

Regular annual General Assembly was held in Zagreb on 22 May 2014 beginning at 12:00 at the headquarters of Medika d.d in Zagreb, Capraška 1, in a conference room at the first floor, the following decisions were passed:

**Ad 3)** From the total profit of the Company in amount of HRK 41,409,288.60,

part of the profit for 2013 in amount of HRK 40,761,900.00 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 2013,

remaining of the Company's profit for 2013 in net amount of HRK 647,388.60 will be distributed in retained earnings.

**Ad 4)** Amount of HRK 6,675,731.11 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 2013 is approved.

**Ad 6)** The note of release is given to the Supervisory Board by which the work in 2013 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, 144/12, 68/13) (hereinafter: "the Act") General Assembly of the company Medika d.d. (hereinafter: "the Company") on 22 May 2014 has passed

## **DECISION**

### **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 94,205,280.00 and is divided in 30,194 ordinary shares on name, each of nominal value of HRK 3,120.00 per share. Share capital is fully paid in.

It is determined that approved financial statements of the Company for the business year 2013 (statement of financial position, statement of comprehensive income, statement of cash flow and notes to financial statements), that were prepared in March 2014 and approved by the auditor KMPG Croatia d.o.o. from Zagreb as at 07 March 2014 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 2013, and of its financial performance and its cash flows for the year then ended, show that the Company in 2013 realized gross profit in amount of HRK 43,850,211.43 and net profit in amount of HRK 41,409,288.60.

#### **Article 2**

Share capital of the Company is increased from the profit for 2013, 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 94,205,280.00 to amount of HRK 134,967,180.00.

Increase of share capital will be carried out by transferring retained earnings of the Company in amount of HRK 40,761,900.00 into share capital, and retained earnings is presented in approved financial statements of the Company for the business year 2013.

Increase of share capital will be carried out for all 30,194 shares by increasing the nominal value of HRK 3,120.00 for HRK 1,350.00 to amount HRK 4,470.00.

This decision is based on discussed and approved audited financial statements for 2013.

**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 depositary of Central Depositary 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, 144/12, 68/13) (hereinafter: "the Act"), General Assembly as at 22.05.2014 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)** Deloitte d.o.o., Radnička cesta 80, Zagreb is appointed as the auditor of the Company for year 2014.

Medika d.d.