

OKTA AD – Skopje

О К Т А Рафинерија на нафта
Акционерско друштво
Бр. 0201-2718/16-10
31.05.2016 год.
Скопје 1



CHARTER

May, 2016

Based on Article 418 of the Law on Trade Companies the Board of Directors of OKTA AD - Skopje determined the revised text of the Charter of OKTA AD - Skopje.

The revised text of the Charter of OKTA AD-Skopje includes the Resolution No.0201-2718/16-9 from 31.05.2016 for amendments in the Charter of OKTA AD-Skopje, made on the 26th Assembly Shareholders Meeting held on 31.05.2016

CHARTER OF OKTA AD – Skopje

1. GENERAL PROVISIONS

Article 1

By this Charter, OKTA Crude oil refinery Shareholding Company – Skopje, (hereinafter: The Company) shall synchronize its activity in accordance with the Law on Trade Companies.

Article 2

The Company conducts economic activity in the field of oil industry.

The Company has been founded for an unlimited period of time.

The Company may terminate its operation under the conditions and in manner determined by Law and this Charter.

2. TITLE AND SEAT OF THE COMPANY

Article 3

The Company operates under the title: OKTA Crude oil refinery Shareholding Company - Skopje.

The abbreviated name of the Company is: OKTA AD - Skopje.

The name of the Company in the foreign legal transactions is: OKTA AD - Skopje.

Article 4

The Company has its own emblem.

The emblem of the Company shall be determined by a Decision made by the Board of Directors.

The Board of Directors shall inform the Assembly of the Company about the Decision referred to in Para 2 of this Article.

The use of the emblem shall be determined by the Board of Directors of the Company.

The Company has its round seal and stamp.

The size, content, number, use, evidence and annulment of the seal and this stamp shall be regulated by a separate Rule Book adopted by the Board of Directors of the Company.

Article 5

The seat of the Company is in Skopje, street 1 number 25, n.m. Miladinovci-Municipality Ilinden.

Article 6

The Assembly of the Company shall decide on any changes of title and the seat, upon proposal by the Board of Directors of the Company.

2. BUSINESS SUBJECT OF THE COMPANY

Article 7

The company will perform all the activities determined with the National Classification of Activities, except for those which require consent, permission or other act of the state or authorized body.

The company will perform the same activities in the external trade turnover as well.

Article 8

The activities for which it is prescribed by law that they can be performed only based on consent, permission or other act of the state or authorized body, the company will begin to perform them after the appropriate consent, permission or other act of the state or authorized body is received.

The Board of Directors will make a decision for performing an activity from the preceding paragraph and will inform the Assembly at the first coming session.

3. INTERNAL ORGANIZATION OF THE COMPANY

Article 9

The Board of Directors shall decide upon the internal organization of the Company.

5. REPRESENTING OF THE COMPANY

Article 10

The Company shall be represented by the Executive Directors, within their authorizations as such are determined by the Decision on appointment and this Charter.

Article 11

For the purpose of exercising their authorities set by the Law and by this Charter, the executive members will appoint officers, who shall run the day-to-day management of the company, in accordance with the resolutions, instructions and orders of the executive members of the Board of Directors.

6. PRINCIPAL CAPITAL, SHARES, RIGHTS AND RESPONSIBILITIES OF THE SHAREHOLDERS

Article 12

The principle capital of the Company is 43.273.710 EUR.

Article 13

The principle capital of the Company is distributed to 846.360 shares with value of 43.273.710 EUR.

These ordinary shares are expressed in EUR, however, on the market of the Republic of Macedonia they are purchased and sold in Denars.

The nominal value of an ordinary share amounts to 51,1292 EUR.

Article 14

The resolution to issue shares shall be passed by the general meeting of shareholders of the company by a majority of votes that may not be lower than two thirds of the voting shares represented at the general meeting of shareholders.

Article 15

Each voting share shall confer a right to one vote at the general meeting of shareholders of the company.

Each ordinary share shall confer a voting right at the General meeting of shareholders.

Article 16

(Erased)

Article 17

The transfer of shares may be effectuated without any previous consent, of the Assembly or the Board of Directors of the Company.

Article 18

Shares shall be issued, transferred and maintained in an electronic record form in the Central Securities Depository of the Republic of Macedonia (hereinafter: "Central Securities Depository"), pursuant to the law.

Article 19

Shares shall be registered in the Shareholders book of the company.

The Company can register all changes in the Shareholders book. Upon a request of the company, the Central Securities Depository shall notify the company of the changes made to the Shareholders book.

Each person registered in the Shareholders book in the manner prescribed by law shall be deemed to be a shareholder of the company.

7. INCREASING AND REDUCTION OF PRINCIPAL CAPITAL

Article 20

The increase of the Principal capital of the company may be carried out by:

- 1) contributions;
- 2) conditional increase of the Principal capital;

- 3) authorized capital and
- 4) from the assets of the company.

Article 21

Principal capital of the company may be decreased by means of:

- 1) a decrease of the nominal value of one or more types and classes of share;
- 2) a reverse-split of one or more types of shares;
- 3) a withdrawal of treasury and other share.

Article 22

The resolution to increase or to decrease the Charter capital shall be adopted by a majority vote that may not be lower than two thirds of the voting shares represented at the general meeting of shareholders.

Article 23

The Board of Directors at the most within 5 (five) years of the registration for establishing the Company or within 5 (five) years of the registration of the decision for amendment of the Charter in the Business Register through issuing new shares based on deposits in the Company, can increase the Principal capital to determined minimum amount (authorized capital).

The nominal value of the authorized capital may not exceed one half of the Principal capital at the time when the authorization for the conditional increase of the Principal capital was granted.

New shares may be issued only upon having obtained the consent of the majority of the non-executive members of the Board of Directors.

8. GENERAL MEETING OF SHAREHOLDERS

8/1. General Regulations for general meeting of shareholders

Article 24

The shareholders shall exercise their rights as members of the company at the general meeting of shareholders, unless otherwise stipulated by the law.

Each shareholder registered in the Shareholders book shall be entitled, as of the date of the registration, to participate in the operations of the general meeting and to vote, unless otherwise determined by the law.

Members of the Board of Directors shall participate in the operations of the general meeting of shareholders without having the right to vote, unless they are shareholders.

Article 25

The general meeting of shareholders shall only pass resolutions upon issues expressly set out by this law and this Charter, and in particular the:

- 1) amendment of the Charter;

- 2) the approval of the annual accounts, financial statements and the annual report on the operations of the company for the preceding business year, and decision making on the distribution of the profits;
- 3) election and dismissal of members of the Board of Directors and members of the supervisory Board;
- 4) approval of the operations and management of the company's business by the members of the Board of Directors;
- 5) alteration of the rights attached to particular types and classes of shares;
- 6) increase or decrease of the company's Charter capital;
- 7) issue of shares and other securities;
- 8) appointment of the certified auditor to audit the annual accounts and other financial statements;
- 9) transformation of the company into another form of company, as well as reorganization of the company; and
- 10) termination of the company.

The general meeting of shareholders may not decide on matters related to the governance of the company or the management the company's operations, which are under the competence of the Board of Directors, unless otherwise determined by the law.

8/2. Calling a General Meeting of Shareholders

Article 26

The annual meeting of shareholders shall be called by the Board of Directors, no later than three months after the preparation of the annual accounts, the financial statements and the annual report on the operations of the company for the preceding business year and no later than six months after the end of the calendar year and 14 months as of the last annual meeting.

In the event that the Board of Directors fails to call the annual meeting in a timely manner, the non-executive members of the Board of Directors shall call the annual meeting, without any delay.

In the event that the annual meeting is not called by the non-executive members of the Board of Directors, and/or if it is not convened due to any other reason within the term stipulated in paragraph 1 of this article, the court may reach a decision to call the annual meeting upon a proposal by any shareholder.

Article 27

A general meeting of shareholders may be called within the period between two annual meetings, whenever the interests of the company and the shareholders so require.

The Board of Directors or the non-executive members of the Board of Directors may, with a majority of votes of its members and where provided for by this law, pass a resolution to call the general meeting of shareholders upon their own initiative and/or upon a request of any shareholder.

The request for calling the general meeting of shareholders may be submitted by shareholders holding at least one tenth of all voting shares. The shareholders requesting the meeting to be called shall, in their request submitted in writing, state the purpose and reasons for calling the meeting, their name and surname, place of residence and ID number, or business name,

registered office, and the registration number, if the shareholder is a legal person. The shareholders shall enclose with the request an excerpt from the shareholders' register, issued by the Central Securities Depository, which states the number of the voting shares they own in the company.

The request shall be submitted to the management body at the company's registered office. The request may be a single document, or it may comprise two or more documents signed by the shareholders holding at least one tenth of the total number of voting shares.

The Board of Directors of the company shall reach a resolution to accept or refuse the request, within eight days as of the date of receipt of the request by the shareholders for calling a meeting. The resolution of refusal shall state the reasons for the refusal.

In the event that the Board of Directors fails to call the general meeting within twenty four hours as of the date of filing the request of the shareholders having a majority of all voting shares, the shareholders may submit a proposal for calling the general meeting to the court.

Article 28

The court shall, within eight days as of the date of filing the proposal referred to in paragraph 6 from the previous article, reach a decision for calling the general meeting, if the terms as provided for by the law are met.

The general meeting of shareholders that is to be called pursuant to a decision as referred to in paragraph 1 of this article, shall be called no later than eight days as of the date when the court adopted the decision ordering the meeting to be called.

The company shall bear the costs for convening the general meeting of shareholders, as well as the court expenses, when the request is approved by the court. Should the court refuse such request, all costs shall be borne by the applicant.

Article 29

The general meeting of shareholders is called with the announcement of the open invitation to the shareholders, the period between the publication of the public notice, and the convening of the meeting shall not be less than 30 days prior.

The public notice shall be published in on the notice Boards in the Company and at least one daily newspaper.

Article 30

The general meeting of shareholders may only pass resolutions on issues duly included in the agenda.

The general meeting of shareholders may also discuss, but not pass resolutions upon issues that are not duly included in the agenda.

Any shareholder shall have the right to submit a proposal for the inclusion of one or more items on the agenda of the general meeting of shareholders that is to be called.

Shareholders who jointly own at least 5% of the total number of the voting shares may request in writing that one or more items be added to the agenda of the meeting that has already been called.

The request for including one or more items in the agenda for the meeting that is already called, shall be sent to the company, within eight days as of the date of publication of the public notice for participation at the meeting.

Article 31

Each shareholder who intends to participate to the called general meeting of shareholders shall be obliged to report his proposed attendance at the meeting no later than prior to the commencement of the scheduled general meeting of shareholders. A list of registered shareholders shall be prepared by the person authorized to call the general meeting.

The list of registered shareholders pursuant to paragraph 1 of this article shall be made available for inspection at the registered office of the company.

Prior to the start of the general meeting of shareholders, the person authorized to call the general meeting shall compare the list of registered shareholders with the shareholders' register, obtained from the Central Securities Depository, forty-eight hours prior to convening the general meeting.

Prior to the start of the general meeting of shareholders, the list under paragraph 3 of this article shall be signed by each present shareholder or his proxy representative, by which he certifies his presence at the meeting (certified participant at the general meeting of shareholders). The signed list shall be certified by the signatures of the chairman of the general meeting of shareholders and the minutes taker. Following the certification of the list, the chairman of the general meeting of shareholders shall confirm that the meeting has an operating quorum.

All participants at the general meeting of shareholders shall have access to the certified list pertaining to paragraph 4 of this article, prior to the initial voting. Any certified participant at the general meeting may request a copy of the signed list at his own expense, which may not exceed the administrative cost thereof.

Article 32

Any shareholder may, by a proxy, authorize his representative to attend the general meeting of shareholders on his behalf (hereinafter: "proxy representative").

The authorization of the proxy representative pertaining to paragraph 1 of this article shall be granted by signing a written proxy form, certified by a notary.

A proxy representative may not be:

- 1) a member of the Board of Directors of the company, or a close family relation of such member;
- 2) an officer of the company or a close family relation of such member;
- 3) a member of the Board of directors of related and/or controlled companies; or
- 4) a legally authorized representative, or other natural person authorized by the company and/or another legal person owned by the company.

The proxy is issuing and is valid until is not recalled.

8/3. Holding an General Meeting of Shareholders

Article 33

The general meeting of shareholders may operate (operating quorum), if certified participants who own at least a majority of the total number of the voting shares are present at the meeting.

In the event that the quorum pursuant to paragraph 1 of this article is not reached, the general meeting of shareholders shall not proceed. In a period of not longer than fifteen days as of the date the general meeting on which there was no operating quorum was scheduled, a new date for convening the meeting shall be scheduled (rescheduled meeting). The new date of the rescheduled meeting shall be announced in the same manner of announcing the calling of the general meeting of shareholders that did not have an operating quorum.

Article 34

Resolutions at the general meeting of shareholders shall be passed with a majority of the voting shares represented at the general meeting, unless the law and/or this Charter provides for a greater majority and/or prescribes other conditions in relation to the majority for passing resolutions.

8/4. Conducting General Meeting of Shareholders

Article 35

The chairman shall preside over the general meeting of shareholders. The chairman shall determine the course of the meeting and maintain the order at the general meeting.

A chairman shall be elected for each meeting.

The term of office of the chairman shall run until the election of a chairman for the next general meeting of shareholders that is to be convened.

Any shareholder or shareholder's representative may be elected as chairman. A member of the Board of Directors of the Company may not however be elected as a chairman.

Article 36

The minutes shall be taken at the general meeting of shareholders.

Article 37

The general meeting of shareholders shall elect an official to take the minutes and two shareholders to certify the minutes, unless the minutes are taken by a notary. The general meeting shall also elect a committee for conducting a secret ballot, and other natural persons (*inter alia* to count the votes), if so required for performing other activities necessary to enable a continuous operation of the general meeting of shareholders in the manner and under the conditions set out by the law and/or this Charter.

The notary is taking the minutes if the general meeting is deciding for:

- 1) the business name and the registered office of the company;
- 2) the scope of operations of the company;
- 3) the amount of the Charter capital and the number of the issued shares;
- 4) the total number of shares paid up;
- 5) the full name of all members of the Board of Directors, their unique ID number, passport number or the ID number if the member is a foreign natural person and/or the number of any other identification document which is valid in his country of origin and under his citizenship, as well as his place of residence, or the business name, the registered office and registration

number if a member of the Board of Directors is a legal person;
6) the duration of the company, if it is founded for a definite period; and
7) the authorizations for representation of the members of the management body and other persons, authorized to represent the company.

Article 38

The voting right shall be acquired upon full payment of the monetary contribution or upon transferring a non-monetary contribution in full.

The shareholder shall not lose his voting right when pledging his shares.

Article 39

The general meeting of shareholders shall elect at least one person to count the votes.

For all decisions, which are made by the general meeting of shareholders, the voting by the shareholders is public. Upon request of one or more shareholders who have at least one tenth of the total number of voting shares, the general meeting of shareholders shall conduct secret voting.

The shareholders may vote at the called meeting by telephone and/or by other appropriate electronic means. The shareholder who voted by phone and/or by other electronic means shall be considered to be present at the meeting and shall be considered as part of the operating quorum necessary for passing resolutions at the general meeting.

In the event that the identity of each shareholder and the manner of establishing a communication link between the company and the shareholder may not be determined with certainty, and that the voting is not accessible to each shareholder and the quorum and the conducted vote may not be recorded with certainty, the voting shall be null and void.

Article 40

The resolutions of the general meeting of shareholders shall enter into force on the date of their adoption, unless the resolution specifies another date of effectiveness.

Article 41

Any shareholder may request to be informed at the general meeting of shareholders about the company's state of affairs and its relations with other companies, if such information is related to the items on the agenda of the general meeting of shareholders.

9. MANAGING THE COMPANY

9/1. General Regulations

Article 42

The management of the company is organized into a one-tier system.

The Company has a Board of Directors.

Article 43

The members of the Board of Directors shall be elected by the general meeting of shareholders with term of office of six years.

The Board of Directors has 7 (seven) members in total, from which 2 (two) are independent members.

From the elected members of the Board of Directors, the Board may appoint up to 3 (three) executive members of the Board of Directors.

The election for an executive member is making by unanimous decision of all members of the Board of Directors.

Article 44

The Board of Directors shall elect its president from among its non-executive members by a majority of votes from the total number of members of the Board of Directors.

The president of the Board of Directors shall call and chair the meetings, and shall be responsible for keeping records of the meetings.

If the president, for any reason, is not able to perform his functions, or if he is absent, the meetings of the Board of Directors shall be chaired by another non-executive member of the Board of Directors, elected by a majority of votes of the members of the Board of Directors present at the meeting.

Article 45

In the event that certain members of the Board of Directors cease to carry out their functions, and/or are prevented to do so during the term of office, the other members of the Board of Directors shall continue to work until the vacancy is filled.

In the event that the number of members in the Board of Directors is reduced below the number stipulated by this Charter, but is not less than 4 non-executive members, the Board of Directors may, within ninety days as of the date the function of the member terminated, add a member to its composition by electing an acting member of the Board of Directors until the next general meeting of shareholders. The resolutions adopted and the legal transactions and operations undertaken by the Board of Directors shall remain valid.

In the event that the non-executive number of the members in the Board of Directors is reduced below 4 (four), the remaining members of the Board of Directors shall call a general meeting of shareholders, in order to add a member to the composition of the Board of Directors.

9/2. Authorizations of the Board of Directors

Article 46

The Board of Directors shall manage the company within the scope of the authorizations provided for by the law and this Charter and the authorizations expressly granted by the general meeting of shareholders. The Board of Directors shall have the broadest authorizations in managing the company, within its scope of operations, and acting, in all circumstances, on

behalf of the company, except for matters falling within the authorizations explicitly granted to the executive members of the Board of Directors.

To accomplish the matters of the Paragraph 1 of this article, the Board of Directors is having these authorizations:

1. makes plans and programs of the Company and give directions for their realization;
2. establishes the internal organization of the Company and decides for vital inter-organizational changes in the Company which are determined by the Company's act;
3. decides for decreasing or extending the business subject of the Company;
4. adopting the annual account statement and prepare the annual report on operation of the company in the previous business year and submitting to the Assembly for approving;
5. adopting the inventory report of the resources and obligations;
6. decides for economical, technological or organizational surplus of employees;
7. decides about complains by the employees as second instance for achieving their rights, duties and responsibilities of the employees made by their status of employment;
8. decides for ceasing or transferring of the business organization or its part that participates with more than 10% of the capital of the Company;
9. decides on approval of any major transaction referring to assets in value of 20% to 50% of the bookkeeping value of the company's assets;
10. decides for long term collaboration with other companies which is of the vital importance for the Company or for its ceasing;
11. establishing and ceasing of a trade company that participates with over 1/10 (one tenth) of the fundamental capital of the Company;
12. decides for establishing or ceasing of the accomplices of the Company;
13. decides for establishing companies and branches in Macedonia and abroad;
14. decides for participation in other companies, joint investments or other legal subjects without the matter how big is the percentage of the participation;
15. makes acts of the Company for which have law obligation and
16. decides for other issues and deals with other matters established by the law and this Charter.

The documents of the Board of Directors, adopted outside the scope of the authorizations as provided for by paragraph 1 of this article the Charter, shall be binding on the company in relations with third parties, unless if its not proofed the third party was aware and/or, in view of the circumstances, must have been aware thereof.

Article 47

The non-executive members, in addition to the authorizations provided for by the law concerning the exercise of the right of supervision over the management by the executive members, shall be entitled to inspect and verify the books and documents of the company as well as its assets, and in particular, the petty cash of the company and its securities and goods. The non-executive members may oblige any employee in the company and/or another expert to carry out certain expert matters related to supervision.

In the course of the supervision, the president of the Board of Directors, and/or any non-executive member, the certified auditor and/or another person stipulated by the Charter,

and/or the shareholders representing at least one tenth of the voting shares, may request a meeting of the Board of Directors to be called. The request shall be submitted to the president of the Board of Directors.

Article 48

The Board of Directors may establish one or more committees from among its members and other persons.

The committees shall neither decide on issues falling under the competence of the Board of Directors.

Article 49

The Board of Directors may not transfer authorizations to the executive members where the following issues are to be decided upon:

1. closure (termination) and/or transfer of the business and/or any part thereof, contributing to more than 10% of the revenue of the company;
2. decrease and/or expansion of the scope of operations of the company;
3. essential internal organizational changes in the company, set out by a bylaw/ regulation of the company;
4. adopting general acts whose bringing is not in the Company's competence, nor in the Executive General Manager;
5. establishing long-term cooperation with other companies, being of essential importance for the company and/or its termination;
6. founding and termination of a trade company participating to more than one-tenth of the Charter capital of the company; and
7. founding and termination of branch offices of the company.

9/3. Organizing a Board of Directors

Article 50

The Board of Directors shall hold meetings when required for the carrying out of operations that fall within the scope of its competencies, and in accordance to the regulations of the Law.

The Board of Directors may operate and adopt resolutions, if at least one half of all its members are present and provided that the number of the non-executive members of the Board of Directors present is higher than the number of present executive members of the Board of Directors.

The Board of Directors shall adopt the resolutions with a majority vote of the quorum determined by previous paragraph 2 of this article.

The vote of the president of the Board of Directors, and in his absence, the vote of the chairperson authorized by the president to replace him, shall be decisive in case of a deadlock in the votes.

The Board of Directors shall operate and adopt resolutions, with or without convening a meeting, in a manner provided by this Charter and by its Rules of procedure.

Article 51

Minutes shall be prepared for each meeting of the Board of Directors.

The minutes shall be prepared within three days as of the date when the meeting was held.

Article 52

Members of the Board of Directors shall be obliged to fulfill their duties pursuant to the authorizations granted to him by the law and/or this Charter, in the interest of the company and in the interest of all shareholders, with due care and diligence and may not transfer his authorizations to another member of the Board of Directors.

The members of the Board of Directors shall be obliged to keep all confidential notifications and data that are related in any way to the operations of the company, as a business secret.

The obligation referred to in paragraph 2 of this article shall continue even after the termination of the member's term of office in the Board of Directors.

Article 53

The executive members of the Board of Directors shall submit a written report on the operations of the company to the Board of Directors, at least once every three months and they shall also submit annual accounts, annual financial statements and annual report on the company's operations, following the expiry of the business year.

Upon request by the non-executive members of the Board of Directors, the executive members of the Board of Directors shall prepare a special report on the state of affairs of the company and/or on particular issues related to its operations.

The Board of Directors shall be obliged to objectively present and explain in the annual report on the operations of the company for the preceding business year, the main factors and circumstances which influenced the operations, including any changes in the environment in which the company operates, the response of the company to such changes and their impact, the investment policy for maintenance and support to the successful operations of the company, including the dividend policy, the sources of the company's assets, the policy of the long term debt as against the Charter capital and the policy of risk management, major transactions and interested party transactions, as well as the assets of the company, the value of which is not reflected in the balance sheet according to International Accounting Standards, the prospects of future development of the company and its business ventures, activities in the field of research and development, as well as information in relation to the acquisition of its own shares or parts, depending on the relevant circumstances. The annual report of the company shall disclose the earnings of each executive member of the Board of Directors and member of the Board of Directors (salary, allowances, bonuses, insurance and other rights) and the remuneration of the non-executive members of the Board of Directors.

In the event that the annual meeting of shareholders does not approve the operations of the Board of Directors, and/or work effected by any of the members thereof, the general meeting of shareholders may decide, at the same meeting session, to elect all the members of the Board of Directors, and/or to elect new members in the Board of Directors to replace those whose work was not approved by the general meeting. The general meeting of shareholders may decide for the members of the Board of Directors, whose work was approved, to continue performing urgent matters in the company until the election of the members making up the full

composition of the Board of Directors, which shall be effected during a continuation of the meeting session.

9/4. Recalling and Resignation

Article 54

The General meeting of shareholders may dismiss all members of the Board of Directors or a member there of even prior to the expiry of their term of office, with a majority of votes from the voting shares represented at the General meeting of shareholders.

An executive member of the Board of Directors may be dismissed at any time by the Board of Directors, with or without an explanation. The membership of the dismissed executive member of the Board of Directors shall be suspended until the following general meeting at which it shall be decided whether he will be dismissed prior to the expiry of his term of office.

Article 55

A member of the Board of Directors may resign at any time, by submitting a written notice to the general meeting of shareholders that elected him, unless the interests of the company require otherwise.

The signature of the member of the Board of Directors on the resignation notice shall be certified by a notary.

The acceptance of the resignation shall not be subject to the passing of a resolution. If the interests of the company so require, the Board of Directors may oblige the member who resigned to continue to exercise his functions until the election of a new member in the Board of Directors, but in any event, not longer than sixty days. The term of office of a member of Board of Directors shall be deemed terminated on the date of submitting the written notice of resignation, unless another date is stated in the notice. An application to delete the entry of the resigned member of the Board of Directors from the commercial register shall be submitted, on the basis of the resignation notice.

9/5. Reward

Article 56

The general meeting of shareholders shall pass a resolution specifying the allowable monthly lump sum and/or lump sum per meeting of the non-executive members of the Board of Directors. The non-executive members of the Board of Directors, shall have the right to reimbursement of all their expenses incurred (travel and other expenses), right to life insurance and other types of insurance, as well as other rights related to the performance of their function (usage of the business premises, necessary assets for operation etc).

The executive members of the Board of Directors, shall be entitled to a salary, or a monthly remuneration, right to life insurance and other types of insurance, compensation of travel and other expenses and other rights.

The general meeting of shareholders may, by a resolution, approve the executive members of the Board of Directors' or the manager's right to participate in the profit.

9/6. Executive Members of the Board of Directors

Article 57

With the exception of the authorizations explicitly granted to the Board of Directors pursuant to the law, the executive members shall manage the operations of the company and shall have the broadest authorizations to undertake all matters related to the management, implementation of the resolutions of the Board of Directors and execution of the day-to-day activities of the company, as well as to act on behalf of the company in all circumstances.

The Board of Directors shall entrust the representation of the company in relations with third parties, to its executive members.

The Board of Directors, in the decision for the appointment of the executive members under article 43 of this Charter, will determine the titles of the executive members, define their rights, obligations and responsibilities for each of them separately within the frames of their legal authorizations and, it shall appoint a member who shall manage the activities of the executive members and upon whose proposal the Board of Directors shall determine the internal organization and the manner of coordinating the management of the operations of the company.

The Board of Directors shall file an application form for registration of the executive members authorized to represent the company in the commercial register. The registration form shall be signed by all members of the Board of Directors, unless the members authorized an executive member of the Board of Directors to sign the application.

10. REGULATIONS ON THE RELATIONS WITHIN THE COMPANY

Article 58

The relations within the Company shall be regulated by this Charter, by rule books and decisions on different general issues.

Article 59

The employment relations, salaries and other rights derived from employment shall be regulated through participation in the activities of the Major Trade Union, in accordance with the General Collective Agreement and that of the corresponding branch of economy, within OKTA AD, as well as in accordance with the rules, rule books and other general acts adopted by the Board of Directors, upon proposal from the Executive Directors.

Article 60

This Charter shall represent the basic Act of the Company.

All other Acts of the Company should be set in compliance with this Charter.

The provisions of the other Acts, not being in compliance with this Charter, shall not apply.

Article 61

The amendments of the Company's Acts shall be made in accordance with the procedure applied for their enactment.

Article 62

The Acts shall come into force on the day of their enactment, unless otherwise provided for by Law.

If the act must be published, in accordance with the Law, the publication shall be on the Bulletin Board of the Company.

Article 63

The interpretation of the act shall be provided by the organ of the Company that has adopted it.

The Act on the interpretation shall be published in the same manner as that from the Act itself.

11. INFORMATION, BUSINESS SECRET AND UNFAIR COMPETITION

Article 64

All data and reports which will be deemed by the Board of Directors as important for the shareholders and the company will be published on the information Board of the company or in an appropriate media depending on the nature of the data, i.e. the report.

Each shareholder has a right to reconsider the Company's files and documents mentioned in the Article 319 of the Law on Trade Companies, at the Company's registered office by previous announcement, during the period from the date of publishing the Call for the Annual General Meeting until the date of its holding

Article 65

The members of the Board of Directors, the other Directorial staff and the employees of the Company shall be obliged to loyal co-operation.

Article 66

All documents and records related to the operation of the Company determined by an Act of the Board of Directors shall be considered a business secret.

Article 67

Unauthorized disclosure of business secret shall represent a serious violation of the employment duty.

Article 68

The period for non-disclosure of the business secret shall be 5 years following the termination of the employment in the Company, i.e. termination of the Company itself.

Article 69

All shareholders and the employees of the Joint Stock Company shall be obliged to inform the Board of Directors about the intention to establish a company of their own which will conduct activities identical of those of the Company.

Article 70

The Board of Directors may conclude a contract on terms under which the members of the Board of Directors may establish their own companies with business activities same as that of the Company, or to act as unfair competition to the Company.

12. TERMINATION OF THE COMPANY

Article 71

The company shall be terminated:

- 1) upon the expiry of the term stipulated by the company Charter, if the company was established for a definite period of time;
- 2) upon a resolution of the general meeting of shareholders to terminate the company, adopted by a majority of the votes which may not be less than two thirds of the votes attached to the shares represented at the general meeting of shareholders, unless the company Charter requires a greater majority or stipulates additional terms for the adoption of the resolution;
- 3) upon a definitive court decision declaring the nullity of the company or the entry of the company in the commercial register;
- 4) by accession, merger or division of the company by separation with founding or separation with takeover; and
- 5) in case of bankruptcy.

The intention to delete the entry of the company from the commercial register shall be published. Any person having a legal interest may file an objection not later than thirty days as of the date of publication of the intention to terminate the company.

The company shall terminate without a liquidation procedure being necessary, unless it is proven within the term referred to in paragraph 2 of this article that the company has assets to be divided and/or claims to be settled. In such case, a liquidation or bankruptcy procedure shall be carried out. The liquidators shall be determined by the court, upon a proposal of the interested parties.

13. AMENDMENTS OF THE CHARTER

Article 72

The Charter shall be amended by a resolution to amend of the Charter.

The procedure to amend the Charter may be initiated by the Board of Directors, as well as the shareholders who own at least one tenth of the total number of voting shares. Proposals, in the form of amendments, shall be submitted to the Board of Directors.

The draft resolution to amend the Charter which sets out the proposed amendments, shall be drawn up by the Board of Directors, regardless of the party who proposed the amendments. The draft resolution to amend the Charter shall contain an explanation.

Article 73

The resolution to amend the Charter shall be adopted by the general meeting of shareholders.

The resolution to amend the Charter shall be adopted by a majority vote which may not be lower than two thirds of the voting shares represented at the general meeting.

The general meeting of shareholders shall, pursuant to the resolution to amend the Charter, authorize the Board of Directors or the supervisory Board to prepare a revised text of the Charter including the amendments made by the resolution to amend the Charter, as well as the

provisions from the resolutions having the effect of a resolution to amend the Charter, as defined by the law.

Article 74

Amendments to the Charter shall enter into force on the date when the resolution to amend the Charter was adopted, unless another date of effectiveness is specified in the resolution to amend the Charter.

14. TRANSITIONAL AND FINAL PROVISIONS

Article 75

The general acts of the Company established by this Charter will be carried out within the 90 (ninety) days from its empowerment.

With the day of empowerment of this Charter, the Charter of OKTA AD - Skopje No.0201-3365/4 brought with decision No.0201-3365/1 on 01.08.2013 at the Company's Assembly.

Until the general acts of the Paragraph 1 of this article of the Company are carried out, the existing general acts of the Company are in use, unless are in contradiction with the decrees of this Charter.

Article 76

This Charter has been made in Macedonian and English language.

Article 77

This Charter enters into force from the date of when the resolution to amend it was adopted.

**The Assembly of Shareholders
of OKTA AD -Skopje
Chairman,**



The stamp is circular with a double border. The outer ring contains the text "Рафинерија на нафта" at the top and "Акционерско друштво" at the bottom. In the center, the letters "OKTA" are prominently displayed, with "Скопје" and the number "0" below them. To the right of the stamp is a blue ink signature consisting of several loops and a long horizontal stroke.