

## TACKA 2

### ODLUKU

o emisiji akcija po osnovu pretvaranja duga u  
akcijski kapital

## ITEM 2

### DECISION

on the issue of shares based on the conversion  
of debt into share capital

**DAIDO METAL KOTOR AD  
SKUPŠTINA AKCIONARA****Br.****Kotor, 24.12.2025**

Na osnovu člana 211 stav 1 tačka 2) Zakona o privrednim društvima ("Službeni list Crne Gore", br. 65/20, 146/21, 04/24), člana 50 stav 6 tačka 7 Zakona o tržištu kapitala ("Službeni list Crne Gore", 01/18, 69/25), člana 2 stav 1 tačka 4) Pravila o načinu evidentiranja emisija hartija od vrijednosti unaprijed poznatim sticaocima u slučajevima kada se ne emituju putem javne ponude i/ili se ne uključuju u trgovanje ("Službeni list Crne Gore", br. 70/18, 23/19, 09/21, 115/25), Odluke o pretvaranju duga u akcijski kapital i člana 14 i 30 Statuta Daido Metala Kotor AD, Skupština Društva na vanrednoj sjednici od 24.12.2025 godine, donijela je

**ODLUKU  
o emisiji akcija po osnovu pretvaranja duga u akcijski kapital****Član 1**

Daido Metal Kotor AD (u daljem tekstu: Društvo), upisan u Registar emitenata kod Komisije za tržište kapitala pod rednim **brojem** \_\_\_, ovom odlukom emituje akcije po osnovu pretvaranja duga u akcijski kapital.

**Član 2**

Ukupan akcijski kapital Društva na dan donošenja ove odluke iznosi 26.457.068,38 EUR i podijeljen je na 13.349.329 akcija, pojedinačne nominalne vrijednosti 1,98190249 EUR.

**Član 3**

Obim emisije koja se emituje ovom odlukom iznosi 2.999.999,85 EUR i podijeljen je na 1.513.697 akcija serije V, pojedinačne nominalne vrijednosti 1,98190249 EUR.

#### Član 4

Akcije iz ove emisije izdaju se radi pretvaranja duga Društva prema Daido Metal CO., LTD Nagoya Japan u akcionarski kapital, tako da je Daido Metal CO., LTD Nagoya Japan sticalac akcija iz ove emisije.

O pretvaranju duga u akcionarski kapital Društvo i sticalac akcija iz ove emisije sačinili su poseban ugovor o međusobnim pravima i obavezama u vezi sa pretvaranjem duga u akcionarski kapital.

#### Član 5

Emitent će ovu emisiju akcija evidentirati kod Komisije za tržište kapitala, podnoseći zahtjev za evidentiranje ove emisije u roku od 3 dana od dana donošenja ove odluke.

#### Član 6

Akcije izdate ovom emisijom su obične akcije sa pravom glasa.

Akcije izdate ovom emisijom akcionarima daju sljedeća prava:

- da učestvuje u raspodjeli dobiti društva u obliku dividende, kada je donijeta odluka o podjeli dobiti akcionarima;
- da dobije dio preostale imovine društva nakon sprovedenog postupka likvidacije;
- da dobije besplatno akcije za slučaj povećanja osnovnog kapitala iz sredstava društva, uz ograničenja utvrđena Zakonom o privrednim društvima;
- pravo preče kupovine u postupku nove emisije akcija i zamjenjivih obveznica, uz ograničenja utvrđena Zakonom o privrednim društvima;
- da raspolaže svojim akcijama u skladu sa zakonom; i
- druga prava utvrđena Statutom Društva.

#### Član 7

Društvo će, u skladu sa propisima i odredbama ove odluke, izvršiti potrebne promjene u Centralnom registru Centralnog klirinškog depozitarnog društva a.d. Podgorica.

#### Član 8

Nakon upisa povećanja kapitala po ovom osnovu, u Centralni registar privrednih subjekata i upisa u Centralni registar Centralnog klirinškog depozitarnog društva AD Podgorica, akcija iz ove emisije, Daido Metal CO., LTD Nagoya Japan će postati punopravni vlasnik akcija i od tog momenta stiče sva prava koja mu po zakonu i aktima Društva pripadaju.

### Član 9

Lice ovlašćeno za sprovođenje aktivnosti u vezi sa emisijom akcija iz ove odluke je Filip Moštrokol, sekretar Društva.

### Član 10

Ova odluka stupa na snagu danom donošenja, a primjenjivaće se danom prijema rješenja Komisije za tržište kapitala o evidentiranju ove emisije.

**PREDSJEDAVAJUĆI SKUPŠTINE**

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**DAIDO METAL KOTOR AD  
SHAREHOLDERS' MEETING****No.****Kotor, 24.12.2025**

Based on Article 211, paragraph 1, item 2) of the Law on Business Companies ("Official Gazette of Montenegro", No. 65/20, 146/21, 04/24), Article 50, paragraph 6, item 7 of the Law on Capital Market ("Official Gazette of Montenegro", No. 01/18, 69/25), Article 2, paragraph 1, item 4) of the Rules on the method of recording issues of securities to known acquirers in cases when they are not issued through a public offer and/or are not included in trading ("Official Gazette of Montenegro", No. 70/18, 23/19, 09/21, 115/25), the Decision on the conversion of debt into share capital and Articles 14 and 30 of the Articles of Association of Daido Metal Kotor AD, the Assembly of the Company, at its extraordinary session dated 24.12.2025, adopted

**DECISION****on the issue of shares based on the conversion of debt into share capital****Article 1**

Daido Metal Kotor AD (hereinafter referred to as: the Company), entered in the Register of Issuers with the Capital Market Commission under serial number \_\_\_\_, hereby issues shares based on the conversion of debt into share capital.

**Article 2**

The total share capital of the Company on the date of this decision amounts to EUR 26,457.068,38 and is divided into 13,349,329 shares, each with a nominal value of EUR 1.98190249.

**Article 3**

The volume of the issue issued by this decision amounts to EUR 2,999,999.85 and is divided into 1,513,697 shares of series V, each with a nominal value of EUR 1.98190249.

#### **Article 4**

The shares from this issue are issued for the purpose of converting the Company's debt to Daido Metal CO., LTD Nagoya Japan into share capital, so that Daido Metal CO., LTD Nagoya Japan is the acquirer of the shares from this issue.

Regarding the conversion of debt into share capital, the Company and the acquirer of the shares from this issue have concluded a special agreement on mutual rights and obligations in connection with the conversion of debt into share capital.

#### **Article 5**

The Issuer shall register this share issue with the Capital Market Commission, submitting a request for registration of this issue within 3 days from the date of this decision.

#### **Article 6**

The shares issued from this issue are ordinary shares with voting rights.

The shares issued from this issue grant the shareholder the following rights:

- to participate in the distribution of the company's profit in the form of dividends, when a decision is made to distribute the profit to shareholders.

- to receive a part of the remaining assets of the company after the liquidation procedure is carried out.

- to receive shares free of charge in the event of an increase in the share capital from the company's assets, subject to the limitations set forth in the Law on Companies.

- the right of pre-emption in the procedure of a new issue of shares and convertible bonds, subject to the limitations set forth in the Law on Companies.

- to dispose of its shares in accordance with the law; and

- other rights set forth in the Company's Articles of Association.

#### **Article 7**

The Company shall, in accordance with the regulations and provisions of this decision, make the necessary changes in the Central Register of the Central Clearing and Depository Company a.d. Podgorica.

#### **Article 8**

After the registration of the capital increase on this basis, in the Central Register of Business Entities and the registration in the Central Register of the Central Clearing and Depository Company a.d. Podgorica, of the shares from this issue, Daido Metal CO., LTD Nagoya Japan will become the full owner of the shares and from that moment acquire all the rights that it is entitled to under the law and the Company's acts.

**Article 9**

The person authorized to carry out activities related to the issue of shares from this decision is Filip Moštrokol, the Company Secretary.

**Article 10**

This decision shall enter into force on the date of its adoption and shall be applied on the date of receipt of the decision of the Capital Market Commission on the registration of this issue.

**CHAIRMAN OF THE  
SHAREHOLDER'S MEETING**

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