

Na osnovu odredbi člana 485. stav 1. tačka 4, člana 489. stav 1. tačka 1, člana 490. i 492. Zakona o privrednim društvima („Sl. glasnik RS”, br. 36/2011, 99/2011, 83/2014 - dr. zakon, 5/2015, 44/2018, 95/2018, 91/2019 i 109/2021), direktor privrednog društva Balkanic Media d.o.o. Beograd-Stari Grad, Kosovska 51, sprat: 2, broj stana: 6, Beograd (Stari grad), MB: 21398837, PIB: 110893093, dana _____ 2024. godine, donosi:

Based on the provisions of Article Paragraph 1, Item 4, Article 489, Paragraph 1, Item 1, Articles 490 and 492 Company Law ("Official Gazette of the Republic of Serbia", No. 36/2011, 99/2011, 83/2014 - Official Gazette, 5/2015, 44/2018, 95/2018, 91/2019, 109/2021), the director of the business company Balkanic Media d.o.o. Beograd - Stari Grad, Kosovska No. 51, floor No: 2, apartment number: 6, Beograd (Stari grad), corporate identification number: 21398837, TIN: 110893093, on _____ 2024, adopts the:



NACRT PLANA PODELE STATUSNE PROMENE IZDVAJANJE UZ OSNIVANJE

DRAFT DIVISION PLAN STATUS CHANGE THROUGH SPIN-OFF BY INCORPORATION

DEFINICIJE I PRILOZI

DEFINITIONS AND APPENDICES

Član 1.

Article 1.

Značenje pojedinih pojmova – navedeni pojmovi imaju sledeće značenje u predmetnom Planu podela:

The meaning of certain terms – the listed terms have the following meanings in the subject Division Plan:

- Društvo prenosilac:** označava privredno društvo Balkanic Media d.o.o. Beograd-Stari Grad, Kosovska 51, sprat: 2, broj stana: 6, Beograd (Stari grad), MB: 21398837, PIB: 110893093, čiji je zakonski zastupnik direktor Ivana English, i direktor Jonathan Charles English;
- Društvo sticalac:** označava novoosnovano privredno društvo koje nastaje statusnom promenom izdvajanje uz osnivanje u pravnoj formi društva sa ograničenom odgovornošću, pod poslovnim imenom KOSTIMOGRAFIA doo Beograd sa sedištem u Makedonska 34, Beograd, a na koje Društvo prenosilac prenosi deo svoje imovine u skladu sa ovim Planom podela;
- Društvo:** označava zajednički Društvo prenosioca i Društvo sticaoca;
- Član Društva prenosioca:** označava člana Društva prenosioca, i to:
 - Ivana English, JMBG: 2403976715157, pol: ženski, sa udelom od 100% kapitala

- Transferring Company:** denotes the business company Balkanic Media d.o.o. Beograd - Stari Grad, Kosovska No. 51, floor: 2, apartment number: 6, Beograd (Stari grad), corporate identification number: 21398837, TIN: 110893093, whose legal representative is Director Ivana English, and Director Jonathan Charles English;
- Recipient Company:** denotes a newly established business company created through a status change by means of a spin-off by incorporation in the legal form of a limited liability company, under the business name KOSTIMOGRAFIA doo Beograd with its registered office in Makedonska 34, Belgrade, to which the Transferring Company transfers part of its assets in accordance with this Division Plan;
- Company:** jointly refers to the Transferring Company and the Recipient Company;
- Shareholder of the Transferring Company:** denotes a shareholder of the Transferring Company, namely:
 - Ivana English, personal No. 2403976715157, gender: female, with a 100%

u Društvu prenosiocu;

ownership shares in the transferring company;

5. **Pretežna delatnost:** označava pretežnu delatnost Društva prenosioca **59.11 – Proizvodnja kinematografskih dela, audiovizuelnih proizvoda i televizijskog programa**, pretežnu delatnost Društva sticaoca - **90.02 - Druge umetničke delatnosti u okviru izvođačke umetnosti**;
 6. **Statusna promena:** označava statusnu promenu izdvajanje uz osnivanje koja se sprovodi na osnovu ovog Plana podele, a shodno članu 489. stav 1. tačka 1. Zakona o privrednim društvima;
 7. **Dan registracije statusne promene:** označava dan registracije Statusne promene u APR-u, u skladu sa Zakonom o registraciji;
 8. **APR:** označava Agenciju za privredne registre Republike Srbije, sa sedištem u Beogradu, ulica Brankova br. 25;
 9. **Dan izdvajanja:** označava dan registracije statusne promene, kao dan od kada se transakcije Društva prenosioca imaju smatrati u računovodstvene svrhe transakcijama obavljenim u ime Društva sticaoca;
 10. **Treće lice:** predstavlja svako pravno ili fizičko lice različito od Društva prenosioca i Društvo sticalac;
 11. **Zakon o privrednim društvima:** označava Zakon o privrednim društvima („Sl. glasnik RS”, br. 36/2011, 99/2011, 83/2014 - dr. zakon, 5/2015, 44/2018, 95/2018, 91/2019 i 109/2021);
 12. **Zakon o registraciji:** označava Zakon o postupku registracije u Agenciji za privredne registre („Sl. glasnik RS”, br. 99/2011, 83/2014, 31/2019 i 105/2021);
 13. **Predlog osnivačkog akta Društva prenosioca:** označava Predlog odluke o izmenama i dopunama osnivačkog
5. **Predominant activity:** denotes the predominant activity of the transferring company **59.11 – Production of cinematographic works, audiovisual products, and television programs**, the predominant activity of the Recipient company – **90.02 - Other artistic activities within performing arts**;
 6. **Status change:** denotes the status change of a spin-off by incorporation carried out based on this Division Plan, in accordance with Article 489, paragraph 1, item 1 of the Company Law;
 7. **Date of registration of the status change:** denotes the date of registration of the status change with the Business Registers Agency (APR), in accordance with the Registration Law;
 8. **BRA:** denotes the Business Registers Agency, headquartered in Belgrade, Brankova Street no. 25;
 9. **Date of spin-off:** denotes the date of registration of the status change, from which date the transactions of the Transferring Company shall be considered for accounting purposes as transactions carried out on behalf of the Recipient Company;
 10. **Third party:** represents any legal or natural person other than the Transferring Company and the Recipient company;
 11. **Company Law:** denotes the Company Law ("Official Gazette of RS", No. 36/2011, 99/2011, 83/2014 - other law, 5/2015, 44/2018, 95/2018, 91/2019, and 109/2021);
 12. **Registration Law:** denotes the Registration Procedure Act at the Business Registers Agency ("Official Gazette of RS", No. 99/2011, 83/2014, 31/2019, and 105/2021);
 13. **Draft incorporation act of the Transferring Company:** denotes the draft decision on amendments and

- akta Društva prenosioca – **Prilog 1** i čini sastavni deo Plana podele;
- supplements to the incorporation act of the Transferring Company - **Appendix 1** and constitutes an integral part of the Division Plan;
14. **Predlog osnivačkog akata Društva sticaoca:** označava predlog osnivačkog akta Društva sticaoca – **Prilog 2** i čini sastavni deo Plana podele;
14. **Draft incorporation act of the Recipient company:** denotes the draft incorporation act of the Recipient company - **Appendix 2** and constitutes an integral part of the Division Plan;
15. **Deobni bilans:** označava deobni bilans Društva prenosioca sačinjen u skladu sa članom 491. stav 3. tačka 2. Zakona o privrednim društvima – **Prilog 3**, i čini sastavni deo Plana podele;
15. **Division balance sheet:** denotes the division balance sheet of the transferring company prepared in accordance with Article 491, paragraph 3, item 2 of the Company Law - **Appendix 3**, and constitutes an integral part of the Division Plan;
16. **Spisak članova Društva prenosioca:** označava spisak članova Društva prenosioca, sa navođenjem nominalne vrednosti njihovih udela, kao i udela koje stiču u Društvu sticaocu, sačinjen u smislu člana 491. stav 3. tačka 3. Zakona o privrednim društvima – **Prilog 4**, i čini sastavni deo Plana podele;
16. **List of shareholders of the transferring company:** denotes the list of shareholders of the transferring company, indicating the nominal value of their shares, as well as the shares they receive in the Recipient company, prepared in accordance with Article 491, paragraph 3, item 3 of the Company Law - **Appendix 4**, and constitutes an integral part of the Division Plan;
17. **Obaveštenje članovima:** označava obaveštenje članovima Društva prenosioca o vremenu i mestu gde mogu izvršiti uvid u dokumente i akte iz čl. 490. Zakona o privrednim društvima – **Prilog 5**, i čini sastavni deo Plana podele;
17. **Notice to shareholders:** denotes the notice to the shareholders of the transferring company about the time and place where they can review the documents and acts from Article 490 of the Company Law - **Appendix 5**, and constitutes an integral part of the Division Plan;
18. **Opis imovine:** označava opis imovine Društva prenosioca koja se Statusnom promenom prenosi na Društvo sticaoce – **Prilog 6**, i čini sastavni deo Plana podele;
18. **Description of assets:** denotes the description of the assets of the transferring company that are transferred to the Recipient company through the status change - **Appendix 6**, and constitutes an integral part of the Division Plan;
19. **Izjava članova:** označava izjavu članova Društva prenosioca da su saglasni da se neće pripremati i sačinjavati izveštaji iz člana 490. stav 1. tačke 2., 3., i 4. Zakona o privrednim društvima – **Prilog 7**, i čini sastavni deo Plana podele;
19. **Statement of shareholders:** denotes the statement of the shareholders of the transferring company agreeing not to prepare and compile reports from Article 490, paragraph 1, items 2, 3, and 4 of the Company Law - **Appendix 7**, and constitutes an integral part of the Division Plan;
20. **Spisak zaposlenih:** označava spisak zaposlenih Društva prenosioca koji po sprovođenju statusne promene radni
20. **List of employees:** denotes the list of employees of the transferring company who, after the status change, establish

odnos zasnivaju u Društvu sticaocu – **Prilog 8**, i čini sastavni deo Plana podele;

employment with the Recipient company - **Appendix 8**, and constitutes an integral part of the Division Plan;

Prilozi – navedeni dokumenti dati su kao prilozi ovog Plana podele i čine njegov sastavni deo:

Appendix - the mentioned documents are provided as appendixes to this Division Plan and constitute its integral part:

1. **Prilog 1** - Predlog Odluke o izmenama i dopunama osnivačkog akta Društva prenosioca;
2. **Prilog 2** - Nacrt Osnivačkog akta Društva sticaoca;
3. **Prilog 3** – Deobni bilans Društva prenosioca;
4. **Prilog 4** - Spisak članova Društva prenosioca sa navođenjem vrednosti udela koje stiču u Društvu sticaocu;
5. **Prilog 5** - Obaveštenje članovima Društva prenosioca o uvidu u akta i dokumente u vezi sa sprovođenjem statusne promene;
6. **Prilog 6** - Opis imovine koja se prenosi;
7. **Prilog 7** – Izjava članova Društva prenosioca da su saglasni da se neće pripremati odnosno sačinjavati izveštaji iz člana 490. stava 1, tačke 2., 3., i 4. Zakona;
8. **Prilog 8** – Spisak zaposlenih koji zasnivaju radni odnos u Društvu sticaocu.

1. **Appendix 1** - Draft Decision on Amendments and Supplements to the Incorporation Act of the Transferring Company;
2. **Appendix 2** - Draft Incorporation Act of the Recipient Company;
3. **Appendix 3** – Division Balance Sheet of the Transferring Company;
4. **Appendix 4** - List of shareholders of the Transferring Company Indicating the Value of Shares Receive in the Recipient Company;
5. **Appendix 5** - Notice to shareholders of the Transferring Company Regarding the Review of Acts and Documents Related to the Status Change;
6. **Appendix 6** - Description of Transferred Assets;
7. **Appendix 7** – Statement of shareholders of the Transferring Company Agreeing Not to Prepare Reports from Article 490, Paragraph 1, Items 2, 3, and 4 of the Law;
8. **Appendix 8** – List of Employees establishing employment with the Recipient Company.

UVODNE KONSTATACIJE

INTRODUCTORY STATEMENTS

Član 2.

Article 2

Društvo prenosioc konstatuje sledeće:

The Transferring company states the following:

1. Da su se članovi Društva prenosioca saglasili:
 - Da se ne pripremaju, da nisu potrebni i da se ne sačinjavaju finansijski izveštaji sa mišljenjem revizora iz člana 490. stav 1. tačka 2. Zakona o privrednim društvima;
 - Da nije potreban i da se ne sačinjava izveštaj revizora o izvršenoj reviziji statusne promene izdvajanja uz osnivanje iz člana 490. stav 1. tačka 3. Zakona o privrednim društvima;

1. That the shareholders of the Transferring company have agreed:
 - That financial statements with the auditor's opinion from Article 490, paragraph 1, item 2 of the Company Law shall not be prepared, are not necessary, and will not be made;
 - That the auditor's report on the audit of the status change of the spin-off by incorporation from Article 490, paragraph 1, item 3 of the Company Law is not necessary and will not be

- Da nije potreban i da se ne sačinjava izveštaj direktora iz člana 490. stav 1. tačka 3. Zakona o privrednim društvima;
 - That the director's report from Article 490, paragraph 1, item 3 of the Company Law is not necessary and will not be made;
2. Da je Društvo prenosilac, a shodno članu 495. stav 1. Zakona o privrednim društvima na svojoj internet stranici objavilo nacrt Plana podele;
 2. That the Transferring company, in accordance with Article 495, paragraph 1 of the Company Law, has published the draft Division Plan on its website;
 3. Da je Društvo prenosilac, a shodno članu 495. stav 2. Zakona o privrednim društvima, na svojoj internet stranici objavilo obaveštenje članovima Društva prenosioca o vremenu i mestu gde mogu izvršiti uvid u dokumenta i akta iz člana 490. Zakona o privrednim društvima;
 3. That the Transferring company, in accordance with Article 495, paragraph 2 of the Company Law, has published a notice to the shareholders of the transferring company on its website about the time and place where they can review the documents and acts from Article 490 of the Company Law;
 4. Da je nacrt Plana podele objavljen na internet stranici APR-a u skladu sa članom 495. stav 1. Zakona o privrednim društvima;
 4. That the draft Division Plan was published on the website of the BRA in accordance with Article 495, paragraph 1 of the Company Law;
 5. Da je Društvo prenosilac objavilo obaveštenje članovima Društva prenosioca o vremenu i mestu gde mogu izvršiti uvid u dokumenta i akta iz člana 490. Zakona o privrednim društvima na internet stranici APR-a u skladu sa članom 495. stav 2. Zakona o privrednim društvima.
 5. That the Transferring company has published a notice to the shareholders of the transferring company about the time and place where they can review the documents and acts from Article 490 of the Company Law on the website of the APR in accordance with Article 495, paragraph 2 of the Company Law;
 6. Da je Društvo prenosilac, a shodno članu 496. Zakona o privrednim društvima, članovima Društva prenosioca obezbedilo uvid u dokumenta i akte iz člana 490. Zakona o privrednim društvima;
 6. That the Transferring company, in accordance with Article 496 of the Company Law, has provided the shareholders of the transferring company with access to the documents and acts from Article 490 of the Company Law;
 7. Da se poverioci Društva prenosioca, a shodno članu 497. Zakona o privrednim društvima, obaveštavaju o statusnoj promeni;
 7. That the creditors of the Transferring company, in accordance with Article 497 of the Company Law, are notified of the status change.

PREDMET STATUSNE PROMENE

Član 3.

Vrši se Statusna promena – izdvajanje uz osnivanje, tako što Društvo prenosilac prenosi na Društvo sticaoca kao novoosnovano društvo koje se osniva usled Statusne promene deo svoje imovine uključujući i deo prava i deo osnovnog kapitala, koji postaju imovina odnosno

SUBJECT OF THE STATUS CHANGE

Article 3

A status change is carried out – a spin-off by incorporation, whereby the transferring company transfers to the Recipient company, as a newly established company formed due to the status change, a portion of its assets, including part of the rights and part of the share capital, which become the assets and

osnovni kapital Društva sticaoca, uz smanjenje osnovnog kapitala Društva prenosioca, sve na način i pod uslovim predviđenim ovim Planom podele.

share capital of the Recipient company, with a reduction of the share capital of the transferring company, all in the manner and under the conditions provided by this Division Plan.

Član 4.

Article 4

Ovom Statusnom promenom osnivaju se novo privredno društvo, Društvo sticalac i to:

This status change establishes a new company, the Recipient company, as follows:

1. KOSTIMOGRAFIA doo Beograd sa sedištem u Makedonska 34, Beograd – Društvo sticalac.

1. KOSTIMOGRAFIA doo Beograd with business seat at Makedonska 34, Belgrade – the Recipient company.

Predlog Odluke o osnivanju Društva sticaoca predstavlja prilog i sastavni deo ovog Plana podele.

The draft Incorporation Act of the Recipient company is an appendix and an integral part of this Division Plan.

Pretežna delatnost Društva sticaoca koja će biti registrovana u registru Agencije za privredne registre je 90.02 – Druge umetničke delatnosti u okviru izvođačke umetnosti.

The predominant activity of the Recipient company, which will be registered in the register of the Business Registers Agency, is 90.02 - Other artistic activities within performing arts.

CILJ I USLOVI POD KOJIMA SE VRŠI STATUSNA PROMENA

OBJECTIVE AND CONDITIONS OF THE STATUS CHANGE

Član 5.

Article 5

Cilj Statusne promene je racionalizacija poslovanja, uzimajući u obzir i to da će se deo imovine koji nije vezan za pretežnu delatnost Društva prenosioca preneti na Društvo sticaoca što bi za posledicu trebalo da ima smanjenje administrativnih troškova poslovanja, ubrzavanje i optimizaciju procesa rada, racionalizaciju resursa, jednostavnije usklađivanje procedure i radnih rezultata u pružanju usluga, a izdvojenu imovinu će Društvo sticalac koristiti kao poslovnu celinu u svrsi i cilju svoje poslovne delatnosti.

The objective of the status change is the rationalization of operations, taking into account that the part of the assets not related to the predominant activity of the transferring company will be transferred to the Recipient company, which should result in a reduction of administrative operating costs, acceleration, and optimization of work processes, resource rationalization, simpler alignment of procedures and work results in service provision, while the transferred assets will be used by the Recipient company as a business unit for the purpose and goal of its business activity.

Uslovi pod kojima se vrši Statusna promena navedeni su u ovom Planu podele.

The conditions under which the status change is carried out are specified in this Division Plan.

Osim uslova predviđenih ovim Planom podele i Zakonom, neće se primenjivati drugi posebni uslovi Statusne promene izdvajanja uz osnivanje.

Apart from the conditions provided by this Division Plan and the Law, no other special conditions for the status change of the spin-off by incorporation will be applied.

POSLOVNO IME I SEDIŠTA DRUŠTVA KOJA UČESTVUJU U STATUSNOJ PROMENI, ODNOSNO DRUŠTVA PRENOSIOCA I DRUŠTVA STICAOCA

BUSINESS NAMES AND HEADQUARTERS OF THE COMPANY PARTICIPATING IN THE STATUS CHANGE, THAT IS, THE TRANSFERRING COMPANY AND THE RECIPIENT COMPANY

Član 6.

Poslovno ime Društva prenosioca glasi: Balkanic Media d.o.o. Beograd-Stari Grad, Kosovska 51, sprat: 2, broj stana: 6, Beograd (Stari grad), MB: 21398837, PIB: 110893093.

Poslovno ime Društva sticaoca glasi: KOSTIMOGRAFIA doo Beograd sa sedištem u Makedonska 34, Beograd

Član 7.

Društvo sticalac se osniva u formi društva sa ograničenom odgovornošću u svemu prema Predlogu osnivačkog akta Društva sticaoca koji čini prilog i sastavni deo ovog Plana podele.

DAN IZDVAJANJA – DATUM OD KOGA SE TRANSAKCIJE DRUŠTVA PRENOSIOCA SMATRAJU, U RAČUNOVODSTVENE SVRHE, TRANSAKCIJAMA OBAVLJENIM U IME DRUŠTVA STICALACA

Član 8.

Dan registracije Statusne promene kod APR-a određuje se kao datum od koga se transakcije Društva prenosioca, smatraju, u računovodstvene svrhe, transakcijama obavljenim u ime Društva sticaoca (Dan izdvajanja).

Nakon sprovedene Statusne promene, rezultati i vrednosti koje se odnose na Društvo prenosioca se iskazuju u finansijskim izveštajima Društva sticaoca u skladu sa propisima kojima se uređuje računovodstvo i revizija.

Danom registracije Statusne promene u skladu sa Zakonom o registraciji, odnosno danom donošenja Rešenja APR-a o Statusnoj promeni, deo imovine Društva prenosioca, prenosi se na Društvo sticaoca u skladu sa Planom podele i Deobnim bilansom, sa stanjem na dan registracije Statusne promene kao Danom izdvajanja.

PODACI O OSNOVNOM KAPITALU I PARITET PLANA PODELE

Article 6

The business name of the transferring company is: Balkanic Media d.o.o. Beograd-Stari Grad, Kosovska No. 51, floor: 2, apartment number: 6, Beograd (Stari grad), corporate identification number: 21398837, TIN: 110893093

The business name of the Recipient company is: KOSTIMOGRAFIA doo Beograd with business seat at Makedonska 34, Belgrade.

Article 7

The Recipient company is established in the form of a limited liability company according to the Draft Incorporation Act of the Recipient company, which is an appendix and an integral part of this Division Plan.

DATE OF SPIN-OFF – THE DATE FROM WHICH THE TRANSACTIONS OF THE TRANSFERRING COMPANY ARE CONSIDERED, FOR ACCOUNTING PURPOSES, AS TRANSACTIONS CARRIED OUT ON BEHALF OF THE RECIPIENT COMPANY

Article 8

The date of registration of the status change with the APR is determined as the date from which the transactions of the transferring company are considered, for accounting purposes, as transactions carried out on behalf of the Recipient company (Spin-off Date).

After the status change is implemented, the results and values related to the transferring company will be reported in the financial statements of the Recipient company in accordance with the regulations governing accounting and auditing.

On the date of registration of the status change in accordance with the Registration Law, i.e., the date of issuance of the APR Decision on the status change, part of the assets of the transferring company is transferred to the Recipient company in accordance with the Division Plan and the Division Balance Sheet, with the state as of the date of registration of the status change being the Spin-off Date.

DATA ON THE SHARE CAPITAL AND PARITY OF THE DIVISION PLAN

Član 9.

(a) Osnovni kapital pre sprovođenja statusne promene

Pre Statusne promene, osnovni kapital Društva prenosioca registrovan kod APR-a iznosi:

Novčani kapital:
- Upisan novčani kapital:
12.000,00 RSD

Pre Statusne promene, struktura udela i osnovnog kapitala Društva prenosioca je:

- Ivana English JMBG: 2403976715157, pol: ženski, je član Društva prenosioca sa udelom od 100% upisanog osnovnog kapitala, i to upisanog novčanog kapitala u vrednosti od 12.000,00 RSD;

(b) Osnovni kapital nakon sprovođenja statusne promene

Usled Statusne promene dolazi do smanjenja osnovnog kapitala Društva sticaoca za iznos od 1000 RSD, bez primena odredaba Zakona o privrednim društvima o smanjenju kapitala u redovnom postupku, na način što se novčani kapital koji je u APR-u upisan na člana Društva prenosioca Ivanu English smanjuje za 1.000,00 RSD.

Društvo prenosioc će nakon smanjenja osnovnog upisanog novčanog kapitala u iznosu od 1.000,00 RSD, imati upisan novčani kapital u iznosu od 11.000,00.

Član 10.

Nakon sprovođenja Statusne promene član Društva prenosioca postaje član Društva sticaoca u istoj srazmeri u kojoj je bio član Društva prenosioca, odnosno sa udelom koji predstavlja 100% osnovnog kapitala, tako da je struktura članova i udela članova u Društvu sticaocu nakon Statusne promene sledeća:

(a) Društvo sticalac:

- Ivana English ,JMBG:

Article 9

(a) Share capital before the implementation of the status change

Before the status change, the share capital of the transferring company registered with the APR amounts to:

Monetary capital:
- Registered monetary capital:
12,000.00 RSD

Before the status change, the structure of shares and share capital of the transferring company is:

- Ivana English, personal no.: 2403976715157, gender: female, is a shareholder of the transferring company with a 100% share of the registered share capital, which is the registered cash capital in the amount of 12,000.00 RSD;

(b) Share capital after the implementation of the status change

Due to the Status Change, there will be a reduction in the Recipient Company's share capital by the amount of 1,000 RSD, without applying the provisions of the Law on Business Companies regarding the reduction of capital in the regular procedure, in such a way that the monetary capital registered in the APR for the shareholder of the transferring Company Ivana English is reduced by 1,000.00 RSD.

After the reduction of the registered share monetary capital by the amount of 1,000.00 RSD, the transferring Company will have registered monetary capital in the amount of 11,000.00 RSD.

Article 10

After the implementation of the Status Change, the shareholder of the transferring Company becomes a shareholder of the Recipient Company in the same proportion as they were a shareholder of the transferring Company, i.e., with a share that represents 100% of the share capital, so that the structure of shareholders and the shares of shareholders in the Recipient Company after the Status Change is as follows:

(a) Recipient Company:

- Ivana English personal no.:

2403976715157, pol: ženski, je član Društva prenosioca sa udelom od 100% upisanog osnovnog kapitala, i to upisanog novčanog kapitala u vrednosti od 1.000,00 RSD;

2403976715157, gender: female, is a shareholder of the transferring company with a share of 100% of the registered share capital, specifically registered monetary capital amounting to 1,000.00 RSD.

Danom registracije Statusne promene u skladu sa Zakonom o registraciji odnosno donošenjem Rešenja APR-a o Statusnoj promeni, član Društva prenosioca stiče udele u Društvu sticaocu.

Upon the registration of the Status Change in accordance with the Law on Registration, or upon the issuance of the Decision by the Business Registers Agency (BRA) regarding the Status Change, the shareholder of the transferring Company receives shares in the Recipient Company.

Datum od koga udeli u Društvu sticaocu daju pravo na učešće u dobiti je datum osnivanja Društva sticaoca, kao dan od kada član Društva sticaoca stiče udeo u Društvu sticaocu.

The date from which the shares in the Recipient Company entitle the shareholder to participate in profits is the incorporation date of the Recipient Company, which is the date from which the shareholder of the Recipient Company receives a share in the Recipient Company.

Član Društva sticaoca ne stiče posebna prava osim prava predviđenih ovim Planom podele, Zakonom i osnivačkim aktom Društva sticaoca.

The shareholder of the Recipient Company does not receive special rights except those rights provided by this Division Plan, the Law, and the Articles of Association of the Recipient Company.

ZAPOSLjeni

EMPLOYEES

Član 11.

Article 11

Zaposleni u Društvu prenosiocu, u skladu sa spiskom zaposlenih koji predstavlja Prilog 9 ovog Plana podele i čini njegov sastavni deo, zasnovaće radni odnos u Društvu sticaocu danom registracije statusne promene izdvajanja u registru APR-a, u skladu sa Zakonom o radu.

Employees of the transferring Company, according to the list of employees included as Appendix 9 of this Division Plan, which constitutes an integral part thereof, shall establish an employment relationship with the Recipient Company on the day of registration of the spin-off status change in the BRA registry, in accordance with the Labor Law.

OZNAČENJE VREDNOSTI IMOVINE KOJA SE STATUSNOM PROMENOM PRENOSI NA DRUŠTVO STICAOCe I NJEN OPIS, KAO I NAČIN NA KOJI SE Taj PRENOS VRŠI DRUŠTVO STICALAC

DESIGNATION THE VALUE OF ASSETS TRANSFERRED TO RECIPIENT COMPANIE THROUGH A STATUS CHANGE, THEIR DESCRIPTION, AND THE METHOD OF TRANSFER TO RECIPIENT COMPANY

Član 12.

Article 12

Društvo prenosilac prenosi na Društva sticaoce deo svoje imovine, u skladu sa ovim Planom podele, Deobnim bilansom koji čini Prilog 4 Plana podele i Opisom imovine Društva prenosioca koja se statusnom promenom izdvajanje uz osnivanje prenosi na Društvo sticaoca koji čini Prilog 7 ovog

The transferring Company transfers a portion of its assets to the Recipient Company, in accordance with this Division Plan, the Distribution Balance Sheet included as Appendix 4 of the Division Plan, and the Description of the assets of the transferring Company transferred by the status change to

Plana podele.

the Recipient Company, which constitutes Appendix 7 of this Division Plan.

(b) Imovina i obaveze koje se prenose

U okviru statusne promene, iz imovine Društva prenosioca ukupno se izdvaja imovina u vrednosti 39.202.000,00 RSD, i prenosi u svojinu Društva sticaoca.

Imovina koje se prenosi ovim Planom podele prenosi se prema knjigovodstvenoj vrednosti koja je naznačena u Deobnom bilansu.

Društvo prenosilac prenosi na Društvo sticaoca, kao privredno društvo koje će nastati osnivanjem, kao posledica statusne promene, sledeću imovinu:

- I) Dvosoban stan broj 20, uknjižene korisne površine 83 m², koji se nalazi na petom spratu stambeno poslovne zgrade u ulici Bulevar Despota Stefana 10 u Beogradu, evidencijski broj zgrade 21, na katastarskoj parceli 2335 KO Stari Grad, upisan u list nepokretnosti 1406 KO Stari Grad kao poseban deo stambeno poslovne zgrade sa dva ulaza od kojih je jedan na adresi Braće Jugović 21 (što je adresa zgrade registrovana u katastru), a drugi na adresi Bulevar Despota Stefana 10 (što je faktička adresa stana);
- II) Dvosoban stan broj 3, evidencijski broj 3, površine 64 m², koji se nalazi u prizemlju porodično stambene zgrade broj 1 u Zemunu, u ulici Dr. Petra Markovića broj 6, sagrađeno na katastarskoj parceli broj 1152 KO Zemun, upisano u list nepokretnosti broj 2587 KO Zemun;
- III) 100% udela u privrednom

(b) Assets and liabilities transferred:

As part of the status change, assets of the transferring Company totaling 39.202.000,00 RSD, are transferred into ownership of the Recipient Company.

The assets transferred under this Division Plan are transferred at the book value indicated in the Distribution Balance Sheet.

The transferring Company transfers to the Recipient Company, as the business entity to be established as a result of the status change, the following assets:

- I) A two-bedroom apartment, unit number 20, with a registered useful area of 83 m², located on the fifth floor of a mixed-use building at Bulevar Despota Stefana No. 10 in Belgrade, building registration number 21, on cadastral parcel 2335 KO Stari Grad, registered in the real estate register as part of a mixed-use building with two entrances, one at the address Braće Jugović No. 21 (the registered building address in the cadaster), and the other at the address Bulevar Despota Stefana No. 10 (the actual address of the apartment);
- II) A two-bedroom apartment, unit number 3, registration number 3, with an area of 64 m², located on the ground floor of residential building number 1 in Zemun, at Dr. Petra Markovića No. 6, built on cadastral parcel number 1152 KO Zemun, registered in the real estate register under number 2587 KO Zemun.

društvu
KOSTUMOGRAPHY
DOO BEOGRAD –
STARI GRAD, matični
broj: 21813940, PIB:
113161373, sa sedištem
na adresi Kosovska 51,
sprat 2, broj stana 6 u
Beogradu;

III) 100% ownership stake in
the business entity
KOSTUMOGRAPHY DOO
BEOGRAD – STARI
GRAD, registration
number: 21813940, TIN:
113161373, with
headquarters at Kosovska
51, floor: 2, apartment
number 6 in Belgrade.

IV) Putničko vozilo marke
MINI MORIS, tip ONE 5
TUERER, broj šasije
WMWXS110402G23638,
broj motora
B38A12AF036H516,
godina proizvodnje 2017,
datum prve registracije
29.08.2017. godine,
zapremina motora 1198
ccm, snaga 75 kw, boja E
siva M.

IV) MINI MORRIS passenger
vehicle, type ONE 5
TUERER, chassis number
WMWXS110402G23638,
engine number
B38A12AF036H516, year
of manufacture 2017, date
of first registration
08/29/2017, engine
volume 1198 ccm, power
75 kw, color E gray M.

(v) **Osnovni kapital nakon sprovođenja
statusne promene**

(v) **Share capital after the
implementation of the status
change**

Društvo prenosilac

Transferring Company

Danom pravnog dejstva statusne promene, registrovani osnovni kapital Društva prenosioca će biti smanjen za iznos od 1.000,00 RSD, odnosno Ivana English smanjuje svoj novčani ulog u Društvu prenosiocu za iznos od 1.000,00 RSD.

Upon the legal effect of the status change, the registered share capital of the transferring Company will be reduced by an amount of 1,000.00 RSD, meaning Ivana English reduces their monetary capital in the transferring Company by 1,000.00 RSD.

Danom pravnog dejstva statusne promene, registrovani osnovni kapital Društva prenosioca iznosiće:

Upon the legal effect of the status change, the registered share capital of the transferring Company will be:

Novčani kapital:

Monetary capital:

- Upisan novčani kapital:
11.000,00 RSD

- Registered monetary capital:
11,000.00 RSD

Nakon statusne promene, struktura udela i osnovnog kapitala Društva prenosioca je:

After the status change, the ownership structure and share capital of the transferring Company are as follows:

- Ivana English, JMBG:
2403976715157, je član
Društva prenosioca sa
udelom od 100% upisanog
osnovnog kapitala, i to
upisanog novčanog kapitala u
vrednosti od 11.000,00 RSD.

- Ivana English, personal no.:
2403976715157, is a
shareholder of the transferring
Company with a share of
100% of the registered share
capital, specifically registered
monetary capital amounting to
11,000.00 RSD.

Društvo sticalac

Recipient Company

Danom pravnog dejstva statusne promene,

Upon the legal effect of the status change,

registrovani osnovni kapital Društva sticaoca će iznositi 1.000,00 RSD.

the registered share capital of the Recipient Company will be 1,000.00 RSD.

Danom pravnog dejstva statusne promene, registrovani osnovni kapital Društva sticaoca iznosiće:

Upon the legal effect of the status change, the registered share capital of the Recipient Company will be:

Novčani kapital:

- Upisan novčani kapital: 1.000,00 RSD.

Monetary capital:

- Registered monetary capital: 1,000.00 RSD.

Nakon statusne promene Izdvajanja uz osnivanje, struktura udela i osnovnog kapitala Društva Sticaoca je:

After the status change of spin-off by incorporation, the ownership structure and share capital of the Recipient Company are as follows:

- Ivana English, JMBG: 2403976715157, je član Društva prenosioca sa udelom od 100% upisanog osnovnog kapitala, i to upisanog novčanog kapitala u vrednosti od 1.000,00 RSD.

- Ivana English, personal no.: 2403976715157, is a shareholder of the transferring Company with a share of 100% of the registered share capital, specifically registered monetary capital amounting to 1,000.00 RSD.

POSEBNE POGODNOSTI U DRUŠTVU STICAOCU KOJE SE ODOBRAVAJU ČLANOVIMA ORGANA UPRAVLJANJA DRUŠTAV KOJA UČESTVUJU U STATUSNOJ PROMENI

SPECIAL BENEFITS IN THE RECIPIENT COMPANY GRANTED TO SHAREHOLDERS OF THE MANAGEMENT BODIES OF COMPANIE PARTICIPATING IN THE STATUS CHANGE

Član 13.

Article 13

Organi upravljanja Društva prenosioca , kao ni organi upravljanja Društva sticaoca ne stiču posebna prava po osnovu ovog Plana podele, niti po osnovu ove Statusne promene.

The management bodies of the transferring Company, as well as the management bodies of the recipient Company, do not acquire special rights under this Division Plan or as a result of this Status Change.

Ne postoje posebna prava data bilo kom licu koje učestvuje u Statusnoj promeni.

No special rights are granted to any person participating in the Status Change.

PRAVNE POSLEDICE STATUSNE PROMENE

LEGAL CONSEQUENCES OF THE STATUS CHANGE

Član 14.

Article 14

Pravne posledice Statusne promene nastupaju danom registracije Statusne promene u skladu sa Zakonom o registraciji, i to:

The legal consequences of the Status Change take effect on the day of registration of the Status Change in accordance with the Registration Law, namely:

- 1) Imovina Društva prenosioca prelazi na Društvo sticaoca u skladu sa ovim Planom podele;
- 2) Društvo sticalac postaje solidarno odgovorno sa Društvom prenosiocem za njegove obaveze koje nisu prenete

- 1) The assets of the transferring Company transfer to the Recipient Company in accordance with this Division Plan;
- 2) The Recipient Company becomes jointly liable with the transferring Company for its obligations that are

na Društva sticaoca, ali samo do iznosa razlike vrednosti imovine Društva prenosioca koja mu je preneti i obaveza Društva prenosioca koje su preuzete, osim ako je sa određenim poveriocem drugačije ugovoreno;

- 3) Članovi Društva prenosioca postaju članovi Društva sticaoca, u skladu sa Planom podele;
- 4) Osnovni kapital Društva prenosioca se smanjuje za izdvojeni i preneti deo osnovnog kapitala koji postaje osnovni kapital Društva sticaoca;
- 5) Druge posledice u skladu sa Zakonom;

not transferred to the Recipient Company, but only up to the amount of the difference in the value of the transferring Company's assets transferred to it and the obligations of the transferring Company assumed, except as otherwise agreed with a particular creditor;

- 3) Shareholders of the transferring Company become shareholders of the Recipient Company, in accordance with the Division Plan;
- 4) The share capital of the transferring Company is reduced by the separated and transferred portion of the share capital which becomes the share capital of the Recipient Company;
- 5) Other consequences in accordance with the Law;

Izuzetno od stava 1 tačka 1 ovog člana, u pogledu stvari i prava čiji je prenos uslovljen upisom u javne knjige, odnosno pribavljanjem određenih saglasnosti ili odobrenja, prenos te imovine na Društvo sticaoca vrši se tim upisom na osnovu Plana podele, odnosno pribavljanjem tih saglasnosti i odobrenja.

Exceptionally, regarding property and rights whose transfer is conditioned on registration in public registers or obtaining specific consents or approvals, the transfer of such property to the Recipient Company is done through such registration based on the Division Plan or obtaining those consents and approvals.

OBAVEŠTENJE O SPROVOĐENJU STATUSNE PROMENE

NOTICE OF IMPLEMENTATION OF STATUS CHANGE

Član 15.

Article 15

Nacrt Plana podele objavljuje se u skladu sa Zakonom na internet stranici APR-a i na internet stranici Društva prenosioca najkasnije 60 dana pre održavanja sednice skupštine na kojoj se donosi odluka o statusnoj promeni.

The draft Division Plan shall be published in accordance with the Law on the BRA's website and on the transferring Company's website no later than 60 days before the convening of the shareholders' meeting at which the decision on the status change will be made.

Nacrt Plana podele mora biti objavljen neprekidno u periodu od najmanje 60 dana koji prethodi danu održavanja sednice skupštine na kojoj se donosi odluka o statusnoj promeni, a uvid u akte i dokumente mora biti omogućen svim zainteresovanim licima bez obaveze identifikacije i bez naknade.

The draft of the Division Plan must be continuously published for a period of at least 60 days preceding the date of the shareholders' meeting at which the decision on the status change is made, and access to the documents must be provided to all interested parties without the need for identification and free of charge.

Konstatuje se da je članovima Društva koji učestvuju u Izdvajanju poslato Obaveštenje o mogućnosti vršenja uvida u dokumente i akte iz člana 490. Zakona i da iste mogu fotokopirati u prostorijama društva, o trošku društva.

It is noted that the shareholders of the company participating in the Spin-off have been sent a Notice of the possibility of inspecting the documents and acts from Article 490 of the Law and that they may photocopy them at the expense of the

company in the premises of the company.

Poverioci čija potraživanja iznose najmanje 2.000.000 dinara u protivvrednosti bilo koje valute po srednjem kursu Narodne banke Srbije na dan objave iz člana 495. stav 2. Zakona, pisanim obaveštenjem lično se obaveštavaju o sprovođenju statusne promene, najkasnije 30 dana pre dana održavanja sednice skupštine na kojoj se donosi odluka o statusnoj promeni.

Creditors whose claims amount to at least 2,000,000 dinars in equivalent value of any currency at the average rate of the National Bank of Serbia on the day of publication under Article 495, paragraph 2 of the Law, are informed by written notice of the implementation of the status change, no later than 30 days before the date of the shareholders' meeting at which the decision on the status change is made.

PRAVA POVERILACA

RIGHTS OF CREDITORS

Član 16.

Article 16

Obaveštavanje svih poverilaca o Statusnoj promeni vrši se u skladu sa Zakonom o privrednim društvima.

Notification of all creditors regarding the Status Change is carried out in accordance with the Company Law.

Poverioci Društva prenosioca ostvaruju svoja prava u skladu sa odredbama Zakona o privrednim društvima.

Creditors of the transferring Company exercise their rights in accordance with the provisions of the Company Law.

SUDSKI I DRUGI POSTUPCI

JUDICIAL AND OTHER PROCEDURES

Član 17.

Article 17

Direktori Društva prenosioca i Društva sticaoca, ukoliko postoji potreba, sudove i druge organe pred kojima se vode postupci o imovini (pravima) koji su obuhvaćena ovim Planom podele da je došlo do prelaska određene imovine (prava) na Društvo sticaoca.

The directors of the transferring Company and the Recipient Company, if necessary, courts and other authorities before which proceedings concerning assets (rights) covered by this Division Plan that have been transferred to the Recipient Company have occurred.

ISTUPANJE U PRAVNOM PROMETU

PARTICIPATION IN LEGAL TRANSACTIONS

Član 18.

Article 18

U pravnom prometu sa trećim licima, Društvo sticalac istupa počev od dana registracije Statusne promene u skladu sa Zakonom o registraciji.

The Recipient Company starts to participate in legal transactions with third parties, from the day of registration of the Status Change in accordance with the Registration Law.

Društvo prenosioc ovlašćuje Društvo sticaoca da potpiše sve potrebne zahteve i prijave i preduzme sve druge pravne ili faktičke radnje u cilju sprovođenja ove Statusne promene i prenosa imovine Društva prenosioca na Društvo sticaoca u skladu sa ovim Planom podele.

The Transferring Company authorizes the Recipient Company to sign all necessary applications and notifications and take all other legal or factual actions to implement this Status Change and transfer the assets of the transferring Company to the Recipient Company in accordance with this Division Plan.

Društvo sticalac će nakon Statusne promene, obavestiti i podneti relevantne prijave za registraciju ili izvršiti sve druge

After the Status Change, the Recipient Company shall notify and submit relevant applications for registration or perform all

potrebne radnje prema svim relevantnim javnim registrima i trećim licima u vezi sa ovom Statusnom promenom.

NAČIN PRENOSA IMOVINE I SAGLASNOST ZA UPIS U JAVNE KNJIGE I REGISTRE

Član 19.

Društvo prenosilac daje neopozivu saglasnost da Društva sticalac može nakon registracije predmetne statusne promene kod APR-a, na osnovu ovog Plana Podele, bez prisustva prenosioca ili Trećih lica i/ili njihove saglasnosti, izvrši upis prava svojine pred Republičkim geodetskim zavodom, nadležnim Službama za katastar nepokretnosti nad nepokretnom imovinom koja je predmet ovog Ugovora (*clausula intabulandi*).

U pogledu svih ostalih stvari i prava čiji je prenos uslovljen upisom u javne knjige ili registre, Društvo prenosilac daje neopozivu saglasnost da Društvo sticalac može nakon registracije predmetne statusne promene kod APR-a, na osnovu ovog Plana podele, bez prisustva prenosioca ili trećih lica i/ili njihove saglasnosti, da registruje, u svoju korist i na svoje ime, sva takva prava Društva prenosioca pred svim nadležnih organima, i drugim nadležnim institucijama. Ugovorne strane su u obavezi da sarađuju i obaveste, podnesu relevantne prijave, odnosno izvrše sve druge potrebne radnje pred svim javnim registrima (uključujući bez ograničenja, Ministarstvo finansija Republike Srbije i nadležnu poresku upravu, Republički geodetski zavod i nadležni katastar nepokretnosti, Narodnu banku Srbije, Registar zaloge koji se vodi kod APR-a, Zavod za intelektualnu svojinu, i druge relevantne registre i ustanove) kao i trećim licima u vezi sa statusnom promenom, koje su potrebne, korisne ili relevantne.

Ugovorne strane se nadalje obavezuju da, nakon registracije statusne promene kod APR-a, potpišu sva potrebna dokumenta, anekse ugovora, ugovore, prijave i preduzmu sve što je potrebno ili korisno u cilju sprovođenja izdvajanja uz osnivanje u skladu sa ovim Planom podele i prenosom prava i obaveza sa Društva prenosioca na Društva sticaoca.

other necessary actions towards all relevant public registers and third parties regarding this Status Change.

METHOD OF TRANSFERRING ASSETS AND CONSENT TO ENTRY IN PUBLIC REGISTERS AND REGISTERS

Article 19

The transferring Company gives irrevocable consent to the Recipient Company, after registration of this status change with the APR, based on this Division Plan, without the presence of the transferor or third parties and/or their consent, to record the rights of ownership before the Republic of the Geodetic Institute, the competent Services for the cadastre of immovables on the subject of this Agreement (*clausula intabulandi*).

Regarding all other matters and rights whose transfer is conditioned upon registration in public registers or records, the transferring Company provides irrevocable consent to the Recipient Company, after the registration of this status change with the APR, based on this Division Plan, without the presence of the transferor or third parties and/or their consent, to register in its favor and in its name all such rights of the transferring Company before all competent authorities and other competent institutions. The contracting parties are obligated to cooperate and notify, submit relevant applications, or perform all other necessary actions before all public registers (including, without limitation, the Ministry of Finance of the Republic of Serbia and the competent tax administration, the Republic Geodetic Institute and the competent land registry, the National Bank of Serbia, Register of mortgages kept by the APR, Institute for Intellectual Property, and other relevant records and institutions) as well as third parties concerning the status change, which are necessary, useful, or relevant.

Furthermore, the contracting parties commit to, after the registration of the status change with the APR, signing all necessary documents, annexes to the contract, agreements, submissions, and undertaking all necessary or useful actions in order to implement the spin-off by incorporation in accordance with this Division Plan and the transfer of rights and obligations from the transferring Company to the Recipient Company.

SPROVOĐENJE OVOG PLANA PODELE

IMPLEMENTATION OF THIS DIVISION PLAN

Član 20.

Article 20

Po zaključenju ovog Plana Podele, direktori Ugovornih strana će podneti prijave APR-u radi upisa promena navedenih u članu 12. ovog Plana podele, koje su nastale kao pravne posledice statusne promene.

Upon the conclusion of this Division Plan, the directors of the contracting parties shall submit applications to the APR for the registration of changes specified in Article 12 of this Division Plan, which have arisen as legal consequences of the status change.

MERODAVNO PRAVO I NADLEŽNOST

RELEVANT LAW AND JURISDICTION

Član 21.

Article 21

Na ovaj Plan podele se primenjuje pravo Republike Srbije.

This Division Plan shall be governed by the laws of the Republic of Serbia.

U slučaju eventualnih sporova koji nastanu u vezi sa ovim Plan podele, Ugovorne strane su saglasne da će iste rešavati sporazumno. U slučaju da se spor ne reši na taj način, ugovara se nadležnost stvarno nadležnog suda prema sedištu Društva prenosioca.

In case of any disputes arising from this Division Plan, the Parties agree to resolve them amicably. If the dispute cannot be resolved in this manner, the Parties agree to the jurisdiction of the competent court according to the seat of the transferring Company.

STUPANJE NA SNAGU PLANA PODELE

ENTRY INTO FORCE OF THE DIVISION PLAN

Član 22.

Article 22

Ovaj Ugovor stupa na snagu nakon potpisivanja od strane ovlašćenih predstavnika Ugovornih strana i overe kod nadležnog javnog beležnika.

This Agreement enters into force upon signing by the authorized representatives of the Contracting Parties and certification by the competent notary public.

BROJ PRIMERAKA PLANA PODELE

NUMBER OF COPIES OF THE DIVISION PLAN

Član 23.

Article 23

Ovaj Plan podele je usvojen u 8 (osam) istovetnih primeraka, od kojih 1 (jedan) primerak zadržava javni beležnik u postupku overe, 2 (dva) primerka služe za potrebe registracije statusne promene kod APR-a, 3 (tri) primerka za potrebe nadležnog katastra nepokretnosti i registraciju vozila i po 1 (jedan) primerak za svakog ugovarača.

This Division Plan is executed in 8 (eight) identical copies, of which 1 (one) copy shall be retained by the public notary for the purposes of certification, 2 (two) copies shall serve for the registration of the status change with the APR, 3 (three) for the relevant public cadaster and registration of vehicle, and 1 (one) copy for each contracting party.

Balkanica Media d.o.o. Beograd-Stari Grad

Balkanica Media d.o.o. Beograd-Stari Grad

Ivana English, direktor

Ivana English, director

Jonathan English, direktor

Jonathan English, director

Prilog 1/ Appendix 1

Predlog Odluke o izmenama i dopunama osnivačkog akta Društva prenosioca / Draft Decision on Amendments and Supplements to the Incorporation Act of the Transferring Company;

Prilog 2 / Appendix 2

Nacrt Osnivačkog akta Društva sticaoca / Draft Incorporation Act of the Recipient Company;

Na osnovu člana 12. Zakona o privrednim društvima ("Sl. glasnik RS", br. 36/2011, 99/2011, 83/2014 - dr. zakon, 5/2015, 44/2018, 95/2018, 91/2019 i 109/2021) i u skladu sa Odlukom o osnivanju od dana 26.06.2018. godine, jedini član, u svojstvu Skupštine društva Balkanic Media d.o.o. Beograd-Stari Grad, Kosovska 51, sprat: 2, broj stana: 6, Beograd (Stari grad), MB: 21398837, PIB: 110893093 (u daljem tekstu: „Društvo“) član Ivana English, JMBG 2403976715157 (u daljem tekstu: „Član“) dana _____ 2024. godine, donosi sledeću:

In accordance with the Article 12 of the Company Law („Official Gazette of RS“ No. 36/2011, 99/2011, 83/2014 - another act, 5/2015, 44/2018, 95/2018, 91/2019 and 109/2021) and in accordance with the Decision on Incorporation dated 26.06.2018, the sole shareholder in capacity of the General Assembly of the company Balkanic Media d.o.o. Beograd-Stari grad, Kosovska 51, floor: 2, flat No: 6, Belgrade (Stari grad), corporate identification number: 21398837, TIN: 110893093 (hereinafter: „Company“), the shareholder Ivana English Personal ID number: 2403976715157 (hereinafter: „Shareholder“), on _____ 2024 adopts the following:

ODLUKU O IZMENAMA I DOPUNAMA ODLUKE O OSNIVANJU

(u daljem tekstu: „Odluka“)

Član 1.

Ovom Odlukom menja se član 2. Osnivačkog akta, tako da sada glasi:

„2.1. Jedini član Društva je:

- *Ivana English, JMBG: 2403976715157, pol: ženski*

Član 2.

Ovom Odlukom menja se član 3. tačka 2. Osnivačkog akta, tako da sada glasi:

„3.2. Registrovano sedište Društva je na adresi *Kosovska 51, sprat: 2, stan br.6, 11000 Beograd, Srbija*“

Član 3.

Ovom Odlukom menja se član 5. tačka 1 i 2 Osnivačkog akta, tako da sada glase:

„5.1 Ukupan iznos osnovnog kapitala Društva iznosi *11.000,00 dinara, sve u novcu.*

5.2 Upisani novčani ulog i udeo Osnivača u osnovnom kapitalu Društva su kako sledi:

Ivana English, JMBG: 2403976715157, pol: ženski, sa udelom od 100% kapitala u Društvu.“

Član 4.

DECISION ON AMENDMENTS AND SUPPLEMENTS TO THE DECISION ON INCORPORATION

(hereinafter: „Decision“)

Article 1

With this Decision, Article 2 of the Memorandum of Association is amended to read as follows:

“2.1. The sole Shareholder of the Company is:

- *Ivana English, Personal ID number: 2403976715157, gender: female*”

Article 2

With this Decision, Article 3 Paragraph 2. of the Memorandum of Association is amended to read as follows:

“3.2. The registered seat of the Company is at the address *Kosovska 51, floor:2, apt.no.: 6, 11000 Belgrade, Serbia.*”

Article 3

With this Decision, Article 5, Paragraph 1 and 2 of the Memorandum of Association is amended to read as follows:

“5.1 The total amount of share capital of the Company amounts to *11.000,00* dinars, consisting all of monetary capital.

5.2 Registered monetary capital contribution and share of the Founder in share capital of the Company are as follows:

Ivana English, Personal ID number: 2403976715157, gender: female, with share of 100% in the share capital of the Company.”

Article 4

Ovom Odlukom menja se član 11. tačka 1 Osnivačkog akta, tako da sada glasi:

„11.1 Direktor – Za direktora Društva imenuje se sledeće lice:
• Ivana *English*, JMBG: 2403976715157, *pol: ženski;*“

Član 5.

Sve ostale odredbe Osnivačkog Akta ostaju nepromenjene.

Član 6.

Direktor Društva će na osnovu ove Odluke doneti prečišćen tekst Osnivačkog Akta.

Član 7.

Ova Odluka stupa na snagu danom potpisivanja.

Član 8.

Ova Odluka je sačinjena u 4 (četiri) identična primerka.

Jedini član u funkciji Skupštine:

Ivana English

With this Decision, Article 11, Paragraph 1 of the Memorandum of Association is amended to read as follows:

“11.1 Director – Following individual is appointed for Director:
• Ivana *English*, citizen number: 2403976715157, *gender: female ;*“

Article 5.

All other provisions of the Memorandum Association remain unchanged.

Article 6

The Director of the Company will enact a consolidated text of the Memorandum of Association based on this Decision.

Article 7

This Decision shall enter into full force and effect upon signing.

Article 8

This Decision is made in 4 (four) identical copies.

The sole Shareholder in the capacity of the General Assembly:

Ivana English

U skladu sa članom 12. i članovima 139. – 244. Zakona o privrednim društvima („Službeni glasnik Republike Srbije“, br. 36/2011 i br. 99/2011 – u daljem tekstu: „Zakon“), a u vezi sa Odlukom o osnivanju društva Balkanic Media d.o.o. Beograd-Stari Grad, MB: 21398837, PIB: 110893093, od 26.6.2018. i Odlukom o izmenama i dopunama Odluke o osnivanju od dana _____, **Ivana English**, JMBG: 2403976715157, i (u daljem tekstu: „Član“), u svojstvu Skupštine društva sa ograničenom odgovornošću dana _____ godine donosi sledeću:

Pursuant to Articles 12. and 139 – 244 of the Company Law (“Official gazette of the Republic” no. 36/2011 and no. 99/2011 – hereinafter: “**the Law**”), and in regards to Memorandum on incorporation of the company Balkanic Media d.o.o. Beograd-Stari Grad, Corporate id no: 21398837, TIN: 110893093, dated 26 June 2018 and Consolidated text of the Memorandum on incorporation dated _____, **Ivana English**, Personal ID number: 2403976715157 (hereinafter: “**Shareholder**”), in capacity of the General Assembly of the limited liability company on _____, passes on the following:

PREČIŠĆEN TEKST ODLUKE O OSNIVANJU

CONSOLIDATED TEXT OF THE MEMORANDUM ON INCORPORATION

OSNOVNE ODREDBE

BASIC PROVISIONS

Član 1.

Article 1

1.1. Ovom odlukom osniva se privredno društvo sa ograničenom odgovornošću (u daljem tekstu: „**Društvo**“) i uređuje se:

1.1. This Memorandum on Incorporation incorporate the undertaking as a limited liability company (hereinafter: “**the Company**”), regulates the following:

- Podaci člana Društva;
- Poslovno ime i sedište Društva;
- Pretežna delatnost Društva;
- Ukupan iznos osnovnog kapitala Društva, vreme uplate novčanog uloga, udeo svakog člana Društva izražen u procentima kao i troškovi osnivanja Društva;
- Organi Društva;
- Zastupanje Društva;
- Trajanje i prestanak Društva;
- Ostala pitanja od značaja za poslovanje Društva.

- Information on Company's shareholder;
- Business name of the Company and its seat;
- Company's prevailing business activity;
- Total amount of share capital of the Company, time of payment of the share capital, percentage of each shareholder of the Company as well as incorporation expenses of the Company;
- Company's bodies;
- Representing of the Company;
- Duration and termination of the Company;
- Other issues relevant for business activities of the Company.

ČLANOVI DRUŠTVA

MEMBERS OF THE COMPANY

Član 2.

Article 2

2.1. Jedini član Društva je:

2.1. The sole Member of the Company is:

- **Ivana English**, JMBG: 2403976715157, pol: ženski;

- **Ivana English**, Personal ID number: 2403976715157, gender: female;

POSLOVNO IME I SEDIŠTE DRUŠTVA

BUSINESS NAME AND THE REGISTERED SEAT OF THE COMPANY

Član 3.

- 3.1. Puno poslovno ime Društva glasi:
Balkanica Media d.o.o. Beograd
- 3.2. Registrovano sedište Društva je na adresi
Kosovska 51, sprat: 2, stan br.6, 11000 Beograd, Srbija
- 3.3. Odluka o promeni poslovnog imena i sedišta Društva donosi Skupština Društva.

DELATNOST DRUŠTVA

Član 4.

- 4.1. Pretežna delatnost Društva je:
- 59.11 – Proizvodnja kinematografskih dela, audio-vizuelnih proizvoda i televizijskog programa;**
- 4.2. Pored navedene delatnosti Društva može obavljati sve druge delatnosti propisane zakonom.
- 4.3. Odluka o promeni pretežne delatnosti Društva donosi Skupština Društva, u skladu sa poslovnom politikom Društva.

OSNOVNI KAPITAL DRUŠTVA

Član 5.

- 5.1. Ukupan iznos osnovnog kapitala Društva iznosi **11.000 dinara**, sve u novcu.
- 5.2. Upisani novčani ulog i udeo Osnivača u osnovnom kapitalu Društva su kako sledi:
- **Ivana English**, JMBG: 2403976715157, pol: ženski, sa udelom od 100% kapitala u Društvu;
- 5.3. Osnivač je u obavezi da uplati upisani novčani ulog u osnovni kapital Društva, u roku od 3 meseca od dana registracije Društva u Registru privrednih subjekata.
- 5.4. Osnivači nemaju nenovčane uloge u osnovnom kapitalu Društva.

Article 3

- 3.1. Full business name of the Company is:
Balkanica Media d.o.o. Beograd.
- 3.2. The registered seat of the Company is at the address **Kosovska 51, floor:2, apt.no.: 6, 11000 Belgrade, Serbia.**
- 3.3. The Company's Shareholders' Meeting passes a decision on the change of the Company's business name and its seat.

COMPANY'S BUSINESS ACTIVITY

Article 4

- 4.1. Prevailing business activity of the Company is:
- 59.11 – Production of cinematographic works, audio-products and TV program;**
- 4.2. In addition to the abovementioned activity, the Company may perform all other business activities prescribed by law.
- 4.3. The Shareholders Meeting passes a decision on change of the Company's prevailing business activity in accordance with a Company's business policy.

SHARE CAPITAL OF THE COMPANY

Article 5

- 5.1. The total amount of share capital of the Company amounts to **11.000,00 dinars**, consisting all of monetary capital.
- 5.2. Registered Founder stake in the share capital of the Company are as follows:
- **Ivana English**, Personal ID number: 2403976715157, gender: female, with share of 100% in the share capital of the Company;
- 5.3. Unpaid stake of the Founder in the share capital of the Company will be paid within 3 months from the date of registration of the Company with the Company Registry.
- 5.4. The Founder has no contribution in kind in the share capital of the Company.

**TROŠKOVI OSNOVANJA I POSEBENE
POGODNOSTI**

Član 6.

6.1. Ukupan trošak osnivanja Društva utvrđen je u iznosu od 150,000 dinara.

6.2. Društva će izvršiti povraćaj troškova u vezi sa osnivanjem Društva Osnivaču na njegov zahtev.

**EXPENSES OF THE COMPANY
INCORPORATION AND SPECIAL BENEFITS**

Article 6

6.1. Total amount of Company's incorporation cost is determined in the amount of RSD 150,000.

6.2. The Company will reimburse the incorporation cost to the Founder upon its request.

DODATNE UPLATE

Član 7.

7.1. Osnivač Društva može doneti odluku o plaćanju dodatnih uplata. Dodatne uplate ne povećavaju osnovni kapital Društva.

7.2. Dodatne uplate vrše se isključivo u novcu.

7.3. Odluku o visini iznosa dodatnih uplata donosi osnivač.

7.4. Dodatne uplate mogu biti vraćene na osnovu odluke Osnivača.

ADDITIONAL PAYMENTS

Article 7

7.1. Founder of the Company may pass a decision on additional payments. Additional payments do not increase share capital of the Company.

7.2. Additional payments may be made in money.

7.3. Decision on the amount of additional will be passed on by the Founder.

7.4. Additional payments may be refunded upon a decision of the Founder.

DODATNI ULOZI

Član 8.

8.1. Osnivač Društva može doneti odluku o ulaganju dodatnih uloga, kojim se povećava osnovni kapital Društva.

ADDITIONAL INVESTMENTS

Article 8

8.1 Founder of the Company may pass the decision on additional investments that will increase share capital of the Company.

**UPRAVLJANJE, ORGANI DRUŠTVA I
ZASTUPANJE DRUŠTVA**

Član 9.

9.1. Upravljanje Društvom je jednodomno.

9.2. Organi Društva su Skupština Društva i Direktor, koji se organizuju i posluju u skladu sa ovim osnivačkim aktom i Zakonom.

**UPRAVLJANJE, ORGANI DRUŠTVA I
ZASTUPANJE DRUŠTVA**

Article 9

9.1. Corporate governance of the Company is monistic.

9.2. The corporate bodies of the Company are Shareholders' Meeting and Directors that are organized and shall operate in accordance with the provisions of the Memorandum of Association and the Law.

Član 10.

Article 10

10.1. Skupština – Funkciju skupštine Društva vrši Osnivač Društva. Skupština Društva odlučuju između ostalog o sledećim pitanjima:

- Odlučuje o imenovanju i razrešenju direktora i određivanju njihovih naknada odnosno zarada;
- Odlučuje o davanju i opozivu prokure;
- Odobravanju finansijskih izveštaja Društva i donošenju odluke o raspodeli dobiti Društva i pokriću gubitaka;
- Odlučuje o pokretanju postupka likvidacije Društva, kao i o podnošenju predloga za pokretanje stečajnog postupka od strane Društva;
- Imenovanje likvidacionog upravnika i usvajanju likvidacionih bilansa i izveštaja likvidacionog upravnika;
- Imenuje revizora i određuje naknadu za njegov rad;
- Povećanju i smanjenju osnovnog kapitala Društva, povlačenju i poništenju udela, kao i emisiji hartija od vrednosti i bilo kojim promenama osnovnog kapitala Društva;
- Dodatnim ulozima u Društvo ili dopunskim uplatama;
- Statusnim promenama, promeni pravne forme i prestanak Društva;
- Sticanju, prodaji, davanju u zakup, zalaganju ili drugom raspolaganju imovinom velike vrednosti, u skladu sa Zakonom;
- Osnivanje ogranka;
- Kao i o svim drugim pitanjima u skladu sa Zakonom, i ovim aktom.

10.2. Odluke Skupštine Društva upisuju se bez odlaganja u Knjigu odluka Društva. Odluke Skupštine proizvode pravno dejstvo od dana donošenja.

Član 11.

11.1 Direktor – Za direktora Društva imenuje se sledeće lice:

10.1. Shareholders' Meeting – The Founder of the Company is acting in capacity of the Company's Shareholders' Meeting. Shareholder's meeting, among all others, decides on following matters:

- Appointment and dismissals of the Director and determining their fees or salaries;
- Decided on granting and revocation of procure;
- Approving financial reports, issuing decisions on distribution of the Company's profit and cover of losses;
- Decides on the winding up procedure of the Company as well as proposal to initiate the bankruptcy proceedings by the Company;
- Appointment of the winding up manager and confirmation of the winding up balance sheet as well as confirmation on the winding up manager report;
- Appointment of the auditor and determining their fees;
- Increase and decrease of the Company's share capital, withdrawing and annulling the shares, as well as the emission of the securities or any other change of the share capital of the Company;
- Payment of additional investments and additional payments;
- Changes of the corporate status, legal form and termination of the Company;
- Acquiring, selling, leasing, pledging or otherwise disposing with the assets of significant value, in accordance with the Law;
- Establishing of the branch office;
- As well as any other matter i accordance with the Law and the Memorandum on Incorporation.

10.2. Decision passed by the Shareholders's Meeting will be recorded without delay in the Company's Book of Decisions. Such decisions are legally binding from the moment of their adoption.

Article 11

11.1 Director – Following individual is appointed for Director:

- **Ivana English**, JMBG: 2403976715157, pol: ženski;

11.2. Direktor ima ovlaštenje, da kako u unutrašnjem tako i u spoljnotrgovinskom prometu, bez ograničenja, samostalno zastupa Društvo u pravnim poslovima sa trećim licem.

- **Ivana English**, citizen number: 2403976715157, gender: female;

11.2. Director shall be entitled to represent the Company, both in domestic and foreign transaction operations, individually and with no limitations in legal transactions third parties.

TRAJANJE I PRESTANAK DRUŠTVA

Član 12.

12.1. Društvo je osnovano na neodređeno vreme.

12.2. Društvo može prestati u slučajevima predviđenim Zakonom i kada Osnivač to odluči.

TERM AND DISSOLUTION OF THE COMPANY

Article 12

12.1. The Company is founded for an indefinite period of time.

12.2. The Company may be dissolved in accordance with the Law and based on Founder decision.

EVIDENCIJA ČLANOVA DRUŠTVA I KNJIGA ODLUKA SKUPŠTINE

Član 13.

13.1. Društvo je dužno da vodi evidenciju članova Društva, i knjigu odluka Skupštine. Evidencija članova i knjiga odluka Skupštine sadrže podatke propisane Zakonom

COMPANY'S MEMBERS REGISTER AND BOOK OF DECISION

Article 13

13.1. The Company is obliged to maintain Company's Members Register and the Book of Decision of the Shareholders' Meeting, which shall include all information required by the Law.

RASPODELA DOBITI

Član 14.

14.1. Društvo može, na osnovu odluke Skupštine društva o usvajanju finansijskih izveštaja, da vrši plaćanja Osnivaču po osnovu raspodele dobiti.

14.2. Raspodela dobiti se može vršiti i tokom poslovne godine u skladu da Zakonom predviđenim uslovima.

14.3. Društvo ne može vršiti nikakva plaćanja Osnivaču ukoliko je to u suprotnosti sa odredbama Zakona koje regulišu ograničenja plaćanja po osnovu raspodele dobiti.

DISTRIBUTING THE PROFIT

Article 14

14.1. The Company can, based on the Shareholders' Meeting decision on the adoption of the financial reports, make payments to the Founder on the ground of distribution of the profit.

14.2. The profit distribution may be made during the business year in accordance with the conditions provided by the Law.

14.3. The Company may not perform any payments to the Founder, if that is opposite to the provisions of the Law that regulate the limitations of payments on the payments of distributing the profit.

ZAVRŠNE ODREDBE

Član 15.

CLOSING PROVISIONS

Article 15

15.1. Ova odluka stupa na snagu nakon overe potpisa kod nadležnog organa overe.

15.1. This memorandum comes into force after notarization of the signatures in front of an authorized body.

15.2. Izmene ove odluke vrše se u pisanoj formi od strane članova Društva. Ne postoji potreba overe potpisa na izmenama odluke.

15.2. Amendments to this memorandum shall be made in written by Company's members. No need for notarization of signatures is required in respect with these amendments.

15.3. Na sva pitanja koja nisu regulisana ovom odlukom, primenjuju se odredbe Zakona.

15.3. All issues that are not explicitly regulated by this memorandum shall be governed by the Law.

U Beogradu, dana _____ / In Belgrade, on _____

Jedini član u funkciji Skupštine / The sole Shareholder in the capacity of the General Assembly

Ivana English

<p>U skladu sa članovima 11, 141 i 200 Zakona o privrednim društvima Republike Srbije ("Sl. glasnik RS", br. 36/2011, 99/2011, 83/2014 - dr. zakon, 5/2015, 44/2018, 95/2018 i 91/2019 i 109/21), Ivana English, JMBG: 2403976715157, (u daljem tekstu: „Osnivač“), u funkciji skupštine i jedinog člana privrednog društva KOSTIMOGRFIA doo Beograd (u daljem tekstu: „Društvo“), dana _____ godine, donosi sledeću:</p>	<p>In accordance with the articles 11, 141 and 200 of the Companies Law ("Official Gazette of the RS", no. 36/2011, 99/2011, 83/2014 - other laws, 5/2015, 44/2018, 95/2018 and 91/ 2019 and 109/21), Ivana English, Personal ID number: 2403976715157, (hereinafter: "Founder"), acting in the capacity of the General Assembly and the sole shareholder of KOSTIMOGRFIA doo Beograd (hereinafter: "Company"), on _____, adopts the following:</p>
<p style="text-align: center;">ODLUKU O OSNIVANJU DRUŠTVA SA OGRANIČENOM ODGOVORNOŠĆU</p> <p style="text-align: center;">KOSTIMOGRFIA doo Beograd</p> <p style="text-align: center;">(u daljem tekstu: „Odluka“)</p>	<p style="text-align: center;">DECISION ON INCORPORATION OF LIMITED LIABILITY COMPANY</p> <p style="text-align: center;">KOSTIMOGRFIA doo Beograd</p> <p style="text-align: center;">(hereinafter: „Decision“)</p>
<p style="text-align: center;">Član 1. Predmet</p>	<p style="text-align: center;">Article 1 Subject</p>
<p>1.1 Ovom Odlukom uređuje se:</p> <ul style="list-style-type: none"> • podaci o članovima Društva; • poslovno ime i sedište Društva; • pretežna delatnost Društva; • ukupan iznos osnovnog kapitala Društva • iznos novčanog uloga, odnosno novčana vrednost i opis nenovčanog uloga članova Društva; • vreme uplate novčanog uloga, odnosno unošenje nenovčanog uloga; • udeo svakog člana Društva u ukupnom osnovnom kapitalu izražen u procentima; • vrsta i nadležnosti organa Društva; • zastupanje Društva; • trajanje i prestanak Društva; • ostala pitanja. 	<p>1.1 This Decision governs:</p> <ul style="list-style-type: none"> • data on shareholders of the Company; • business name and seat of the Company; • the prevailing business activity of the Company; • the total amount of the share capital of the Company; • the amount of the monetary contribution, that is, the monetary value and description of the non-monetary contribution of the shareholders of the Company; • the time of payment of the monetary deposit, i.e. entering the non-monetary deposit; • the share of each shareholder of the Company in the total share capital expressed as a percentage; • type and competence of the Company's governing bodies; • representation of the Company; • duration and termination of the Company; • miscellaneous;
<p style="text-align: center;">Član 2. Osnivač Društva</p>	<p style="text-align: center;">Article 2 Founder of the Company</p>

<p>2.1 Osnivač i jedini član Društva je:</p> <p>Ivana English, JMBG: 2403976715157, pol: ženski, sa udelom od 100% kapitala</p>	<p>2.1 Founder and the sole shareholder of the Company is:</p> <p>Ivana English, Personal ID number: 2403976715157, gender: female, with 100% share in capital</p>
<p align="center">Član 3. Poslovno ime i sedište Društva</p>	<p align="center">Article 3 Business name and seat of the Company</p>
<p>3.1 Društvo posluje pod sledećim poslovnim imenom:</p> <p>Puno poslovno ime: KOSTIMOGRAFIA doo Beograd</p> <p>Skraćeno poslovno ime: KOSTIMOGRAFIA doo</p>	<p>3.1 The Company shall conduct its business activities under the following business name:</p> <p>Full business name: KOSTIMOGRAFIA doo Beograd</p> <p>Abbreviated business name: KOSTIMOGRAFIA doo</p>
<p>3.2 Sedište društva se nalazi na adresi:</p> <p>Makedonska 34 Beograd Republika Srbija</p>	<p>3.2 The Company's seat is located on the following address:</p> <p>Makedonska 34 Belgrade Republic of Serbia</p>
<p>3.3 Adresa Društva za prijem elektronske pošte je:</p> <p>kostimografia.studio@gmail.com</p>	<p>3.3 The Company's address for receipt of e-mails is:</p> <p>kostimografia.studio@gmail.com</p>
<p align="center">Član 4. Pretežna delatnost Društva</p>	<p align="center">Article 4 Prevailing business activity of the Company</p>
<p>4.1 Pretežna delatnost Društva je:</p> <p>90.02 – Druge umetničke delatnosti u okviru izvođačke umetnosti.</p>	<p>4.1 Prevailing business activity of the Company is:</p> <p>90.02 - Other artistic activities within performing arts</p>
<p>4.2 Pored navedene pretežne delatnosti, Društvo može obavljati i ostale delatnosti, uključujući spoljnotrgovinski promet, s tim da Društvo mora uvek ispunjavati zakonske uslove za obavljanje tih delatnosti.</p>	<p>4.2 The Company may perform other activities besides the prevailing business activity listed above, including foreign trade, provided that the Company must always meet the legal requirements for performing these activities.</p>
<p align="center">Član 5. Osnovni kapital Društva, ulozi članova i udeo svakog člana</p>	<p align="center">Article 5 Share capital of the Company, Capital Contributions and shares of the shareholders</p>
<p>5.1 Ukupan osnovni kapital Društva iznosi 1.000,00 RSD i sastoji se iz novčanih uloga, koji će biti uplaćeni najkasnije u roku od 5 (pet) godina od dana registracije ove Odluke.</p>	<p>5.1 The total share capital of the Company is 1,000.00 RSD and it consists of cash contributions which will be fully paid-in at latest withing 5 (five) years as of the date of registration of this Decision.</p>

<p>5.2 Osnivač, kao jedini član društva, ima 100% udela u ukupnom kapitalu Društva.</p>	<p>5.2 The Founder, being the sole shareholder of the Company, has 100% share in the total share capital of the Company.</p>
<p style="text-align: center;">Član 6. Organi Društva</p>	<p style="text-align: center;">Article 6 Governing bodies</p>
<p>Upravljanje Društvom je organizovano kao jednodomo, a organi Društva su skupština i jedan direktor.</p>	<p>The management of the Company is unicameral. Company has an General Assembly and one director.</p>
<p>6.1 Skupština</p>	<p>6.1 General Assembly</p>
<p>6.1.1 Skupštinu Društva čine svi članovi Društva.</p> <p>Svaki član Društva ima pravo glasa u skupštini srazmerno učešću njegovog udela u osnovnom kapitalu Društva.</p> <p>Skupština sve odluke donosi jednoglasno, glasovima svih članova Društva.</p>	<p>6.1.1 General Assembly of the Company is formed by all shareholders.</p> <p>Each Member has a voting right in proportion with its share in the Company.</p> <p>The General Assembly decides on all matters unanimously, by votes of all shareholders.</p>
<p>6.1.2 Skupština Društva:</p> <ol style="list-style-type: none"> 1. donosi izmene ove Odluke; 2. usvaja finansijske izveštaje, kao i izveštaje revizora ako su finansijski izveštaji bili predmet revizije; 3. nadzire rad direktora i usvaja izveštaje direktora; 4. odlučuje o povećanju i smanjenju osnovnog kapitala Društva, kao i o svakoj emisiji hartija od vrednosti; 5. odlučuje o raspodeli dobiti i načinu pokrića gubitaka, uključujući i određivanje dana sticanja prava na učešće u dobiti i dana isplate učešća u dobiti članovima Društva; 6. imenuje i razrešava direktore i utvrđuje naknadu za njihov rad odnosno načela za utvrđivanje te naknade; 7. imenuje revizora i utvrđuje naknadu za njegov rad; 8. odlučuje o pokretanju postupka likvidacije, kao i o podnošenju predloga za pokretanje stečajnog postupka od strane Društva; 9. imenuje likvidacionog upravnika i usvaja likvidacione bilanse i izveštaje likvidacionog upravnika; 	<p>6.1.2 General Assembly:</p> <ol style="list-style-type: none"> 1. decides on amendments of this Decision; 2. Approves financial reports and auditors' reports, if the financial reports were audited; 3. Supervises directors and adopts their reports; 4. 4. Decides on increase and decrease of the Company's capital, as well as on any issuance of securities; 5. Decides on the distribution of profits and cover of losses and determines the date on which shareholders are entitled to participate in the Company's profit and date on which shareholders are entitled to receive dividend; 6. Appoints and dismisses directors and de-termines compensation for their work and the principles for determining of such compensation; 7. Appoints the auditor and determines the compensation for his work; 8. Decides on initiation of liquidation proceedings and initiation of the bankruptcy proceedings over the Company; 9. Appoints the liquidation administrator and approves the liquidation balance sheets and

<ol style="list-style-type: none"> 10. odlučuje o sticanju, poništenju i raspodeli sopstvenih udela i sticanju, podeli i poništenju rezervisanih sopstvenih udela; 11. odlučuje o obavezama članova Društva na dodatne uplate i o vraćanju tih uplata; 12. odlučuje o zahtevu za istupanje člana Društva; 13. odlučuje o isključenju člana Društva iz razloga neplaćanja, odnosno neunošenja upisanog uloga; 14. odlučuje o pokretanju spora za isključenje člana Društva; 15. odlučuje o povlačenju i poništenju udela; 16. imenuje i razrešava ostale zastupnike Društva; 17. odlučuje o pokretanju postupka i davanju punomoćja za zastupanje Društva u sporu sa prokuristom, kao i u sporu sa direktorom; 18. odlučuje o pokretanju postupka i davanju punomoćja za zastupanje društva u sporu protiv člana društva; 19. odobrava pristupanje novog člana i daje saglasnost na prenos udela trećem licu u slučajevima propisanim ovom Odlukom; 20. odlučuje o statusnim promenama i promenama pravne forme; 21. daje odobrenje na pravne poslove u kojima postoji lični interes; 22. daje saglasnost na sticanje, prodaju, davanje u zakup, zalaganje ili drugo raspolaganje imovinom velike vrednosti; 23. vrši druge poslove i odlučuje o drugim pitanjima, u skladu sa zakonom i ovom Odlukom. 	<p style="text-align: right;">statements of liquidation administrator;</p> <ol style="list-style-type: none"> 10. Decides on acquisition, cancellation and distribution of treasury stocks, as well as acquisition, division and cancellation of reserved treasury stocks; 11. Decides on the obligations of shareholders to make additional payments and on the return of these payments; 12. Decides on the request for disassociation of a Company shareholder; 13. Decides on exclusion a shareholder of the Company because of non-paying its contribution in the Company; 14. Decides on initiation of a litigation procedure for exclusion of a shareholder of the Company; 15. Decides on withdrawal and cancellation of shares; 16. Appoints and recalls other representatives of the Company; 17. Decides to initiate a litigation procedure and to issue a power of attorney for the litigation procedure against the procurist and director; 18. Decides to initiate a litigation procedure and to issue a power of attorney for the litigation procedure against a shareholder of the Company; 19. Approves access of new shareholders and grants consents for transfer of shares when required by this Decision; 20. Decides on restructuring and changes of Company's legal form; 21. Approves transactions involving conflicts of interest; 22. Gives consent for acquisition, sale, lease, pledge or other disposal of major assets; 23. Decides on other issues in accordance with law and this Decision.
<p>6.2 Direktor</p>	<p>6.2 Director</p>
<p>6.2.1 Direktori su zakonski zastupnici Društva i zastupaju Društvo samostalno i bez ograničenja.</p>	<p>6.2.1 Directors are the legal representatives of the Company and represent the Company independently and without limitations.</p>

6.2.2	Za direktora Društva imenuje se: Ivana English, JMBG: 2403976715157, pol: ženski	6.2.2	The following person is appointed as the director of the Company: Ivana English, Personal ID number: 2403976715157, gender: female
6.2.3	Naknadne promene Direktora ne zahtevaju promenu ove Odluke.	6.2.3	Subsequent changes in the Company's directors do not require changes to this Decision.
6.2.4	Direktora imenuje i razrešava Skupština Društva. Mandat Direktora je neograničen.	6.2.4	Director is appointed and dismissed by the General Assembly of the Company. The director's term of office is unlimited.
6.2.5	Direktor Društva: 1. Vodi poslove Društva u skladu sa ovom Odlukom i odlukama Skupštine; 2. Obavlja sve poslove koji nisu u nadležnosti Skupštine; 3. Odgovara za uredno vođenje poslovnih knjiga Društva; 4. Odgovara za tačnost finansijskih izveštaja Društva; 5. Izveštava Skupštinu u skladu sa zakonom; 6. vodi evidenciju o svim donetim odlukama Skupštine i evidenciju o članovima Društva; 7. Odlučuje o svim aspektima radno-pravnih odnosa u Društvu;	6.2.5	Director of the Company: 1. governs business operations of the Company in accordance with this Decision and General Assembly's decisions; 2. performs all tasks that are not in jurisdiction of the General Assembly; 3. keeps Company's business books; 4. is liable for accuracy of financial reports of the Company; 5. Files the reports to General Assembly according to law; 6. keeps evidence of General Assembly's decisions and shareholders evidence; 7. decides on all aspects of employment issues within the Company;
Član 7. Trajanje Društva		Article 7 Duration of the Company	
7.1	Društvo se osniva na neodređeni vremenski period.	7.1	The Company is incorporated for an indefinite period of time.
7.2	Društvo prestaje odlukom Skupštine ili na drugi način predviđen zakonom.	7.2	The Company is dissolved by a resolution of the General Assembly or as otherwise provided for in the law.
Član 8. Završne odredbe		Article 8 Final provisions	
8.1	Sva pitanja koja nisu obuhvaćena ovom Odlukom biće regulisana u skladu sa odredbama Zakona o privrednim društvima.	8.1	All issues that are not stipulated by this Decision will be regulated in accordance with the provisions of the Company Law.
8.2	Izmene ove Odluke donosi skupština Društva u pisanoj formi. Ne postoji potreba overe potpisa na izmenama ove Odluke.	8.2	Amendments to this Decision are made by the General Assembly in written form. There is no need to certify signatures on amendments to this Decision.

8.3	Ova Odluka stupa na snagu danom potpisivanja i ista je predmet registracije kod Agencije za privredne registre.		This Decision shall become legally binding and effective upon the day of its signing, and shall be registered with the Business Registers Agency.
8.4	Ova Odluka je sastavljena u 4 (četiri) identična primerka, na srpskom i engleskom jeziku, pri čemu je verzija na srpskom jeziku pravno obavezujuća.	8.4	This Decision is made in 4 (four) identical copies in Serbian and English language. The Serbian version of this Decision is the governing version.

Za Osnivača: / For the Founder:

Ivana English

Prilog 3 Deobni bilans prenosioaca sa stanjem na dan 30. jun 2024.

Pozicija	u 000 rsd	
	Balkanica Media doo Beograd 30. jun 2024.	Balkanica Media doo Beograd 30. jun 2024. nakon izdvajanja
UPISANI A NEUPLACENI KAPITAL	12	12
STALNA IMOVINA	152.383	113.181
NEKRETNINE, POSTROJENJA I OPREMA	146.498	107.297
Zemljište i građevinski objekti	136.833	99.121
Postrojenja i oprema	9.666	8.176
DUGOROČNI FINANSIJSKI PLASMANI	5.884	5.884
OBRтна IMOVINA	19.291	19.291
ZALIHE	10	10
POTRAŽIVANJA PO OSNOVU PRODAJE	650	650
OSTALA KRATKOROČNA POTRAŽIVANJA	6.192	6.192
KRATKOROČNI FINANSIJSKI PLASMANI	2.480	2.480
GOTOVINSKI EKIVALENTI I GOTOVINA	9.682	9.682
KRATKOROČNA AKTIVNA VREMENSKA RAZGRANIČENJA	277	277
UKUPNA AKTIVA = POSLOVNA IMOVINA	171.686	132.484
KAPITAL	163.832	124.630
	39.202	39.202

	12	1	11
OSNOVNI KAPITAL			
VII. NERASPOREĐENI DOBITAK	164.479	39.201	125.278
GUBITAK	659	-	659
DUGOROČNA REZERVISANJA I DUGOROČNE OBAVEZE	1.703	-	1.703
DUGOROČNE OBAVEZE	1.703	-	1.703
KRATKOROČNA REZERVISANJA I KRATKOROČNE OBAVEZE	6.151	-	6.151
KRATKOROČNA REZERVISANJA	-	-	-
KRATKOROČNE FINANSIJSKE OBAVEZE	-	-	-
PRIMLJENI AVANSI, DEPOZITI I KAUCIJE	5.500		5.500
OBAVEZE IZ POSLOVANJA	25	-	25
OSTALE KRATKOROČNE OBAVEZE	626	-	626
UKUPNA PASIVA	171.686	39.202	132.484

Prilog 3 / Appendix 3

Deobni bilans Društva prenosioca / Division Balance Sheet of the Transferring Company;

Prilog 4 / Appendix 4

*Spisak članova Društva prenosioca sa navođenjem vrednosti udela koje stižu u Društvu sticaocu /
List of Shareholders of the Transferring Company indicating the value of shares received in the
Recipient Company;*

Jedini član Društva prenosioca, sa 100% udela u osnovnom kapitalu, Ivana English, JMBG: 2403976715157, pol: ženski, postaje jedini član Društva sticaoca. Sa 100% udela u osnovnom kapitalu vrednosti 1.000,00 RSD.	The sole member of the Transferor Company, with 100% share in the share capital, Ivana English, personal no.: 2403976715157, gender: female, becomes the sole member of the Recipient Company. With 100% share in the share capital worth RSD 1,000.00.
---	---

Na osnovu člana 495. Zakona o privrednim društvima ("Sl. glasnik RS", br. 36/2011, 99/2011, 83/2014 - dr. zakon, 5/2015, 44/2018, 95/2018, 91/2019 i 109/2021) za potrebe sprovođenja statusne promene izdvajanje uz osnivanje direktor društva Balkanic Media d.o.o. Beograd-Stari Grad, Kosovska 51, sprat: 2, broj stana: 6, Beograd (Stari grad), MB: 21398837, PIB: 110893093 (u daljem tekstu: „**Društvo prenosilac**“) dana _____ 2024. godine, daje sledeće:

**OBAVEŠTENJE
ČLANOVIMA O SPROVOĐENJU STATUSNE
PROMENE**

Obaveštava se član Društva prenosioca da može izvršiti uvid u sva dokumenta o sprovođenju statusne promene, u prostorijama Društva prenosioca, tokom radnog vremena Društva prenosioca i da iste može fotokopirati u prostorijama i o trošku Društva prenosioca.

Za Društvo prenosioca

Ivana English, direktor

In accordance with the Article 495 of the Company Law („Official Gazette of RS“ No. 36/2011, 99/2011, 83/2014 - another act, 5/2015, 44/2018, 95/2018, 91/2019 and 109/2021) for the purpose of the status change spin-off by incorporation, the director of the company Balkanic Media d.o.o. Beograd-Stari Grad Kosovska 51, floor: 2, flat No: 6, Belgrade (Stari grad), corporate identification number: 21398837, TIN: 110893093 (hereinafter: "**Transferring Company**"), on _____ 2024 provides the following:

**NOTICE TO THE SHAREHOLDERS ON
IMPLEMENTATION OF THE STATUS
CHANGE**

The Transferring Company's shareholder is informed that they may have access to all documents on implementation of the status change, in the Transferring Company's premises, during working hours of the Transferring Company and may photocopy them on the premises at the expense of the Transferring Company.

For the Transferring Company

Ivana English, director

Prilog 5 / Appendix 5

Obaveštenje članovima Društva prenosioca o uvidu u akta i dokumente u vezi sa sprovođenjem statusne promene / Notice to shareholders of the Transferring Company Regarding the Review of Acts and Documents Related to the Status Change;

Prilog 6 / Appendix 6

Opis imovine koja se prenosi / Description of Transferred Assets;

- Dvosoban stan broj 20, uknjižene korisne površine 83 m², koji se nalazi na petom spratu stambeno poslovne zgrade u ulici Bulevar Despota Stefana 10 u Beogradu, evidencijski broj zgrade 21, na katastarskoj parceli 2335 KO Stari Grad, upisan u list nepokretnosti 1406 KO Stari Grad kao poseban deo stambeno poslovne zgrade sa dva ulaza od kojih je jedan na adresi Braće Jugović 21 (što je adresa zgrade registrovana u katastru), a drugi na adresi Bulevar Despota Stefana 10 (što je faktička adresa stana);
- Dvosoban stan broj 3, evidencijski broj 3, površine 64 m², koji se nalazi u prizemlju porodično stambene zgrade broj 1 u Zemunu, u ulici Dr. Petra Markovića broj 6, sagrađeno na katastarskoj parceli broj 1152 KO Zemun, upisano u list nepokretnosti broj 2587 KO Zemun;
- 100% udela u privrednom društvu KOSTUMOGRAPHY DOO BEOGRAD – STARI GRAD, matični broj: 21813940, PIB: 113161373, sa sedištem na adresi Kosovska 51, sprat 2, broj stana 6 u Beogradu;
- Putničko vozilo marke MINI MORIS, tip ONE 5 TUERER, broj šasije WMWXS110402G23638, broj motora B38A12AF036H516, godina proizvodnje 2017, satum prve registracije 29.08.2017. godine, zapremina motora 1198 ccm, snaga 75 kw, boja E siva M.
- A two-bedroom apartment, unit number 20, with a registered useful area of 83 m², located on the fifth floor of a mixed-use building at Bulevar Despota Stefana No. 10 in Belgrade, building registration number 21, on cadastral parcel 2335 KO Stari Grad, registered in the real estate register as part of a mixed-use building with two entrances, one at the address Braće Jugović No. 21 (the registered building address in the cadaster), and the other at the address Bulevar Despota Stefana No. 10 (the actual address of the apartment);
- A two-bedroom apartment, unit number 3, registration number 3, with an area of 64 m², located on the ground floor of residential building number 1 in Zemun, at Dr. Petra Markovića No. 6, built on cadastral parcel number 1152 KO Zemun, registered in the real estate register under number 2587 KO Zemun.
- 100% ownership stake in the business entity KOSTUMOGRAPHY DOO BEOGRAD – STARI GRAD, registration number: 21813940, TIN: 113161373, with headquarters at Kosovska 51, floor: 2, apartment number 6 in Belgrade.
- MINI MORRIS passenger vehicle, type ONE 5 TUERER, chassis number WMWXS110402G23638, engine number B38A12AF036H516, year of manufacture 2017, date of first registration 08/29/2017, engine volume 1198 ccm, power 75 kw, color E gray M.

Na osnovu člana 490. Zakona o privrednim društvima ("Sl. glasnik RS", br. 36/2011, 99/2011, 83/2014 - dr. zakon, 5/2015, 44/2018, 95/2018, 91/2019 i 109/2021) za potrebe sprovođenja statusne promene izdvajanje uz osnivanje društvo Balkanic Media d.o.o. Beograd-Stari Grad, Kosovska 51, sprat: 2, broj stana: 6, Beograd (Stari grad), MB: 21398837, PIB: 110893093 (u daljem tekstu: „**Društvo prenosilac**“) iz koga se izdvaja imovina i osniva društvo KOSTIMOGRAFIA doo Beograd sa sedištem u Makedonska 34, Beograd, direktor Društva prenosioca dana _____ 2024. godine, daje sledeću:

In accordance with the Article 490 of the Company Law („Official Gazette of RS“ No. 36/2011, 99/2011, 83/2014 - another act, 5/2015, 44/2018, 95/2018, 91/2019 and 109/2021) for the purpose of the status change spin-off by incorporation, company Balkanic Media d.o.o. Beograd-Stari Grad Kosovska 51, floor: 2, flat No: 6, Belgrade (Stari grad), corporate identification number: 21398837, TIN: 110893093 (hereinafter: „**Transferring Company**“), from which assets are separated and company KOSTIMOGRAFIA doo Beograd with its registered office in Makedonska 34, Belgrade, is incorporated, Director of the Transferring Company on _____ 2024, adopts the following:

IZJAVU

STATEMENT

Da su svi članovi Društva prenosioca saglasni da se, u skladu sa članom 490. Zakona, za potrebe registracije statusne promene, ne sačinjavaju:

All shareholders of the Transferring Company, in accordance with the Article 490 of the Law for the purpose of the registration of the status change, agree not to prepare:

- 1) Finansijski izveštaji, sa mišljenjem revizora, sa stanjem na dan koji prethodi danu donošenja odluke o statusnoj promeni najviše šest meseci,
- 2) Izveštaj revizora o izvršenoj reviziji statusne promene,
- 3) Izveštaj odbora direktora o statusnoj promeni.

- 1) Financial statements, with the auditor's opinion, with the balance on the day that for no more than six months precedes the day of adoption of the decision on status change;
- 2) Auditor's report on the completed audit of the status change,
- 3) Report on the status change compiled by the board of directors.

Za Društvo prenosioca

For the Transferring Company

Ivana English, direktor

Ivana English, director

Prilog 7 / Appendix 7

Izjava članova Društva prenosioca da su saglasni da se neće pripremati odnosno sačinjavati izveštaji iz člana 490. stava 1, tačke 2., 3., i 4. Zakona / Statement of shareholders of the Transferring Company Agreeing Not to Prepare Reports from Article 490, Paragraph 1, Items 2, 3, and 4 of the Law;

Prilog 8 / Appendix 8

Spisak zaposlenih koji zasnivaju radni odnos u Društvu sticaocu / List of Employees Establishing Employment with the Recipient Companies.

Jedina zaposlena koja zasniva radni odnos u Društvu sticaocu je Ivana English, JMBG: 2403976715157.	The only employee who establishes an employment relationship with the Acquiring Company is Ivana English, JMBG: 2403976715157.
---	--