

Shodno članu 146 i 200 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) (u daljem tekstu: **Zakon o privrednim društvima**) i Osnivačkom aktu od dana 31.03.2020. godine (u daljem tekstu: **Osnivački akt**), članovi društva u funkciji Skupštine privrednog društva **SERBIA ZIJIN COPPER DOO BOR**, sa registrovanim sedištem na adresi Đorđa Vajferta 29, Bor, Republika Srbija, matični broj: 07130562, PIB: 100570195 (u daljem tekstu: **Društvo**), na vanrednoj sednici održanoj dana 24. Novembra 2023. godine, donose sledeću:

**ODLUKU O
POVEĆANJU OSNOVNOG KAPITALA**
(u daljem tekstu: **Odluka**)

Član 1

- 1.1. Povećava se osnovni kapital privrednog Društva **SERBIA ZIJIN COPPER DOO BOR**, sa registrovanim sedištem na adresi Đorđa Vajferta 29, Bor, Republika Srbija, matični broj: 07130562, PIB: 100570195, upisom i uplatom novčanog uloga u ukupnom iznosu od 3.000.000.000,00 (tri milijarde) dinara.

Član 2

- 2.1. Povećanje osnovnog kapitala definisanog u članu 1.1. ove Odluke vrši se novim novčanim ulogom postojećeg člana Društva Republika Srbija - Vlada, Nemanjina 11, Beograd (Savski venac), matični broj: 07020171 (u daljem tekstu: **Republika Srbija - Vlada**), u ukupnom iznosu od 3.000.000.000,00 (tri milijarde) dinara.

Pursuant to Articles 146 and 200 of the Companies Law (*Off. Gazette of the RoS no. 36/2011, 99/2011, 83/2014 - other law, 5/2015, 44/2018, 95/2018, 91/2019 and 109/2021*) (hereinafter: **the Company Law**) and Articles of Association from 31 March 2020 (hereinafter: **Articles of Association**), shareholders in the function of Shareholders Meeting of the company **SERBIA ZIJIN COPPER DOO BOR**, with its registered seat address at Đorđa Vajferta 29, Bor, the Republic of Serbia, registration number: 07130562, TIN: 100570195 (hereinafter: **the Company**), at the extraordinary session held on 24 November 2023, adopts the following:

**DECISION ON THE
SHARE CAPITAL INCREASE**
(hereinafter: **Decision**)

Article 1

- 1.1. The share capital of the Company **SERBIA ZIJIN COPPER DOO BOR**, with its registered seat address at Đorđa Vajferta 29, Bor, the Republic of Serbia, registration number: 07130562, TIN: 100570195, is increased by inscription and payment of a monetary contribution in the total amount of RSD 3,000,000,000.00 (three billion).

Article 2

- 2.1. The increase of the share capital, as defined in Article 1.1 of this Decision, is carried out through a new monetary contribution from an existing shareholder of the Company - the Republic of Serbia - Government, Nemanjina 11, Belgrade (Savski venac), registration number: 07020171 (hereinafter: **the Republic of Serbia - Government**), in the total amount of RSD 3,000,000,000.00 (three billion).



Član 3

3.1. Obavezu uplate upisanog novčanog uloga iz prethodnog člana Odluke, član Društva Republika Srbija - Vlada će ispuniti na sledeći način, i to:

- iznos od 560.000.000,00 (pet stotina i šezdeset miliona) dinara Republika Srbija - Vlada će uplatiti najkasnije do dana 31.12.2023. godine;
- iznos od 2.440.000.000,00 (dve milijarde i četiri stotine i četrdeset miliona) dinara, koji predstavlja preostali iznos do ukupnog iznosa novog novčanog uloga člana upisan u skladu sa članom 1 i članom 2 ove Odluke, Republika Srbija - Vlada će uplatiti najkasnije u roku od 5 (pet) godina od dana registracije ove Odluke kod Agenciji za privredne registre Republike Srbije.

Član 4

4.1. Pre povećanja osnovnog kapitala Društva, ukupan registrovani osnovni kapital Društva iznosi 38.870.888.383,32 dinara, a koji se sastoji od:

- upisanog novčanog kapitala u iznosu od 100,00 dinara, uplaćenog dana 31.12.1997. godine;
- upisanog novčanog kapitala u iznosu od 2.333.863.136,32 dinara, uplaćenog dana 25.10.2017. godine;
- Upisanog novčanog kapitala u iznosu od 147,00 dinara, uplaćenog dana 27.06.2018. godine;

Article 3

3.1. The shareholder of the Company - the Republic of Serbia - Government shall fulfil the obligation to pay-in the monetary contribution referred to in the previous Article, as follows:

- the amount of RSD 560,000,000.00 (five hundred and sixty million) shall be paid-in by the Republic of Serbia-Government no later than 31 December 2023;
- the amount of RSD 2,440,000,000.00 (two billion four hundred and forty million), which represent the remaining amount up to the total amount of the new monetary contribution, inscribed in accordance with the Article 1 and Article 2 of the Decision, shall be paid-in by the Republic of Serbia - Government no later than 5 (five) years from the date of registration of this Decision before the Serbian Business Registers Agency.

Article 4

4.1. Prior to the share capital increase, the total registered share capital of the Company amounts to RSD 38,870,888,383.32, consisting of:

- inscribed monetary share capital in the amount of RSD 100.00, paid-in on 31 December 1997;
- inscribed monetary share capital in the amount of RSD 2,333,863,136.32, paid-in on 25 October 2017;
- inscribed monetary share capital in the amount of RSD 147.00, paid-in on 27 June 2018;

- Upisanog novčanog kapitala u iznosu od 36.537.025.000,00 dinara, uplaćenog dana 18.12.2018. godine;

Član 5

5.1. Nakon upisa novog novčanog uloga člana Republike Srbije-Vlade i registracije povećanja osnovnog kapitala Društva po osnovu ove Odluke, ukupan upisani osnovni kapital Društva iznosiće 41.870.888.383,32 dinara, dok će ukupan uplaćeni osnovni kapital Društva iznositi 38.870.888.383,32 dinara, koji osnovni kapital Društva će biti sačinjen od novčanih uloga članova, kako dalje sledi:

- **Republika Srbija - Vlada**, Nemanjina 11, Beograd (Savski venac), Republika Srbija, matični broj: 07020171, sa 36,999996090000% udela u osnovnom kapitalu Društva, na osnovu:

- upisanog novčanog uloga u iznosu od 2.333.863.136,32 dinara, uplaćenog dana 25.10.2017. godine;
- upisanog novčanog uloga u iznosu od 3.000.000.000,00 dinara;

- **Zijin (Europe) International Mining Company Limited**, Austin Road West 1, Kowloon, Hong Kong, Narodna Republika Kina, matični broj: 1588287, sa 63,000002610000% udela u osnovnom kapitalu Društva, na osnovu:

- upisanog novčanog uloga u iznosu od 18,09 dinara, uplaćenog dana 31.12.1997. godine;

- inscribed monetary share capital in the amount of RSD 36,537,025,000.00, paid-in on 18 December 2018;

Article 5

5.1. After the inscription of a new monetary contribution of the shareholder - the Republic of Serbia-Government and the registration of the Company's share capital increase based on this Decision, the total inscribed share capital of the Company shall amount to RSD 41,870,888,383.32, while the total paid-in share capital of the Company shall amount to RSD 38,870,888,383.32, consisting of monetary contributions of shareholders, as follows:

- **the Republic of Serbia - Government**, Nemanjina 11, Belgrade (Savski venac), the Republic of Serbia, registration number: 07020171, with 36,999996090000% of shares in the share capital of the Company, based on:

- inscribed monetary contribution in the amount of RSD 2,333,863,136.32, paid-in on 25 October 2017;
- inscribed monetary contribution in the amount of RSD 3,000,000,000.00;

- **Zijin (Europe) International Mining Company Limited**, Austin Road West 1, Kowloon, Hong Kong, Peoples Republic of China, registration number: 1588287, with 63,000002610000% of shares in the share capital of the Company, based on:

- inscribed monetary contribution in the amount of RSD 18.09, paid-in on 31 December 1997;

- upisanog novčanog uloga u iznosu od 147,00 dinara, uplaćenog dana 27.06.2018. godine;
 - upisanog novčanog uloga u iznosu od 36.537.025.000,00 dinara, uplaćenog dana 18.12.2018. godine;
- inscribed monetary contribution in the amount of RSD 147.00, paid-in on 27 June 2018;
 - inscribed monetary contribution in the amount of RSD 36,537,025,000.00, paid-in on 18 December 2018;
- **INSTITUT ZA RUDARSTVO I METALURGIJU BOR**, Zeleni Bulevar 35, Bor, Republika Srbija, matični broj: 07130279, sa 0,000000030000% udela u osnovnom kapitalu Društva, na osnovu:
 - upisanog novčanog uloga u iznosu od 1,58 dinara, uplaćenog dana 31.12.1997. godine;
 - **INSTITUT ZA RUDARSTVO I METALURGIJU BOR**, Zeleni Bulevar 35, Bor, the Republic of Serbia, registration number: 07130279, with 0,000000030000% of shares in the share capital of the Company, based on:
 - inscribed monetary contribution in the amount of RSD 1.58, paid-in on 31 December 1997;
 - **RUDARSKO TOPIONIČARSKI BASEN BOR GRUPA FABRIKA OPREME I DELOVA DOO BOR - U STEČAJU**, Đorđa Vajferta 16, Bor, Republika Srbija, matični broj: 07147279, sa 0,000000030000% udela u osnovnom kapitalu Društva, na osnovu:
 - upisanog novčanog uloga u iznosu od 2,00 dinara, uplaćenog dana 31.12.1997. godine;
 - **RUDARSKO TOPIONIČARSKI BASEN BOR GRUPA FABRIKA OPREME I DELOVA DOO BOR - U STEČAJU**, Đorđa Vajferta 16, Bor, the Republic of Serbia, registration number: 07147279, with 0,000000030000% of shares in the share capital of the Company, based on:
 - inscribed monetary contribution in the amount of RSD 2.00, paid-in on 31 December 1997;
 - **RUDARSKO-TOPIONIČARSKI BASEN BOR-GRUPA FABRIKA LAK ŽICE BOR DOO BOR - U STEČAJU**, Save Kovačevića 36, Bor, Republika Srbija, matični broj: 07130627, sa 0,000000040000% udela u osnovnom kapitalu Društva, na osnovu:
 - upisanog novčanog uloga u iznosu od 2,54 dinara, uplaćenog dana 31.12.1997. godine;
 - **RUDARSKO-TOPIONIČARSKI BASEN BOR-GRUPA FABRIKA LAK ŽICE BOR DOO BOR - U STEČAJU**, Save Kovačevića 36, Bor, the Republic of Serbia, registration number: 07130627, with 0,000000040000% of shares in the share capital of the Company, based on:
 - inscribed monetary contribution in the amount of RSD 2.54, paid-in on 31 December 1997;

- **SERBIA ZIJIN COPPER DOO BOR,**
Đorđa Vajferta 29, Bor, Republika
Srbija, matični broj: 07130562, sa
0,000001200000% udela u osnovnom
kapitalu Društva, na osnovu:

- upisanog novčanog uloga u
iznosu od 75,80 dinara, uplaćenog
dana 31.12.1997. godine;

Član 6

- 6.1. Udeli članova Društva u osnovnom kapitalu Društva će ostati nepromenjeni nakon registracije povećanja osnovnog kapitala Društva, u skladu sa ovom Odlukom.

Član 7

- 7.1. Ova Odluka stupa na snagu danom donošenja.
- 7.2. Osnovni kapital Društva smatra se povećanim danom registracije povećanja osnovnog kapitala kod Agencije za privredne registre Republike Srbije.
- 7.3. Ova odluka je sastavljena na srpskom i engleskom jeziku, pri čemu u slučaju neslaganja srpska verzija ima prevagu nad engleskom verzijom.

President of the Shareholders Meeting /
Predsednik Skupštine Društva:



Wang Chun

- **SERBIA ZIJIN COPPER DOO BOR,**
Đorđa Vajferta 29, Bor, the Republic of
Serbia, registration number: 07130562,
with 0,000001200000% of shares in the
share capital of the Company, based
on:

- inscribed monetary contribution in
the amount of RSD 75.80, paid-in
on 31 December 1997;

Article 6

- 6.1. The shares of the Company's shareholders in the share capital of the Company will remain unaltered after the registration of the share capital increase in the Company's share capital, in accordance with this Decision.

Article 7

- 7.1. This Decision shall enter into force on the day of its adoption.
- 7.2. The share capital of the Company is considered to be increased on the day of registration of the share capital increase before the Serbian Business Registers Agency.
- 7.3. This decision is drawn up in Serbian and English language, and in case of discrepancies, the Serbian version shall prevail over the English version.

On behalf of the shareholder of the
Company - Republic of Serbia-Government /
Za člana Društva - Republika Srbija - Vlada:



Goran Batak