

Note: translation in English contains only agenda and proposals of decisions, while full text is published in Croatian

On 28 March 2013 Management Board of Medika d.d. has passed the decision on the convocation of the General Assembly which will be held in the headquarters of the Company on Thursday 16 May 2013 beginning at 12:00.

1. Determination of presence of shareholders at the General Assembly;
2. Passing decision on election of Chairman and Vice Chairman of General Assembly
3. Discussion on financial statements for 2012 as prepared by the Management Board and approved by the Supervisory Board, discussion on Auditor's report, Annual Report of Management Board on the status of the Company and Report of the Supervisory Board;
4. Passing decision on distribution of profit for 2012.
5. Passing decision on issuing the note of release to the member of the Management Board
6. Passing decision on issuing the note of release to the members of the Supervisory Board
7. Decision on increase of share capital of the Company
8. Passing decision on change of the Articles of Association of Medika d.d.
9. Passing Decision on the remuneration for members of the Supervisory Board
10. Passing decision on withdrawing shares from listing on regulated market
11. Decision on the appointment of auditor of the Company for the year 2013
12. Election of Supervisory Board member

Proposed decisions of the General Assembly:

Ad 2) Supervisory Board proposes to the General Assembly to adopt the following decision:
Due to the expiration of mandate of Chairman and Vice Chairman of the General Assembly, based on the Article 16 of the Articles of Association of the Company on four years from the date of the election
for Chairman of the General Assembly is elected Snježana Škreb from Zagreb, B. Filipovića 14
and
for Vice Chairman of the General Assembly is elected Dijana Radmilović form Zagreb, Graščica 2P.

Ad 4) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:
From the total profit of the Company in amount of HRK 34,429,404.72,
Part of the profit for 2012 in amount of HRK 33,817,280.00 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 2012,
Remaining of the Company's profit for 2012 in net amount of HRK 612,124.72 will be distributed in retained earnings.

Ad 5) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:
The note of release is given to the Management Board by which the work in 2012 is approved.

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

The note of release is given to the Supervisory Board by which the work in 2012 is approved.

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

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, 144/12) (hereinafter: "the Act") General Assembly of the company Medika d.d. (hereinafter: "the Company") on 16 May 2012 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 60,338,000.00 and is divided in 30,194 ordinary shares on name, each of nominal value of HRK 2,000.00 per share. Share capital is fully paid in.

It is determined that approved financial statements of the Company for the business year 2012 (statement of financial position, statement of comprehensive income, statement of cash flow and notes to financial statements), that were prepared in March 2013 and approved by the auditor KMPG Croatia d.o.o. from Zagreb as at 08 March 2013 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 2012, and of its financial performance and its cash flows for the year then ended, show that the Company in 2012 realized gross profit in amount of HRK 36,469,631.32 and net profit in amount of HRK 34,429,404.72.

Article 2

Share capital of the Company is increased from the profit for 2012, 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 60,388,000.00 to amount of HRK 94,205,280.00.

Increase of share capital will be carried out by transferring retained earnings of the Company in amount of HRK 33,817,280.00 into share capital, and retained earnings is presented in approved financial statements of the Company for the business year 2012.

Increase of share capital will be carried out for all 30,194 shares by increasing the nominal value of HRK 2,000.00 for HRK 1,120.00 to amount HRK 3,120.00.

This decision is based on discussed and approved audited financial statements for 2012.

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 depository of Central Depository 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) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

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, 144/12) (hereinafter: "the Act"), General Assembly as at 16.05.2013 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) Supervisory Board proposes to the General Assembly to adopt the following decision:
Remuneration for members of the Supervisory Board is determined as follows:
Remuneration for President of the Supervisory Board of the Company is HRK 4,000.00 monthly, remuneration for vice-president of Supervisory Board of the Company is HRK 3,500.00 monthly and remuneration for the members of the Supervisory Board is HRK 3,000.00 monthly. The Company will calculate and make payment for all mandatory contributions on the stated amount. Decision on remuneration for the members of the Supervisory Board is applicable from the registration of the changes of the Articles of Association in the Trade Court register in Zagreb, and is valid until it is recalled.

Ad 10) The Management Board and Supervisory Board propose to the General Assembly to adopt the following decision:
Decision on withdrawing shares from listing on regulated market.

1. Medika d.d. Zagreb, Capraška 1, enrolled in the Trade Court register in Zagreb under MBS 080027531 withdraws shares from the listing on regulated market – Zagreb Stock Exchange, ticker MDKA-R-A, nominal value HRK 2,000.00 each, that are kept in the depository of Central depository and clearing company Zagreb.

2. The Company irrevocably declares that it is obliged to repurchase shares from all shareholders who vote against this Decision at fair compensation.

3. As fair compensation is considered average price of share achieved at Zagreb Stock Exchange calculated as weighted average of all prices achieved at Zagreb Stock Exchange in the last three months prior to publishing the Invitation to the General Assembly in the National Gazette.

4. This decision is registered in the Trade Court register in Zagreb and is effective from the date of registration, if it is passed with needed majority of shareholders' votes.

Ad 11) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:
KPMG Croatia d.o.o. is appointed as the auditor of the Company for year 2013.

Ad 12) The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:
Tihomir Orešković from Zagreb, Ivana Oršanića 14, OIB: 46741646300 is elected as a member of Supervisory Board of Medika d.d. effective from the date of passing this decision, with the mandate valid until the end of mandate of the other members of Supervisory Board elected on the General Assembly dated 30.06.2011.

Materials that are used as basis for discussion for the point 3 and 4 of the Agenda are available to the shareholders for review in the headquarters of Medika d.d., Zagreb, Capraška 1, from the date of the publishing of this invitation to the date of General Assembly, every working day from

10:00 to 13:00, at secretary in the Management Board Office and on the web site of the Company www.medika.hr.

All shareholders have the right to attend and the right to use voting rights if they fulfil the following conditions:

1. Is registered as a shareholder of the Company with the Central Depository & Clearing Company Inc. six days prior to the date of the General Assembly
2. Have in written form delivered to the Company his/her intention to attend the General Assembly at least six days prior to the date of General Assembly

Applications have to be delivered to the Company at the address stated in the Invitation, or to be given to Ms. Pešut, not later than 09 May 2013.

Shareholders can be represented by shareholder's proxy based on the 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. Forms are available on the web site of the Company www.medika.hr, and will be delivered to the shareholders via mail.

Shareholders can execute their rights from the article 278, paragraph 2 of the Companies Act, under the condition that the request is received by the Company not later than 15 April 2013, that is 30 days prior to the date of the General Assembly, not taking into concern the day the request is received by the Company.

Shareholders can execute their rights from the article 278, paragraph 1 of the Companies Act, under the condition that the proposition is received by the Company not later than 01 May 2013, that is 14 days prior to the date of the General Assembly, not taking into concern the day the request is received by the Company.

Further explanation regarding execution of rights from article 278, paragraph 2, article 282, paragraph 1, article 283 and article 287 paragraph 1 are available at web site of the Company www.medika.hr.

All announcements from article 280 a of Companies Act are available on web site of the Company www.medika.hr.

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