

*In accordance with the article 278 paragraph 1 and 2 of the Companies Act (National Gazette 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 111/12, 68/13, 110/15) at the suggestion of shareholder Auctor d.o.o. for business consulting, Zagreb, Dežmanova 5*

*Management Board of Medika d.d., Zagreb, Capraška 1 (hereinafter: "the Company") has passed the decision on the convocation of the General Assembly with the enclosed agenda. Management Board publishes*

## **INVITATION**

*to the General Assembly of Medika d.d., Zagreb, Capraška 1.*

*The General Assembly will be held in Zagreb as at 19.12.2017, beginning at 12:00 in the headquarters of Medika d.d., Zagreb, Capraška 1, conference room on the first floor.*

*For the General Assembly the following is proposed:*

### **Agenda:**

1. Opening and determination of presence of shareholders at the General Assembly;
2. Passing decision on dividend payout

#### **Proposed decision:**

Ad 2.) Dividend will be paid out to the shareholders in the amount of HRK 1,000.00 per share.

Dividend will be paid out from the retained earnings of the Company realised in the previous periods. All shareholders who had the status of the shareholder on the day of the passing the decision on dividend pay-out have the right on the dividend, except for treasury shares of the Company.

Management Board is responsible for determining the exact date of the dividend pay-out, taking into consideration that the pay-out has to be executed not later than 30 days from the date of the passing the decision.

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Materials that are used as basis for discussion are available to the shareholders for review in the headquarters of Medika d.d., Zagreb, Capraška 1, from the date of the publishing of this invitation to the date of General Assembly, every working day from 10:00 to 13:00, at secretary in the Management Board Office and on the web site of the Company [www.medika.hr](http://www.medika.hr).

All shareholders have the right to attend and the right to use voting rights if they fulfil the following conditions:

1. Is registered as a shareholder of the Company with the Central Depository & Clearing Company Inc. six days prior to the date of the General Assembly
2. Have delivered to the Company his/her intention to attend the General Assembly in written form at least six days prior to the date of General Assembly

Applications have to be delivered to the Company at the address stated in the Invitation, or to be given to Ms. Hana Balaško, head of treasury department, not later than 12.12.2017.

Shareholders can be represented by shareholder's proxy based on the valid written power of attorney which is issued by the shareholder or which, on behalf of a shareholder who is a legal person, person who is under law authorized to represent them. Forms are available on the web site of the Company [www.medika.hr](http://www.medika.hr), and will also be delivered to the shareholders by post.

Shareholders can execute their rights from the article 278, paragraph 2 of the Companies Act, under the condition that the request is received by the Company not later than 18.12.2017, that is 30 days prior to the date of the General Assembly, not taking into concern the day the request is received by the Company.

Shareholders can execute their rights from the article 282, paragraph 1 of the Companies Act, under the condition that the proposition is received by the Company not later than 04.12.2017, that is 14 days prior to the date of the General Assembly, not taking into concern the day the request is received by the Company.

Further explanation regarding execution of rights from article 278, paragraph 2, article 282, paragraph 1, article 283 and article 287 paragraph 1 are available at web site of the Company [www.medika.hr](http://www.medika.hr).

All announcements from article 280 a of Companies Act are available on web site of the Company [www.medika.hr](http://www.medika.hr).

**Medika d.d.**