

Ovim mi, **Corteva Agriscience SRB d.o.o. Novi Sad**, privredno društvo osnovano u skladu sa zakonima Republike Srbije, sa registrovanim sedištem u ulici Kiš Ernea br. 4, Novi Sad, Srbija, matični broj 20695161 ("**Corteva**"), kao jedini član društva **DuPont SRB d.o.o. Beograd**, privrednog društva osnovano u skladu sa zakonima Republike Srbije, sa registrovanim sedištem u ulici Bulevar Milutina Milankovića 9ž, Novi Beograd, Srbija, matični broj 20217855 ("**DuPont**"), u skladu sa članom 498. i članom 501. Zakona o privrednim društvima („Službeni glasnik RS”, br. 36/2011, 99/2011, 83/2014 - drugi zakon, 5/2015, 44/2018, 95/2018 i 91/2019 – „Zakon“), donosimo sledeću:

**ODLUKU**  
**o statusnoj promeni pripajanja i**  
**odobranju nacrta Ugovora o statusnoj**  
**promeni pripajanja**

**Član 1.**

Odobrava se statusna promena pripajanja, kojom se DuPont pripaja društvu Corteva, usled čega će DuPont prestati da postoji kao pravno lice bez sprovođenja postupka likvidacije.

**Član 2.**

Statusna promena pripajanja DuPont-a društvu Corteva vrši se tako što DuPont prenosi celokupnu svoju imovinu i obaveze Cortevi i prestaje sa postojanjem bez sprovođenja postupka likvidacije, dok Corteva nastavlja da posluje u skladu sa odredbama Ugovora o statusnoj promeni pripajanja (kako je definisan niže u tekstu) i Zakona.

**Član 3.**

Hereby we, **Corteva Agriscience SRB d.o.o. Novi Sad**, a limited liability company established under the laws of the Republic of Serbia, registered with the SBRA under ID no. 20695161, with registered seat at no. 4 Kiš Ernea Street, Novi Sad, Serbia ("**Corteva**"), as the sole shareholder of **DuPont SRB d.o.o. Beograd**, a limited liability company established under the laws of the Republic of Serbia, registered with the SBRA under ID no. 20217855, having its registered seat at address no. 9ž Bulevar Milutina Milankovića Street, Novi Beograd, Serbia ("**DuPont**"), in accordance with Articles 498 and 501 of the Law on Companies ("Official Herald of RS", nos. 36/2011, 99/2011, 83/2014 – other law, 5/2015, 44/2018, 95/2018 and 91/2019 – the "Law") render the following:

**DECISION**  
**on Merger by Absorption and approval of**  
**draft Agreement on Merger**

**Article 1**

Merger by absorption, according to which DuPont shall be merged with Corteva, as a result of which DuPont shall cease to exist as a legal entity without conducting liquidation proceedings, is hereby approved.

**Article 2**

The merger/absorption of DuPont by Corteva shall be carried out in a manner in which DuPont transfers its entire assets and liabilities to Corteva and ceases to exist without conducting the liquidation procedure, while Corteva shall continue to operate in accordance with the provisions of the Agreement on Merger (as defined below) and the Law.

**Article 3**

Ovom odlukom se odobrava nacrt ugovora o statusnoj promeni pripajanja, objavljen na internet stranici društva Corteva dana [•] i na internet stranici Registra privrednih subjekata Agencije za privredne registre dana [•] (“**Ugovor o statusnoj promeni pripajanja**”). Ovim se dalje nalaže zastupnicima društva DuPont da na dan donošenja ove Odluke potpišu Ugovor o statusnoj promeni pripajanja shodno objavljenom nacrtu, kao i da preduzmu sve druge aktivnosti, uključujući i donošenje svih neophodnih akata, a u cilju uspešnog i blagovremenog sprovođenja ove statusne promene.

#### **Član 4.**

Corteva potvrđuje da je obaveštena o sprovođenju predmetne statusne promene na način predviđen Zakonom i da joj je omogućen uvid u dokumentaciju predviđenu članom 495. Zakona.

U skladu sa članom 490, stav 4, 5 i 6. Zakona, Corteva potvrđuje da za sprovođenje ove statusne promene nije potrebno pripremiti: (i) finansijske izveštaje iz člana 490, stav 1, tačka 2. Zakona, (ii) izveštaj revizora o izvršenoj reviziji iz člana 490, stav 1, tačka 3. Zakona, (iii) izveštaje direktora iz člana 490, stav 1, tačka 3. Zakona.

#### **Član 5.**

Corteva potvrđuje da sprovođenje predmetne statusne promene neće dovesti do:

1. Izmene podataka iz osnivačkog akta Corteve, te se neće vršiti izmene istog;

The draft of agreement on merger by absorption, published on the website of Corteva on [•] and the website of the Register of Commercial Entities held with the Serbian Business Registers Agency on [•] (“**Agreement on Merger**”) is hereby approved. The representatives of DuPont are hereby instructed to sign Agreement on Merger in accordance with published draft on the day of rendering of this Decision, as well as to undertake any other actions, including rendering of necessary documents, for the purpose of successful and timely completion of this merger.

#### **Article 4**

Corteva hereby confirms that it was duly informed about conducting this merger and that it was granted an insight into documents listed in Article 495 of the Law.

In accordance with Article 490, paragraph 4, 5 and 6 of the Law, Corteva hereby confirms that the following documents related to this merger shall not be prepared: (i) financial statements from Article 490, paragraph 1, point 2 of the Law, (ii) auditor’s report from Article 490, paragraph 1, point 3 of the Law, (iii) directors’ reports from Article 490, paragraph 1, point 3 of the Law.

#### **Article 5**

Corteva hereby confirms that the subject merger will not result in:

1. Amendments to terms stipulated under Corteva’s memorandum of Association, therefore, such Memorandum shall not be amended;

2. Povećanja osnovnog kapitala društva Corteva, usled zabrane stvaranja fiktivnog kapitala iz člana 503. Zakona

3. Increase of Corteva's share capital, having in mind the prohibition from Article 503 of the Law.

**Član 6.**

**Article 6**

Ova odluka stupa na snagu na dan donošenja i biće registrovana u Registru privrednih subjekata Agencije za privredne registre.

This Decision shall come into force on the day of signing and shall be inscribed in Register of Commercial Entities held with the Business Registers Agency.

U Beogradu, dana / In Belgrade, on this \_\_\_\_ \_\_\_\_ 2021

Za / For Corteva

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Ivana Gutović, direktor