



PODRAVKA food processing industry Inc, headquartered in Koprivnica, A. Starčevića 32, registered with the Commercial Court in Varaždin, MBS: 010006549, OIB: 18928523252 (hereinafter: "Podravka" or "Bidder") represented by Mr. Zvonimir Mršić, Management Board President, pursuant to provisions of Article 9, Act on the Takeover of Joint Stock Companies (Official Gazette no. 109/07, 36/09, 108/12, 90/13 – Resolution USRH no: U-I-4469/2008 and other, 99/13 – Resolution USRH no: U-I-2470/2010 and other, 148/13) hereby publishes the following

### **Notice on issuing a bid for MIRNA d.d. joint stock company takeover**

Pursuant to the provisions of Article 9, Act on the Takeover of Joint Stock Companies (Official Gazette no. 109/07, 36/09, 108/12, 90/13 – Resolution USRH no: U-I-4469/2008 and other, 99/13 – Resolution USRH no: U-I-2470/2010 and other, 148/13, hereinafter: "Act"), Podravka informs you that on 26th August 2014 on public auctions held via trading systems of the Zagreb Stock Exchange it acquired 198,209 regular shares of the issuer 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: "Target Company"), with the label MRNA-R-A, of individual nominal value of HRK 100.00 (in print: a hundred kunas), providing in total 198,209 votes at the General Assembly of the Target Company, which represents 53.85% of total votes at the General Assembly of the Target Company, i.e. 53.85% of the base capital of the Target Company. The shares in question have been transferred to Podravka's account, held at the Central Depository & Clearing Company. Total base capital of the Target Company is HRK 36,804,000.00 and it is divided to 368,040 regular shares that are appointed to one name, and a nominal value of one share is HRK 100.00, while the security label is MRNA-R-A.

Acquiring the shares of the Target Company, which provide the right to more than 25% of all the shares of the Target Company which give the right to vote, pursuant to Article 9, paragraph 1 of the Act, this has created for Podravka a need to issue a takeover bid. Pursuant to Article 9, paragraph 3 of the Act, Podravka hereby informs the Croatian Financial Services Supervisory Agency, the Zagreb Stock Exchange and the Target Company of this obligation to issue a bid to take over the shares of the Target Company. The Bidder is not working with any legal or natural person.

Pursuant to the Act, within the proscribed time frame Podravka will file a request to the Croatian Financial Services Supervisory Agency to approve the bid for taking over the Target Company and it will also publish the bid for shares takeover.

Information on principal businesses and basic data on business operations and financial position of the bidder have been described as follows.

Podravka is in the business of production and sale of food products with registered brands and is one of the leading food companies in the region.

The bidder emphasizes that the audited consolidated and nonconsolidated financial reports for the year 2013 have been published at official web-sites of the Zagreb Stock Exchange ([www.zse.hr](http://www.zse.hr)), together with the audited consolidated and nonconsolidated financial reports for the year 2012. Shown below are the data from audited consolidated financial reports for years 2012 and 2013.



<b>Profit and loss account</b>		
(all amounts are stated in HRK000)	<b>2012</b>	<b>2013</b>
Operating revenue	3,700,062.2	3,693,549.7
1. Sales revenue	3,626,666.3	3,626,011.4
2. Other operating revenues	73,395.9	67,538.3
Operating expenses	3,602,375.0	3,558,262.0
1. Changes in value of work in progress and finished products	51,503.6	12,135.7
2. Material costs	2,305,898.7	2,293,685.4
3. Staff costs	720,698.3	666,284.0
4. Depreciation	153,690.0	148,302.6
5. Other costs	249,529.8	263,616.3
6. Impairment	51,107.3	66,752.3
7. Provisions	15,573.3	2,690.7
8. Other operating costs	54,374.1	104,795.1
Financial income	38,065.4	44,187.0
Financial expenses	105,638.9	109,651.8
Profit or loss for the period	-15,456.0	68,376.9
<b>Appendix to Profit and loss account</b>		
Profit or loss for the period		
1. Attributed to equity holders of parent company	-14,101.9	66,600.8
2. Attributed to minority interest	-1,354.2	1,776.2
<b>Statement of other comprehensive income</b>		
Profit or loss for the period	-15,456.0	68,376.9
Other comprehensive income/loss before tax	13,639.2	-6,138.0
Comprehensive income or loss for the period	-1,816.9	62,239.0
<b>Appendix to Statement of other comprehensive income</b>		
Comprehensive income or loss for the period		
1. Attributed to equity holders of parent company	-491.9	60,226.0
2. Attributed to minority interest	-1,325.0	2,013.0



<b>Balance sheet</b>		
(all amounts are stated in HRK000)	<b>2012</b>	<b>2013</b>
Long-term assets	1,721,144.0	1,517,762.2
Intangible assets	279,641.8	244,319.1
Tangible assets	1,400,738.8	1,218,263.6
Long-term financial assets	5,343.4	5,606.4
Deferred tax assets	35,420.0	49,573.0
Short-term assets	1,881,578.7	1,923,619.9
Inventories	695,533.1	727,970.0
Receivables	1,062,608.4	1,009,434.9
Short-term financial assets	5,229.6	6,753.9
Cash at bank and in cashier	118,207.5	179,461.0
Prepaid expenses and accrued revenue	14,949.6	16,774.4
Total assets	3,617,672.3	3,458,156.5
Off-balance records	858,816.7	940,027.3
Capital and reserves	1,627,791.4	1,691,388.1
Provisions	46,777.8	49,280.0
Long-term liabilities	733,553.1	578,448.4
Short-term liabilities	1,106,272.0	1,041,986.1
Deferred settlements of charges and income deferred to future	103,278.0	97,054.0
Total capital and reserves	3,617,672.3	3,458,156.5
Off-balance records	858,816.7	940,027.3
<b>Appendix to the Balance sheet</b>		
<b>Capital and reserves</b>		
1. Attributed to equity holders of parent company	1,595,764.5	1,657,348.3
2. Attributed to minority interest	32,026.9	34,039.8

<b>Statement of cash flows</b>		
(all amounts are stated in HRK000)	<b>2012</b>	<b>2013</b>
<b>Cash flow from operating activities</b>		
Net increase in cash flow from operating activities	248,333.0	291,812.4
<b>Cash flow from investing activities</b>		
Net decrease in cash flow from investing activities	84,302.0	95,555.1
<b>Cash flow from financial activities</b>		
Net decrease in cash flow from financial activities	191,783.3	135,004.2
Cash and cash equivalents at the beginning of the period	145,959.8	118,207.5
Increase of cash and cash equivalents	-	61,253.5
Decrease of cash and cash equivalents	27,752.3	-
Cash and cash equivalents at the end of the period	118,207.5	179,461.0

Podravka Inc., Koprivnica, Ante Starčevića 32, The Commercial Court Varaždin, MBS: 010006549, PIN: 18928523252,  
Privredna banka Zagreb d.d., Zagreb, Račkoga 6, IBAN: HR94 2340 0091 1000 9852 6, foundation capital: 1.084.000.600,00 HRK,  
paid in full, total number of shares issued: 5.420.003, nominal share value: 200,00 HRK, President of the Supervisory Board: D. Štimac,  
President of the Management Board: Z. Mršić, members of the Management Board: J. Ivanković, O. Jakupec, M. Klepač, H. Kolarić



<b>Statement of changes in shareholder's equity</b> (all amounts are stated in HRK000)	<b>As at 1.1.2012</b>	<b>As at 31.12.2012</b>	<b>As at 1.1.2013</b>	<b>As at 31.12.2013</b>
Share capital	1,582,966	1,584,862	1,584,862	1,062,329
Reserve for treasury shares	21,762	21,762	21,762	21,762
Legal reserves	18,325	18,325	18,325	11,474
Reinvested profit reserve	-	50,000	50,000	136,075
Statutory reserves	30,707	35,244	35,244	39,294
Other reserves	34,561	48,172	48,172	40,715
Retained earnings/(Accumulated losses)	(93,961)	(162,600)	(162,600)	345,701
<b>Total</b>	<b>1,594,360</b>	<b>1,595,765</b>	<b>1,595,765</b>	<b>1,657,350</b>
Non-controlling interests	34,787	32,027	32,027	34,040
<b>Total</b>	<b>1,629,147</b>	<b>1,627,792</b>	<b>1,627,792</b>	<b>1,691,390</b>

This notice will be delivered to the Zagreb Stock Exchange and the Croatian Financial Services Supervisory Agency, and it will also be published in the next issue of the Official Gazette.

Pursuant to Article 11, paragraph 2 of the Law, after this notice is published via Zagreb Stock Exchange, the Target Company is obligatory, without any delay, to notify the representatives of workers, or if they are absent, the workers themselves, on the contents of this notice.

Koprivnica, 28 August 2014

**PODRAVKA Food Processing Industry Inc.**