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02.06.2020

Item 5  
30th Annual General Assembly meeting, 02/06/2020

**Proposal**

According to Article 56 paragraph 1 of the Charter of OKTA AD – Skopje and Article 365 paragraph 1 of the Law on Trade Companies, the Assembly of Shareholders of OKTA AD - Skopje on its 30<sup>th</sup> Annual General Assembly meeting, held on 02.06.2020 passed the following

**DECISION**

for determining the remuneration  
of the non-executive members of the Board of Directors

**Article 1**

The non-executive and non-executive and independent members of the Board of Directors shall be entitled to remuneration, in a form of a monthly lump sum, in net amount of 1.000 EUR for each month of service, regardless of the number of meetings or whether or not they have participated on a meeting of the Board of Directors in the respective month.

The non-executive and non-executive and independent members of the Board of Directors shall be entitled to a proportional remuneration provided in paragraph 1 of this Article for periods that do not comprise a full month (at the beginning and the end of their mandate, in case of change of their capacity of non-executive to executive member and vice-versa, etc.), if during such month no meeting of the Board of Directors has taken place, whereas if one or more meetings have taken place in the respective month, with the participation of such member, the full amount of the remuneration shall be paid, regardless of the number of days of service in such month.

The non-executive and non-executive and independent members of the Board of Directors shall be entitled to the right of compensation of their traveling and accommodation expenses related to the performance of their activities and any other compensation, remuneration and benefit provided under law, the Charter of the Company or any Rulebook.

The rights provided in this Article shall also fully apply to acting non-executive and non-executive and independent members of the Board of Directors.

**Article 2**

The remuneration pursuant to Article 1 paragraphs 1, 2 and 4 shall be paid within 15 (fifteen) days following the end of the respective month of service.

For members of the Board of Directors that are citizens of the Republic of North Macedonia, the payment shall be made in denar counter value according to the middle exchange rate of the National Bank of the Republic of North Macedonia for the EUR on the day of the payment.

The expenses under Article 1 paragraph 3, if paid directly by the member, shall be reimbursed within a period of 1 (one) month after presenting a valid proof of the basis and the amount of such expense.

**Article 3**

This Decision enters into force on the day it is passed and shall be applicable from 01.01.2020. Remunerations accumulated from 01.01.2020 until the date of entering into force of this Decision, shall be paid in total by no later than 15<sup>th</sup> of June 2020.

This Decision supersedes all and any general or individual decision of the Company related to remuneration of the non-executive and non-executive and independent members of the Board of Directors.

Annual General Assembly of Shareholders  
Chairman,