

Note: translation in English contains only agenda and proposals of decisions, while full text is published in Croatian

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) on motion of shareholder Pliva Hrvatska d.o.o.

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

INVITATION

To General Assembly of Medika d.d.

General Assembly will be held in Zagreb, on 28.10.2015 beginning at 12:00, in the headquarters of Medika d.d. in Zagreb, Capraška 1, meeting room on the 1st floor.

For the General Assembly, the following agenda is proposed:

1. Determination of presence of shareholders at the General Assembly;
2. Discussion on financial statements for 2014 as prepared by the Management Board and approved by the Supervisory Board, discussion on Auditor's report, Report of Management Board on the status of the Company and Report of the Supervisory Board;
3. Passing decision on distribution of profit
4. Passing decision on increase of legal reserves
5. Passing decision on issuing the note of release to the member of the Management Board
6. Passing decision on issuing the note of release to the members of the Supervisory Board
7. Decision on increase of share capital of the Company
8. Passing decision on change of the Articles of Association of Medika d.d. and determining revised text of Articles of Association
9. Election of Supervisory Board members
10. Decision on the appointment of auditor of the Company for the year 2015

Proposed decisions:

Ad 3)

- I. From the total profit of the Company in amount of HRK 61,468,475.17,

part of the profit for 2014 in amount of HRK 61,293,820.00 will be distributed in the retained earnings with the purpose of reinvesting, that is for the adequate increase of share capital from the profit for 2014,

and remaining of the Company's profit for 2014 in net amount of HRK 174,655.17 will be distributed in retained earnings.

II. It is determined that on the General Assembly held as at 30.06.2015 decision on dividend pay-out was passed in the amount of 2,650.00 HRK per share from the retained earnings realised in the period until 31.12.2000 to all shareholders who at the date when the General Assembly was held, that is as at 30.06.2015, had the status of shareholder. Based on the decision, Management Board in the period from 09.-22.07.2015 has paid out dividend to the shareholders for whom it had information that was required for the proceeding with the pay-out. To the remaining shareholders the dividend pay-out was stopped due to the receipt of Decision on interim measure passed by the Trade Court based on which implementation of all decisions passed at the General Assembly as at 30.06.2015 was stopped. The Decision on interim measure was not valid and not final.

Decision is passed by which the decision on dividend pay-out passed at the General Assembly held as at 30.06.2015 is affirmed. That is, in the case of annulment of the decisions passed at the General Assembly held as at 30.06.2015, the decision is passed on dividend pay-out for the year 2014 in amount of 2.650,00 HRK per share from the retained earnings of the Company realised in the period until 31.12.2000 to all shareholders who had the status of shareholder as at 30.06.2015, considering that the pay-out of the dividend will be done only to the shareholders who have not already received the dividend up to the date of passing this decision.

Management Board is responsible for determining the exact date of the dividend pay-out to the remaining shareholders who have the right on the dividend and to whom the dividend up to the date of passing this decision was not paid 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.

Ad 4) Amount of HRK 2,038,095.00 from the reserves for treasury shares is redistributed to legal reserves

Ad 5) The note of release is given to the Management Board by which the work in 2014 is approved.

Ad 6) The note of release is given to the Supervisory Board by which the work in 2014 is approved.

Ad 7) In accordance with the article 163 paragraph 4 and article 328 of the Companies Act (National Gazette 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 152/11, 111/12, 68/13) (hereinafter: "the Act") General Assembly of the company (hereinafter: "the Company") has passed as at 30.06.2015

DECISSION

On increase of the share capital from the funds of the Company

Article 1

It is determined that the share capital of Medika d.d. registered at the Trade Court Register amounts to HRK 134,967,180.00 and is divided in 30,194 ordinary shares on name, each of nominal value of HRK 4,470.00 per share. Share capital is fully paid in.

It is determined that approved financial statements of the Company for the business year 2014 (statement of financial position, statement of comprehensive income, statement of changes in equity, statement of cash flow and notes to financial statements), that were prepared in March 2015 and approved by the auditor Deloitte d.o.o. from Zagreb as at 04.03.2015 and who gave positive opinion, i.e. financial statements give a true and fair view of the financial position of the Company as at 31 December 2014, and of its financial performance and its cash flows for the

year then ended, show that the Company in 2014 realized gross profit in amount of HRK 63,171,981.60 and net profit in amount of HRK 61,468,475.17.

Article 2

Share capital of the Company is increased from the profit for 2014, which is by the decision of General Assembly distributed into retained earnings and with the purpose of increase of share capital, from the amount of HRK 134,967,180.00 to amount of HRK 196,261,000.00.

Increase of share capital will be carried out by transferring retained earnings of the Company in amount of HRK 61,293,820.00 into share capital, and retained earnings is presented in approved financial statements of the Company for the business year 2014.

Increase of share capital will be carried out for all 30,194 shares by increasing the nominal value of HRK 4,470.00 for HRK 2,030.00 to amount HRK 6,500.00.

This decision is based on discussed and approved audited financial statements for 2014.

Article 3

By increasing of share capital, the relations regarding the ownership rights are not changed, that is the shareholders are entitled to the shares of increased nominal value in proportion to their participation in share capital before the increase, in accordance with the article 333 of the Companies Act.

Article 4

Management Board of Medika is responsible to undertake all actions relating to the registration of this Decision in the Trade Court register in Zagreb and in the depository of Central Depository and Clearing Company.

Article 5

This decision is effective by the date of the inscription in the Trade Court register.

General Assembly of Medika d.d

Ad 8) In accordance with the article 301 of the Companies Act (National Gazette 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 152/11, 111/12, 68/13) (hereinafter: "the Act"), General Assembly as at 30.06.2015 passes the following **DECISION on change of the Articles of Association of Medika d.d.** (*Note: the Articles of Association are not translated in English*)

Medika d.d.

Ad 9)

- I. Due to the end of mandate of members of the Supervisory Board, members of the Supervisory Board of the Company are elected for the period ending with the end of General Assembly at which it is decided on giving note of release for the third (3) business year after the election to the Supervisory Board, excluding the business year of election:
 1. Nikica Gabrić, prof. Ph.D. ophthalmologist, Zagreb, Dragutina Albrechta 24, OIB: 13858506961
 2. Damjan Možina, mag.oec., Slovenia, Radovljica, Bevkova ul. 25, OIB: 80008184041

3. Mihael Furjan, mag.oec., Zagreb, Trnjanska cesta 37/2, OIB: 09882562057
4. Mate Perković, mag.oec., Zagreb, Goljak 30, OIB: 27606710781
5. Oleg Uskoković, lawyer, Varaždin, Krešimira Filića 39 B, OIB: 15635215817
6. Ružica Vađić, mag.oec., Zagreb, Gorjanska 23, OIB: 95403032910.

II Members of the Supervisory Board will elect among themselves president and the vice-president of the Supervisory Board.

Ad 10) Deloitte d.o.o., Radnička cesta 80, Zagreb is appointed as the auditor of the Company for year 2015.

Materials that are used as basis for discussion for the points 2, 3 and 4 of the Agenda 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.

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

1. Are registered as a shareholders of the Company with the Central Depository & Clearing Company Inc. six days prior to the date of the General Assembly
2. Have in written form delivered to the Company his/her intention to attend the General Assembly 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. Pešut, not later than 21.10.2015.

Shareholders can be represented by shareholder's proxy based on the valid written power of authority which is issued by the shareholder or which on behalf of a shareholder which is a legal person is issued by a person who is under law authorized to represent them. Forms are available on the web site of the Company www.medika.hr, and will be delivered to the shareholders via mail.

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 27.09.2015, 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 13.10.2015, 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.

All announcements from article 280 a of Companies Act are available on web site of the Company www.medika.hr.

Medika d.d.