

**ODLUKE
XXIII (DVADESET TREĆA) VANREDNA SKUPŠTINA AKCIONARA LOVĆEN BANKE AD PODGORICA**

**DECISIONS
OF THE XXIII (THE TWENTY-THIRD) EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF LOVĆEN BANK JSC PODGORICA**

26. septembar 2022. / 26 September 2022

Na osnovu člana 140 stav 3 Zakona o privrednim društvima ("Službeni list Crne Gore", br. 65/20 od 03.07.2020, 146/21 od 31.12.2021), a u skladu sa članom 41 stav 1 tačka 10 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 člana 47 stav 1 Statuta Lovćen banke AD Podgorica, na XXIII (slovima: dvadeset trećoj) vanrednoj sjednici, održanoj dana 26. septembra 2022. godine, Skupština akcionara Lovćen banke AD Podgorica donijela je:

**ODLUKU
O IZBORU PREDSEDAVAJUĆEG XXIII VANREDNOM SKUPŠTINOM AKCIONARA
LOVČEN BANKE AD PODGORICA**

Član 1

Za predsjedavajućeg XXIII vanrednom Skupštinom akcionara Banke bira se Vinko Nikić, predsjednik Upravnog odbora Banke.

Član 2

Ova Odluka stupa na snagu danom donošenja.

U Podgorici, 26. septembra 2022. godine
Odluka broj: 01-XXIII-v/1



PREDSEDAVAJUĆI SKUPŠTINE

LOVČEN BANKA

Pursuant to Article 140, paragraph 3 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 accordance with Article 41, paragraph 1, item 10 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 47, paragraph 1 of the Articles of Association of Lovćen Bank AD Podgorica, the General Meeting of Shareholders of Lovćen Bank JSC Podgorica, at its XXIII (in letters: the twenty-third) extraordinary meeting held on 26 September 2022, has adopted the following:

**DECISION
ON ELECTION OF THE CHAIRPERSON OF THE XXIII EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS OF LOVČEN BANK JSC PODGORICA**

Article 1

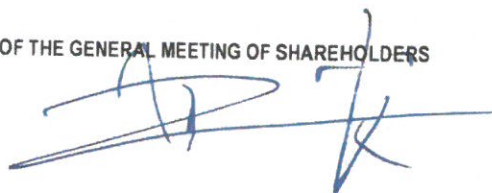
Vinko Nikić, President of the Management Board of the Bank, is hereby elected as the Chairperson of the XXIII extraordinary General Meeting of Shareholders of Lovćen Bank JSC Podgorica.

Article 2

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

In Podgorica, 26 September 2022
Decision No. 01-XXIII-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 Crne Gore", 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 XXIII (slovima: dvadeset trećoj) vanrednoj sjednici, održanoj dana 26. septembra 2022. godine, Skupština akcionara Lovćen banke AD Podgorica donijela je:

ODLUKU O USVAJANJU IZMJENA I DOPUNA STATUTA LOVČEN BANKE AD PODGORICA

Član 1

Usvajaju se izmjene i dopune Statuta Lovćen banke AD Podgorica, kao u predloženom tekstu.

Član 2

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

Član 3

Danom registracije Statuta iz člana 2 ove Odluke, prestaje da se primjenjuje Statut Banke br. 01-XXII-v/2-1 od 23.12.2021. godine.

Član 4

Ova Odluka stupa na snagu danom donošenja.

U Podgorici, 26. septembar 2022. godine
Odluka broj: 01-XXIII-v/2

PREDSJEDAJUĆI SKUPŠTINE



LOVČEN BANKA

Pursuant to Article 133, paragraph 1, item 1 of the Law on Business Organizations ("Official Gazette of Montenegro", No. 65/20 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", 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 2 of the Articles of Association of Lovćen Bank JSC Podgorica, at XXIII (in letters: the twenty-third) extraordinary meeting held on 26 September 2022, the General Meeting of Shareholders of Lovćen Bank JSC Podgorica, has adopted the following:

DECISION

ON ADOPTION OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF LOVČEN BANK JSC PODGORICA

Article 1

The amendments to the Articles of Association of Lovćen Bank JSC Podgorica are hereby adopted as in the proposed text.

Article 2

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

Article 3

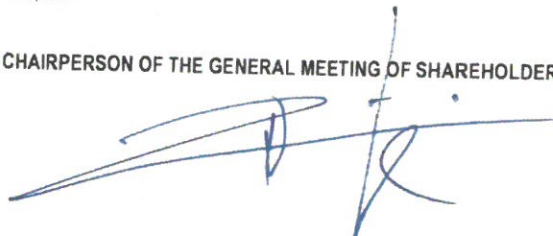
On the day of registration of the Articles of Association referred to in Article 2 of this Decision, the Articles of Association of the Bank no. 01-XXII-v / 2-1 of 23.12.2021 shall cease to apply.

Article 4

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

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

CHAIRPERSON OF THE GENERAL MEETING OF SHAREHOLDERS



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), člana 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 člana 39 stav 1 tačka 11, a u vezi člana 32 Statuta Lovćen banke AD Podgorica, na XXIII (slovima: dvadeset trecoj) vanrednoj sjednici, održanoj dana 26. septembra 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.

Povećava se akcionarski kapital Lovćen banke AD Podgorica u iznosu od 3.000.000,00 eura emitovanjem 6.000 akcija pojedinačne nominalne vrijednosti 500,00 eura.

Akcionarski kapital Banke na dan usvajanja ove odluke iznosi 24.018.000,00 eura i podijeljen je na 48.036 običnih, redovnih akcija koje glase na ime.

Član 2

Povećanje kapitala iz člana 1 stav 2 ove Odluke sprovede se u skladu sa članom 211 Zakona o privrednim društvima dodatnim novčanim ulozima postojećih akcionara Banke.

Iznos povećanja kapitala iz člana 1 stav 2 i 3 ove odluke predstavlja iznos povećanja kapitala ukoliko je emisija akcija emitovanih Odlukom o zatvorenoj ponudi emisije akcija postojećim akcionarima po osnovu prava preče kupovine kada emitent izdaje samo obične akcije, broj 01-XXIII-v/4 od 26. septembra 2022. godine (u daljem tekstu: Odluka o emisiji) uspješna u cjelini (100%).

Član 3

U slučaju da se ne ispunio uslov iz člana 2 stav 2 ove Odluke, tj. da emisija akcija ne bude uspješna u obimu od 100% emitovanih akcija, povećanje kapitala izvršiće se u iznosu upisanih i uplaćenih akcija od strane postojećih akcionara, emitovanih Odlukom o emisiji.

U slučaju iz stava 1 ovog člana, Nadzorni odbor Banke je ovlašten da svojom odlukom utvrdi iznos povećanja kapitala koji odgovara proizvodu nominalne vrijednosti akcija i ukupnog broja uplaćenih i upisanih akcija, emitovanih u skladu sa Odlukom o emisiji.

Iznos povećanja kapitala u skladu sa stavom 2 ovog člana izvršiće se u obimu uspješnosti emisije akcija utvrđenim Rješenjem Komisije za tržište kapitala o utvrđivanju uspješnosti emisije akcija.

Član 4

U skladu sa ovom Odlukom izvršiće se odgovarajuće izmjene Statuta Banke, koje će se registrovati kod Centralnog registra privrednih subjekata.

Društvo će u skladu sa ovom Odlukom sprovedi postupak povećanja kapitala kod Komisije za tržište kapitala, Centralnog kliriško-depozitarnog društva AD Podgorica i Centralnom registru privrednih subjekata.

Član 5

Ova Odluka stupa na snagu danom donošenja.

U Podgorici, 26. septembar 2022. godine
Odluka broj: 01-XXIII-v/3



PREDSJEDAVAJUĆI SKUPŠTINE

LOVČEN BANKA

Pursuant to Article 133 paragraph 1 item 10 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 8 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 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 XXIII (in letters: twenty-third) extraordinary Meeting, held on 26 September 2022, has adopted the following:

DECISION ON LOVČEN BANKA AD 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.

Share capital of Lovćen Bank JSC Podgorica is increased in the amount of EUR 3,000,000.00 by issuing 6,000 shares with an individual nominal value of EUR 500.00.

Share capital of the Bank, on the date of adoption of this Decision, amounts to EUR 24,018,000.00 and is divided into 48,036 ordinary, registered shares.

Article 2

The capital increase referred to in Article 1 paragraph 2 of this Decision shall be carried out in accordance with Article 211 of the Law on Business Organizations with additional cash contributions paid by the Bank's existing shareholders.

The amount of capital increase referred to in Article 1 paragraph 2 and 3 of this Decision represents the amount of capital increase if the issue of shares, issued by the Decision on private placement of shares to existing shareholders on the pre-emption right basis when the issuer issues only ordinary shares, number 01-XXIII-v/4 of 26 September 2022 (hereinafter referred to as: Decision on issue of shares) is successful as a whole (100%).

Article 3

In the event that the condition referred to in Article 2 paragraph 2 of this Decision is not met, i.e., if the issue of shares is not successful in the volume of 100% of the issued shares, the capital increase shall be carried out in the amount of the subscribed and paid shares by the existing shareholders, issued by the Decision on issue of shares.

In the case referred to in paragraph 1 of this Article, the Supervisory Board of the Bank is authorized to determine, by its decision, the amount of the capital increase that corresponds to the product of the nominal value of the shares and the total number of paid and subscribed shares, issued in accordance with the Decision on issue of shares.

The amount of the capital increase in accordance with paragraph 2 of this Article shall be carried out within the scope of the success of the share issue determined by the Decision of the Capital Market Authority on determining the success of the share issue.

Article 4

In accordance with this Decision, the appropriate amendments to the Bank's Articles of Association shall be made, and registered with the Central Registry of Commercial Entities.

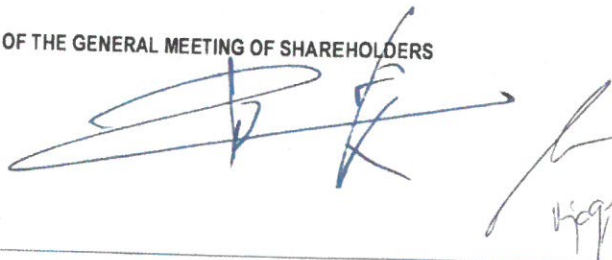
In accordance with this Decision, the Company shall carry out the capital increase procedure with the Capital Market Authority, the Central Clearing and Depository Agency JSC Podgorica and the Central Registry of Commercial Entities.

Article 5

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

In Podgorica, 26 September 2022
Decision No: 01-XXIII-v/3

CHAIRPERSON OF THE GENERAL MEETING OF SHAREHOLDERS



Na osnovu člana 204 stav 5 Zakona o privrednim društvima ("Službeni list CG", br. 65/20), člana 50 stav 6 Zakona o tržištu kapitala ("Službeni list CG", br. 01/18), člana 4 Pravila o načinu evidentiranja zatvorenih ponuda hartija od vrijednosti u slučajevima kada se ne emituju putem javne ponude i/ili se ne uključuju u trgovanje ("Službeni list Crne Gore", br. 70/18, 23/19, 09/21) i člana 32 Statuta Lovćen banke AD Podgorica, sa sjedištem u Podgorici, Bul. Džordža Vašingtona broj 56/I (u daljem tekstu: Banka), Skupština Banke, na XXIII (slovima: dvadeset trećoj) vanrednoj sjednici, održanoj dana 26. septembra 2022. godine, donijela je

O D L U K U O ZATVORENOJ PONUDI EMISIJE AKCIJA POSTOJEĆIM AKCIONARIMA PO OSNOVU PRAVA PREČE KUPOVINE

Član 1

Lovćen banke AD Podgorica, sa sjedištem u Podgorici, Bulebar Džordža Vašingtona broj 56/I (u daljem tekstu: Banka), upisana u Registar emitenata kod Komisije za tržište kapitala pod rednim brojem 516, ovom odlukom emituje akcije zatvorenom ponudom postojećim akcionarima po osnovu prava preče kupovine.

Član 2

Ukupan akcijski kapital Banke na dan donošenja ove odluke iznosi 21.018.000 eura i podijeljen je na 42.036 akcija, pojedinačne nominalne vrijednosti 500,00 eura.

Član 3

Obim emisije koja se emituje ovom odlukom iznosi 3.000.000,00 eura i podijeljen je na 6.000 akcija serije A, pojedinačne nominalne vrijednosti 500,00 eura.

Emisiona vrijednost (cijena) akcije iznosi 550,00 eura po akciji.

Član 4

Pravo kupovine akcija ove emisije imaju lica koja su akcionari na dan donošenja ove odluke.

Član 5

Postojeći akcionari mogu kupovinu akcija izvršiti samo srazmjerno svom učešću u kapitalu Banke u roku od 30 dana od dana objavljivanja uslova ponude akcija na osnovu prava preče kupovine u "Službenom listu Crne Gore" i najmanje dva puta u jednom dnevnom štampanom mediju u Crnoj Gori u vremenskom razmaku od najmanje pet, a najviše deset dana između objavljivanja, ili od dana dostavljanja obavještenja u zavisnosti koji od ta dva dana je kasniji u vremenu.

Član 6

Javno obavještenje postojećim akcionarima o uslovima ponude o tome da mogu iskoristiti pravo preče kupovine akcija u roku iz člana 5, emitent će objaviti u Službenom listu Crne Gore i najmanje dva puta u jednom dnevnom štampanom mediju u Crnoj Gori u vremenskom razmaku od najmanje pet, a najviše deset dana od dana između objavljivanja, u roku od 3 dana od dana prijema rješenja Komisije za tržište kapitala o evidentiranju emisije akcija po osnovu prava preče kupovine.

Banka zadržava pravo na prekid roka iz člana 5 prije njegovog isteka ukoliko proda sve ponudene akcije.

Lica iz stava 1 ovog člana imaju pravo uvida u zatvoreni prospekt u prostorijama sjedišta Banke u Podgorici.

Član 7

Izvod iz registra Centralnog klirinškog depozitarnog društva a.d. Podgorica o vlasnicima akcija na dan donošenja ove odluke i spisak akcionara sa naznakom broja akcija na čiju uplatu imaju pravo akcionari srazmjerno svom učešću u kapitalu emitenta je sastavni dio odluke o emisiji.

Član 8

Emitent će podnijeti zahtjev za evidentiranje zatvorenog prospekta za zatvorenu ponudu akcija ove emisije u roku od 8 (slovima: osam) dana od dana donošenja ove odluke.

Član 9

Emisija akcija smatra se uspješnom ako je u roku za upis i uplatu uplaćeno najmanje 30,00% ukupnog broja ponuđenih akcija ili 1.800 akcija ove emisije.

LOVČEN BANKA

U slučaju da emisija akcija ne uspije, Banka će izvršiti povraćaj uplaćenih sredstava najkasnije u roku od 8 (slovima: osam) dana od dana prijema rješenja o utvrđivanju uspješnosti emisije akcija.

Član 10

Prodaja akcija ove emisije putem zatvorene ponude vršice se vanberzanski, a sredstva za kupovinu akcija emitovanih zatvorenim ponudom kupci uplaćuju na poseban bankarski račun koji će se otvoriti za ovu namjenu.

Član 11

Akcije izdate ovom emisijom su obične akcije sa pravom glasa.

Akcije izdate ovom emisijom daju prava propisana zakonom i statutom Banke i to uključujući, ali se ne ograničavajući, na slijedeća prava:

- 1) da učestvuje u raspodjeli dobiti Banke u obliku dividende, kada je donijeta odluka o podjeli dobiti akcionarima;
- 2) da dobije dio preostale imovine Banke nakon sprovedenog postupka likvidacije;
- 3) da dobije besplatno akcije za slučaj povećanja osnovnog kapitala iz sredstava Banke, uz ograničenja utvrđena ovim zakonom;
- 4) preče kupovine u postupku nove emisije akcija i zamjenjivih obveznica, uz ograničenja utvrđena ovim zakonom;
- 5) da raspolaže svojim akcijama u skladu sa zakonom.

Akcionar Banke iz stava 1 ovog člana ostvaruje i druga imovinska prava u skladu sa zakonom i Statutom Banke.

Član 12

Banka će, u skladu sa propisima i odredbama ove odluke, izvršiti potrebne promjene Statuta i druge promjene u Centralnom registru Centralnog klirinškog depozitarnog društva a.d. Podgorica i Centralnom registru privrednih subjekata.

Ovlašćuje se Nadzorni odbor da za slučaj potrebe u postupku evidentiranja emisije kod Komisije za tržište kapitala može izvršiti dopunu ili korekciju ove odluke.

Član 13

Lice ovlašćeno za sprovođenje aktivnosti u vezi sa emisijom akcija iz ove odluke je Vanja Golubović-Tatalović, sekretar Banke.

Član 14

Ova odluka stupa na snagu danom danom donošenja, a primjenjivaće se danom prijema rješenja Komisije za tržište kapitala.

U Podgorici, 26. septembar 2022. godine
Odluka broj: 01-XXIII-v/4



PREDSJEDAVAJUĆI SKUPŠTINE

LOVČEN BANKA

Pursuant to Article 204 paragraph 5 of the Law on Business Organizations ("Official Gazette of Montenegro", No. 65/20), Article 50 paragraph 6 of the Law on Capital Market ("Official Gazette of Montenegro", No. 01/18), Article 4 of the Rules on the manner of registration of private placement of securities in cases when securities are not issued through an initial public offering and/or are not admitted to trading ("Official Gazette of Montenegro", Nos. 70 /18, 23/19, 09/21) and Article 32 of the Articles of Association of Lovćen Bank JSC Podgorica, with a registered office in Podgorica, at the address Bulevar Džordža Vašingtona 56/1 (hereinafter referred to as: the Bank), the General Meeting of Shareholders of the Bank, at its XXIII (in letters: twenty-third) extraordinary session, held on September 26, 2022, has adopted the following:

DECISION ON THE ISSUE OF PRIVATE PLACEMENT OF SHARES TO EXISTING SHAREHOLDERS ON THE PRE-EMPTION RIGHT BASIS

Article 1

With this Decision, Lovćen Bank JSC Podgorica, with a registered office in Podgorica, at the address Bulevar Džordža Vašingtona 56/1 (hereinafter referred to as: the Bank), entered in the Registry of Issuers with the Capital Market Authority under ordinal number 516, issues private placement of shares to existing shareholders on the pre-emption right basis.

Article 2

The total share capital of the Bank on the date of this Decision amounts to EUR 21,018.000 and is divided into 42,036 shares, each with a nominal value of EUR 500,00.

Article 3

The volume of the issue issued by this Decision is EUR 3,000,000.00 and is divided into 6,000 shares of series A, of individual nominal value of EUR 500.00.

The issue price of the share is EUR 550.00 per share.

Article 4

Persons who are shareholders on the day of this Decision have the right to purchase shares of this issue.

Article 5

Existing shareholders can purchase shares only in proportion to their participation in the Bank's capital within the period of 30 days following the date of publication of the terms of the offer of shares on the pre-emption right basis in the Official Gazette of Montenegro, and at least twice in one daily printed media in Montenegro in a time interval of at least five and at most ten days between publication, or following the date of delivery of the notice, whichever (of these two days) is the latter.

Article 6

The issuer shall publish a public notice to the existing shareholders about the conditions of the offer, i.e., that they can use the pre-emption right within the period referred to in Article 5 in the "Official Gazette of Montenegro" and at least twice in one daily printed media in Montenegro in a time interval of at least five and at most ten days between publication, within the period of three days following the date of receipt of the decision of the Capital Market Authority on recording the issue of shares on the pre-emption right basis.

The Bank shall reserve the right to terminate the deadline referred to in Article 5 before its expiration if it sells all the offered shares.

The persons referred to in paragraph 1 of this Article have the right to inspect the private placement memorandum in the premises of the Bank's registered office in Podgorica.

Article 7

An integral part of the decision on the issue shall be an extract from the Registry of the Central Clearing and Depository Agency JSC Podgorica about the owners of shares on the date of this Decision and the List of shareholders with an indication of the number of shares to which shareholders are entitled to payment, in proportion to their participation in the issuer's capital.

Article 8

The issuer shall submit a request for registration of the private placement memorandum for the private placement of shares within the period of 8 (in letters: eight) days following the date of this Decision.

Odluke
Decisions

XXIII vanredna Skupština akcionara
XXIII extraordinary GSM

LOVČEN BANKA

Article 9

The issue of shares shall be considered successful if at least 30.00 % of the total number of shares offered or 1,800 shares of this issue have been paid within the deadline for registration and payment.

In the event that the issue of shares is unsuccessful, the Bank shall refund the paid funds no later than within the period of eight days following the date of receipt of the decision on the determination of the success of the issue of shares.

Article 10

The sale of shares of this issue through a private placement shall be over-the-counter, and the funds for the purchase of shares issued through a private placement shall be paid by the buyers to a special bank account that shall be opened for this purpose.

Article 11

The shares issued in this issue are ordinary shares.

The shares issued by this issue grant the rights prescribed by the law and the the Articles of Association of the Bank, including, but not limited to, the following rights:

- 1) to participate in the distribution of the Bank's profits in the form of dividends, when a decision has been made to distribute profits to shareholders;
- 2) to receive part of the Bank's remaining assets after the liquidation procedure is carried out;
- 3) to receive shares for free in the case of an increase in the equity out of the Bank's funds, with the limitations established by this Law;
- 4) pre-emption in the procedure of a new issue of shares and convertible bonds, with the limitations established by this Law;
- 5) to dispose of his shares in accordance with the law.

The shareholder of the Bank referred to in paragraph 1 of this Article shall exercise other property rights in accordance with the law and the Articles of Association of the Bank.

Article 12

The Bank shall, in accordance with the regulations and provisions of this Decision, make the required amendments to the Articles of Association, as well as other changes in the Central Registry of the Central Clearing and Depository Agency JSC Podgorica and the Central Registry of Commercial Entities.

The Supervisory Board is authorized to supplement or correct this Decision if required in the process of recording the issue with the Capital Market Authority.

Article 13

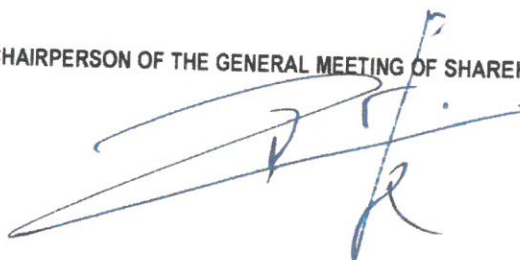
The person authorized to carry out activities related to the issue of shares referred to in this Decision shall be Vanja Golubović-Tatalović, Secretary of the Bank.

Article 14

This Decision shall enter into force on the day of its adoption, and shall apply as of the day of receipt of the Capital Market Authority's decision.

In Podgorica, 26 September 2022
Decision No: 01-XXIII-v/4

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 Crne Gore", 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 XXIII (slovima: dvadeset trećoj) vanrednoj sjednici, održanoj dana 26. septembra 2022. godine, Skupština akcionara Lovćen banke AD Podgorica donijela je:

ODLUKU

O USVAJANJU IZMJENA I DOPUNA STATUTA LOVCEN BANKE AD PODGORICA

Član 1

Lovćen banka AD Podgorica, sa sjedištem u Podgorici, Bul. Džordža Vašingtona broj 56/l (u daljem tekstu: Banka), upisana u registar emitenata kod Komisije za tržište kapitala pod registarskim brojem 516, ovom Odlukom mijenja Statut Banke od 26. septembra 2022. godine u dijelu koji se odnosi na kapital Društva u skladu sa:

- čl. 12 Odluke o zatvorenoj ponudi emisije akcija postojećim akcionarima Banke po osnovu prava preče kupovine kada emitent izdaje samo obične akcije br.01-XXIII-v/4 od 26. septembra 2022. godine i
- čl. 2 i 4 Odluke o povećanju kapitala Banke br.01-XXIII-v/3 od 26. septembra 2022. godine

i po tom osnovu vrši se izmjena člana 22 stav 2 Statuta Banke od 26. septembra 2022. godine.

Član 22 stav 2 Statuta postojeći mijenja se, nakon realizacije emisije akcija postojećim akcionarima po osnovu prava preče kupovine tako da član 22 stav 2 Statuta glasi:

*Akcionarski kapital Banke iznosi 24.018.000,00 eura i podijeljen je na 48.036 običnih, redovnih akcija koje glase na ime.

Član 2

Iznos povećanja kapitala iz člana 1 stav 2 ove odluke predstavlja najveći iznos povećanja kapitala ukoliko je emisija akcija emitovanih Odlukom o zatvorenoj ponudi emisije akcija postojećim akcionarima po osnovu prava preče kupovine kada emitent izdaje samo obične akcije, broj 01-XXIII-v/4 od 26. septembra 2022. godine (u daljem tekstu: Odluka o emisiji) uspješna u cjelini (100%).

U slučaju da se ne ispuni uslov iz stava 1 ove odluke, tj. da emisija akcija ne bude uspješna u obimu od 100% emitovanih akcija, povećanje kapitala i shodno tome izmjena člana 22 stav 2 Statuta Banke izvršiće se u iznosu upisanih i uplaćenih akcija od strane postojećih akcionara, emitovanih Odlukom o emisiji.

U slučaju iz stava 2 ovog člana, Nadzorni odbor Banke je ovlašten da svojom odlukom utvrdi iznos povećanja kapitala koji odgovara proizvodu nominalne vrijednosti akcija i ukupnog broja uplaćenih i upisanih akcija, emitovanih u skladu sa Odlukom o emisiji i da shodno tome donese Odluku o izmjeni člana 22 stav 2 Statuta Banke u skladu sa Rješenjem Komisije za tržište kapitala o utvrđivanju uspješnosti emisije akcija emitovanih Odlukom o emisiji.

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, 26. septembar 2022. godine
Odluka broj: 01-XXIII-v/5



PREDSJEDAVAJUĆI SKUPŠTINE

LOVČEN BANKA

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 XXIII (in letters: twenty-third) extraordinary meeting, held on 26 September 2022, has adopted the following:

DECISION ON ADOPTION OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF LOVČEN BANK JSC PODGORICA

Article 1

With this Decision, Lovćen Bank JSC Podgorica, with a registered office in Podgorica, at the address Bulevar Džordža Vašingtona 56/I (hereinafter referred to as: the Bank), entered in the Registry of Issuers with the Capital Market Authority under ordinal number 516, amends the Articles of Association of the Bank of 26 September 2022 in the part that refers to the capital of the Company in accordance with:

- Article 12 of the Decision on private placement of shares to existing shareholders on the pre-emption right basis when the issuer issues only ordinary shares No. 01-XXIII-v/4 of 26 September 2022 and
- Articles 2 and 4 of the Decision on the increase of capital of the Bank No. 01-XXIII-v/3 of 26 September 2022

and on that basis, Article 22 paragraph 2 of the Bank's Articles of Association of 26 September 2022 is amended.

Article 22 paragraph 2 of the existing Articles of Association shall be changed, after completion of the issue of shares to existing shareholders on the pre-emption right basis, and therefore the Article 22 paragraph 2 of the Articles of Association shall read:

*Share capital of the Bank amounts to EUR 24,018,000.00 and is divided into 48,036 ordinary, registered shares.

Article 2

The amount of capital increase referred to in Article 1 paragraph 2 of this Decision represents the largest amount of capital increase if the issue of shares, issued by the Decision on private placement of shares to existing shareholders on the pre-emption right basis when the issuer issues only ordinary shares, number 01-XXIII-v/4 of 26 September 2022 (hereinafter referred to as: Decision on issue of shares) is successful as a whole (100%).

In the event that the condition referred to in Article 1 of this Decision is not met, i.e., if the issue of shares is not successful in the volume of 100% of the issued shares, the capital increase and, accordingly, the amendment of Article 22 paragraph 2 of the Articles of Association of the Bank shall be carried out in the amount of subscribed and paid shares by the existing shareholders, issued by the Decision on issue of shares.

In the case referred to in paragraph 2 of this Article, the Supervisory Board of the Bank is authorized to determine, by its decision, the amount of the capital increase that corresponds to the product of the nominal value of the shares and the total number of paid and subscribed shares, issued in accordance with the Decision on issue of shares and accordingly to adopt the Decision on amending the Article 22 paragraph 2 of the Articles of Association of the Bank in accordance with the Decision of the Capital Market Authority on determining the success of the issue of shares issued by the Decision on the issue of shares.

Article 3

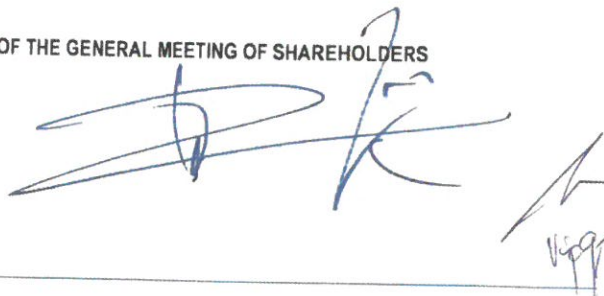
The revised text of the Articles of Association of Lovćen Bank JSC Podgorica shall make an integral part of this Decision.

Article 4

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

In Podgorica, 26 September 2022
Decision No: 01-XXIII-v/5

CHAIRPERSON OF THE GENERAL MEETING OF SHAREHOLDERS



Na osnovu člana 223 stav 1 a u vezi člana 46 stav 1 tačka 3 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 člana 39 stav 1 tačka 7 a u vezi člana 81 stav 1 tačka 3 Statuta Lovćen banke AD Podgorica, na XXIII (slovima: dvadeset trećoj) vanrednoj sjednici, održanoj dana 26. septembra 2022. godine, Skupština akcionara Lovćen banke AD Podgorica donijela je:

ODLUKU

O IZBORU SPOLJNOG REVIZORA ZA REVIZIJU FINANSIJSKIH ISKAZA BANKE ZA 2022. GODINU

Član 1

Za reviziju finansijskih iskaza Banke za 2022. godinu bira se Društvo za reviziju CROWE MNE d.o.o.

Član 2

Sastavni dio ove odluke čini Ponuda Društva za reviziju CROWE MNE d.o.o. za pružanje usluga revizije finansijskih iskaza Banke za 2022. godinu sa predlogom Nadzornog odbora za njegov izbor.

Član 3

Ova Odluka stupa na snagu danom donošenja.

U Podgorici, 26. septembar 2022. godine
Odluka broj: 01-XXIII-v/6

PREDSJEDAVAJUĆI SKUPŠTINE .



LOVČEN BANKA

Pursuant to Article 223, paragraph 1 and in connection with Article 46, paragraph 1, item 3 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 7, and in connection with Article 81 paragraph 1, item 3 of the Articles of Association of Lovćen Bank JSC Podgorica, at XXIII (in letters: the twenty-third) extraordinary meeting held on 26 September 2022, the General Meeting of Shareholders of Lovćen Bank JSC Podgorica brought the following:

DECISION ON SELECTION OF THE EXTERNAL AUDITOR FOR THE AUDIT OF THE FINANCIAL STATEMENTS OF THE BANK FOR THE YEAR 2022

Article 1

The Audit Firm CROWE MNE Ltd. is hereby selected to audit the financial statements of the Bank for the year 2022.

Article 2

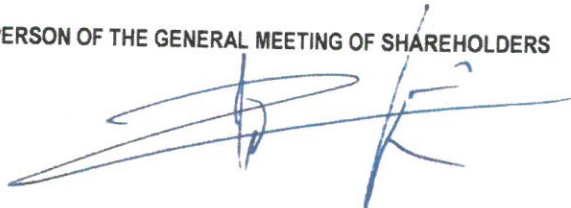
The Offer of the Audit Firm CROWE MNE Ltd. to conduct the audit of the Bank's financial statements for the year 2022 with the Supervisory Board's proposal for its selection make an integral part of this Decision.

Article 3

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

In Podgorica, 26 September 2022
Decision No: 01-XXIII-v/6

CHAIRPERSON OF THE GENERAL MEETING OF SHAREHOLDERS



Na osnovu člana 133 stav 1 tačka 19 a u skladu sa članom 141 stav 1 Zakona o privrednim društvima ("Službeni list Crne Gore", br. 65/20 od 03.07.2020, 146/21 od 31.12.2021), na XXIII (slovima: dvadeset trećoj) vanrednoj sjednici, održanoj dana 26. septembra 2022. godine, Skupština akcionara Lovćen banke AD Podgorica donijela je:

ODLUKU

O DAVANJU OVLAŠĆENJA AKCIONARU BANKE DA U IME AKCIONARA OVJERI ZAPISNIK SA XXIII (DVADESET TREĆE) VANREDNE SKUPŠTINE AKCIONARA BANKE

Član 1

Ovom Odlukom, daje se ovlaštenje punomoćnika akcionara Banke, Zetogradnje doo, da ovjeri zapisnik sa XXIII (dvadeset treće) vanredne Skupštine akcionara Banke.

Član 2

Ova Odluka stupa na snagu danom donošenja.

U Podgorici, 26. septembar 2022. godine
Odluka broj: 01-XXIII-v/7



PREDSJEDAVAJUĆI SKUPŠTINE

LOVČEN BANKA

Pursuant to Article 133, paragraph 1, item 19 and in accordance with Article 141, paragraph 1 of the Law on Business Organizations ("Official Gazette of Montenegro", No. 65/20 of 03.07.2020, 146/21 of 31.12.2021), at XXIII (in letters: the twenty-third) extraordinary meeting held on 26 September 2022, the General Meeting of Shareholders of Lovćen Bank JSC Podgorica brought the following

DECISION

ON AUTHORIZING THE BANK'S SHAREHOLDER TO CERTIFY THE MINUTES OF XXIII (THE TWENTY-THIRD) EXTRAORDINARY GENERAL MEETING OF THE BANK'S SHAREHOLDERS ON BEHALF OF THE SHAREHOLDERS

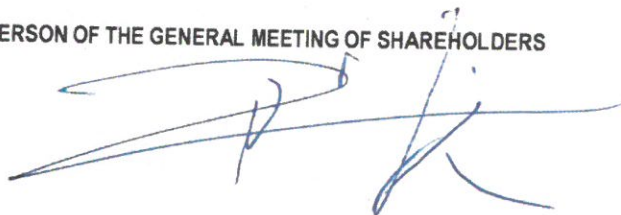
Article 1

By this Decision, the proxy of the shareholder of the Bank Zetogradnja Ltd is authorized to certify the Minutes of XXIII (the twenty-third) extraordinary General Meeting of Shareholders of the Bank.

Article 2

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

In Podgorica, 26 September 2022 **CHAIRPERSON OF THE GENERAL MEETING OF SHAREHOLDERS**
Decision No: 01-XXIII-v/7



TACKE DNEVNOG REDA AGENDA ITEMS	AKCIONARI SA PRAVOM GLASA / SHAREHOLDERS WITH VOTING RIGHTS												UKUPNO / TOTAL	% GLASOVA / % OF VOTES
	DEG	INCOFIN	ZETAGRADNJA	NEBOŠA ĐUROVIĆ	MIRJANA PERENDIJA	ALEKSANDRA POPOVIĆ	RADOVAN VUČINIĆ	BOŽIDAR VOŠUHOVIĆ	UKUPNO / TOTAL					
	akcije / shares 7407	akcije / shares 3636	akcije / shares 12608	akcije / shares 3	akcije / shares 48	akcije / shares 10736	akcije / shares 16	akcije / shares 4749	akcije / shares 39203	akcije / shares 39203				
1	7407	3636	12608	3	48	10736	16	4749	39203	39203	100.00%			
2	7407	3636	12608	3	48	0	16	4749	28467	72.61%				
3	7407	3636	12608	3	48	10736	16	4749	39203	100.00%				
4	7407	3636	12608	3	48	10736	16	4749	39203	100.00%				
5	7407	3636	12608	3	48	10736	16	4749	39203	100.00%				
6	7407	3636	12608	3	48	10736	16	4749	39203	100.00%				
7	7407	3636	12608	3	48	10736	16	4749	39203	100.00%				

* U skladu sa članom 143 stav 7 Zakona o privrednim društvima, odluke po svim tačkama Dnevnog reda XXIII vanredne Skupštine akcionara donose se većinom glasova prisutnih ili zastupanih akcionara ili putem glasaskih listića.
 In accordance with Article 143, paragraph 7 of the Law on Business Organizations, decisions on all items of the Agenda of XXIII extraordinary General Meeting of Shareholders shall be made by a majority of votes of present or represented shareholders or by ballots.



XXIII VANREDNA SKUPŠTINA AKCIONARA BANKE
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE BANK

XXIII

LOVČEN BANKA AD
SKUPŠTINA AKCIONARA
Broj: 01-XXIII-V-1
Podgorica, 26.09.2022 god.

UTVRĐIVANJE KVORUMA / DETERMINING OF THE QUORUM*

Aktionari Banke sa pravom glasa / Shareholders with voting rights		Broj akcija / Number of shares	42036 %
1	DEG	7407	17.62061090%
2	Incofin CVSO	3636	8.64972880%
3	ZETAGRADNJA	12608	29.99333904%
4	Djurovic Nebojsa	3	0.00713674%
5	Nikevic Luka		0.00000000%
6	Perendija Mirjana	48	0.11418784%
7	Perovic Andrej		0.00000000%
8	Perovic Katarina		0.00000000%
9	Popovic Aleksandra	10736	25.54001332%
10	Tatar Radulovic Ivana		0.00000000%
11	Vucinic Radovan	16	0.03806261%
12	Bozidar Vusurovic	4749	11.29745932%
TOTAL		39203	93.26%

Lista vlasnika HOV
22.09.2022..pdf

* U skladu sa članom 215 stav 1 i članom 204 stav 5 Zakona o privrednim društvima, kvorum XXIII vanredne Skupštine akcionara Banke po tačkama 3 i 4 Dnevnog reda čine akcionari sa pravom glasa ili njihovi zastupnici koji posjeduju najmanje **dvije trećine** akcija Banke, odnosno **28024** akcija.
Pursuant to the Article 215, paragraph 1 and Article 204, paragraph 5 of the Law on Business Organizations, quorum for the Items 3 and 4 of the Agenda of XXIII extraordinary General Meeting of the Bank shall consist of the shareholders possessing at least **2/3** of the shares of the Bank or their representatives i.e. **28024** shares.

