

Pursuant to provisions of the article 353, 358 and 384 of the Law on Trade Companies and the provisions of article 36 and 83 of the Statute of WABTEC MZT AD Skopje, the Board of Directors of the Company on the meeting, without holding a meeting adopts the following:

Resolution for convening the Annual Assembly

Article I

The Annual Assembly of shareholders of WABTEC MZT AD is hereby adopted to be held on 27 June 2019 in the registered seat of the Company, at 12:00 pm with the following agenda:

1. Adopts of chairman for the annual assembly;
2. Election of a minute keeper and vote counter
3. Considering and adopting of the separated and consolidated annual accounts and separate financial statements and annual report of the company for the 2018 year;
4. Adopting the work of the members of the Board of Directors;
5. Adopting a resolution for financial losses recovery;
6. Adopting a resolution for selection of authorized audit company to audit the financial statements for 2019;
7. Adopting a Resolution for transaction with related party;
8. Adopting a Resolution for change of the personal data of the Executive member of the Board of directors;
9. Adopting a Resolution for amending the Statute of the Company;
10. Other

Article II

The HR Department is hereby obligated for publishing the public call for the Annual Assembly in half page of a daily newspaper, published in the whole territory of the Republic of North Macedonia no later than 30 days before the Annual Assembly and on the front page of Wabtec MZT AD Skopje official website and the website of the Macedonian Stock Exchange.

Article III

This resolution enters into force from the day of its adoption

Number ____ – ____ / 19
20.05.2019
S k o p j e

WABTEC MZT AD Skopje
the President
of the Board of Directors
Mr. Michael Edward Fetcko III

Pursuant to provisions of the article 353, 358 and 383 of the Law on Trade Companies and the provisions of article 35 and 36 of the Statute of WABTEC MZT AD Skopje, the Board of Directors of the Company without holding a meeting adopts the following:

Resolution
on adoption of the separate and consolidated annual accounts and financial statements and the annual report for the work of the Company for 2018

Article I

RESOLVED that separate and consolidated annual account and financial reports and annual report for the work of the Company for 2018 are adopted.

Article II

This resolution enters into force from the day of its adoption.

Number ____ – ____ / 19
20.05.2019
S k o p j e

WABTEC MZT AD Skopje
the President
of the Board of Directors
Mr. Michael Edward Fetcko III

Pursuant to provisions of the article 353, 358 and 383 of the Law on Trade Companies and the provisions of article 35 and article 36 of the Statute of WABTEC MZT AD Skopje, the Board of Directors of the Company without holding a meeting adopts the following:

Resolution for adoption of the work of the Board of Director

Article I

The work of the representative body of the Company - Board of Directors for the previous year – 2018 has been APPROVED.

Article II

This resolution enter into force from the day of its adoption.

Number ____ – ____ / 19
20.05.2019
S k o p j e

WABTEC MZT AD Skopje
the President
of the Board of Directors
Mr. Michael Edward Fetcko III

Pursuant to provisions of the article 353, 358 and 383 of the Law on Trade Companies and the provisions of article 35 and 36 of the Statute of WABTEC MZT AD Skopje, the Board of Directors of the Company without holding a meeting adopts the following:

Resolution for financial loss recovery

Article I

RESOLVED that the financial loss coverage for 2018 of the WABTEC MZT AD Skopje is hereby approved in total amount of **66.452.605,00 denars** and the same shall be covered with the future profit of the Company.

Article II

This resolution enters into force from the day of its adoption.

Number ____ – ____ / 19
20.05.2019
S k o p j e

WABTEC MZT AD Skopje
the President
of the Board of Directors
Mr. Michael Edward Fetcko III

Pursuant to provisions of the article 353, 358 and 383 of the Law on Trade Companies and the provisions of article 35 of the Statute of WABTEC MZT AD Skopje, the Board of Directors of the Company without holding a meeting adopts the following:

Resolution for selection of authorized audit company to audit the annual account and the financial statements for 2019

Article I

RESOLVED that Mr. Selim Simbil as a member of the Board of Directors of the Company - General Director of WABTEC MZT AD Skopje is hereby authorized to conclude the Agreement for appointment of the authorized auditor company for audit of the annual account and the financial statements for 2019.

Article II

This resolution enter into force from the day of its adoption.

Number ____ – ____ / 19
20.05.2019
S k o p j e

WABTEC MZT AD Skopje
the President
of the Board of Directors
Mr. Michael Edward Fetcko III

Pursuant to the provisions of the article 116 of the Statute of Wabtec MZT AD Skopje and article 358, 457, 460 and 460-a of the Trade Law, the members of the Board of Directors of Wabtec MZT AD Skopje without holding a meeting adopts the following:

RESOLUTION
For related party transactions
(Intercompany transactions)

Article 1

By way of this Resolution the following intercompany transactions, for the period of 01 of July – 31 of December 2019 are approved as transactions with interested party, where Wabtec MZT is stated as a Seller and the parties mentioned below as a Buyers:

I. Poli Costruzione Materiali Trazione S.R.L. with registered seat Via Fontaella 11, 26010 Camisano, Italy as a Buyer of the brake equipment

Subject	BUSINESS DEAL Value	Conditions
Sales of brake equipment	20.571.388,38 denars	Market/Trade conditions
<hr/>		
Total:	20.571.388,38 denars	

The amount of 20.571.388,38 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

II. Wabtec FT Turkey as a Buyer of the brake equipment

Subject	BUSINESS DEAL Value	Conditions
Sales of brake equipment	15.533.955,36 denars	Market/Trade conditions
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Total:	15.533.955,36 denars	

The amount of 15.533.955,36 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

III. FREIGHT CAR PRODUCTS as a Buyer of the brake equipment

Subject	BUSINESS DEAL Value	Conditions
Sales of brake equipment	14.182.292,93 denars	Market/Trade conditions
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Total:	14.182.292,93 denars	

The amount of 14.182.292,93 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

IV. Wabtec UK (WRL), as a Byer of the break equipment

BUSINESS DEAL		
Subject	Value	Conditions
Sales of brake equipment	893.595,00 denars	Market/Trade conditions
Total: 893.595,00 denars		

The amount of 893.595,00 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports

V. WABTEC PASSENGER TRANSIT as a Byer of the break equipment

BUSINESS DEAL		
Subject	Value	Conditions
Sales of brake equipment	14.303.302,50 denars	Market/Trade conditions
Total: 14.303.302,50 denars		

The amount of 14.303.302,50 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

VI. Wabtec South Africa with registered seat at 12 VUURSLAG SRATRAN EXTENSION KEPTO, JOHANNESBURG 1613, as a Byer of the break equipment

BUSINESS DEAL		
Subject	Value	Conditions
Sales of brake equipment	10.106.939,52 denars	Market/Trade conditions
Total: 10.106.939,52 denars		

The amount of 10.106.939,52 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

VII. Faiveley transport France with registered seat at MIENS SAS e Espace Industriel Nord, Amiens Cedex 80046 FR, as a Byer of the break equipment

BUSINESS DEAL		
Subject	Value	Conditions
Sales of brake equipment:	13.459.158,77 denars	Market/Trade conditions

Total: 13.459.158,77 denars

The amount of 13.459.158,77denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

VIII. Brush Traction with registered seat at PO Box 17, Loughborough Leicestershire, GB, post LE11 1HS as a Byer of the break equipment

BUSINESS DEAL		
Subject	Value	Conditions
Sales of brake equipment	2.605.044,68 denars	Market/Trade conditions
Total:	2.605.044,68 denars	

The amount of 2.605.044,68 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

IX. Faiveley Transport Russia with registered seat at LENINGRADSKAYA STREET 1, KHIMKI CITY, MOSCOW REGION, 141402, RU as a Byer of the break equipment

BUSINESS DEAL		
Subject	Value	Conditions
Sales of brake equipment	2.053.456,71 denars	Market/Trade conditions
Total:	2.053.456,71 denars	

The amount of 2.053.456,71denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

X. WABTEC MEXICO as a Byer of the break equipment

BUSINESS DEAL		
Subject	Value	Conditions
Sales of brake equipment	14.182.292,93 denars	Market/Trade conditions
Total:	14.182.292,93 denars	

The amount of 14.182.292,93 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

XI. Wabtec Australia as a buyer of the break equipment

BUSINESS DEAL	
Value	Conditions

Sales of brake equipment	294.831,00 denars	Market/Trade conditions
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Total: 294.831,00 denars		

The amount of 294.831,00 is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

XII. Beijing WABTEC Huaxuia technology China as a buyer of the break equipment

BUSINESS DEAL		
Subject	Value	Conditions
Sales of brake equipment	10.734.025,50 denars	Market/Trade conditions
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Total: 10.734.025,50 denars		

The amount of 10.734.025,50 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

XIII. Beijing WABTEC as a buyer of the break equipment

BUSINESS DEAL		
Subject	Value	Conditions
Sales of brake equipment	436.527,00 denars	Market/Trade conditions
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Total: 436.527,00 denars		

The amount of 436.527,00 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

XIV. Faiveley Transport CZECH as a buyer of the break equipment

BUSINESS DEAL		
Subject	Value	Conditions
Sales of brake equipment	9.646.644,00 denars	Market/Trade conditions
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Total: 9.646.644,00 denars		

The amount of 9.646.644,00 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

XV. Faiveley Transport Witten-Germany as a buyer of the break equipment

BUSINESS DEAL		
Subject	Value	Conditions
Sales of brake equipment	92.250,00 denars	Market/Trade conditions
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Total: 92.250,00 denars

The amount of 92.250,00 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

XVI. Faiveley Transport India as a buyer of the break equipment

Subject	BUSINESS DEAL Value	Conditions
Sales of brake equipment	13.379.609,13 denars	Market/Trade conditions
Total: 13.379.609,13 denars		

The amount of 13.379.609,13 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

XVII. GE India as a buyer of the break equipment

Subject	BUSINESS DEAL Value	Conditions
Sales of brake equipment	14.764.615,90 denars	Market/Trade conditions
Total: 14.764.615,90 denars		

The amount of 14.764.615,90 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

XVIII. GE Egypt as a buyer of the break equipment

Subject	BUSINESS DEAL Value	Conditions
Sales of brake equipment	38.876.625,81 denars	Market/Trade conditions
Total: 38.876.625,81 denars		

The amount of 38.876.625,81 denars is the total sum of individual orders whose amount is individually less than 2% of the value of the assets of the Company, determined on the basis of the latest audited annual financial reports.

Article 2

The Board of Directors of Wabtec MZT AD Skopje **approves** the transactions under the condition to be approved by the majority of the minority shareholders who have no interest in the transactions present on the Annual shareholders assembly of WABTEC MZT AD Skopje scheduled for 27.06.2019.

Article 3

Based upon this decision, the General Manager of Wabtec MZT AD Skopje is authorized to implement and execute it.

Article 4

By adopting this decision the Company confirms that all the conditions for valid deciding and approving procedure is pursuant to the provisions of the Law on Trade Companies and the Company's Statute.

Number ___ – ___ / 19
20.05.2019
S k o p j e

WABTEC MZT AD Skopje
the President
of the Board of Directors
Mr. Michael Edward Fetcko III

Pursuant to provisions of the article 353, 358 and 383 of the Law on Trade Companies and the provisions of article 35 36 of the Statute of WABTEC MZT AD Skopje, the Board of Directors of the Company without holding a meeting adopts the following:

Resolution for change of the personal data of the Executive member of the Board of Directors

Article I

The change of the personal data of the Executive member of the Board of Directors, due to change of the passport has been APROVED and in the future he shall have the following data:

SELIM SHIMBIL

Passport no: U20427042

Address: AJDINLI MAX. DUMANKAJA GIZLIBAHACE SITESI BOTANIK C5 block DAIRE 8 TUZLA – ISTANBUL, TURKEY

Article II

This resolution enter into force from the day of its adoption.

Number ___ – ___ / 19
20.05.2019
S k o p j e

WABTEC MZT AD Skopje
the President
of the Board of Directors
Mr. Michael Edward Fetcko III

In accordance with Article 353, Article 358 and Article 384 of the Company Law, Article 35 of the Statute of WABTEK MZT AD Skopje, the Board of Directors of WABTEK MZT AD Skopje, without holding a meeting adopts the following:

Resolution for amending the Statute of the Company

Article 1

For the purposes of harmonization of the Company's Charter with the applicable legal regulations and the change of the constitutional name of the State, amendments are hereby made to the Charter of the Company.

Article 2

Article 13, paragraph 1 of the Charter of the Company is hereby amended to read:

"The base capital and shares shall be denominated in Denars, and calculated in EUR value equivalent at an average exchange rate of the Central Bank of the Republic of North Macedonia on the day of the appraisal of the Company, that is, on the day of adoption of the decision to issue shares."

Article 3

Article 23, paragraph 3 of the Charter of the Company is hereby amended to read:

"The Assembly may exclude preemption right during subscription of shares purely on the basis of written statements by the managing body stating the reason for the limitation or exclusion and by giving an explanation on share issue price. The decision referred to in paragraph 2 of this Article shall be adopted by a majority of votes which can not be less than three quarters of the Assembly's represented voted shares."

Article 4

Article 22 paragraph 2 of the Charter of the Company is hereby amended to read:

„When nominal amount and the number of shares are reduced, that is, when own and other shares are withdrawn, if such withdrawal results in base capital decrease after the registration and after the announcement of the registration of the base capital in the Trade Registry, the shares shall be cancelled”.

Article 5

Article 24 of the Charter of the Company is hereby deleted.

Article 6

Article 25 of the Charter of the Company is hereby deleted.

Article 7

Article 26 of the Charter of the Company, in accordance with the foregoing amendments and modifications is hereby amended to Article 24. The same amendment shall apply to all subsequent articles.

Article 8

Article 31 of the Charter of the Company is hereby amended to Article 29 and shall have its paragraph 3 be amended to read:

„The Company may not postpone payment to certain shareholders nor exempt them from payment, neither can receive anything on behalf of the Company other than what is stipulated in this Charter. A in-kind contribution following a claim shall be considered as recorded only after the Company has collected or taken it over. The Company shall be liable to the shareholder if fails to demonstrate due care and diligence.“

Article 9

In the Charter of the Company, a new Article 31 is hereby added to read:

„ The shareholder must pay in the shares at the call made by the the managing body of the Company under the conditions of subscription. The call shall be made by a personal notification to the shareholders, unless otherwise stipulated by the Charter.

The shareholder who in accordance with paragraph (1) of this Article fails to make the payment on time, shall not have the right to vote until the outstanding amount is paid, including the legally defined accrued interest. If the shareholder defaults on paying the in-kind contribution, shall be obliged to pay a contractual penalty under the terms stipulated in the Agreement for assignment of in-kind contribution in accordance with the Charter.

The shareholder, who upon given an additional deadline, has failed to pay the subscribed shares within the deadline and according to the terms of subscription, shall have shares taken away and shall be expelled from the Company. For the expulsion from the Company, the shareholder shall be notified in writing, by registered mail or by a letter delivered by a hand.

The shares of the expelled shareholder shall be offered by the Company on an official securities exchange or some other organized stock market. Shares can be converted into cash and sold otherwise only with the consent of the expelled shareholder.“

Article 10

In the Charter of the Company, a new Article 32 is hereby added to read:

*„ If the company sold the shares that it had taken away from the expelled shareholder:
1) below their nominal amount, and the assets are insufficient to settle the unpaid portion of the contribution, as well as the costs and legally defined accrued interest, the expelled shareholder shall compensate the company for the difference;*

2) at their nominal amount, after settling the expenses and the legal accrued interest, the company returns the previously paid amount reduced by the costs and the accrued interest rate, and

3) over its nominal amount, after the settlement of the expenses and legally defined accrued interest, the company returns the previously paid amount reduced by the costs and legally defined accrued interest, up to the nominal amount of the share, and the difference is retained by the company.

The expelled shareholder shall have the obligation to pay a contractual penalty, if established in the public call, for the untimely in-kind contribution. The payment of paragraph (1) of this Article shall not discharge the liability of the expelled shareholder for the damage caused to the company due to his failure to pay.“

Article 11

Article 34, paragraph 2 of the Charter of the Company is hereby amended to have an indent 5 added to read:

- *Employee or certified auditor in the Company*

Article 12

Article 37, paragraph 2 of the Charter of the Company is hereby amended to read:

„If the annual meeting is not called by the non-executive members of the Board of Directors or if for any reason it does not take place within the deadline stipulated in Article 36 paragraph 1 of this Charter, the decision for calling the annual assembly may be made by the court on the proposal of any shareholder.“

Article 13

Article 39 paragraph 3 of the Charter of the Company is hereby amended to read:

„The time period that runs from the day of publishing the public call for participation in the assembly until the day of the assembly maynot be longer than thirty days or shorter than twenty one days before the day of the assembly assembly.“

Article 14

Article 41, paragraphs 4 и 5 of the Charter of the Company is hereby amended to read:

„Shareholders holding at least 5% of the total number of voting shares may request in writing a supplement to the agenda by including one or more items in the agenda of the meeting which has been tabled and / or propose for adoption the decisions on each item included or to be included in the agenda of the assembly of the company.

The request for inclusion of one or more items in the agenda of the assembly which is called and / or the nomination of decisions for adoption is sent to the board of directors or to the court appointed person to call the assembly, in accordance with the law, within eight days from the day when the public call for participation in the assembly was announced.“

Article 15

Article 43 of the Charter of the Company is hereby deleted.

Article 16

Article 43 of the Charter of the Company, in accordance with the foregoing amendments and modifications is hereby amended to Article 44. The same amendment shall apply to all subsequent articles.

Article 17

Article 45 of the Charter of the Company is hereby amended to Article 44 to have paragraph 1 read the following:

„The verification list of the present shareholders shall indicate the name and surname, ie the firm, the address and the head office of the shareholder, ie its proxy holder and the number of votes attached to the shares of each shareholder.

Article 18

Article 48, paragraph 1 of the Charter of the Company is hereby amended to Article 47 to have said paragraph 1 read the following:

„At the rescheduled assembly decisions may be made only on the issues determined in the agenda for the first call for the assembly, regardless of the number of the present shareholders and the number of shares they hold. At the rescheduled assembly no decision may be taken on issues which under the law require a majority higher than the quorum referred to in paragraph 1 of Article 46 of this Charter.“

Article 19

Article 63, paragraph 1 of the Charter of the Company is hereby amended to Article 62 to have said paragraph 1 read:

„ The members of the board of directors are elected by the assembly with the majority of voting shares from the quorum determined for the work of the assembly with the law and this charter.“

Article 20

Article 65 of the Charter of the Company is hereby amended to Article 64 to read:

„A non-executive member of the Board of Directors may not at the same time be elected in more than five Boards of Directors as a non-executive member, nor in more than five supervisory boards of joint-stock companies with headquarters in the Republic of Northern Macedonia.

An executive member of the Board of Directors may not be elected for an executive member in other joint stock companies with headquarters in the Republic of Northern Macedonia, except in banks, in insurance companies and in other companies if so laid down in the law.“

Article 21

Article 68, paragraph 1 of the Charter of the Company is hereby amended to Article 67 to have said paragraph 1 read:

„ Members of the board of directors as well as members of their families (spouses, parents and children) may not be allowed without the approval of the board of directors: “

Article 22

Article 69, paragraph 2 of the Charter of the Company is hereby amended to Article 68 to have said paragraph 2 read:

„If the Board of Directors has more than one executive member, the members of the Board of Directors with a majority vote determine which executive member shall represent and act on behalf of the company and who is specifically responsible for the employee's rights and relations with them. “

Article 23

Article 73 of the Charter of the Company is hereby amended to Article 72 to have said paragraph read:

„Any agreement to which the company is a party and in which the executive or non-executive member of the Board of Directors has an interest, even in an indirect manner, may be concluded if it obtains approval of the least of the majority of the members of the Board of Directors who have no interest or from the Assembly of shareholders with majority votes of the present shareholders who have no interest.

If a member of the Board of Directors or the interested member comes to the knowledge that one of the conditions of paragraph 1 of this Article is met, he shall notify the Board of Directors thereof. The Interested member has the right to be heard, but may not participate in the debate or in the decision to grant the approval of paragraph 1 of this Article.

Based on the refusal of the Board of Directors to grant approval or, based on the irregularity of the decision to grant approval, claims against third parties may not be raised, unless the company proves that the third party knew of the non-existence of the approval or of irregularity regulation of the decision or, given all the circumstances, he could not have not known about it. “

Article 24

Article 78, paragraph 2 of the Charter of the Company is hereby amended and complemented to Article 77 to have said paragraph 2 read:

„ In authorizing the operations referred to in paragraph 1 of this Article, the General Manager shall have the following authorizations:

- a) proposes the policy of the company and leads the work of the company;*
- b) organizes and manages the work process;*
- c) proposes the program of work and the plan of the company to the board of directors and takes measures for their implementation;*
- d) executes the conclusions and decisions of the Board and the Board of Directors;*
- e) proposes the internal organization of the society;*
- f) appoints and dismisses: assistant general managers, sector directors and department managers, regardless of whether they are employed or have managerial status and / or employees with special powers and responsibilities and decides on their responsibility;*
- g) determines the need and selects the employees on the published advertisement, or competition;*
- (h) appraises the performance of the workers;*

- (i) decides on the allocation of workers depending on the needs of the work;*
- j) decides upon the request of the employees to use annual leave, paid and unpaid leave of absence;*
- k) decides on official journeys abroad for workers employed in the company;*
- l) adopts individual decisions, orders, rules / regulations and acts that the delivery is not within the competence of the assembly or the board of directors;*
- m) decides to engage external associates and other external executives depending on the needs of the society;*
- n) provides instructions and orders for workers in relation to the work;*
- o) organizes the inventory of fixed assets;*
- p) is in charge of and responsible for the assets of the company;*
- q) for borrowing by credit, loan, pledge, guarantee, for the purchase and sale of fixed assets and the assets of the company whose value is less than 50% of the planned monthly total revenues;*
- r) establish bodies and working bodies as its permanent or temporary bodies for the execution of occasional or permanent work from its scope of work, thus determining their composition, competence and scope of work;*
- s) issues measures and decisions in the event of violation of work order and discipline or work obligations, decides on termination of employment and other issues related to the labor relations of employees in accordance with the law, the collective agreement, the rules and other acts of the company, and*
- t) performs other activities stipulated by law, this charter, the collective agreement and other acts of the company, as well as the managerial agreement signed on behalf of the company by the president of the board of directors. “*

Article 25

Article 83 of the Charter of the Company is hereby amended to Article 82 to have paragraph 3 read:
„ In accordance with paragraph 1 of this Article, the Board of Directors shall perform the following activities:

- 1) adopts plans and programs for work;*
- 2) prepare proposals for the assembly and execute its orders;*
- 3) for borrowing by credit, loan, pledge, guarantee, for the purchase and disposal of fixed assets and the assets of the company whose value exceeds 50% of the planned monthly total revenues;*
- 4) it adopts general and individual acts whose adoption is not within the competence of the assembly or the general director of the company;*
- 5) decides as a second instance body on the complaints and other requests of the employees on the basis of employment, unless the law or the collective agreement determines otherwise, which competence the Board of Directors entrusts to a special permanent decision-making commission of the second degree for deciding on labor relations , whose composition, appointment and replacement of members are regulated by a special decision;*
- 6) decides on establishing mortgages on the company;*
- 7) makes decisions on official travel abroad of the general director of the company;*
- 8) establishes bodies and working bodies as permanent or temporary bodies for carrying out occasional or permanent work from their scope of work, determining their own composition, competence and scope of work;*
- 9) makes decisions on various issues within the scope of the activities of the company, which are not within the competence of other bodies;*
- 10) takes care of the regular and timely preparation of periodical reports and annual accounts for the company, and*
- 11) performs other activities determined by law, this charter and other acts of the company. “*

Article 26

Article 95, paragraph 4 and paragraph 6 of the Charter of the Company are hereby amended to Article 94 to have said paragraphs read:

„If the Assembly dismisses more than one member of the Board of Directors, a vote on the dismissal of all members of the Board of Directors is organized. It is considered that the members of the Board of Directors are dismissed if the shareholders have voted in favour of the dismissal with a majority of voting shares present at the assembly.

The application for registration in the trade register of the selectedor dismissed Members referred to in this Article shall be submitted by the person authorized with the decision for selection or dismissal.“

Article 27

Article 98 of the Charter of the Company is hereby amended to Article 97 to have paragraph 1 read:

„The General Manager is authorized to conclude agreements and to perform other legal actions o behalf of the company, as well as to represent the company before the courts and other bodies.

If the Board of Directors has several executive members, the other executive members shall represent the company in the scope and manner established by this Charter.“

Article 28

Article 103 of the Charter of the Company is hereby deleted.

Article 29

Article 104 of the Charter of the Company, in accordance with the foregoing amendments and modifications is hereby amended to Article 102. The same amendments shall apply to all subsequent articles.

Article 30

Article 108 of the Charter of the Company is hereby amended to Article 106 to read:

„The collective agreement of the company shall be concluded by the Executive Member of the Board of Directors of the Company and a representative of the trade union of the company.

The rules of VABTEK MZT AD-Skopje are issued by the Executive Member of the Board of Directors of the Company.“

Article 31

Article 110 of the Charter of the Company is hereby deleted.

Article 32

Article 111 of the Charter of the Company, in accordance with the foregoing amendments and modifications is hereby amended to Article 108. The same amendments shall apply to all subsequent articles

Article 33

Article 114 of the Charter of the Company is hereby amended to Article 111 to have paragraph 1 read:

„A deal (including, without limitation, a loan, a credit, a pledge, a guarantee) or interconnected deals is considered to be a large deal, if such deal or deals refer to the acquisition or alienation, or possible alienation, direct or indirect, of the assets of the company the value of which exceeds 20% of the book value of the assets of the company determined on the basis of the latest financial statements of the company, with the exception of the deals made in the course of the regular operation of the company, deals associated with the purchase of bonds.“

Article 34

Article 115 of the Charter of the Company is hereby amended to Article 112 to have paragraph 1 ce дополнува и истиот read:

„Any large deal that relates to the asset whose value is estimated at more than 20% of the 50% of the book value of the assets of the company, must be approved by all the members of the board of directors.“

Article 35

Article 118 of the Charter of the Company is hereby amended to Article 115 to have paragraph 1 read:

„ The person referred to in Article 113 of this Charter shall be obliged to inform the Board of Directors:

- 1) about the companies in which they themselves or together with related persons own 20% or more percent of the shares with the right to vote;*
- 2) about the companies in whose bodies they have management functions and*
- 3) ongoing or possible deals of which they have knowledge and in which they are an interested party.“*

Article 36

Article 119 of the Charter of the Company is hereby amended to Article 116 to have paragraph 2 amended to read:

„A decision to approve each deal with an interested party shall be made with the majority votes of the Members of the Board of Directors who do not have interest in the deal. If all members of the Board of Directors are interested parties, or if the number of members of the Board of Directors who do not have an interest is lower than the number required for the quorum for the meeting of the Board of Directors defined in this Charter, the deal is then approved by the Assembly.“

Article 38

Article 123 of the Charter of the Company is hereby amended to Article 120 to have paragraph 1 read:

„The Company keeps a mandatory general reserve as a general reserve fund that is formed from the net profit. For this difference 5% of the profit is calculated and allocated, until the reserves of the company reach an amount equal to one-tenth of the base capital. If a reserve so created is decreased, it must be replenished in the same way.“

Article 39

Article 125 of the Charter of the Company is hereby amended to Article 122 to have paragraph 4 read:

„ The certified auditor of the financial statements submits the audit report, in accordance with the international auditing standards published in the Official Gazette of the Republic of Northern Macedonia.“

Article 40

Article 127 of the Charter of the Company is hereby amended to Article 124 to have paragraphs 2 and 3 amended to read:

„ In the decision on the use of the profit, each individual purpose of the profit is presented, and in particular the following is stated:

- 1) *the amount of the profit to cover the loss of the previous year (if any);*
- 2) *the amount to be distributed to the shareholders in the form of a dividend;*
- 3) *the amounts that should set aside in the legal and statutory reserves of the company;*
- 4) *any likely carrying forward of profits into the following year, and*
- 5) *additional expenses on the basis of the decision.*

Changes in the profit specified in the annual accounts of the company may not be made on the basis of the decision referred to in paragraph 1 of this Article. “

Article 41

Article 128 of the Charter of the Company is hereby amended to Article 125 to read:

„After the approval of the annual accounts and establishment of profit for distribution, the company's assembly decides on the portion to be distributed to the shareholders in the form of a dividend. The manner of payment of the dividend is determined by the assembly of the company. The dividend is paid at the latest within nine months after the end of the business year. Where necessary for the safety of the company or for as equitable dividend as possible, before determining the amount of the dividend, the company's assembly may decide to form a special reserve. “

Article 42

Article 136 of the Charter of the Company is hereby amended to Article 133 to have paragraphs 3 and 5 amended and complemented to read:

„The company can, through a demerger, simultaneously transfer the assets and liabilities of two or more newly founded companies (demerger by establishment) or to two or more existing companies (demerger by acquisition), whereby the demerged company is terminated without liquidation. The company may, through the demerger, transfer a portion of its assets and liabilities to one or more newly founded companies (demerger by establishment) or to one or more existing companies (demerger by acquisition), in which case the company shall not be terminated. “

„ The decision on acquisition, merger or demerger is made by the assembly in accordance with the conditions and the manner provided in the law and this Charter. “

Article 43

Article 137 of the Charter of the Company is hereby amended to Article 134 to have paragraphs 1 and 3 amended to read:

„Not later than one month before the decision of the Shareholders Assembly or the Agreement or the demerger plan, the Board of Directors shall publish in the Official Gazette of the Republic of Northern Macedonia and at least one daily newspaper a notification for the concluded agreement or the adopted demerger plan in accordance with the law. “

„ Within the deadline referred to in paragraph 1 of this Article, the agreement or the demerger plan shall be submitted to the trade register so that a pre-registration can be made. After the pre-registration, an announcement is published in the Official Gazette of the Republic of Northern Macedonia that a pre-registration in the trade register has been made and that the agreement or the demerger plan is allowed for inspection. “

Article 44

Article 144 of the Charter of the Company is hereby amended to Article 141 to have indent 13 added following indent 12, to read:

„13) the full documentation that is related to the approval of the deal with the interested party “

Article 45

Article 145 of the Charter of the Company is hereby amended to Article 142 to have paragraph 1 read:

„ Each shareholder must be provided the right to inspect the acts and other documents of the company referred to in Article 141 of this Charter in the manner defined by this Charter. “

Article 46

Article 147 of the Charter of the Company is hereby amended to Article 144 to have paragraph 1 and paragraph 2 amended to read:

„ Documents and data generated in the operations of the company which are defined by the act of the executive member of the board of directors shall be considered business secret..

On the basis of an act issued by the executive member of the board of directors, all documents and data relating to the operations of the company can be considered as a business secret, as well as the manner in which the documents and data specified as a business secret are designated and kept. “

Article 47

Article 150 of the Charter of the Company is hereby amended to Article 147 to have paragraph 1 amended to read:

„The duty to keep business secrets remains in force after the termination of the employment of an employee in the company, the termination of the mandate of a Member of the Board of Directors or the termination of the company. “

Article 48

Article 154 of the Charter of the Company is hereby amended to Article 151 to read:

„The company shall be terminated in the following cases:

- with a decision of the assembly of the company that was adopted with a majority of votes which may not amount to less than two thirds of the voting shares presented to the assembly in the making of the decision.*
- acquisition, merger or demerger of the company on the basis of separation by establishment or separation by acquisition and*
- bankruptcy. “*

Article 49

Article 158 of the Charter of the Company is hereby amended to Article 155, to have paragraph 1 amended to read:

„Other issues that are of the significance to the company, though not regulated by this charter, can be regulated in accordance with the law and this charter with other acts of the company adopted by the executive member of the board of directors, such as the rulebook, rules of procedure, decisions, except the collective agreement and others. “

Article 50

Article 160 of the Charter of the Company is hereby amended to Article 157 to have paragraph 2 amended to read:

„With the entry into force of this Charter, the Charter of WABTEK MZT AD - Skopje No.05-1210 of March 4, 2013 shall cease to be valid. “

Article 51

Article 161 of the Charter of the Company are hereby deleted.

Article 52

Article 162 of the Charter of the Company, in accordance with the foregoing amendments and modifications is hereby amended to Article 158.

Article 53

In view of the change of the constitutional name of the State, this Decision shall amend and complement the provisions of the Charter containing the name 'Republic of Macedonia', with the word 'North' to be added between the word 'Republic' and 'Macedonia'.

Upon amendments and modification to the provisions of the Charter, the name Republic of North Macedonia shall be used thereafter.

Article 54

This Decision shall enter into force on the day of its adoption.

Number ____ – ____ / 19
20.05.2019
S k o p j e

WABTEC MZT AD Skopje
the President
of the Board of Directors
Mr. Michael Edward Fetcko III