

LOVČEN BANKA AD

ARHIVA

Broj

v1-3126

Podgorica, 23. 12. 2022. god.

**Obavještenje o sazivanju XXIV (dvadeset četvrte) vanredne
Skupštine akcionara Lovćen banke AD Podgorica**

**Notice on convening of XXIV (the twenty-fourth) extraordinary General Meeting of Shareholders of Lovćen Bank
JSC Podgorica**

U Podgorici, 23. decembra 2022. godine

In Podgorica, 23 December 2022

Na osnovu člana 151 stav 6, a u skladu sa članom 136 a u vezi člana 149 stav 1 tačka 2 Zakona o privrednim društvima ("Službeni list Crne Gore", br. 65/20 od 03.07.2020, 146/21 od 31.12.2021), na osnovu Odluke Nadzornog odbora Banke broj 02-7/1 od 23. decembra 2022. godine, akcionarima Lovćen banke akcionarsko društvo Podgorica dostavlja se

OBAVJEŠTENJE O SAZIVANJU XXIV VANREDNE SKUPŠTINE AKCIONARA LOVČEN BANKE AD PODGORICA

I

XXIV vanredna Skupština akcionara Banke će se održati 27. decembra 2022. godine elektronskim putem - glasanjem putem glasačkih listića.

II

Odlukom Nadzornog odbora br. 02-7/1 od 23. decembra 2022. godine utvrđen je sljedeći

Dnevni red XXIV vanredne Skupštine akcionara Banke

1. Donošenje odluke o povećanju akcionarskog kapitala Lovćen banke AD Podgorica,
2. Donošenje odluke o izmjenama i dopunama člana 22 stav 2 Statuta Lovćen banke akcionarsko društvo Podgorica.

III

Prema Listi vlasnika hartija od vrijednosti od 6. decembra 2022. godine, koju je izdalo Centralno klirinško deponitarno društvo a.d. (CKDD), ukupan broj emitovanih i otplaćenih akcija Banke iznosi 44.387. Sve akcije Lovćen banke AD Podgorica su redovne, obične akcije sa pravom glasa. Jedna obična akcija vrijedi jedan glas.

Kvorum XXIV vanredne Skupštine akcionara Banke čine akcionari sa pravom glasa ili njihovi zastupnici koji posjeduju najmanje dvije trećine akcija Banke. U skladu sa odredbama člana 143 stav 7 Zakona o privrednim društvima, odluke po svim tačkama Dnevnog reda XXIV vanredne Skupštine akcionara donose se većinom glasova.

IV

U skladu sa članom 143 stav 8 i 9 Zakona o privrednim društvima, glasački listić sadrži podatke o nazivu Društva, datumu i mjestu održavanja Skupštine akcionara društva, pitanja o kojima se glasa, ime, odnosno naziv akcionara, broj glasova akcionara, mogućnost glasanja "za" ili "protiv" po svakom pitanju o kome se glasa. Glasački listić sadrži i uputstvo o načinu glasanja i o uslovima za proglašenje glasanja važećim, odnosno nevažećim.

V

Akcionar ima pravo da opunomoći drugo lice da glasa kao njegov punomoćnik na Skupštini akcionara ili da obavlja druge pravne radnje. Punomoćje mora biti ovjereno kod nadležnog organa koji vrši ovjeru potpisa (notar, sud i dr). Punomoćnik je dužan da jedan primjerak punomoćja dostavi Sekretaru Banke neposredno prije održavanja XXIV vanredne Skupštine akcionara, radi evidentiranja punomoćja u listu prisutnih ili zastupanih akcionara na Skupštini.

VI

Akcionari koji su zaključili Sporazum o glasanju, dužni su da postupe u skladu sa odredbama člana 144 stav 6 Zakona o privrednim društvima, odnosno da primjerak Sporazuma dostave Sekretaru Banke neposredno prije održavanja XXIV vanredne Skupštine akcionara, radi upisa u evidenciju Banke.

VII

Obavještenje o sazivanju XXIV vanredne Skupštine akcionara sa predlozima odluka koje treba razmotriti na ovoj Skupštini, formom glasačkog listića i punomoćja, biće objavljeno na internet stranici Lovćen banke AD Podgorica: www.lovcenbanka.me na dan slanja ovog Obavještenja.

U skladu sa članom 136 Zakona o privrednim društvima, Obavještenje iz prethodnog stava uz materijal za XXIV vanrednu Skupštinu akcionara će biti dostavljeno akcionarima putem elektronske i redovne pošte na ranije utvrđene adrese za komunikaciju Banke i njenih akcionara, na dan objavljivanja ovog Obavještenja.

Materijal za XXIV vanrednu Skupštinu akcionara biće dostupan akcionarima i u poslovnim prostorijama Banke, počev od 26.12.2022. godine od 08 do 16 časova.

U Podgorici, dana 23. decembra 2022. godine



U ime Nadzornog direktora Banke

Vanja Golubović-Tatalović
Vanja Golubović-Tatalović,
Sekretar Banke

Pursuant to Article 151 paragraph 6, and in accordance with Article 136 and in connection with Article 149 paragraph 1 item paragraph 2 of the Law on Business Organizations ("Official Gazette of Montenegro" No. 65/20 of 03.07.2020, 146/21 of 31.12.2021), based on the Supervisory Board Decision No. 02-7/1 of 23 December 2022, the shareholders of Lovćen Bank - shareholding company Podgorica, are delivered

NOTICE ON CONVENING OF XXIV (TWENTY-FOURTH) EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF LOVČEN BANK JSC PODGORICA

I

The twenty-fourth (XXIV) extraordinary General Meeting of Shareholders of Lovćen Bank JSC Podgorica will be held on 27 December 2022 electronically - voting by ballots.

II

Pursuant to the Supervisory Board Decision No. 02-7/1 of 23 December 2022 the following **Agenda of XXIV extraordinary General Meeting of Shareholders** was determined:

1. Adoption of the Decision on the share capital increase of Lovćen Bank JSC Podgorica,
2. Adoption of the Decision on the amendments to the Article 22, paragraph 2 of the Articles of Association of Lovćen Bank JSC Podgorica.

III

According to the List of securities' holders issued by Central Clearing and Depository Company JSC (CCDC) on 6 December 2022, the total number of issued and paid shares of the Bank is 44,387. All shares of Lovćen Bank JSC are ordinary, common shares with voting rights. Each ordinary share represents one vote.

The quorum of XXIV General Meeting of Shareholders of the Bank shall consist of the shareholders with voting rights or their representatives possessing at least 2/3 of the shares of the Bank. In accordance with Article 143, paragraph 7 of the Law on Business Organizations, the decisions under all items of the Agenda of XXIV extraordinary General Meeting of Shareholders shall be made by a majority votes.

IV

In accordance with Article 143, paragraphs 8 and 9 of the Law on Business Organizations, a ballot contains information on the name of the Company, date and place of the General Meeting of Shareholders, issues to be voted on, names of the shareholders, number of votes of shareholders, possibility to vote "in favor" or "against" on each issue being voted on. The ballot also contains instructions on the manner of voting and on the conditions for declaring the voting valid or invalid.

V

A shareholder has the right to authorize another person to vote as his/her proxy at the General Meeting of Shareholders or to perform other legal actions. The Power of Attorney must be certified by the competent authority that verifies the signatures (notary, court, etc.). The proxy shall be obliged to submit one copy of the Power of Attorney to the Secretary of the Bank before XXIV extraordinary General Meeting of Shareholders, for the purpose of recording the Power of Attorney in the Attendance List of present or represented shareholders at the General Meeting.

VI

Shareholders who have concluded the Agreement on voting are obliged to act in accordance with the provisions of Article 144 paragraph 6 of the Law on Business Organisations, ie to submit a copy of the Agreement to the Secretary of the Bank before the XXIV Extraordinary General Meeting, for registration in the Bank's records.

VII

The notice on convening of XXIV extraordinary General Meeting of Shareholders with proposal of decisions to be considered on this General Meeting, proxy and ballot forms will be published on the website of Lovćen Bank AD Podgorica: www.lovcenbanka.me on the day of sending of this Notice.

In accordance with Article 136 of the Law on Business Organizations, the Notice referred to in previous paragraph with accompanying material for XXIV General Meeting of Shareholders will be delivered to the shareholders by email and by post to previously specified addresses for communication between the Bank and its shareholders, on the date of publishing of this Notice.

The material for XXIV General Meeting of Shareholders of the Bank will be available to the shareholders in the business premises of Lovćen Banka AD Podgorica, starting of 26.12.2022 from 8 to 16 o'clock.

In Podgorica, on 23 December 2022

On behalf of the Supervisory Board of the Bank

Vanja Golubović-Tatalović
Vanja Golubović-Tatalović,
Secretary of the Bank

**ODLUKE
XXIV (DVADESET ČETVRTA) VANREDNA SKUPŠTINA AKCIONARA LOVČEN BANKE AD PODGORICA**

**DECISIONS
OF THE XXIV (THE TWENTY-FOURTH) EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF LOVČEN BANK JSC PODGORICA**

27. decembar 2022. / 27 December 2022

Na osnovu člana 133 stav 1 tačka 10 Zakona o privrednim društvima ("Službeni list Crne Gore", br. 065/20 od 03.07.2020, 146/21 od 31.12.2021), a u vezi Rješenja Komisije za tržište kapitala broj 02/2e-14/7-22 od 05.12.2022. godine, i skladu sa članom 41 stav 1 tačka 8 Zakona o kreditnim institucijama ("Službeni list Crne Gore", br. 072/19 od 26.12.2019, 082/20 od 06.08.2020, 008/21 od 26.01.2021) i članom 39 stav 1 tačka 11, a u vezi člana 32 Statuta Lovćen banke AD Podgorica, na XXIV (slovima: dvadeset četvrtoj) vanrednoj sjednici, održanoj dana 27. decembra 2022. godine, Skupština akcionara Lovćen banke AD Podgorica donijela je:

ODLUKU O POVEĆANJU AKCIONARSKOG KAPITALA LOVČEN BANKE AD PODGORICA

Član 1

Akcionarski kapital Banke na dan usvajanja ove odluke iznosi 21.018.000,00 i podijeljen je na 42.036 običnih, redovnih akcija koje glase na ime.

Član 2

Povećava se akcionarski kapital Lovćen banke AD Podgorica u iznosu 1.175.500,00 eura (slovima: milion sto sedamdeset pet hiljada pet stotina eura), u obimu uspješnosti utvrđenim Rješenjem Komisije za tržište kapitala br. 02/2e-14/7-22 od 05.12.2022. godine.

Akcionarski kapital Banke na dan usvajanja ove odluke iznosi 22.193.500,00 eura (slovima: dvadeset dva miliona sto devedeset tri hiljade pet stotina eura) i podijeljen je na 44.387 (slovima: četrdeset četiri hiljade trista osamdeset sedam) redovnih, običnih akcija koje glase na ime, pojedinačne nominalne vrijednosti 500,00 eura.

Član 3

Ova Odluka stupa na snagu danom donošenja, a primjenjivaće se danom registracije izmjena Statuta u Centralnom registru privrednih subjekata.

U Podgorici, 27. decembra 2022. godine
Odluka broj: 01-XXIV-v/1

PREDSJEDAVAJUĆI SKUPŠTINE

Pursuant to Article 133 paragraph 1 item 10 of the Law on Business Organizations ("Official Gazette of Montenegro", No. 065/20 of 03.07.2020, 146/21 of 31.12.2021), and in connection with the Decision of Capital Market Authority No. 02/2e-14/7-22 of 05.12.2022, based on the Article 41 paragraph 1 item 8 of the Law on Credit Institutions ("Official Gazette of Montenegro", No. 072/19 of 26.12.2019, 082/20 of 06.08.2020, 008/21 of 26.01.2021) and Article 39 paragraph 1 item 11, and in connection with Article 32 of the Articles of Association of Lovćen Bank JSC Podgorica, the General Meeting of Shareholders of the Lovćen Banka JSC, at its XXIV (in letters: twenty-fourth) extraordinary Meeting, held on 27 December 2022, has adopted the following:

DECISION ON LOVČEN BANKA JSC PODGORICA SHARE CAPITAL INCREASE

Article 1

Share capital of the Bank, on the date of adoption of this Decision, amounts to EUR 21,018,000.00 and is divided into 42,036 ordinary, registered shares.

Article 2

Share capital of Lovćen Bank JSC Podgorica is increased in the amount of EUR 1,175,500.00 (in letters: one million one hundred seventy-five thousand and five hundred euros), determined in the scope of successfulness determined by the Decision of the Capital Market Authority No. 02/2e-14/7-22 of 05.12.2022.

Share capital of the Bank, on the date of adoption of this Decision, EUR 22,193,500.00 (in letters: twenty-two million one hundred ninety-three thousand and five hundred euros) and is divided into 44,387 (in letters: forty-four thousand three hundred eighty-seven) ordinary, registered shares, each with a nominal value of EUR 500.00.

Article 3

This Decision shall enter into force on the date of its adoption, and shall be applied from the day of registration of amendments to the Articles of Association in the Central Registry of Commercial Entities..

In Podgorica, 27 December 2022
Decision No: 01-XXIV-v/1

CHAIRPERSON OF THE GENERAL MEETING OF SHAREHOLDERS

Na osnovu člana 133 stav 1 tačka 1 Zakona o privrednim društvima ("Službeni list Crne Gore", br. 065/20 od 03.07.2020, 146/21 od 31.12.2021), člana 41 stav 1 tačka 1 Zakona o kreditnim institucijama ("Službeni list CrneGore", br. 072/19 od 26.12.2019, 082/20 od 06.08.2020, 008/21 od 26.01.2021) i člana 39 stav 1 tačka 2 Statuta Lovćen banke AD Podgorica, na XXIV (slovima: dvadeset četvrtoj) vanrednoj sjednici, održanoj dana 27. decembra 2022. godine, Skupština akcionara Lovćen banke AD Podgorica donijela je:

ODLUKU

O USVAJANJU IZMJENA I DOPUNA ČLANA 22 STAV 2 STATUTA LOVCEN BANKE AD PODGORICA

Član 1

Na osnovu Rješenja Komisije za tržište kapitala broj 02/2e-14/7-22 od 05.12.2022. godine, ovom Odlukom vrši se izmjena člana 22 stav 2 Statuta Banke od 26. septembra 2022. godine.

Član 2

Ovom odlukom, Član 22 stav 2 Statuta Lovćen banke AD Podgorica br. 01-XXIII-v/2-1 od 26. septembra 2022. godine mijenja se i sada glasi:

"Na dan registrovanja ovog Statuta u CRPS, akcionarski kapital Banke iznosi 22.193.500,00 eura (slovima: dvadeset dva miliona sto devedeset tri hiljade pet stotina eura) i podijeljen je na 44.387 akcija (slovima: četrdeset četiri hiljade trista osamdeset sedam), običnih, redovnih akcija koje glase na ime".

Član 3

Sastavni dio ove odluke čini prečišćen tekst Statuta Lovćen banke AD Podgorica.

Član 4

Ova Odluka stupa na snagu danom donošenja.

U Podgorici, 27. decembra 2022. godine
Odluka broj: 01-XXIV-v/2

PREDSJEDAVALAČI SKUPŠTINE



Pursuant to Article 133 paragraph 1 item 1 of the Law on Business Organizations ("Official Gazette of Montenegro", Nos. 065/20 of 03.07.2020, 146/21 of 31.12.2021), Article 41 paragraph 1 item 1 of the Law on Credit Institutions ("Official Gazette of Montenegro", Nos. 072/19 of 26.12.2019, 082/20 of 06.08.2020, 008/21 of 26.01.2021) and Article 39 paragraph 1 item 2 of the Articles of Association of Lovćen banka AD Podgorica, the General Meeting of Shareholders of the Lovćen Bank JSC, at its XXIV (in letters: twenty-fourth) extraordinary meeting, held on 27 December 2022, has adopted the following:

**DECISION
ON ADOPTION OF THE AMENDMENTS TO THE ARTICLE 22, PARAGRAPH 2 OF THE
ARTICLES OF ASSOCIATION OF LOVČEN BANK JSC PODGORICA**

Article 1

Pursuant to the Decision of Capital Market Authority No. 02/2e-14/7-22 of 05.12.2022, with this Decision the Article 22 paragraph 2 of the Bank's Articles of Association of 26 September 2022 is hereby amended.

Article 2

By this Decision, Article 22 paragraph 2 of the Articles of Association of Lovćen Bank JSC Podgorica No. 01-XXIII-v/2-1 of 26 September 2022 shall be changed to read as follows:

„On the day of registration of this Articles of Association in CRPS, share capital of the Bank amounts to EUR 22,193,500.00 (in letters: twenty-two million one hundred ninety-three thousand and five hundred euros) and is divided into 44,387 (in letters: forty-four thousand three hundred eighty-seven) ordinary, registered shares”.

Article 3

The consolidated text of the Articles of Association of Lovćen Bank JSC Podgorica shall make an integral part of this Decision.

Article 4

This Decision shall enter into force on the date of its adoption.

In Podgorica, 26 September 2022
Decision No: 01-XXIV-v/2

CHAIRPERSON OF THE GENERAL MEETING OF SHAREHOLDERS



GLASAČKI LISTIĆ Br. / Ballot No.

(Aktionar/Shareholder)

Broj akcija / Number of shares: _____

Broj glasova / Number of votes: _____

**XXIV (DVADESET ČETVRTA) VANREDNA SKUPŠTINA AKCIONARA
LOVČEN BANKE AD PODGORICA**

**XXIV (TWENTY-FOURTH) EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
LOVČEN BANK JSC PODGORICA**

**Datum, mjesto i vrijeme: 27. decembar 2022. godine, elektronskim putem – glasanje putem
glasačkih listića, od 8 do 16 časova**

Date, Place and Time: 27 December 2022, electronically – voting by ballots, from 8 to 16 o'clock

Napomena/Note:

Aktionar ima pravo da opunomoći drugo lice da glasa kao njegov punomoćnik na Skupštini akcionara ili da obavlja druge pravne radnje. Punomoćje mora biti ovjereno kod nadležnog organa koji vrši ovjeru potpisa (notar, sud i dr).

A shareholder has the right to authorize another person to vote as his proxy at the General Meeting of Shareholders or to perform other legal actions. Power of Attorney must be certified by a competent authority that verifies the signatures (notary, court, etc.).

Akcionar / Shareholder: _____
Broj akcija / Number of shares: _____
Broj glasova / Number of votes: _____

Dnevni red XXIV vanredne Skupštine akcionara Banke:

Agenda of XXIV extraordinary General Meeting of Shareholders of the Bank:

1. Donošenje odluke o povećanju akcionarskog kapitala Lovćen banke AD Podgorica,
 2. Donošenje odluke o izmjenama i dopunama člana 22 stav 2 Statuta Lovćen banke akcionarsko društvo Podgorica.
1. Adoption of the Decision on the share capital increase of Lovćen Bank JSC Podgorica,
 2. Adoption of the Decision on the amendments to the Article 22, paragraph 2 of the Articles of Association of Lovćen Bank JSC Podgorica.

TAČKA 1 DNEVNOG REDA / ITEM 1 OF THE AGENDA

Akcionar / Shareholder	„Za“ / "In favor"	„Protiv“ / „Against“	Broj glasova / Number of votes	Svojeručni potpis / Signature

TAČKA 2 DNEVNOG REDA / ITEM 2 OF THE AGENDA

Akcionar / Shareholder	„Za“ / "In favor"	„Protiv“ / „Against“	Broj glasova / Number of votes	Svojeručni potpis / Signature

Glasanje se vrši upisivanjem znaka X u polje za koje se glasač/akcionar izjašnjava. Drugačije popunjen listić će se smatrati nevažećim.

Voting is done by putting an X in the box that a voter / shareholder chooses. A ballot filled in differently shall be considered invalid.

Glasački listić broj ___/Ballot No. ___

Akcionar / Shareholder _____

XXIV vanredna Skupština akcionara / extraordinary GSM
27. decembar 2022. godine / 27 December 2022

V. 2022

PUNOMOĆJE

za glasanje na XXIV vanrednoj Skupštini akcionara Lovćen banke AD Podgorica

(Naziv/ime akcionara)

(sjedište/adresa)

(matični broj/JMBG/broj pasoša ili drugi identifikacioni broj)

OVIM PUNOMOĆJEM OVLAŠĆUJEM PUNOMOĆNIKA

(Ime i prezime)

(adresa, prebivalište)

(matični broj/broj pasoša ili drugi identifikacioni broj)

da u moje/naše ime, na XXIV vanrednoj Skupštini akcionara Lovćen banke AD Podgorica, koja će se održati dana 27. decembra 2022. godine, vrši pravo glasa sadržano u _____ (**unijeti broj akcija koje akcionar posjeduje**) Lovćen Banke AD Podgorica, čiji sam / smo pravni i stvarni vlasnik, po svim tačkama Dnevnog reda XXIV vanredne Skupštine akcionara Banke.

Datum i mjesto izdavanja punomoćja

Potpis lica koje daje punomoćje

Napomene:

- Punomoćje za glasanje koje izdaje fizičko lice mora biti ovjereno u skladu sa zakonom kojim se uređuje ovjera potpisa. Sastavni dio punomoćja koje izdaje fizičko lice čine ovjerene kopije ličnih dokumenata izdavaoca punomoćja i njegovog punomoćnika.
- Punomoćje za glasanje koje izdaje pravno lice mora biti ovjereno pečatom pravnog lica i potpisom ovlašćenog lica u pravnom licu. Sastavni dio ovog punomoćja čini ovjerena kopija ličnog dokumenta punomoćnika pravnog lica.
- Ukoliko punomoćje ne sadrži uputstvo ili nalog za ostvarivanje prava glasa, punomoćnik ostvaruje pravo glasa savjesno i u najboljem interesu akcionara.
- Punomoćje za glasanje se mora predati Sekretaru Banke prije, odnosno najkasnije na dan održavanja Skupštine.
- Akcionar može u svako vrijeme opozvati ovo punomoćje.

Dnevni red XXIV vanredne Skupštine akcionara Banke

1. Donošenje odluke o povećanju akcionarskog kapitala Lovćen banke AD Podgorica,
2. Donošenje odluke o izmjenama i dopunama člana 22 stav 2 Statuta Lovćen banke akcionarsko društvo Podgorica.

POWER OF ATTORNEY

for voting at XXIV extraordinary General Meeting of Shareholders of Lovćen Bank JSC Podgorica

(Shareholder's name)

(Seat / address)

(Registration number/UCIN/passport or other identification number)

BY THIS PoA I / WE HEREBY AUTHORIZE

(Name and surname)

(Address, residence)

(Unique citizen's identification number/passport number or other identification number)

to exercise on mine/our behalf at the XXIV extraordinary General Meeting of Shareholders of Lovćen Bank JSC Podgorica that will be held on 27 December 2022, at the voting rights attached to _____ shares (**insert the number of shares that shareholder possess**) of Lovćen Bank JSC Podgorica, that I / we possess as a legal and beneficial owner, on all items of the Agenda of the XXIV extraordinary General Meeting of Shareholders of the Bank.

Date and place of the PoA

Signature of the person granting the PoA

Note:

- Power of Attorney for voting granted by a private individual must be certified in accordance with the Law regulating certification of signatures.
The integral part of the PoA shall be the certified identification documents of the issuer of the PoA and the proxy.
- Power of Attorney for voting granted by a legal entity shall be issued on the company's memorandum and verified by the stamp and the signature of the authorized person of the company.
- If the Power of Attorney contains no instruction or order for the exercising of voting rights, the proxy shall vote conscientiously and in the best interests of shareholder.
- Power of Attorney must be submitted to the Secretary of the Bank prior i.e. on the date of the General Meeting at latest.
- At any time, shareholder may revoke this Power of Attorney.

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Agenda of XXIV extraordinary General Meeting of Shareholders

1. Adoption of the Decision on the share capital increase of Lovćen Bank JSC Podgorica,
2. Adoption of the Decision on the amendments to the Article 22, paragraph 2 of the Articles of Association of Lovćen Bank JSC Podgorica.

H. Hoff