



CROATIAN FINANCIAL SERVICES  
SUPERVISORY AGENCY  
10 000 Zagreb  
Miramarska 24

ZAGREB STOCK EXCHANGE  
10 000 Zagreb  
Ivana Lučića 2a

Slavonski Brod, 30<sup>th</sup> June 2017.


SUBJECT: NOTICE OF HELD THE GENERAL ASSEMBLY ĐURO ĐAKOVIĆ  
GROUP PLC

In accordance with the Capital Market Act, ĐURO ĐAKOVIĆ Group Plc provides the following

**notice**

The General Assembly was held on 30<sup>th</sup> June 2017 at 13.00 in Slavonski Brod.  
Enclosed we deliver decisions made on the mentioned Assembly.

President of the Board  
Tomislav Mazal

  
»ĐURO ĐAKOVIĆ«  
GRUPA d.d.  
Slav. Brod, Dr. M. Budaka 1  
2





According to Article 55 of the Statute of ĐURO ĐAKOVIĆ Group Plc., Slavonski Brod, M. Budaka 1, the General Assembly held on 30<sup>th</sup> June 2017, hereby issues the following

**The decision on nominal capital increase of the Company by cash contributions and by issuing new shares with complete exclusion of priority rights from the existing shareholders in the course of subscription for new shares is reached, according to Article 308. Paragraph 4 of the Companies Act, by using exception from the obligation to previously publish a prospectus regarding the securities offer from Article 351 Paragraph 1 Item 3 of the Capital Market Act, as follows:**

I.

The nominal capital of the Company ĐURO ĐAKOVIĆ GROUP Plc. with the seat in Slavonski Brod, Dr. Mile Budaka 1, registered in the Court register of the Commercial court in Osijek, permanent attendance in Slavonski Brod under the register number 050002378, personal identification number 58828286397 (hereinafter: "Company"), is 151.933.680,00 HRK, and is divided into 7.596.684 ordinary shares, each with the nominal value of 20,00 HRK.

By this decision, the nominal capital of the Company is increased from the amount of 151.933.680 HRK for the amount of 152.000.000 HRK at the most, to the amount of 303.933.680 HRK at the most.

II.

The nominal capital increase of the Company, from Article I. of this Decision, will be carried out by cash contributions and by issuing 7.600.000 new ordinary shares at the most, each with the nominal value of 20,00 HRK (hereinafter: "New Shares").

III.

The New Shares are issued in intangible form, in the form of an electronic record in the computer system of the Central depository and clearing company Ltd. (hereinafter: "SKDD"), with the stock ticker assigned by SKDD.

Each New Share gives the right to one voice at the General Assembly of the Company, as well as all other rights identical to the rights acquired by the existing Company shares, according to the Law and the Company Statute. New Shares are registered on the name and give the shareholders all the rights established by the law and by the Company Statute, from the day on which the nominal capital increase was registered in the court register.

#### IV.

The nominal capital increase of the Company, based on this Decision, will be carried out by the public offer of New Shares in one round, without previously publishing the prospectus, according to the conditions stated below in the text of this Decision.

#### V.

The nominal capital increase of the Company, based on this Decision, will be carried out by the public offer with complete exclusion of priority rights from the existing Company shareholders in the course of subscription for New Shares. Nevertheless, all existing Company shareholders will have the possibility to participate in the New Share subscription procedure under the same conditions as other investors.

#### VI.

The subscription of New Shares will be carried out in one round, in which all investors, who will each pay the amount of at least 800.000,00 HRK for the subscribed securities, for each individual offer, will have the right for subscription of New Shares. The above mentioned investors can subscribe in the period of three (3) months at the most, from the day stated in the public invitation for the subscription of New Shares, and the places and time for subscription of New Shares by means of written statements (hereinafter: "Records"), as well as payment deadline for New Shares, will be marked in detail in the public invitation for the subscription of New Shares.

#### VII.

According to Article 351 Paragraph 1 Item 3 of the Capital Market Act, there is no obligation for publishing the prospectus, since the securities offer is sent to investors who will each pay the amount larger than 100.000 EUR in national currency (HRK) equivalent for the securities, for each individual offer.

#### VIII.

The New Share issue will be considered successful if at least 2.500.000 New Shares are subscribed and paid for before the subscription and payment deadline determined in advance (hereinafter: "Success Threshold").

#### IX.

New Shares will be subscribed by means of Records. Subscription and payment of New Shares will be carried out in the way determined in the public invitation for the subscription of New Shares. The Management Board of the Company will announce public invitation for subscription of New Shares within six (6) months after the General Assembly has reached this Decision. The public invitation for subscription and payment of New Shares will be announced by the Management Board of the Company on the web pages of the Company, Zagreb Stock Exchange web pages and in at least one daily newspaper that is published in Croatia.

X.

The New Share subscription procedure will be carried out by the following rules (hereinafter: **"Subscription implementation principles"**):

1. New Shares can be issued for the amount bigger than the part of the nominal capital that refers to them. In the sense of provision 304 Paragraph 3 of the Companies Act, new shares will not be issued for the amount smaller than the one defined by the provision of Article 164 Paragraph 2 of the Companies Act.
2. In the Register, each investor must define the following three offer parameters:
  - 1. Parameter: maximum acceptable amount of money for the subscription of New Shares (in HRK);
  - 2. Parameter: maximum acceptable subscription price per New Share (in HRK);
  - 3. Parameter: minimum acceptable amount of New Shares for subscription (whole number).
3. Besides delivering the Records on time, the condition for subscription of an individual investor will be the timely payment by the investor, all according to the conditions from the public invitation. All investors who are not institutional investors (as defined by this Decision) will be obliged to pay the amount equal to the 1. Parameter in the Records before the expiry of the subscription period. If the amount that had been paid does not equal to that amount, the payment will be considered valid, but the smaller of the two amounts will be considered as the 1. Parameter (the first parameter specified in the Record or the amount paid). Pension funds, open investment funds with public offer, loan-offices and insurance companies (hereinafter: "Institutional investors"), at a set price and allocation, will be obliged to make the payments before the due date that will be determined in the public invitation.
4. If an individual investor delivers more Records, only the last received Record that meets all the conditions from the public invitation will be considered valid, and all previous will be considered retracted.
5. Offer parameter limitations in the course of subscription, for each individual investor, are as follows:
  - Limitation for the first parameter: allowed value is between 800.000,00 HRK and the product of (i) the second parameter and (ii) the maximum amount of shares of this issue (7.600.000 New Shares);
  - Limitation for the second parameter: allowed value must be in accordance with the provision of Article 164 Paragraph 2 of the Companies Act;
  - Limitation for the third parameter: allowed value is between zero (0) and the division result of the first parameter with the second parameter.

The procedure of determining the final amount for which individual New Share will be issued (hereinafter: "Final price") and allocation of New Shares to the investors will be carried out according to the following rules (hereinafter: **"Price and allocation determining principles"**):

1. Success threshold for the issue of New Shares is defined in Article VIII. of this Decision.

2. Final price of New Shares will be equal to the highest possible price for which Success threshold for this issue is met. To be more precise:
  - For each possible price of a New Share in this issue, as well as each valid offer in which the second parameter is not lower than that price, „Individual demand“ for that price is defined as the division result of the first parameter of the offer concerned with the price concerned and rounded down (hereinafter: “Individual demand”);
  - For each possible price of a New Share „Total demand“ for that price is defined as the sum of all individual demands for that price (hereinafter: “Total demand”);
  - Final price of New Shares will be equal to the highest price for which Total demand for that price is not smaller than the Success threshold for this issue.
3. Final price of New Shares will be determined and announced by the Management Board of the Company, within two (2) business days after the expiry of the subscription period.
4. Each investor with a valid offer, whose second parameter of the offer is lower than the Final price, will be allocated zero (0) New Shares.
5. For investors with valid offers, whose second parameter of the offer is not lower than the Final price, allocation will be carried out in the following way:
  - 5.a. If the Total demand for the Final price of this issue is not bigger than the maximum amount of shares in this issue (7.600.000 New Shares), each such investor will be allocated his Individual demand for the Final price.
  - 5.b. If the Total demand for the Final price of this issue is bigger than the maximum amount of shares in this issue (7.600.000 New Shares), each such investor will be allocated proportionally reduced Individual demand for the Final price, if it is possible to do so and at the same time fulfil the above mentioned important conditions:
    - Request for successfulness of this issue;
    - Requests stated in the third parameter of all allocation offers; as well as
    - Subscription amount of each individual investor is not smaller than 800.000,00 HRK.
  - 5.c. If proportional reduction from Item 5.b. is not possible, due to the possible breaking of conditions from 5.b.:
    - The offer with the smallest Individual demand will be excluded from the allocation, i.e. that investor will be allocated zero (0) New Shares (if there are more such offers, the one that has the latest subscription date will be excluded.);
    - The procedure from Item 5.c. is repeated successively, by excluding one by one offer from the allocation and by carrying out proportional reduction from Item 5.b. until the decidable allocation to the remaining investors and fulfilment of all conditions from 5.b.

The Management Board is authorised to define the subscription procedure and payment of New Shares in the public invitation for subscription and payment of New Shares in more detail, deadlines for the start and for the duration of the subscription, according to and not contrary to the Subscription implementation principles and Price and allocation determining principles stated in Article X. of this Decision.

XI.

Based on the full payment of each New Share, after the nominal capital increase was registered at the court register, a corresponding number of New Shares will be issued. They will be ordinary shares, with the stock ticker assigned by SKDD, each in the nominal amount of 20,00 HRK in intangible form.

XII.

The Management Board will determine the successfulness of the New Share issue, the exact amount of the nominal capital increase and the exact number of New Shares, based on the status of subscriptions and payments after the expiry of the due date for the payment of New Shares, in the period of 5 (five) business days at the latest. If the subscription of New Shares was not successful, within 8 (eight) business days after the expiry of the final deadline for the subscription and payment of New Shares, the Company will refund the money to the investors. In that case, the Company will not bear the costs of payment transactions, nor will it pay interests to the investors.

If the subscription of New Shares was successful, but due to the application of Article X. of this Decision there is the need for refunding the money to some investors, the Company will refund the money to the investors within 8 (eight) business days after the expiry of the final deadline for determining the exact amount of the nominal capital increase. In that case, the Company will not bear the costs of payment transactions, nor will it pay interests to the investors.

XIII.

If the nominal capital increase is not registered in the court register within nine (9) months from the day on which this Decision was reached, the statement on registration (Record) will no longer oblige the investor, and within 8 (eight) business days after the expiry of the specified deadline the Company will refund the money to the investors. In that case, the Company will not bear the costs of payment transactions, nor will it pay interests to the investors.

XIV.

New Shares will be listed in the Zagreb Stock Exchange Regular market, together with all previously issued Company shares that are listed in the Zagreb Stock Exchange Regular market, according to the applicable regulatory requirements.

XV.

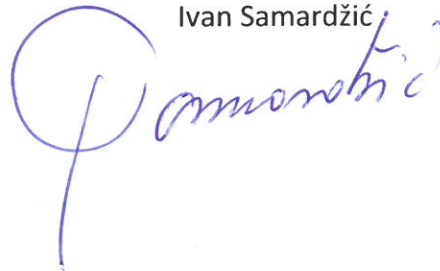
Nominal capital of the Company will be increased from the day on which the increase of that capital is registered in the court register. Upon subscription and payment of New Shares, the Company will hold another General Assembly, at which the Company Statute will be changed in the way that the amount of the nominal capital of the Company and the number of shares in Article 14 of the Company Statute are in compliance with the results of subscription and payment of New Shares, based on this Decision.

XVI.

The Management Board of the Company is ordered to undertake all legal and factual actions in order to implement this Decision, which includes, but is not limited to all legal and factual actions necessary for the registration of this Decision and corresponding nominal capital increase in the court register of the Commercial court in Osijek, permanent attendance in Slavonski Brod, registration of New Shares in the SKDD depository, as well as listing of New Shares in the Zagreb Stock Exchange Regular market.

The Presiding officer of the General Assembly

Ivan Samardžić

A handwritten signature in blue ink, appearing to read 'Ivan Samardžić', is written over the printed name. The signature is stylized and cursive.



According to Article 55 of the Statute of ĐURO ĐAKOVIĆ Group Plc., Slavonski Brod, M. Budaka 1, the General Assembly held on 30<sup>th</sup> June 2017, hereby issues the following

**A Decision on complete exclusion of priority rights from the existing shareholders in the course of subscription for new shares of the Company is reached**

I.

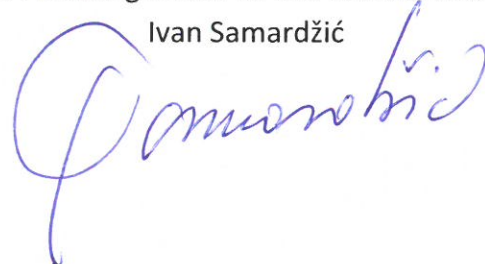
In order to implement the Decision to increase the nominal capital of the Company ĐURO ĐAKOVIĆ GROUP Plc. with the seat in Slavonski Brod, Dr. Mile Budaka 1, registered in the Court register of the Commercial court in Osijek, permanent attendance in Slavonski Brod under the register number 050002378, personal identification number 58828286397 (hereinafter: "Company"), according to Article 308 Paragraph 4 of the Companies Act, the priority rights in the course of subscription and payment of new shares that will be issued in the process of corporate nominal capital increase action, will be completely excluded from all existing shareholders, based on the Decision to increase the nominal capital of the Company by cash contributions and by issuing new shares with complete exclusion of priority rights from the existing shareholders in the course of subscription of new shares, according to Article 308 Paragraph 4 of the Companies Act, using the exception from the obligation to publish a prospectus regarding the securities offer from Article 351 Paragraph 1 Item 3 of the Capital Market Act, from 30<sup>th</sup> June 2017. Nevertheless, all the existing Company shareholders will have the possibility to participate in the new share subscription procedure under the same conditions as other investors.

II.

This decision shall enter into force on the day of its adoption.

The Presiding officer of the General Assembly

Ivan Samardžić







According to Article 55 of the Statute of ĐURO ĐAKOVIĆ Group Plc., Slavonski Brod, M. Budaka 1, the General Assembly held on 30<sup>th</sup> June 2017, hereby issues the following

**Decision on giving approval for acquiring shares without the obligation to announce the takeover bid**

I.

Acquirers of new shares of the company ĐURO ĐAKOVIĆ GROUP Plc. with the seat in Slavonski Brod, Dr. Mile Budaka 1, registered in the Court register of the Commercial court in Osijek, permanent attendance in Slavonski Brod under the register number 050002378, personal identification number 58828286397 (hereinafter: "Company"), who acquire shares in the nominal capital increase procedure, based on the Decision to increase the nominal capital of the Company by cash contributions and by issuing new shares with complete exclusion of priority rights from the existing shareholders in the course of subscription for new shares, according to Article 308 Paragraph 4 of the Companies Act, using the exception from the obligation to previously publish a prospectus regarding the securities offer from Article 351 Paragraph 1 Item 3 of the Capital Market Act, from 30<sup>th</sup> June 2017 are given approval for acquiring those shares without the obligation to announce the takeover bid, if by acquiring new shares of the Company the acquirers would have the obligation to announce the takeover bid, all according to the provisions of Article 14 Paragraph 1 Item 3 of the applicable Act on the Takeover of Joint Stock Companies.

II.

This decision shall enter into force on the day of its adoption.

The Presiding officer of the General Assembly

Ivan Samardžić