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| Na osnovu odredaba Zakona o privrednim društvima („Službeni glasnik Republike Srbije“, br. 36/2011, 99/2011, 83/2014 - dr. zakon, 5/2015, 44/2018, 95/2018 i 91/2019) (u daljem tekstu: „**Zakon**“) i Statuta PGP RAPID AD APATIN, sa registrovanim sedištem na adresi Industrijska zona bb, 25260 Apatin, Republika Srbija, matični broj: 08027714 (,,**Društvo’’**), skupština akcionara Društva, na redovnoj sednici održanoj dana [uneti], donela je sledeću: **ODLUKU****O POLITICI NAKNADA ČLANOVIMA NADZORNOG I IZVRŠNOG ODBORA** 1. **UVOD**
	1. Skupština utvrđuje politiku naknada članovima Nadzornog i Izvršnog odbora („**Politika Naknada**”) za njihov rad i angažovanje u obavljanju dužnosti iz okvira nadležnosti organa predviđenih odredbama Zakona i Statuta Društva.
	2. Politika naknada je zasnovana na zakonskim propisima i preporukama domaće i međunarodne dobre prakse koroporativnog upravljanja i cilj njenog donošenja i primene jeste motivisanje članova Nadzornog i Izvršnog odbora za njihovo aktivno i odgovorno sprovođenje funkcije kako bi, u krajnjem cilju, rad odbora bio uspešan.
2. **SISTEM NAKNADA ČLANOVIMA NADZORNOG ODBORA**
	1. Naknada članovima Nadzornog odbora odredjuje se u fiksnom iznosu.
	2. Visina fiksne naknade za članstvo u Nadzornom odboru formirana je na bazi sledećih činjenica:
* odgovornosti i zadataka članova Nadzornog odbora;
* očekivane stručnosti i aktivnosti članova Nadzornog odbora;
* uloženog vremena i truda članova Nadzornog odbora kao i očekivanih rezultata;
* kompleksnosti i veličine Društva;
* finansijskog stanja Društva;
* ekonomskog okruženja u kome se Društvo nalazi;
* procene dotadašnjeg rada članova Nadzornog odbora, kao i odbora u celini;
* i na drugim okolnostima od značaja za rad Nadzornog odbora.
	1. Svakom članu Nadzornog odbora isplaćuje se fiksna mesečna naknada za članstvo u Nadzornom odboru u neto iznosu jednakom minimalnoj neto zaradi u Republici Srbiji za mesec za koji se isplaćuje naknada.
	2. Na osnovu ove Politike naknada zakonski zastupnici sa članovima Nadzornog odbora zaključuju ugovore o regulisanju međusobnih prava i obaveza.
1. **SISTEM NAKNADA ČLANOVIMA IZVRŠNOG ODBORA**
	1. Sistem naknada ima za svrhu motivisanje članova Izvršnog odbora za odgovorno i aktivno obavljanje svojih funkcija.
	2. Naknada za rad članova Izvršnog odbora biće određena ugovorom o radu odnosno ugovorom o regulisanju međusobnih prava i obaveza koje sa članom Izvršnog odbora zaključuje Nadzorni odbor, gde Nadzorni odbor, prilikom utvrđenja naknade naročito ima u vidu:
* odgovornosti i zadatke članova Izvršnog odbora;
* očekivane stručnosti članova Izvršnog odbora;
* uloženog vremena i truda članova Izvršnog odbora kao i očekivanih rezultata;
* finansijskog stanja Društva;
* ekonomskog okruženja u kome se Društvo nalazi;
* procene dosadašnjeg rada članova Izvršnog odbora, kao i Odbora u celini;
	1. Članovi Izvršnog odbora mogu imati pravo i na zarade po osnovu doprinosa poslovnom uspehu Društva (nagrade, bonusi i sl.) kao i na eventualna druga primanja u skladu sa Zakonom o radu, ugovorima o radu odnosno ugovorima o regulisanju međusobnih prava i obaveza i odlukom Nadzornog odbora.
1. **ZAVRŠNE ODREDBE**
	1. Politika naknada će biti predmet periodičnog preispitivanja, odnosno usklađivanja sa potrebama, mogućnostima i interesima Društva.
	2. Politika naknada menja se odlukom Skupštine akcionara Društva.
	3. Ova odluka stupa na snagu danom donošenja.

U Apatinu, dana [uneti]**PREDSEDNIK SKUPŠTINE AKCIONARA****\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****[●]** | Pursuant to the provisions of the Law on Business Companies („Official gazette of the Republic of Serbia, nos. 36/2011, 99/2011, 83/2014 – other law i 5/2015, 44/2018, 95/2018 and 91/2019) (hereinafter referred to as: the **“Law”**) and Statute of PGP RAPID AD APATIN, with its registered seat at the address bb Industrijska zona Street, 25260, Apatin, the Republic of Serbia, registration number: 08027714 (hereinafter: the **“Company”**), the General Meeting of the Company at the regular session held on [insert] rendered the following:**DECISION ON****REMUNERATIONS’ POLICY OF THE SUPERVISORY AND EXECUTIVE BORAD MEMEBRS**1. **INTRODUCTION**
	1. The General Meeting determines the remunerations’ policy of the Supervisory and Executive Board members (**“Remuneration Policy”**) for their work and engagement in performing the duties within their competencies prescribed by the Law and the Statute of the Company.
	2. Remunerations’ Policy is based upon the laws and recommendations of domestic and international good corporate governance practice and the aim of its adoptions and implementation is to motivate the members of the Supervisory and Executive Board to perform their functions actively and responsibly so that, ultimately, overall performance of the boards is successful.
2. **REMUNERATION SYSTEM FOR THE SUPERVISORY BOARD MEMBERS**
	1. Remuneration of the Supervisory Board members shall be determined in a fixed amount.
	2. The amount of fixed remuneration for membership in the Supervisory Board is formed based on the following facts:
* responsibilities and tasks of the Supervisory Board’s members;
* expected expertise and activity of the Supervisory Board’s members;
* invested time and effort of the Supervisory Board’s members as well as the expected results;
* complexity and size of the Company;
* financial position of the Company;
* economic environment with which the Company is surrounded;
* assessment of the past work of the Supervisory Board’s members, as well as of the entire board;
* and other circumstances significant for the work of the Supervisory Board.
	1. Each member of the Supervisory Board shall be paid the monthly fixed amount for its membership in the Supervisory Board in the net amount equal to the minimum net salary in the Republic of Serbia for a month for which the payment is made.
	2. Based upon this Remunerations’ Policy the legal representatives shall conclude with the members of the Supervisory Board the agreements on regulation of mutual rights and obligations.
1. **SYSTEM OF THE REMUNERATION FOR THE SUPERVISORY BOARD MEMBERS**
	1. Remuneration system has as its aim to motivate the members of the Executive Board for active and responsible performance of their functions.
	2. The remuneration for the work of the members of the Executive Board shall be determined by the employment agreement or by agreement on regulation of mutual rights and obligations that the member of the Executive Board shall execute with the Supervisory Board, where the Supervisory Board, when determining the remuneration, shall consider the following:
* responsibility and tasks of the Executive Board’s members;
* expected expertise of the Executive Board’s members;
* invested time and effort of the Executive Board’s members as well as expected results;
* financial situation of the Company;
* economic environment with which the Company is surrounded;
* assessment of the past work of the Executive Board’s members, as well as of the entire Board;
	1. Members of the Executive Board may be entitled to salaries based on contributions to the business success of the Company (awards, bonuses, etc.) and to any other income in accordance with the Labor Law, employment agreement or agreements on mutual rights and obligations and the decision of the Supervisory Board.
1. **FINAL PROVISIONS**
	1. The Remuneration Policy shall be the subject of periodical reassessment, *i.e.,* harmonization with the needs, opportunities, and interests of the Company.
	2. The Remunerations’ Policy is amended by decision of the General Meeting of the Company.
	3. This decision comes into force on the day of its rendering.

In Apatin, on [insert]**CHAIRMAN OF THE GENERAL MEETING****\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****[●]** |