

Ovaj prijevod sastoji se od
4 stranice / 8 listova
Br. ovj. s engleskog: 04-2021
Br. ovj. s francuskog: 68-2021
Datum: 05.05.2021.

Ovjereni prijevod s engleskog i francuskog jezika

Zapisnik
sa Skupštine društva
DANONE d.o.o. za trgovinu i proizvodnju prehrambenih proizvoda



Ja, dolje potpisani Maître Jean-Christophe NENERT, javni bilježnik u Parizu (75008), 38 Avenue Hoche, dana 22. travnja 2021. sačinio sam sljedeći akt u prisustvu gospodina Yves PELLEGRINO, rođenog 21. svibnja 1965 u Nice (France) s prebivalištem u 8 rue Rougemont, 75009 Paris, koji mi je osobno poznat.

Po izvršenom uvidu u odgovarajuće izvratke iz sudskog registra u Parizu i Zagrebu (Hrvatska), ovime ovjeravam i potvrđujem:

- da je francusko društvo s ograničenom odgovornošću (société par actions simplifiée) **Produits Laitiers Frais Est Europe**, sa sjedištem u 17 Boulevard Haussmann, 75009 Paris, upisano u sudski registar u Parizu pod brojem 444 219 125 RCS PARIS društvo koje je osnovano i postoji prema francuskim propisima i koje po odredbama njegovog statuta i francuskih propisa zastupa u svim njegovim poslovima njegov predsjednik, gospodin Yves PELLEGRINO, koji je ovlašten samostalno zastupati tvrtku Produits Laitiers Frais Est Europe;

- da je francusko društvo s ograničenom odgovornošću **Produits Laitiers Frais Est Europe** sa sjedištem u 17 Boulevard Haussmann, 75009 Paris, upisano u sudski registar u Parizu pod brojem 444 219 125 RCS PARIS, OIB 72791795587 jedini član/osnivač hrvatskog društva s ograničenom odgovornošću **Danone** sa sjedištem u Strojarskoj cesti 10, Zagreb (Grad Zagreb), upisano u sudski registar u Zagrebu (Hrvatska) pod MBS 080247606, OIB 53965795871.

Objasnio sam stranci smisao i posljedice ovoga posla, nakon čega sam, bez nazočnosti svjedoka, koje Zakon za ovaj slučaj ne zahtijeva, niti ih je stranka tražila, sastavio sljedeći

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Usvojen je sljedeći dnevni red:

1. ODLUKA O PRESTANKU DRUŠTVA S OGRANIČENOM ODGOVORNOŠĆU PO SKRAĆENOM POSTUPKU BEZ LIKVIDACIJE
2. ODLUKA O PODJELI IMOVINE DRUŠTVA
3. IZJAVE SUKLADNE ODREDBI ČL. 472.a st.3. Hrvatskog Zakona o trgovačkim društvima

(potpis nečitljiv)

(potpis nečitljiv)

Nakon toga društvo Produits Laitiers Frais Est Europe, s registriranom adresom u 17 Boulevard Haussmann, 75009 Pariz, Francuska, OIB 72791795587, upisano u registar trgovačkih društava u Parizu pod br. 444 219 125 RCS Paris, koje zastupa njegov Predsjednik, gospodin Yves PELLEGRINO, kao predsjednik skupštine društva Danone d.o.o. sa sjedištem u Strojarskoj cesti 10, Zagreb, upisano u sudski registar Trgovačkog suda u Zagrebu pod MBS 080247606, OIB 53965795871 donosi sljedeće odluke i daje sljedeću izjavu:

Ad 1.

ODLUKU O PRESTANKU DRUŠTVA S OGRANIČENOM ODGOVORNOŠĆU PO SKRAĆENOM POSTUPKU BEZ LIKVIDACIJE

- I/ Utvrđuje se da je društvo Danone d.o.o. sa sjedištem u Strojarskoj cesti 10, Zagreb, upisano u sudski registar Trgovačkog suda u Zagrebu pod MBS 080247606, OIB 53965795871 (Društvo) i da ima samo jednog člana/osnivača, društvo Produits Laitiers Frais Est Europe, s registriranom adresom u 17 Boulevard Haussmann, 75009 Pariz, Francuska, OIB 72791795587 upisano u registar trgovačkih društava u Parizu pod br. 444 219 125 RCS Paris (Jedini član).
- II/ Jedini član Društva, temeljem članka 472. a stavka 1. i 2. Hrvatskog Zakona o trgovačkim društvima, sa glasovima koji predstavljaju 100% (sto posto) temeljnog kapitala Društva donosi odluku temeljem koje Društvo prestaje po skraćenom postupku bez likvidacije.
- III/ Društvo će, sukladno članku 472. a stavku 5. Zakon o trgovačkim društvima, bez odgode objaviti ovu Odluku o prestanku društva po skraćenom postupku bez likvidacije te Izjavu člana Društva na internetskoj stranici sudskog registra.
- IV/ Ova odluka stupa na snagu danom upisa u sudski registar.

Ad 2.

ODLUKU O PODJELI IMOVINE DRUŠTVA

- I/ Imovina društva Danone d.o.o. sa sjedištem u Strojarskoj cesti 10, Zagreb, upisano u sudski registar Trgovačkog suda u Zagrebu pod MBS 080247606, OIB 53965795871 (Društvo) sastoji se od novčanih sredstava na računima Društva i prava Društva u stečajnom postupku, koji se pred Trgovačkim sudom u Rijeci pod poslovnim brojem St-186/2016 vodi nad dužnikom Magros komercijalni konzalting d.o.o. u stečaju, Ulica Vladimira Nazora 3, OIB 33296756165.

Uzimajući u obzir da Društvo ima samo jednog člana, Produits Laitiers Frais Est Europe, s registriranom adresom u 17 Boulevard Haussmann, 75009 Pariz, Francuska, OIB 72791795587 upisano u registar trgovačkih društava u Parizu pod br. 444 219 125 RCS Paris (Jedini član), imovina se raspoređuje kako slijedi:

(potpis nečitljiv)

(potpis nečitljiv)

- Na Jedinog člana Društva po pravomoćnosti rješenja o brisanju Društva, u skladu s člankom 472. d stavkom 3. Zakona o trgovačkim društvima, prelazi imovina Društva koja se sastoji od novčanih sredstava koja preostanu na računima Društva, te se ima isplatiti na račun Jedinog člana IBAN FR76 3000 3036 2000 0201 1733 797, otvoren kod Societe Generale BIC SOGEFRPP u Parizu (Paris Opera 03620), Francuska
- Jedinom članu Društva pripadaju sva prava koje Društvo ima u stečajnom postupku, koji se pred Trgovačkim sudom u Rijeci pod poslovnim brojem St-186/2016 vodi nad dužnikom Magros komercijalni konzalting d.o.o. u stečaju, Ulica Vladimira Nazora 3, OIB 33296756165, po pravomoćnosti tog rješenja.

II/ Ova odluka stupa na snagu danom upisa u sudski registar.

Ad 3.

Izjavu sukladno članku 472. a stavku 3. Zakona o trgovačkim društvima

I/ Ovime mi društvo Produits Laitiers Frais Est Europe, s registriranom adresom u 17 Boulevard Haussmann, 75009 Pariz, Francuska, OIB 72791795587 upisano u registar trgovačkih društava u Parizu pod br. 444 219 125 RCS Paris (Jedini član), kao jedini član/osnivač društva Danone d.o.o. sa sjedištem u Strojarskoj cesti 10, Zagreb, upisano u sudski registar Trgovačkog suda u Zagrebu pod MBS 080247606, OIB 53965795871 (Društvo) izričito izjavljujemo sljedeće:

- „1. Društvo nema nepodmirenih obveza prema radnicima i bivšim radnicima Društva niti drugih nepodmirenih obveza po osnovi radnog odnosa radnika i bivših radnika;
2. Društvo nema spornih ni nespornih, dospjelih ni nedospjelih obveza prema drugim vjerovnicima;
3. Jedini član Društva obvezuje se podmiriti sve preostale obveze Društva, pokaže li se naknadno da one postoje.“

Jedini član Društva,
Produits Laitiers Frais Est Europe, s registriranom adresom u 17 Boulevard Haussmann, 75009 Pariz, Francuska, OIB 72791795587, upisano u registar trgovačkih društava u Parizu pod br. 444 219 125 RCS Paris, kojeg zastupa Predsjednik,

Yves PELLEGRINO

(potpis nečitljiv)

Ovaj akt je sudioniku pročitao te mu je rastumačen, te ga on u znak prihvata prava i obveza koje iz njega proizlaze vlastoručno i potpisuje.

Javni bilježnik
Maître Jean-Christophe NENERT

/okrugao pečat natpisa: Jean-Christophe NENERT, Javni bilježnik, Paris/
/nečitljiv potpis/

/suhi žig natpisa:
Jean-Christophe NENERT, Javni bilježnik, Paris, Prizivni sud, Republika Francuska/

Ja, mr. sc. Irena Gizdavčić Plohl, stalna sudska tumačica za njemački i engleski jezik, postavljena Rješenjem Županijskoga suda u Zagrebu br. 4Su-897/18 od 5. srpnja 2018., potvrđujem da gornji prijevod u cijelosti odgovara izvornoj ispravi sastavljenoj na engleskom jeziku.

U Zagrebu, 05.05.2021.

Br. ov. 04/2021



Ja, Lea Kovács, stalna sudska tumačica za engleski, francuski, mađarski i srpski jezik, ponovno imenovana rješenjem predsjednika Županijskog suda u Zagrebu broj 4 Su-380/2021 od 15. ožujka 2021. godine potvrđujem da gornji prijevod potpuno odgovara izvorniku sastavljenom na francuskom jeziku.

U Zagrebu, 05.05.2021.

Br. ov. 68/2021



I, the undersigned Maître Jean-Christophe NENERT, public notary in Paris (75008), 38 Avenue Hoche, on this 22 day of April 2021 have drawn up the following deed in the presence of Mr Yves PELLEGRINO, born 21st May 1965 in Nice (France), residing at 8 rue Rougemont, 75009 Paris, personally known to me.

Having checked relevant extracts from Company Registers in Paris and Zagreb (Croatia), I hereby certify and attest:

- that the French limited liability company (société par actions simplifiée) **Produits Laitiers Frais Est Europe**, having its registered office at 17 Boulevard Haussmann, 75009 Paris, is registered with the Company Register in Paris under number 444 219 125 RCS PARIS, a company constituted and existing in compliance with French regulations which, by virtue of its Articles of Association and French regulations is validly represented in all its affairs by its President, Mr Yves PELLEGRINO, who is authorised to individually represent the company Produits Laitiers Frais Est Europe;

- that the French limited liability company **Produits Laitiers Frais Est Europe**, having its registered office at 17 Boulevard Haussmann, 75009 Paris, registered with the Company Register in Paris under number 444 219 125 RCS PARIS, TIN (OIB) 72791795587, is the sole member/founder of the Croatian limited liability company **Danone** having registered office at Strojarska cesta 10, Zagreb (City of Zagreb), registered with the Company Register in Zagreb (Croatia) under company No (MBS) 080247606, TIN (OIB) 53965795871.

I explained the meaning and consequences of this business to the party hereunder, after which, without the presence of witnesses, which the law does not require in this case, nor did the party request, I put together the following

Minutes
of the Assembly of the Company
DANONE d.o.o. za trgovinu i proizvodnju prehrambenih proizvoda
(*DANONE Ltd. for trade and production of alimentary products*)

The following agenda was adopted:

- 1 DECISION ON TERMINATION OF THE LIMITED LIABILITY COMPANY IN SUMMARY PROCEEDINGS WITHOUT LIQUIDATION
- 2 DECISION ON THE DISTRIBUTION OF COMPANY'S ASSETS
- 3 STATEMENTS IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 472. a. para. 3 of the Croatian Companies Act

After that, the company Produits Laitiers Frais Est Europe, having its registered office at 17 Boulevard Haussmann, 75009 Paris, France, TIN (OIB) 72791795587, registered with the Company Register in Paris under No 444 219 125 RCS Paris, represented by its President, Mr. Yves PELLEGRINO, as chairman of the Assembly of the company Danone d.o.o. (*Danone Ltd.*), having its registered office at Strojarska cesta 10, Zagreb, registered with the Register of the Commercial Court in Zagreb under Company No (MBS) 080247606, TIN (OIB) 53965795871 takes the following decisions and makes the following statement:

Item 1

**DECISION ON TERMINATION OF THE LIMITED LIABILITY COMPANY
IN SUMMARY PROCEEDINGS WITHOUT LIQUIDATION**

- I/ It is established that the company Danone d.o.o. (*Danone Ltd.*), having its registered office at Strojarska cesta 10, Zagreb, registered with the Court Register of the Commercial Court in Zagreb under company No (MBS) 080247606, TIN (OIB) 53965795871 (Company) and has only one member/founder, the company Produits Laitiers Frais Est Europe, having its registered office at 17 Boulevard Haussmann, 75009 Paris, France, TIN (OIB) 72791795587, registered with the Company Register in Paris under No 444 219 125 RCS Paris (Sole Member).
- II/ The Sole Member of the Company, pursuant to Article 472.a, para. 1 and 2 of the Croatian Companies Act, with the votes representing 100% (one hundred percent) of the company's equity, passes the decision according to which the company shall terminate in summary proceedings without liquidation.
- III/ In accordance with Article 472.a, para. 5 of the Companies Act, the company shall, without delay, publish this Decision on termination of the company in summary proceedings without liquidation and the Statement of Company Member on the Court Register's website.
- IV/ This decision shall enter into force on the date of its entry in the Court Register.

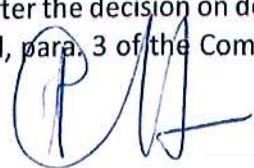
Item 2

DECISION ON THE DISTRIBUTION OF COMPANY'S ASSETS

- I/ The assets of Danone d.o.o. (*Danone Ltd.*), having its registered office at Strojarska cesta 10, Zagreb, registered with the Court Register of the Commercial Court in Zagreb under company No (MBS) 080247606, TIN (OIB) 53965795871 (Company) consist of monetary deposits in bank accounts of the Company and the rights of the Company in bankruptcy proceeding, currently in progress before the Commercial Court in Rijeka under case file No St-186/2016 against the debtor Magros komercijalni konzalting d.o.o. u stečaju (*Magros Commercial Consulting Ltd. in bankruptcy*), Ulica Vladimira Nazora 3, Opatija, TIN (OIB) 33296756165.

Taking into account the fact that the company has only one member, Produits Laitiers Frais Est Europe, with the registered office at 17 Boulevard Haussmann, 75009 Paris, France, TIN (OIB) 72791795587, registered with the Company Register in Paris under No. 444 219 125 RCS Paris (Sole member), the assets shall be distributed as follows:

the assets of the Company consisting of monetary deposits remaining in the Company's accounts shall be transferred to the Sole Member of the Company after the decision on deletion of the Company has become final, in accordance with Article 472.d, para. 3 of the Companies



Act, payable in favour of the Sole Member's account No IBAN FR76 3000 3036 2000 0201 1733 797, held with Societe Generale BIC SOGEFRPP in Paris (Paris Opera 03620), France.

the Sole Member of the Company acquires all the rights arising from the bankruptcy proceedings currently in progress before the Commercial Court in Rijeka case file No St-186/2016 against the debtor Magros komercijalni konzalting d.o.o. u stečaju (*Magros Commercial Consulting Ltd. in bankruptcy*), Ulica Vladimir Nazora 3, Opatija, TIN (OIB) 33296756165, after the final decision in the case has been reached.

II/ This decision shall enter into force on the date of its entry in the Court Register.

Item 3

Statement in accordance with Article 462. a, para. 3 of the Companies Act

I/ We, the company Produits Laitiers Frais Est Europe, with registered office at 17 Boulevard Haussmann, 75009 Paris, France, TIN (OIB) 72791795587, registered in the Company Register in Paris under No 444 219 125 RCS Paris (Sole Member), as the sole member/founder of the company Danone d.o.o. (*Danone Ltd.*), having its registered office at Strojarska cesta 10, Zagreb, registered with the Court Register of the Commercial Court in Zagreb under company No (MBS) 080247606, TIN (OIB) 53965795871 (Company), do hereby explicitly state the following:

The Company has no outstanding liabilities towards the workers and former employees of the Company, neither any other outstanding liabilities arising from employment relationships of present and former workers;

The company has neither disputed nor undisputed, neither due nor undue liabilities towards other creditors;

The Sole Member of the Company undertakes to settle all remaining liabilities of the Company if they subsequently prove to exist."

The Sole Member of the Company,
Produits Laitiers Frais Est Europe, with registered office at 17 Boulevard Haussmann, 75009 Paris, France, TIN (OIB) 72791795587, registered with the Company Register in Paris under No 444 219 125 RCS Paris (Sole Member), represented by its President,

Yves PELLEGRINO

This deed has been read and explained to the party hereto who, in testimony of acceptance of the rights and obligations arising from it, signed it by his own hand.

Public Notary

Maître Jean-Christophe NENERET



