



Pursuant to Article 277 of the Companies Law (Official Gazette No. 111-1993, 34-1999, 52-2000, 118-2003, 107-2007, 146-2008 and 137-2009) and the Resolution on convening the General Assembly of PODRAVKA d.d., Koprivnica, reached on 25th May 2011, PODRAVKA d.d. Management Board announces this

INVITATION
to the General Assembly of PODRAVKA d.d., Koprivnica

I. The **GENERAL ASSEMBLY** of PODRAVKA d.d. has been convened

on 14th July 2011 (Thursday) at 12.00 a.m.
at the Conference Hall of PODRAVKA d.d.
A. Starčevića Street 32, Koprivnica

II. It has been made up and published hereby the following

AGENDA FOR THE GENERAL ASSEMBLY:

1. Opening of the General Assembly, determination of present and represented shareholders and their proxies;
 2. Report of the Supervisory Board on performed supervision of business operations of PODRAVKA d.d. in 2010, Annual financial reports for PODRAVKA d.d. and Annual consolidated financial reports for Podravka Group for the business year 2010 together with authorized auditor's report and opinion and the Annual Report by PODRAVKA d.d. Management Board on business operations of the Podravka Group and the state of the Company in 2010;
 3. Passing a resolution on distribution of profit for the business year 2010;
 4. Discharge of PODRAVKA d.d. Management Board members;
 5. Discharge of PODRAVKA d.d. Supervisory Board members;
 6. Passing a resolution on amendments of PODRAVKA d.d. Articles of Association;
 7. Passing a resolution on appointing auditors of PODRAVKA d.d. for the business year 2011 and determination of their fee.
- III. Company share capital has been divided to 5,420,003 regular shares, individual nominal amount of HRK 300.00, registered at the Central Depository & Clearing Company under PODR-R-A. Each regular share provides one vote at the General Assembly. All shareholders of PODRAVKA d.d. entitled to attend and vote at the General Assembly (1 share = 1 vote) are those entered into the depository kept by the Central Depository & Clearing Company as on 7th July 2011 and those who provide notice of attendance and intention on participating in work of this Assembly to the Management Board's Office – Secretary Office of the Company not later than 7th July 2011 by 4.00 p.m.



IV. Participation and the right to vote at the General Assembly a shareholder can exercise in person or via proxy or through the Association of Shareholders of Podravka d.d.

Registration and Authorization forms for participation and exercising the right to vote at the General Assembly are provided in written form.

Shareholders can be represented by proxies (natural or legal persons) based on a valid authorisation issued by a shareholder, i.e. on behalf of the shareholder who is a legal person, person authorized for representation, pursuant to provisions of the Companies Law.

An Authorization has to contain a name, surname, company, residence, i.e. headquarters and address, OIB and the number of shares for the authorizer, name and last name i.e. company, residence i.e. headquarters and address for the proxy and signature of the authorizer and the seal if an authorizer is a legal person.

Registration and Authorization forms for participation and exercise the right to vote at the General Assembly have been published at PODRAVKA d.d. web site, and they can be obtained at PODRAVKA d.d. headquarters reception desk, every working day from 10.00 a.m. to 2.00 p.m.

V. Shareholders of PODRAVKA d.d, representatives of shareholders and proxies shall give notice of attendance and exercise of right to vote at the General Assembly in writing not later than 7th July 2011 by 4.00 p.m. (six days prior to holding the General Assembly) to the following address:

**PODRAVKA d.d.
Management Board Office
Ante Starčevića Street 32
48000 KOPRIVNICA**

Notice of attendance (to be valid) must contain, and be attached by:

a) Shareholders – natural persons:

– name and surname, home address, citizen identification number (OIB) and number of shares held (number of votes at the General Assembly);

b) Shareholders proxies:

b/1. Proxies – natural persons:

– name and surname, home address, and number of shares held (number of votes at the General Assembly) they have been authorized to represent,
– attached to the notice: individual authorizations of shareholders;

b/2. Proxies – legal entities:

– name of company, or name of legal entity, its domicile and address, total number of shares (number of votes at the General Assembly) they are representing
– copy of a court register or any other register on registration of the persons authorized to represent legal persons not older than 30 days,
- attached to the notice: individual powers of attorney in writing, containing: name and surname of the shareholder and address i.e. company and headquarters, domicile, OIB citizen identification number and the number of shares they own, and if the shareholder is a legal person, what is also delivered is the copy of a court register or any other register where the legal entity is registered, or other public identification showing that the Authorization was signed by the person legally authorized to represent that legal person, not older than 30 days;

c) Shareholders – legal entities:



- company, or name of legal entity, domicile and address, citizen identification number (OIB) and the number of shares (number of votes at the General Assembly),
- copy, not older than 30 days, of a court register or any other register on registration of the persons authorized to represent that legal person,
- proxy's power of attorney for representation of legal entity (if legal entity is not represented by a person authorized for representation pursuant to law provisions).

VI. Application for participation at the General Assembly and the powers of attorney, along with all the attachments have to be in Croatian language, and if they are in foreign language they need to be attached with a translation to Croatian language by the registered court interpreter.

Shareholders, representatives and proxies of shareholders who will fail to meet obligations to give proper notice of attendance at the General Assembly pursuant to this Resolution, shall not be entitled to attend and make decisions at the General Assembly of PODRAVKA d.d.

VII. Pursuant to provision in Article 29, item 4 of the Articles of Association of PODRAVKA d.d., Koprivnica, shareholders, their proxies and representatives shall bear expenses of their attendance at the General Assembly.

VIII. This Resolution and draft resolutions that the Management and Supervisory Boards of PODRAVKA d.d. propose at the General Assembly will be published in the "Official Gazette", HINA and PODRAVKA d.d. web site. All the relevant information and documents related to General Assembly Agenda will be available, as of the day this Resolution has been made public, to shareholders at PODRAVKA d.d. headquarters at the reception desk, every business day from 10.00 a.m. to 2.00 p.m. as well as at PODRAVKA d.d. web site: www.podravka.com

IX. Shareholders jointly having shares amounting to 5% of the Company share capital, ask in writing that a subject be placed on the Agenda of the General Assembly. The request in question, along with its explanation and draft Resolution, the Company needs to receive 30 days at the latest prior to General Assembly, or 13th June 2011 at the latest.

Each shareholder has been authorized to submit a counter-proposal to the draft resolutions of the Management and Supervisory Boards referring to the items on the agenda and deliver it to the Company at least 14 days prior the General Assembly is being held, or on 29th June 2011 at the latest. Missing this deadline does not have a repercussion of loosing the right to place the counter-proposal at the General Assembly.

It is the obligation of the Management Board to provide an explanation to shareholders questions at the General Assembly on business operations of the Company, if such explanation is necessary for resolving issues on the Agenda.

X. Participants in the General Assembly are kindly invited to arrive to the reception desk of PODRAVKA d.d. two hours earlier than the specified time of the General Assembly for the purpose of registration and delivery of materials for participation at the General Assembly.



The public is excluded from the work of the General Assembly.

- XI.** If a quorum is not present at the General Assembly on 14th July 2011, as provided in Article 30 of the Articles of Association of PODRAVKA d.d., the General Assembly will be adjourned and held on 21st July 2011 at 12 a.m. at the same venue and with the same agenda. This General Assembly will be held and valid resolutions will be passed regardless of the number of present and represented shareholders.

DRAFT RESOLUTIONS OF THE GENERAL ASSEMBLY OF PODRAVKA d.d.

Item 2 on the Agenda:

Annual financial reports of Podravka d.d. and Annual consolidated financial reports by Podravka Group for the business year 2010 with reports and opinions by authorised auditors based on Article 300 d of the Companies Law have been verified by the Management and Supervisory Boards of PODRAVKA d.d. and they are not subject to voting. The stated reports have been published at the Zagreb stock Exchange, HANFA, HINA and company web site: www.podravka.com

Supervisory Board's report on performed supervision over business operations of Podravka d.d. in 2010 has been published at company web site and there cannot be any discussion under this item, so the General Assembly makes no resolutions.

The Management Board and the Supervisory Board of PODRAVKA d.d. propose to the General Assembly to pass the following resolutions (items 3, 4, 5 and 6):

Item 3 on the Agenda:

I

Profit of Podravka d.d. shown in the financial reports of PODRAVKA d.d. (M.B. 03454088, OIB 18928523252) for the business year 2010 is HRK 10,927,024.96.

Profit realized will be used to cover the loss transferred from previous years.

II

This draft resolution is forwarded to the General Assembly of Podravka d.d. for passing.

Item 4 on the Agenda:

Discharge is given to the members of the Management Board of PODRAVKA d.d. in respect of their duties carried out in managing the PODRAVKA d.d. Company in 2010.

Item 5 on the Agenda:



Discharge is given to the members of the Supervisory Board of PODRAVKA d.d. by which their duties and supervision over managing business operations of PODRAVKA d.d. in the business year 2010 have been approved.

Item 6 on the Agenda:

- I PODRAVKA d.d. Articles of Association are changing (hereinafter: Articles of Association) are amended as follows:

Article 1

Article 16 of the Articles of Association is deleted.

Article 2

Article 26, item 2 of the Articles of Association changes to following:
„State property management agency" headquartered in Zagreb, Ivana Lučića street 6, OIB: 75666130770 appoints 2 (two) members of the Supervisory Board and it shall continue to exercise this right as long as the Republic of Croatia is the shareholder of at least 10% (ten percent) of Company share capital.“

Article 3

Article 32 of the Articles of Association is added a new item:
"The Management Board is authorized to reach the decision enabling votes of the shareholders, representatives and proxies via electronic communication."

Article 4

In Article 34 item 2 of the Articles of Association the word "statutory" is deleted.

- III All other provisions of the Articles of Association remain unchanged.
- IV This resolution on amendments to the Articles of Association is coming into force and is applied as of the day it is entered in the Commercial Court register in Varaždin.
- V The Supervisory Board is authorised to determine the purified text of the Articles of Association compliant to this Resolution on amendments to Articles of Association.

The Supervisory Board of PODRAVKA d.d. proposes to the General Assembly to pass the following resolutions (item 7):

Item 7 on the Agenda:

- I. The financial statements of the parent company PODRAVKA Food Processing Industry d.d. Koprivnica and of its affiliated (subsidiary) companies, along with consolidated financial statements of the PODRAVKA Group for the business year 2011 shall be audited by the authorised auditor:



DELOITTE d.o.o.
headquartered in Zagreb, Radnička Street 80.

- II. The Management Board of PODRAVKA d.d. is authorized to enter appropriate agreements on auditing with the above mentioned Auditing Company and to fix remuneration for its service.

PODRAVKA d.d.
Koprivnica