



**GENERAL ASSEMBLY**

No. GS-1-3-2020  
Koprivnica, 30<sup>th</sup> April 2020

Pursuant to Article 275 of the Companies Act (Official Gazette No. 152/11-full text, 111/12, 68/13, 110/15 and 40/19), the General Assembly of PODRAVKA Inc. held on 30<sup>th</sup> April 2020 passed the following

**RESOLUTION**  
**on distribution of the profit of PODRAVKA Inc. for the year 2019**

I

It is determined that net profit of PODRAVKA Inc., M.B. 03454088, PIN 18928523252 (hereinafter: the Company) for the year 2019 stated in the audited Annual Financial Statements of the Company, amounts HRK 145.189.103,67.

II

The net profit of the Company for year 2019 from item I of this Decision shall be allocated as follows:

- legal reserves in the amount of HRK 7.259.455,18.

III

It is approved that dividend to shareholders of the Company, owners of ordinary shares under the ticker PODR-R-A, shall be paid out in the gross amount of HRK 9.00 (nine kunas) per share.

Dividend shall be paid out to all shareholders that are registered as shareholders at the Central Depository & Clearing Company Inc. on May 29<sup>th</sup> 2020 (record date).

Date on which securities of the Company will be traded without dividend payment right is May 28<sup>th</sup> 2020

(ex date).

Dividend payment claim will be due on June 26<sup>th</sup> 2020 (payment date).

IV

After the net profit of the Company was being allocated in accordance with item II and III of this Decision Proposal, the remaining part of net profit shall be carried to other reserves.

The amount of dividend accounted for the Company's treasury shares shall be retained in undistributed profit.

V

This Resolution comes to force as of the date it is passed.

President of the  
General Assembly

Hrvoje Markovinović  
signed



GENERAL ASSEMBLY

No. GS-1-4-2020  
Koprivnica, 30<sup>th</sup> April 2020

Pursuant to Article 275 of the Companies Act (Official Gazette No. 152/11-full text, 111/12, 68/13, 110/15 and 40/19), the General Assembly of PODRAVKA Inc. (hereinafter: "Company") held on 30<sup>th</sup> April 2020 passed the following

**RESOLUTION**  
**on discharging the Company Management Board president and members**  
**for the year 2019**

I

Discharge is given to the president and members of the Company Management Board in respect of their duties carried out in managing the Company in the year 2019.

II

This Resolution comes to force as of the date it is passed.

President of the  
General Assembly

Hrvoje Markovinić  
signed



**GENERAL ASSEMBLY**

No. GS-1-5-2020  
Koprivnica, 30<sup>th</sup> April 2020

Pursuant to Article 275 of the Companies Act (Official Gazette No. 152/11-full text, 111/12, 68/13, 110/15 and 40/19), the General Assembly of PODRAVKA Inc. (hereinafter: "Company") held on 30<sup>th</sup> April 2020 passed the following

**RESOLUTION**  
**on discharging the Company Supervisory Board president and members**  
**for the year 2019**

I

Discharge is given to the president and members of the Company Supervisory Board by which their duties and supervision over managing Company business in the year 2019 have been approved.

II

This Resolution comes to force as of the date it is passed.

President of the  
General Assembly

Hrvoje Markovinović  
signed



GENERAL ASSEMBLY

No. GS-1-6-2020  
Koprivnica, 30<sup>th</sup> April 2020

Pursuant to Articles 233 and 275 of the Companies Act (Official Gazette No. 152/11-full text, 111/12, 68/13, 110/15 and 40/19), the General Assembly of PODRAVKA Inc. (hereinafter: "Company") held on 30<sup>th</sup> April 2020 passed the following

**RESOLUTION**  
**on providing authority to the Company Management Board**  
**on acquiring own Company shares**

I

Pursuant to the provisions of Article 233 of the Companies Act, General Assembly provides authority to the Company Management Board to acquire own Company shares with the ticker PODR-R-A during the 5 (five) year period, since the day this Resolution is passed, without further special approval from the Company General Assembly, under the following conditions:

1. total number of own Company shares acquired based on this Resolution, together with own shares that the company is already holding, should not be more than 10% (ten percent) of the Company share capital, at the moment of acquiring;
2. Company Management Board has to acquire own shares in the organized market of securities;
3. price at which own shares are being purchased must not be above 10% (ten percent), i.e. below 10% (ten percent) of the average market price which was realized for those shares during previous trading day;
4. in the business year in which the Company acquired own shares, into the reserves for those shares, in that year, the Company needs to enter a part of the profit and show amounts that correspond to the amounts paid for acquiring of own shares, so that the net assets of the Company shown in the financial reports for the last business year, due to acquiring of own shares do not become smaller than the share capital amount and the reserves which, according to the law, Articles of Association or as decided by the Company General Assembly it needs to have, and which is not to be used for payments to the shareholders;
5. Company Management Board has to report to the first upcoming General Assembly on the reasons and purpose of acquiring of own shares, their number, and portion in the share capital, and on the countervalue on what the Company gave for those shares.

II

With the approval of the Supervisory Board, the Company Management Board may dispose with own shares, which it is already holding or it will acquire them based on the provisions of this resolution by the General Assembly on providing authorisations to the Company Management Board to acquire own shares, even outside organized market (for instance disposing within ESOP program, option shares awarding, Management Board members remuneration program and other programs of disposing with own shares adopted by the Management Board, with previous approval of the Supervisory Board), and that no special decision is required by the Company General Assembly, apart from this resolution, whereby with this item of the resolution by the General Assembly, the right of precedence is excluded for the existing shareholders when disposing with own shares, provided that this resolution be passed with three-quarter majority of all the votes of the share capital represented at the General Assembly during its passing.

III

This Resolution comes to force as of the date it is passed.

President of the  
General Assembly

Hrvoje Markovinić  
signed



**GENERAL ASSEMBLY**

No. GS-1-7-2020  
Koprivnica, 30<sup>th</sup> April 2020

Pursuant to Article 275 of the Companies Act (Official Gazette No. 152/11-full text, 111/12, 68/13, 110/15 and 40/19), the General Assembly of PODRAVKA Inc. (hereinafter: "Company") held on 30<sup>th</sup> April 2020 passed the following

**RESOLUTION  
on appointing the Company auditors  
for the business year 2020  
and determination of their fee**

I In accordance with the recommendation submitted by the Company Audit Committee, the financial statements of the parent company PODRAVKA Food Processing Industry Inc. and of its affiliated companies, along with consolidated financial statements of the PODRAVKA Group for the business year 2020 shall be audited by the authorised auditor company:

**ERNST & YOUNG Ltd.**  
headquartered in Zagreb, Radnička Street 50.

II PODRAVKA Inc. Management Board is authorized to enter in appropriate agreements on audit services with the Auditing Company from previous item in which will be determined remuneration for their work.

III This Resolution comes to force as of the date it is passed.

President of the  
General Assembly

Hrvoje Markovinović  
signed