



ANNUAL REPORT  
PODRAVKA GROUP 2015

# Table of contents

Podravka Group in 2015 .....	3
Research and development Podravka Group .....	13
Research and development Podravka .....	14
Research and development Belupo .....	16
New products in 2015 .....	17
New products Podravka .....	18
New products Belupo .....	20
Awards and recognitions.....	21
Social community .....	25
Activities in environment protection .....	27
Activities in environment protection Podravka .....	28
Activities in environment protection Belupo.....	30
Podravka group management systems audits .....	33
Podravka management systems audits .....	34
Belupo management systems audits.....	36
Supervisory Board and Management Board members biographies .....	37
Podravka Supervisory Board members biographies .....	38
Podravka Management Board members .....	42
Business results.....	44
Podravka expected development .....	57
Risk factors.....	62
Corporate governance .....	68
Statement on corporate governance .....	69
General Assembly .....	70
Supervisory Board .....	71
Management Board .....	73
Corporate governance code .....	75
Annual questionnaire .....	76
Company securities .....	86

# PODRAVKA GROUP IN 2015



## Important business events

### ESTABLISHED A REGIONAL OFFICE FOR THE MIDDLE EAST AND NORTH AFRICA

In accordance with the new organization of market management and by redefining the market area of operations and focusing on categories and geographic regions, Podravka has established a regional office for the Middle East and North Africa based in Dubai, the economic headquarters of the United Arab Emirates. Normin Salman, a manager with extensive international experience, was appointed CEO of Podravka office in Dubai. Podravka's office was opened in the framework of JAFZA (Jebel Ali Free Zone) and Podravka became the first Croatian company that has invested in the free zone, which caused a great deal of interest in the business world region.

In addition, registration of the company in Dar es Salaam has been in procedure (Tanzania) as well as registration of the representative offices in Beijing (China), which is a prerequisite for the beginning of operations in these markets.

### EXAMINATION OF ORGANIZATIONAL CLIMATE AND JOB SATISFACTION

Since employee satisfaction is the key to success in every company, Podravka started examination of organizational climate and job satisfaction in 2012, which continued in 2015. The results have provided valuable information on how employees perceive the company, which areas they are satisfied with, and where they see room for improvement.

### PODRAVKA STARTS MERGE OF MEAT INDUSTRY DANICA D.O.O.

Continuing the implementation of measures to improve operational efficiency, Podravka's management made the decision to initiate the procedure for merging the limited liability subsidiary DANICA d.o.o. Certain restructuring measures, i.e. business rationalisation, have been implemented in Danica d.o.o. over the past three years. Financial business indicators have been improved, and further improvements can be achieved through the full integration of the meat programme into the Podravka's food segment.

### STIMULATIVE SEVERANCE PAYMENTS

Workers deciding to leave the company within this Program will receive severance payments amounting to net HRK 5,000.00 for each year spent at Podravka. Considering these severance payments are above those lawfully granted, Podravka wishes to thank to workers willing to participate in this program for their contribution built in the development of this company. 82 workers decided to take the stimulative severance payment of which 55 are Podravka's employees, 7 are from Danica d.o.o. and 20 from Belupo.

### INVESTORS' DAY

Interested investors, representatives of investment and retirement funds and broker agencies, business analysts participated at Investors Day held at Podravka. Aim of this dynamic, interactive event was to present to the investor community Podravka business results in 2014, positive and negative influences on them and guidelines in business and plans in 2015.

#### EXPORTERS CLUB IN PODRAVKA

14th meeting of the Exporters Club was held in Podravka, one of the first members of the club, founded on the initiative of the business weekly Lider. The importance of the export initiative was stressed by Prime Minister of Croatia, who participated at the event. On behalf of Podravka, CEO Zvonimir Mrcic presented the company throughout the history, as well as the company's product portfolio and financial results, with a focus on international business while presenting the Phase II of the internationalization of Podravka.

#### CONTROL OVER THE COMPANY MIRNA D.D. ROVINJ

On 31st March the company took over the control of the company Mirna d.d. Rovinj and due to the specific terms of shares purchase and sales in this company, the acquisition resulted in recognizing the negative goodwill amounting to HRK 24.7 million. The stated revenue is a one-off item recognized in the first consolidation of Mirna d.d. and is shown in the net profit on the day of acquisition.

#### ACQUISITION OF THE MAJORITY PACKAGE OF REGULAR SHARES OF SLOVENIA'S ŽITO

Podravka concluded with the consortium of sellers a contract on acquiring the shares of the company Žito, food industry d.d. Ljubljana, one of the biggest and renowned producers of food products in Slovenia, also having great recognizability in the markets of SouthEast Europe.

Based on the concluded Contract, and after receiving an approval from the authorised agencies for protection of market competition and after complying to the determined contractual obligations, Podravka will acquire the majority package of 51.55 percent of regular shares of Žito, registered under the no. ISIN SI0031108440, at the price of EUR 180.1 per share, i.e. for the total amount of EUR 33,027,818.

With the stated acquisition Podravka consolidates its position and becomes a leader in several additional product categories, significantly improving its market position.

After this transaction is completed, Podravka Group will be at the top of the food industry in the market of Slovenia. Extending the business in complementary product groups, opportunities are created for production, and sales and marketing synergies, improving the business efficiency of both companies and increasing their competitiveness. It is particularly worth emphasizing that this opens the possibility of selling Žito products through Podravka's sales and distribution network in more than 20 countries around the world.

#### SPECIAL CONTRIBUTION TO PROMOTION OF EXCELLENCE OF CROATIAN ECONOMY IN THE WORLD

For the first time the Ministry of Foreign and European Affairs gave the award of Croatian diplomacy for the special contribution in promotion of excellence of Croatian economy in the world. Podravka was recognized as the best company and awarded with a golden plaque. The reward is based

on the results of a poll conducted among the ambassadors, consuls and economic advisers in diplomatic missions and consulates of the Republic of Croatia abroad. Croatian diplomats choose three companies that according to their experience gave a special contribution in the previous period and made a particularly professional impression by their appearances abroad. This is another confirmation to excellence in the work of the company which is one of the leading in the SouthEast, Central and Eastern Europe, with companies and branch offices in 23 countries around the world, own distribution network in 10 countries and portfolio of about 800 different products present in more than 40 markets around the world.

#### **OPEN INNOVATION DAY**

Podravka held its first Open Innovation Day, one of the most innovative days organized in this company. "May 8 be recorded in the history of Podravka as a day we started a new creative cuisine in the company," said the president of Podravka Management Board.

#### **APPOINTED BELUPO D.D. MANAGEMENT BOARD PRESIDENT**

The Supervisory Board Belupo d.d. appointed Hrvoje Kolarić, Master of pharmacy and business management, a new five-year term president of the Belupo Board.

Also, Ksenija Punčikar, B.B.A., MBA, a former Chief Financial Officer, was appointed as Member of the Belupo Management Board.

Stanislav Biondić, the former member of the Belupo Board, with expired five-year term, remains in Belupo d.d. as an Advisor to the Board.

#### **NEW FARMAVITA WAREHOUSE OPENED**

Farmavita's new business-storage facility "C" is located in the immediate vicinity of existing buildings and covers an area of 4,000 square meters. The house was built with the purpose of expanding storage capacity in order to adequately respond to the growth in sales and expansion of its own product portfolios and providing consignment services, in accordance with the highest international standards.

A newly-built warehouse passed all necessary inspections in early 2015, and in March 2015 the Agency for Medicines and Medical Devices BiH awarded Permit for drug wholesalers and to a new location.

#### **PRODUCTS FROM BELUPO'S OWN DEVELOPMENT ON PHARMACEUTICAL MARKET IN EU**

Belupo products from our own development, Adapalene 1 mg / g Cream and Adapalene 1 mg / g of gel are registered in Germany and Austria, through the contractual partner Dr. Pflieger, called Dipalen. For drug Oxazepam 15 mg tablets of their own development successfully conducted a bioequivalence study in the EU, which is the product of our own development became registrabilan on demanding EU markets and during 2015, driven by registration process in Denmark.

**THE GENERAL ASSEMBLY SUPPORTED  
THE RECAPITALIZATION AND  
ORGANIZED EMPLOYEE STOCK  
OWNERSHIP**

Podravka d.d. General Assembly supported all the draft resolutions by the Management Board and the Supervisory Board which were subject of voting. Among numerous decisions, special attention of the public is drawn to the resolution on share capital increase, related to the resolution on introducing ESOP. Company share capital is additionally increase by issuing of 1.7 million of new regular shares at the price of HRK 300. Only employees can participate in the first round through the ESOP program. ESOP program includes giving the right of precedence to employees of PODRAVKA d.d., DANICA d.o.o., BELUPO d.d. and DELTIS PHARM PHARMACIES to the subscription and payment of the shares within Company share capital increase.

ESOP program will also include a remuneration system, offering every employee who acquires company shares exclusively through the ESOP program within the first round of shares subscription and payment, and who keeps all such acquired shares within the period of two to three years, the Company will award it with additional shares. The key principle that Podravka wishes to emphasize is the principle of equality of all workers in participation in the program. All employees will be offered the same terms of participation in the ESOP program.

Basic goals of ESOP program for Podravka are:

- further development of employee loyalty through participation in company ownership
- increase of Podravka productivity based on mid-term and long-term effects of the program (motivation, efficiency, entrepreneurship, dedication...)
- including employees in share ownership at special terms, because such an opportunity was never given to part of the workers
- connecting employee interests with interests of the owners
- creating additional impetus in achieving company strategy, in the sense of connecting growth interests and profitability on the one hand and long-term benefits for the workers on the other.

**THE SUBSCRIPTION TO NEW  
PODRAVKA D.D. SHARES WITHIN THE  
SHARE CAPITAL INCREASE STARTS**

At the Zagreb Stock Exchange before actual and potential big investors, Podravka d.d. presented share capital increase process, announcing the beginning of the subscription process to new shares of Podravka d.d.

On 7th July started the subscription of new shares of Podravka d.d., in the first round only for employees of Podravka d.d. and related companies, and in the second round for existing shareholders, i.e shareholders of Podravka d.d., who as on 3rd June 2015 had shares on their non-materialized securities account held at CDCC, up to:

1,385,360 new shares which were not subject of subscription and payment in the first round, in respect to which the existing shareholders have the pre-emption right of subscription and payment, and depending on the outcome of subscription and payment of new shares in the first round, remain-

ing new shares from the first round which possibly were not subscribed and paid for in the first round.

Funds gathered are primarily planned to be used for financing of the acquisition of the shares of Žito d.d. Ljubljana, for investment in business expansion on new markets and as additional source for financing of the new Belupo factory for solid, semi-solid and liquid drugs, aiming to ensure sufficient production capacities for further growth and development" – Podravka Management Board president Zvonimir Mršić pointed out during the presentation on share capital increase held today.

**SHARE CAPITAL INCREASE PROCEDURE  
AND ESOP PROGRAM SUCCESSFULLY  
COMPLETED**

All 1,700,000 new shares were validly subscribed to during the 1st and 2nd Round, and total of HRK 510 million was paid in. The interest shown for subscription of shares in the first two rounds of share capital increase procedure was 30 percent higher than the number of available shares. Existing shareholders and employees subscribed and paid in total for more than 2.26 million of new shares out of the maximum available 1.7 million shares, which shows exceptional interest in acquiring of Podravka d.d. shares.

In the 1st Round that was intended exclusively for the employees and lasted from 7th July 2015 to 13th July 2015, a total of 88,475 new shares were subscribed and paid by 615 employees.

In the 2nd Round where new shares could be subscribed by the existing shareholders, lasting from 7th July 2015 to 20th July 2015, a total of 2,174,304 new shares were subscribed and paid, where the interest shown exceeded the number of available shares.

The 3rd Round of subscription and payment of new shares was not be conducted, as all the available shares were subscribed and paid during the 1st and the 2nd Round.

**CONFERENCE KNOWLEDGE IN FOCUS**

In cooperation with domestic and international partners from business and academic community, Podravka organized Knowledge in Focus- business and technological conference on e-learning, collaboration and innovations.

By organizing this conference Podravka continues with the triple-helix approach and, like in the previous two conferences, promotes the importance of association with the business, academic and broader community in order to jointly create a knowledge society.

The registration fee goes to supporting student education as part of the Zlata Bartl Foundation, aimed at promoting and stimulating creative and innovative scientific research work among highly educated young people, particularly in the technical and technological fields, which Professor Zlata Bartl herself was involved in. The Conference raised 30.000,00 kunas which were paid in to the Foundation.

**THE CONSTRUCTION OF NEW BELUPO  
FACTORIES STARTED**

Zoran Milanović, the Prime Minister of Croatia, his associates, and other prominent guests were familiarized with the beginning of the construction of new Belupo factory for solid, semisolid and liquid forms of medications worth HRK 400 is also on that track. Factories will be completed in the first quarter 2017 and will employ about a hundred new workers.

The pill-like cornerstone, a piece of art created by the famous sculptor Igor Lenard, was laid by Zvonimir Mršić, President of Podravka Board and Hrvoje Kolarić, President of Management Board of Belupo.

It is the most significant greenfield investments in Croatia this year, which will, once when completed, have a significant impact on GDP growth and an increase in exports, pointed Zvonimir Mrsic, President of Podravka Management Board and Supervisory Board President of Belupo. Podravka Group is on the right track of growth and development; the completed share capital increase procedure brought in the company's "bloodstream" HRK 510 million.

**TAX INCENTIVE FOR BELUPO'S NEW  
LOCATION OF PRODUCTION**

Pursuant to the Incentive investment and improving the investment environment Law, Belupo in 2014 submitted an application for the use of incentives for investment-investment project "The new production location-Belupo". The Ministry of Economy in March 2015 awarded Belupo status of incentives - tax, support for the eligible costs of new employment linked to investment projects, and incentives for capital investment costs of the project within the permitted maximum intensity of incentive investment in the amount of HRK 163,716,874. In the Financial statements for 2015 Belupo dd initially approved the maximum incentives as deferred tax assets and tax revenue. Reversal of deferred tax assets was recorded as early as in 2015, in the value of the calculated current income tax of HRK 9,369,741.

**CORPORATE CONFERENCE FOCUSED ON  
SETTING AMBITIOUS GOALS**

Podravka's corporate conference gathered all company's executive directors, directors of companies from 23 countries in which Podravka operates and representatives of marketing and marketing directors of individual markets. The conference was, among other things, marked by setting of goals and further activities in order to finish the current business year successfully and start the new business year equally ready and ambitiously.

**VEGETA IN  
NEW PACKAGING AND VIDEO**

Vegeta - a brand that follows your each and every move in the kitchen and inspires you to new and exciting dishes, has a new packaging. The most famous Podravka brand and your faithful companion in every tastful meal for over the 50 years, these days will be in new packaging design in the stores. Now packaging design in the future will be present in more than 50 markets of the world. Passion for cooking, creativity and freedom to express ourselves in our own way, are the main features of the Vegeta video, in which creation were engaged the most creative minds from all over the region.

**PODRAVKA AMONG TOP  
10 CROATIAN EXPORTERS**

Podravka has been listed in the top 10 Croatian exporters and is the only food company among them. Being very successful over the years, Podravka took over Mirna, bought Slovenian Žito, proceeded a very successful share capital increase, while enriching the export offensive with significant investments on international market, and thanks to the high growth rate Podravka got the special place on the list of the best ones.

**HUMANITY OF PODRAVKA AND ITS  
EMPLOYEES DURING REFUGEE CRISIS**

At the very beginning of the refugee crisis that engulfed Croatia, Podravka responded as a true company with a heart, providing water, baby food and other products for the needy and suffering people. With each product Podravka gave its heart and compassion in the first place, which is far more important than the 15,000 bottles of water, 12,000 snacks and Lino lada and 4500 cans and jam which ended in the hands of refugees. Good organization and humanity of Podravka's employees proved Podravka to be a company with high sensitivity and heart.

**ANNUAL GATHERING OF  
PENSIONERS AND JUBILARIANS**

Podravka continues its established tradition of annual gathering of pensioners and jubilarians. Numerous Podravka's pensioners and jubilarians gathered in the big tent placed in front the Soup and Vegeta factory to remind themselves of the times they spent working in Podravka.

**NON-REPAYABLE GRANTS  
FOR KALNIK FACTORY**

Factory Kalnik Varazdin and the project "Modernization of vegetable processing", which is registered for the competition through the Rural Development Program Croatia, Measure 04th, received a non-refundable grant of 6.3 million HRK for co-financing the project, that will be paid during 2016. The project includes the modernization of the factory with 7 new investment which will significantly improve the production process. This percentage represents the maximum amount of aid that could be obtained, since the investment is HRK 12.6 million in total.

**NEW HIGHLY EDUCATED TRAINEES  
WITHIN THE SHAPE PROGRAM**

35 new trainees began their career on 2nd November in Podravka. The SHAPE program has recruited 95 trainees with university degrees, 35 of them in the first, 25 in the second and 35 in the third generation. Additionally, Podravka has provided employment program for as many as 37 trainees with secondary education.

**BELUPO PROFIT REINVESTED FOR THE  
THIRD YEAR IN A ROW**

Beginning of April the Belupo Supervisory Board adopted the consolidated audited financial report of Belupo and its subsidiaries for the last business year. Belupo profit was reinvested for the third year, and the share capital was increased by HRK 189.7 million. After the share capital increase of Podravka d.d. was successfully processed, the share capital of Podravka d.d. was again increased, being paid in cash in October 2015, and now amounts to HRK 410 million.

**PUBLIC OFFERING FOR SHARES  
TAKEOVER OF COMPANY ŽITO D.D. WAS  
SUCCESSFUL**

Upon completion of the purchase of shares pursuant to a public offering, Podravka has, together with the 183,386 shares of Žito d.d., which it already owned at the date of publication of the takeover bid, a total of 308,820 shares of Žito d.d., which represents 86.80 percent of all issued shares of Žito d.d.. The takeover bid lasted from 23 October 2015 until 23 November 2015. The offer was accepted by 4,291 shareholders, who together were the holders of 125,434 shares of Žito d.d., which represents 35.25% of all issued shares of Žito d.d.

Now members to the Supervisory Board of Žito d.d. were also elected: Miroslav Klepač as president, Petar Vlaić as deputy president and Ivan Galović and Rajko Stanković.

**FACULTY OF PHARMACY AND  
BIOCHEMISTRY AT ZAGREB  
UNIVERSITY AND BELUPO SIGN A  
COOPERATION CONTRACT AND LETTER  
OF SUPPORT**

Dean to the Faculty of Pharmacy and Biochemistry at the Zagreb University prof.dr.sc. Jerka Dumić and Belupo Management Board president Hrvoje Kolarić, mr.pharm., MBA signed on 29th June, 2015 a cooperation agreement, preceded by a recently signed Cooperation agreement between Podravka Group and Zagreb University. This document implies cooperation between the Faculty and Belupo in the area of science, professional and educational activities, mutual help in the area of scientific and expert research, field trips of students to Belupo and performing the practical, i.e. experimental part of their thesis.

**I AM ALSO PODRAVKA EMPLOYEE!**

Employees whose daily efforts and dedication show that they truly live Podravka values were again awarded, this time in the competition "I am also Podravka employee". From a total of 384 nominations received, 28 employees were awarded. Those were employees nominated through evaluation assessment and argumentation of those who nominated them. The awards were presented at a special Dolcela event with the famous singer Saša Lozar.

**OPEN DOOR DAYS**

Due to a great interest of children and parents, Podravka once again opened the door for the children of its employees and organized the second Open Door Days this year. Event for children of employees marked the program organized in Podravka headquarters. The valuable event enriched Podravka by unique ornaments on its Christmas tree, children gained new discoveries and unforgettable moments of socializing while parents filled their hearts with a completely new and precious experience.

**SWEET HOLIDAYS, EVERYONE!**

Podravka's culinary promoters and representatives of the county associations of the Croatian Culinary Association visited a number of institutions in order to share cookies. The aim was to awaken and keep the Christmas spirit by expressing care for our dearest and nearest, but also to remind us of the importance of helping the all citizens, especially children without parental care and the helpless and disabled.

Podravka's team, with the help of Croatian Culinary Association, organized the humanitarian action "Sweet holidays, everyone!" to share the sweet surprise all across Croatia. Podravka's culinary promoters and representatives of the county associations of the Croatian Culinary Association visited a number of institutions in order to share cookies. The aim was to awaken and keep the Christmas spirit by expressing care for our dearest and nearest, but also to remind us of the importance of helping the citizens in need, especially children without parental care and the helpless and disabled.

**HIGH-LEVEL DELEGATION OF THE  
UNITED STATES OF AMERICA VISITED  
PODRAVKA**

Delegation was comprised of H.E.Mrs. Julieta Valls Noyes, the ambassador and Mr. Damjan Benčić, Commercial Section Chief.

After the meeting held at the company headquarters, they visited the factory of Vegeta and Podravka meals, so that the USA delegation could see the production process of Podravka's most renowned brand Vegeta, which is being exported to more than 50 countries around the world, USA being one of them.

**REPRESENTATIVES OF THE CANADIAN  
EMBASSY ZAGREB VISITED PODRAVKA**

Shortly after the high-level delegation of the United States of America, the representatives of the Canadian Embassy Zagreb visited Podravka as well. His Excellency, Mr. Daniel Maksymiuk, Ambassador and Mrs. Synthia Dodig, Commissioner for Trade in Podravka with Zvonimir Mrcic, CEO of Podravka and Olivia Jakupec, member of Podravka Management Board discussed the business, since Podravka is the largest Croatian exporter to the Canadian market in the segment of food and beverages.

**REGISTRY OF VOLUNTARY  
STEM CELLS DONORS**

Pulse Association in cooperation with the Ana Rukavina Foundation organized a praiseworthy action - entry in the Registry of voluntary hematopoietic stem cells donors. 84 Podravka's employees entered the Register, becoming a potential stem cell donors and hope to the suffering and in need. Podravka showed its humanity and willingness to help the ill people, who find our support crucial for their recovery and life.

**INTERNATIONAL CHARACTER  
OF LINO ALL-ROUNDER**

Expanding outside the Croatian borders, Lino All-rounder was given an international character. The second season of the project of Podravka and Sportske novosti was opened in BiH. Primary school children from Tomislavgrad hosted the first Lino All-rounder this season, in which were involved 12 primary schools in 11 towns in BiH. Podravka BiH, under the sponsorship of the Federal Ministry of Education, Science, Culture and Sport, Ministry of Education and Culture of the Republic of Serbia, seven county / cantonal ministries and pedagogical institutes and the Department of pre-school and primary education of Brcko District and media support by Sports Nows, is the organizer of the project Lino All-rounder.

**RESEARCH AND DEVELOPMENT OF PODRAVKA GROUP**  
(Podravka and Belupo)

## Research and development Podravka

### SUPPORT FOR OPENING NEW MARKETS

Activities of Research and development sector are carried out through the following key areas: Product development (food additives and meals, baby food, cream spreads and breakfast cereals, desserts, snacks and milling and bakery products, processed fruits, vegetables and condiments, fish products products, meat products and beverages), Nutrition and sensors, development of technology, development of packaging and development of agriculture. Support to these activities is provided by Quality control, a system of twelve laboratories for quality control and safety (two central and 10 operational laboratories), and Regulatory Affairs and Development Ecology development.

In 2015 a new generation of Lino products for infants was launched (from the age of 4 months up): Lino processed baby food based on cereals enriched with probiotics and Lino purees based on fruit, cereals and dairy ingredients. Enrichment with probiotics (good bacteria) and nutritional profiling was a development and technological innovation. In terms of development, it was a research and development project that was run by the internal capacity of Research and development of Podravka and external stakeholders - Food Technology and Biotechnology University of Zagreb and doctors pediatricians, but in terms of technology, by the realization of investment in production.

The project of nutraceuticals - synergy pharmaceuticals and nutrition, which went on continuously for more than 3 years, and was guided by the office director for research and development, was successfully finished. The project goals were achieved by creating a sales plan of products for special use in 2016 and by the decision of the Board of Podravka on the establishment of a new organizational unit Nutraceuticals, starting 1st January, 2016.

Computerization of business activities in sectors continued in 2015. It is especially worth mentioning the project implementation of SAP modules RDM (Eng. Recipe Development Module), which was installed in order to establish a more efficient document management and create preconditions for the computerization of the product development process. The quality control method optimization project continued, and the investment cycle is focused on the rapid and practical methods of quality control and health safety.

Integration processes of Danica do.o., Mirna d.o.o. and Podravka's biggest acquisition in history - Žito d.d. represented a special organizational and functional challenge.

During the year, intense activities were performed regarding accreditation procedure of Podravka's Research and Development, as a scientific organization at the Ministry of science, education and sport of the Republic of Croatia. A document "R&D Strategic program 2013-2018" was compiled,

including extensive other documentation, which was sent for review to the Croatian Agency for Science and Higher Education. After having evaluated the quality of the material, in mid July the Agency recommended to the Minister in charge of science and higher education to issue a letter of expectations, and thus having successfully completed this project.

Activities of culinary research as well as research of the new area for more efficient product development were regularly performed, through education, culinary and nutritional workshops, culinary prototypes and preparations for reconstruction of the new laboratory in 2016.

Activities in implementing the Nutritive strategy 2014-2024 also continued.

On 22nd May 2015 an agreement was signed between Podravka and Zagreb University on long-term cooperation, starting as of November 2015. Podravka was visited by a distinguished scientist and doctor from Mayo Clinic, USA, dr. Hensrud, due to potential in the area of research and development.

As initiated by Podravka's Research and Development department and supported by the Management Board, in 2014 Open Innovation project was started, implementation team was formed, aiming to establish a new organizational and process model implying usage of internal and external sources of ideas, in order to develop new technologies or services, or to improve the existing ones. In 2015 planned activities within that project continued, and in cooperation with the Human Resources department 1st Innovation Day was held (8th May 2015), and soon 2nd Innovation Day (13th November 11 2015). After conducting an internal research, this brought the desired shift towards promoting the value of employee innovativeness. Additionally, the Management Board passed a new internal act – Rulebook on encouraging employee innovativeness within open innovations in Podravka d.d.

Aiming to test the legal framework, education and internal communication, on 30th October 2015 pilot project by the Human Resources for the Research and Development department started, called "Ideas move the heart. Heart moves everything else...".

R&D presented their contribution on product equipping, their "know-how", active participation in breaking new markets, especially MENA region, Tanzania and China, at the Corporate conference on marketing and sales in September 2015.

Continuous investment in employee competencies and knowledge development continued during the year, and R&D employees participated actively on local, national and international level, by participating at business and expert conferences, creating a regulatory policy (CRO, EU), publishing research and professional works, providing education for the interested academic and social public and by participating in the work of various associations.

## Research and development Belupo

The year 2015 will be one to remember, with the first registrations of Belupo dossiers for medicinal products in Western European countries. The products Adapalen gel and cream received registration for the German and Austrian markets, while Oksazepam 15 mg tablets received registration in Denmark. In cooperation with the Department for Development and Registrations, the role of the Research and Development Department was key in achieving this success. Further products of the same type currently underway involve the product Medazol tablets for several European markets. It is great to know that our products are soon to appear on such demanding markets, even if under a different name.

The Belupo product line was increased by 15 new products in 2015, with the introduction of seven completely new brands. In the medicinal product segment, there are: Docetaxel in the area of oncology, Amofin in the treatment of fungal infection of nails, Takrolimus in the area of immunosuppression and Levetiracetam as an antiepileptic. In the over-the-counter segment, our product line has been expanded by the brands Rinil, for the alleviation of cold symptoms by reducing difficulties caused by inflamed nasal membranes, Gastrobela for the prevention and alleviation of heartburn symptoms, and Belcura spray for cleaning and protection of the skin.

In addition to these completely new brands, some existing brands have been expanded with new dosages (Eminens SR, Alopurinol) or forms (Efilipt paediatric cream for inhalation).

During 2015, development was underway for new sources of active compounds, and intensive work on new factories for the production of solid, semi-solid and liquid medicines.

## NEW PRODUCTS

## New products Podravka

The focus in 2015 was on revitalising the key portfolio by adding value to the existing portfolio, and on the creation of new differentiated lines of products that strengthen the Podravka portfolio, attract new customers and contribute to the growth of overall categories. Podravka has implemented its investment cycle on domestic and international markets, and was particularly active in opening new markets.

One of the most important marketing events for the company was the start of the revitalisation programme for Podravka's most international brand - Vegeta, which included several steps: a new visual identity to bring the brand a feel of the modern and natural, new formulations of special food seasoning lines (Vegeta Grill and Vegeta Twist) in accordance with the company's nutritional strategies and the new communications platforms, which take exceptional advantage of digital communication channels alongside classical channels. This is the result of the new positioning, aimed at rejuvenating the brand and creating an emotional connection with consumers and making products more attractive to the Millennials generation. 2015 was also the year of Podravka soups. A great step forward was made in the innovation of the cream soup sector: the cream soup line was relaunched with new and improved formulas in accordance with the nutritional strategy and a contemporary visual identity, as a continuation towards building a unique premium line Wealth of Vegetables, and relaunching the line of instant soups Fini-Mini.

A great innovation cycle was also made in the **brand Lino**, with the introduction of a series of new products in the Children's food line, with new benefits for consumers: the gluten free and probiotic enriched 4+ line, the line intended for preparation with water resulting from investments in new technologies, the multigrain Junior line, and the fruit puree line. The Lino brand also intensified and innovated its communication with consumers in the Kids line (cereals and cream spreads), which has ultimately resulted in a strengthening of the brand's market position in the Adria region.

In the Desserts category, with the **brand Dolcela**, the portfolio of puddings has been revitalised through recipe innovations. The brand has also entered into the category of cake decorations, with the aim of attracting new consumers and strengthening the loyalty of existing customers. In communications with customers, Dolcela has launched an original mobile application, enabling customers to have continuous and interactive inspirations with their favourite desserts to take pleasure in those little moments.

The creation of **Podravka's Mediterranean platform** was completed in 2015, and brings together the category of tomato, fish, pasta and tomato-based sauce. The new visual identity has been implemented in all categories, and a new communication platform created as an added value to bring the concept of the Podravka Mediterranean culinary expertise closer to the consumers of the Adria region and Central Europe.

In the category of **Meat products**, the acquired Piketa and Classic brands were integrated into the Podravka portfolio and visual identity, and the focus was placed on optimisation of the portfolio.

In the newly created **Food solution category**, a pilot project of frozen ready-made meals was implemented for the HORECA channel on the Croatian market. Podravka ready-made meals enable buyers in the HORECA channel to offer their guests some of the best known classic Croatian dishes, such as Dalmatian pasticada (braised beef), sarma (cabbage rolls) or bean stew, as the result of creations by Podravka's culinary experts and technologists. This is a true innovation in this distribution channel.

Another important focal point in 2015 was the opening of Now markets, through the preparation and adaptation of product lines. The key brand is Vegeta, and in addition to the Vegeta universal and special seasonings, the Vegeta soups line was launched. Products from the category Lino World and from the Dolcela desserts line were also launched, specially targeted towards the markets of the MENA region.

#### FURTHER DEVELOPMENT OF DIGITAL COMMUNICATION

In 2015, significant efforts were focused on the further development of digital communication. A total of 13 new online communications platforms were launched, including new language versions of the corporate websites and new applications and profiles for established communications channels. Coolinarika was modernised in terms of its content and functionality in 2015, which resulted in 23.9 million unique visitors (13% increase over 2014) and 643.4 million page views. Strong progress was also made in the production of online video content through the filming of video-recipes and their multiple use through placements on all current Podravka online communication platforms.

## New products Belupo

Belupo's product portfolio was increased by 17 new products in 2015.

Seven completely new brands were introduced. In the medicinal product segment, these are: **Docetaxel** in the area of oncology, **Amofin** in the treatment of fungal infection of nails, **Takrolimus** in the area of immunosuppression and **Levetiracetam** as an antiepileptic. The over-the-counter segment was expanded by the brands **Rinil**, for the alleviation of cold symptoms by reducing difficulties caused by inflamed nasal membranes, **Gastrobel** for the prevention and alleviation of heartburn symptoms, and **Belcura** spray for cleaning and protection of the skin.

In addition to these completely new brands, some existing brands have been expanded with new dosages (Eminens SR, Alopurinol) or forms (Efil-ipt paediatric cream for inhalation). Intensive efforts were also invested in 2015 on the introduction of new sources of active compounds.

## AWARDS AND RECOGNITIONS

**REPEATED SUCCESS - SUPERBRAND IN SLOVAKIA**

Slovak Superbrands 2015 is a recognition that Podravka has received for the third year in a row, and four times overall, for the Slovak market. Podravka first won Superbrands Slovakia in 2006, and proved its status again in 2013 and 2014. The Superbrand award was given to Podravka by the leading Slovak experts for trademarks, ranking the company among the very best for quality and recognisability, thus spurring our company's reputation.

**VEGETA MARINADE – PRODUCT OF THE YEAR IN SLOVENIA**

Slovene consumers have recognised Vegeta Marinade as the best in the category Food Seasonings. This year was Podravka's first in participating in the Product of the Year (Produkt Leta) 2015 in Slovenia, and the awards ceremony was held at the Cankarjevo Dom hall in Ljubljana. Product of the Year is an award voted by consumers for the most innovative products in the preceding year. The award is granted based on customer satisfaction surveys conducted by the agency AC Nielsen.

**THREE RECOGNITIONS FOR PODRAVKA AT THE COMMUNICATIONS DAYS**

At the national advertising festival, Communication Days in Rovinj, Podravka received three important recognitions. The corporate website [www.podravka.hr](http://www.podravka.hr) was proclaimed the best website, winning the Mixx award in the website category. In the competition for most effective ad campaign, Podravka's campaign "Heart of your Dish" won a bronze Effie award in the Food category. Belupo proved that the pharmaceutical industry, typically perceived to be a conservative advertiser, when paired with a good creative agency can create solutions with a recognisable X factor, which brought its Noofen campaign the IdejaX award.

**SEVENTEEN PRODUCTS RECEIVE SUPERIOR TASTE AWARD**

Seventeen Podravka products have received recognition for their superior quality and taste from the International Product Taste and Quality Institute at its official awards ceremony in Brussels. This is further recognition of the superiority of taste and confirmation of our quality, regardless of the product category. These prestigious awards went to the products: Podravka Lemon-Lime tea, Studena, Podravka Ajvar (mild and spicy), Podravka liver pate, Lino Wafelada Duo, Fant fine stew spice blend, Fant fine oven baked stew blend, Podravka cream of squash soup, Vegeta Asia, Fant spice blend for oven-baked stuffed peppers, Podravka cream of mushroom soup, Podravka cream of asparagus soup, Vegeta beer-based marinade, Dolcela Gourmet vanilla pudding with strawberry pieces, Dolcela gourmet chocolate pudding with orange zest, and Lino choco drink.

**PODRAVKA TAKES THE SILVER MEDAL AT THE 24TH WORLD FOOD FAIR IN MOSCOW**

The 24th annual World Food Fair was held at Moscow's Krasnaja Presnja Expo Centre, and Podravka took part. An important event at the fair was the International Expert Tasting of Food Products and Beverages "Product of the Year 2015". Podravka presented its Ajvar Mild vegetable relish. For its high quality and exceptional natural flavour, Ajvar Mild received the silver medal in the category "Processed fruit and vegetable products".

**PODRAVKA AGAIN RECEIVES THE  
RECOGNITION PEČAT BONITY**

Podravka Slovakia has repeated its success, by again receiving the recognition Pečata bonity. This is a prestigious prize awarded by the Slovak Agency for Information and Marketing, and the National Information Centre of the Slovak Republic, which has developed a model to assess business entities using predictive financial analysis methods. The criteria for receiving this recognition are exceptionally demanding, and only a small percentage of business entities present on the Slovak market can boast of having the recognition Pečata bonity.

**PODRAVKA WINS PRESTIGIOUS W<sup>3</sup>  
MARKETING AWARD**

In cooperation with the Adcorp marketing agency, Podravka's company in Sydney came up with a very interesting marketing campaign for various communication platforms based on online marketing, to promote the wide range of Vegeta products on the Australian market. In addition to achieving impressive results, the campaign also took the prestigious silver medal at the W<sup>3</sup> Awards competition in the food and beverage category.

**VEGETA.HR AND PODRAVKA.HR – BEST  
WEBSITES IN 2015**

Podravka has once again proved that it is a trendsetter in digital communication, with two Masterweb prizes won in the category of Best Corporate Website in 2015.

At the conference Web::Strategy 16 – Digital Marketing Laboratory, an event that brings together the leading experts from the fields of IT and digital marketing and pointing the way for future trends, the Masterweb prizes are given out to the very best, including Podravka.

In the category of best corporate website in 2015, among the three prize winning solutions, two were Podravka websites: Vegeta.hr (by: Nivas d.o.o.) and Podravka.hr (by: Web.burza).

**FOURTH YEAR IN A ROW – SLOVAK  
SUPERBRANDS**

On the Slovak market, Podravka is proud to bear the mark "Slovak Superbrands 2016". This is a renowned recognition given to Podravka for the fifth time, and this is the fourth year in a row. In Slovakia, Vegeta is sold under the tradename Podravka, though this is the same food seasoning product, and still bears all the recognisable Vegeta attributes (blue colour, chef, vegetables...).

**PODRAVKA SOUPS - A WEALTH OF  
VEGETABLES – PRODUCT OF THE YEAR  
IN SLOVENIA**

After Slovenian consumers selected Vegeta Marinade as a Product of the Year in 2015, this year they gave their vote to the Podravka soups - a Wealth of vegetables as the best in the soup category. The prize Product of the Year (Produkt leta) is awarded every year for new products on the market and is voted by consumers participating in independent surveys. The assess new products in four categories: innovativeness, attractiveness, satisfaction and intent to buy. The mark 'Produkt leta' is a guarantee for consumers that the products bearing this market are the best product in that category, and facilitating the decision to buy it.

**BEST PRODUCT AT "PRODEXPO 2016"  
IN MOSCOW**

Podravka presented its products and business capabilities at the 23rd annual international food fair ProDEXPO 2016 in Moscow. An important part of the fair was the international competition Best product – 2016, where Podravka received the gold medal for its products Vegeta and Sweet Paprika. This is the largest fair for food products, beverages and raw materials for their production in the region of Russia and Eastern Europe, with more than 2000 exhibitors from 65 countries.

**WOMEN CHOSE PRODUCT OF THE YEAR  
- VEGETA AND LINO LADA JAFFA**

Within the Product of the Year project, organized for the fourth time by the most visited Croatian portal for women. žena.hr, among the most popular products according to court readers portal žena.hr. on the Croatian market two Podravka products found their place. In the category of finished products and foods Vegeta universal Award won the award Product of the Year, and in the category of Baby food the reward went to Lino Lada.

Among more than 500 nominated products in the segment of consumer goods, almost twenty-eight thousand readers portal žena.hr responded the voting. Readers chose the most popular products divided into 27 categories.

**IDEJAX FOR NEOFEN**

Evaluation jury, gathered at the Days of communication of Effie and IdejaX, rated the Noofenovu radio campaign "Announcement", which was born in creative performance by McCann, the best of the best giving it the award "Health, beauty and fashion".

**BELUPO AWARDED WITH GOLDEN  
MARTEN BY HGK**

On the formal session of Economic Council of County Chamber of Koprivnica Belupo was awarded Zlatna kuna (Golden marten) for business excellence in 2014, in the category of large Croatian companies.

The pharmaceutical industry, including Belupo, represent the strongest industrial branch in Croatia. Its power comes from a large share of exports in total revenues - more than 60% of continuous investment in new technologies and capacities, as well as the investments in research and development and in employee capacities.

However, despite its strategic position, high added value, research and development, investment and continuous opening of high-quality jobs, the industry today is still in the grindstone of budgetary needs and therefore the requirements of industry and turn in the direction of growth, development, exports and employment. In doing so, Belupo in 2014 successfully entered a new investment cycle - the construction and equipping of two new factories - factory of solid, semi-solid and liquid forms of drugs, which will, together with the existing two, be built on the area of 80,000 square meters, by the end of the first quarter of 2017.

## SOCIAL COMMUNITY

**PODRAVKA GROUP - SOCIALLY  
RESPONSIBLE PARTNER FOR THE  
COMMUNITY IN WHICH IT ACTS**

Podravka promotes application of norms of socially responsible business, and compliance of economy with development goals of the social community and with preserving the environment for future generations.

Socially responsible business is the constituent part of the identity and business activities of Podravka Group, and it represents yet another added value for the company, next to creativity, trust, passion, consumer satisfaction and excellence.

Namely, being aware of its influence and responsibility towards the social community, Podravka is actively involved in life processes of its employees, but also of the entire community in which it operates. It actively supports and conduct the programs of informing and counseling about preserving the health of its employees, members of their families and the local community. Also, with the high standards of product quality, over the long number of years Podravka has built and kept the trust of its consumers. Relationships with partners are being built and maintained through mutual respect and trust, and in its production processes Podravka tends to use as little as possible of the non-renewable resources and to produce less waste, having environment protection in mind. Present in the homes for over 60 years, it tries to be the company which achieves gains consumer trust by providing culinary pleasure as well as by caring for their health.

Implementing specific projects, it contributes to the development and increasing the quality of life of its employees, but also of the wider social community and ever since it was founded, it has been investing in science and education, sustainable development, culture, art and sport, and promoting corporate social responsibility. Promoting healthy living, professionally upgrading the employees and encouraging their excellence and creativity, as well as the sensitivity for the needs of the social community, Podravka acts socially responsibly towards organizations, associations and subjects in local community of its headquarters, as well as in other regions where it has subsidiaries.

In its future business Podravka will with pleasure continue to satisfy the desires and needs of the social community, as well as those of the consumers in more than 40 countries around the world, because their confidence is the confirmation of our positive action.

## **ACTIVITIES IN ENVIRONMENT PROTECTION**

## Activities in environment protection Podravka

Podravka d.d. continuously develops and improves processes, products and services, aiming to reduce negative effect on the environment. The basis of such activities in the area of environment protection is the Environment Protection Policy, whose core are the guidelines for permanent improvement and reduction of all kinds of pollutions. The Ecology department defines goals that are focused on coordination, internal communication and giving proposals for improving the activities in the area of environment protection.

All the operative tasks in the Ecology department have been performed aiming to improve the results in regular activities of waste water purification, waste management, pest control, waste water control and participation in the work of organizations in the area of environment protection.

Aiming to timely inform the employees on the obligations deriving from regulations on environment protection, a List of laws and regulations is continuously being kept and systemically maintained at Podravka, tracking all the changes in environment protection.

In 2015 Podravka was a regular member of the following:

- Croatian business council for sustainable development (HR PSOR)
- Environment protection community in economy at the Croatian Chamber of Economy
- Economic and interest association of beverages producers (GIUPP) and
- Eko-ozra.

Based on defined fundamental goals of Podravka in the area of environment protection, a series of planned activities were performed in 2015, resulting in significant economic, environmental and social achievements.

### **MOST SIGNIFICANT ACCOMPLISHMENTS IN 2015**

Biomass boiler room construction project started in the industrial zone Danica. All the conditions for issuing a construction permit have been met, and construction start is planned in 2016.

Intended purpose of the new plant is the production of steam, and as basic fuel forest biomass will be used. Biomass belongs in the category of renewable energy sources and introducing such technology contributes to measures for reducing CO<sub>2</sub> emissions from the energy sector, which once again proved that Podravka contributes to preserving the environment.

- The first solar collector was installed for preparation of hot water at location A. Starčevića 32, Koprivnica, aiming to reduce the consumption of natural gas, the primary power source, and thus reduce produced CO<sub>2</sub>.

- For management needs, the Management Board procured an electric car Tesla, and also leased two electric cars Mitsubishi i-MiEV, intended for local driving. Procuring these vehicles with reduced CO<sub>2</sub> emissions, Podravka once again proved how it sets and tracks new trends, and most importantly, it takes care about environment protection and energy efficiency.
- Active participation in activities deriving from obligations defined by EU Emissions Trading System (EU ETS). Plans for tracking green gas emissions have been revised, considering the changes arisen from the fact that Danica d.o.o. was reintegrated to Podravka d.d. Podravka's ETS team consisting of authorised and additionally authorised representatives, contributes with its activities to timely compliance to legal obligations and submits emission units to the EU Register and provides guidelines for purchasing emission units.
- At the location A. Starčevića 32, Koprivnica ESCO model was introduced with the purpose of achieving rational way of water usage
- All power sources are continuously tracked, and more precise tracking of relations between consumption and production of heat energy is introduced
- Pursuant to legislature, appointed Commissioner for waste and Deputy commissioner for waste have attended and successfully completed the program of basic education for waste management
- Sewage system at the location Starčevićeva, Koprivnica was tested for water tightness
- On all locations of Podravka d.d. waste management system advancement was continued, allocating an area for temporary warehousing of waste and by educating the employees.

## Activities in environment protection Belupo

### ENVIRONMENT PROTECTION ACTIVITIES

In 2015 changes of many rulebooks and regulations in the area of waste management have been made. They have been included in internal instructions where procedures and tasks are described, and that way achieving control over environment pollution. Now employees have been educated aiming to strengthen the ecological awareness of every employee, advancing thus the preservation of the environment and ensuring better life conditions, compliant to social responsibility towards the community.

### WASTE MANAGEMENT

Environment is mostly polluted by waste, therefore regular provisioning of waste is still systemically performed. Waste is recorded according to work units, waste is sorted for recycling and waste intended for thermal processing is warehoused appropriately. Preparations for inspections by authorised bodies for production of medications have increased the amounts of technological waste at the location. With the principle of efficient waste management, all the waste created is managed in a safe and ecologically acceptable manner; it was either recycled or thermally processed.

In 2015, 29 different types of waste was recorded, in total amount of 260 tons.

WASTE TYPE	HAZARDOUS WASTE	INERT WASTE	MUNICIPAL WASTE
WASTE AMOUNT T/YEAR	52.6	187.4	20

TREATMENT METHOD / PER TOTAL QUANTITY	RECYCLING	THERMAL PROCESSING	WASTE POUND
WASTE POUND	61.1 %	31.3 %	7.6 %

By proper management, a majority of waste has become a secondary raw material, which the purpose of saving natural resources and reducing amounts of waste intended for waste pounds. Technological waste has been thermally provided for.

For packaging material arisen from selling medications, reporting of packaging materials is regularly performed to the Environment Protection and Energy Efficiency Fund.

Regarding legislature on appointing a responsible person and a commissioner for waste, education was completed for two appointed employees.

**AIR PROTECTION** Air emissions are paid great attention by tracking dust emissions and organic solvents from technological drains, as well as emissions of NO<sub>2</sub>, CO, SO<sub>2</sub> and CO<sub>2</sub> from energy drains.

Pursuant to legislature, regular measurements are performed on air emissions from static sources, technological plants and static energy sources by the authorised institution.

During 2015 air emissions from power plant measuring was performed regarding gas and light oil as fuel, and dust emissions from two drains of solid medications production plants and pilot plants. Borderline values of emissions are within limits, which is proved by records, and measurement results have been submitted to the Croatian agency for environment protection.

Control of all the installed filters is regularly performed in order to reduce dust emissions, as well as complete work of the devices with active coal, performing the adsorption of solvents. Plant is automatized and regeneration or replacement of active coal is performed after it is saturated, and computer records on tracking the work of the plant is ensured along with tracking emissions into the atmosphere. Plants in which organic solvents are used have been reported to the register at the Ministry of environment protection, and records on organic solvents usage and amounts of solvents usage are recorded.

With the purpose of protecting the air from flourated green gases, records are being updated on all cooling devices where controlled or substitute means damaging the ozone layer, and authorised repairmen provide servicing and permeability control. During 2015 regular control of permeability of controlled substances from cooling devices was performed.

**WATER PROTECTION** Water protection is performed compliant to Water license for waste waters drainage for Podravka's factories at the location of Danica. Technological and sanitary waters are drained from the location of Belupo through a separate sewage, they are mixed with waste waters from other factories and drained to the device for mechanic and biological purification. Waste water analyses are regularly performed by authorised laboratories, pursuant to regulations and Water license. Due to lawful conduct with hazardous substances and waste which is not drained in the sewage system, waste waters satisfy borderline values proscribed by law. Precipitation waters do not burden the device, but are drained through a separate sewage into the natural recipient.

During 2015, pursuant to legislature, revision of documents regarding water protection was performed.

Records are being kept on all the means used for water disinfection. Regular cleaning and maintenance of system for waste water drainage is regularly performed. In case of sudden pollution of the facilities and internal

drainage system, employees act upon the Operating plan of intervention measures for water protection, with which the employees are familiarized and according to which they attempt to reduce the risks of water pollution to the smallest possible measure.

**RISKS MONITORING** Aiming to avoid the possibility of an incident with hazardous substances, Endangerment evaluation as well as Operating plan for protection and salvation have been created, detailing the potential effects on material goods, possible endangerment of the employees and environment, as a consequence of using dangerous matter and that way reduce the risk of incident to the smallest possible measure.

Amounts of dangerous substances have been updated, compliant to the new regulation and have been reported to the Croatian agency for environment protection and State agency for protection and rescue.

Proper handling of dangerous substances and chemicals is a constituent part of employee education, where the possibility of an incident is reduced to the smallest possible measure.

**ENVIRONMENT POLLUTION REGISTER** Using the database - ROO of the Croatian agency for environment protection, reporting of all the pollutions and air emissions has been performed, separately for all types of waste with final method and place of provisioning, as well as the calculation of the amounts and places for air and water emissions.

**SUPERVISION OVER COMPLIANCE TO REGULATIONS ON ENVIRONMENT PROTECTION** In 2015 Supervision was performed by the inspection of the Ministry for environment protection over compliance to regulations on environment protection. Belupo d.d. completely satisfies all the regulations on environment protection and no rulings have been issued on non-compliance.

In 2015 supervision was performed over obligations under the Law on waters by the inspection of the Ministry of Agriculture, and Belupo also complies with the regulations regarding water protection.

# **PODRAVKA GROUP MANAGEMENT SYSTEMS AUDITS IN 2015**



During 2015, audits by authorised certification authorities were performed on the quality management and food safety systems, compliant to several international standards.

Audits performed refer to the entire Podravka Group in the Republic of Croatia, except for Belupo, Podravka Lagris, Czech Republic and Mirna d.d.

All Podravka's organizational units and processes participating in the safe food production chain – "from field to the table", were included in the audit: Procurement → Logistics → Quality Control → Development → Marketing → Production → Maintenance → Human Resources → Sales → and others.

The audits confirm compliance to the following international standards:

NO.	STANDARD	LOCATIONS	AUTHORISED BODY
1	ISO 9001:2008	Podravka d.d. (all locations in Croatia) Danica d.o.o., Koprivnica Podravka Lagris, Czech Republic*	Certification authority SGS  *for Podravka Lagris auditor is QUALIFOOD s.r.o.
2	HACCP compliant to Codex Alimentarius	Podravka d.d. (all locations in Croatia) Danica d.o.o., Koprivnica	Certification authority SGS
3	IFS Food, Version 6 International Featured Standards - Food	Podravka d.d. headquarters, Koprivnica Vegeta and Soups factory, Koprivnica Baby Food and Sweet Spreads Factory, Koprivnica Danica Factory, Koprivnica Kalnik Factory, Varaždin Vegetable Factory, Umag Mirna d.d., Poreč Podravka Lagris, Czech Republic*	Certification authority SGS  *for Podravka Lagris auditor is TÜV SÜD
4	BRC, Issue 6 (British Retail Consortium) Global Standard for Food Safety	Podravka d.d. headquarters, Koprivnica Vegeta and Soups factory, Koprivnica Baby Food and Sweet Spreads Factory, Koprivnica	Certification authority SGS
5	FSSC 22000 Food Safety System Certification	Danica d.o.o., Koprivnica	Certification authority SGS
6	NSF	Studenac factory, Lipik	NSF International

NO.	STANDARD	LOCATIONS	AUTHORISED BODY
7	HALAL	Danica Factory, Koprivnica Vegeta and Soups factory, Koprivnica Baby Food and Sweet Spreads Factory, Koprivnica Kalnik Factory, Varaždin Fruit Factory, Koprivnica Snacks Factory, Koprivnica Podravska klet restaurant, Koprivnica	Halal certification center
8	KOSHER	Kalnik Factory, Varaždin Vegeta and Soups factory, Koprivnica Fruit Factory, Koprivnica Snacks factory, Koprivnica Mill, Koprivnica	Rabi Kotel Da-Don
9	EQM - EMIRATES QUALITY MARK	Studenac Factory, Lipik	ESMA

Comparing to the years before, during 2015 the following changes have been introduced:

- discontinued auditing for Podravka Polska due to factory being closed and production discontinued
- Kosher certification for Mill, at market request
- auditing for Vegetable Factory, Umag, in compliance with IFS standard
- auditing for Mirna d.d., Rovinj in compliance to IFS standard
- EQM auditing for Studenac Factory Lipik (Studena and Studenac) by ESME.

## Belupo

**GMP SLOVAKIA CERTIFICATE** After successful completion of another in the row of international GMP inspections which were performed by the inspectors of Slovakian SUKL in July 2015, Belupo was reissued with GMP certificate as an evidence that international GMP standards and guidelines are applied and which refer to product development, production and medications trading.

**GMP CROATIA CERTIFICATE** Croatian GMP certificate was renewed in October 2015, based on inspection performed by the Croatian Agency for medications and medical products, also a full member of PIC/S association as of 1st January 2016.

Both certificates are an evidence that in its work, Belupo applies international GMP standards and guidelines relating to development, production and trading of medications. GMP certificate enables Belupo to continue to be present in the markets of EU countries and other countries which accept GMP certificate by PIC/S and are an indispensable precondition in general regarding production and trading of medications in the EU territory.

**GDP CERTIFICATE FOR FARMAVITA - GOOD DISTRIBUTION PRACTICE** Inspectorate of Bosnian agency for medications during previous business year started with auditing in compliance to guidelines of Good distribution practice, so Farmavita successfully passed GDP inspection in late 2015.

The company is expecting the GDP certificate to be issued, which will along with the GMP certificate and ISO certificate which Farmavita already owns, be another evidence that all business processes are aligned with appropriate good practices, i.e. that business is performed in compliance to European standards.

# **SUPERVISORY BOARD AND MANAGEMENT BOARD MEMBERS BIOGRAPHIES**

## Podravka d.d. Supervisory Board members biographies

**DUBRAVKO ŠTIMAC**  
PODRAVKA SUPERVISORY BOARD  
PRESIDENT

Dubravko Štimac, Podravka Supervisory Board president graduated in 1992 from the Faculty of Economy and Business at the Zagreb University, where he also received his MA in Organization and Management course. He participated in the Securities Processing Training Program in New York, organized by the Bank of New York, and in the Fund Management at City University Business School in London. He started his professional career as an independent sales clerk at Zagrebačka tvornica papira and continued it as an independent officer in foreign trade at PBZ Investholding d.o.o., where he also became the manager of the foreign trade sector. Early 2001 he became the project manager of the retirement reform at Privredna banka Zagreb d.d. From October 2001 he was the Management Board president of PBZ CROATIA osiguranje d.d., the association for managing obligatory retirement fund. In 2006 he was appointed to the position of Supervisory Board member of Podravka, and deputy president in 2012. He is a member of Podravka Remuneration Committee. He has been performing the duties of Supervisory Board president since 24th February 2012.

**MATO CRKVENAC**  
PODRAVKA SUPERVISORY BOARD  
DEPUTY PRESIDENT

Mato Crkvenac, Podravka Supervisory Board deputy president graduated from the Faculty of Economy and Business, and received his MA from the Institute of Economic Sciences in Belgrade. He received his PhD from the Faculty of Economy in Zagreb. He started his professional career at the Republic Institute for Planning, and five years later he became sector director at the Republic Institute for Economic Movements and Economic Policy. In 1978 he became the general manager at the Republic Institute for Planning and also a member of the Executive Council of the Parliament of SRH and in 1986 he became a representative and deputy chairman of the Parliament of SRH. From 2000 to 2004 he performed the duties of a finance minister in Croatian Government, and afterwards the duties of a representative in Croatian Parliament. At the Faculty of Economy and Business in Zagreb he was an assistant and scientific assistant, and was also elected senior lecturer. Four years later he was elected associate professor and in 1991 as full-time professor. He is a member of Podravka Audit Committee. of Podravka Supervisory Board deputy president since 24th February 2012.

**IVO DRUŽIĆ**  
PODRAVKA SUPERVISORY BOARD  
MEMBER

Ivo Družić, Podravka Supervisory Board member graduated from the Faculty of Economy in Zagreb in 1973, and received his MA in 1981 and PhD in 1988. He is permanently employed at the Faculty of Economy and Business in Zagreb as a full time professor. He is also the head of the scientific post-graduate study of the Economy and development at the Faculty of Economy and Business in Zagreb. He stayed in Brighton, England at the University of Sussex as a Visiting Fellow in 1990/91, and as Research Fellow at the University of Pittsburgh, USA in 1994. He was also a Visiting Professor in

1995 at the University of Beijing in China, and in 1997/98 at the University of Pittsburgh. He authored two books and co-authored six (two of which he also edited). He also published 19 scientific papers in magazines with international critical review, 10 papers in Proceedings from international scientific conferences and 18 papers in domestic magazines and proceedings. He has been performing the duty of Supervisory Board member since 23rd February 2012.

**MILAN STOJANOVIĆ**

PODRAVKA SUPERVISORY BOARD  
MEMBER

Milan Stojanović, Podravka Supervisory Board member graduated in 1978 from the Faculty of Industrial pedagogy in Zagreb, and in 1986 he received his MA from the Faculty of political sciences in Zagreb. He spent 35 years of service as a director or a manager in the field of economy. At the same time, in the period from 1990 to 1996, he was a representative in the Croatian Parliament in two terms. He was also a Management Board president for the Development and Employment Fund in the Republic of Croatia. He published series of research papers in marketing and economy and twice elected as manager of the year. He is retired and performs the function of the Supervisory Board President at Zlatna igla Siscia d.o.o. He is also a member of Podravka Remuneration Committee. He has been performing the 6th July 2012.

**IVANA MATOVINA**

PODRAVKA SUPERVISORY BOARD  
MEMBER

Ivana Matovina, Podravka Supervisory Board member graduated in 1996 from the Faculty of Economy in Zagreb, Accounting and Finance course. She started her professional career as accounting manager, and in 1997 she became a director of KPMG Croatia. In 2009 she became a partner and director of Cinotti revizija i savjetovanje d.o.o. and worked in fields of auditing, internal auditing, accounting and business counseling and education. In late 2011 2011 she founded Antares revizija i savjetovanje d.o.o., where she worked on a range of accounting and business counseling services. She was a member of the Croatian Auditing Chamber Management Council and is a current member of the Council of HANFA and the Committee for financial reporting standards, lecturer for the Croatian auditing chamber (Audit course), and since 2008 she teaches at the Zagreb School of economy and management. She is also a certified Croatian auditor and certified accountant of Great Britain. She is a Member of Podravka Audit Committee and member of Supervisory Board of BELUPO d.d. Podravka Supervisory Board member since 6th July 2012.

**DINKO NOVOSELEC**

PODRAVKA SUPERVISORY BOARD  
MEMBER

Dinko Novoselec, Podravka Supervisory Board member graduated math at the Faculty of Science in Zagreb, and in 2000 he received his CFA (Chartered Financial Analyst) title, a program organized by an American Association of Investment Professionals (CFA Institute). He started his professional career at the Croatian National Bank on managing foreign reserves. In late 1998 he transferred to Zagrebačka banka as the head of the analytics department, and afterwards he transferred to ZB Invest, the company for

managing the investment funds as the Management Board member. Since 2001 he is a Management Board member of Allianz ZB d.o.o., the company that manages AZ mandatory retirement fund, and in April 2003 he was appointed Management Board president of the Allianz ZB, the company for managing the mandatory retirement fund. He is the president of Podravka Audit Committee. Hsupervisory Board member since 7th September 2010.

**PETAR VLAJIĆ**  
PODRAVKA SUPERVISORY BOARD  
MEMBER

Petar Vlaić, Podravka Supervisory Board member graduated from the Faculty of Electrical Engineering and Computer Science in Ljubljana. He also received CFA (Chartered Financial Analyst) title, through program organized by American Institute of Chartered Financial Analysts (CFA Institute). He started his professional career as a broker in Ilirika, Slovenia and later he advanced to the position as portfolio manager and trade manager. Upon his arrival to Zagreb he became the first fund manager in the Republic of Croatia in the first Croatian investment fund Kaptol Proinvest. Later on he worked as a trade manager in IB Austria, upon which he transferred to the position of fund manager at the Central National Fund, a private investment fund. In 2001 he became the Management Board president of Erste d.o.o. for managing Mandatory Pension Fund. In late 2003 Erste MRF and Helios MRF were merged with the Blue Fund and the fund changed its name to Erste Blue Mandatory Pension Fund. While working at the association for private investment fund management, he was also a Supervisory Board member of numerous Croatian companies. He is a member of Podravka Audit Committee and president to the Remuneration Committee. He has been performing the duties of

**PETAR MILADIN**  
PODRAVKA SUPERVISORY BOARD  
MEMBER

Petar Miladin, graduated from Law Faculty in Zagreb and in 1999 he received his MA from Commercial and Companies law. He defended his doctoral dissertation "Payment by remittance" in 2005 at the Law Faculty of the Zagreb University, receiving his PhD in scientific field of law. He is employed at the Law Faculty in Zagreb in 1997 as a junior assistant at the Department for Commercial Law and Companies Law. . He published over twenty scientific works in the area of commercial law, companies law and banking law. He has been performing the duties of Supervisory Board member since 7th September 2010.

**KSENIJA HORVAT**  
PODRAVKA SUPERVISORY BOARD  
MEMBER

Ksenija Horvat, Supervisory Board member, began her career in Podravka in 1984 in an administrative position, and after successfully continuing her education while working, she took on commercial tasks for the Croatian market, where she works even today.

In 2001, serving as the representative of the largest union in Podravka, PPDIV, she took on a full time role in the union and has since been one of the leading union negotiators in improving the rights of Podravka employees through the collective agreements for the Podravka Group. In 2002, she was first elected into the Podravka Workers' Council, and from 2013 to the

present day, she has served as chairwoman of that Council. She first served as the workers' representative in the Podravka Supervisory Board from 2004–2012, and in that period also served as vice-chairperson of the Supervisory Board, and interim chairperson of the Supervisory Board in the period 2009–2010. Ksenija Horvat was appointed member of the Podravka d.d. Supervisory Board in 1st July 2015 by the company Workers' Council.

**MARTINKA MARĐETKO-VUKOVIĆ**  
PODRAVKA SUPERVISORY BOARD  
MEMBER

Martinka Marđetko-Vuković, Supervisory Board member, holds a degree of safety engineer, and also finished two-year School of Agriculture. She started her professional career in Podravka in 1979 as an administrator, and later advanced to the position of planner-analyst. She performed her professional duties in the Economic center at Podravka, and later in Controlling. She is the president of Podravka Independent Union, and also the member of Worker's council, ever since the first worker councils were formed in 1996, when she was vice president. Today she works as an adviser to sector director for occupational safety at Human resources. She was elected Supervisory Board member by the company Workers' Council. She was performing the duties of Supervisory Board member since 8th April 2011 till 30th June 2015.

## Podravka d.d. Management Board members

**ZVONIMIR MRŠIĆ**  
MANAGEMENT BOARD PRESIDENT

Zvonimir Mršić, Management Board president graduated from the Faculty of Political Sciences in Zagreb and completed the FBA (Fundamentals of Business Administration) at the Faculty of Economy and Business, University of Zagreb and a Certified Program for Supervisory Board Members. Among others, he is a member of the Croatian Association of Employers Council, and in October 2014 he was elected deputy president of Croatian Exporters Association (CEA). He joined Podravka in 1990, where until 1998 he built his professional career as the head of and Manager of Public Relations Department. Apart from building his professional career, he also accomplished a very successful political career as a Deputy Mayor of the City of Koprivnica, and later Mayor of Koprivnica in three terms. He has been performing the duties of Management Board president since 24th February 2012.

**OLIVIJA JAKUPAC**  
MANAGEMENT BOARD MEMBER

Olivija Jakupec, Management Board member graduated from the Faculty of Organization and Informatics in Varaždin, Marketing and she also attended international business school Center, Brdo kod Kranja. She started her professional career in 1992 when she was employed at Podravka as Product manager for Fererro, being in charge of promotion and realization of marketing activities in the Croatian market. A year later she became marketing manager in Podravka's company in Bulgaria, where she worked on founding and registering the company and on promoting activities on the market. In 1997 she was appointed director of Podravka's company in Russia where she also worked on founding a company, setting up business processes within the company on the Russian market. In 2001 she returned to Koprivnica and became Market Communication manager. In 2004 she transferred to Noxe Group and became director of Noxe company in Bosnia and Herzegovina. Since 2007 she worked as assistant director at Jadransko osiguranje branch office in Koprivnica. She has been performing the duties of Management Board member since 24th February 2012.

**MIROSLAV KLEPAČ**  
MANAGEMENT BOARD MEMBER

Miroslav Klepač, Management Board member graduated from the Faculty of Economy and Business at the Zagreb University, Banking and Finance course. He received his MBA from International Business School Bled, Slovenia. He attended numerous international professional seminars in the area of finance, controlling, project management and human resources development. He started his professional career as Finance Associate for CAIB - Investment Bank of Austria Creditanstalt Group at Central and East European markets and on managing mergers and acquisition projects. Since 2000 he worked as T-com (HT d.d.) CEO advisor on financial and operating analyses and activities within the acquisitions group. Two years later he was appointed Controlling director at T Mobile d.o.o., and in 2004 he be-

came executive director at T Mobile d.o.o in charge of strategy. A year later he was appointed Management Board member for Allianz Zagreb d.d. In 2008 he became Management Board member and Chief Financial Officer at Iskon Internet, and in 2009 he became HT Management Board member for Bosnia and Herzegovina, and afterwards Supervisory Board member for that company. He has been performing the duties of Podravka Management Board member since 24th February 2012.

**HRVOJE KOLARIĆ**

MANAGEMENT BOARD MEMBER

Hrvoje Kolarić, Management Board member, graduated from the Faculty of Pharmaceutical and Biochemical Sciences of the University of Zagreb in 1998, and from International Business School (IEDC) Bled, Slovenia also received the title of Master of Business Administration (MBA). He actively participated in numerous education courses to acquire sales and negotiation skills, training for the first management tier, sales efficiency, qualifications in financial matters etc. In his career, prestigious positions stand out, such as Director of pharmaceuticals and business development at Bristol-Myers Squibb and the Director of pharmaceuticals of PharmaSwiss d.o.o. and company director of PharmaSwiss d.o.o. Croatia. He also managed the business processes related to cooperation with Belupo in the production of cardiological line of Pravachol. In his early career he also managed the Pharmaceuticals Department of the Bristol-Myers Squibb Representation Office for Croatia and Bosnia-Herzegovina, and subsequently the allergology and respiratory line of products of the Schering-Plough Representation Office in Croatia. In May 2005, he was appointed as Management Board member in Belupo, in charge of marketing, sales and international markets, and has been reappointed in May 2010. Two years later he was appointed Belupo Management Board president. He has been performing the duties of Management Board member since 20th December 2012.

## **BUSINESS RESULTS**

**MAIN BUSINESS HIGHLIGHTS  
OF PODRAVKA GROUP IN 2015  
(CONTINUING AND DISCONTINUED  
OPERATIONS)**

Podravka Group 2015 profitability saw positive impact from Žito Group consolidation in 4Q 2015.

Podravka Group's **sales revenues** amounted to HRK 3,777.2 million and were 7.8% higher when compared to the 2014. Strategic Business Area Food delivered HRK 2,971.5 million of sales revenues that were 11.6% higher when compared to 2014, while Strategic Business Area Pharmaceuticals delivered HRK 805.7 million of sales revenues that were 4.1% lower when compared to 2014. Sales revenues of Strategic Business Area Food were positively affected by Žito Group consolidation from 1 October 2015, Mirna consolidation from 1 April 2015 and PIK product range consolidation from 1 June 2014. Sales revenues of Strategic Business Area Pharmaceutical were negatively affected by unfavourable political and economic situation in Eastern Europe (former USSR markets) and the decrease in prices of prescription drugs in the market of Croatia prescribed by the Croatian Health Insurance Fund (CHIF).

Podravka Group's 2015 **gross profit** amounted to HRK 1,535.5 million which is 4.0% higher when compared to 2014. Gross margin reached a level of 40.7% which is 149 basis points lower than in 2014 when it was 42.1%. The gross margin fell due to the changed sales structure in the food and pharmaceuticals segments. In food segment we saw the increase in sales of beverages in relation to the comparative period and the sales of the Mirna range that were not present in the comparative period. In pharmaceutical segment we saw a decrease in sales of own brands with unchanged sales of trade goods.

Podravka Group's **operating profitability** (EBIT) delivered 83.8% yoy growth in 2015 and reached HRK 285.2 million, while EBIT margin improved by 311 basis points from 4.4% to 7.6%. The operating profit in the observed period, in addition to the impacts above the gross profit level, was influenced by: (i) the consolidation of Žito Group with HRK 115.7 million positive effect<sup>1</sup>, (ii) the consolidation of Mirna with HRK 24.8 million positive effect<sup>2</sup>, (iii) costs of severance payments in the amount of HRK 29.1 million, and (iv) expenses related to the acquisition and integration of Žito of HRK 9.4 million. The comparative period was burdened by costs of severance payments in the amount of HRK 72.1 million.

**Net profit after minorities** recorded 329.5% yoy growth in 2015 and amounted to HRK 397.3 million. In addition to the impacts above the EBIT level, the net result of the observed period was also impacted by HRK 8.0 million of ESOP programme finance costs and HRK 167.5 million of deferred tax revenue.

- 1 Since the net value of Žito Group's assets exceeds the acquisition price, on the consolidated level, the gain on a bargain purchase in the amount of HRK 115.7 million was realised.
- 2 At consolidation of Mirna d.d., the carrying value of non-current assets was adjusted with the estimated market value in accordance with accounting standards. The value adjustment resulted in an increase in the carrying amount of non-current assets in the balance sheet, and recorded gain on a bargain purchase in other income in the amount of HRK 24.8 million.

**Net debt** on 31.12.2015 was HRK 922.4 million which is 7.7% higher when compared to the end of 2014 on the account of Žito Group consolidation that wasn't consolidated on the comparative date.

**Total assets** on 31.12.2015 posted 41.0% growth when compared to 31.12.2014 due to Žito Group and Mirna consolidation that weren't consolidated on the comparative date.

**KEY FINANCIAL INDICATORS  
(CONTINUING AND DISCONTINUED  
OPERATIONS)**

FINANCIAL POSITION (IN HRKM)	2015	2014	CHANGE
TOTAL ASSETS	4,945.8	3,508.6	41.0%
CASH AND CASH EQUIVALENTS	291.9	220.5	32.4%
CAPITAL AND RESERVES	2,817.8	1,785.3	57.8%
FINANCIAL DEBT	1,214.3	1,077.3	12.7%
CASH FLOW FROM OPERATING ACTIVITIES	274.2	286.9	(4.4%)

PROFITABILITY INDICATORS (IN HRKM)	2015	2014	CHANGE
GROSS MARGIN	40.7%	42.1%	-149 BP
EBITDA* MARGIN	12.4%	9.1%	+330 BP
EBIT MARGIN	7.6%	4.4%	+311 BP
NET PROFIT MARGIN AFTER MINORITY INTERESTS	10.5%	2.6%	+788 BP
RETURN ON EQUITY (ROE)	14.1%	5.2%	+892 BP
RETURN ON ASSETS (ROA)	8.0%	2.6%	+540 BP

\*EBITDA is calculated in a way that EBIT was increased by the depreciation and amortization, impairment of intangible and non-current tangible assets and impairment of non-current assets held for sale.

DEBT INDICATORS (IN HRKM)	2015	2014	CHANGE
NET DEBT*	922,4	856,8	7.7%
INTEREST EXPENSE	36,9	43,5	(15.2%)
NET DEBT / EBITDA	2.0	2.7	(26.7%)
EBITDA / INTEREST EXPENSE	12.7	7.3	73.2%
EQUITY TO TOTAL ASSETS RATIO	57.0%	50.9%	+609 BP

\*Net debt: Financial debt + Minority interests – Cash and cash equivalents.

MULTIPLES	2015	2014	CHANGE
EV / SALES REVENUES	0.9	0.7	25.7%
EV / EBITDA	7.2	7.8	(7.7%)
EV / EBIT	11.8	16.0	(26.0%)
LAST PRICE PER SHARE / EARNINGS PER SHARE**	5.0	16.7	(69.8%)

\*Enterprise value: Market capitalization + Net debt + Minority interests.

\*\*Weighted average number of shares as at 31.12.2015 is 5,987,697 and as at 31.12.2014 is 5,242,492.

**MAIN BUSINESS HIGHLIGHTS OF  
PODRAVKA GROUP'S CONTINUING  
BUSINESS OPERATIONS IN 2015**

Following pages include key Group's business characteristics related to the Strategic Business Units that represent continuing operations. As explained in note 7 of audited financial statements, the Group classified beverages segment as discontinued operations. Since the date of reclassification, beverages segment hasn't been monitored and analysed as strategic business area.

**SALES REVENUES BY STRATEGIC BUSINESS AREAS (CONTINUING OPERATIONS)**

SALES REVENUES (CONTINUING OPERATIONS) IN HRK MILLIONS	REPORTED RESULT				
	2015	% OF SALES REVENUES	2014	% OF SALES REVENUES	CHANGE
SBA FOOD	2,880.6	78.1%	2,571.8	75.4%	12.0%
SBA PHARMACEUTICALS	805.7	21.9%	840.3	24.6%	(4.1%)
PODRAVKA GROUP	3,686.3	100.0%	3,412.1	100.0%	8.0%

Sales of the **Strategic Business Area Food** recorded HRK 2,880.6 million in 2015 which is 12.0% higher when compared to 2014. Sales revenues were positively affected by Žito Group consolidation from 1 October 2015, Mirna consolidation from 1 April 2015 and PIK product range consolidation from 1 June 2014. Excluding the effect of consolidated product range and divested/under divestment product range (beverages, fresh meat, cold programme, local bakery), food segment recorded a 1.3% increase in sales. It should be pointed out that own brands grew 5.4% compensating 8.5% lower other sales. Other sales were negatively affected by lower sales revenues of poppy seeds in the Europe region, whose market price significantly decreased in the period under consideration.

Reported sales of the **Strategic Business Area Pharmaceuticals** in 2015 were negatively impacted by unfavourable political and economic situation in Eastern Europe (former USSR markets) and the decrease in prices of prescription drugs in the market of Croatia prescribed by the Croatian

Health Insurance Fund. In the Russian market, due to the depreciation of the Russian ruble, sales of prescription drugs were lower by HRK 32.3 million (calculated under the assumption of constant FX from 2014), while due to the negative impact of political and economic crisis, in 2015 there were no operations in the markets of Ukraine and Kazakhstan, which resulted in HRK 11.2 million lower sales (under the assumption of the same result in these markets as in 2014). The decrease in prices of prescription drugs in the Croatian market prescribed by the Croatian Health Insurance Fund had an estimated negative impact of HRK 10.0 million on sales of prescription drugs (calculated under the assumption of unchanged drug prices). The vast majority of other markets recorded increased sales of prescription drugs, especially the market of Bosnia and Herzegovina, due to the improvement in the business model efficiency.

#### SALES REVENUE PER CATEGORY (CONTINUING OPERATIONS)

SALES REVENUES (CONTINUING OPERATIONS) (IN HRK MILLIONS)	2015	% OF SALES REVENUES	2014	% OF SALES REVENUES	CHANGE
<b>SBA FOOD</b>	<b>2,880.6</b>	<b>78.1%</b>	<b>2,571.8</b>	<b>75.4%</b>	<b>12.0%</b>
CULINARY	934.7	25.4%	899.4	26.4%	3.9%
SWEETS, SNACKS AND BEVERAGES	231.2	6.3%	171.2	5.0%	35.0%
BABY FOOD, BREAKFAST FOODS AND OTHER FOOD	940.4	25.5%	887.3	26.0%	6.0%
MEAT PRODUCTS	303.5	8.2%	300.8	8.8%	0.9%
BAKERY AND MILLING	174.3	4.7%	-	-	N/A
OTHER SALES	296.5	8.0%	313.1	9.2%	(5.3%)
<b>SBA PHARMACEUTICALS</b>	<b>805.7</b>	<b>21.9%</b>	<b>840.3</b>	<b>24.6%</b>	<b>(4.1%)</b>
PRESCRIPTION DRUGS	556.3	15.1%	597.1	17.5%	(6.8%)
NON-PRESCRIPTION PROGRAMME	90.7	2.5%	90.1	2.6%	0.7%
OTHER SALES	158.6	4.3%	153.1	4.5%	3.6%
<b>PODRAVKA GROUP</b>	<b>3,686.3</b>	<b>100.0%</b>	<b>3,412.1</b>	<b>100.0%</b>	<b>8.0%</b>

As a result of Žito Group acquisition and its consolidation from 4Q 2015, 2015 and 2014 are not fully comparable. For the purpose of a transparent overview of operations, below we explain the movements in category sales without the Žito Group effect.

The **culinary category** excluding the effect of Žito Group acquisition recorded an increase in sales of 2.6% compared to the comparative period, primarily due to the increase in sales of the universal seasonings subcategory and the soups subcategory. The universal seasonings subcategory recorded the most significant sales growth in Poland due to activities related to the Vegeta brand, on New markets as a result of the distribution estab-

ishment, and in Western Europe due to the distribution expansion. The soups subcategory recorded the most significant sales growth in the Adria region as a result of the focus on the innovated range of added value and activities in the key periods of the year

The **sweets, snacks and beverages category** excluding the effect of Žito Group acquisition recorded 2.3% lower sales than in the comparative period. Lower sales were primarily affected by lower sales of powdered drinks in the Croatian market due to the rationalisation of the range and lower sales of the snack subcategory in the Adria region following the competitors' activities and the general decrease in the category size.

The increase in sales of the **baby food, breakfast foods and other food category** excluding the effect of Žito Group acquisition is primarily impacted by the increase in sales of the baby food, condiments, frozen vegetables and Mediterranean food subcategories and the sales recorded by Mirna product range that were not present in the comparative period. Excluding the effect of the Mirna product range, the overall category recorded 5.4% higher sales than in the comparative period. The baby food subcategory recorded a growth in sales primarily due to higher sales of the Čokolešnik brand in Slovenia as a result of intensified activities, and the beginning of the sale of Lino purees in the Adria region. The condiments range recorded good sales results in the Adria and Europe regions as a result of intensified marketing activities and better presence of the range in the sale channels. The frozen vegetables subcategory records a significant growth in sales as a consequence of the beginning of sales of frozen vegetables in the Russian market at the end of 2014. In the Mediterranean food subcategory there is a growth in sales of rice and pasta in the Europe region as a result of repositioning toward a more profitable range and stronger marketing activities.

The sales of the PİK product range, acquired in mid 2014, resulted in the increase in sales of the overall **meat products category** by 1.0% in relation to the comparative period. If the PİK product range sales are excluded, the category would record 2.7% lower sales due to lower sales of the sausages subcategory in the Croatian market as a result of enhanced competitors' marketing activities.

The decrease in prices of prescription drugs in the Croatian market prescribed by the Croatian Health Insurance Fund had an estimated negative impact of HRK 10.0 million on sales of prescription drugs (calculated under the assumption of unchanged drug prices), while in the Russian market, due to the depreciation of the Russian ruble, sales of prescription drugs were lower by HRK 32.3 million (calculated under the assumption of constant FX from 2014). Due to the negative impact of political and economic crisis, in 2015 there were no operations in the markets of Ukraine and Kazakhstan, which resulted in HRK 11.2 million lower sales (under the assumption of the same result in these markets as in 2014). The vast majority of other markets recorded increased sales of prescription drugs, especial-

ly the market of Bosnia and Herzegovina, due to the improvement in the business model efficiency. Consequently, the **prescription drugs category** recorded 6.8% lower sales in the period under consideration, while if the effect of foreign exchange differences is excluded, the sales are lower by 1.3%.

Sales of the **non-prescription programme category** grew by 0.7% in the period under consideration, primarily due to the increase in sales of the OTC subcategory in the Croatian market of 5.1%. The growth in the OTC subcategory in the Croatian market was spurred by a heavy common cold and flu season in the first three months of 2015, which resulted in increased sales of the range for reducing fever and relieving pain.

The **other sales category** excluding the effect of Žito Group acquisition recorded 3.7% lower sales, negatively impacted by the decrease in the price of poppy seeds, which was partially mitigated by the increase in sales of trade goods in the Farmavita company. Under trade goods, among other things, the Podravka Group purchases and resells poppy seeds as raw material, whose market price in 2015 significantly dropped compared to the comparative period. In 2014, the price of poppy seeds in the market was very high compared to the previous five years and the price decrease in 2015 is actually the return to the average levels.

#### SALES REVENUE BY REGIONS (CONTINUING OPERATIONS)

SALES REVENUES (CONTINUING OPERATIONS) (IN HRK MILLIONS)	2015	% OF SALES REVENUES	2014	% OF SALES REVENUES	CHANGE
ADRIA REGION	2,614.7	70.9%	2,307.6	67.6%	13.3%
EUROPE REGION	733.8	19.9%	730.7	21.4%	0.4%
RUSSIA, CIS AND BALTICS REGION	195.0	5.3%	239.3	7.0%	(18.5%)
NEW MARKETS REGION	142.8	3.9%	134.5	3.9%	6.2%
PODRAVKA GROUP	3,686.3	100.0%	3,412.1	100.0%	8.0%

The **Adria region**, excluding the effect of consolidated product range and divested/under divestment product range (beverages, fresh meat, cold programme, local bakery), recorded a 1.4% growth in sales compared to the comparative period. The most significant growth in sales was recorded in the soups, baby food and prescription drugs subcategories. The sales of the prescription drugs grew in the markets of Bosnia and Herzegovina, Serbia and Slovenia due to improved business model efficiency in these markets, compensating for the lower sales in the Croatian market.

The sales of the **Europe region**, excluding the effect of consolidated product range and divested/under divestment product range (beverages, fresh meat, cold programme, local bakery), were 0.4% higher than in the com-

parative period. Here it should be noted that sales of own brands grew by 5.3%, fully compensating for the negative impact of the decrease in the price of poppy seeds. Of own brands, we should emphasise the growth in sales of universal seasonings, condiments and Mediterranean food.

In the period under consideration, the **Russia, CIS and Baltic region**, excluding the effect of consolidated product range and divested/under divestment product range (beverages, fresh meat, cold programme, local bakery), recorded 18.5% lower sales. The effect of FX differences on sales of this region amounted to negative HRK 57.8 million, primarily due to the depreciation of the Russian ruble. If the effect of FX differences is excluded, the sales would be higher by 5.6% compared to 2014, primarily due to the sales of the frozen vegetables subcategory.

The sales of the **New Markets region**, excluding the effect of consolidated product range and divested/under divestment product range (beverages, fresh meat, cold programme, local bakery), were 6.2% higher compared to the comparative period, primarily due to the increase in sales of the culinary category in the markets of the USA and Australia.

**PROFITABILITY**  
**(CONTINUING OPERATIONS)**

**Note:** The consolidation of the income statement of the Žito Group into the Podravka Group began as of 1 October 2015, and the consolidation of the income statement of Mirna d.d. began as of 1 April 2015. Also, at the end of 2014, Podravka changed the business model in Russia by establishing own company (Podravka d.o.o.), and at the beginning of 2015, new companies were opened in Tanzania (Vegeta Podravka Limited) and Dubai (Podravka Gulf FZE) and the representative office in China (Croatia PODRAVKA Inc.). The establishment of new companies and the representative office resulted in new initial costs, primarily selling and distribution costs, and general and administrative expenses that were not present in 2014. Due to all the above mentioned reasons, the reported income statements of the strategic business area Food and the Podravka Group for 2015 are not fully comparable to the previous period. For the purpose of a transparent operations presentation, the tables in this section will present the reported results of the strategic business area Food and the Podravka Group (including the Žito Group as of 1 October 2015), while the text will present the result excluding the effect of the Žito Group.

THE EFFECT OF ŽITO GROUP ON FOOD  
SEGMENT AND PODRAVKA GROUP  
PROFITABILITY IN 2015

(IN HRK MILLIONS)	ŽITO GROUP	GAIN ON A BARGAIN PURCHASE	TOTAL IMPACT
SALES REVENUES	239.3	-	239.3
GROSS PROFIT	69.1	-	69.1
EBITDA*	26.1	115.7	141.8
EBIT	15.3	115.7	131.0
NET PROFIT AFTER MI	13.2	110.4**	123.6

\*EBITDA is calculated in a way that EBIT was increased by the depreciation and amortization, impairment of intangible and non-current tangible assets and impairment of non-current assets held for sale. \*\*Excluding HRK 5.3 million of minority interest that arose from Žito Group consolidation in Q4 2015.

Since the fair value of Žito Group's net assets exceeds the acquisition price, on the consolidated level, the gain on a bargain purchase in the amount of HRK 115.7 million was realised.

PROFITABILITY OF THE STRATEGIC  
BUSINESS AREA FOOD (CONTINUING  
OPERATIONS)

SBA FOOD (CONTINUING OPERATIONS)	REPORTED RESULT		
	IN HRK MILLIONS	2015	2014
SALES REVENUES	2,880.6	2,571.8	12.0%
GROSS PROFIT	1,077.6	981.0	9.8%
EBITDA*	376.1	208.0	80.8%
EBIT	256.2	98.6	159.9%
NET PROFIT AFTER MI	228.7	52.1	339.1%
GROSS MARGIN	37.4%	38.1%	-74 BP
EBITDA MARGIN	13.1%	8.1%	+497 BP
EBIT MARGIN	8.9%	3.8%	+506 BP
NET MARGIN AFTER MI	7.9%	2.0%	+591 BP

\*EBITDA is calculated in a way that EBIT was increased by the depreciation and amortization, impairment of intangible and non-current tangible assets and impairment of non-current assets held for sale.

In 2015, the food segment, **excluding the effect of the Žito Group**, recorded an increase in **gross profit** of 2.7% compared to 2014, while the gross margin was 38.2% (38.1% in 2014).

**Operating profit (EBIT), excluding the effect of the Žito Group**, is 27.0% higher in 2015 compared to 2014. The operating profit in the period under consideration was, in addition to the impacts above the gross profit level, influenced by: (i) the consolidation of Mirna with HRK 24.8 million positive effect, (ii) costs of severance payments in the amount of HRK 22.3 million, and (iii) expenses related to the acquisition and integration of Žito of HRK 9.4 million. The comparative period was burdened by costs of severance payments in the amount of HRK 64.2 million.

**Net profit after minority interests, excluding the effect of the Žito Group**, was 2 times higher in 2015 than in the comparative period. In addition to the impacts above the EBIT level, the net result of the observed period was impacted by HRK 6.7 million of finance costs related to the ESOP programme and HRK 12.5 million of deferred tax revenue related to, among other things, utilisation of tax losses of the merged company Danica.

**PROFITABILITY OF THE STRATEGIC  
BUSINESS AREA PHARMACEUTICALS  
(CONTINUING OPERATIONS)**

SBA PHARMACEUTICALS (CONTINUING OPERATIONS)	REPORTED RESULT		
	2015	2014	CHANGE
IN HRK MILLIONS			
SALES REVENUES	805.7	840.3	(4.1%)
GROSS PROFIT	424.6	463.5	(8.4%)
EBITDA*	98.9	122.0	(19.0%)
EBIT	47.7	80.2	(40.5%)
NET PROFIT AFTER MI	187.3	63.6	194.4%
GROSS MARGIN	52.7%	55.2%	-246 BP
EBITDA MARGIN	12.3%	14.5%	-225 BP
EBIT MARGIN	5.9%	9.5%	-363 BP
NET MARGIN AFTER MI	23.2%	7.6%	+1.568 BP

\*EBITDA is calculated in a way that EBIT was increased by the depreciation and amortization, impairment of intangible and non-current tangible assets and impairment of non-current assets held for sale.

Negative effect of FX differences on sales in the amount of HRK 36.2 million, the absence of operations in the markets of Ukraine and Kazakhstan and the negative impact of the Croatian Health Insurance Fund of estimated HRK 10.0 million are the main reasons for lower **gross profit** in the period under consideration, while the gross margin was negatively impacted by the changed sales structure resulting in a decrease in sales of own brands with unchanged sales of trade goods.

**Operating profit** in the period under consideration amounted to HRK 47.7 million and was, in addition to effects above the gross profit level, impacted by FX differences on trade receivables and payables that amounted to neg-

ative HRK 23.3 million, while in the same period of the previous year they amounted to negative HRK 43.7 million. The period under consideration was also burdened by costs of severance payments in the amount of HRK 8.2 million, while in 2014 costs of severance payments amounted to HRK 6.9 million.

**Net profit after minority interests** in 2015 amounted to HRK 187.3 million. In addition to effects above the EBIT level, the net result was also impacted by HRK 1.3 million of costs related to the ESOP programme and HRK 163.7 million of one-time deferred tax revenue. The tax revenue realised is primarily related to the incentives received for the construction of the new Belupo factory. In March 2015, based on the Act on Investment Promotion and Development of Investment Climate, the Ministry of Economy issued the certificate based on which Belupo got the status of incentive measures recipient. The certificate grants the use of tax benefits, supports for qualified expenses of opening new jobs related to the investment project, and incentive measures for capital expenditure of the investment project in the allowed maximum amount of the investment support in the value of HRK 163.7 million. In the financial statements for 2015, Belupo initially recognised the maximum approved amount of incentives as deferred tax asset and tax revenue.

**PROFITABILITY OF PODRAVKA GROUP  
(CONTINUING OPERATIONS)**

PODRAVKA GROUP (CONTINUING OPERATIONS)	REPORTED RESULT		
	2015	2014	CHANGE
IN HRK MILLIONS			
SALES REVENUES	3,686.3	3,412.1	8.0%
GROSS PROFIT	1,502.2	1,444.5	4.0%
EBITDA*	475.0	330.0	43.9%
EBIT	303.9	178.8	70.0%
NET PROFIT AFTER MI	416.0	115.7	259.6%
GROSS MARGIN	40.8%	42.3%	-158 BP
EBITDA MARGIN	12.9%	9.7%	+321 BP
EBIT MARGIN	8.2%	5.2%	+300 BP
NET MARGIN AFTER MI	11.3%	3.4%	+789 BP

\*EBITDA is calculated in a way that EBIT was increased by the depreciation and amortization, impairment of intangible and non-current tangible assets and impairment of non-current assets held for sale.

The **gross profit** of the Podravka Group, **excluding the effect of the Žito Group**, in the period under consideration was 0.8% lower compared to 2014 as a result of lower gross profit of the pharmaceuticals segment. The gross margin in 2015 was 41.6% compared to 42.3% in 2014, due to the changed sales structure in the food and pharmaceuticals segments.

In 2015, the Podravka Group's **operating profit, excluding the effect of the Žito Group**, was 3.3% lower than in the comparative period. The operating profit in the observed period, in addition to the impacts above the gross profit level, was influenced by: (i) the consolidation of Mirna with HRK 24.8 million positive effect, (ii) costs of severance payments in the amount of HRK 30.5 million, and (iii) expenses related to the acquisition and integration of Žito of HRK 9.4 million. The comparative period was burdened by costs of severance payments in the amount of HRK 72.1 million.

The Podravka Group's **net profit after minority interests, excluding the effect of the Žito Group**, was 2.5 times higher in 2015 compared to 2014. In addition to the impacts above the EBIT level, the net result of the observed period was also impacted by HRK 8.0 million of ESOP programme finance costs and HRK 167.5 million of deferred tax revenue.

**OPERATING EXPENSES STRUCTURE  
OF PODRAVKA GROUP (CONTINUING  
OPERATIONS)**

PODRAVKA GROUP (CONTINUING OPERATIONS)	REPORTED RESULT		
	2015	2014	CHANGE
IN HRK MILLIONS			
COST OF GOODS SOLD	2,184.2	1,967.6	11.0%
GENERAL AND ADMINISTRATIVE EXPENSES	318.6	336.7	(5.4%)
SELLING AND DISTRIBUTION COSTS	493.3	438.9	12.4%
MARKETING EXPENSES	497.3	445.2	11.7%
OTHER EXPENSES	47.9	62.0	(22.7%)
TOTAL OPERATING EXPENSES	3,541.3	3,250.4	8.9%

**Cost of goods sold, excluding the effect of the Žito Group**, is 2.9% higher in 2015 compared to 2014 due to the organic volume growth of the food segment, but also the inorganic volume growth of the food segment (PIK and Mirna product ranges).

**General and administrative expenses, excluding the effect of the Žito Group**, were 9.1% lower in the observed period than in the comparative period. General and administrative expenses in 2015 were burdened with costs of severance payments of HRK 30.5 million and costs related to the acquisition and integration of Žito in the amount of HRK 9.4 million, while 2014 was burdened with costs of severance payments of HRK 72.1 million.

**Selling and distribution costs, excluding the effect of the Žito Group**, were 3.3% higher in 2015 than in 2014. The increase in selling and distribution costs was primarily impacted by expenses of the food company in Russia, expenses of Mirna and initial costs related to entering new markets that were not present in the comparative period.

**Marketing expenses, excluding the effect of the Žito Group**, grew in the observed period by 8.4%, primarily due to marketing activities related to opening new markets, to the culinary product range in Western Europe and to the baby food and meat products ranges in the Adria region.

**Other expenses, excluding the effect of the Žito Group**, were 23.0% lower in 2015 than in the comparative period, mostly due to lower foreign exchange differences on trade receivables and payables.

**MAIN BUSINESS HIGHLIGHTS OF  
PODRAVKA GROUP'S DISCONTINUING  
BUSINESS OPERATIONS IN 2015**

By the Management Board decision dated 20 June 2013, the Company announced its intention to exit the Beverages segment in order to improve business activities, reduce operating costs and strengthen innovation and competitiveness of the Company in its key business areas. At the reporting date, the Company classified the Beverages segment as discontinued operations in accordance with IFRS.

<b>DISCONTINUING OPERATIONS</b>	<b>REPORTED RESULT</b>		
<b>IN HRK MILLIONS</b>	<b>2015</b>	<b>2014</b>	<b>CHANGE</b>
SALES REVENUES	90.9	90.6	0.4%
GROSS PROFIT	33.3	31.5	5.8%
EBITDA*	(6.4)	(11.0)	(41.8%)
EBIT	(18.7)	(23.2)	(19.4%)
NET PROFIT AFTER MI	(18.7)	(23.2)	(19.4%)
GROSS MARGIN	36.6%	34.8%	+188 BP
EBITDA MARGIN	N/A	N/A	N/A
EBIT MARGIN	N/A	N/A	N/A
NET MARGIN AFTER MI	N/A	N/A	N/A

\*EBITDA is calculated in a way that EBIT was increased by impairment of non-current assets held for sale.

## **PODRAVKA GROUP EXPECTED DEVELOPMENT**

**ACHIEVING GROWTH** Podravka Group's aim is company growth and development through efficient management of product range, focusing on key brands (Vegeta, Podravka, Belupo, Lino and Dolcela), operating efficiency and long-term stability.

Further internationalization of business, preserving position on domestic market, modernization of processes will be the company focus in the upcoming periods. Apart from organic growth, further expansion is expected inorganically - by acquisitions and strategic alliances. In both business areas, Food and Pharmaceuticals, a strong investment cycle is started, and an additional growth potential is continued in cooperation between these two business areas, aiming to achieve synergy.

In the markets of Adria region, Podravka Group aims to be the leading manufacturer of branded products, by supporting all activities related to strengthening market positions in food and pharmaceuticals, consolidating the food part of business and expanding the product range. In Europe region, Podravka Group strives advancing business, focusing on profitable categories, and strengthening presence in the markets of Western Europe.

In the markets of Russia, Baltic and CIS, Podravka Group are recognizable and well positioned. Growth is planned to be achieved by expanding the product range and strengthening distribution in chains.

Revenue growth is expected also on Now markets, and particularly due to established business in the market of China, Middle East and Africa, with which Podravka Group shows determination in further strengthening of business internationalization. In the mentioned markets, full potential of Podravka's strongest brands - Podravka, Dolcela and Lino - will try to be used.

**GENERAL STRATEGIC GOALS**

- To satisfy the interests of owners and stakeholders, through growth, business development and internal efficiency.
- To be the leading food company on defined strategic markets.
- To be recognizable supplier of pharmaceutical products in the region.
- To be the leader or strong second place competitor in defined strategic business programs, on strategic markets.
- To increase the internationalization rate by developing business on international markets.
- The level of expenses and production efficiency to be in line or ahead of industry average in which Podravka does business on key markets.
- Reduce costs of procurement, sales and distribution, general and administrative costs and thus enable higher investments into marketing, research and product development.
- Better financial management to improve cash flow, necessary for optimal operating business.
- To provide new and innovative culinary and pharmaceutical solutions for the consumers.
- To contribute to general community development with its activities.

## Key factors of success

Three pillars of success:

### COMPANY STRENGTHS AND VALUES

#### *Employees*

Key of Podravka's success are dynamic, creative and successful employees and their knowledge and skills. Creativity, trust, passion, consumer satisfaction and excellence are the key values of Podravka and they make comparative advantage in the market.

#### *Quality*

A feature that is a value of every Podravka Group's product is quality. Every product carrying the name Podravka and Belupo is a result of year-long tradition, know-how and caring for consumer health and well-being.

#### *Podravka's brands and consumer trust*

Proof of Podravka's brands power and care for the consumer is the trust that we gained in Croatia, region, Europe and around the world. Consumer trust is necessary for company growth and is a key element for building a successful brand.

#### *Long-year tradition*

Over the years Podravka has been building and preserving the trust of its consumers, focusing on two important elements – quality and consumer care.

#### *Wide distribution network*

Podravka has a developed distribution network in Croatia and nine countries of the region, including Central and SouthEastern Europe.

#### *Partner relations*

Existing and future partners and consumers are the most valuable external potential of the company and they are therefore approached with special care in an open and responsible communication. The company builds confidence based on mutual respect of employees, as well as consumers and clients.

### PROFITABLE GROWTH

#### *Vegeta, Podravka, Belupo and Lino*

Podravka will be focusing on brands having significant perspective on international markets, and we expect above average growth from them - Vegeta, Podravka, Belupo and Lino brands.

#### *Market development*

Podravka Group consists of Podravka d.d. and 35 companies, which is a proof of company strength and the quality of service that we provide. The goal of every company and branch office is to actively develop the business and to maintain or achieve leader positions in the market.

#### *Internationalization*

Key factor of company development will be further internationalization of business, with a powerful step forward to international markets, which would significantly increase revenues on those markets in the upcoming period.

#### *Business investments*

By increasing operating efficiency, additional capital is released, and Podravka Group intends to invest it into further business. As one of the main steps we can mention the expansion of the existing production capacities of Belupo. An investment cycle is started along with significant investments in marketing on markets from which future growth is expected.

#### *Strategic partnerships and acquisitions*

Podravka Group plans its business development on organic and inorganic growth – acquisitions and strategic alliances.

#### *Synergy of food part and pharmaceutical part*

The company aims to accomplish a synergy between the food part and the pharmaceutical part, since there are common elements and new markets and categories that can be developed from such cooperation.

#### *Social responsibility and sustainable development*

Compliant to principles of sustainability and responsible business, Podravka tries to use less resources and to produce less waste. We are therefore devoted to listening to the needs of consumers, employees and local communities, dedicated work on development and quality products, and constant care for health and environment.

### **OPERATING EFFICIENCY**

#### *Cost efficiency*

Key element to a more efficient company is cost management: Podravka will try to perfect its processes and activities with the aim of better control and costs share reduction in the overall business.

#### *Internal competencies development*

Sharing knowledge among employees, through own educations and experience, Podravka takes care of the competencies of its employees, improving internal processes and encouraging innovations within the company.

#### *Restructuring of non-profitable businesses*

Podravka continues its restructuring process, with the aim of further regional and international growth and development. After discontinuing low-profitable segments, Podravka showed that it puts focus on profitability by restructuring certain areas of business and thus tries to release the capital intended for investment in more profitable categories.

### *Purifying the production range*

Taking care of the products range Podravka aims to understand the consumer, to provide it with high-quality products, to strengthen own brands and to take care of brand profitability at the same time.

### *Strategy cascading – clear goals and responsibility*

Podravka gives importance to strategy, goals and cascading to lower organization units, introducing into its business a Balanced scorecard solution. This clearly defines individual responsibilities and obligations that need to be fulfilled, in order to realize the goals set.

### *Generating the base for profitable growth*

By using all resources we will actively work on increasing efficiency of the whole Group, by strengthening of internal capabilities and by investing to focus on strategic brands on key markets.

### *Strategy through business perspectives*

Aiming to cascade the strategy and with a desire that every employee knows in what way to participate in realization of multi-year plans of the company, Podravka is in the process of implementing the Balanced Scorecard system. Additionally, the desire is to track more efficiently whether the key projects and initiatives are aligned with the strategy and goals set. With that purpose indicators have been set, they track goals fulfillment through 4 business perspectives:

#### **1. Learning and growth**

- Continuous increase of overall knowledge and competencies in the company
- Further development of innovative and competitive culture

#### **2. Internal processes**

- Focus on permanent advancement of internal processes
- New products development, market development and distribution channel development
- Social responsibility and sustainable development care

#### **3. Buyers and consumers**

- Focus on achieving the highest level of consumer satisfaction
- Advancing relations with buyers and partners

#### **4. Finance**

- To satisfy the interests of shareholders
- Reducing costs, increasing profitability and return on capital

## RISK FACTORS

In its operations, Podravka Group is exposed to risks typical of economic entities operating on individual national and regional markets, especially to those common in food or pharmaceutical industry. Podravka Group is also exposed to various economic and political risks that can influence the realization of strategic business decisions and regular business, whether within a country or beyond.

The legislation of some countries, such as tax legislation, limitations in defining market prices, product safety, complaints, protection of intellectual property and trademarks, patents, market competition, safety and protection of employees, corporate policies, regulations related to employment and labor law, and etc. also have an impact on the possibility of achieving the planned growth and profitability on a certain market. Lack of adjustment to the rules could have a significant impact on costs associated with business, as well as the general reputation of the company.

Therefore, Podravka Group uses its own as well as external experts from various fields of expertise in order to ensure compliance with the norms that regulate specific areas. Equally, sales and operation are under influence of social and political unrests, which becomes evident in situations when the companies do business in the developing countries, with big growth potentials on the one hand but expose the company to increased political, economic and social risks on the other. In spite of that, Podravka Group expects its year-long presence and recognizing opportunities on those markets will enable it to continue to develop its business. Through innovations and product range adjustments, together with sales prices and negotiating policies with the buyers, Podravka Group will continue to adjust to macroeconomic conditions of every individual market, to readily respond to their challenges.

#### BRANDS MANAGEMENT

Business conditions in the markets in which the Podravka Group operates are challenging because of international and local competition, but also because of reduced purchasing power in the domestic and some other markets in the region. In the situation when consumer demand grows slowly and is price-sensitive, the success of companies that are focused on recognizable brand products, largely depends on their ability to be innovative and cost-competitive at the same time.

Also, consumer habits, tastes and preferences are constantly changing, so Podravka Group is constantly faced with the need to try and anticipate them and adapt its products and brands to these changes. The result of that is constant creation and development of innovative solutions of Podravka Group in line with expectations of its customers, since it is one of the important factors in achieving sales plans, and overall business results.

Through the continuous innovations so far, within the existing product range and launch of new categories, Podravka Group confirms to be the trend setter in food in Croatia and the region.

#### BUSINESS SEGMENTS MANAGEMENT

As a company that sees the achievement of its goals through organic and inorganic business growth, optimal selection of strategic segments of product categories, markets and sales channels have a significant impact on the opportunities of that growth. For that reason Podravka Group pays great attention to evaluation and decision-making on strategic investments and considering the opportunities that can potentially contribute to the achievement of added value for investors. In addition, special attention is paid to monitoring and analysis of the segments and markets that are estimated to have no long-term potential to realize desired business results.

Podravka Group business is partially under the influence of weather changes, which can have a direct influence on annual revenue plan, where this influence is mostly evident in the Beverages segment, a part of Company business that the company plans to divest by selling it to the highest bidder.

In 2015 activities have been initiated which should result in strengthening the presence in the markets of Middle East, China and Africa. That way we wish to show focus on better usability of the potential and available capacities and optimization of the focus on categories and geographic regions to create better grounds for further growth and development of Podravka Group.

#### CLIENT RELATIONS MANAGEMENT

Podravka Group is aware of the extreme importance of developing and maintaining relationships with its clients in order to ensure the desired position of its products at points of sale.

With its marketing strategies, action plans at points of sale and those oriented to strengthening the recognizability of Podravka brands, Podravka Group affects the intensity of product demand and thereby negotiates positions when defining the terms and conditions with customers.

Besides, Podravka Group invests efforts that through harmonization and optimization of the existing pricing policies and price levels on existing markets, it ensures grounds for further successful long-term growth. Avoiding the erosion of the profit margins is thus affected, i.e. the reduction of risk of not achieving the planned sales realization.

#### MANAGING THE RISKS OF MANAGEMENT AND HUMAN RESOURCES

Improving business processes, as one of the important goals requires changes in the qualification structure of employees (something that was intensely worked on over the past years), and with high-quality social programs the age structure of the company is affected. Personnel potential is one of the essential factors for Podravka Group's growth, which is continuously investing in their professional development and education. Podravka Group conducts periodic evaluation of management results, including evaluation of their management skills in order to achieve the conditions for long-term realization of its objectives.

**MANAGING THE RISKS OF ECOLOGY,  
QUALITY ASSURANCE AND PRODUCT  
SAFETY**

The quality and safety of Podravka Group products are priceless for preserving the reputation of its brands, as well as the company in general. High quality of its products is guaranteed by quality raw materials, modern technological processes and knowledge applied in their production. Podravka Group takes care of health and nutritional needs of its users, and practical nature in their consumption and safety. Therefore, special attention is paid to defining and implementing activities that are based on assessment of critical areas in the chain of production and supply in order to protect them from contamination and counterfeiting.

Quality assurance is based on quality control system, implementation, maintenance and development of integrated management system that is based on norms, regulations and principles in accordance with Podravka's quality management and food safety system, as well as on continuous employee education.

All products and business processes are based on the principles of quality management, including the selection of key suppliers of raw materials, in order to ensure the required quality of the finished product. Podravka is taking constant and systemic care on the sanitary validity and product safety, compliant to the legislature of the Republic of Croatia, European Union and all the countries where it does business, as well as on adjustment and safety of IT systems which are used as a support to the overall business of Podravka Group.

**FINANCIAL RISKS**

Due to its business activities Podravka Group is exposed to a series of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk.

Exposure to currency, interest rate and credit risk is a part of regular business. Treasury sector manages the stated risks, i.e. financial departments of individual companies, together with active management of investing the surplus liquidity and active management of financial assets and liabilities.

*Currency risk*

Podravka Group conducts certain transactions in foreign currencies, and is therefore exposed to fluctuations in exchange rates. The biggest exposure to exchange rate fluctuations during 2015 was in comparison to RUB and RSD.

Exposure to foreign exchange differences arises not only from subsidiaries doing business in foreign markets, but also the procurement of raw food materials in the international market is greatly performed in EUR and USD. Likewise, Podravka Group is in majority financed through loans in foreign currencies. The exchange rate of Croatian Kuna remained relatively stable during 2015, where mild depreciation pressure has been under control. This is the consequence of a mild economic recovery, foreign capital inflows and current account balance surplus. Podravka Inc. concluded for-

ward agreements during 2015 with the purpose of managing USD, RUB and HUF currency risk. Belupo d.d. the company within Podravka Group realizes significant part of its revenues on Russian market and is thus exposed to changes in RUB exchange rate, whose volatility was extremely high during 2015 with significant depreciation pressures. With the purpose of active surveillance and minimizing currency risks, in 2015 forward agreements were concluded as available hedging instruments and correction of prices in RUB.

#### *Interest rate risk*

Podravka Group is not significantly exposed to the risk of changing the interest rates, since for most of the loans with variable interest rates, interest rate swap was concluded, replacing a part of the liabilities having variable interest rates with liabilities having fixed interest rates.

#### *Price risk*

Podravka Group business success depends on adequate sources of raw materials, as well as their prices on the market, the efficiency of the production process and product distribution to its customers.

The cost of raw materials could have a significant role in the cost of finished products that Podravka Group manufactures, therefore, it is subject to fluctuations of prices on the raw materials markets, the impact of which can't always be compensated through the sale price for the buyer.

Podravka Group realizes most of the total procurement traffic from the domestic market, while the majority of traffic with the foreign suppliers is realized with those from the eu territory.

Protective customs and trade mechanisms in the eu protecting producers, represent a risk in terms of increased customs duties for certain raw materials from third countries. Unavailability of goods in the market due to adverse weather conditions (droughts, floods, etc.), political and social unrest in some countries or speculation with key agri-food products are also risks with increased influence on the business of Podravka Group.

Also, there is a trend of primary raw materials producers' consolidation on the European and global level, which could lead to a higher procurement prices in the future.

In order to reduce those influences, Podravka Group Procurement department manages the strategic procurement categories and key suppliers in the way to develop partnership relations with long-year and new suppliers. Also, by enlarging the procurement volumes, full usage of the Commodity Risk management, conducting tenders and using new regimes of import, Podravka Group works on reducing procurement costs.

#### *Credit risk and risk of refund*

Credit risk is the risk of non-payment, i.e. noncompliance of contractual obligations by the company buyers which affects the possible company loss.

Podravka Group bears a limited credit risk in transactions with related subsidiaries since it sells the products in those transactions to its own subsidiaries, and it can be assumed that the subsidiaries will duly meet their obligations to Podravka. Generally, Podravka Group has no major problems in practice with collecting from unaffiliated buyers, so this item carries no influence to the assessment of the relation towards subsidiaries.

Now buyers are accepted, and with the existing ones business cooperation continues, with payment delay after they have satisfied the set company parameters examining creditworthiness. Claims are analysed weekly and necessary measures are taken for their collection.

Protection measures for individual category of buyers are defined according to financial indicators of individual buyer's business, where several services are used through which necessary information are available (financial reports, credit rating and similar). Company exposure analysis and credit exposure is being tracked and controlled through credit limits set by the company and insurers who are constantly controlled and changed as needed.

#### *Liquidity risk*

Podravka Group manages liquidity risk by maintaining adequate reserves and credit lines, continuously comparing the planned and realized cash flow and monitoring due receivables and current liabilities.

# CORPORATE GOVERNANCE

## Statement on corporate governance

In compliance to the basic purpose of its business relating to ensuring sustainable business growth and value growth for the shareholders, the Management Board and the Supervisory Board of Podravka d.d. in their business also support the principles of corporate governance.

Podravka d.d. continuously tracks reforms in the area of corporate governance and strives to constant advancement of the relations with the shareholders, investors and overall public, introducing high standards in the mutual communication.

Acting in compliance to Croatian legislature and taking into account the guidelines of OECD for corporate governance and Corporate Governance Code by HANFA and Zagreb stock Exchange, Podravka d.d. was among the first listed companies to compile a Corporate Governance Code with the purpose of equalizing the rights of all the shareholders and open, professional and transparent approach to investor relations and the overall public.

Key principles of corporate governance that Podravka d.d. takes into account are:

- business transparency
- clear procedures for operation of the Supervisory Board, Management Board and other entities for important decision making
- avoiding conflict of interest
- efficient internal control and
- efficient system of responsibility.

Aware of the importance of responsible and ethically founded behaviour of business subjects, Podravka d.d. accepted the Ethics Code in business, obliging to respect ethics principles in all of its business relations and has accepted an obligation to act in compliance to principles of responsibility, truthfulness, efficiency, transparency, quality, working in good faith and respecting the principles of good business conduct with partners, business and social environment and own employees.

Podravka d.d. and all of its subsidiaries in country and abroad stick to the ethics principles and principles of modern corporate governance.

Consolidated annual report of the company and annual report on business status of the company are submitted as one annual report, which includes the lower subsidiaries of Podravka d.d.

## General Assembly

At the General Assembly the shareholders get to vote in person, through their proxy or authorized person. Shareholders entered in the computer system of the Central Depository & Clearing Company who apply for participation at the General Assembly for seven days at the latest before the General Assembly is being held, have the right of participation and vote at the General Assembly.

General Assembly can pass a valid resolution if it is represented by at least 30% (thirty percent) of the number of shares that get the right to vote. The General Assembly is presided by the president appointed by the Supervisory Board, and suggested by the Management Board.

Shareholders, proxies and authorized persons get the right to vote at the General Assembly using voting ballots marked with the number of votes belonging to an individual participant at the General Assembly. Resolutions passed by the General Assembly are also available at Podravka's web site in the Investors/Corporate governance/General Assembly section.

## Supervisory Board

Supervisory Board has nine members, eight of them are chosen by the shareholders at the General Assembly by three-quarter majority of votes, while one member is appointed by the Worker's Council as stipulated by the provisions of the Labour Law. Members of the Supervisory Board shall be appointed to a four-year term of office. The beginning of their term for every member of the Supervisory Board is as of the day of the election, unless otherwise determined by an election resolution. Supervisory Board supervises business operations of the Group, and on issues in their domain Supervisory Board makes decisions based on the Law, Articles of Association of PODRAVKA d.d. and the Rules of Procedure of the Supervisory Board.

### PODRAVKA SUPERVISORY BOARD

#### MEMBERS IN 2015:

Dubravko Štimac – president  
Mato Crkvenac – deputy president  
Ivo Družić – member  
Ivana Matovina – member  
Petar Miladin – member  
Dinko Novoselec – member  
Milan Stojanović – member  
Petar Vlaić – member  
Martinka Marđetko-Vuković – member till 30th June, 2015 (representing Workers)  
Ksenija Horvat – member since 1st July, 2015 (representing Workers)

Podravka d.d. Supervisory Board founded two committees: Audit Committee and Remuneration Committee.

The Audit Committee members were:

Dinko Novoselec – president of the Committee  
Mato Crkvenac – member  
Petar Vlaić – member  
Ivana Matovina – member.

The Audit Committee is authorised to monitor the financial reporting procedure, to monitor the efficiency of the internal control system, internal audit and risk management system, to supervise the audit of annual financial and consolidated reports, to track the independence of independent auditors or auditing companies performing the audit, and particularly contracts on additional services, to discuss plans and annual report by the internal audit, and to discuss significant issues related to this area, to provide recommendations to the General Assembly on choosing an independent auditor or an auditing company.

The Audit Committee held six sessions in 2015.

The Remuneration Committee members were:

Petar Vlaić – Committee president

Dubravko Štimac – member

Milan Stojanović – member.

The Remuneration Committee is authorised to suggest the policy of rewarding Management Board members, the fixed and variable parts of salaries, retirement plan and severance payments, to suggest objective criteria for evaluation of business successfulness, which are necessary to calculate the variable parts of the remuneration, and which again is to be in sync with long-term interests of the shareholders and company objectives that the Supervisory Board has set; to suggest the remuneration for individual Management Board members compliant to Company Remuneration Policy and estimate of individual Board member's activities, to suggest additional contents in contracts of Board members, to consult at least with Supervisory Board president and Management Board president on their attitudes regarding remunerations to Management Board members, to track amounts and structure of the remunerations to the management and to provide general recommendations to the Management Board regarding that, to suggest a remuneration method and the amount of the remuneration to Supervisory Board members.

Remuneration Committee held two sessions in 2015.

Supervisory Board members of Podravka d.d. are entitled to a fixed monthly remuneration as decided at the General Assembly on remunerations for Supervisory Board member.

In 2015 members of Podravka d.d. Supervisory Board were paid HRK 1,474,000 HRK, if this amount is added with the remunerations to members of the Supervisory Boards of Belupo d.d., Danica d.o.o., Mirna d.o.o. and Žito d.d., Supervisory Board members of Podravka Group have been paid HRK 1,891,171.73.

## Management Board

Management Board consists of four members appointed by the Supervisory Board.

At their session held on 24 February 2012, Supervisory Board reached a resolution on appointing the president and members to the Management Board, in five year term.

Zvonimir Mršić was appointed Management Board president, while Jadranka Ivanković, Olivija Jakupec, Miroslav Klepač and Jorn Pedersen were appointed members. The term of Podravka d.d. Management Board president and members started as of the day this resolution was passed.

At the session held on 20 December 2012 the Supervisory Board reached a Resolution on appointing Hrvoje Kolarić as Podravka d.d. Management Board member, with the term of office expiry when the entire Management Board's term expires.

Pursuant to the provisions of Podravka d.d. Articles of Association, president and members of the Board are appointed to the period as determined by the Supervisory Board (five years at the most) and they can be reappointed. The term of office begins as of the date of Management Board appointment. Members of the Management Board manage the business affairs of the Company, and the way they operate and divide tasks among each other is determined by the Rules of Procedure of the Management Board.

On its session held on 18th June 2014, the Supervisory Board approved reaching an agreement with Management Board member Jorn Pedersen on discontinuation of his term and membership at Podravka d.d. Management Board as of 18th June 2014.

On its session held on 22nd December 2014, the Supervisory Board approved reaching an agreement with Management Board member Jadranka on discontinuation of her term and membership at Podravka d.d. Management Board as of 22nd December 2014.

### PODRAVKA MANAGEMENT BOARD MEMBERS IN 2015:

Zvonimir Mršić – president  
Olivija Jakupec – member  
Miroslav Klepač – member  
Hrvoje Kolarić – member

Salary to an individual Podravka d.d. Management Board member has been determined by a management contract signed with the Company, and approved by the Supervisory Board on behalf of the company. Gross salaries and rewards paid in 2015 to Podravka d.d. Management Board members amount to HRK 6,715,729, and if this amount is added with remunerations

for Management Board members for Belupo d.d., Podravka Group Management Board members have been paid gross salaries of HRK 10.649.807. During 2015, Management Board members were awarded with 30,527 of the Company optional shares.

# CORPORATE GOVERNANCE CODE

## Annual questionnaire

MAIN COMPANY INFORMATION: PODRAVKA D.D., ANTE STARČEVIĆA 32, KOPRIVNICA,  
OIB: 18928523252

CONTACT PERSON AND CONTACT PHONE: BRANKA PERKOVIĆ, +385 48 651 441

DATE OF QUESTIONNAIRE COMPLETE: 25.02.2016.

All the questions contained in this questionnaire relate to the period of one business to which annual financial statements also relate. If question in questionnaire ask for explanation, it is needed to explain answer. All answers in questionnaire will be measured in percentage as explained in the beginning of each chapter.

### COMPANY HARMONIZATION TO THE PRINCIPLES OF CORPORATE GOVERNANCE CODE

Answers to this questionnaire chapter will be valued with max. 20% of whole questionnaire valuation of company harmonization to the principles of Corporate Governance Code

1. Did the Company accept the application of the Corporate Governance Code or did it accept its own policy of corporate governance?

Yes  No

2. Does the Company have adopted principles of corporate governance within its internal policies?

Yes  No

3. Does the Company announce within its annual financial reports the compliance with the principles of 'comply or explain'?

Yes  No

4. Does the Company take into account the interest of all shareholders in accordance with the principles of Corporate Governance Code while making decisions?

Yes  No

### SHAREHOLDERS AND GENERAL MEETING

Answers to this questionnaire chapter will be valued with max. 30% of whole questionnaire valuation of company harmonization to the principles of Corporate Governance Code

5. Is the company in a cross-shareholding relationship with another company or other companies? (If not, explain)

Yes  No

6. Does each share of the company have one voting right? (If not, explain)

Yes  No

7. Does the company treat all shareholders equally? (If not, explain)

Yes  No

8. Has the procedure for issuing power of attorney for voting at the general assembly been fully simplified and free of any strict formal requirements? (If not, explain)

Yes  No

9. Has the company ensured that the shareholders of the company who, for whatever reason, are not able to vote at the assembly in person, have proxies who are obliged to vote in accordance with instructions received from the shareholders, with no extra costs for those shareholders? (If not, explain)

Yes  No

Shareholders, who are not able to vote at the assembly in person, by themselves, acting at their own discretion, determine proxies who are obliged to vote in accordance with instructions received from the shareholders.

10. Did the management or Management Board of the company, when convening the assembly, set the date for defining the status in the register of shares, which will be relevant for exercising voting rights at the general assembly of the company, by setting that date prior to the day of holding the assembly and not earlier than 6 days prior to the day of holding the assembly? (If not, explain)

Yes  No

11. Were the agenda of the assembly, as well as all relevant data and documentation with explanations relating to the agenda, announced on the website of the company and put at the disposal of shareholders on the company's premises as of the date of the first publication of the agenda? (If not, explain)

Yes  No

12. Does the decision on dividend payment or advance dividend payment include information on the date when shareholders acquire the right to dividend payment, and information on the date or period during which the dividend will be paid? (If not, explain)

Yes  No

In 2015 the Company did not pay any dividends.

13. Is the date of dividend payment or advance dividend payment set to be not later than 30 days after the date of decision making? (If not, explain)

Yes  No

In 2015 the Company did not pay any dividends.

14. Were any shareholders favoured while receiving their dividends or advance dividends? (If so, explain)

Yes  No

15. Are the shareholders allowed to participate and to vote at the general assembly of the company using modern communication technology? (If not, explain)

Yes  No

There are no preconditions for such participation of shareholders at the General Assembly.

16. Have the conditions been defined for participating at the general assembly by voting through proxy voting (irrespective of whether this is permitted pursuant to the law and articles of association), such as registration for participation in advance, certification of powers of attorney etc.? (If so, explain)

Yes  No

Registration of participants in advance as a condition of participating at the General Assembly is stipulated due to a large number of small shareholders, with the intention of maintaining order and regularity of the session being held.

17. Did the management of the company publish the decisions of the general assembly of the company?

Yes  No

18. Did the management of the company publish the data on legal actions, if any, challenging those decisions? (If not, explain)

Yes  No

There were no such legal actions..

**MANAGEMENT AND  
SUPERVISORY BOARD**

**Please provide the names of management board members and their functions**

**Zvonimir Mršić** (president of the Management Board), **Olivija Jakupec** (member of the Management Board), **Miroslav Klepač** (member of the Management Board) and **Hrvoje Kolarić** (member of the Management Board)

**Please provide the names of supervisory board and their functions**

**Dubravko Štimac** (president of the Supervisory Board), **Mato Crkvenac** (deputy president of the Supervisory Board), **Ivo Družić** (member of the Supervisory Board), **Petar Miladin** (member of the Supervisory Board), **Dinko Novoselec** (member of the Supervisory Board), **Petar Vlaić** (member of the Supervisory Board), **Martinka Marđetko-Vuković** (member of the Supervisory Board until 30,6,2015), **Ivana Matovina** (member of the Supervisory Board), **Milan Stojanović** (member of the Supervisory Board) and **Ksenija Horvat** (member of the Supervisory Board from 1,7,2015)

Answers to this questionnaire chapter will be valued with max. 20% of whole questionnaire valuation of company harmonization to the principles of Corporate Governance Code.

19. Did the Supervisory or Management Board adopt a decision on the master plan of its activities, including the list of its regular meetings and data to be made available to Supervisory Board members, regularly and in a timely manner? (If not, explain)

Yes  No

20. Did the Supervisory or Management Board pass its internal code of conduct? (If not, explain)

Yes  No

21. Is the Supervisory Board composed of, i.e. are non-executive directors of the Management Board mostly independent members? (If not, explain)

Yes  No

22. Is there a long-term succession plan in the company? (If not, explain)

Yes  No

23. Is the remuneration received by the members of the Supervisory or Management Board entirely or partly determined according to their contribution to the company's business performance? (If not, explain)

Yes  No

The remuneration is fixed and in no part does it depend on efficiency of Company's business.

24. Is the remuneration to the members of the Supervisory or Management Board determined by a decision of the general assembly or in the articles of association of the company? (If not, explain)

Yes  No

25. Have detailed records on all remunerations and other earnings of each member of the Supervisory or Management Board received from the company or from other persons related to the company, including the structure of such remuneration, been made public? (If not, explain)

Yes  No

The Supervisory Board members are entitled to a fixed monthly remuneration as stated in the General Assembly Resolution on remunerations for the Supervisory Board members of Podravka Inc. Remunerations and other incomes given by the Company for the Management Board and Supervisory Board members are published in the Company's Annual Report for 2015.

26. Does every member of the Supervisory or Management Board inform the company of each change relating to their acquisition or disposal of shares of the company, or to the possibility to exercise voting rights arising from the company's shares, not later than five trading days, after such a change occurs (If not, explain)

Yes  No

27. Were all transactions involving members of the Supervisory or Management Board or persons related to them and the company and persons related to it clearly presented in reports of the company? (If not, explain)

Yes  No

There were no such transactions.

28. Are there any contracts or agreements between members of the Supervisory or Management Board and the company?

Yes  No

29. Did they obtain prior approval of the Supervisory or Management Board? (If not, explain)

Yes  No

There is no such contract or agreement.

30. Jesu li bitni elementi svih takvih ugovora ili sporazuma sadržani u godišnjem izvješću? (ako ne, objasniti)

Yes  No

There is no such contract or agreement.

31. Did the Supervisory or Management Board establish the appointment committee?

Yes  No

Entire Supervisory board has performed the function of the appointment committee.

32. Did the Supervisory or Management Board establish the remuneration committee?

Yes  No

33. Did the Supervisory or Management Board establish the audit committee?

Yes  No

34. Was the majority of the committee members selected from the group of independent members of the Supervisory Board? (If not, explain)

Yes  No

35. Did the committee monitor the integrity of the financial information of the company, especially the correctness and consistency of the accounting methods used by the company and the group it belongs to, including the criteria for the consolidation of financial reports of the companies belonging to the group? (If not, explain)

Yes  No

36. Did the committee assess the quality of the internal control and risk management system, with the aim of adequately identifying and publishing the main risks the company is exposed to (including the risks related to the compliance with regulations), as well as managing those risks in an adequate manner? (If not, explain)

Yes  No

37. Has the committee been working on ensuring the efficiency of the internal audit system, especially by preparing recommendations for the selection, appointment, reappointment and dismissal of the head of internal audit department, and with regard to funds at his/her disposal, and the evaluation of the actions taken by the management after findings and recommendations of the internal audit? (If not, explain)

Yes  No

38. If there is no internal audit system in the company, did the committee consider the need to establish it? (If not, explain)

Yes  No

Internal audit function exists.

39. Did the committee monitor the independence and impartiality of the external auditor, especially with regard to the rotation of authorised auditors within the audit company and the fees the company is paying for services provided by external auditors? (If not, explain)

Yes  No

40. Did the committee monitor nature and quantity of services other than audit, received by the company from the audit company or from persons related to it? (If not, explain)

Yes  No

41. Did the committee prepare rules defining which services may not be provided to the company by the external audit company and persons related to it, which services may be provided only with, and which without prior consent of the committee? (If not, explain)

Yes  No

42. Did the committee analyse the efficiency of the external audit and actions taken by the senior management with regard to recommendations made by the external auditor? (If not, explain)

Yes  No

43. Did the audit committee ensure the submission of high quality information by dependent and associated companies, as well as by third parties (such as expert advisors)? (If not, explain)

Yes  No

44. Was the documentation relevant for the work of the Supervisory Board submitted to all members on time? (If not, explain)

Yes  No

45. Do Supervisory Board or Management Board meeting minutes contain all adopted decisions, accompanied by data on voting results? (If not, explain)

Yes  No

46. Has the Supervisory or Management Board evaluated their work in the

preceding period, including evaluation of the contribution and competence of individual members, as well as of joint activities of the Board, evaluation of the work of the committees established, and evaluation of the company's objectives reached in comparison with the objectives set?

Yes  No

47. Did the company publish a statement on the remuneration policy for the management, Management Board and the Supervisory Board as part of the annual report? (If not, explain)

Yes  No

48. Is the statement on the remuneration policy for the management or executive directors permanently available on the website of the company? (If not, explain)

Yes  No

49. Are detailed data on all earnings and remunerations received by each member of the management or each executive director from the company published in the annual report of the company? (If not, explain)

Yes  No

50. Are all forms of remuneration to the members of the management, Management Board and Supervisory Board, including options and other benefits of the management, made public, broken down by items and persons, in the annual report of the company? (If not, explain)

Yes  No

51. Are all transactions involving members of the management or executive directors, and persons related to them, and the company and persons related to it, clearly presented in reports of the company? (If not, explain)

Yes  No

52. Does the report to be submitted by the Supervisory or Management Board to the general assembly include, apart from minimum information defined by law, the evaluation of total business performance of the company, of activities of the management of the company, and a special comment on its cooperation with the management? (If not, explain)

Yes  No

**AUDIT AND MECHANISMS OF  
INTERNAL AUDIT**

Answers to this questionnaire chapter will be valued with max. 20% of whole questionnaire valuation of company harmonization to the principles of Corporate Governance Code

53. Does the company have an external auditor?

Yes  No

54. Is the external auditor of the company related with the company in terms of ownership or interests?

Yes  No

55. Is the external auditor of the company providing to the company, him/herself or through related persons, other services?

Yes  No

The external auditor is providing services related to tax advising and study on transferred prices for some subsidiaries of the Group, due diligence for one target company and forensic consulting services for one subsidiary of the Group.

56. Has the company published the amount of charges paid to the independent external auditors for the audit carried out and for other services provided? (If not, explain)

Yes  No

There is no obligation of submitting requested information.

57. Does the company have internal auditors and an internal audit system established? (If not, explain)

Yes  No

**TRANSPARANCY AND THE PUBLIC OF  
ORGANIZATION OF BUSINESS**

Answers to this questionnaire chapter will be valued with max. 20% of whole questionnaire valuation of company harmonization to the principles of Corporate Governance Code.

58. Are the semi-annual, annual and quarterly reports available to the shareholders?

Yes  No

59. Did the company prepare the calendar of important events?

Yes  No

60. Did the company establish mechanisms to ensure that persons who have access to or possess inside information understand the nature and importance of such information and limitations related to it?

Yes  No

61. Did the company establish mechanisms to ensure supervision of the flow of inside information and possible abuse thereof?

Yes  No

62. Has anyone suffered negative consequences for pointing out to the competent authorities or bodies in the company or outside, shortcomings in the application of rules or ethical norms within the company?

Yes  No

63. Did the management of the company hold meetings with interested investors, in the last year?

Yes  No

64. Do all the members of the management, Management Board and Supervisory Board agree that the answers provided in this questionnaire are, to the best of their knowledge, entirely truthful?

Yes  No

## COMPANY SECURITIES

### TURNOVER, VOLUME AND PRICE MOVEMENT OF PODRAVKA'S SHARE

Total turnover of Podravka's share in 2015 grew by 13.4 percent compared to 2014, while total turnover of all shares at Zagreb Stock Exchange in the same period recorded a decline of 11.5 percent. Total turnover of Podravka share in 2015 was HRK 129.8 million, which is 5.4 percent of total shares turnover at the Zagreb Stock Exchange.

Increase of Podravka share turnover in 2015 is a result of Podravka share price increase, but also a result of traded volumes comparing to 2014. Traded volume of Podravka share in 2015 was 9.1 percent higher comparing to 2014, where the most intense trading took place in the second and third quarter.

### PODRAVKA SHARE TURNOVER AND VOLUMES PER QUARTERS IN 2015

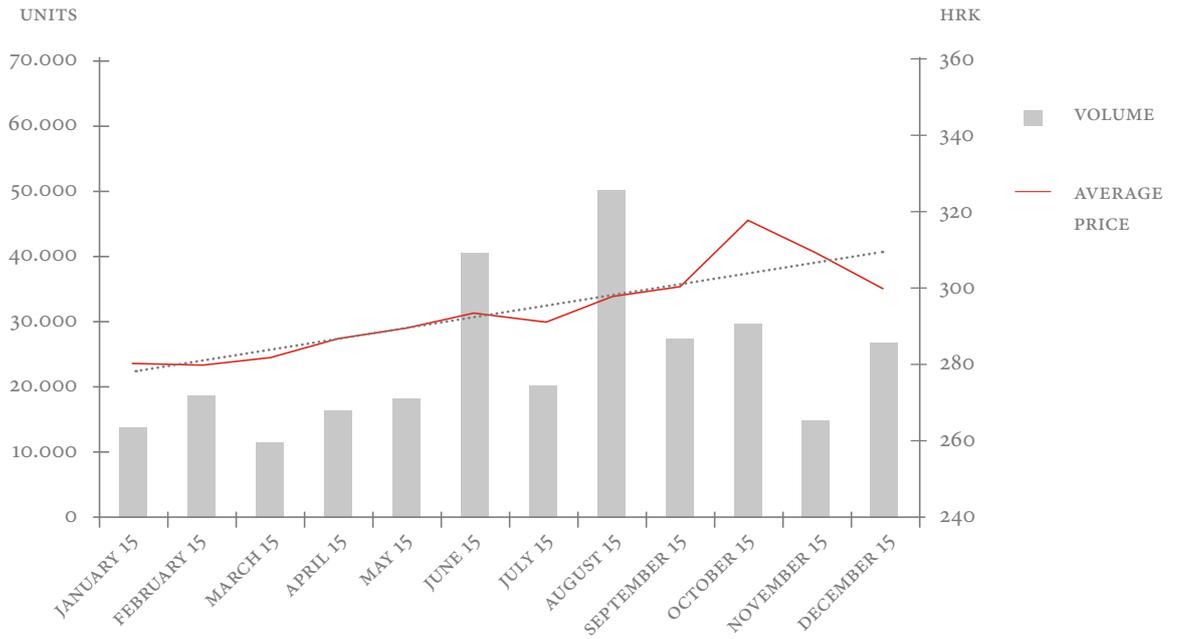
PERIOD	2015		2014	
	TURNOVER (HRK)	VOLUME	TURNOVER (HRK)	VOLUME
I QUARTER	18,120,072	61,019	33,532,617	119,513
II QUARTER	32,535,496	104,433	25,538,697	88,063
III QUARTER	50,125,904	156,371	36,425,008	114,085
IV QUARTER	29,009,901	98,931	18,975,991	64,057
TOTAL	129,791,374	420,754	114,472,313	385,718

SOURCE: ZSE

In 2015, the average daily price<sup>3</sup> of the Podravka's share was HRK 318.8 and it was 7.4% higher when compared to the comparative period. Closing price of Podravka's share as at 31 December 2015 was HRK 334.0, which is 13.8% higher when compared to 31 December 2014.

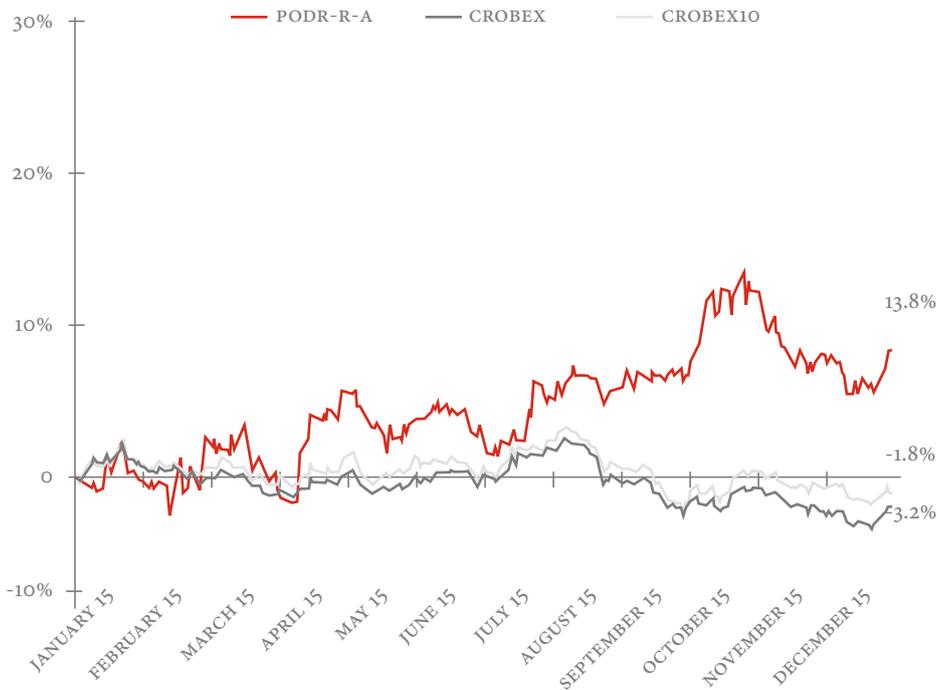
<sup>3</sup> Average daily price calculated as the weighted average of average daily prices in the period, where the weight is daily volume.

VOLUME AND AVERAGE PRICE MOVEMENT OF PODRAVKA'S SHARE



With the above stated share price increase, Podravka's share outperformed stock indices CROBEX and CROBEX10, which in the same period dropped by 3.2% and 1.8%, respectively.

Movement of average daily price of Podravka share and indices CROBEX and CROBEX10 in 2015

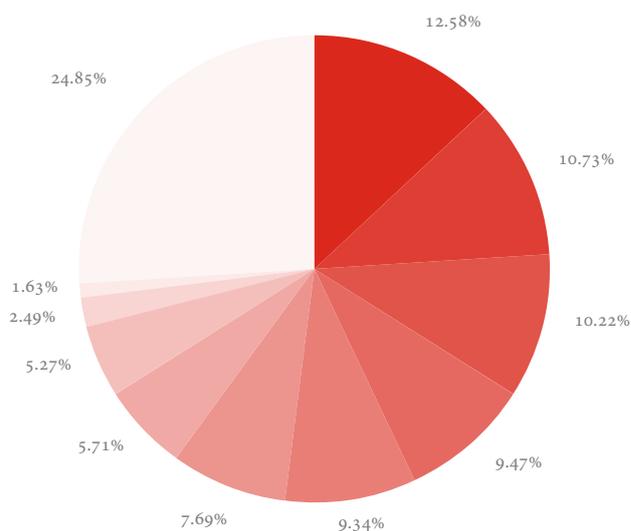


**STOCK MARKET INDICES** Podravka share has been listed in four indices of the Zagreb Stock Exchange – CROBEX, CROBEX10, CROBEXnutris and CROBEXtr – and in foreign STOXX® indices.

**ANALYST RECOMMENDATIONS AS AT 26 FEBRUARY 2016**

RECOMMENDATION PROVIDER	YEASTE OF THE RECOMMENDATION	RECOMMENDATION	TARGET PRICE
INTERCAPITAL SECURITIES	31.07.2015	BUY	HRK 364,78
RAIFFEISENBANK AUSTRIA	08.01.2016	HOLD	HRK 353.00
ERSTE GROUP BANK AG	25.01.2016	ACCUMULATE	HRK 355.00
UNICREDIT GROUP	24.03.2015	BUY	HRK 398.96
WOOD & COMPANY	16.11.2015	HOLD	HRK 371.00

**OWNERSHIP STRUCTURE**



SHAREHOLDER	NO. OF SHARES
AZ MANDATORY PENSION FUND, CATEGORY B	895.953
PBZ CROATIA OSIGURANJE MANDATORY PENSION FUND, CATEGORY B	764.274
SPMA* - CROATIAN PENSION INSURANCE INSTITUTE	727.703
SPMA* - REPUBLIC OF CROATIA	674.461
ERSTE PLAVI MANDATORY PENSION FUND, CATEGORY B	665.166
UNICREDIT BANK AUSTRIA AG - CUSTODY ACCOUNT	547.341
KAPITALNI FOND D.D.	406.842
RAIFFEISEN MANDATORY PENSION FUND, CATEGORY B	375.448
PODRAVKA D.D. - TREASURY ACCOUNT	177.511
AZ PROFIT VOLUNTARY PENSION FUND	115.779
OTHER SHAREHOLDERS	1.769.525
<b>TOTAL</b>	<b>7.120.003</b>

\*State Property Management Administration

**TREASURY ACCOUNT STATUS**

As at 31 December 2015 Podravka Inc. had 177,511 of treasury shares, which is the same number as at 31 December 2014. On 31 December 2015, Supervisory Board members owned 19 shares of Podravka Inc., while Management Board members owned 6,035 shares of Podravka Inc.

## Statement of Management's responsibilities

The Management Board of Podravka d.d. ("the Company") is required to prepare the consolidated financial statements for each financial year which give a true and fair view of the financial position of the Company and its subsidiaries (together referred to as "the Group") and of the results of their operations and their cash flows, in accordance with applicable accounting standards, and is responsible for maintaining proper accounting records to enable the preparation of such financial statements at any time. It has a general responsibility for taking such steps as are reasonably available to it to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

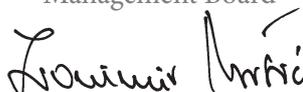
The Management Board is responsible for selecting suitable accounting policies to conform with applicable accounting standards and then apply them consistently; make judgements and estimates that are reasonable and prudent; and prepare the consolidated financial statements on a going concern basis unless it is inappropriate to presume that the Group will continue in business. After making enquiries, the Management Board has a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. For this reason, the Management Board continues to adopt the going concern basis in preparing the consolidated financial statements.

The Management Board is responsible for the preparation of the annual report pursuant to legal and regulatory requirements specified in Article 18 of the Accounting Act (Official Gazette 109/07, 54/13, 121/14 of the Republic of Croatia) and for submission to the Supervisory Board of its annual report together with the annual consolidated financial statements, following which the Supervisory Board is required to approve the annual consolidated financial statements for submission to the General Assembly of Shareholders for adoption.

The unconsolidated financial statements of the Company and the annual report on the Company are published separately and issued simultaneously with these annual consolidated financial statements.

The annual report on the Group and the consolidated financial statements were authorised by the Management Board on 22 March 2016 for issue to the Supervisory Board and are signed below to signify this.

Zvonimir Mršić  
President of the  
Management Board



Miroslav Klepač  
Member of the  
Management Board

