



## CIRCULAR

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### INVITATION TO THE GENERAL ASSEMBLY OF ATLANTIC GRUPA d.d.

Pursuant to Article 277, paragraph 2 of the *Companies Act*, the Management Board of the Joint Stock Company ATLANTIC GRUPA d.d. for domestic and international trade, with the registered seat in Zagreb, Miramarska 23 (hereinafter: Atlantic Grupa d.d. or "Company"), on 29<sup>th</sup> April 2013 passed the decision on the convocation of the General Assembly of the Company and hereby invites the shareholders of the Company to the

#### GENERAL ASSEMBLY of Atlantic Grupa d.d.

**to be held on June 20<sup>th</sup>, 2013 at 12:00 hours at the Headquarters of Atlantic Grupa d.d., Miramarska 23, Zagreb**

With the following agenda:

1. Opening of the General Assembly, establishing the present and represented shareholders .....
2. Annual financial statements and consolidated financial statements of Atlantic Grupa for 2012, Annual Report on the Status and Business Operations of the Company for FY 2012 and the Supervisory Board's Report on the Performed Supervision of Business Operations Management of the Company in FY 2012.....
3. Decision on use of retained earnings realized in the previous business years.....
4. Decision on issuing the note of release to the members of the Supervisory Board for FY 2012.....
5. Decision on issuing the note of release to the members of the Management Board for FY 2012.....
6. Decision on the amendment of the Company's list of business activities – additional activities.....
7. Decision on the amendment to the Articles of Association of Atlantic Grupa d.d.....
8. Decision on the appointment of an independent Auditor of the Company for the year 2013.....

#### **Proposals of decisions of the General Assembly:**

Ad 3. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

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1. In the business year ending on December 31, 2012 Atlantic Grupa has realized a consolidated net profit after minority shares in the amount of HRK 55.229.552,00, while Atlantic Grupa d.d. has realized the net loss of HRK 11.895.866,90.
2. The net loss of the Company in the amount of HRK 11.895.866,90 shall be covered from the part of the retained earnings of the Company realized in the business year 2010.

3. The amount of HRK 30.008.052,00 shall be distributed as dividends, i.e. HRK 9,00 per share, to the shareholders of the Company in proportion to the number of shares held by each shareholder. The dividend shall be paid from the part of the retained earning of the Company realized in the business year 2010.
4. The dividends shall be paid to all shareholders registered as such in the Central Depository and Clearing Company Inc. on the date of holding the General Assembly i.e. June 20th, 2013. The claim for dividend payment is due on July 4, 2013.“

Ad 4. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

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1. The note of release has been given to Zdenko Adrović, the member and the President of the Supervisory Board of Atlantic Grupa d.d. for business year 2012;
2. The note of release has been given to Lada Tedeschi Fiorio, the member and the Vice President of the Supervisory Board of Atlantic Grupa d.d. for business year 2012;
3. The note of release has been given to Siniša Petrović, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2012;
4. The note of release has been given to Aleksandar Pekeč, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2012;
5. The note of release has been given to Željko Perić, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2012;
6. The note of release has been given to Vedrana Jelušić Kašić, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2012;
7. The note of release has been given to Franz Josef Flosbach, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2012.“

Ad 5. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

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1. The note of release has been given to Emil Tedeschi, the member and the President of the Management Board of Atlantic Grupa d.d. for business year 2012;
2. The note of release has been given to Mladen Veber, the member of the Management Board of Atlantic Grupa d.d. for business year 2012;
3. The note of release has been given to Neven Vranković, the member of the Management Board of Atlantic Grupa d.d. for business year 2012;
4. The note of release has been given to Zoran Stanković, the member of the Management Board of Atlantic Grupa d.d. for business year 2012.“

Ad 6. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

“The Company’s list of business activities is to be amended by addition of the following activities:

- testing of medicinal products and homeopathic products
- manufacturing of medicinal products and homeopathic products
- distribution of medicinal products and homeopathic products
- quality control of medicinal products and homeopathic products
- manufacturing of food products
- manufacturing of food supplements
- manufacturing of medical devices
- wholesale of medical devices
- retail sale of medical devices
- import/export of medical devices
- mediation activities relating to clinical trials.“

Ad 7. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

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1. In Article 5 of the Articles of Association of the Company new indents shall be added as follows:

- testing of medicinal products and homeopathic products
- manufacturing of medicinal products and homeopathic products
- distribution of medicinal products and homeopathic products
- quality control of medicinal products and homeopathic products
- manufacturing of food products
- manufacturing of food supplements
- manufacturing of medical devices
- wholesale of medical devices
- retail sale of medical devices
- import/export of medical devices
- mediation activities relating to clinical trials.

2. All other provisions of the Articles of Association remain unchanged.

3. This decision on amendment to the Articles of Association shall enter into force and be applicable as of the date of entry into the Court Registry.
4. The Supervisory Board is hereby authorised to establish the consolidated version of the Articles of Association in accordance with this Decision on the amendment to the Articles of Association. "

Ad 8. Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

„For the purposes of auditing the financial reports of Atlantic Grupa d.d. and the affiliated companies and for the audit of consolidated financial report in year 2013, the Company appoints the certified auditors' company: PricewaterhouseCoopers d.o.o. Zagreb, with the official seat of the company in Zagreb, Alexander von Humboldt 4. "

**INVITATION AND INSTRUCTIONS FOR SHAREHOLDERS  
CONCERNING THEIR PARTICIPATION IN THE GENERAL ASSEMBLY  
(hereinafter – Instructions):**

**Invitation, time and venue of the General Assembly:**

1. The shareholders of Atlantic Grupa d.d. (hereinafter – the Company) are hereby invited to participate in the work of the General Assembly to be held on June 20<sup>th</sup>, 2013 at 12:00 hours at Atlantic Grupa Headquarters, in Zagreb, Miramarska 23.
2. The participants are invited to come to the General Assembly on June 20<sup>th</sup>, 2013 at least two hours prior to its scheduled beginning for the purpose of timely registration of participants and in order for the Committee for Participant Registration to make a list of participants in the General Assembly. When registering, the shareholders or their proxies or representatives have to submit to the Committee a valid identification document provided under law, while the proxies who are legal persons have to submit an excerpt from the court register or other appropriate register in which the legal person concerned is entered or other appropriate public document, if such a document was not submitted with the application for participation in the General Assembly. After they have registered, the participants may leave the General Assembly only after informing the Committee for Participant Registration until the conclusion of the General Assembly.

**Participation and voting at the General Assembly:**

3. Each shareholder of the Company who has submitted to the Company, either personally or through their proxy or representative, an application for participation in written form at the latest six days prior to the General Assembly meeting or by 13<sup>th</sup> June 2013 has the right to participate in the General Assembly. A legal or natural person, who is on the last day for application for participation in the General Assembly i.e. on 13<sup>th</sup> June 2013 registered as a shareholder of the Company with the Central Depository and Clearing Company Inc., Zagreb, is considered a shareholder of the Company.
4. The application shall have the following contents and attachments:

I. Application for shareholder – natural person

- name and family name, residence, address, OIB (personal identification number)
- number of account opened with the Central Depository and Clearing Company Inc. and the total number of shares of the shareholder concerned

II. Application for shareholder – legal person

- company name of the legal person, seat and address, OIB (personal identification number)
- number of account opened with the Central Depository and Clearing Company Inc. and the total number of shares of the shareholder concerned
- an excerpt from the court register or from other register in which the legal person is entered or a copy of such document, a certified copy or other appropriate public document clearly showing that the application was signed by a person who is under law authorized to represent the legal person concerned shall be attached to the application

III. Application submitted by shareholder's proxy

a) Proxy of natural person:

- name and family name, residence and address, OIB (personal identification number) of the proxy
- name and family name/company name; residence and address/seat, OIB (personal identification number) of the shareholder(s) which the proxy is representing, number of account opened with the Central Depository and Clearing Company Inc. of each shareholder concerned and the total number of shares of the shareholder(s) concerned
- individual power of authority given by shareholder in written form shall be attached to the application on the recommended form

b) Proxy of legal person:

- company name, seat and address and proxy's company OIB (personal identification number)
- name and family name/company name; residence and address/seat, OIB (personal identification number) of the shareholder(s) which the proxy is representing, number of account opened with the Central Depository and Clearing Company Inc. of each shareholder concerned and the total number of shares of the shareholder(s) concerned
- individual power of authority given by shareholder in written form shall be attached to the application; if a shareholder is a legal person, the attachment shall contain an excerpt from the court register or other register in which the legal person is entered or a copy of such document, a certified copy or other public document clearly showing that the power of authority was signed by a person who is under law authorized to represent the legal person concerned.

5. As to minors and legally incapable or partially capable natural persons, the application shall be submitted by their statutory representative, who also represents them and who shall enclose with the application an original document or a copy or a certified copy thereof showing their status as a statutory representative.
6. Each share of the Company gives the right to one vote in the General Assembly. The shareholders in the General Assembly may be represented by proxies on the basis of a 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.
7. The power of authority for the application for participation and/or voting at the General Assembly shall include the name and family name or company name, residence or seat and address of the giver of authority, OIB (personal identification number) of the giver of authority, number of account with the Central Depository and Clearing Company Inc. of the shareholder, the total number of shares, name and family name or company name, residence or seat and address of the proxy, OIB (personal identification number) of the proxy, signature of the giver of authority or statutory representative or representative under law, if the giver of authority is a legal person. It is recommended to use forms for the application for participation in the

General Assembly and for the power of authority, which can be obtained at the seat of the Company and on the web site of the Company [www.atlanticgrupa.com](http://www.atlanticgrupa.com)

8. The application for participation in the General Assembly and the power of authority, as well as any other attachments, shall be in the Croatian language; if they are in a foreign language, they also have to be translated into Croatian by an authorized court interpreter.
9. The application for participation in the General Assembly shall be submitted directly to the Company at its seat in Zagreb, Miramarska 23 or sent to the Company by registered mail to the address: Atlantic Grupa d.d., Miramarska 23, 10000 Zagreb.
10. The application for participation in the General Assembly shall be considered timely submitted if it is, in accordance with these Instructions, submitted or sent by mail to the Company by 24:00 hours on 13<sup>th</sup> June 2013 at the latest. The shareholders who have failed to apply for participation in the General Assembly correctly and in accordance with these Instructions or who have failed to attach to the application the documents provided under these Instructions shall not be entitled to participate in the General Assembly.
11. The Company shall bear the costs of holding the General Assembly. Shareholders shall bear their own costs of arriving at and participating in the activities of the General Assembly.

**Questions, proposals, materials and notifications:**

11. The shareholders who intend to ask questions or submit proposals in the General Assembly regarding individual agenda items are hereby asked, for the purpose of an efficacious organization of the work of the General Assembly, to announce their intention in writing when submitting their application for participation in the General Assembly or during the registration of participants prior to the General Assembly at the latest and to indicate the agenda item which their question or proposal will refer to as well as the content thereof.
12. In case the shareholders who together own twentieth part of the share capital of the Joint Stock Company should request, after the General Assembly is convened, that additional subject should be included in the Agenda and disclosed, then any new agenda item should be accompanied by an explanation and respective decision proposal. The company has to receive requests to add items to the agenda at least 30 days prior to the Annual Assembly takes place. This period does not include the day the request is filed/received at the Company. In case the deadline is not observed the proposed additional items of the Agenda would be considered as not lawfully announced and no decision on them can be made at the General Assembly.
13. Counterproposals to the proposals submitted by the Management Board and/or Supervisory Board relating to the particular agenda item, made by shareholders with their names/family names, explanation and possibly, opinion by the Management Board shall be available to legal persons stated in Art. 281, section 1 to 3 of the Company Law as defined in the Article 281, in case a shareholders submit a counterproposal to the address of Company Headquarters (Atlantic Grupa d.d., Miramarska 23), a least 14 days prior to the General Assembly date. The date counterproposal is received at the Company is not counted in 14 day deadline. The counterproposals shall be available at the Company's Internet site: [www.atlanticgrupa.com](http://www.atlanticgrupa.com) In case the shareholder should not exercise this right, he should still be entitled to make counterproposal at the General Assembly. The same applies to shareholders proposals regarding the election of the Supervisory Board members or appointment of the Company auditor.
14. At the General Assembly, the Management Board is obliged to provide information about the Company operations to any shareholder at his/her request, in case this information is necessary to judge on agenda item.

15. The materials for the General Assembly, for which it is prescribed so by law, will be made available to the shareholders for inspection and for issuing of copies at the seat of the Company in Zagreb, every working day from the day on which the invitation to the General Assembly is published to the day of the General Assembly from 10:00 to 14:00 hours.

Zagreb, April 29<sup>th</sup>, 2013

Atlantic Grupa d.d.

Contact:

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Annex 1 - Application for Participation  
 GENERAL ASSEMBLY OF ATLANTIC GRUPA d.d., ZAGREB  
 Application for Participation

1. Name and family name, or company name of the shareholder  OIB (personal identification number) of the shareholder	
2. Residence or seat of the shareholder (street, number, place, state)	
3. Name and family name, or company name of the proxy  OIB (personal identification number) of the proxy	
4. Residence or seat of the proxy (street, number, place, state)	
5. Name and family name of the person who is under law authorized to sign this application for shareholder	
6. Number of shares of the shareholder represented /voted*	
7. Account number with the CDCC of the shareholder	

\*please mark if the total number of shares of the shareholder or shares on custody account is different then number with which it is voted on General Assembly, or for which proxy is issued. If the number of shares is expected to change please enter following notice "according to the number of shares registered on 13<sup>th</sup> June 2013".

I herewith apply for participation in the General Assembly of Atlantic Grupa d.d. Zagreb, Miramarska 23, convoked for 20<sup>th</sup> June 2013, starting at 12:00 hours at Atlantic Grupa Headquarters, in Zagreb, Miramarska 23.

Signature of the shareholder/proxy \_\_\_\_\_ Date: \_\_\_\_\_



Annex 2 – Power of authority form  
POWER OF AUTHORITY

<p>1. Name and family name, or company name of the shareholder /OIB (personal Identification number)</p> <p>Name and family name of the person who is under law authorized to sign this power of authority for shareholder</p>	
<p>2. Residence or seat of the shareholder (street, number, place, state)</p>	
<p>3. Total number of shares owned</p>	
<p>4. Number of shareholder's account with the CDCC</p>	

I herewith give authority to the below stated proxy to file, on my behalf and for my account, an application for participation in the General Assembly of the joint-stock company Atlantic Grupa d.d., Zagreb, Miramarska 23 to be held on 20<sup>th</sup> June 2013 in Zagreb, to represent me at this General Assembly, to participate, on my behalf and for my account, in the work of the General Assembly and to vote on all decisions to be passed in the General Assembly.

<p>1.</p>	<p>Name and family name, or company name of the proxy</p>	
<p>2,</p>	<p>Residence or seat of the proxy (street, number, place, state)</p>	
<p>3.</p>	<p>OIB (personal identification number) of the proxy</p>	
<p>4.</p>	<p>Number of shares entitled to vote</p>	
<p>5.</p>	<p>Voting instructions</p>	

Shareholder's signature: \_\_\_\_\_

Date: \_\_\_\_\_