

Regular annual General Assembly was held in Zagreb on 30.06.2015 beginning at 12:00 at the headquarters of Medika d.d in Zagreb, Capraška 1, in a conference room at the first floor, the following decisions were passed:

Ad 3)

I. From the total profit of the Company in amount of HRK 61,468,475.17,

part of the profit for 2014 in amount of HRK 61,293,820.00 will be distributed in the retained earnings with the purpose of reinvesting, that is for the adequate increase of share capital from the profit for 2014,

remaining part of the Company's profit for 2014 in net amount of HRK 174,655.17 will be distributed in retained earnings.

II. Dividend will be paid out to the shareholders in the amount of HRK 2,650.00 per share.

Dividend will be paid out from the retained earnings of the Company realised in the period until 31.12.2000. in the amount of HRK 77,271,350.00.

All shareholders who had the status of the shareholder on the day of the passing the decision on dividend pay-out have the right on the dividend, except for 1,035 treasury shares.

Management Board is responsible for determining the exact date of the dividend pay-out, taking into consideration that the pay-out has to be executed not later than 30 days from the date of the passing the decision.

Ad 4) Amount of HRK 2,038,095.00 from the reserves for treasury shares is redistributed to legal reserves.

Ad 5) The note of release is given to the Management Board – Director by which the work in 2014 is approved.

Ad 6) The note of release is given to the Supervisory Board by which the work in 2014 is approved.

Ad 7) In accordance with the article 163 paragraph 4 and article 328 of the Companies Act (National Gazette 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 152/11, 111/12, 68/13) (hereinafter: "the Act") General Assembly of the company Medika d.d. (hereinafter: "the Company") on 30.06.2015 has passed

DECISSION

On increase of the share capital from the funds of the Company

Article 1

It is determined that the share capital of Medika d.d. registered at the Trade Court Register amounts to HRK 134,967,180.00 and is divided in 30,194 ordinary shares on name, each of nominal value of HRK 4,470.00 per share. Share capital is fully paid in.

It is determined that approved financial statements of the Company for the business year 2014 (statement of financial position, statement of comprehensive income, statement of changes in equity, statement of cash flow and notes to financial statements), that were prepared in March 2015 and approved by the auditor Deloitte d.o.o. from Zagreb as at 04.03.2015 and who gave positive opinion, i.e. financial statements give a true and fair view of the financial position of the

Company as at 31 December 2014, and of its financial performance and its cash flows for the year then ended, show that the Company in 2014 realized gross profit in amount of HRK 63,171,981.60 and net profit in amount of HRK 61,468,475.17.

Article 2

Share capital of the Company is increased from the profit for 2014, which is by the decision of General Assembly distributed into retained earnings and with the purpose of increase of share capital, from the amount of HRK 134,967,180.00 to amount of HRK 196,261,000.00.

Increase of share capital will be carried out by transferring retained earnings of the Company in amount of HRK 61,293,820.00 into share capital, and retained earnings is presented in approved financial statements of the Company for the business year 2014.

Increase of share capital will be carried out for all 30,194 shares by increasing the nominal value of HRK 4,470.00 for HRK 2,030.00 to amount HRK 6,500.00.

This decision is based on discussed and approved audited financial statements for 2014.

Article 3

By increasing of share capital, the relations regarding the ownership rights are not changed, that is the shareholders are entitled to the shares of increased nominal value in proportion to their participation in share capital before the increase, in accordance with the article 333 of the Companies Act.

Article 4

Management Board of Medika is responsible to undertake all actions relating to the registration of this Decision in the Trade Court register in Zagreb and in the depositary of Central Depositary and Clearing Company.

Article 5

This decision is effective by the date of the inscription in the Trade Court register.

General Assembly of Medika d.d.

Ad 8) In accordance with the article 301 of the Companies Act (National Gazette 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 152/11, 111/12, 68/13) (hereinafter: "the Act"), General Assembly as at 30.06.2015 passes the following **DECISION on change of the Articles of Association of Medika d.d.** (*Note: the Articles of Association are not translated in English*)

Medika d.d.

Ad 9)

I. Due to the end of mandate of members of the Supervisory Board, members of the Supervisory Board of the Company are elected for the period ending with the end of General Assembly at which it is decided on giving note of release for the third (3) business year after the election to the Supervisory Board, excluding the business year of election:

1. Nikica Gabrić, prof. Ph.D. ophthalmologist, Zagreb, Dragutina Albrechta 24, OIB: 13858506961
2. Damjan Možina, mag.oec., Slovenia, Radovljica, Bevkova ul. 25, OIB: 80008184041
3. Mihael Furjan, mag.oec., Zagreb, Trnjanska cesta 37/2, OIB: 09882562057
4. Mate Perković, mag.oec., Zagreb, Goljak 30, OIB: 27606710781
5. Oleg Uskoković, lawyer, Varaždin, Krešimira Filića 39 B, OIB: 15635215817
6. Ružica Vađić, mag.oec., Zagreb, Gorjanska 23, OIB: 95403032910.

II. Members of the Supervisory Board will elect among themselves president and the vice-president of the Supervisory Board.

Ad 10) Deloitte d.o.o., Radnička cesta 80, Zagreb is appointed as the auditor of the Company for year 2015.