

Based on the Article 277 of the Company Law (NN 111/93, 34/99, 52/00, 118/03, 137/09, 152/11, 111/12 and 144/12) and the Article 35 of the Articles of Incorporation of AD PLASTIK d.d., Solin, the Management Board of AD PLASTIK d.d., Solin, on 02.06.2017 made a decision to

**CONVENE**  
**the ordinary General Assembly of AD PLASTIK d.d. Solin**

**I.** The General Assembly shall be held on **July 20, 2017 (Thursday)**, at 10 a.m. in the Administration building in Solin, Matoševa 8, according to the following

**A g e n d a**

- establishing the list of participants in the General Assembly

1. Annual report of AD PLASTIK Group for 2016
2. Report by the Supervisory Board on the performed supervision over management of business in AD PLASTIK Group for 2016
3. Decision on issue of approval to the Management Board for their work in 2016
4. Decision on issue of approval for work to the Supervisory Board members in 2016
5. Decision on appointment of an auditor for 2017 and defining of remuneration for his work
6. Decision on election of one member of the Supervisory Board of AD PLASTIK d.d.
7. Decision on use of the profit from 2016
8. Decision on payment of dividends
9. Decision on issuing the authority to the Management Board for acquiring of Own Shares.

**II. Draft decisions:**

The Management Board and the Supervisory Board are proposing, except for the Item 5 and 6, and the Supervisory Board for Item 5 and 6, the passing of the following decisions:

**Ad 1.** The Annual Report of AD PLASTIK Group for 2016 is accepted.

**Ad 2.** The Report by the Supervisory Board on the performed supervision over management of business in AD PLASTIK Group for 2016 is accepted.

**Ad 3.** Approval to the Management Board for their work in 2016 is issued.

**Ad 4.** Approval to the members of the Supervisory Board for their work in 2016 is issued.

**Ad 5.** I. The company DELOITTE Ltd., Zagreb, Radnička cesta 80 is appointed as the auditor for 2017 for AD PLASTIK, d.d. Solin;

II. Remuneration for the work of the auditor for 2017 shall be established by a special Contract between the Company and the auditor, in accordance with the valid Tariff for the auditing services (NN No. 63/06);

**Ad 6. Decision on election of one member of the Supervisory Board** is made, as follows:

**Article 1.**

As the member of the Supervisory Board of AD PLASTIK d.d. is elected:

- Mrs. Zoja Crnečki, Graduate Mechanical Engineer, from Zagreb, Stara Knežija 12, OIB: 69963203239.

**Article 2.**

The term of office of the elected member of the Supervisory Board starts on July 20, 2017 and lasts for 4 (four) years.

**Ad 7.** The profit of AD PLASTIK d.d. Solin for 2016, after taxation, amounts to HRK 38.346.696,00 and shall be used as follows:

- for dividend payment in the amount of HRK 35,464,422.50,
- for retained earnings in the amount of HRK 2,882,273.50.

**Ad 8.** The **Decision on payment of dividends** is adopted as follows:

- I. The Shareholders of AD PLASTIK d.d. (hereinafter: the Company), registered as holders of shares under the ticker symbol ADPL-R-A in the depository of the Central Depository and Clearing Company, on July 27, 2017 acquire the claims to dividend payment out of profit for the year 2016, in the amount of 8,50 kunas per share.
- II. The claims to dividend payment become due on August 19, 2017.
- III. The dividend payment period lasts from August 09, 2017 until August 19, 2017.
- IV. The Management Board is instructed to publish this decision at the Zagreb Stock Exchange immediately after the meeting of the General Assembly.
- V. This Decision shall enter into force on the date of its adoption.

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

**Article 1**

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

1. The Board of AD PLASTIK, 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, with a further precondition that, together with the Own Shares that the Company already holds, the total number of Own Shares may be 400,000 (say: four hundred thousand) at the most;
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 2022.

## **Article 2**

The Management 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.

### **III. EXPLANATION OF PROPOSED DECISION ON ELECTION OF TWO MEMBERS OF THE SUPERVISORY BOARD**

Member of the Supervisory Board of AD PLASTIK d.d. Mr. Marijo Grgurinović on 10.05.2017, resigned from the position as a member of the Supervisory Board of AD PLASTIK d.d. for personal reasons, and his resignation is effective from 19.07.2017.

Pursuant to Article 280, paragraph 3 of the Company Law the Supervisory Board proposes to the General Assembly to elect a new member of the Supervisory Board of AD Plastik d.d. – Mrs. Zoja Crnečki, starting from July 20, 2017, i.e. after the expiration of the term of office of Mr. Marijo Grgurinović as a member of the Supervisory Board of AD PLASTIK d.d.

Mrs. Zoja Crnečki is not a member of a supervisory or management boards of other companies. Biography of aforementioned candidate for member of the Supervisory Board is published in the Company's website [www.adplastik.hr](http://www.adplastik.hr).

**IV.** In case the General Assembly is not held on July 20, 2017 because of lack of quorum or for other reasons, the next session of the General Assembly shall be held on August 03, 2017 (Thursday) at the same time and at the same place, and with the same agenda as stated in this Invitation.

### **V. TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME OF CONVENING THE GENERAL ASSEMBLY:**

The capital stock of the Company is divided into totally 4,199,584 ordinary registered shares, each of them in the nominal amount of HRK 100.00.

Every regular share gives the right to one vote at the General Assembly, except for the own (treasury) shares of the Company, i.e. the shares without voting right, of which at the time of the convening of the General Assembly the Company has 27,299. The total number of the shares with voting right at the time of convening of the General Assembly is 4,172,285.

### **VI. PREPOSITIONS FOR PARTICIPATION OF SHAREHOLDERS IN THE GENERAL ASSEMBLY AND USE OF THE VOTING RIGHT:**

Only those shareholders are entitled to participate in the General Assembly and use their voting rights, who were at the beginning of the 21st day before the session of the General Assembly, i.e. on June 29, 2017 (Thursday) entered in the the Central Depository and Clearing Company Inc. as the owners of the Company shares, and who have six days before the session of the General Assembly, at the latest, or on July 13, 2017 (Thursday), at the latest, registered their participation in the assembly, in advance, in written form, with the legal department of the Company or with a public notary, whose official seat corresponds to the seat of the Company. Together with the registration for participation in the General Assembly and the use of the voting right, the shareholder must submit, in written form, proof of possessing a share at the beginning of the 21st day before the session of the General Assembly, issued by the Central Depository and Clearing Company Inc.

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

1.) Public notary Marija Ivančić, 21210 Solin, Kralja Zvonimira bb, Republic of Croatia, phone/fax: +385-21-210-548, e-mail: [jb.marija.ivancic@st.t-com.hr](mailto:jb.marija.ivancic@st.t-com.hr);

2.) Public notary Boško Jurišić, 21210 Solin, Kralja Zvonimira 85, Republic of Croatia, phone/fax: +385-21-213-286.

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

## **VII. VOTING PROCEDURE BY WAY OF A PROXY:**

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

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

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

## **VIII. INCLUSION OF NEW MATTERS IN THE AGENDA:**

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

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

#### **IX. COUNTER-MOTIONS BY THE SHAREHOLDERS:**

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

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

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

The above said shall also be applied, in an appropriate manner, to the filing of motion by the shareholders regarding the selection of members of the Supervisory Board or appointment of an auditor. Such a motion needs not be explained. The Management Board needs not make the motion available to the shareholders, if it does not contain any data, which must be announced with the motion for selection of members of the Supervisory Board and appointment of an auditor, or data on memberships of the persons proposed for selection in Supervisory, i.e. Management Boards of other companies, and other supervisory bodies at home and abroad.

#### **X. RIGHT TO BE INFORMED ABOUT COMPANY'S BUSINESSES:**

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

#### **XI. NOTICES ON THE INTERNET SITE OF THE COMPANY:**

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

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

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

MANAGEMENT BOARD of AD PLASTIK d.d., Solin

Board President  
Marinko Došen

