



GENERAL ASSEMBLY

No.: GS-2-3-2010.
Koprivnica, 31 August 2010

Pursuant to Article 275 of the Companies Law (Official Gazette No.111-1993-1993, 34-1999, 121-1999, 52-2000, 118-2003, 107-2007, 146-2008 and 137-2009), The General Assembly of PODRAVKA d.d. held on 31 August 2010 reached the following

RESOLUTION
on covering losses for the business year 2009

I

Business loss of PODRAVKA d.d. shown in the financial reports for PODRAVKA d.d. for the business year 2009 is HRK 332,598,585,71.

The realized loss is transferred to the following period.

II

This Resolution comes into force as of the date it is reached.

General Assembly
President

Hrvoje Matić,
signed



GENERAL ASSEMBLY

No.: GS-2-4-2010.
Koprivnica, 31 August 2010

Pursuant to Article 275 of the Companies Law (Official Gazette No.111-1993-1993, 34-1999, 121-1999, 52-2000, 118-2003, 107-2007, 146-2008 and 137-2009), The General Assembly of PODRAVKA d.d. held on 31 August 2010 reached the following

**RESOLUTION
on discharging
PODRAVKA d.d. Management Board members**

I

It is hereby determined that in the business year 2009 PODRAVKA d.d. Management Board members were:
Zdravko Šestak – Management Board president, Josip Pavlović and Saša Romac – Management Board members from 1 January – 18 November 2009,
Miroslav Vitković – Management Board deputy president from 1 January – 16 December 2009 and Management Board president from 16 December – 31 December 2009,
Marin Pucar – Management Board member from 1 January – 31 December 2009,
Krunoslav Bešvir and Lidija Kljajić – Management Board members in the period from 23 October – 31 December 2009 and
Vuljak Branko – PODRAVKA d.d. Supervisory Board member acting as Management Board deputy member from 23 October – 18 November 2009 and Management Board deputy member from 18 November – 31 December 2009.

II

Pursuant to item I of this Resolution it is hereby determined as follows:

1. Discharge is not given to Zdravko Šestak by which his duties over managing business operations of PODRAVKA d.d. in 2009 have not been approved.
2. Discharge is not given to Josip Pavlović by which his duties over managing business operations of PODRAVKA d.d. in 2009 have not been approved.



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3. Discharge is not given to Saša Romac by which his duties over managing business operations of PODRAVKA d.d. in 2009 have not been approved.

4. Discharge is given to Miroslav Vitković by which his duties over managing business operations of PODRAVKA d.d. in 2009 have been approved.

5. Discharge is given to Marin Pucar by which his duties over managing business operations of PODRAVKA d.d. in 2009 have been approved.

6. Discharge is given to Krunoslav Bešvir by which his duties over managing business operations of PODRAVKA d.d. in 2009 have been approved.

7. Discharge is given to Lidija Kljajić by which her duties over managing business operations of PODRAVKA d.d. in 2009 have been approved.

8. Discharge is given to Branko Vuljak by which his duties over managing business operations of PODRAVKA d.d. in 2009 have been approved.

III

This Resolution comes into force as of the date it is reached.

General Assembly
President

Hrvoje Matić,
signed



GENERAL ASSEMBLY

No.: GS-2-5-2010.
Koprivnica, 31 August 2010

Pursuant to Article 275 of the Companies Law (Official Gazette No.111-1993-1993, 34-1999, 121-1999, 52-2000, 118-2003, 107-2007, 146-2008 and 137-2009), The General Assembly of PODRAVKA d.d. held on 31 August 2010 reached the following

**RESOLUTION
on discharging
PODRAVKA d.d. Supervisory Board members**

I

It is hereby determined that in the business year 2009 PODRAVKA d.d. Supervisory Board members were:
Darko Marinac – Supervisory Board president from 1 January – 14 September 2009,
Ljubo Jurčić – Supervisory Board member from 4 – 18 November 2009 and Supervisory Board president from 18 November – 31 December 2009,
Ksenija Horvat – Supervisory Board deputy president from 1 January – 31 December 2009,
Karmen Antolić, Nikola Gregur, Dražen Sačer and Dubravko Štimac – Supervisory Board members from 1 January – 31 December 2009,
Boris Hmelina, Franjo Maletić and Branko Vuljak – Supervisory Board members from 1 January – 23 October 2009,
Miljenko Javorović – Supervisory Board member from 23 October – 31 December 2009,
Damir Kovačić – Supervisory Board member from 1 January – 19 November 2009, and
Darko Tipurić – Supervisory Board member from 22nd July – 31 December 2009,

II

Pursuant to item I of this Resolution it is hereby determined as follows:

1. Discharge is not given to Darko Marinac by which his duties and supervision over managing business operations of PODRAVKA d.d. in 2009 have not been approved.



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2. Discharge is given to Ljubo Jurčić by which his duties and supervision over managing business operations of PODRAVKA d.d. in 2009 have been approved.
3. Discharge is given to Ksenija Horvat by which her duties and supervision over managing business operations of PODRAVKA d.d. in 2009 have been approved.
4. Discharge is given to Karmen Antolić by which her duties and supervision over managing business operations of PODRAVKA d.d. in 2009 have been approved.
5. Discharge is given to Nikola Gregur by which his duties and supervision over managing business operations of PODRAVKA d.d. in 2009 have been approved.
6. Discharge is given to Dražen Sačer by which his duties and supervision over managing business operations of PODRAVKA d.d. in 2009 have been approved.
7. Discharge is given to Dubravko Štimac by which his duties and supervision over managing business operations of PODRAVKA d.d. in 2009 have been approved.
8. Discharge is given to Boris Hmelina by which his duties and supervision over managing business operations of PODRAVKA d.d. in 2009 have been approved.
9. Discharge is given to Franjo Maletić by which his duties and supervision over managing business operations of PODRAVKA d.d. in 2009 have been approved.
10. Discharge is given to Branko Vuljak by which his duties and supervision over managing business operations of PODRAVKA d.d. in 2009 have been approved.
11. Discharge is given to Miljenko Javorović by which his duties and supervision over managing business operations of PODRAVKA d.d. in 2009 have been approved.
12. Discharge is given to Damir Kovačić by which his duties and supervision over managing business operations of PODRAVKA d.d. in 2009 have been approved.



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13. Discharge is given to Darko Tipurić by which his duties and supervision over managing business operations of PODRAVKA d.d. in 2009 have been approved.

III

This Resolution comes into force as of the date it is reached.

General Assembly
President

Hrvoje Matić,
signed



GENERAL ASSEMBLY

No.: GS-2-6-2010.
Koprivnica, 31 August 2010

Pursuant to Article 275 AND 301 of the Companies Law (Official Gazette No.111-1993, 34-1999, 52-2000, 118-2003, 107-2007, 146-2008 and 137-2009), The General Assembly of PODRAVKA d.d. held on 31 August 2010 reached the following

RESOLUTION
on amendments of PODRAVKA d.d. KOPRIVNICA Articles of Association;

- I Articles of Association of PODRAVKA d.d. Koprivnica are changed and amended as follows.
- II In Article 2 item 1 word "redefines" is replaced with " defines".

Article 12. item 1 is changed to:

„Information and press releases of the Company are published on Company web site. Invitation for the General Assembly, together with draft resolutions are published on Company web site and the Official Gazette of the Republic of Croatia“.

Article 15 changes the title to:

"Central Depository & Clearing Company"

In Article 15 item 1 the name „Central Depository Agency“ is changed to „Central Depository & Clearing Company (hereinafter: CDCC)".

Hereinafter the name „Central Depository Agency“, „Agency“ and „CDA“ are changed to „CDCC“.

In Article 19 item 1 added is:

„...for a five-year term at the most, with the possibility of reelection“.

In Article 25 item 1 the number and words „11 (eleven)“ is changed to „9 (nine)“.

In Article 26 item 1 the number and words „8 (eight)“ is changed to „6 (six)“.



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In Article 29 item 3. the words „seven days“ is replaced by „six days“ and another sentence is added:

„The deadline does not include the day the registration is delivered to the Company“.

- III** All other provisions of the Articles of Association remain unchanged.
- IV** This resolution on amendments to the Articles of Association are coming into force and are applied as of the day they are entered in the Commercial court register in Bjelovar.
- 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.

General Assembly
President

Hrvoje Matić,
signed



GENERAL ASSEMBLY

No.: GS-2-7-2010.
Koprivnica, 31 August 2010

Pursuant to Article 275 of the Companies Law (Official Gazette No.111-1993, 34-1999, 52-2000, 118-2003, 107-2007, 146-2008 and 137-2009), The General Assembly of PODRAVKA d.d. held on 31 August 2010 reached the following

RESOLUTION
on recall of PODRAVKA d.d. Supervisory Board members

- I. The following members of the Supervisory Board of PODRAVKA d.d. are recalled:
 1. DARKO TIPURIĆ, from Zagreb, Kraljevićeva 6, prof.dr sc., (date of birth 8 March 1966, identity card number: 15071990) and
 2. BRANKO VULJAK, from Đelekovec, Mihovila Pavleka Miškine 94, B.Sc.EE (born on 28 August 1955, personal identification card no: 15614280).

- II. The term for the recalled members of the Supervisory Board from item I of this Resolution ends on the day the amendments to PODRAVKA d.d. KOPRIVNICA Articles of Association are registered at the Commercial Court in Bjelovar.

General Assembly
President

Hrvoje Matić,
signed



GENERAL ASSEMBLY

No.: GS-2-8-2010.
Koprivnica, 31 August 2010

Pursuant to Article 275 of the Companies Law (Official Gazette No.111-1993, 34-1999, 52-2000, 118-2003, 107-2007, 146-2008 and 137-2009), The General Assembly of PODRAVKA d.d. held on 31 August 2010 reached the following

RESOLUTION
on electing PODRAVKA d.d. Supervisory Board members

III. For PODRAVKA d.d. Supervisory Board member for the period of 4 (four) years elected are:

3. DUBRAVKO ŠTIMAC, from Zagreb, Veslačka 2, B.Sc.Econ. (date of birth 16 January 1966, OIB: 40402971482),
4. DINKO NOVOSELEC, from Zagreb, Josipa Pupačića 2, B.Sc.Math. (date of birth 25 June 1968, OIB: 35751455327),
5. PETAR VLAIĆ, from Zagreb, Ljubijaska 85, B.Sc.EE (date of birth 19 July 1967, OIB: 95645311308),
6. PETAR MILADIN, from Zagreb, Zelengaj 77, PhD, (date of birth 4 June 1973, OIB: 88899511525).

IV. The term for the elected members of the Supervisory Board from item I of this Resolution starts on the day the amendments to PODRAVKA d.d. KOPRIVNICA Articles of Association are registered at the Commercial Court in Bjelovar.

General Assembly
President



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Hrvoje Matić,
signed



GENERAL ASSEMBLY

No.: GS-2-9-2010.
Koprivnica, 31 August 2010

Pursuant to Article 275 of the Companies Law (Official Gazette No.111-1993, 34-1999, 52-2000, 118-2003, 107-2007, 146-2008 and 137-2009), The General Assembly of PODRAVKA d.d. held on 31 August 2010 reached the following

RESOLUTION
on appointing the auditor for PODRAVKA d.d.
for the business year 2010
and determination of remuneration for its work

- 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 2010 shall be audited by the authorised auditor:

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

- 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.

General Assembly
President

Hrvoje Matić,
signed