

Based on the Article 277 of the Company Law (NN 111/93, 34/99, 52/00, 118/03 and 137/09) and the Article 35 of the Articles of Incorporation of AD PLASTIK Inc., Solin, the Board of AD PLASTIK Inc., Solin, passed on 04.06.2012 a decision, by which they are

### CONVENING

#### The Regular General Assembly of AD PLASTIK Inc., Solin

I. The General Assembly shall be held on **19. 07. 2012 (Thursday)**, with the beginning at 11 a.m. in the administrative building of the Company in Solin, Matoševa 8, with the following

#### Agenda

- Establishing the list of participants in the General Assembly
  1. Annual report on the state in the concern of AD PLASTIK for 2011;
  2. Report by the Supervisory Board on the performed supervision over management of jobs in the concern of AD PLASTIK for 2011;
  3. Decision on use of the profit from 2011;
  4. Decision on dividend payment;
  5. Decision on issue of approval to the Board for their work in 2011;
  6. Decision on issue of approval for work to the Supervisory Board members in 2011;
  7. Decision on appointment of an auditor for 2012 and defining of remuneration for his work;
  8. Decision on modifications and amendments to the Articles of Incorporation of AD PLASTIK Inc.;
  9. Decision on issuing the authority to the Board for acquiring of Own Shares;
  10. Decision on payment of a special prize to the Chairman and the members of the Supervisory Board;
  11. Decision on selection of two members of the Supervisory Board.

#### II. Draft Decisions:

The Board and the Supervisory Board are proposing, except for the Item 7 and 11, and the Supervisory Board for Item 7 and 11, the passing of the following decisions:

- Ad 1)** The Annual Report on the state in the concern of AD PLASTIK for 2011 is accepted;
- Ad 2)** The Report by the Supervisory Board on the performed supervision over management of jobs in the concern of AD PLASTIK for 2011 is accepted;
- Ad 3)** The profit of AD PLASTIK Inc. Solin from 2011, after taxation, amounts to HRK 51,835,702.00 and shall be used as follows:
  1. for payment of dividend: HRK 33.566.728,00,
  2. for other reserves: HRK 18.268.974,00.

#### **Ad 4) Decision on dividend payment** is passed, reading:

- I. The shareholders of AD PLASTIK, Inc. (hereinafter: Company), entered in the depository of the Središnje klirinško depozitarno društvo Inc., as owners of shares marked ADPL-R-A, acquire on the day of passing of this Decision claim for dividend payment from the profit for 2011, to the amount of HRK 8.00 per share, decreased for the amount of HRK 2.47 per share that has already been paid as dividend advance payment;
- II. The claims regarding dividend payment become due on 18. 08. 2012;
- III. The dividend payment period lasts from 08. 08. 2012 until 18. 08. 2012;

- IV. It is ordered to the Board of AD PLASTIK, Inc. to announce this Decision at the Zagreb Stock Exchange latest until 9.30 am of the first working day after the General Assembly;
- V. This Decision comes into force on the day of its passing.

**Ad 5)** Approval to the Board for their work in 2011 is issued;

**Ad 6)** Approval to the members of the Supervisory Board for their work in 2011 is issued;

**Ad 7) I.** The company of DELOITTE Ltd., Zagreb, Radnička cesta 80 is appointed as the auditor for 2012 for AD PLASTIK, Inc. Solin;

II. Remuneration for the work of the auditor for 2012 shall be established by a special contract between the Company and the auditor, in accordance with the valid tariff for the auditing services (NN No. 63/06);

**Ad 8) Decision on modifications and amendments to the Articles of Incorporation of AD PLASTIK Inc., Solin, is passed, reading:**

#### **Article 1**

In the Articles of Incorporation of AD PLASTIK Inc., Solin (final draft, which includes the Articles of Incorporation of December 18, 1995, and its modifications and amendments of April 28, 1997, July 21, 2000, July 26, 2001, April 15, 2002, July 8, 2004, June 21, 2007, July 18, 2008, July 16, 2009 and July 14, 2011, hereinafter: the Articles of Incorporation), Article 20 item 1 is modified and reads now:

“(1) The Company Board consists of 3 (three) to 8 (eight) members, who are appointed and revoked by the Supervisory Board. The Supervisory Board defines the number of the Board members.”

#### **Article 2**

The Supervisory Board is authorized to establish and issue the final draft of the Articles of Incorporation.

#### **Article 3**

These modifications of the Articles of Incorporation shall come into force on the day of the entry in the court register with the Commercial Court in Split.

**Ad 9) Decision on giving the authority to the Board for acquiring of their own shares is passed, which reads:**

#### **Article 1**

Authority is issued to the Board of AD PLASTIK, Inc. that they may acquire, on behalf of the company of AD PLASTIK, Inc. the shares of this company, as the issuer, marked as ADPL-R-A (hereinafter: Own Shares), under the following conditions:

1. The Board of AD PLASTIK, Inc. may acquire Own Shares within the limits of the proscribed reserves for these shares, in line with Section 2 of the Article 222a of the Company Law;

2. Own shares may be acquired through the company ADP-ESOP Ltd., Zagreb, Jankomir 5 (hereinafter: ADP-ESOP), i.e. Own Shares which ADP-ESOP did not sell to employees of AD PLASTIK Inc. , in accordance with the Program of employee stock ownership adopted by the Management Board of AD PLASTIK Inc. on July 12, 2011 (hereinafter: ESOP Program);
3. The price at which Own Shares are purchased shall amount HRK 115.00 per share, i.e. by price at which AD PLASTIK Inc. sold Own Shares to ADP-ESOP based on the Agreement on sale of shares dated on July 28, 2011, and in accordance with the Article 6 item 1, in relation to the Article 3 of the stated Agreement.
4. This authorization is valid by the end of July 2013.

### **Article 2**

The Board of AD PLASTIK Inc. may dispose of the Own Shares, they already hold or have acquired based on this Decision, without any special decision by the General Assembly of the Company being necessary whereby, by this Decision, the priority right of the existing shareholders is excluded.

### **Article 3**

This Decision becomes effective and applicable on the day of its passing.

**Ad 10) Decision on payment of a special prize to the Chairman and the members of the Supervisory Board** is passed, reading:

1. Payment of a special prize to the Chairman and the members of the Supervisory Board of AD PLASTIK Inc., Solin, for their successful work in 2011 is established, and that:
  - To the Chairman of the Supervisory Board to the net amount of HRK 30,000.00;
  - To each member of the Supervisory Board to the net amount of HRK 20,000.00.
2. The special prize from paragraph 1 of this Decision shall be paid within 15 days, counting from the day of passing this Decision.

**Ad 11) Decision on the selection of two members of the Supervisory Board** is passed, reading:

### **Article 1**

As members of the Supervisory Board of AD PLASTIK Inc. the following members are selected:

- Mr. Josip Boban, from Split, Put Meja 11, PIN: 81981266283;
- Mr. Nikola Zovko, from Zagreb, Iblerov trg 7, PIN: 31552831949.

## Article 2

The term of office for the selected members of the Supervisory Board starts to run with the day of the passing of this Decision and lasts for 4 (four) years.

III) In case the General Assembly is not held on 19. 07. 2012 because of lack of quorum or for other reasons, the next session of the General Assembly shall be held on 30. 07. 2012 (Monday) at the same time and at the same place, and with the same agenda as stated in this Invitation.

### IV) TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME OF CONVENING THE GENERAL ASSEMBLY:

The capital stock of the Company is divided into totally 4,199,584 regular shares in somebody's name, every one of them in the nominal amount of HRK 100.00.

Every regular share gives the right to one vote at the General Assembly, except for the own (treasury) shares of the Company, i.e. the share without voting right, of which at the time of the convening of the General Assembly the Company has 3,743. The total number of the shares with voting right at the time of convening of the General Assembly is 4,195,841.

### V) PREPOSITIONS FOR PARTICIPATION OF SHAREHOLDERS IN THE GENERAL ASSEMBLY AND USE OF THE VOTING RIGHT:

Only those shareholders are entitled to participate in the General Assembly and use their voting rights, who were at the beginning of the 21<sup>st</sup> day before the session of the General Assembly, i.e. on 28.06.2012 (Thursday) entered in the Središnje klirinško depozitarno društvo Inc. as the owners of the Company shares, and who have six days before the session of the General Assembly, at the latest, or on 12.07.2012 (Thursday), at the latest, registered their participation in the assembly, in advance, in written form, with the legal department of the Company or with a public notary, whose official seat corresponds to the seat of the Company. Together with the registration for participation in the General Assembly and the use of the voting right, the shareholder must submit, in written form, proof of possessing a share at the beginning of the 21<sup>st</sup> day before the session of the General Assembly, issued by Središnje klirinško depozitarno društvo Inc.

Data on the public notaries through whom the shareholders can register their participation in the Company assembly are:

- 1) Public notary 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](mailto:jb.marija.ivancic@st.t-com.hr);
- 2) Public notary Boško Jurišić, 21210 Solin, Kralja Zvonimira 85, Republic of Croatia, phone/fax: +385-21-213-286.

The use of the registration forms for participation in the General Assembly is recommended. The forms may be obtained with the legal department at the Company seat, and are also available at the internet site of the Company: [www.adplastik.hr](http://www.adplastik.hr).

## VI) VOTING PROCEDURE BY WAY OF A PROXY:

Representatives and proxies of the shareholders, who have registered their participation in the manner and under the conditions described in Item IV of this Invitation, and who have proved their identity, may also participate in the General Assembly and use their voting rights, and that:

- Representatives, based on an adequate document on representation, which is submitted to the Company as an original or as a certified copy, by way of the legal department, by the day when the General Assembly is held, at the latest;
- Proxies, based on a power of attorney, in written form, which is submitted to the Company, by way of the Company's legal department, by the day when the General Assembly is held, at the latest. Apart from submission by direct handover or by mail, the proof of the appointment as proxy (scan of the signed power of attorney) may also be sent electronically, by e-mail to the address: [prijava@adplastik.hr](mailto:prijava@adplastik.hr).

The use of the power of attorney forms is recommended, which may be obtained with the legal department at the Company seat, and which are also available at the internet site of the Company: [www.adplastik.hr](http://www.adplastik.hr).

## VII) INCLUSION OF NEW MATTERS IN THE AGENDA:

If the shareholders, who jointly possess shares to the amount of the twentieth part of the Company's capital stock, request, after the General Assembly has been convened, for a matter to be included in the agenda of the General Assembly and to be announced, explanations and draft decisions must be provided for every new matter included in the agenda.

The request for inclusion of a matter in the agenda must be received with the Company at least 30 days before the General Assembly is held. This period of time does not include the day when the request was received with the Company.

## VIII) COUNTER-MOTIONS BY THE SHAREHOLDERS:

Counter-motions by the shareholders in relation to the draft decision provided by the Board and/or Supervisory Board regarding a certain item on the agenda, must be available, under statement of their names and family names, explanations and possibly the standpoint of the Board, to the persons mentioned in Article 281, Sections 1 to 3 of the Company Act under the prepositions stated there, if a shareholder submits his counter-motion to the Company at least 14 days before the General Assembly is held, at the address of the Company seat: AD PLASTIK Inc., 21210 Solin, Matoševa 8.

The day when the counter-motion is received with the Company shall not be included in this period of time of 14 days. The counter-motion shall be available at the internet site of the Company: [www.adplastik.hr](http://www.adplastik.hr).

If a shareholder does not exert this right, the consequence shall not be the loss of the right to include the counter-motion in the General Assembly session.

The above said shall also be applied, in an appropriate manner, to the filing of motion by the shareholders regarding the selection of members of the Supervisory Board or appointment of an auditor. Such a motion need not be explained. The Board needs not make the motion available to the shareholders, if it does not contain any data, which must be announced with the motion for selection of members of the Supervisory Board and appointment of an auditor, or data on

memberships of the persons proposed for selection in Supervisory, i.e. Management Boards of other companies, and other supervisory bodies at home and abroad.

**IX) RIGHT TO BE INFORMED ABOUT COMPANY'S BUSINESSES:**

During the General Assembly, the Board must give every shareholder, at their request, information regarding the businesses of the Company, if this is necessary for the matters included in the agenda to be judged, in accordance with Article 287 of the Company Law.

**X) ANNOUNCEMENTS ON THE INTERNET SITE OF THE COMPANY:**

Immediately after the announcement of the invitation for the General Assembly, the following shall be available at the internet site of the Company: [www.adplastik.hr](http://www.adplastik.hr):

- Invitation for the General Assembly of the Company;
- Explanation, if the General Assembly does not need to make a decision about any item on the agenda;
- Materials regarding the General Assembly;
- Registration forms and power of attorney forms for participation and casting votes at the General Assembly;
- The shareholders' request for a matter to be included in the General Assembly agenda (amendment of the agenda), which is received with the Company after the General Assembly has been convened.

**XI)** The shareholders are entitled to review the materials for the General Assembly in the period from the day of the announcement of this Invitation until the day when the General Assembly is held, and that with the Company's legal department, during working hours.

MANAGEMENT BOARD of AD PLASTIK Inc., Solin

President of the Board	Member of the Board	Member of the Board	Member of the Board
Josip <i>Božić</i>	Mladen Peroš	Ivica Tolić	Katija Klepo

