Philip Morris Operations a.d.
Br. 429/2025
16.04. 2025. god.
Administracija Beograd

PHILIP MORRIS OPERATIONS A.D. NIŠ

TAČKA 7.

Na osnovu člana 398. stav 1. tačka 15. Zakona o privrednim društvima (Sl. Glasnik RS br. 36/2011, 99/2011, 83/2014, 5/2015, 44/2018, 95/2018, 91/2019, 109/2021 i 19/2025) (u daljem tekstu: *Zakon*) i člana 40. Statuta Philip Morris Operations a.d. Niš (u daljem tekstu: *Društvo*), Odbor direktora Društva, na redovnoj sednici održanoj 15.04.2025. godine, utvrdio je i podnosi Skupštini akcionara na usvajanje sledeći predlog

**Odluke
o izmeni Politike naknada
članovima Odbora direktora Društva**

Usvaja se izmena važeće Politike naknada članovima Odbora direktora Društva usvojene od strane Skuptine Društva dana 20.05.2022. godine (u daljem tekstu: Politika naknada), tako što se prilog 3 Politike naknada, odnosno Ugovor o regulisanju međusobnih prava i obaveza koji se zaključuje sa nezavisnim direktorom, zamenjuje novim prilogom 3 koji je dat u prilogu i čini sastavni deo ove Odluke.

Ostale odredbe Politike naknada ostaju na snazi neizmenjene.

Ova odluka stupa na snagu danom usvajanja.

Obrazloženje

U skladu sa odredbama člana 463a Zakona o privrednim društvima, Odbor direktora je utvrdio predlog Politike naknada članovima Odbora direktora, i utvrdio predloge ugovora o radu sa izvršnim direktorima kao i ugovore o regulisanju međusobnih prava i obaveza Društva sa izvršnim, neizvršnim, i nezavisnim članovima Odbora direktora.

ITEM 7

Pursuant to Article 398 paragraph 1 item 15 of the Company Law (Official Gazette of RS Nos. 36/2011, 99/2011, 83/2014, 5/2015, 44/2018, 95/2018, 91/2019, 109/2021 and 19/2025) (hereinafter: *the Law*), and Article 40 of the Statute of Philip Morris Operations a.d. Niš (hereinafter: *the Company*), the Board of Directors of the Company, at its regular meeting, held on April 15, 2025, determined and proposed to the Shareholders' Assembly for adoption the following draft of the

**Resolution
on Amending the Remuneration Policy to
the Members of the Board of Directors**

The amendments of the Remuneration Policy to the Members of the Board of Directors, adopted by the Shareholders Assembly on May 20, 2022 (''Remuneration Policy'') to replace the Appendix 3 to the Remuneration Policy, i.e. Contract on Mutual Rights and Obligations which is signed with the independent director of the Company, with the new Appendix 3 attached to this Resolution, is hereby adopted.

All the other provisions of the Remuneration Policy remain in effect, unamended.

This Resolution enters into force on the day of its adoption.

Explanation

In accordance with Article 463a of the Company Law, the Board of Directors determined the draft of the Remuneration Policy to the Members of the Board of Directors, as well as the drafts of the labor agreements with the executive directors and the contract on mutual rights and obligations between the Company and the executive, non-executive, and independent members of the Board of Directors.

Ugovorom o regulisanju međusobnih prava i obaveza sa nezavisnim direktorom („Ugovor") utvrđena je i naknada za rad u Odboru direktora u neto iznosu od 500 EUR po održanoj sednici Odbora direktora i Skupštine Društva, kao i za rad u Komisiji za reviziju u neto iznosu od 400 EUR mesečno. Imajući u vidu da su navedene naknade u primeni od 2012. godine, inflaciju, kao i ukupno kretanje zarada u Republici Srbiji u prethodnom periodu, navedene naknade se menjaju u Ugovoru tako da iznose neto 600 EUR po održanoj sednici Odbora direktora i Skupštine Društva, kao i neto 500 EUR mesečno za rad u Komisiji za reviziju.

Odbor direktora smatra da su navedene izmene opravdane i predlaže Skupštini akcionara da usvoji predloženu odluku.

Contract on Mutual Rights and Obligations with the independent director ("Contract") determines the compensation for the work of the independent director in the net amounts of EUR 500 per session of the Board of Directors and Shareholders Assembly, and EUR 400 per month for the work in the Audit Commission. Having in mind that mentioned compensations are effective as of 2012, the inflation and salary changes in the Republic of Serbia in the previous period, the compensations are hereby changed in the Contract to of EUR 600 per session of the Board of Directors and Shareholders Assembly, and EUR 500 per month for the work in the Audit Commission.

Board of Directors considers the proposed changes as justifiable and proposes to the Shareholders' Assembly to adopt this Resolution.

Predsednik Odbora direktora/President of the Board of Directors
Jelena Bogićević

PHILIP MORRIS OPERATIONS A.D. Niš MDP