



Varaždin, November 8, 2012

**ZAGREB STOCK EXCHANGE
OFFICIAL REGISTER OF PRESCRIBED INFORMATION
HANFA
HINA**

NOTIFICATION ON CONCLUSION OF ANNEXATION AGREEMENTS

Pursuant to article 517, paragraph 1 of the Companies Act and article 459 of the Capital Market Act, the Management Board of Varteks d.d. Varaždin, Zagrebačka 94, hereby announces that it is carrying out annexations and that agreements were concluded on November 7, 2012 on the annexation of the companies Varteks Odjeća d.o.o. Varaždin, Zagrebačka 94, OIB:16891232411, Varteks Ludbreg d.o.o. Ludbreg, Frankopanska 87, OIB:20533712419, Varteks Bednja d.o.o. Bednja, Trakošćanska 21, OIB:71501150619, and Varteks d.d. Varaždin, Zagrebačka 94, OIB:00872098033.

The company Varteks d.d. Varaždin (transferee) is the sole member and sole shareholder of the companies Varteks Odjeća d.o.o., Varteks Ludbreg d.o.o. and Varteks Bednja d.o.o. (transferor companies).

The annexation agreements were submitted to the court registry of the Commercial Court in Varaždin on November 8, 2012.

With the agreements in question, the contractual parties have agreed that the companies Varteks Odjeća d.o.o., Varteks Ludbreg d.o.o. and Varteks Bednja d.o.o. are annexed to the company Varteks d.d. through the transfer of all their assets and liabilities to the transferee without the liquidation of the annexed companies.

With the entry of the annexation into the court registry in which the transferee company is registered, the annexed companies will cease to exist. The transferee will become the universal legal successor of the annexed companies and will thereby enter into all legal relations of the annexed companies.

Pursuant to article 531 of the Companies Act, the annexations do not require the consent of the General Shareholders' Assembly of Varteks d.d. Varaždin, unless shareholders whose shares jointly amount to a minimum of one-twentieth of the share capital request that a General Shareholders' Assembly is convened at which a decision will be made in relation to approving the annexations.

Hence we ask all shareholders requesting that a General Shareholders' Meeting is convened to submit such a request to the Management Board of Varteks d.d. within one month from the publication of this notification.

This notification was released on the website www.varteks.com and on the website of the Zagreb Stock Exchange, and it was forwarded to the Official Register of Prescribed Information, HANFA and HINA.

Žiro račun:

2360000-1101339483

Zagrebačka banka d.d.

Zagreb

2340009-1100110839

Privredna banka d.d.

Zagreb

2484008-1100417652

Raiffeisenbank Austria d.d.

Zagreb

VARTEKS d.d.
Board Chairman
Zoran Košćec, dipl.oec.

VARTEKS d.d. / Zagrebačka 94 / HR-42000 VARAŽDIN / tel. +385 42 377 105 / fax.+385 42 377 284 / P.P. 32 / info@varteks.com / www.varteks.com

/ Temeljni kapital 96.040.350,00 kn, uplaćen u cijelosti i podjeljen na 1.920.807 redovnih dionica, svaka nominalne vrijednosti 50 kn.

Društvo je upisano u registar Trgovačkog suda u Varaždinu, poslovni broj iz upisnika Tt: 95/463-2 (MBS) 070004039, M.B. 3747034, OIB: 00872098033.

Uprava: predsjednik Zoran Košćec, članovi Miljenko Vidaček, Nenad Davidović. Predsjednik Nadzornog odbora: Milan Horvat.