CRNA GORA
MINISTARSTVO FINANSIJA CRNE GORE
PORESKA UPRAVA
CENTRALNI REGISTAR PRIVREDNIH SUBJEKATA
Broj: 5 - 0301974 / 017
U Podgorici, dana 15.04.2016.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 236263 podnijetoj dana 12.04.2016 u 11:27:38, 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 24.03.2016
Registruje se - upisuje se:	Statut od 08.04.2016

Osnivač:

Briše se:	MONTPORT CAPITAL SE MB/JMBG/BR.PASOŠA [redacted]
Registruje se - upisuje se:	MONTPORT INVESTMENTS LTD MB/JMBG/BR. PASOŠA: [redacted] Adresa: 2ND FLOOR, TOWER BUSINESS CENTRE, TOWER STREET, SWATAR, BKR 4013 MALTA Udio: 100%

15.04.16

Obrazloženje

Podnosilac je dana 12.04.2016 u 11:27:38 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 II | **M.P.** | **Načelnik**

Srđan Pavlović | | 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 / 016 Datum registracije: 09.06.2006.
PIB: 02467593 Datum promjene podataka: 31.03.2016.

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

Broj važeće registracije: /016

Skraćeni naziv: ADRIATIC MARINAS
Telefon:
eMail:
Datum zaključivanja ugovora: 07.06.2006. 08.04.16.GOD.
Datum donošenja Statuta: 07.06.2006. Datum promjene Statuta: 24.~~03~~.2016.
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 MONT PORT INVESTMENT.
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: Predsjednik Odbora direktora
Ovlašćenja u prometu: ( )
Ovlašćen da djeluje: POJEDINAČNO ( )

MLADEN MIRANOVIĆ

Adresa: R.LEKIĆA D -11 BAR
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)

OLIVER CORLETTE

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

OLIVER CORLETTE

Adresa: OBALA BB TIVAT CRNA GORA
Uloga: Izvršni direktor
Ovlašćenja u prometu: (OVLAŠĆEN DA ZAKJUČUJE 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

Adresa: AUSTRALIA
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: 12.04.2016 godine u 11:31h **MP** **Načelnik**

Milo Paunović

CRNA GORA
MINISTARSTVO FINANSIJA CRNE GORE

PORESKA UPRAVA
CENTRALNI REGISTAR PRIVREDNIH SUBJEKATA

Broj predmeta: 236263

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:

Kopija pasoša

Izvod o registraciji matičnog društva

Ugovor o prenosu udjela

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: 12.4.2016. god.

Podgorica, dana: 12.4.2016. god.

Dokument primio/la

Katarina Kasalica, Samostalna referentkinja

Lela Bjelobrković

M.P.

PORESKA UPRAVA - CRPS

PS-02 – Promjena podataka - Privredni subjekt

PODNOSILAC PRIJAVE

Prijava se podnosi preko: ☐ Zastupnika ☐ Punomoćnika

JMB:		Država:	Crna Gora
Ime i prezime:	Lela Bjelobrkovic	Opština:	Podgorica
Telefon:		Mjesto:	Podgorica
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 08.04.2016. godine
1.5. Podaci o Ugovoru / odluci o osnivanju:	Datum zaključenja/donošenja:	Ugovor o prenosu udjela 08.04.2016. 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 Bjelobrkovic

M.P. ADRIATIC MARINAS D.O.O. TIVAT

9. KAPITAL – PROMJENA VRIJEDNOSTI

9.1. Porijeklo kapitala:

☐ bez oznake porijekla 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: C 74766

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

10.3. Naziv / Ime i prezime: Montport Investments Ltd

10.4. Sjedište / Adresa:

Država: MALTA

Opština:

Mjesto:

Ulica: 2nd Floor, Tower Business Center, Tower Street, Swatar, BKR 4013

Broj:

10.5. Udio: 100 %

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

☐ 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: MONTPORT CAPITAL SE

10.4. Sjedište / Adresa:

Država MALTA

Opština ____ **Mjesto:** ____

Ulica: 2ND FLOOR, TOWER BUSINESS CENTAR, TOWER STREET SWATAR BKR 4013 MALTA **Broj:** ____

10.5. Udio 100 %

IZJAVA: Garantujem za tačnost unijetih podataka.

Potpis podnosioca: Lela Bjelobrković **M.P.**

UGOVOR O PRENOSU UDJELA

DATUM: 08. APRIL 2016.

UGOVORNE STRANE

(1) **Montport Capital SE** registrovan na Malti sa registarskim brojem SE 7 na 2 spratu, Tower Business Center, Tower Ulica, Swatar, BKR4013, Malta (**"Prodavac"**); i

(2) **Montport Investments Ltd.** registrovan na Malti sa registarskim brojem C 74766 na drugom spratu, Tower Business Center, Tower Ulica, Swatar, BKR4013, Malta (**"Kupac"**).

PREAMBULA

(A) Prodavac je jedini osnivac i jedini clan drustva sa ogranicenom odgovornoscu Adriatic Marinas d.o.o., osnovanog u skladu sa zakonima Crne Gore, sa registrovanim sjedistem na adresi Obala bb 85320 Tivat, Crna Gora, registrovanog kod Centralnog registra privrednih subjekata u Podgorici, pod reg. brojem 5-0301974 (**"Drustvo"**).

(B) Na dan zakljucenja ovog Ugovora registrovani kapital Drustva iznosi 78.355.785,00 € i Prodavac je jedini vlasnik udjela (100%) u Drustvu (**"Udio"**).

STRANE SU UGOVORILE SLIJEDECE:

1. KUPOPRODAJA UDJELA

Kupac je pristao da kupi Udio a Prodavac je pristao da proda Udio Kupcu.

2. PRENOS UDJELA

2.1 Prodavac prenosi svoje vlasnistvo nad Udjelom na Kupca u skladu sa ovim Ugovorom i prestaje da bude vlasnik Udjela i clan Drustva.

2.2 Prenosom Udjela u skladu sa ovim Ugovorom, Kupac stice 100% registrovanog kapitala u Drustvu, sto predstavlja 100% Udio u Drustvu.

2.3 Kupoprodajna cijena za Udio iznosi 175.000.000,00 € (sto sedamdeset i pet miliona eura).

2.4 Prodavac je saglasan da Kupac izvrsi registraciju prenosa Udjela u skladu sa ovim Ugovorom.

2.5 Nakon sto se ispune uslovi za registraciju prenosa Udjela u skladu sa ovim Ugovorom, Drustvo ce pokrenuti postupak za prenos Udjela kod Centralnog registra privrednih subjekata u Podgorici.

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

3. PRAVO I SUD

3.1 Ovaj Ugovor je sacinjen na crnogorskom i engleskom jeziku. U slucaju neslaganja izmedju dva teksta verzija na engleskom jeziku ce imati prevagu.

3.2 Ovaj Ugovor je sacinjen i tumači se u skladu sa zakonima Malte i ugovorne strane ugovaraju iskljucivu nadleznost sudova na Malti u vezi sa svim sporovima koji proisteknu na osnovu ovog Ugovora.

4. ZAVRSNE ODREDBE

4.1 **Stupanje na snagu**

Ovaj Ugovor stupa na snagu za ugovorne strane na datum njegove notarizacije, a proizvodice pravno dejstvo prema trecim licima od dana registracije prenosa Udjela kod Centralnog registra privrednih subjekata u Podgorici.

4.2 **Troskovi**

Svaka strana snosi svoje troskove koji su nastali u vezi sa pregovorima, pripremom i izvrsenjem ovog Ugovora.

4.3 **Broj primjeraka**

Ovaj ugovor je sacinjen u 5 primjeraka od kojih po 1 pripada stranama, 1 ce zadrzati javni notar, a 2 preostala primjerka ce biti upotrijebljena za registraciju prenosa Udjela.

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Jelena Đurašković
KOTOR

Helga Cutajar
Ovlasceni zastupnik
Montport Capital SE, potpis

Ivan Zammit, potpis

Ivan Zammit
Ovlasceni zastupnik
Montport Investments Ltd., potpis

Potvrđujem vjerodostojnost potpisa Helga-e Cutajar, sa malteškim pasošem br. [redacted] i Ivan-a Zammit-a, sa malteškim pasošem br [redacted]
Dana 8. aprila 2016. godine.
Quod attestor

Dr. Rachel Mallia, doktor prava, potpis i pečat
Javni notar i sluzbenik za zakletve
127 Old Mint Street
Valletta, Malta

Apostil potvrda
Haška konvencija od 5. oktobra 1961.
1.Zemlja: Malta
Ovaj javni dokument
2. potpisala je **Rachel Mallia**
3.u svojstvu **Javnog notara**
4.sadzi pecat/stambilj **Javnog notara**
Potvrdjeno u
5.**Ministarstvu vanjskih poslova, Valletta**
6.dana **08. aprila 2016.**
7. od strane **Kenneth Burnell, sluzbenika za potvrde**
8.Broj: **261863**
9. Pecat/stambilj
10. Potpis

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Jelena Đurković
KOTOR

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

Jelena

Jelena Đurašković, stalni sudski tumač za engleski jezik
Tivat, 08. 04. 2016.

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

STAKE TRANSFER AGREEMENT

8 APRIL 2016

PARTIES

(1) **Montport Capital SE** registered in Malta and having registration number SE 7 of 2nd Floor, Tower Business Center, Tower Street, Swatar, BKR4013, Malta (the **"Seller"**); and

(2) **Montport Investments Ltd.** registered in Malta and having registration number C 74766 of 2nd Floor, Tower Business Center, Tower Street, Swatar, BKR4013, Malta (the **"Purchaser"**).

RECITALS

(A) The Seller is the sole founder and sole member of the limited liability company Adriatic Marinas d.o.o., founded in accordance with the laws of Montenegro, with registered seat at Obala bb 85320 Tivat, Montenegro, registered with Central Registry of Commercial Entities in Podgorica under registration no. 5-0301974 (the **"Company"**).

(B) As at the date of this Agreement, the registered capital of the Company amounts to €78,355,785.00 and the Seller is the sole and exclusive owner of 100% of the ownership stake in the Company (the **"Stake"**).

IT IS AGREED AS FOLLOWS:

1. SALE AND PURCHASE OF THE STAKE

The Purchaser has agreed to purchase the Stake and the Seller has agreed to sell the Stake to the Purchaser.

2. TRANSFER OF STAKE

2.1 The Seller transfers its ownership rights over the Stake to the Purchaser in accordance to this Agreement and ceases to be the owner and member of the Company.

2.2 By way of transfer of the Stake contemplated by this Agreement, the Purchaser shall acquire 100% of the registered capital of the Company which makes 100% of the stake in the Company.

2.3 The purchase price for the Stake is the sum of €175,000,000 (one hundred and seventy five million euros).

2.4 The Seller agrees for the Purchaser to perform registration of the transfer of the Stake in accordance with this Agreement.

2.5 Once the conditions for registration of the transfer of the Stake in accordance with this Agreement are met, the Company shall initiate the proceedings of transfer with the Central Registry of Commercial Entities in Podgorica.

3. LAW AND JURISDICTION

3.1 This Agreement is drafted in Montenegrin and English Language. In case of any discrepancies, the English version shall prevail.

3.2 This Agreement shall be governed by and construed in accordance with Maltese law and the parties hereby submit to the exclusive jurisdiction of the Maltese courts in relation to all matters arising out of this Agreement.

4. MISCELLANEOUS

4.1 Coming into Effect

This Agreement shall come into full force between the parties as of the date of its notarisation and it shall produce effects towards third parties as of the date of registration of the transfer of Stake with the Central Registry of Commercial Entities in Podgorica.

4.2 Costs

Each party shall pay the costs and expenses incurred by it in connection with the negotiation, preparation, execution and completion of this Agreement.

4.3 Counterparts

This Agreement is executed in 5 copies, 1 of which shall be retained by each party, 1 shall be retained by the Notary Public and 2 remaining copies shall be used for registration of transfer of Stake.

Helga Cutajar
Duly authorized for and on behalf of
Montport Capital SE

Ivan Zammit

Ivan Zammit
Duly authorized for and on behalf of
Montport Investments Ltd.

Certified true signatures of
Helga Cutajar holder of Maltese
Passport number 1160877 and of
Ivan Zammit holder of Maltese
Passport number 1030387.
This 8th April 2016
QUOD ATTESTOR

DR. RACHEL MALLIA LL.D.
NOTARY PUBLIC AND
COMMISSIONER FOR OATHS
127, OLD MINT STREET,
VALLETTA - MALTA

Apostille Certificate

Convention de La Haye du 5 octobre 1961

1. Country: **Malta**

   This public document

2. has been signed by **Rachel Mallia**
3. acting in the capacity of **Notary Public**
4. bears the seal / stamp of

   Same

   Certified

5. at **Ministry of Foreign Affairs, Valletta**
6. the **08 APR 2016**
7. by **Kenneth Burnell**

   Legalisation Officer

8. No: **251865**
9. Seal / stamp

10. Signature

CHARTER

ADRIATIC MARINAS d.o.o.

Tivat, Obala bb

Clean Version

8th of April 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 Investments Ltd.** from Malta, registration number C 74766 of 2nd Floor, Tower Business Centre, Tower Street, Swatar, BKR 4013, Malta, (hereinafter referred to as: the **Founder**), adopts on the 8th April 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 rail road

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 Investments Ltd:

Ivan Zammit (Maltese I.D Card No. [redacted]

Passport numbe[redacted]

Authorized signatory

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

STATUT

Prečišćeni tekst

08. april 2016. god.

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Certified court interpreter/translator for the English
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 Investments Ltd**, sa Malte, registarski broj C 74766 sa sedištem u 2nd Floor, Tower Business Center, Tower Street, Swatar, BKR 4013, Malta (u daljem tekstu: „**Osnivač**"), dana 8. aprila 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

Član 5.

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Jelena Đurašković
KOTOR

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;
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;
47.73 Trgovina na malo farmaceutskim proizvodima u specijalizovanim prodavnicama – apotekama;

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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;
47.77 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, iskljucivo 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, iskljucivo na osnovu zajednickog 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;

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(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;

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(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.

Troškovi poslovanja, obračun rezultata, utvrđivanje i raspodela profita

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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.

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

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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.

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 opših 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.

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 INVESTMENTS Ltd.

____

Ivan Zammit (broj Malteške identifikacione karte [redacted]
Broj pasoša: [redacted]

Ovlašćeni potpisnik

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

Jelena Đurašković, stalni sudski tumač za engleski jezik
Tivat, 09. april 2016.

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

ZAKON O KOMPANIJAMA IZ 1995.

MALTA

POTVRDA O REGISTRACIJI
DRUŠTVO SA OGRANIČENOM ODGOVORNOŠĆU

(u skladu sa članom 77)

MONTPORT INVESTMENTS LTD

Naziv kompanije

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

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Registrovano sjedište:

C 74766

Registarski broj:

Ovim potvrdujemo da je gore navedena kompanija registrovana u Registar kompanija kao društvo sa ograničenom odgovornošću dana

14. marta 2016. godine

Datum registracije

Ovjerio vjerodostojnu kopiju:

Ivan Camilleri
Za Registratora kompanija, potpis i pečat
Datum: 17. mart 2016.
i pečat

Jean Karl Portelli

za Registratora kompanija, potpis

Datum: 14.mart 2016. godine

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Jelena Đurašković
KOTOR

Apostil

(Haška konvencija od 5. oktobra 1961. godine)

1. Zemlja: **Malta**
   Ovu javnu ispravu
2. potpisao je **Ivan Camilleri**
3. u svojstvu **službenika**
4. a ovjerena je štambiljem/pečatom **Organa nadležnog 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. 260325**
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, 9. april 2016.

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

COMPANIES ACT, 1995

MALTA

CERTIFICATE OF REGISTRATION
LIMITED LIABILITY COMPANY

(PURSUANT TO SECTION 77)

Montport Investments Ltd

Name of Company

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

Registered Office

C 74766

Registration Number

This is to certify that the above-mentioned Company has been registered by the Registrar of Companies as a Limited Liability Company on the

14th March 2016

Date of Registration

Certified True Copy

Ivan Camilleri

f/Registrar of Companies
Dated this 17th March 2016

Jean Karl Portelli

f/Registrar of Companies

Dated this **14th** day of **March** 20 **16**

Apostille Certificate

Convention de La Haye du 5 octobre 1961

1. Country: **Malta**

   This public document

2. has been signed by **Ivan Camilleri**
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: **260325**
9. Seal / stamp

10. Signature

REGISTAR KOMPANIJA

MALTA

Broj: C 74766
18. mart 2016.

Poštovani,

Ovim potvrđujemo da je kompanija Montport Investments Ltd, sa adresom: 2nd Floor, Tower Business Center, Tower Street, Swatar, Birkirkara BKR 4013, Malta, registrovana u skladu sa zakonima Malte dana 14. marta 2016. godine, te da je registracija i dalje validna.

U skladu sa našom evidencijom, postojeći akcionar kompanije je:

Naziv kompanije	Broj akcija
Montport Capital SE Registarski broj kompanije: SE 7	1.200 običnih akcija po 1 euro svaka

Postojeći direktor kompanije je:

Ivan Zammit (broj malteške lične karte: [redacted]

Postojeći sekretar kompanije je:

Helga Cutajar (broj malteške lične karte: [redacted]

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

CHRISTIAN ABELA, registrator, potpis

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
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. potpisao je **Christian Abela**
3. u svojstvu **službenika**
4. a ovjerena je štambiljem/pečatom **Organa nadležnog 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. 260322**
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, 9. april 2016.

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

Registrar of Companies

MALTA

Our Ref.: C 74766

18th March 2016

TO WHOM IT MAY CONCERN

This is to certify that Montport Investments Ltd of 2nd Floor, Tower Business Centre, Tower Street, Swatar, Birkirkara BKR 4013, Malta was registered under the Laws of Malta on the 14th March 2016 and is still so registered.

The present director of the company is:

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

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

CHRISTIAN ABELA

f/Registrar of Companies

Apostille Certificate

Convention de La Haye du 5 octobre 1961

1. Country: **Malta**

   This public document

2. has been signed by **Christian Abela**
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: **260324**
9. Seal / stamp

10. Signature

Registrar of Companies

MALTA

Our Ref.: C 74766

18th March 2016

TO WHOM IT MAY CONCERN

This is to certify that Montport Investments Ltd of 2nd Floor, Tower Business Centre, Tower Street, Swatar, Birkirkara BKR 4013, Malta was registered under the Laws of Malta on the 14th March 2016 and is still so registered.

According to our records the present shareholder of the company is:

Name	Number of Shares
Montport Capital SE (Company Reg. No. SE 7)	1,200 Ordinary Shares of EUR 1 each

The present director of the company is:

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

The present secretary of the company is:

Helga Cutajar (Maltese I.D. Card No. 436778 M)

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

CHRISTIAN ABELA
f/Registrar of Companies

Apostille Certificate

Convention de La Haye du 5 octobre 1961

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   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: **260322**
9. Seal / stamp 10. Signature

REGISTAR KOMPANIJA

MALTA

Broj: C 74766
18. mart 2016.

Poštovani,

Ovim potvrđujemo da je kompanija Montport Investments Ltd, sa adresom: 2nd Floor, Tower Business Center, Tower Street, Swatar, Birkirkara BKR 4013, Malta, registrovana u skladu sa zakonima Malte dana 14. marta 2016. godine, te da je registracija i dalje validna.

Postojeći direktor kompanije je:

Ivan Zammit (broj malteške lične karte [redacted].

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

CHRISTIAN ABELA, za/registrator, potpis

10

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

Apostil

(Haška konvencija od 5. oktobra 1961. godine)

1. Zemlja: **Malta**
   Ovu javnu ispravu
2. potpisao je **Christian Abela**
3. u svojstvu **službenika**
4. a ovjerena je štambiljem/pečatom **Organa nadležnog za finansijske usluge Malte**

Ovjereno

5. u **Ministarstvu spoljnih poslova, Valeta**
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7. od strane **Karen Montebello, službenik za pravna pitanja**
8. Br. **260324**
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, 9. april 2016.

PORTO MONTENEGRO

Tivat, 08.04.2016.

CENTRALNI REGISTAR PRIVREDNIH SUBJEKATA

PUNOMOĆJE

Ovlašćujem **Lelu Bjelobrković**, adresa: Jerevanska 22, Podgorica JMBG [redacted] pravnik u pravnom sektoru u privrednom društvu Adriatic Marinas d.o.o. Tivat (Društva) da kod Centralnog registra Privrednih subjekata u Podgorici preda dokumentaciju o promjeni osnivača i donošenju novog Statuta Društva.

G-dja Bjelobrković je ov ašćena i da preuzme rješenje nakon sprovedenih promjena.

"Adriatic Marinas" d.o.o. Tivat

Oliver Corlette izvršni direktor

ADRIATIC MARINAS
D.O.O.
TIVAT

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

Telephone +382 (0)32 660 700
Facsimile +382 (0)32 674 656
www.portomontenegro.com

PIB 02467593 PDV 30/31-05551-1 Ž R. 540-3305-27

Registry of Companies

Limited Liability Company

Memorandum and Articles of Association

of

MONTPORT INVESTMENTS LTD

Registration No. C 74766

Registered on the 14th day of MARCH 2016

Company No. ......**C 74766**......

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.

Ivan Camilleri

....

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 **Ivan Camilleri**
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: **260326**
9. Seal / stamp
10. Signature

C74766/1

A S
14 MAR 2016

MONTPORT INVESTMENTS LTD

Memorandum of Association

Name C5 Cash

1. The name of the Company shall be **Montport Investments Ltd**.

Registered Office

2. The registered office of the Company shall be at 2nd Floor, Tower Business Centre, Tower Street, Swatar, BKR 4013, Malta or at such other address in Malta as the Board of Directors may from time to time determine.

Objects

3. (1) The main object for which the Company is constituted shall be the following:-

   a. To carry on business as a holding company and to acquire and hold shares, stocks, debenture stock, bonds, mortgages, obligations and securities and interests of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business, whether in Malta or elsewhere, and to vary, transpose, dispose of or otherwise deal with, from time to time as may be considered expedient, any of the Company's investments for the time being.

   Other ancillary activities include the following:

   b. To provide services of all kinds, including but not limited to, research, design and consultancy services to any such limited liability companies and/or entities and/or other persons;

   c. To trade, import, export, tranship, buy, acquire, sell or deal in any other way in any kind of goods, herbal products, provisions, machinery, foodstuff, confectionery, industrial supplies, pharmaceuticals, substances, chemicals, precious metals, minerals, textiles and clothing, household articles and other merchandise;

   d. To import, export, tranship, buy, acquire, sell or deal in any other way in any kind of goods, provisions, machinery, foodstuff, confectionery, industrial supplies, pharmaceuticals, chemicals, precious metals, minerals, textiles and clothing, household articles and other merchandise;

   e. To buy, acquire, barter, sell, distribute, export, tranship, lease out or otherwise deal in any other way for own account in plant and machinery used in the construction industry, other products, merchandise and any other assets of any kind and without restriction in any manner;

   f. To carry out servicing and maintenance works on equipment, plant and machinery and on any other assets of any kind for the purpose of carrying on the objects of the Company;

   g. To engage in the recruitment and employment of individuals in favour of third parties;

   h. To carry out sub-contracting works which are conducive to the attainment of the objects of the Company;

   i. To act as agent, commission agent or broker for any person, firm, entity or company and to undertake and perform contracts on behalf of the same;

j. To act as buyers, sellers, importers, exporters, bailees and commission agents and brokers in respect of all types of merchandise, goods, commodities, commodity futures, commodity options and all other commodity properties, services and facilities without restrictions as to type and volume and whether for immediate or future delivery and whether on a cash or margin basis;

k. To develop, purchase, acquire or otherwise obtain and to hold, sell licence, rent, lease and exploit all types of trademarks, trade names, licenses, copyrights, patents, royalties, grants, options, concessions, formulae and any other analogous or similar rights or assets;

l. To lend and advance money, give credit (on such terms as it may deem appropriate), grant or provide guarantees, hypothecs, privileges, charges, security interests or other security exclusively to, or in favour of, companies or partnerships which form part of the same group of companies and partnerships as the Company (that is to companies and partnerships which have more than fifty per cent of their share capital owned directly or indirectly by the same parent or ultimate parent company or partnership as the Company);

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

(2) In attaining its objects, the Company has the following powers;

a. To purchase, take on lease or otherwise acquire any movable or immovable property, whether developed or undeveloped, and any rights necessary or convenient for the carrying on of the Company's business or any of them;

b. To invest, hold, sell or otherwise deal with the moneys of the Company not immediately required in such investments and other property as the Company may from time to time deem fit;

c. To improve, manage, develop, let on lease or otherwise, hypothecate, charge, sell, dispose of or otherwise deal with all or any of the property and rights of the Company;

d. To borrow or raise money in such manner as the Company may deem fit and in particular by the issue of debentures, and to secure the repayment of any money borrowed or raised by hypothecation, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and its interests in its subsidiaries and also by a similar hypothecation, charge or lien to secure and guarantee any debt, liability or obligation of the Company or of any third party;

e. To procure from any person, company, bank or similar institution the security required in favour of third parties to secure and guarantee any obligation undertaken by the Company, including inter alia, hypothecs, privileges, charges or other security or guarantee;

f. To sell, give on lease or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit, including, inter alia, for shares, debentures or securities of any other Company;

g. To sell or dispose of the undertaking of the Company or any part thereof, or to amalgamate with any other company for such consideration as the Company may think fit and in particular for shares (whether such shares be fully paid up or not), debentures or securities of any other company having objects altogether or in part similar to those of the Company;

h. To lend and advance money or give credit to such person, or persons, firms or partnerships and others having dealings with the Company on such terms as may seem expedient to the Company;

i. To act as agents and/or representatives of any local and/or overseas companies and other business concerns connected with the import and/or export trade or with the provision of services;

j. To enter into partnership or any arrangement for sharing profits, union of interests, reciprocal concessions, joint venture or co-operation with any person, firm or partnership carrying on or engaged in or about to carry on or engage in any business which the Company is authorised to carry on or engage in;

k. To do all or any of the above things in any part of the world and either as principals, agents or otherwise and either alone or in conjunction with others and either by or through agents or otherwise;

l. To pay out of the funds of the Company all costs, charges and expenses;

m. To do all such other things as are incidental or conducive to the attainment of the above objects or powers or any of them.

(3) Provided also that nothing in the foregoing objects of the company shall be construed so as to enable the company to exercise investment discretion on behalf of another party; or to manage or give advice relating to any investment portfolio belonging to another party; or to buy, sell, hold, market, advertise, subscribe for, underwrite or otherwise handle any security or investment vehicle as agent; or to act in the capacity of an insurance agent or broker;

Provided further that nothing in the foregoing shall be construed as empowering or enabling the company to carry out any activity or service which requires a licence or other authorisation under any law in force in Malta without such a licence or other appropriate authorisation from the relevant competent authority and the provisions of Article 77(3) of the Companies Act shall apply.

Nothing in the foregoing shall be construed as empowering or enabling the company to carry out any activity or service which requires a licence or other authorisation under any law in force in Malta without such a licence or other appropriate authorisation from the relevant competent authority and the provisions of Article 77(3) of the Companies Act shall apply.

Private Limited Liability Company

4. The Company shall be a Private Company within the meaning of the Companies Act, 1995 and the liability of the members shall be limited in the case of each member to the amount, if any, unpaid on the shares which it holds in the Company.

Share Capital

5.1 The authorised share capital of the Company shall be two hundred million Euro (€200,000,000) divided into two hundred million (200,000,000) Ordinary Shares of a nominal value of one Euro (€1) each

5.2 The issued share capital of the Company shall be one thousand two hundred Euro (€1,200), grouped into one thousand two hundred (1,200) Ordinary Shares of a nominal value of one Euro (€1) each, all of which have been subscribed for and allotted, one hundred per cent (100%) paid up, as follows:

Montport Capital SE Gundy, 2nd Floor, Tower Business Centre, Tower Street, Swatar Birkirkara, BKR4013 Company Number: SE7	One thousand two hundred (1,200) Ordnary Share – 100% paid-up

5.3 The holders of the Ordinary Shares shall have the right (i) to receive notice of and to attend all General Meetings of the Company and (ii) to vote on all Ordinary Resolutions and Extraordinary Resolutions.

5.4 The holders of the Ordinary Shares shall have the right to receive dividends and to participate in the profits of the Company.

Directors

6.1 The Director(s) of the Company and the Chairman shall be appointed in the manner set out in the Articles of Association of the Company.

6.2 The Board of Directors of the Company shall consist of not less than one (1) and not more than three (3) directors.

6.3 The first director of the Company shall be:-

Ivan Zammit

Nationality: Maltese

Nindethana, Old Mill Street

Mellieha, MLH 1343, Malta

ID Card: 279881M

Secretary

7. The first secretary of the Company shall be:-

Helga Cutajar

Nationality: Maltese

Belleville Court, C10

St Luke's Road, Pieta

Malta

ID Card: 436778M

Representation

8. The legal and judicial representation of the Company shall be vested in any one of the directors then holding office.

9. Notwithstanding the above and in addition to the aforesaid, the Board of Directors may from time to time by resolution appoint any one or more director or directors and/or any person or persons to represent the Company for a specific purpose or in a specific transaction or class of transactions.

Duration

10 The Company is incorporated for an indefinite term.

Ivan Zammit Nationality: Maltese	Tonio Cachia Nationality: Maltese

[redacted]

MONTPORT INVESTMENTS LTD

Articles of Association

Definitions

1 In these Articles, unless the context otherwise requires:-

a) "the Act" means the Companies Act, 1995;

b) "the Schedule" means the First Schedule to the Act;

c) words or expressions contained in these Articles bear the same meaning as in the Act as in force at the date at which these Articles are registered.

Non-applicability of the First Schedule

2 The regulations contained in Part 1 and Part 2 of the Schedule shall apply to the Company except as otherwise expressly provided in these Articles.

Private exempt

3 The Company is a private exempt Company within the meaning of Section 211 of the Act and accordingly:

a) The number of persons holding debentures of the Company is not more than fifty; and

b) No body corporate shall be a director of the Company, and Neither the Company nor any of the directors shall be party to an arrangement whereby the policy of the Company is capable of being determined by persons other than the directors, members or debenture holders thereof.

Share Capital and Share Rights

4 Issues of new shares in the Company shall be made by ordinary resolution of the Company in general meeting.

5 The Company is authorised to acquire other than by subscription any of its fully paid up shares, subject to all the relevant provisions of Sections 106 and 107 of the Act.

6 Without prejudice to any special rights 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 restriction, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by extraordinary resolution determine.

7 Subject to the provisions of article 115 of the Act any preference shares may, with the sanction of an extraordinary resolution, be issued on the terms that they are, or at the option of the Company are liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by extraordinary resolution determine.

8 The rights attached to shares of a class may be varied and the shares of a class may be converted into another class only if the variation or the conversion:-

a) is made in accordance with the terms of issue of those shares; or

b) is approved by an extraordinary resolution of the Company and by the consent in writing of the holders of three-fourths of the issued shares of that class and of the holders of three-fourths of the issued shares of any other class affected thereby.

9 The rights attached to different classes of shares shall be regulated by clause 5 of the Memorandum of Association of the Company.

10 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 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.

11 Where a shareholder is a minor, bankrupt, interdicted or ncapacitated his rights as a shareholder in the Company shall vest in and be exercised by his tutor or curator or other legal representative.

12 Where a share is held jointly by several persons, the name of only one such person shall be entered in the register of members. Such person shall be elected by the joint holders or, unless and until such an election is made, be determined by the Board of Directors and shall for all intents and purposes be deemed, *vis-à-vis* the Company, to be the registered holder of the share so held.

13 Where a share is subject to usufruct the name of the usufructuary shall be entered in the register of members and the usufructuary shall, for all intents and purposes be deemed, *vis-à-vis* the Company, to be the registered holder of the share so held.

14 Regulations 6 to 11 of the Schedule relating to calls on shares shall apply to the Company.

Transfer of shares *inter vivos*

15 If any member (hereinafter referred to as "the transferring member") wishes to transfer any shares in the Company he shall inform the Board of Directors by a notice in writing (hereinafter referred to as "transfer notice") giving a description and the number of shares he proposes to transfer, the name of the proposed transferee and his estimated value of each share. The transferring member shall not be entitled to revoke a transfer notice without the consent in writing of the Board of Directors.

16 The receipt by the Board of Directors of a transfer notice shal constitute an authority to them to offer for sale to the other members of the Company the shares specified therein at their fair value to be ascertained as follows:-

a) at the estimated value given in the transfer notice if considered by the Board of Directors to be a fair one;

b) at a value placed on them by the auditors where the estimated value given in the transfer notice is not considered by the Board of Directors to be a fair one; or

c) at a value placed on them by any other person whom the Board of Directors, with the consent in writing of the transferring member, shall appoint where for any reason the auditors do not make a valuation.

17 When a fair value of the shares has been determined in the manner prescribed in the preceding clause, the Board of Directors shall by notice in writing inform the transferring member and shall cause a notice to be sent to every other member of the Company stating the number and fair value of the shares for sale and inviting them to state, in writing within fourteen (14) days what number of shares, if any, they are willing to purchase.

18 At the expiration of the said fourteen (14) days, the Board of Directors shall allocate the said shares to or among the member or members who have expressed his or their willingness to purchase as aforesaid.

19 When the shares offered for sale are not sufficient to cover all the requests for purchase the Board of Directors shall allocate to each member willing to purchase a proportion of the shares corresponding, as much as possible, to the proportion of the shares already held by each such member at the time of such allocation. If the

said allocation exceeds the number of shares which any particular member is willing to purchase the excess shall be allocated in the said proportion to the members whose requests exceed their original allocation.

20 When there is more than one class of shares in the Company the offer for sale of shares of a class shall first be made to the holders of shares of that class and if the Board of Directors are unable within one (1) month of receipt of the transfer notice to find a purchaser or purchasers for all or any of the shares amongst the holders of shares of that class according to the procedure set out in the preceding clauses they shall offer, using the same procedure, the available shares to the holders of the shares of the other classes.

21 When any of the issued shares of the Company consist of different classes of ordinary shares and of preference shares, an offer for sale of ordinary shares shall first be made to the holders of the different classes of ordinary shares under the procedures laid down in the preceding clauses and if the Board of Directors are unable within one (1) month of the date of the last offer to find a purchaser or purchasers for all or any of the ordinary shares amongst the holders of ordinary shares they shall offer, using the same procedure, the available shares to the holders of the preference shares.

22 If any or all the shares on offer are not acquired in the manner prescribed in the foregoing clauses the transferring member shall be entitled to sell the remaining shares to the person named in the transfer notice at a price that is not less than their fair value determined as aforesaid: Provided that the Board of Directors may decline without assigning any reason to register the transfer of a share to a person, not being a member of the Company, of whom they do not approve.

23 Notwithstanding the provisions of the preceding clauses, no restriction shall apply when a transfer of shares is approved by an extraordinary resolution of the Company in general meeting.

24 The Board of Directors may decline to recognise any instrument of transfer unless:-

a) the instrument of transfer is accompanied by the certificate, if any, of the shares to which it relates, and such other evidence as the Board of Directors may reasonably require to show the right of the transferor to make the transfer;

b) the instrument of transfer is in respect of only one class of shares; and

c) the transfer complies with the relevant requirements of Maltese law.

25 The registration of transfers may be suspended at such times and for such periods as the Board of Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year.

Forfeiture or surrender of shares

26 If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, require payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued, by means of a notice which shall also name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment, at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.

27 If the requirements specified in any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect, or otherwise be surrendered in favour of the Company by the

member to whom the said notice is addressed, if the directors of the Company accept such surrender.

28 A forfeited or a surrendered share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and the Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of, who shall thereupon be registered as the holder of the share. At any time before a sale or disposition the forfeiture or surrender may be cancelled on such terms as the directors think fit.

29 A person whose shares have been forfeited or who has surrendered his shares to the Company, shall cease to be a member in respect of the forfeited or surrendered shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of the forfeiture or surrender, were payable by him to the Company in respect of the shares; but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

Conversion of shares into stock

30 The Company may by ordinary resolution convert any paid up shares into stock, and re-convert any stock into paid up shares of any denomination. Such of the regulations of the Company as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

31 The holders of stock may transfer the same, or any part thereof, in the same manner and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances permit; and the directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

32 The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

General meetings

33 Subject to the provisions of the Act the annual general meetings shall be held at such time and place as the Board of Directors may appoint.

34 The Board of Directors may, whenever they think fit, convene an extraordinary general meeting. Extraordinary general meetings may also be convened on requisition or, in default, by requisitionists, as provided in article 129 of the Act.

35 A general meeting of the Company shall be called by giving at least fourteen (14) clear days' notice in writing or by electronic mail to every member of the Company. The notice shall specify the place, day and hour of the meeting and the general nature of the business:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice be deemed to have been duly called if it is so agreed to by all the members entitled to attend and vote at that meeting.

36 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

37 No business shall be transacted at any general meeting other than that stated in the notice convening it and unless a quorum of members is present at the time the meeting proceeds to business.

38 Save as herein otherwise provided a member or members holding at least fifty one per cent (51%) of the issued share capital carrying voting rights shall constitute a quorum.

39 If within an hour from the time appointed for a meeting a quorum is not present the meeting shall be adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting, the members present shall be a quorum.

40 The chairman of the Company shall preside as Chairman of the Meeting in every general meeting and, if there is no chairman of the Company or if the chairman of the Company is not present within fifteen (15) minutes after the appointed time, the Chairman of the Meeting shall be elected by the members present.

41 Any decision of the general meeting for which an extraordinary resolution is not required by these regulations or by the Act shall be validly taken if approved by an ordinary resolution.

42 An ordinary resolution of the Company shall be validly passed if approved in a general meeting by a member or members having the right to attend and vote at that meeting and holding in the aggregate more than fifty per cent (50%) in nominal value of the shares represented and entitled to vote at the meeting.

43 An extraordinary resolution of the Company shall be validly passed if:-

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

b) it has been passed by a number of members holding in the aggregate not less than seventy five per cent (75%) in nominal value of the issued shares conferring the right to attend at that meeting and to vote for that resolution.

44 A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. When the matters which require the approval of the annual general meeting in accordance with the relevant provisions of the Act are approved by a resolution in writing signed as aforesaid the Company shall be deemed to have duly convened and held that annual general meeting.

45 Any member entitled to attend and vote at a general meeting of the Company may appoint another person as his proxy to attend and vote in his stead and a proxy so appointed shall have the same right as that member to speak at the meeting and to demand a poll.

46 The appointment of a proxy shall be in writing and shall be registered at the Company's office before the time for holding the meeting. The instrument appointing a proxy may be submitted by electronic mail, post or telefax.

Meetings of Classes of Shareholders

47 The regulations applicable to a general meeting of the Company shall apply *mutatis mutandis* to a separate general meeting of a class of shareholders.

Directors

48 The directors shall be appointed by an ordinary resolution of the Company in general meeting. The Company may by ordinary resolution taken at the time of his appointment or at any later date determine the period for which a director shall hold office. Subject to the provisions of article 140 of the Act, a director shall hold office, unless he dies or tenders his resignation at an earlier date, until the expiration of the period determined as aforesaid but shall thereafter be eligible for re-appointment.

49 The directors shall appoint from amongst their number the Chairman of the Board who shall also be the Chairman of the General Meeting. The directors shall exercise their powers subject to these regulations, to the provisions of the Act, and to the resolutions of the Company in general meetings; but no resolution taken by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that resolution had not been taken. Save as aforesaid, the Board of Directors shall have the power:-

a) to borrow or raise money or secure the payment of money and in conjunction with and independently therefrom to charge or hypothecate the property of the Company or any part thereof for any debt, liability or obligation of the Company, and this without any limitation whatsoever;

b) to do all such other matters on behalf of the Company as are not by these regulations or by the Act reserved to the general meeting.

50 The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Each director shall have one vote and in case of equality of votes the Chairman shall have a second or casting vote. A director shall be deemed to be present at a meeting of the Board if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other.

51 The quorum necessary for the transaction of the business of the Board of Directors shall be two directors. If a quorum is not present within half an hour from the appointed time the meeting shall be dissolved. If the company does not have more than one director, such director shall be deemed a quorum.

52 Meetings of the Board of Directors shall be convened by the Chairman or by the Company secretary at the request of any director.

53 Saving the provisions of the preceding clause in any meeting where the Chairman is not present the directors present shall appoint one of their number to be chairman of that meeting and the person so appointed shall with respect only to that meeting have the same functions, rights and obligations of the Chairman of the Board.

54 The continuing directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of directors the continuing directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Company, but for no other purpose.

55 A resolution in writing, signed by all the directors of the Company shall be as valid and effective as if it had been passed at a meeting of the Board of Directors duly convened and held.

56 Subject to the provisions of articles 143, 144 and 145 of the Act, no director shall be disqualified by his position as a director from entering into any agreement with the Company, and a director may vote and be taken into account for the purpose of forming a quorum, in respect of any contract or arrangement in which he may be in any way interested and may retain for his own use and benefit all profits and advantages accruing therefrom.

57 Each director shall have the right to appoint in writing an alternate director to act in his place. The following provisions shall apply to alternate directors:-

a) an alternate shall have the same rights and privileges as the director whom he represents at any meeting of the Board of Directors at which he is present.

b) a director cannot be an alternate for another director.

58 The Board of Directors shall have power to appoint any person to be the attorney of the Company for such purpose and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board of Directors under these regulations) as they may deem appropriate and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.

59 The Board of Directors may from time to time appoint a managing director or a director or directors holding any other executive office or offices from amongst themselves delegating to him or them any of the powers exercisable by them either collaterally with or to the exclusion of their own powers. Subject to the provisions of the next following clause, any such appointment shall be valid for such period and subject to such terms and conditions as the Board may impose. Any such appointment shall be automatically determined if the person so appointed ceases for any reason to be a director.

60 The provisions of the foregoing two clauses shall be subject to the provisions contained in the Memorandum of Association of the Company relating to legal and judicial representation of the Company.

61 No remuneration shall be payable to the directors, including directors holding an executive office, unless and to the extent approved by the Company in general meeting. The directors shall, however, be entitled to a reimbursement of all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or general meetings of the Company or in connection with the business of the Company.

Company Secretary

62 Without prejudice to the provisions of the Act regulating the appointment and functions of the Company secretary, the appointment or replacement of the Company secretary and the conditions of holding office shall be determined by the Board of Directors.

63 The Company secretary shall be responsible for keeping:-

a) the minute book of general meetings of the Company;

b) the minute book of meetings of the Board of Directors;

c) the register of members;

d) the register of debentures; and

e) such other registers and records as the Company secretary may be requested to keep by the Board of Directors.

64 The Company Secretary shall, moreover:-

a. ensure that proper notices are given of all meetings;

b. ensure that all returns and other documents of the Company are prepared and delivered in accordance with the requirements of the Act.

Dividends

65 The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board of Directors.

66 The Board of Directors may from time to time pay to the members of the Company such interim dividends as may appear to the Board of Directors to be justified by the profits of the Company.

67 Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid

or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

68 The Board of Directors may deduct from any dividend payable to any member all sums of money presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

69 No dividend shall bear interest against the Company.

Capitalisation of Profits

70 The provisions on capitalisation of profits contained in regulation 80 in Part I of the Schedule shall apply to the Company.

Indemnity

71 Every director, managing director, agent, auditor or secretary and in general any officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings in his capacity as aforesaid in which judgement is given in his favour or in which he is acquitted or which are withdrawn.

Authentication of Documents

72 Any document or proceeding requiring authentication by the Company may be signed by a director or by the Company secretary.

Notice

73 A notice required to be given by the Company to any person in terms of these regulations or of the Act shall be deemed to have been validly given if it is delivered personally to that person or sent to him by post in an envelope addressed to the last known address of that person.

74 A notice sent by post shall be deemed to have been delivered three days after it is posted in the case of delivery to an address in Malta and ten days after it is posted in the case of delivery to an address outside Malta.

75 Notice of every general meeting shall be given in the manner hereinbefore authorised to:-

a) every registered member; and

b) the auditor for the time being of the Company.

Ivan Zammit
Nationality: Maltese

Tonio Cachia
Nationality: Maltese

This 14th Day of March 2016
Ivan
filed by Zammit with 2 doc/s.
I/Registrar of Companies

Izvod iz Ugovora o osnivanju

kompanije Montport Investments LTD

Direktori

6.1 Direktori Kompanije i Predsjednik imenuju se na način utvrđen Statutom Kompanije

6.2 Odbor Direktora Kompanije sastoji se od najmanje jednog (1), a najviše tri (3) direktora.

6.3 Prvi direktor Kompanije jeste:

Ivan Zammit
Državljanstvo: Malteško
Nindethana, Old Mill Street
Mellieha, MLH1343 Malta
Br. identifikacione isprave:

Sekretar

7. Prvi Sekretar Kompanije jeste:

Helga Cutajar
Državljanstvo: Malteško
Belleville Court, C10
St Luke's Road, Pieta
Malta
Br. identifikacione isprave:

Zastupanje

8. Bilo koji direktor, koji u tom trenutku ima mandat, ima pravo da pravno i sudski zastupa Kompaniju.

9. 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 radi određene transakcije ili klase transkacije.

Period osnivanja

10. Kompanija se osniva na neodređeno vrijeme.

Ivan Zammit, potpis
Državljanstvo: Malteško
Br. identifikacione isprave
Montport Capital SE

STALNI SUDSKI TUMAČ ZA ENGLESKI JEZIK
Jelena Đurašković
KOTOR

Tonio Cachia
Državljanstvo: Maltesko
Br. identifikacione isprave: [redacted]
Montport Capital SE

Izvod iz Statuta

kompanije Montport Investments LTD

49. Direktori imenuju među svojim članovima Predsjednika Odbora direktora, koji će biti i Predsjednik Skupštine. Direktori vrše sva ovlašćenja pod uslovima propisanim ovim Statutom, Zakonom, i u skladu sa odlukama Skupštine društva, ali nikakva odluka Skupštine društva ne može proglasiti nevažećim bilo koju prethodnu radnju članova Odbora direktora koja bi bila valjana da odluka Skupštine nije donijeta. Osim gore navedenog Odbor direktora ima sljedeća ovlašćenja:

a) uzima pozajmice ili izdaje akcije ili obveznice ili obezbjeđuje plaćanje obaveza i u vezi sa tim ili nezavisno od toga opterećuje imovinu Društva ili njen dio radi obezbjeđenja bilo kojeg duga, obaveze ili odgovornosti Društva, i to bez ikakvih ograničenja ovlašćenja;

b) vrši bilo koje druge radnje u ime Društva koje nisu ovim Statutom ili Zakonom rezervisane za Skupštinu Društva.

72. Potpisivanje dokumenata

Bilo koji dokumenat koji zahtijeva potpisivanje u ime Društva može biti potpisan od strane Direktora ili od strane Sekretara Društva.

Ivan Zammit, potpis
Državljanstvo: Malteško
Br. identifikacione isprave: [redacted]
Montport Capital SE

Tonio Cachia, potpis
Državljanstvo: Malteško
Br. identifikacione isprave: [redacted]
Montport Capital SE

Dostavljeno dana 14. marta 2016. godine od strane Zammit-a u 2 primjerka.
Registrator kompanija, 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.