

Pursuant to the Ruling by the Commercial Court in Rijeka, Permanent post in Pazin, dated on 9 October 2014, no. R1-211/14, where the company PODRAVKA Food processing industry, headquartered in Koprivnica, A. Starčevića 32, registered with the Commercial Court in Varaždin, MBS: 010006549, OIB: 18928523252 (hereinafter: **"Shareholder"**), as a shareholder of MIRNA Business system for catch, processing and trade of fish and fish products, Rovinj, Giordano Paliaga 8, registered with the Commercial Court in Rijeka – Permanent post in Pazin, MBS: 040031749, OIB: 15761637292 (hereinafter: **"Company"**), was given authority to call the Company General Assembly, whereby the call is announced for the

GENERAL ASSEMBLY
MIRNA, Business system for catch, processing and trade of fish and
fish products, d.d.

I. The Shareholder is calling the General Assembly of the Company based on authority to call the General Assembly, pursuant to the Ruling issued by the Commercial Court in Rijeka, permanent post in Pazin, dated 9 October 2014, no. R1-211/14.

II Company General Assembly will be held on 21 November 2014 at 11 AM at the Hotel Lone, Luje Adamovića 31, 52210 Rovinj, room no. 4.

III General Assembly will lawfully pass resolutions if participated by shareholders or their proxies that jointly have shares that give more than half of their votes at the Company General Assembly, if not determined otherwise by the Law or Company Articles of Association.

If the quorum is not gathered even after 60 (sixty) minutes as of the beginning of the General Assembly as stated in this call, the Assembly can be held if the present shareholders, i.e. their proxies have shares whose nominal value exceeds 30% of the nominal amount of the Company share capital. In such circumstances the General Assembly can decide on issues that do not require the qualified majority.

If there is no quorum as determined by the Company Articles of Association at the General Assembly called for 21 November 2014 at 11 AM, the next General Assembly will be held on 8 December 2014 at 10 AM in Hotel Lone, Luje Adamovića 31, 52210 Rovinj, in room no. 4. Such General Assembly can pass valid resolutions, regardless of the number of shareholders represented.

Resolutions at the General Assembly are passed by majority of votes given (regular majority) unless certain qualified majority is determined for passing individual resolutions, pursuant to Company Articles of Association.

IV The Shareholder suggest the following agenda for the Company General Assembly (hereinafter **"Agenda"**):

1. Opening of the General Assembly and determining the list of participants,
2. Management Board report on business operations and Company status in the year 2012
3. Supervisory Board report on performed supervision over Company business in 2012,

4. Passing a resolution on auditor's report on performed supervision of Company financial reports for 2012;
5. Passing a resolution on accepting annual financial reports for 2012,
6. Passing a resolution on distribution of profit realized in the business year 2012,
7. Passing a resolution on discharging Management Board members,
8. Passing a resolution on discharging Supervisory Board members,
9. Passing a resolution on appointing a Company auditor for the year 2013,
10. Passing a resolution on recall of Company Supervisory Board member.
11. Passing a resolution on electing Company Supervisory Board members.
12. Passing a resolution on appointing a special Company auditor.
13. Passing a resolution on no confidence vote for the Management Board members.

V. Company Shareholder suggests that the General Assembly passes the following resolutions:

DRAFT RESOLUTIONS

Item 2

Management Board report on business operations and Company status in the year 2012 is not accepted.

Item 3

Supervisory Board report on performed supervision of the Company business in 2012, on review of annual financial reports, Company status report is not accepted.

Item 4

Auditor's report on performed audit of Company financial reports for 2012 is not accepted.

Item 5

Financial reports for the year 2012 are not accepted.

Item 6

Resolution is passed to use the profit realized in the business year 2012 in the way that the amount of HRK 107,415.00 be used to cover losses from earlier period.

Item 7

Company Management Board president Marinko Došen's work is not approved and he is not discharged for the period he was managing the Company, from 1 January 2012 to 11 May 2012.

Company Management Board president Saša Krobot's work is not approved and he is not discharged for the period he was managing the Company, from 11 May 2012 to 31 December 2012.

Item 8

Company Supervisory Board members David Ilijevski, Željko Bošnjak, Ivana Jagačić and Dubravko Žganec's work is not approved and they are not discharged for supervising the Company business in the year 2012.

Supervisory Board member Evelino Marić's work is approved and he is discharged from the Supervisory Board for his supervision of company business in the year 2012.

Item 9

The most favourable bidder is selected to be Company auditor for the year 2013 and fee for its work is determined, pursuant to the most favourable submitted bid among the following:

- PricewaterhouseCoopers d.o.o. for auditing and consulting, Ulica kneza Ljudevita Posavskog 31, 10000 Zagreb;
- KPMG Croatia d.o.o. for auditing, Ivana Lučića 2/a, 10000 Zagreb;
- ERNST & YOUNG CROATIA LLC for auditing and taxes, Radnička cesta 50, 10000 Zagreb;
- Deloitte d.o.o. for auditing, Radnička cesta 80, 10000 Zagreb;

Item 10

Pursuant to Article 36 of the Company Articles of Association, regarding Articles 275 and 259 of the Companies Act, the General Assembly hereby passes the

Resolution on recall of Company Supervisory Board members.

Article 1

Three Supervisory Board members are recalled, as follows:

- David Ilijevski from Strmec, Tina Ujevića 16, OIB: 85880141968 from the position of Company Supervisory Board member and president;
- Željko Bošnjak from Zagreb, Zinke Kunc 5, OIB: 77799805380 from the position of Company Supervisory Board member and deputy president;
- Ivana Jagačić from Zagreb, Istarska 30, OIB: 21373043857, as Company Supervisory Board member.

Article 2

This Resolution comes to force as of the date it is passed.

Item 11

Pursuant to Article 32 of the Company Articles of Association, regarding Articles 275 and 259 of the Companies Act, the General Assembly hereby passes the

Resolution on electing Company Supervisory Board members

Article 1

The following three members are appointed to the 4 year term:

- Dr. Mario Baburić, OIB: 72574970098, Karlovac, Josipa Račića 53, BSc engineering.;
- Branka Perković, OIB: 21222256586, Koprivnica, Ivana Sabolića 6, BA Law;

- Marina Diminić Visintin, OIB: 28806116011, Kršini 3, 52474 Brtonigla, BA Food technology.

Article 2

This Resolution comes to force as of the date it is passed.

Item 12

Pursuant to Article 298 of the Companies Law, the General Assembly passes the

Resolution on appointing a special Company auditor.

Article 1

KPMG Croatia d.o.o., Eurotower, Ivana Lučića 2A/17 10 000 Zagreb is appointed a special Company auditor with the purpose of auditing Company business.

Article 2

The appointed special auditor will perform an overall audit of all the business relations of the Company with another company Geneza d.o.o., Zagreb, Petra Hektorovića 2, OIB: 22668360735 ("**Geneza**"), with natural and legal persons related to Geneza, Management Board and members of Geneza and recalled members of the Supervisory Board, as well as the Management Board president of Mirna d.d., for the period from 27 February 2012 forward.

Item 13

Pursuant to Article 275 and 244, item 2 of the Companies Act, the General Assembly passes the

Resolution on no confidence vote for the Management Board.

Article 1

No confidence vote is passed to the Company Management Board, comprised of one member, Management Board president Saša Krobot.

VI The right to participate at the General Assembly and the right to vote hold the persons cumulatively fulfilling the following terms:

- they are registered with the Central Depository & Clearing Company d.d. 15 (fifteen) days before the Company General Assembly is being held
- they have applied to participate at the General Assembly 3 (three) days at the latest before the General Assembly is being held.

Deadlines do not include the day the application was received and the day the General Assembly is being held.

Pursuant to Article 12 of the Company Articles of Association, each share provides the right to one vote at the General Assembly.

Relevant number of votes belonging to individual shareholder is as on the list of account holders registered with the Central Depository & Clearing Company d.d. (SDCC) 15 days before the General Assembly is being held.

Proxies submitting their authorizations to the Shareholder and the Company, next to applying to participate at the General Assembly have the right to participate in it, or they can submit it at the General Assembly itself.

Application for the General Assembly, along with the authorisation issued by the legal person has to be signed by the person authorised for representing, and whose name, last name and function have to be stated on the application, i.e. authorisation. Next to the application the legal person also has to submit an excerpt from the Court register.

Application to participate is delivered to the Shareholder at Podravka d.d., A. Starčevića 32, Koprivnica and to the Company at Mirna d.d., Giordano Paliage 8, Rovinj.

VII Materials for the General Assembly will be exhibited at the Company headquarters so the shareholders can view them, as of the day the call for General Assembly is published in the Official Gazette, work day from 9 to 11 AM and on company web-site.

VII Shareholders having shares as high as twentieth part of the Company share capital have the right to request an item be included in the Agenda, with an explanation and draft resolution. Such a request the Company has to receive at least 30 days before the General Assembly is being held, where the deadline does not include the day it is received by the Company.

Shareholders' suggestions, with their names, last names and explanation, will be made available at the Company headquarters, if a shareholder submits a counter-proposal to an individual item on the agenda at least 14 days before the General Assembly is being held, where the deadline does not include the day the proposal is received at the Company. If a shareholder does not use the mentioned right, the consequence is not a loss of right to place counter-proposals at the Company General Assembly.

At the General Assembly, the Management Board is obliged to provide every shareholder (at their request) information on company business, if such an information is relevant in understanding the items on the Agenda. The Management Board can deny such information only for the reasons determined by the Companies Act.

IX This call will be published in the Official Gazette, Glas Istre magazine, Company web-site and the Zagreb Stock Exchange d.d.

PODRAVKA d.d.

Zvonimir Mršić

Management Board President