

Pursuant to Article 277 of the Company Act (Official Gazette No. 111/93, 34/99, 52/00, 118/03 and 137/09) and Article 35 of the Articles of Incorporation of AD PLASTIK d.d. Solin, on 7 June 2010, the Board of Directors of AD PLASTIK d.d. Solin, decided to

C O N V E N E

Regular General Meeting of Shareholders of AD PLASTIK d.d. Solin

I. General Meeting of Shareholders shall be held on **20 July 2010 (Tuesday)**, at 12 o'clock at the Company's Administration Building in Solin, Matoševa 8, with the following

A g e n d a

- Establishing of the list of participants at the General Meeting of Shareholders
 1. Annual Report on the situation in the concern AD PLASTIK for 2009
 2. Report of the Supervisory Board on inspection of business operation of the concern AD PLASTIK for 2009
 3. Decision on allocation of the profits for 2009
 4. Decision on payment of dividends from the profits for 2009
 5. Decision on granting approval to the Board of Directors for their mandate in 2009
 6. Decision on granting approval to the Supervisory Board for their mandate in 2009
 7. Decision on appointment of auditors for 2010 and determination of their fee
 8. Decision on authorizing the Board of Directors to acquire shares of the Company
 9. Decision on appointment of the member of Supervisory Board

II. Decision recommendations:

The Board of Directors and the Supervisory Board recommend, except for items 7 and 9, and the Supervisory Board for items 7 and 9, that the following decisions be made:

Ad 1. To accept the Annual Report on the situation in the concern AD PLASTIK for 2009.

Ad 2. To accept the Report of the Supervisory Board on inspection of business operation of the concern AD PLASTIK for 2009.

Ad 3. The profit of AD PLASTIK d.d. Solin from 2009, after taxes, amounts to HRK 22.903.271,97 and shall be allocated as follows:

- | | |
|------------------------------|--------------------|
| 1. for reserve requirements: | HRK 1.145.163,60, |
| 2. for dividend payment: | HRK 6.103.630,50, |
| 3. for other reserves: | HRK 15.654.477,87. |

Ad 4. The **Decision on Payment of Dividends** is rendered, as follows:

- I. Stockholders of AD PLASTIK, d.d., registered with the Depository of Središnje klirinško depozitarno društvo d.d. as of the date of rendering the Decision, as holders of shares, designation ADPL-R-A, are entitled to claim the payment of dividends from the profits for 2009 in the amount of HRK 1,50 per share.
- II. The claims for dividend payment become due on 19 August 2010.

- III. Dividends shall be paid within the period from 9 August 2010 to 19 August 2010.
- IV. The Board of Directors of AD PLASTIK, d.d. is hereby ordered to make this Decision public and submit it to the Zagreb Stock Exchange within 2 days from the date of being rendered.
- V. This Decision becomes effective on the date of being rendered.

Ad 5. To grant the approval to the Board of Directors for their mandate in 2009.

Ad 6. To grant the approval to the Supervisory Board for their mandate in 2009.

Ad 7. I. Company DELOITTE d.o.o., Zagreb, Radnička cesta 80, is appointed the auditors of AD PLASTIK, d.d. Solin for 2010.
II. The auditors' fee for 2010 shall be determined in a separate Contract between the Company and the auditors, in compliance with the applicable Fee Schedule for auditors' services (Official Gazette No. 63/06).

Ad 8. The **Decision on authorization to acquire shares of the Company** is rendered, as follows:

Article 1

The Board of Directors of AD PLASTIK, d.d. is hereby authorized to acquire in the name of the company AD PLASTIK, d.d. the shares of the Company, as the Issuer, designation ADPL-R-A (hereinafter: Company Shares), under the following conditions:

1. The Board of Directors of AD PLASTIK, d.d. may acquire the maximum of 419.000 of Company Shares, together with the Company Shares held by the Company at the moment of rendering this Decision;
2. Company Shares may be acquired through Zagreb Stock Exchange;
3. The price at which the Company Shares are acquired shall not exceed 10% (ten percent), or fall below 10% (ten percent) of the average market price realized for such shares at the Zagreb Stock Exchange in the course of the preceding trading day;
4. This authorization shall be in force by the end of July 2011.

Article 2

The Board of Directors of AD PLASTIK d.d. may dispose with Company Shares already held or acquired pursuant to this Decision, for which no special decision of the General Meeting of Shareholders shall be necessary, whereby this Decision excludes the pre-emption rights of the existing shareholders.

Article 3

This Decision becomes effective and in force as of the date of being rendered.

Ad. 9. The **Decision on appointment of the member of Supervisory Board** is rendered, as follows:

Article 1

For the member of Supervisory Board of AD PLASTIK d.d. is appointed:

- Mrs. Ivka Bogdan, from Split, Vrh Visoke 81 A, born on 2 November 1952, PIN: 18119263619, ID card registration no. 102956194, issued by Police Station Split.

Article 2

The mandate of the appointed member of the Supervisory Board shall start as of the date of this Decision being rendered and shall last for 4 (four) years.

III. In the event the General Meeting of Shareholders is not held on 20 July 2010 because it is inquorate or for any other reason, the next General Meeting of Shareholders shall be held on 30 July 2010 (Friday) at the same time and at the same place and with the same Agenda, as specified in this Invitation.

IV. TOTAL NUMBER OF SHARES AND VOTING SHARES AT THE TIME WHEN THE GENERAL MEETING OF SHAREHOLDERS IS BEING CONVENED:

Company's share capital is divided into the total of 4.199.584 common registered shares, of a nominal value of HRK 100,00 each.

Each common share entitles to one vote at the General Meeting of Shareholders, except for Company's treasury shares, i.e. the nonvoting shares, amounting to 130.947 shares at the date of convening the General Meeting of Shareholders. The total number of voting shares at the date of convening the General Meeting of Shareholders amounts to 4.068.637.

V. CONDITIONS FOR SHAREHOLDERS' PARTICIPATION IN THE GENERAL MEETING OF SHAREHOLDERS AND EXERCISING THEIR RIGHT TO VOTE:

The right to participate in the General Meeting of Shareholders have only the shareholders who at the beginning of the 21st day prior to the General Meeting of Shareholders being held, namely at the beginning of day 29 June 2010 (Tuesday), were registered with Središnje Klirinško depozitarno društvo d.d. as owners of Company's shares and who not later than 6 days prior to the General Meeting of Shareholders being held, i.e. not later than 13 July 2010 (Tuesday) have registered in advance for participation in the General Meeting of Shareholders in writing with the Company's Legal Department or with the Notary Public whose registered office corresponds to the Company's registered office. With the Registration for Participation in the General Meeting of Shareholders and the exercise of voting rights, the shareholder shall submit written evidence on share ownership at the beginning of the 21st day prior to the General Meeting of Shareholders issued by Središnje klirinško depozitarno društvo d.d.

Information on Notary Publics through which the shareholders may register for participation in the Company Shareholder's Meeting is as follows:

- 1.) Notary Public Marija Ivančić, 21210 Solin, Kralja Zvonimira bb, Republic of Croatia, phone/fax: +385-21-210-548, e-mail: jb.marija.ivancic@st.t-com.hr;
- 2.) Notary Public Boško Jurišić, 21210 Solin, Kralja Zvonimira 85, Republic of Croatia, phone/fax: +385-21-213-286.

It is recommended to use the forms for Registration for Participation in the general Meeting of Shareholders available from the Legal Department, at the Company's head office, or on Company's web-site www.adplastik.hr.

VI. PROXY VOTING PROCEDURE:

The right to participate at the General Meeting of Shareholders and to use voting rights shall have the representatives and proxies for shareholders who have registered to participate in the manner and under the conditions described in point IV of this Invitation, and those who have proved their identity, as follows:

- representatives, pursuant to relevant Act on Representation, submitted to the Company in original or certified transcript, through Legal Department, by not later than the date of holding the General Meeting of Shareholders;

- proxies, pursuant to written Proxy, submitted to the Company, through Legal Department, by not later than the date of holding the General Meeting of Shareholders. In addition to handing it in person or sending by mail, the evidence on the appointment of proxy (signed proxy scan) may be submitted by e-mail to the following address: prijava@adplastik.hr.

It is recommended to use the Proxy-granting Form available from the Legal Department, at the Company's head office, or on Company's web-site www.adplastik.hr.

VII. ADOPTION OF NEW ITEMS FOR THE AGENDA:

In case the shareholders who own shares amounting to one twentieth share of the Company's share capital after the convening of the General Meeting of Shareholders request an item be included in the Agenda of the General Meeting of Shareholders and announced, for each new item of the Agenda, an explanation and proposed decision are required.

The Company shall receive the request for including an item in the Agenda not later than 30 days prior to the date of holding the Shareholder's Meeting. This time-limit does not include the date of the request being received at the Company.

VIII. SHAREHOLDERS' COUNTERPROPOSALS:

Shareholders' counterproposals for the proposed decision provided by the Board of Directors and/or Supervisory Board on a particular item on the Agenda, together with specification of their names and surnames, explanation and possible position of the Board of Directors, shall be made available to persons specified in Article 281 paragraph 1 through 3 of the Company Act under conditions specified therein, in case the shareholder not later than 14 days prior to the date of holding the General Meeting of Shareholders submits to the Company his/her counterproposal at the Company's address: AD PLASTIK d.d., 21210 Solin, Matoševa 8.

The date of the receipt of the counterproposal at the Company shall not be included in this 14-day time-limit. The counterproposal shall be available on Company's web-site www.adplastik.hr.

If the shareholder fails to exercise this right, it shall not result in forfeiting his/her right to put counterproposal at the General Meeting of Shareholders.

The above shall accordingly apply to shareholders' proposals regarding the appointment of the members of Supervisory Board or auditors. It is not required to explain this proposal. The Board of Directors is not required to make the proposal available to the shareholders if the proposal does not include the information which are to be announced with the proposal for the appointment of members of Supervisory Board or auditors, or information on membership of members nominated for the appointment in supervisory boards or boards of directors of other companies and other supervisory bodies at home and abroad.

IX. RIGHT TO INFORMATION ON COMPANY BUSINESS TRANSACTIONS:

The Board of Directors shall at the General Meeting of Shareholders provide to each shareholder at his/her request information regarding Company's business transactions, if such information is required in order to consider the items on the Agenda, in compliance with Article 287 of the Company Act.

X. ANNOUNCEMENT ON COMPANY'S WEB-SITE:

Immediately after the announcement of the invitation to the General Meeting of Shareholders, the following shall be available on Company's web-site www.adplastik.hr:

- Invitation to Company's General Meeting of Shareholders,
- Explanation in case the General Meeting of Shareholders is not required to render a decision on a particular item of the Agenda,
- Materials for the General Meeting of Shareholders,
- Forms for Registration and Proxy for participation and voting at the General Meeting of Shareholders,
- Request by shareholders that a particular item be included in the Agenda of the General Meeting of Shareholders (Addendum to the Agenda), received at the Company after the General Meeting of Shareholders has been convened.

XI. The shareholders are entitled to inspect the materials prepared for the General Meeting of Shareholders in the period from the date of the announcement of this invitation to the date of holding the General Meeting of Shareholders, at the offices of Legal Department, during working hours.

AD PLASTIK d.d., Solin
Member of Board of Directors
Ivica Tolić