzeća.

Ovjerena kopija vjerna originalu

_________________, potpis

Claire Valletta Giordano, broj lične isprave:

Sekretar Kompanije

Ovim potvrdjujem da je prevod ovog dokumenta vjeran originalu na engleskom jeziku.

Jelena Đurašković, stalni sudski tumač za engleski jezik

Tivat, 29. marta 2016.

ZAKON O KOMPANIJAMA IZ 1995.
MALTA

POTVRDA O REGISTRACIJI
DRUŠTVO SA OGRANIČENOM ODGOVORNOŠĆU – SOCIETAS EUROPAEA

(u skladu sa članom 77 Zakona o kompanijama i na osnovu Uredbe Vijeća (EZ) br. 2157/2001)

Naziv kompanije: **MONTPORT CAPITAL SE**
Registrovano sjedište: 2nd Floor, Tower Business Center, Tower Street, Swatar BKR 4013, Malta
Registarski broj: SE 7

Ovim potvrđujemo da je gore navedena kompanija, koja je ranije bila osnovana ili registrovana u skladu sa zakonima Danske dana 5. januara 2006. godine, registrovana u Registar kompanija kao evropsko društvo sa ograničenom odgovornošću (Societas Europaea) dana 27. marta 2015. godine, na način što je svoje registrovano sjedište premjestila na Maltu.

Ovjerio vjerodostojnu kopiju

Za Registratora kompanija
Joseph Farrugia, potpis i pečat 17,marta 2016.godine

J.CARUANA
(POTPIS)
Registrator kompanija

Datum: 27. mart 2015.

Ovim potvrdjujem da je prevod ovog dokumenta vjeran originalu na engleskom jeziku.
Jelena Đurašković
Jelena Đurašković, stalni sudski tumač za engleski jezik

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK · Certified court interpreter/translator for the English · Jelena Đurašković · KOTOR

Tivat, 29.marta 2016.godine

Apostil

(Haška konvencija od 5. oktobra 1961. godine)

1. Zemlja: **Malta**
   Ovu javnu ispravu
2. potpisao je **Joseph Farrugia**
3. u svojstvu Višeg službenika
4. a ovjerena je štambiljem/pečatom **Registra kompanija**

Ovjereno

5. u **Ministarstvu spoljnih poslova, Valeta**
6. dana **24. marta 2016. godine**
7. od strane **Karen Montebello, službenik za pravna pitanja**
8. Br. **260501**
9. Štambilj/pečat
10. Potpis: nečitak

Ovim potvrdjujem da je prevod ovog dokumenta vjeran originalu na engleskom jeziku.

Jelena Đurašković

Jelena Đurašković, stalni sudski tumač za engleski jezik

Tivat, 29. marta 2016.

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Certified court interpreter-translator for the English language
Jelena Đurašković
KOTOR

REGISTAR KOMPANIJA

MALTA

Naš broj: SE 7

28.mart 2016.godine

Poštovani,

Ovim potvrđujemo da je kompanija Montport Capital SE, sa adresom: 2nd Floor, Tower Business Center, Tower Street, Swatar, Birkirkara BKR 4013, Malta, registrovana u skladu sa zakonima Malte dana 27. marta 2015. godine, te da je i registracija i dalje validna.

U skladu sa našom evidencijom, postojeći akcionari kompanije su:

Naziv kompanije	Broj akcija
Escorial Development SA Registarski broj kompanije: B55906	1.000.000 običnih akcija po 1 euro svaka
FA Global Limited Registarski broj kompanije: HE 210728	1.000.000 običnih akcija po 1 euro svaka
High Valley Holdings Ltd. Registarski broj kompanije: HE 203887	1.000.000 običnih akcija po 1 euro svaka
Jackaty Inc. Registarski broj kompanije: 65358	50.000 običnih akcija po 1 euro svaka
Lapoma Company Limited Registarski broj kompanije: HE 171618	1.000.000 običnih akcija po 1 euro svaka
Montport Limited Registarski broj kompanije: HE 162603	9.450.000 običnih akcija po 1 euro svaka
NR Holdings Limited Registarski broj kompanije: 56340	1.000.000 običnih akcija po 1 euro svaka
Spac SA	1.000.000 običnih akcija po 1 euro svaka

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Court interpreter-translator for the English language
Jelena Đurošković
KOTOR

CHE -108.813.929	
TD Marina LLC Registarski broj kompanije: 4420948	500.000 običnih akcija po 1 euro svaka

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Certified court interpreter/translator for the English language
Jelena Đurašković
KOTOR

REGISTAR KOMPANIJA

MALTA

Postojeći direktori kompanije su:

Colin Jay Chapin (broj kanadskog pasoš[redacted]

Ivan Zammit (broj malteške lične karte: [redacted]

Helga Cutajar (broj malteške lične karte[redacted]

Postojeći sekretar kompanije je:

Claire Valletta Giordano (broj malteške lične karte[redacted]

Ove informacije date su na osnovu evidentirane dokumentacije u vezi kompanije.

MELANIE D' AMATO, za Registratora, potpis

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Jelena Đurašković
KOTOR

Apostil

(Haška konvencija od

1. Zemlja: Malta
   Ovu javnu ispravu
2. potpisala je Melanie D' Amato
3. u svojstvu Službenika
4. a ovjerena je štambiljem/pečatom Nadležnog organa za finansijske usluge Malte

Ovjereno

5. u Ministarstvu spoljnih poslova, Valeta
6. dana 29.marta 2016. godine
7. od strane Karen Montebello, službenik za pravna pitanja
8. Br. 260771
9. Štambilj/pečat
10. Potpis: nečitak

Ovim potvrdjujem da je prevod ovog dokumenta vjeran originalu na engleskom jeziku.

Jelena Đurašković, stalni sudski tumač za engleski jezik
Tivat, 29. mart 2016.

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Jelena Đurašković
KOTOR

REGISTAR KOMPANIJA

MALTA

Naš broj: SE 7

28.marta 2016.godine

Poštovani,

Ovim potvrđujemo da je kompanija Montport Capital SE, sa adresom: 2nd Floor, Tower Business Center, Tower Street, Swatar, Birkirkara BKR 4013, Malta, registrovana u skladu sa zakonima Malte dana 27. marta 2015. godine, te da je i registracija i dalje validna.

Postojeći direktori kompanije su:

Colin Jay Chapin (broj kanadskog pasoš [redacted]

Ivan Zammit (broj malteške lične karte: [redacted]

Helga Cutajar (broj malteške lične karte [redacted]

Postojeći sekretar kompanije je:

Claire Valletta Giordano (broj malteške lične karte [redacted]

Ove informacije date su na osnovu evidentirane dokumentacije u vezi kompanije.

MELANIE D' AMATO, za Registratora, potpis

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Certified court interpreter-translator for the English language
Jelena Đurašković
KOTOR

Apostil

(Haška konvencija od 5. oktobra 1961. godine)

1. Zemlja: Malta
   Ovu javnu ispravu
2. potpisala je Melanie D' Amato
3. u svojstvu Službenika
4. a ovjerena je štambiljem/pečatom Nadležnog organa za finansijske usluge Malte

Ovjereno

5. u Ministarstvu spoljnih poslova, Valeta
6. dana 29.marta 2016. godine
7. od strane Karen Montebello, službenik za pravna pitanja
8. Br. 260770
9. Štambilj/pečat
10. Potpis: nečitak

Ovim potvrdjujem da je prevod ovog dokumenta vjeran originalu na engleskom jeziku.

Jelena Đurašković

Jelena Đurašković, stalni sudski tumač za engleski jezik
Tivat, 29. mart 2016.

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Jelena Đurašković
KOTOR

Registrar of Companies

MALTA

Our Ref: SE 7

28th March 2016

TO WHOM IT MAY CONCERN

This is to certify that Montport Capital SE of 2nd Floor, Tower Business Center, Tower Street, Swatar, Birkirkara BKR 4013, Malta was registered under the Laws of Malta on the 27th March 2015 and is still so registered.

The present directors of the company are:

Colin Jay Chapin (Canadian Passport [redacted]
Ivan Zammit (Maltese I.D. Card No. [redacted]
Helga Cutajar (Maltese I.D. Card No. [redacted]

The present secretary of the company is:

Claire Valletta Giordano (Maltese I.D. Card No. [redacted]

This information is provided on the basis of the documents registered in respect of the company.

MELANIE D'AMATO
f/Registrar of Companies

Registry of Companies, MFSA Building, Notabile Road, Attard - BKR 3000, Malta.
Tel: (+356) 2144 1155 • Fax: (+356) 2144 1195
E.mail: info@rocmalta.com.mt • Web: http://rocmalta.com.mt

Apostille Certificate

Convention de La Haye du 5 octobre 1961

1. Country: **Malta**

This public document

2. has been signed by **Melanie D'Amato**
3. acting in the capacity of **Desk Officer**
4. bears the seal / stamp of

Registry of Companies

Certified

5. at **Ministry of Foreign Affairs, Valletta**
6. the **29 MAR 2016**
7. by **Karen Montebello**

Legalisation Officer

8. No. **260770**
9. Seal / stamp
10. Signature

Registrar of Companies

MALTA

Our Ref: SE 7

28th March 2016

TO WHOM IT MAY CONCERN

This is to certify that Montport Capital SE of 2nd Floor, Tower Business Center, Tower Street, Swatar, Birkirkara BKR 4013, Malta was registered under the Laws of Malta on the 27th March 2015 and is still so registered.

According to our records the present shareholders of the company are:

Name	Number of Shares
Escorial Development SA (Company Reg. No. B55906)	1,000,000 Ordinary Shares of EUR 1 each
FA Global Limited (Company Reg. No. HE 210728)	1,000,000 Ordinary Shares of EUR 1 each
High Valley Holdings Ltd (Company Reg. No. HE 203887)	1,000,000 Ordinary Shares of EUR 1 each
Jackaly Inc. (Company Reg. No. 65358)	50,000 Ordinary Shares of EUR 1 each
Lapoma Company Limited (Company Reg. No. HE 171618)	1,000,000 Ordinary Shares of EUR 1 each
Montport Limited (Company Reg. No. HE 162603)	9,450,000 Ordinary Shares of EUR 1 each
NR Holdings Limited (Company Reg. No. 56340)	1,000,000 Ordinary Shares of EUR 1 each
Spac SA (CHE-108.813.929)	1,000,000 Ordinary Shares of EUR 1 each
TD Marina LLC (Company Reg. No. 4420948)	500,000 Ordinary Shares of EUR 1 each

Registrar of Companies

MALTA

The present directors of the company are:

Colin Jay Chapin (Canadian Passpo[redacted]
Ivan Zammit (Maltese I.D. Card No[redacted]
Helga Cutajar (Maltese I.D. Card N[redacted]

The present secretary of the company is:

Claire Valletta Giordano (Maltese I.D. Card N[redacted]

This information is provided on the basis of the documents registered in respect of the company.

MELANIE D'AMATO
f/Registrar of Companies

Registry of Companies, MFSA Building, Notabile Road, Attard - BKR 3000, Malta.
Tel: (+356) 2144 1155 • Fax: (+356) 2144 1195
E.mail: info@rocmalta.com.mt • Web: http://rocmalta.com.mt

Apostille Certificate

Convention de La Haye du 5 octobre 1961

1. Country: **Malta**

   This public document

2. has been signed by **Melanie D'Amato**
3. acting in the capacity of **Desk Officer**
4. bears the seal / stamp of

   Registry of Companies

   Certified

5. at **Ministry of Foreign Affairs, Valletta**
6. the **29 MAR 2016**
7. by **Karen Montebello**

   Legalisation Officer

8. No: **260771**
9. Seal / stamp
10. Signature

COMPANIES ACT, 1995

MALTA

CERTIFICATE OF REGISTRATION
LIMITED LIABILITY COMPANY – *SOCIETAS EUROPAEA*

(Pursuant to Article 77 of the Companies Act and Council Regulation (EC) No 2157/2001)

MONTPORT CAPITAL SE

Name of Company

2nd Floor, Tower Business Center, Tower Street, Swatar BKR 4013, Malta

Registered Office

SE 7

Registration Number

This is to certify that the above mentioned Company which was formerly incorporated or registered under the laws of Denmark on the 5th January 2006 has been registered by the Registrar of Companies as a European public limited liability company (*Societas Europaea*) on

27th March 2015

Date of Registration

by way of the transfer of its registered office to Malta.

Certified True Copy

JOSEPH FARRUGIA
f/Registrar of Companies
Dated this 17th March 2016

J. CARUANA

Registrar of Companies

Dated this **27th** day of **March** 20**15**

Apostille Certificate

Convention de La Haye du 5 octobre 1961

1. Country: **Malta**

   This public document

2. has been signed by **Joseph Farrugia**
3. acting in the capacity of **Senior Desk Officer**
4. bears the seal / stamp of

   Registry of Companies

   Certified

5. at **Ministry of Foreign Affairs, Valletta**
6. the **24 MAR 2016**
7. by **Karen Montebello**

   Legalisation Officer

8. No: **260501**
9. Seal / stamp
10. Signature

Registry of Companies

Limited Liability Company

Memorandum and Articles of Association

of

MONTPORT CAPITAL SE

Registration No. SE 7

Registered on the 27th day of MARCH 2015

Company No: ......**SE 7**......

REGISTRY OF COMPANIES

MALTA FINANCIAL SERVICES AUTHORITY

MALTA

I certify that the following and attached is a true copy of a document/s filed and registered in terms of the provisions of the Companies Act, 1995.

ASTRID CASSAR PACE
....
f/Registrar

This .....**18th**...... *day of* ....**March**........................ **2016**...

Apostille Certificate

Convention de La Haye du 5 octobre 1961

1. Country: **Malta**

   This public document
2. has been signed by **Astrid Cassar Pace**
3. acting in the capacity of **Desk Officer**
4. bears the seal / stamp of

   Malta Financial Services Authority

   Certified
5. at **Ministry of Foreign Affairs, Valletta**
6. the **23 MAR 2016**
7. by **Karen Montebello**

   Legalisation Officer
8. No: **260328**
9. Seal / stamp

10. Signature

567/4

REGISTRY OF COMPANIES
RECEIVED
11 JUL 2015

MEMORANDUM OF ASSOCIATION

OF

MONTPORT CAPITAL SE

RD
9 SEP 2015

1. NAME

The name of the Company is MONTPORT CAPITAL SE

2. EUROPEAN PUBLIC COMPANY

The Company shall be a European public limited liability Company (*Societas Europaea*) in accordance with the Companies Act (Chapter 386 of the Laws of Malta).

3. REGISTERED OFFICE

The registered office of the Company shall be situated at 2nd floor Tower Business Center, Tower Street, Swatar, BKR4013, Malta or at such other address as may be determined by the Board of Directors of the Company.

4. OBJECTS

The objects of the Company are:

a) to subscribe for, take, purchase, sell, dispose of, invest in, exchange or otherwise acquire, hold, manage, develop, deal with and turn into account any bonds, debentures, shares (whether fully paid or not), stocks, options or securities of governments, states, municipalities, public authorities, or public or private, limited or unlimited companies, and whether on a cash or margin basis and including short sales and to lend or borrow money against the security of such bonds, debentures, shares, stocks, options or other securities;

b) to purchase, acquire, own, hold, manage, lease, administer, sell or otherwise dispose of property of any kind, whether immovable or movable, personal or real, and whether or not belonging to the Company;

c) to lend and advance money or give credit to companies which are not banks or financial institutions and which belong to the same group of companies as the Company to the extent permitted by law;

d) to obtain loans, overdrafts, credits and other financial and monetary facilities without limit and otherwise borrow or raise money in such manner as the Company shall think fit (including through the issuance of notes, bonds and debentures of any kind of debt and/or equity securities), whether as sole borrower or jointly with other persons and/or severally, and to provide by way of security for the repayment of the principal and interest thereon and/or the fulfilment of any of the Company's obligations, a hypothec, pledge, privilege, lien, mortgage or other charge or encumbrance over the assets of the Company;

e) to guarantee the obligations and/or the repayment of indebtedness of any person although not in furtherance of the Company's corporate purpose and whether or not the Company receives any consideration or derives any direct or indirect benefit therefrom, and to secure such guarantee by means of a hypothec, privilege, lien, mortgage, pledge or other charge or encumbrance over the assets of the Company;

f) to carry out such activities as may be ancillary to the above or as may be necessary or desirable to achieve the above objects.

Nothing in the foregoing shall be construed as enabling or empowering the Company to carry on any activity, business or service which requires a licence or is otherwise regulated under the Banking Act, Chapter 371 of the Laws of Malta, the Financial Institutions Act, Chapter 376 of the Laws of Malta, the Investment Services Act, Chapter 370 of the Laws of Malta, the Financial Markets Act, Chapter 345 of the Laws of Malta, the Insurance Business Act, Chapter 403 of the Laws of Malta, the Insurance Intermediaries Act, Chapter 487 of the Laws of Malta nor the Special Funds (Regulation) Act, Chapter 450 of the Laws of Malta or the Trusts and Trustees Act, Chapter 331 of the Laws of Malta and the Company Services Providers Act, Chapter 529 of the Laws of Malta.

The exercise by the company of the foregoing objects and powers is subject to such prohibitions and restrictions as are provided by and under the mandatory provisions of any law in force for the time being including the Companies Act, Chapter 386 of the Laws of Malta, the Investment Services Act, Chapter 370 of the Laws of Malta, the Insurance Business Act, Chapter 403 of the Laws of Malta, the Insurance Intermediaries Act, Chapter 487 of the Laws of Malta, the Banking Act, Chapter 371 of the Laws of Malta, the Financial Institutions Act, Chapter 376 of the Laws of Malta, the Financial Markets Act, Chapter 345 of the Laws of Malta, the Special Funds (Regulation) Act, Chapter 450 of the Laws of Malta, the Trusts and Trustees Act, Chapter 331 of the Laws of Malta and the Company Services Providers Act, Chapter 529 of the Laws of Malta and of any regulations or rules issued thereunder and any amendment, modification or substitution of any such laws, regulations or rules.

The foregoing objects shall be construed consistently with and subject to the provisions of the Companies Act, 1995.

5. LIMITED LIABILITY

The liability of the Members of the Company is limited to the amount, if any, unpaid on the issued shares respectively held by them.

6. CAPITAL

The authorised share capital shall be €18,000,000 (eighteen million Euro) divided into 18,000,000 (eighteen million) Ordinary shares of €1 each.

The issued share capital shall be €16,000,000 (sixteen million Euro) divided into 16,000,000 (sixteen million) Ordinary shares of €1 each, each share being fully paid-up.

7. SHAREHOLDER RIGHTS

Save as may be expressly provided in the Company's Memorandum or Articles of Association all shares shall rank *pari passu* for all intents and purposes of law.

8. SHAREHOLDERS

Full Name and Addresses of Shareholders	Number of Ordinary Shares taken up by Each Shareholder
i) MONTPORT LIMITED **Elenion Building, 2nd Floor,** **5th Dervis Street,** **CY1066, Nicosia,** **Cyprus** **Company Registration No. HE162603**	**9,450,000 (nine million four hundred and fifty thousand)**
ii) HIGH VALLEY HOLDINGS LTD **Agiou Andreou, 332,** **Patrician Chambers,** **P.C. 3035, Limassol,** **Cyprus** **Company Registration No. HE203887**	**1,000,000 (one million)**
iii) NR HOLDINGS LIMITED **Trafalgar Court,** **Admiral Park,** **St. Peter Port, GY1 3EL,** **Guernsey** **Company Registration No. 56340**	**1,000,000 (one million)**
iv) LAPOMA COMPANY LIMITED **Arch. Makariou III,** **284, Fortuna Court, Block B,** **2nd Floor,** **P:C: 3105, Limassol,** **Cyprus** **Company Registration No. HE171618**	**1,000,000 (one million)**
v) TD Marina, LLC **595, Madison Avenue,** **New York,** **NY 10022,** **USA** **Company Registration No. 4420948**	**500,000 (five hundred thousand)**
vi) ESCORIAL DEVELOPMENT SA **24-28, Rue Goethe,** **L-1637, Luxembourg,** **Luxembourg** **Company Registration No. B55906**	**1,000,000 (one million)**
vii) FA GLOBAL LIMITED **199, Makarios II Ave.,** **Neocleous House,** **CY- 3030, Limassol,** **Cyprus** **Company Registration No. HE210728**	**1,000,000 (one million)**
viii) JACKATY INC. **2nd Floor, Swiss Bank Bldg,** **East 53rd Street, Marbella,** **P.O. Box 0819-09132,**	**50,000 (fifty thousand)**

Panama
Company Registration No. 65358

ix) SPAC SA **1,000,000 (one million)**
c/o Kurt Hog,
Bahnhofstrase 24,
CH-8001, Zurich,
Switzerland
Company Registration No. CHE-108.813.929

9. **DIRECTORS**

(a) The Company's affairs shall be entrusted to a Board of Directors which shall consist of not less than three (3) and not more than five (5) Directors.

(b) The first Directors of the Company shall be :

Colin Jay Chapin
Canadian
Passport no: [redacted]
7 Proctor Crescent,
Toronto, Ontario,
M4N 3G1,
Canada

Ivan Zammit
Identity Card no: [redacted]
Nindethana,
Old Mill Str.
Mellieha
MLH1343 Malta

Tonio Cachia
Identity Card no: [redacted]
70, RIVAMORE
Triq il-Helsien,
Qormi, QRM 2907,
Malta

(c) The legal and judicial representation of the Company shall be vested in any two Directors acting jointly.

Notwithstanding the above and in addition to the aforesaid, the Board of Directors may from time to time appoint any one or more Director/s and/or any person or persons to represent the Company for a specific purpose or in a specific case or cases or classes of cases.

(d) Any Power of Attorney issued by the Company shall be executed by any Director or any person authorised by the Board of Directors for this purpose and such power of attorney shall be considered as executed by the Company.

10. **<u>SECRETARY</u>**

The first Secretary of the Company shall be **Ms Claire Valletta Giordano** (holder of Maltese identity card number [redacted] d Bakery Street, Valletta, [redacted]

CERTIFIED TRUE COPY

Claire Valletta Giordano [redacted]
Company Secretary

ARTICLES OF ASSOCIATION

OF

MONTPORT CAPITAL SE

1. PRELIMINARY

The following regulations shall be the sole Articles of Association of the Company, and Part I and Part II of the First Schedule of the Act shall not apply to the Company.

Interpretation:

(a) In these Articles of Association, unless the context otherwise requires:

"Act" means the Companies Act (Chapter 386 of the Laws of Malta);

"Company" means this company;

"Directors" means the Directors of the Company.

"Equity Securities" means shares in the Company of whatever class or any other securities that can be converted or exchanged into, or which carry the right to subscribe for, share/s of whatever class in the Company

"Member" means a holder of shares in the Company;

"Regulation" means Council Regulation (f 8 October 2001[1] on the Statute for a European Company (SE);

(b) In the event of any conflict between these Articles of Association and any shareholder arrangements or agreements entered into and in force from time to time between the shareholders of the Company, the provisions of such shareholder arrangements or agreements shall prevail.

2. SHARE CAPITAL AND VARIATION OF RIGHTS

(a) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine.

(b) Subject to the provisions of Article 85 of the Companies Act, the Company in general meeting may authorize by ordinary resolution the board of directors to issue Equity Securities up to the value of the Company's authorised share-capital.

(c) Without prejudice to the provisions of Article 2(b) above, the board of directors may issue Equity Securities up to the amount of the authorised share capital to persons under the Company's share option programme who exercise such share options. Such authorisation is for a maximum period of five years, renewable by ordinary resolution for further maximum periods of five years each.

(d) The Company may exercise the power of paying commissions or of making discounts or allowances provided it complies with the requirements of Article 113 of the Companies Act. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.

(e) The Company is authorised to acquire its own shares in terms of Article 106 of the Companies Act.

3. TRANSFER

(a) The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

(b) Any transfer of shares requires the prior consent of the Board of Directors.

4. MEETINGS

All meetings of the Board of Directors and any general meeting of the Members of the Company shall be held in such place as the Directors may determine from time-to-time.

5. NOTICE OF GENERAL MEETINGS

(a) A general meeting of the Company shall be called by fifteen (15) days' notice in writing at the least, which may be delivered by registered post, fax or electronic mail. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by all the Members entitled to attend and vote thereat.

(b) The accidental non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

6. PROCEEDINGS AT GENERAL MEETINGS

(a) No business shall be transacted at a General Meeting of the Company unless a quorum of Members is present at the time the meeting proceeds to business.

(b) Any two Members holding, in the aggregate, a majority of shares granting the right to vote in the Company shall form a quorum.

(c) Each share shall entitle the Member to one (1) vote.

(d) The Directors present at a general meeting of the Company shall elect one of their number to be chairman of the meeting.

(e) The chairman of the meeting may, with the consent of any general meeting at which a *quorum* is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

(f) At any General Meeting a resolution put to the vote shall be determined and decided by a show of hands, unless a poll is demanded, before or on the declaration of the result of a show of hands, by:

(i) the Chairman; or
(ii) by at least three (3) Members present in person or by proxy; or
(iii) any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting power of all Members having the right to vote at that meeting; or
(iv) a Member or Members present in person or by proxy holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book is made, it shall be conclusive evidence of the fact without need for the proof of the number or proportion of the votes recorded in favour of or against such resolution;

PROVIDED that where a resolution requires a particular majority in value, the resolution shall not be deemed to have been passed on a show of hands by the required majority unless there be present at that meeting whether in person or by proxy, a number of Members holding in the aggregate the required majority as aforesaid.

(g) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall, as far as possible, be deposited at the registered office of the company or at such other place as is specified for the purpose in the notice convening the meeting, not less than two (2) hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than two (2) hours before the time appointed for the taking of the poll, in order to allow time for the verification of the authenticity of the instrument by the Chairman and in default, saving verifiable proof of the authenticity of the instrument satisfactory to the Chairman, the Chairman shall be entitled, in his sole discretion, to refuse the proxy.

Proxies may be given by means of a fax or an electronic document scan sent by e-mail and the person so appointed shall enjoy all the rights of the person issuing such a proxy: provided that the veracity of the source of the fax or of the e-mail by which the electronic document scan is sent is confirmed and accepted by the Chairman of the meeting at which it is produced in accordance with this Article.

7. THE BOARD OF DIRECTORS

(a) The administration and management of the Company shall be vested in a Board of Directors.

(b) Directors, other than the first Directors, shall be appointed by means of an ordinary resolution of the Company in general meeting. Provided that the continuing directors may appoint another person in order to fill any vacancy or vacancies arising from the death, resignation, removal or otherwise of one or more directors. A person appointed by the directors to fill a casual vacancy shall hold office until the next following annual general meeting.

Without prejudice to the aforementioned powers of the directors, any causal vacancy may also be filled by the Company in general meeting.

(c) Directors shall hold office for a period of one year from the date of their appointment, unless they die, resign or are otherwise removed before the expiration of the said period. Provided that a Director retiring from office due to the expiration of the said one year period shall be eligible for re-election.

(d) The Directors shall have the powers as defined hereafter:

(i) The Board of Directors may from time to time borrow or raise any sum or sums of money upon any terms as to interest or otherwise as it may deem fit, and for the purpose of securing the same or for any other purpose, grant any mortgage or hypothec on any of the assets of the Company and/or create and issue any perpetual or redeemable debentures or debenture stock or charge on the undertaking or the whole or any part of the assets, present or future, of the Company; and any debentures, debenture stock and other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawing, allotments of shares, attending and voting at general meetings of the Company and otherwise.

(ii) The Directors shall exercise their powers subject to any of these Articles, to the provisions of the Companies Act, the Regulation and to such regulations being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

(iii) The Directors shall cause minutes to be made in books provided for such purpose:

(a) of all appointments of officers made by the Directors;
(b) of the names of Directors present at each meeting of the Directors or committees of Directors;

(c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors;

and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the fact therein stated.

(iv) A Director shall declare his interest in any contract or arrangement which is being discussed by the Board of Directors or which is being or may be entered into by the Company. He shall not be precluded from voting at any meeting where such contracts or arrangements are being considered.

8. **PROCEEDINGS AT BOARD OF DIRECTORS**

(a) The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Act or by the Regulation or by the Memorandum and Articles required to be exercised or done by the Company in General Meeting. In so acting, the Directors shall in all cases conform to the provisions of the Act, the Regulation, the Memorandum, these Articles, and to such regulations as may from time to time be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall operate retrospectively to invalidate any previous act of the Directors.

(b) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit.

(c) Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes, the chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

(d) The quorum necessary for the transaction of the business of the Directors, shall be a majority of Directors present in person or by telephonic or other electronic means.

(e) The Directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five (5) minutes after the time appointed for holding same, the Directors present may choose one of their number to be chairman of the meeting.

9. **DIVIDENDS AND RESERVES**

(a) The Company in general meeting may declare dividends, but no dividends shall exceed the amount recommended by the Directors.

(b) A general meeting declaring a dividend may, upon the recommendation of the Directors, direct that it shall be satisfied wholly or partly by the distribution of assets, and the Directors shall give effect to such resolution. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient.

For the avoidance of doubt, nothing in these Articles shall preclude the Company in general meeting from offering to pay dividends to its Members by any means, including but not limited to scrip dividends.

(c) The Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company. Such interim dividends may be satisfied wholly or partly by the distribution of assets.

For the avoidance of doubt, nothing in these Articles shall preclude the Directors from offering to pay interim dividends to the Members by any means, including but not limited to scrip dividends.

(d) No dividend shall be paid otherwise than out of profits.

(e) No dividend shall bear interest against the Company.

10. EXTRAORDINARY RESOLUTIONS

A resolution shall be an extraordinary resolution where -

(a) it has been taken at a general meeting of which notice specifying the intention to propose the text of the resolution as an extraordinary resolution and the principal purpose thereof has been duly given; and

(b) it has been passed by a Member or Members having the right to attend and vote at the meeting holding in the aggregate not less than seventy-five *per centum* (75%) in nominal value of the shares represented and entitled to vote at the meeting and at least fifty-one *per centum* (51%) in nominal value of all the shares entitled to vote at the meeting.

An extraordinary resolution shall be required for :

(a) any changes to the Memorandum or Articles of Association of the Company including any change of name of the Company;

(b) any reduction of the issued capital of the Company;

(c) the redemption or repurchase by the Company of any Shares and the declaration of dividends or other distributions payable to Shareholders;

(d) the amalgamation, arrangement, merger, reorganisation or other similar transaction (not constituting solely an internal reorganisation) involving the Company or any material subsidiary, or a sale of all or substantially all of the assets of the Company or any material subsidiary;

(e) the winding up of the Company or any material subsidiary; and

(f) the registration of the Company as continued in an approved country or jurisdiction as if it had been incorporated or registered under the laws of that other country or jurisdiction.

11. MEETINGS BY TELEPHONE

A person is entitled to participate at a meeting of the Board of Directors or at any General Meeting by means of telephone conference link or through any communication equipment that allows all persons participating in the meeting to hear and speak to each other, provided the other Members or Directors agree to such participation. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meting is. The chairman of the meeting shall sign on behalf of the person participating by such electronic means and shall record the fact that all persons present at the meeting have agreed to such participation.

CERTIFIED TRUE COPY

Claire Valletta Giordano ID No: 408979(M)
Company Secretary

ADRIATIC MARINAS d.o.o.
TIVAT, Obala bb

S T A T U T

Prečišćeni tekst

24. mart 2016. god.

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Jelena Đurašković
KOTOR

U skladu sa članom 15 Statuta "Adriatic Marinas" DOO Tivat, Obala bb, registrovanog u Centralnom registru privrednih subjekata u Podgorici pod brojem 5-0301794/13 (u daljem tekstu: **„Društvo"**), osnivač **Montport Capital SE**, sa sedištem u 2nd Floor, Tower Business Center, Tower Street, Swatar Birkirkara BKR 4013, Malta, pod brojem SE 7 (u daljem tekstu: **„Osnivač"**), dana 24. marta 2016. godine, donosi sljedeći:

STATUT

Društva sa ograničenom odgovornošću za usluge u pomorskom saobraćaju i za razvoj projekata o nekretninama
"Adriatic Marinas" – Tivat, Obala bb

Uvodne odredbe

Član 1.

Društvo se osniva na neodređeno vrijeme i to sve dok postoje ekonomski i zakonski uslovi za obavljanje njegove djelatnosti i njegovo poslovanje.

Član 2.

Društvo je pravno lice sa pravima i obavezama i odgovornostima utvrđenim zakonom, Odlukom o osnivanju i ovim Statutom.

Član 3.

Društvo stiče svojstvo pravnog lica upisom u Centralni registar privrednih subjekata (CRPS) u Podgorici.

Firma i sjedište

Član 4.

Društvo posluje pod firmom: Društvo sa ograničenom odgovornošću za usluge u pomorskom saobraćaju i za razvoj projekata o nekretninama "Adriatic Marinas" DOO - Tivat.
Skraćena oznaka firme Društva je: Adriatic Marinas DOO.
Odluku o promjeni naziva donosi Odbor direktora u skladu sa zakonom.Sjedište Društva je u Tivtu, Obala bb, a adresa na koju se šalju službeni dopisi je: Obala bb, 85320 Tivat, Republika Crna Gora.
Odluku o promjeni sjedišta firme donosi Odbor direktora u skladu sa zakonom.

Pečat i štambilj

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Član 5.

Društvo ima svoj pečat i štambilj.
Bliže odredbe o pečatu, štambilju, znaku i njihovom korišćenju uređuju se posebnom odlukom Odbora direktora, na prijedlog Izvršnog direktora Društva.

Djelatnosti Društva

Član 6.

Društvo obavlja slijedeće djelatnosti:

30.1 Izgradnja brodova i čamaca;
30.11 Izgradnja brodova i plovnih objekata;
30.12 Izrada čamaca za sport i razonodu;
33.11 Popravka metalnih proizvoda;
33. 12 Popravka mašina;
33.13 Popravka elektronske i optičke opreme;
33.14 Popravka električne opreme;
33. 15 Popravka i održavanje brodova i čamaca;
33.17 Popravka i održavanje druge transportne opreme;
33.19 Popravka ostale opreme;
33.20 Montaža industrijskih mašina i opreme;
35.11 Proizvodnja električne energije;
35.12 Prenos električne energije;
35.13 Distribucija električne energije;
35.14 Trgovina električnom energijom;
35.30 Snabdjevanje parom i klimatizacija;
37.00 Uklanjanje otpadnih voda;
38.11 Sakupljanje bezopasnog otpada;
38.12 Sakupljanje opasnog otpada;
38.21 Prerada i odstranjivanje bezopasnog otpada;
38.22 Prerada i odstranjivanje opasnog otpada;
38.31 Rastavljanje olupina;
38.32 Reciklaža sortiranog otpada;
39.00 Čišćenje životne sredine i druge aktivnosti u vezi sa upravljanjem otpadom;
41.10 Razrada građevinskih projekata;
41.20 Izgradnja stambenih i nestambenih zgrada;
42.1 Izgradnja puteva i željezničkih pruga;
42.11 Izgradnja puteva i autoputeva;
42.12 Izgradnja željezničkih pruga i podzemnih željeznica;
42.91 Izgradnja hidro objekata;
43.2 Instalacioni radovi u građevinarstvu;
43.21 Postavljanje električnih instalacija;
43.22 Postavljanje vodovodnih, kanalizacionih, klimatizacionih sistema i sistema za grijanje;

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43.29 Ostali instalacioni radovi u građevinarstvu;
46.12 Posredovanje u prodaji goriva, ruda, metala i industrijskih hemikalija;
46.15 Posredovanje u prodaji namještaja, predmeta za domaćinstvo i metalne robe;
46.16 Posredovanje u prodaji tekstila, odjeće, krzna, obuće i predmeta od kože;
46.17 Posredovanje u prodaji hrane, pića i duvana;
46.18 Specijalizovano posredovanje u prodaji posebnih proizvoda;
46.19 Posredovanje u prodaji raznovrsnih proizvoda;
46.71. Trgovina na veliko čvrstim, tečnim i gasovitim gorivima i sličnim proizvodima;
47.11 Trgovina na malo u nespecijalizovanim prodavnicama, pretežno hranom, pićem i duvanom;
47.19 Ostala trgovina na malo u nespecijalizovanim prodavnicama;
47.29 Ostala trgovina na malo hranom u specijalizovanim prodavnicama;
47.30 Trgovina na malo motornim gorivima u specijalizovanim prodavnicama;
47.41 Trgovina na malo kompjuterima, perifernim jedinicama i softverom u specijalizovanim prodavnicama;
47.43 Trgovina na malo audio i video opremom u specijalizovanim prodavnicama;
47.5 Trgovina na malo ostalom opremom za domaćinstvo u specijalizovanim prodavnicama;
47.51 Trgovina na malo tekstilom u specijalizovanim prodavnicama;
47.52 Trgovina na malo metalnom robom, bojama i staklom u specijalizovanim prodavnicama;
47.53 Trgovina na malo tepisima, zidnim i podnim oblogama;
47.54 Trgovina na malo električnim aparatima za domaćinstvo u specijalizovanim prodavnicama;
47.59 Trgovina na malo namještajem, opremom za osvjetljenje i ostalim predmetima za domaćinstvo u specijalizovanim prodavnicama;
47.6 Trgovina na malo predmetima za kulturu i rekreaciju u specijalozvanim prodavnicama;
47.61 Trgovina na malo knjigama u specijalizovanim prodavnicama:
47.62 Trgovina na malo novinama i kancelarijskim materijalom u specijalizovanim prodavnicama;
47.63 Trgovina na malo muzičkim i video zapisima u specijalizovanim prodavnicama;
47.64 Trgovina na malo sportskom opremom u specijalizovanim prodavnicama;
47.65 Trgovina na malo igrama i igračkama u specijalizovanim prodavnicama;
47.7 Trgovina na malo ostalom robom u specijalizovanim prodavnicama;
47.71 Trgovina na malo odjećom u specijalizovanim prodavnicama;
47.72 Trgovina na malo obućom i predmetima od kože u specijalizovanim prodavnicama;

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47.73 Trgovina na malo farmaceutskim proizvodima u specijalizovanim prodavnicama – apotekama;
47.74 Trgovina na malo medicinskim i ortopedskim pomagalima u specijalizovanim prodavnicama;
47.75 Trgovina na malo kozmetičkim i toaletnim proizvodima u specijalizovanim prodavnicama;
47.76 Trgovina na malo cvijećem, sadnicama, sjemenjem, đubrivima, kućnim ljubimcima, i hranom za kućne ljubimce, u specijalizovanim prodavnicama;
7 Trgovina na malo satovima i nakitom u specijalizovanim prodavnicama;
47.78 Ostala trgovina na malo novim proizvodima u specijalizovanim prodavnicama;
47.79 Trgovina na malo polovnom robom u prodavnicama;
47.8 Trgovina na malo na tezgama i pijacama;
47.81 Trgovina na malo hranom, pićima i duvanskim proizvodima na tezgama i pijacama;
47.82 Trgovina na malo tekstilom, odjećom i obućom na tezgama i pijacama;
47.89 Trgovina na malo ostalom robom na tezgama i pijacama;
47.9 Trgovina na malo van prodavnica, tezgi i pijaca;
47.91 Trgovina na malo posredstvom pošte ili preko interneta;
47.99 Ostala trgovina na malo izvan prodavnica, tezgi i pijaca;
49.32 Taksi prevoz;
49.39 Ostali prevoz putnika u kopnenom sabraćaju;
50.10 Pomorski i priobalni prevoz putnika;
50.2 Pomorski i priobalni prevoz tereta;
50.20 Pomorski i priobalni prevoz tereta;
50.30 Prevoz putnika unutrašnjim plovnim putevima;
50.40 Prevoz tereta unutrašnjim plovnim putevima;
52.10 Skladištenje;
52.22 Uslužne djelatnosti u vodenom saobraćaju;
52.29 Ostale prateće djelatnosti u saobraćaju;
53.10 Poštanske aktivnosti;
55.10 Hoteli i sličan smještaj;
56.30 Usluge pripremanja i posluživanja pića;
68.10 Kupovina i prodaja vlastitih nekretnina;
68.20 Iznajmljivanje vlastitih ili iznajmljenih nekretnina i upravljanje njima;
68.3 Poslovanje nekretninama uz naknadu;
68.31 Djelatnost agencija za nekretnine;
68.32 Upravljanje nekretninama uz naknadu;
70.2 Menadžerski konsultanski poslovi;
70.21 Djelatnost komunikacija i odnosa sa javnošću;
79.11 Djelatnost putničkih agencija;
79.12 Djelatnost tur-operatora;
79.90 Ostale usluge rezervacije i djelatnosti povezane s njima;
80.10 Djelatnost privatnog obezbjeđenja;
80.20 Usluge sistema obezbjeđenja;
80.30 Istražne djelatnosti;
81.10 Usluge održavanja objekata;

81.21 Usluge redovnog čišćenja zgrada;
81.22 Usluge ostalog čišćenja zgrada i opreme;
81.29 Usluge ostalog čišćenja;
81.30 Usluge uređenja i održavanja okoline;
82.11 Kombinovane kancelarijsko-administrativne usluge;
82.19 Fotokopiranje, pripremanje dokumenata i druga specijalizovana
82.20 Djelatnost pozivnih centara
82.30 Organizovanje sastanaka i sajmova;
82.91 Djelatnost agencija za naplatu potraživanje i kreditnih biroa;
82.92 Usluge pakovanja;
82.99 Ostale uslužne aktivnosti podrške poslovanju;
91.02 Djelatnost muzeja;
92.00 Kockanje i klađenje;
93.1 Sportske djelatnosti;
93.29 Ostale zabavne i rekreativne djelatnosti
93.11 Djelatnost sportskih objekata;
93.12 Djelatnost sportskih klubova;
93.13 Djelatnost fitnes klubova;
93.19 Ostale sportske djelatnosti;
93.29 Ostale zabavne i rekreativne djelatnosti;
95.11 Popravka kompjutera i periferne opreme;
95.12 Popravka komunikacione opreme;
96.09 Ostale lične uslužne djelatnosti, na drugom mjestu nepomenute.

Pored djelatnosti iz prethodnog stava Društvo će obavljati i poslove spoljnotrgovinskog prometa u okviru registrovane djelatnosti.
Društvo obavlja i druge djelatnosti koje služe djelatnostima iz stavova 1. i 2. ovog člana, a koje se uobičajeno obavljaju uz djelatnosti, u manjem obimu ili privremeno.
Osnovna djelatnost Društva je: **Razrada građevinskih projekata**
(šifra delatnosti **41.10**).

Promjena djelatnosti

Član 7.

Odluku o promjeni djelatnosti Društva donosi Odbor direktora na predlog Izvršnog direktora Društva.

Član 8.

Odbor direktora, na predlog Izvršnog direktora Društva može organizovati, spojiti ili ukinuti pojedine organizacione delove Društva.

Posebnim aktom, koji po predlogu Izvršnog direktora, donosi Odbor direktora, bliže se određuju pitanja organizovanja i vršenja djelatnosti i unutrašnja organizacija Društva, struktura menadžmenta i administracija Društva.

Odgovornost za obaveze
Član 9.

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Društvo u pravnom prometu može da zaključuje ugovore i vrši druge poslove i radnje u okviru svojih registrovanih djelatnosti i poslovne sposobnosti i u prometu istupa u svoje ime i za svoj račun.

Društvo za svoje obaveze odgovara cjelokupnom svojom imovinom.

Osnivač ne odgovara za obaveze Društva, a snosi rizik za poslovanje Društva do visine svog uloga.

Osnovni kapital, ulozi i udeli
Član 10.

Osnovni kapital Društva sastoji se od novčanog uloga u iznosu **78.530.785,00 €** (sedamdeset osam miliona pet stotina trideset hiljada i sedam stotina osamdeset i pet eura).

Osnovni kapital je uplaćen u cjelosti.

Član 11.

Osnivač raspolaže sa cjelokupnim udjelom (100%) u Društvu.

Prenos udijela sprovodi se u skladu sa zakonom.

Za sve što posebno nije uređeno ovim Statutom u pogledu osnovnog uloga primjenjivaće se pozitivnopravni propisi koji su na snazi u Crnoj Gori.

Status i prava Osnivača
Član 12.

Prava i dužnosti Osnivača prema Društvu Osnivač stiče osnivanjem Društva.

Osnivač ima pravo da upravlja Društvom, da stiče udjele u dobiti, da bude obaveštavan o radu Društva, o svim podacima koji su važni za odlučivanje u Društvu, kao i ostala prava koja su utvrđena ovim Statutom odnosno njegovim izmjenama i dopunama.

Zastupanje Društva
Član 13.

Društvo zastupa Izvršni direktor Društva.

Izvršni direktor moze zaključivati ugovore u ime Drustva bez ikakvih ograničenja u pogledu vrijednosti predmeta ugovora.

Izvršni direktor moze prenijeti svoja ovlascenja na treca lica putem pismenog punomocja.

Sredstva Drustva koja prelaze iznos od 50.000 eura mogu se prenijeti na racune koji ne pripadaju Drustvu, isključivo na osnovu zajedničkog potpisa Izvrsnog direktora i Finansijskog direktora, odnosno Direktora sektora za pravne poslove Drustva.

Sredstva sa racuna Drustva koja ne prelaze iznos od 5.000 eura mogu se prenijeti na racune koji ne pripadaju Drustvu, isključivo na osnovu zajednickog

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK Court interpreter-translator Jelena Duratović KOTOR potpisa Finansijskog direktora i Sefa racunovodstva, odnosno na osnovu zajednickog potpisa jednog od ovih lica I Direktora sektora za pravne poslove Drustva ili Izvrsnog direktora.

Sredstva sa računa Drustva u iznosu od 5.000 eura do 50.000 eura mogu se prenijeti na racune koji ne pripadaju Drustvu, isključivo na osnovu zajednickog potpisa Finansijskog direktora i Direktora sektora za pravne poslove, odnosno na osnovu zajednickog potpisa jednog od ovih direktora i Izvrsnog direktora.

Ograničenja ovlašćenja iz ovog člana upisuju se u Centralni registar Privrednog suda u Podgorici.

Organi Društva
Član 14.

Organi Društva su: Skupština, Odbor direktora i Izvršni direktor.
Funkciju Skupštine vrši Osnivač Društva.

Skupština
Član 15.

Osnivač Društva vršeći funkciju Skupštine obavlja slijedeće djelatnosti:

- Odlučuje o promjeni osnivačkog akta;
- Odlučuje o izmjenama i dopunama Statuta;
- Odlučuje o povećanju i smanjenju kapitala Društva;
- Imenuje i razrješava članove Odbora direktora Društva;
- Usvaja izvještaj o poslovanju i godišnji obračun Društva.

Odbor Direktora
Član 16.

Osnivač imenuje Odbor Direktora.

Odbor Direktora se sastoji od 3 (tri) člana.

Mandat svakog pojedinačnog člana Odbor Direktora će biti 2 (dvije) godine.

Društvo može sa pojedinačnim članovima Odbora Direktora zaključiti posebne ugovore kojima će se detaljno regulisati uslovi pod kojima će oni obavljati svoju delatnost.

Sednica Odbora direktora se može održati ukoliko su prisutna sva 3 (tri) člana Odbora direktora.

Odluke se donose ako većina prisutnih članova Odbora direktora glasa za njih.

Sednice se mogu održavati telefonskim putem, kada na to pristanu 2 (dva) člana Odbora Direktora.

Djelokrug Odbora direktora

Član 17.

Odbor direktora:

(1) Predlaže izmjene i dopune Statuta;

(2) Predlaže i usvaja druge opšte akte;

(3) Predlaže godišnji finansijski plan;

(4) Utvrđuje poslovnu politiku i predlaže Biznis plan;

(5) Daje smjernice Izvršnom direktoru Društva za sprovođenje poslovne politike i ostvarivanje Biznis plana;

(6) Utvrđuje organizaciju Društva i strukturu menadžmenta Društva;

(7) Imenuje i razrješava Izvršnog direktora;

(8) Odlučuje o promjeni djelatnosti, firme i sjedišta Društva;

(9) Odlučuje o zajedničkim ulaganjima s drugim subjektima na predlog Izvršnog direktora;

(10) Izdaje obavezna uputstva za rad Izvršnom direktoru Društva;

(11) Obavlja i sve druge poslove utvrđene zakonom, ovim Statutom i opštim aktima društva koji nijesu ovim Statutom izričito povjereni Osnivaču, Izvršnom direktoru ili Sekretaru Društva.

Izvršni direktor Društva
Član 18.

Odbor direktora Društva bira Izvršnog direktora na period od 2 (dvije) godine uz mogućnost ponovnog imenovanja.

Izvršni direktor vodi i stara se o zakonitosti tekućeg poslovanja Društva.

Djelokrug Izvršnog direktora Društva
Član 19.

Izvršni direktor Društva:

(1) Organizuje i vodi poslovanje Društva;

(2) Prati i osigurava implementaciju odluka Odbora direktora;

(3) Predlaže poslovnu politiku Društva;

(4) Predlaže Biznis plan Društva;

(5) Predlaže odluke i druge akte koje donosi Odbor direktora;

(6) Predlaže mjere Odboru direktora za unapređenje poslovanja Društva;

(7) Predlaže organizaciju Društva i strukturu menadžmenta Društva;

(8) Predlaže promenu organizacije, statusa i oblika Društva;

(9) Postavlja i razrješava članove menadžmenta Društva;

(10) Zastupa i predstavlja Društvo u granicama svojih ovlašćenja;

(11) Stara se o zakonitosti rada Društva i odgovara za zakonitost rada Društva u granicama svojih ovlašćenja;

(12) Podnosi izvještaj o rezultatima poslovanja po periodičnom ili godišnjem obračunu;

(13) Potpisuje finansijska dokumenta;

(14) Stara se o solventnosti i likvidnosti Društva i predlaže mere za njihovo obezbeđenje;

(15) Formira stručne komisije i radne grupe i određuje im delokrug i način rada;

(16) Odlučuje o zapošljavanju i raspoređivanju lica u Društvu na radna mesta utvrđena opštim aktom Društva kao i o drugim pravima, obavezama

i odgovornostima zaposlenih u skladu sa zakonom, ovim Statutom, kolektivnim ugovorom i drugim opštim aktom;

(17) Donosi investicione i druge odluke i zaključuje ugovore čija vrednost ne prelazi iznos utvrđen Statutom;

(18) Donosi akte shodno instrukcijama Odbora direktora;

(19) Odobrava službena putovanja u zemlji i inostranstvu;

(20) Priprema godišnje računovodstvene izveštaje, izveštaje o poslovanju i sprovođenju poslovne politike;

(21) Odlučuje o otvaranju računa Društva u bankama i o davanju i uzimanju kredita, davanju jemstva;

(22) Stara se o organizovanju zaštite na radu;

(23) Vrši druge poslove koji spadaju u domen rukovođenja Društvom, odnosno odlučuje o svim ostalim pitanjima vezanim za rad i poslovanje Društva koja mu poveri Odbor direktora, u skladu sa zakonom, ovim Statutom, kolektivnim ugovorom i drugim opštim aktima Društva.

Izvršni direktor društva može prenijeti određene poslove iz svog delokruga na članove menadžmenta i druge zaposlene u Društvu u skladu da zakonom i odlukom Odbora direktora.

Razriješenje i prestanak funkcije Izvršnog direktora
Član 20.

Izvršni direktor Društva može biti razriješen i prije isteka mandata:

1) na lični zahtev;

2) ako je zbog sprovođenja akata koje je predložio došlo do teže povrede prava Osnivača;

3) ako je njegovom krivicom naneta veća šteta Društvu;

4) ako Odbor direktora osnivača utvrdi da Društvo posluje suprotno zakonu, Statutu i drugim opštim aktima Društva ili se utvrde druge nepravilnosti u poslovanju Društva, ili se poslovanje obavlja na način koji ugrožava interese Osnivača.

Vršilac dužnosti Izvršnog direktora
Član 21.

U slučaju da iz bilo kog razloga Društvo ostane bez Izvršnog direktora, Odbor direktora je dužan da do imenovanja novog Izvršnog direktora, odredi jednog od članova Odbora direktora da vrši funkciju izvršnog direktora Društva (pri čemu ovo imenovanje vršioca dužnosti može izvršiti i Osnivač).

Odgovornost Izvršnog direktora
Član 22.

Izvršni direktor odgovoran je za svoj rad Odboru direktora.

U ostvarivanju svojih obaveza Izvršni direktor društva vrši poslove predviđene zakonom i Statutom Društva i odgovoran je za zakonitost rada Društva u granicama svojih ovlašćenja.

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Jelena Đuraković
KOTOR

Troškovi poslovanja, obračun rezultata, utvrđivanje i raspodela profita
Član 23.

Troškovi poslovanja Društva svake godine utvrđuju se finansijskim planom Društva za predmjetnu poslovnu godinu.

Finansijski plan
Član 24.

Poslovni rezultati Društva obračunavaju se u vremenskim periodima određenim propisima.
Izvršni direktor Društva je dužan da osigura da Društvo vodi poslovne knjige predviđene propisima, te da na osnovu njih sastavlja, podnosi i objavljuje računovodstvene iskaze.
Na kraju svake poslovne godine Društvo je dužno da u skladu sa važećim propisima sastavi godišnji obračun. Bilans imovine i bilans Društva, uključujući deo koji se odnosi na profit za raspodelu, utvrđuje se preme važećim zakonima.

Profit
Član 25.

Profit za raspodelu Društva utvrđuje se za svaku poslovnu godinu. Iz neto dobiti može se izdvojiti dio koji utvrđuje Osnivač na predlog Odbora direktora koji se unosi u rezervni fond. Preostali dio predstavlja profit za raspodjelu.
Odbor direktora osnivača odlučuje o raspodjeli profita i može odlučiti da deo profita za raspodjelu reinvestira u razvoj Društva, odnosno, uloži u druge svrhe i namene u skladu sa zakonom.

Revizija
Član 26.

Revizija računovodstvenih iskaza Društva vrši se u skladu sa propisima.

Pokriće gubitaka
Član 27.

Izvršni direktor Društva dužan je da Odbor direktora blagovremeno i potpuno obaveštava o merama za izbjegavanje rizika u poslovanju Društva kao i za izbjegavanje, smanjivanje i uređivanje gubitaka u poslovanju, kao i da predlaže mjere u skladu sa zakonom za pokriće nastalih gubitaka ako do njih dođe.

Promjena oblika Društva
Član 28.

Društvo može promijeniti oblik u drugi oblik ako ispunjava uslove o osnivanju oblika utvrđenog Zakonom o privrednim društvima.

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O promjeni oblika Društva odlučuje Osnivač na predlog Odbora direktora Društva.

Statusne promjene
Član 29.

Društvo se može spojiti sa drugim društvom (spajanje), podjeliti na dva ili više društava (podela) i promjeniti oblik (promjene oblika Društva).

Spajanje, pripajanje i podjela društva vrši se saglasno odredbama Zakona o privrednim društvima.

Odluku o statusnim promjenama donosi Osnivač Društva.

Prestanak Društva
Član 30.

Društvo prestaje sa radom na način utvrđen zakonom.

Dokumentacija
Član 31.

Društvo u svom sjedištu vodi evidenciju i dokumentaciju koja naročito sadrži:

1) knjigovodstvo koje se vodi u skladu sa međunarodnim računovodstvenim standardima i koje:

a) tačno evidentira i objašnjava materijalne transakcije Društva, omogućava da se ustanovi finansijska pozicija Društva sa prihvatljivom tačnošću;

b) omogućava članovima Odbora direktora osnivača da utvrde da su finansijski izveštaji saglasni sa odredbama zakona;

c) omogućava da se bez odlaganja i na odgovarajući način izvrši revizija računovodstva Društva;

2) kopiju svakog instrumenta kojim se uspostavlja ili evidentira neki pravni teret na imovini Društva;

3) knjigu odluka Društva.

Poslovna tajna
Član 32.

Odbor direktora će donijeti opšti akt kojim će se naročito utvrditi:

1) koje se isprave i podaci imaju smatrati poslovnom tajnom Društva čije bi odavanje neovlašćenom licu bilo protivno poslovanju društva i štetilo interesima i poslovnom ugledu Društva kao i kako se utvrđuju te isprave i podaci,

2) koja su lica ovlašćena da saopštavaju drugim licima sadržaj isprava i podatke koji imaju značaj poslovne tajne Društva.

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Poslovnu tajnu Društva dužni su da čuvaju članovi uprave i zaposleni u Društvu koji su na bilo koji način saznali sadržaj isprava ili podatke koji se smatraju poslovnom tajnom Društva.

Obaveza čuvanja poslovne tajne ne prestaje ni nakon što lica iz prethodnog stava ovog člana izgube status na osnovu koga su odgovorni za čuvanje poslovne tajne Društva.

Odavanje poslovne tajne predstavlja prekoračenje službenih ovlašćenja odnosno težu povredu radne dužnosti.

Akta Društva, vrste i donošenje
Član 33.

U Društvu se donose opšta i pojedinačna akta.

Opšta akta Društva su: Statut, pravilnici, odluke i druga akta.

Ostala opšta akta su akta kojima se na opšti način uređuju pitanja od značaja za rad i poslovanje Društva.

Pojedinačnim aktima se uređuju konkretna pitanja, prava i obaveze.

Druga opšta akta
Član 34.

Druga opšti akta Društva moraju biti u saglasnosti sa Statutom i Odlukom o osnivanju.

Pojedinačni akti koje donose organi i ovlašćeni pojedinci u Društvu moraju biti u skladu sa opštim aktima Društva.

Objavljivanje i stupanje na snagu
Član 35.

Opšti akt Društva objavljuje se isticanjem na oglasnoj tabli u sjedištu Društva.

Opšti akt stupa na snagu najranije 8 (osam) dana od dana objavljivanja. Izuzetno, ako postoje razlozi utvrđeni u postupku donošenja, opšti akt stupa na snagu najranije danom objavljivanja.

Postupak izmjene Statuta i opštih akata
Član 36.

Izmjene i dopune Statuta i opšth akata vrše se na način i po postupku propisanom za njihovo donošenje.

Prelazne i završne odredbe
Član 37.

Za sve što nije predviđeno ovim Statutom primjenjivaće se zakonski i podzakonski akti koji su na snazi u Republici Crnoj Gori.

Član 38.

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Ovaj Statut stupa na snagu narednog dana od dana donošenja kada će se i objaviti na oglasnoj tabli u sjedištu Društva.

Stupanjem na snagu ovog Statuta prestaje da važi prethodni Statut Društva koji je donesen 14. septembra 2015. godine.

Svojim potpisom na Statutu osnivač potvrđuje da je Statut donesen u tekstu koji je objavljen, što važi i za izmjene i dopune Statuta Društva.

Član 39.

Ovaj Statut stupa na snagu danom registracije kod Centralnog registra privrednih subjekata (CRPS) u Podgorici.

Za MONTPORT CAPITAL SE

Ivan Zammit (broj pasoša 027881 M)	Helga Cutajar (broj pasoša 0436778 M)
Ovlašćeni potpisnik	Ovlašćeni potpisnik

Potpisano preda mnom, danas, 29.03.2016.godine, nakon što su prisutni potvrdili da razumiju sadržinu (pisano rukom)

Dr Jonathan Vella
Magistar pravnih nauka (međunarodno pravo)
Javni Notar i službenik za zakletve
157 Triq Il Garni, Mellieha, Malta
Kancelarija: 21525303/mobilni telefon:99487339
(pečat i nečitak potpis)

Apostil
(Haška konvencija od 5. oktobra 1961. godine)

1. Zemlja: **Malta**
   Ovu javnu ispravu
2. potpisao je **Jonathan Vella**
3. u svojstvu Javnog notara i službenika za zakletve
4. a ovjerena je štambiljem/pečatom **Javnog Notara**

Ovjereno

5. u **Ministarstvu spoljnih poslova, Valeta**
6. dana **29. mart 2016. godine**
7. od strane **Karen Montebello, službenik za pravna pitanja**

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KOTOR

8. Br. **260769**
9. Štambilj/pečat
10. Potpis: nečitak

Ovim potvrdjujem da je prevod ovog dokumenta vjeran originalu na engleskom jeziku.

Jelena Đurašković, stalni sudski tumač za engleski jezik
Tivat, 29. 03. 2016.

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certified court interpreter-translator for the English language
Jelena Đurašković
KOTOR

CHARTER

ADRIATIC MARINAS d.o.o.

Tivat, Obala bb

Clean Version

24th of March 2016

Pursuant to Article 15 of the Charter of **Adriatic Marinas d.o.o.** Tivat, Obala bb, a limited liability company registered with the Central Registry of Commercial Entities in Podgorica, under number 5-0301794/13 (hereinafter referred to as: the **Company**), its founder Montport Capital SE, having its registered office at 2[rd] Floor, Tower Business Centre, Tower Street, Swatar Birkirkara BKR 4013, Malta, under number SE 7 (hereinafter referred to as: the **Founder**), adopts on the 24[th] March 2016 the following:

CHARTER

of Adriatic Marinas –Tivat, Obala bb, a Limited Liability Company for Services in Maritime Transportation and Real Estate Development Projects

Introductory Provisions

Article 1

The Company shall be formed for unlimited period of time, until economic and legal conditions for its business activity and its operations exist.

Article 2

The Company shall be a legal entity with the rights and obligations and responsibilities established by the law, Decision on Foundation and this Charter.

Article 3

The Company shall acquire the status of a legal entity by its registration with the Central Registry of the Commercial Entities in Podgorica.

Name and Registered Office

Article 4

The Company shall operate under the name: Adriatic Marinas d.o.o. - Tivat, Limited Liability Company for Services in Maritime Transportation and Real Estate Development Projects.

The abbreviated name of the Company shall be: Adriatic Marinas d.o.o..

Decision on changing the name of the Company shall be adopted by the Board of Directors in accordance with law.

The registered seat of the Company shall be in Tivat, Obala bb, whereas the correspondent address is: Obala bb, 85320 Tivat, Republic of Montenegro.

Decision on changing the registered seat of the Company shall be adopted by the Board of Directors, in accordance with Law.

Seal and Stamp

Article 5

The Company shall have its seal and stamp.

A separate decision of the Board of Directors shall specify more detailed provisions about the seal, stamp, tradename and their use, at the proposal of the Executive Director of the Company.

Business Activities of the Company

Article 6

The Company shall perform the following business activities:

30.1 Construction of boats and small boats

30.11 Construction of boats and vessels

30.12 Construction of boats for sports and recreation

33.11 Repair of metal products

33.12 Repair of machinery

33.13 Repair of electronic and optical equipment

33.14 Repair of electrical equipment

33.15 Repair and maintenance of ships and boats

33.17 Repair and maintenance of other transportation equipment

33.19 Repair of other equipment

33.20 Assembling of industrial machines and equipment

35.11 Generation of electrical energy

35.12 Transmission of electrical energy

35.13 Distribution of electrical energy

35.14 Trade in electrical energy

35.30 Supply of steam and air conditioning

37.00 Discharge of wastewaters

38.11 Collection of non-hazardous waste

38.12 Collection of hazardous waste

38.21 Treatment and disposal of non-hazardous waste

38.22 Treatment and disposal of hazardous waste

38.31 Dismantling of wrecks

38.32 Recycling of categorized waste

39.00 Cleaning of the environment and other activities related to waste management

41.10 Development of construction projects

41.20 Construction of residential and non-residential buildings

42.1 Construction of roads and railways

42.11 Construction of roads and highways

42.12 Construction of railways and underground railroad

42.91 Construction of hydro structures

43.2 Installation works in construction

43.21 Electrical installation

43.22 Installation of water supply, sewage, air-conditioning and heating systems

43.29 Other installation works in construction

46.12 Agency services regarding the sale of fuel, ore, metals and industrial chemicals

46.15 Agency services regarding the sale of furniture, household items and metal goods

46.16 Agency services regarding the sale of textile, clothes, fur, shoes and leather items

46.17 Agency services regarding the sale of food, drinks and tobacco

46.18 Specialized agency services regarding the sale of special products

46.19 Agency services regarding the sale of various products

46.71 Wholesale trade with solid, liquid and gas fuels and similar products

47.11 Retail trade in non-specialized stores, mostly in food, drinks and tobacco

47.19 Other retail trade in non-specialized stores

47.29 Other retail trade in food in specialized stores

47.30 Retail trade of motor fuels in specialized stores

47.41 Retail trade in computers, peripheral units and software in specialized stores

47.43 Retail trade in audio and video equipment in specialized stores

47.5 Retail trade in other household equipment in specialized stores

47.51 Retail trade in textile in specialized stores

47.52 Retail trade in metal goods, colours and glass in specialized stores

47.53 Retail trade in carpets, wall and floor coverings

47.54 Retail trade in electrical household appliances in specialized stores

47.59 Retail trade in furniture, light equipment and other household items in specialized stores

47.6 Retail trade in cultural and recreational items in specialized stores

47.61 Retail trade in books in specialized stores

47.62 Retail trade in newspapers and office supplies in specialized stores

47.63 Retail trade in musical and video recordings in specialized stores

47.64 Retail trade in sports equipment in specialized stores

47.65 Retail trade in games and toys in specialized stores

47.7 Retail trade in other goods in specialized stores

47.71 Retail trade in clothes in specialized stores

47.72 Retail trade in shoes and leather items in specialized stores

47.73 Retail trade in pharmaceutical products in specialized stores –pharmacies

47.74 Retail trade in medical and orthopaedic devices in specialized stores

47.75 Retail trade in cosmetic and beauty products in specialized stores

47.76 Retail trade in flowers, nursery plants, seeds, fertilizers, pets, and pet food, in specialized stores

47.77 Retail trade in watches and jewellery in specialized stores

47.78 Other retail trade in new products in specialized stores

47.79 Retail trade in second-hand goods in stores

47.8 Retail trade on counters and markets

47.81 Retail trade in food, drinks and tobacco products on counters and markets

47.82 Retail trade in textile, clothes and shoes on counters and markets

47.89 Retail trade in other goods on counters and markets

47.9 Retail trade outside stores, counters and markets

47.91 Retail trade through post office or via the Internet

47.99 Other retail trade outside stores, counters and markets

49.32 Taxi services

49.39 Other road transportation of passengers

50.10 Maritime and coastal transportation of passengers

50.2 Maritime and coastal transportation of cargo

50.20 Maritime and coastal transportation of cargo

50.30 Inland waterway transport of passengers

50.40 Inland waterway cargo transport

52.10 Storage

52.22 Service-related activities in water transportation

52.29 Other accompanying activities in transportation

53.10 Postal activities

55.10 Hotels and similar accommodation

56.30 Services regarding beverage preparation and serving

68.10 Purchase and sale of own real estates

68.20 Rental of own or leased real estates and their management

68.3 Real estate operations for compensation

68.31 Real estate agency activity

68.32 Real estate management for fee

70. 2 Managerial and consulting activity

70.21 Communications and public relations activity

79.11 Travel agency activity

79.12 Tour operator activity

79.90 Other booking and related activities

80.10 Private security activity

80.20 Security system services

80.30 Investigation activities

81.10 Building maintenance services

81.21 Regular building cleaning services

81.22 Services regarding other cleaning activities of buildings and equipment

81.29 Other cleaning services

81.30 Landscaping

82.11 Combined office and administration services

82.19 Photocopying, document preparation and other specialized activities

82.20 Call centre activities

82.30 Organization of meetings and fairs

82.91 Activity of agencies regarding collection of claims and credit bureaus

82.92 Packing services

82.99 Other service-related business supporting activities

91.02 Museum activity

92.00 Gambling and betting

93.1 Sports activity

93.29 Other entertainment and recreational activity.

93.11 Sports facilities activity

93.12 Sports clubs activity

93.13 Fitness club activity

93.19 Other sports activity

93.29 Other entertainment and recreational activities

95.11 Repair of computers and peripheral equipment

95.12 Repair of communication equipment

96.09 Other personal service-related activities, not mentioned elsewhere.

In addition to the business activities referred to in the previous paragraph, the Company shall perform the activities related to foreign trade within the registered business activity.

The Company shall perform other activities which serve as a supplement to the activities referred to in paragraphs 1 and 2 of this Article, which are usually performed along with the core business activities, to a lesser extent or temporarily.

The core business activity of the Company shall be Development of Construction Projects (business activity code No. 41.10).

Changing the Business Activity

Article 7

The Board of Directors shall make a decision regarding a change of the business activity, at the proposal of the Executive Director of the Company.

Article 8

The Board of Directors may organize, merge or dissolve certain organizational parts of the Company, at the proposal of the Executive Director of the Company.

Separate act, which shall be adopted by the Board of Directors at the proposal of the Executive Director of the Company, shall regulate in more details issues related to the organization and performance of the business activities and internal organization of the Company, its management structure and administration

Liability

Article 9

In legal transactions, the Company may execute agreements and perform other activities and acts within its registered business activities and legal capacity, and it shall act in its name and for its account.

The Company shall be liable for its obligations to the full extent of its assets.

The Founder shall not be liable for the obligations of the Company, and it shall bear the risks associated with the operations of the Company up to the amount of its contribution.

Initial Capital, Contributions and Interests

Article 10

Initial capital of the Company shall consist of the monetary contribution in the amount of EUR 78,530,785.00.

Initial capital is fully paid.

Article 11

The Founder shall own the entire share (100%) of the Company.

The transfer of its share shall be done in accordance with the law.

All issues related to initial capital and not regulated by this Charter shall be regulated by the applicable laws of Montenegro.

Status and Rights of the Founder

Article 12

The Founder shall acquire the rights and the duties of the founder by the Company's establishment.

The Founder shall be entitled to manage the Company, to have share of profit, to be informed about the operations of the Company and all data important for decision making process in the Company, as well as other rights determined by this Charter and its amendments.

Representation of the Company

Article 13

The Company shall be represented by the Executive Director.

The Executive Director can execute contracts in the name of the Company without any limitation in terms of the contract value.

The Executive Director can delegate his authorities to third parties by a written power of attorney.

Company's funds in excess of 50,000 euro can only be transferred to accounts which do not belong to the Company based on the joint signatures of the Executive Director and the signature of either Finance Director or Legal Director.

Company's funds which do not exceed 5,000 euro can only be transferred to accounts which do not belong to the Company based on the joint signatures of Finance Director and Chief Accountant, or one of these persons and either the Legal Director or Executive Director.

Company's funds in the amount from 5,000 euro to 50,000 euro can only be transferred to accounts which do not belong to the Company based on the joint signatures of the Finance Director and Legal Director, or one of these persons and the Executive Director.

Limitation of authorities referred to in this Article shall be registered with the Central Registry of the Commercial Court in Podgorica.

Bodies of the Company

Article 14

Bodies of the Company shall be as follows: General Meeting, Board of Directors and Executive Director.

The Founder shall carry out the function of the General Meeting.

General Meeting

Article 15

When acting as General Meeting, the Founder shall:

1) decide on changing the foundation agreement;
2) decide on amending the Charter;
3) decide on increasing and reducing the capital of the Company;
4) appoint and revoke members of the Board of Directors;
5) adopt the reports on operations and year-end account of the Company.

Board of Directors

Article 16

The Founder shall appoint the Board of Directors.

The Board of Directors shall consist of 3 (three) members.

The term of office of each member of the Board of Directors shall be 2 (two) years.

The Company may enter into separate agreements with each member of the Board of Directors in order to regulate more detailed conditions for performing their activities.

Meeting of the Board of Directors can be held if all 3 (three) members of the Board of Directors are present.

Decisions shall be deemed adopted if the majority of present members of the Board of Directors vote for them.

Meetings can be held via telephone, provided that it is accepted by 2 (two) members of the Board of Directors.

Scope of Work of the Board of Directors

Article 17

The Board of Directors shall:

1) suggest amendments to the Charter;
2) suggest and adopt other general acts of the Company;
3) suggest annual financial plan;
4) set up business policy and suggest Business Plan;
5) give directives to the Executive Director of the Company for implementing the business policy and achieving the Business Plan;
6) set up organization and management structure of the Company;
7) appoint and revoke the Executive Director of the Company;
8) decide on changing the business activity, name and registered seat of the Company;
9) decide on joint investments with other entities, at the proposal of the Executive Director;
10) give mandatory instructions referred to the activities of the Executive Director of the Company;
11) carry out other activities as prescribed by the law, this Charter and the general acts of the Company, which are not explicitly delegated by this Charter to the Founder, Executive Director or Secretary of the Company.

Executive Director of the Company

Article 18

Board of Directors shall elect the Executive Director for a period of 2 years with the possibility of re-appointment.

The Executive Director shall manage the Company and ensure its compliance with applicable laws.

Scope of Work of the Executive Director

Article 19

The Executive Director shall:

1) organize and manage operations of the Company,
2) monitor and ensure implementation of the Board of Directors decisions;
3) suggest business policy of the Company;
4) suggest Business Plan of the Company;
5) suggest decisions and other enactments to be adopted by the Board of Directors;
6) suggest measures for improving business affairs of the Company to the Board of Directors;
7) suggest the organization and management structure of the Company;
8) suggest changes of the organization, status and form of the Company;
9) appoint and revoke members of the Management of the Company;
10) represent and present the Company within the scope of his authority;
11) ensure the compliance of the Company's operations and be responsible for the legality of the Company business within the scope of his authority;
12) submit a report on business results based on periodical or year-end accounts;
13) sign financial documents;
14) handle solvency and liquidity of the Company and suggest measures to ensure them;

15) form expert commissions and working groups and determine their competence and manner of work;

16) decide on employment and allocation of the Company's employees to jobs determined by the general acts of the Company, as well as on other rights, obligations and responsibilities of the employees, in accordance with law, this Charter, collective bargaining agreement and other general acts;

17) make investment and other decisions and sign contracts, the value of which does not exceed the amount specified by the Charter;

18) adopt acts according the instructions of the Board of Directors;

19) approve business trips in the country and abroad;

20) prepare annual accounting reports, records on operations and implementation of business policy;

21) decide on opening of bank accounts of the Company and on giving and taking loans, giving the guarantees;

22) organize protection at work measures;

23) carry out other managerial activities, i.e. decide on all other issues regarding the operations of the Company delegated to him by the Board of Directors, in accordance with law, this Charter, collective bargaining agreement and other general acts of the Company.

Executive Director may transfer some of his duties to the members of the management and other employees of the Company, in accordance with law and decision of the Board of Directors.

Revoking the Executive Director

Article 20

Executive Director may be revoked prior to the end of his term of office:

1) on personal request;

2) if the implementation of the act, he proposed, caused severe violation of the Founder's rights;

3) if, by his fault, severe damage was incurred to the Company;

4) if it is established by the Founder's Board of Directors that the Company is operating contrary to applicable laws, Charter and other general acts of the Company, or other irregularities in the Company's operations are found, or the Company is operating in the manner endangering the Founder's interest.

Acting Executive Director

Article 21

In case the Company is left, for whatever reason, without its Executive Director, the Board of Directors shall be obliged to, until appointment of new Executive Director, appoint one of the members of the Board of Directors to carry out executive director's duties (the Founder may also appoint the acting Executive Director).

Executive Director's Responsibility

Article 22

The Executive Director shall be responsible for his work to the Board of Directors.

In performing his duties, the Executive Director shall carry out the activities envisaged by laws and the Company's Charter, and shall be responsible for the Company's compliance with laws within the scope of his authorities.

Business Expenses, Results, Profit Calculation and Distribution

Article 23

The Company's expenses shall be determined each year in the financial plan of the Company for the respective business year.

Financial Plan

Article 24

Business results of the Company shall be calculated for the time periods specified by the applicable laws.

The Company's Executive Director shall be obliged to ensure that the Company keeps its business books specified by the regulation, and based on them to make, submit and disclose financial statements.

At the end of each business year, the Company shall be obliged to make year-end accounts, according to the applicable regulations. Balance Sheet and Income Statement of the Company, including the part referring to profit distribution, shall be prepared according to the applicable laws.

Profit

Article 25

Company's profit for distribution shall be determined for each business year. It is possible to set apart a portion from the net profits, defined by the Founder at the proposal of the Board of Directors, which can be included into Company's reserve fund. The remaining profit shall represent the profit for distribution.

The Founder's Board of Directors shall decide on profit distribution and may decide to reinvest a portion of the profit for distribution in the Company's development, or invest it for other purposes, in accordance with the law.

Audit

Article 26

Audit of the financial statements of the Company shall be done in accordance with the regulations.

Loss Coverage

Article 27

The Company's Executive Director shall timely and fully inform the Board of Directors of all the measures for avoiding risks associated with the Company's operations, as well as for avoiding, reducing and settling the operating losses, and suggest measures, in accordance with law, for covering the losses if they appeared.

Changing the Form of the Company

Article 28

The Company may change its legal form into another one, if it meets the requirements defined by the Law on Business Organizations.

At the proposal of the Board of Directors, the Founder shall decide on the Company's change of its legal form.

Status Changes

Article 29

The Company may merge with other company (merger), split into two or more companies (division) and change the form (changing the form of the Company).

Merger, acquisition and division of the Company shall be done in accordance with the provisions of the Law on Business Organizations.

The Founder shall make a decision on the Company's status changes.

Cessation of the Company

Article 30

The Company shall cease to operate in accordance with the applicable law.

Documentation

Article 31

At its registered seat, the Company shall keep the records and documentation, which among other things, include the following:

1) accounting records kept in line with the international accounting standards, which:
    a) precisely make record and clarify material transactions of the Company, enabling to determine a financial position of the Company with satisfactory accuracy,
    b) enable members of the Board of Directors of the Founder to establish that financial statements are harmonized with the applicable laws,
    c) enable for the audit of the Company's financial statements to be carried out without delay and in proper way,
2) copy of each instrument encumbering the Company's assets or recording such encumbrance,
3) book of resolutions adopted by the Company.

Business Secret

Article 32

The Board of Directors shall adopt a general act defining, among other things, the following:

1) documents and data that are considered to be a Company's business secret, disclosure of which to an unauthorized person would be contrary to operations of the Company and would jeopardize the Company's interest and business reputation, as well as the manner in which such documents and data are classified as business secret,

2) persons who are authorized to disclose the contents of documents and data that have the significance of business secret of the Company.

Business secret of the Company shall be kept by the members of the management and the employees of the Company who may have in some way found out about the contents of the documents and data that are classified as the Company's business secret.

The obligation to keep the business secret shall not cease after the persons referred to in the previous paragraph lose the status that make them responsible for keeping the business secret of the Company.

Revealing the business secret shall be abuse of power, i.e. it shall represent a serious violation of employee's duties.

Acts of the Company, their Types and Adoption

Article 33

The Company shall adopt general and separate acts.

The general acts of the Company shall be: Charter, Rulebooks, Decisions, and other acts.

Other general acts shall be the acts regulating in a general way the issues important for the Company's operations.

Separate acts shall regulate concrete issues, rights and obligations.

Other General Acts

Article 34

Other general acts of the Company must be in compliance with the Charter and the Decision on Foundation.

Separate acts adopted by the bodies and authorized individuals of the Company must be in compliance with the general acts of the Company.

Publication and Coming into Effect

Article 35

A general act of the Company shall be published by posting it on a bulletin board at the registered seat of the Company.

General act shall come into force not before 8 days upon its publication. Exceptionally, if there are reasons determined in the process of its adoption, a general act shall come into force on the day of its publication.

Procedure for Amending Charter and General Acts

Article 36

Amendments to the Charter and general acts shall be done in a way and according to the procedure prescribed for their adoption.

Transitional and Final Provisions

Article 37

All issues not regulated by this Charter shall be regulated by the laws and regulations applicable in the Republic of Montenegro.

Article 38

This Charter shall enter into force on a day following its adoption when it shall be published on the bulletin board at the Company's registered seat.

By coming into effect, this Charter shall supersede the previous Charter of the Company adopted on 14 September 2015.

By signing this Charter, the Founder shall confirm that the Charter is adopted in its published version. The same shall apply to the amendments to the Charter.

Article 39

This Charter shall come into force on the day of its registration with the Central Registry of the Commercial Entities in Podgorica.

For Montport Capital SE:

Ivan Zammit (Maltese I.D Card No. 279881 M)
Authorized signatory

Helga Cutajar (Maltese I.D. Card No.0436778 M)
Authorized signatory

Signed in front of me today 29/3/2016 after appearers confirmed they understood the content

Dr Jonathan Vella
B.A., LL.D., Mag. Jur. (International L...
Notary Public and Commissioner for ...
157 Triq il-Garmi, Mellieha, Malta
Office 21585103 / Mobile 994...

Apostille Certificate

Convention de La Haye du 5 octobre 1961

1. Country: **Malta**

   This public document

2. has been signed by **Jonathan Vella**
3. acting in the capacity of **Notary Public & Commiss**
4. bears the seal / stamp of

   Notary Public

   Certified

5. at **Ministry of Foreign Affairs, Valletta**
6. the **29 MAR 2016**
7. by **Karen Montebello**

   Legalisation Officer

8. No: **260769**
9. Seal / stamp
10. Signature

PORTO MONTENEGRO

Tivat. 30.03.2016. godine

PUNOMOĆJE

Ovlašćujem **Lelu Bjelobrković**, Jerevanska 22, Podgorica, JMBG 2501981217965, da kod Centralnog registra provrednih subjekata u Podgorici podnese potrebna dokumenta za izmjene Statuta, smanjivanje broja članova Odbora direktora i promjenu Osnivača društva sa ograničenom odgovornošću "**ADRIATIC MARINAS**" d.o.o. Tivat, kao i da preuzme rješenja kod ovog organa nakon što ista budu donesena.

"Adriatic Marinas" d.o.o.

Oliver Corlette, izvršni direktor

ADRIATIC MARINAS D.O.O.
OBALA B3 85320 TIVAT
MONTENEGRO

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PIB 02467593 PDV 30/31-05551-1 Z.R. 540-6305-27

Ja, NOTAR, Branka Kašćelan, Kotor, Stari grad 495, potvrđujem da je:
OLIVER JOHN CHRISTIAN CORLETTE, AUSTRALIJA, rođen 08.11.1974., čiji sam identitet utvrdila uvidom u pasoš br. P AUS E4119639 izdatu od AUSTRALIA, u mom prisustvu svojeručno potpisao pismeno. Potpis na pismenu je istinit.

Potpisi su ovjereni na 1(jedan) istovjetnom primjerku prednje isprave.
Ovjera potpisa na Punomoćju.
Notar ne odgovara za sadržaj isprave već samo za vjerodostojnost potpisa.
Notar nije dužan da utvrđuje da li stranke smiju da sklapaju posao na koji se isprava odnosi.Potpisi na pismenu su istiniti.
Naknada za rad notara za ovjeru po tarifnom broju 9 NT u iznosu od 2,50 €, i troškovi u iznosu od 1,00 € sa PDV-om od 0,67 €, što predstavlja ukupno 4,17 €, naplaćena je.

OVP-200/2016
U Kotoru, 30.03.2016. godine

Notar
Branka Kašćelan

CRNA GORA NOTAR KOTOR

CRNA GORA
NOTAR
KAŠĆELAN BRANKA
KOTOR

CENTRALNOM REGISTRU
PRIVREDNIH SUBJEKATA U
PODGORICI

P U N O M O Ć J E

Ovlašćujem **Miodraga Nikolića** iz Kotora, JMBG 1003981230011, **adresa:** Dobrota, Lamele 14/8, **Radovana Matkovića** JMBG 0808952230015, sa prebivalištem u Kotoru, Dobrota i **Predraga Petovića** iz Kotora, JMBG 0410979230013, da mogu preuzeti rješenje o promjeni statuta za kompaniju Adriatic Marinas d.o.o. Tivat.

Oliver Corlette, izvršni direktor

ADRIATIC MARINAS
D.O.O.
TIVAT