



**DECISIONS**  
**Of Regular Shareholders' Meeting of AD PLASTIK d.d. Solin**  
**Held on 14 July 2011 (Thursday)**  
**Together with Voting Results and Information on Financial Institution**  
**Through Which Dividends Shall be Paid**

**1. Decision on adoption of Annual Report on situation in the concern AD PLASTIK for 2010:**

Annual Report on the situation in the concern AD PLASTIK for 2010 is adopted.

**2. Decision on adoption of Supervisory Board's Report on inspection of business operation of the concern AD PLASTIK for 2010:**

Report on inspection of business operation of the concern AD PLASTIK for 2010 by Supervisory Board is adopted.

**3. Decision on allocation of the profits from 2010:**

The profit of AD PLASTIK d.d. Solin from 2010, after taxation, amounts to HRK 20.742.561,00 and will be fully used for dividend payment;

**4. Decision on payment of dividends:**

- I. The shareholders of AD PLASTIK, d.d., entered in the depository of the Središnje klirinško depozitarno društvo d.d., as owners of shares marked ADPL-R-A, acquire on the day of passing of this Decision claim for dividend payment from the profit for 2010, and from the other reserves of the Company, and that in the amount of HRK 7,50 per share;
- II. The claims regarding dividend payment become due on 13. 08. 2011;
- III. The dividend payment period lasts from 03. 08. 2011 until 13. 08. 2011;
- IV. It is ordered to the Board of AD PLASTIK, d.d. to announce this Decision and send it to the Zagreb Stock Exchange within 2 days after its passing;
- V. This Decision comes into force on the day of its passing.

**5. Decision on issue of approval to the Board of Directors for their work in 2010:**

Approval to the Board of Directors for their work in 2010 is issued.

**6. Decision on issue of approval for work to the Supervisory Board members in 2010:**

Approval to the members of the Supervisory Board for their work in 2010 is issued.

**7. Decision on appointment of auditors for 2011 and determination of their fee:**

- I. The company of DELOITTE d.o.o., Zagreb, Radnička cesta 80 is appointed as the auditor for 2011 for AD PLASTIK, d.d. Solin;

- II. Remuneration for the work of the auditor for 2011 will be established by a special contract between the Company and the auditor, in accordance with the valid tariff for the auditing services (NN No. 63/06);

## **8. Decision on modifications and amendments to the Articles of Incorporation of AD PLASTIK d.d., Solin:**

### **Article 1**

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

*“The Company may issue shares, which are made out to a name, and regular and preferred shares in accordance with the law and these Articles of Incorporation.”*

### **Article 2**

The titles above the Article 17 and the Article 17 of the Articles of Incorporation are modified and read now:

#### **“4. Payment of dividend advance-money**

##### *Article 17*

*Upon expiry of the business year, the Board is entitled to pay to the shareholders, from the foreseeable part of the net profit, dividend advance-money, under fulfillment of the following conditions:*

- *If the temporary profit and loss account for the previous business year is showing profit, and*
- *If the Supervisory Board of the Company has issued a prior consent.*

*As dividend advance-money, maximum one half of the amount of the profit, decreased by the amounts which must be entered in the reserves of the Company according to the law and these Articles of Incorporation, may be paid but not more than one half of the last year's profit of the Company.”*

### **Article 3**

In Article 18 of the Articles of Incorporation the words: “Central Depository Agency (=Središnja depozitarna agencija)” and “(SDA)” are replaced by the words: “Središnje klirinško depozitarno društvo d.d.” and “(SKDD)”.

### **Article 4**

Article 20, Section 1, of the Articles of Incorporation is modified and reads now:

*“(1) The Company Board consists of 5 (five) to 8 (eight) members, who are appointed and revoked by the Supervisory Board.  
The Supervisory Board defines the number of the Board members.”*



## Article 5

Article 23 of the Articles of Incorporation is modified and reads now:

*„With the prior consent of the Supervisory Board, the Board performs the following jobs:*

- *Alienation and/or acquisition of the company's real assets, unless this is included in the annual business plan of the Company, to which the Supervisory Board has already issued their prior consent;*
- *Alienation and/or acquisition of stock, i.e. shares in the other companies, unless this is already included in the annual business plan of the Company, to which the Supervisory Board has already issued their prior consent;*
- *Passing of the annual and medium-term business plan, including the budget, and their changes;*
- *Other jobs proscribed by the law and by these Articles of Incorporation, and by a decision of the Supervisory Board.*

*The procedure regarding the issue of the consent from the previous paragraph of this Article is regulated into more detail by the Rules of Procedure on the work of the Supervisory Board“.*

## Article 6

Article 26, Section 3, of the Articles of Incorporation is modified and reads now:

*„(3) Two members of the Supervisory Board are appointed by the shareholder of the company – Open stock company “Holding “Autokomponente”, registry number of the state registration 1117847003724, Sankt-Petersburg, Russia, for a period of 4 (four) years, and they may be appointed again.“*

## Article 7

Article 29 of the Articles of Incorporation is modified and reads now:

*“(1) The Supervisory Board performs especially these jobs:*

1. *supervises job management of the company, and submits to the General Assembly a written report on the performed supervision;*
  2. *appoints and revokes members of the Company Board;*
  3. *convenes the Company Assembly, as necessary, and especially when prepositions proscribed by the law or by these Articles of Incorporation for that arise;*
  4. *checks the annual financial statements for the Company and for the concern, the reports on the state in the Company and in the concern, as well as the draft decision on the use of profit;*
  5. *takes stand on the auditor's report;*
  6. *establishes, together with the Board, the annual financial statements for the company and for the concern, unless the Board and the Supervisory Board decide that the establishment of the mentioned statements should be left to the General Assembly of the Company;*
  7. *represents the Company towards the Board members;*
  8. *issues consent to the Board for performing of individual jobs and legal actions, when this is foreseen by the law, by these Articles of Incorporation or a decision by the Supervisory Board;*
  9. *also performs other jobs, which are proscribed by the law, by these Articles of Incorporation and the by-laws of the Company;*
- (2) For the purpose of performing the jobs established in Item 1 of the previous paragraph, the Supervisory Board may examine and check the business books and the documents of the Company, cash box, securities and other matters, and also issue an order to the auditor to examine the annual financial statements of the Company and the concern;*
- (3) The Supervisory Board is entitled to ask the Board to inform the Supervisory Board about:*
- *The business policy and other matters of principle for the future conducting of jobs, and also*

- *deviations from the previous forecasts with giving the reasons for that;*
  - *Cost-effectiveness of the business doing of the Company and the companies within the concern, and in particular the cost-effectiveness of the use of their own capital;*
  - *Course of the business doing and the jobs, in particular regarding the income and the state of the Company and of the companies within the concern;*
  - *Jobs, which might be of great importance for the profitability of business doing and for the liquidity of the Company and the companies within the concern;*
  - *Other matters, which are important for the business doing and the state of the Company and the companies within the concern;*
- (4) *As a rule, the Supervisory Board works and decides during sessions;*
  - (5) *The Chairman of the Supervisory Board convenes regular and extraordinary sessions of the Supervisory Board. The regular sessions of the Supervisory Board are held every trimester so that during one year at least 4 (four) regular sessions are being convened. Extraordinary sessions of the Supervisory Board are being held as necessary.*
  - (6) *The Chairman of the Supervisory Board defines the calendar for the regular sessions of the Supervisory Board for the following year by the end of the current year, at the latest.*
  - (7) *The Supervisory Board may appoint committees for the purpose of an easier implementation of the authorities of the Supervisory Board proscribed by the law and by these Articles of Incorporation, preparing of the decisions to be passed, as well as supervision over their implementation.*
  - (8) *The Supervisory Board passes the Rules of Procedure regarding their work“.*

#### **Article 8**

Article 30 of the Articles of Incorporation is modified and reads now:

- “(1) The Supervisory Board selects among its members a chairman and a deputy chairman.*
- (2) The basic duties of the Chairman of the Supervisory Board are: convening of and presiding over the sessions of the Supervisory Board, signing of minutes of meeting and decisions of the Supervisory Board, and other jobs, in line with the provisions from the Rules of Procedure of the Supervisory Board; representing the Company in the matters, in which, according of the law, the Supervisory Board is representing the Company; other matters proscribed by the law, by these Articles of Incorporation and the Rules of Procedure on the work of the Supervisory Board, and the Rules of Procedure on the work of the General Assembly of the Company.*
- (3) The deputy chairman has the rights and the obligations of the Chairman only then when the Chairman is prevented from performing his function. The Chairman, who is prevented from performing his function, is replaced by the deputy chairman, in line with the provisions of the Rules of Procedure for the Supervisory Board.”.*

#### **Article 9**

In Article 31 of the Articles of Incorporation, Sections 3 and 4 are modified and read now:

- “(3) Regarding the other matters, other than those in Sections 2 and 4 of this Article, the Supervisory Board passes their decisions by the majority of the votes cast. In case of parity of votes, the tie-breaking vote is the vote of the Chairman of the Supervisory Board.*
- (4) The Rules of Procedure on the work of the Supervisory Board are passed by the Supervisory Board by the majority of 6 (six) members“.*



### Article 10

In Article 33 of the Articles of Incorporation, Section 1 is amended by a sub-paragraph reading:

*" - on Company shares listing in a regulated market for the purpose of trading and withdrawal of the shares from that listing."*

### Article 11

In Article 35 of the Articles of Incorporation, Section 4 is modified and reads now:

*„ (4) The Company Board must submit communications regarding the upcoming General Assembly, and communications regarding the decisions by the General Assembly, to the shareholders in line with the provisions from the Rules of Procedure on the work of the General Assembly“.*

### Article 12

In Article 36 of the Articles of Incorporation, Section 1 is modified and reads now:

*„(1) Only those shareholders are entitled to participate in the work of the General Assembly and use their voting right, who have registered their participation in the General Assembly in written form, in advance, six days before the General Assembly session, at the latest, with the legal department of the Company or with a public notary, whose official seat corresponds to the seat of the Company, and those who will submit proof, in written form, about possessing a share at the beginning of the 21<sup>st</sup> (twenty first) day before the session of the General Assembly, which is issued by the Središnje klirinško depozitarno društvo d.d. (SKDD).“*

### Article 13

In Article 44 of the Articles of Incorporation, in Section 1, Sub-section 4 and the words: *"to be entered in the statutory reserves, if the Company possesses these"* are deleted, and a new Section 2 is added, reading:

*"(2) The Company must enter in the statutory reserves from Section 1, paragraph 2 of this Article the twentieth part of the profit for the current year decreased by the amount of the loss from the previous year, until the reserves, together with the capital reserve funds, reach the amount of 10% of the Company's capital stock".*

The so far Section 2 of the Article 44 of the Articles of Incorporation is modified, and becomes now Section 3, and also new Sections 4, 5, 6 and 7 are being added, reading:

*"(3) The amount of the net profit, which remains after it has been used for the purposes from Section 1 of this Article, may be allocated, in line with the provisions from the Company Law:*

- To other reserves from the profit;*
- To be divided among the shareholders (dividend);*
- For other purposes, and that: payments to the employees, members of the Board and the Supervisory Board.*

*(4) After the annual financial statements have been established, the Board and the Supervisory Board may use the amount of the net profit, which remains after it has been used for the purposes from Section 1 of this Article, for their entry in the other reserves from profit but not more than one half of that amount.*

*(5) If the annual financial statements have been established by the General Assembly of the Company*

*in line with the Company Law and these Articles of Incorporation, they may thereby decide for the net profit, which remains after it has been used in accordance with Section 1 of this Article, to be allocated to the other reserves from profit, but cannot use for that purpose more than one half of the net profit, which remains after it has been used for the purposes from Section 1 of this Article.*

- (6) By their decision on the use of profit, the General Assembly may decide that also an additional amount to the amounts from Sections 4 and 5 of this Article may be allocated to the other reserves from the profit, as well as that the profit may be used to be divided to the shareholders, and also for other purposes from Section 3 of this Article.*
- (7) The Board and the Supervisory Board propose to the General Assembly the passing of the decision on the use of the profit, in which proposal they state the amount to be allocated to the other reserves, the amount to be allocated for payment to the shareholders (dividend), and the amount to be allocated for other purposes: payments to employees, members of the Board and members of the Supervisory Board. If the legal and statutory prepositions for dividend payment are fulfilled, the same shall be proposed in the amount of minimally one half of the amount, which shall be established in the following manner: the amount of the profit shown in the annual financial statements for the last business year increased by the retained profit from the earlier years and the funds of the reserves, which may be used for payments to the shareholders, decreased by the losses from the earlier business years, and the amounts, which have been in line with the law or these Articles of Incorporation entered in the Company's reserves".*

#### **Article 14**

Article 45 of the Articles of Incorporation is modified and reads now:

- „(1) Those data and documents will be considered as business secret in the Company, which are established as business secret by the law, by these Articles of Incorporation or by another by-law of the Company, which represent a production secret, results of the development and research or construction work, or other data because of whose disclosure to an unauthorized person adverse consequences for the economic interests of the Company might occur.*
- (2) As data and documents from the previous Section especially the following are considered:*
  - 1. Documents and data, which have been declared, by law or by another regulation, as business secret of the Company;*
  - 2. Data on salaries and other income of the employees;*
  - 3. Data on the commercial business doing of the Company (lists of business partners, information in the field of marketing, data on prices and the manner of their calculation, agreed business conditions),*
  - 4. Information system passwords;*
  - 5. Data on work technology, technological processes and product recipes, as well as data achieved in all phases of a new product development (data on product and process development, on the „know-how“, on intellectual property, data on production programs and scientific/research works, data referring to projects and samples of new products, conceptual solutions, drawings, 3D models prototypes, etc.);*
  - 6. Documents and data communicated or submitted to the Company by customers or suppliers as confidential;*
  - 7. Documents and data proclaimed as business secret by the bodies in charge,;*
  - 8. Documents and data communicated to the Company as confidential by the bodies in charge;*
  - 9. Documents and data referring to the jobs, which are being performed for the needs of the Croatian Army, police authorities of the Republic of Croatia or other public bodies, if these are protected by an adequate degree of secrecy;*
  - 10. Documents and data, which have been declared as business secret by the Assembly, the Supervisory Board or the Management Board of the Company".*



#### **Article 15**

In Article 51 of the Articles of Incorporation, Section 2 is deleted, and in Article 52 Section 3 is deleted.

#### **Article 16**

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

#### **Article 17**

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

#### **9. Decision on passing the Rules of Procedure for the work of the General Assembly of AD PLASTIK d.d.:**

Rules of Procedure on the work of the General Assembly of AD PLASTIK d.d. Solin are passed.

#### **10. Decision on issuing the authority to the Board for acquiring of Own Shares:**

##### **Article 1**

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

1. The Board of AD PLASTIK, d.d. may acquire Own Shares within the limits of the proscribed reserves for these shares, in line with Section 2 of the Article 222a of the Company Law;
2. Own shares may be acquired by way of Zagreb Stock Exchange;
3. The price at which Own Shares are purchased must not exceed 10% (ten percent) or be less than 10% (ten percent) of the average market price, which was achieved for these shares at Zagreb Stock Exchange during the previous day of trading;
4. This authorization is valid by the end of July 2012.

##### **Article 2**

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

##### **Article 3**

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

**11. Decision on issue of previous consent to the Board of AD PLASTIK d.d. to conclude, as the lender, with the company of ADP-ESOP d.o.o., as the borrower, a contract on a long-term loan:**

**Article 1**

(1) It is established that the Board of AD Plastik, d.d. (hereinafter: ADP) has prepared a report on rendering of financial help of 18. 05. 2011, in order for the employees of ADP and of other companies, which are connected with this company, to acquire the shares of ADP, which report has been accepted by the Supervisory Board of ADP during the session of 26. 05. 2011, and which has been submitted to the Commercial Court in Split, as the registration court, on 06.07. 2011 (hereinafter: Report by ADP Board on Rendering of Financial Help).

(2) Previous consent is issued to ADP Board, in line with the Report by ADP Board on Rendering of Financial Help, to conclude, on behalf of ADP, as the lender, with the company of ADP-ESOP d.o.o. (hereinafter: ADP-ESOP), as the borrower, a contract on a long-term loan, with these essential elements:

1. The purpose of the granted loan is financial help so that ADP shares could be acquired by the employees of ADP and the other companies, which are connected with ADP (hereinafter: the Employees), in such a manner that with the granted loan funds ADP-ESOP shall buy from one or from several ADP shareholders, by the middle of 2012, at the latest, approximately 210,000 of ADP shares, at a price, which must not exceed 10% (ten percent), or be less than 10% (ten percent) of the average market price, which was achieved for these shares at Zagreb Stock Exchange during the previous day of trading, under the obligation of ADP-ESOP to then sell all of the purchased shares to the Employees by way of installment payment;
2. The loan amount: corresponds to the product of multiplication of the purchase price for the shares and the quantity of the shares bought, in line with paragraph 1 of this Decision;
3. Final loan repayment term: 30.09.2022. The loan shall be repaid in 10 annual installments, whereby the first installment is due on 30.09.2012, and the last one on 30.09.2022;
4. Interest rate: unchangeable annual interest rate of 6% (six percent);
5. Loan repayment securities:
  - One debenture verified by a public notary, with the effect of a legally valid decision on distress, issued in line with Article 125 of the Law on Distress at the amount of the loan principal, increased by the agreed and legal default interest;
  - Pledge for the claims ADP-ESOP has towards the Employees with regard to the installment payment.

**Article 2**

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

**12. Decision on payment of a special prize to the Chairman and the members of the Supervisory Board:**



1. Payment of a special prize to the Chairman and the members of the Supervisory Board of AD PLASTIK d.d., Solin, for their successful work in 2010 is established, and that:
  - To the Chairman of the Supervisory Board in the net amount of 30.000 kn;
  - To every member of the Supervisory Board in the net amount of 20.000 kn.
2. The special prize from paragraph 1 of this Decision shall be paid within 15 days, counting from the day of passing this Decision.

### 13. Decision on the selection of two members of the Supervisory Board:

#### Article 1

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

- Mr. Marijo Grgurinović, from Sinj, Luka 21, born on 10.07.1968, PIN: 53727223950, personal identity card No.: 102273202, issued by the Police Department in Sinj;
- Mr. Igor Solomatin Anatoljevič, from Sankt Petersburg, street: Ryleeva 2-2, Russian Federation, born on 22.10.1961, PIN: 57326820923, passport number: 63N1957891, issued by the Police Administration of the Russian Federation.

#### Article 2

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

#### VOTING RESULTS FOR EACH ADOPTED DECISION

No.	Adopted decision	No. of shares as basis for valid votes	Share of capital stock represented by such shares serving as basis for valid votes	No. of APPROVE votes for a particular decision	No. of DISSAPPROVE votes for a particular decision	No. of votes that would have represented ABSTAIN votes
1.	Decision on adoption of Annual Report on situation in the concern AD PLASTIK for 2010	2.409.645	57,38%	2.409.645	0	0
2.	Decision on adoption of Supervisory Board's Report on inspection of business operation of the concern AD PLASTIK for 2010	2.409.645	57,38%	2.409.645	0	0

3.	Decision on allocation of the profits from 2010	2.409.645	57,38%	2.409.645	0	0
4.	Decision on payment of dividends	2.409.645	57,38%	2.409.645	0	0
5.	Decision on granting approval to the Board of Directors for their work in 2010	2.409.645	57,38%	2.409.645	0	0
6.	Decision on granting approval to the Supervisory Board for their work in 2010	2.409.645	57,38%	2.409.645	0	0
7.	Decision on appointment of auditors for 2011 and determination of their fee	2.409.645	57,38%	2.409.645	0	0
8.	Decision on modifications and amendments to the Articles of Incorporation of AD PLASTIK d.d., Solin	2.409.645	57,38%	2.409.645	0	0
9.	Decision on passing the Rules of Procedure for the work of the General Assembly of AD PLASTIK d.d.	2.409.645	57,38%	2.409.645	0	0
10.	Decision on issuing the authority to the Board for acquiring of Own Shares	2.409.645	57,38%	2.409.645	0	0
11.	Decision on issue of previous consent to the Board of AD PLASTIK d.d. to conclude, as the lender, with the company of ADP-ESOP d.o.o., as the borrower, a contract on a long-term loan	2.409.645	57,38%	2.409.645	0	0



