

Regular annual General Assembly was held in Zagreb on 18.5.2017 beginning at 12:00 at the headquarters of Medika d.d. in Zagreb, Capraška 1, in a conference room at the first floor, with the following agenda:

1. Determination of presence of shareholders at the General Assembly;
2. Passing decision on the appointment of President and Vice President of the General Assembly
3. Discussion on financial statements for 2016 as prepared by the Management Board and approved by the Supervisory Board, discussion on Auditor's report, Report of Management Board on the status of the Company and Report of the Supervisory Board;
4. Passing decision on distribution of profit
5. Passing decision on increase of legal reserves
6. Passing decision on issuing the note of release to the member of the Management Board
7. Passing decision on issuing the note of release to the members of the Supervisory Board
8. Decision on increase of share capital of the Company
9. Passing decision on change of the Articles of Association of Medika d.d. and determining revised text of Articles of Association
10. Decision on the appointment of auditor of the Company for the year 2017

#### **Passed decisions:**

Due to expiration of mandate of the President and Vice President of General Assembly, in accordance with the article 16 of the Articles of Association of the Company, for a period term of 4 years from the date of appointment, the following decisions were passed:

Appointment of Snježana Škreb from Zagreb, B. Filipovića 14 as President of General Assembly and appointment of Miroslava Goričnik-Gojsalić from Zagreb, Cenkovečka 4 as Vice President of General Assembly.

**Ad 4)** From the total profit of the Company in amount of HRK 50,704,044.85, part of the profit for the year 2016 in amount of HRK 4,529,100.00 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 the year 2016, and remaining of the Company's profit for the year 2016 in net amount of HRK 46,174,944.85 will be distributed in retained earnings.

**Ad 5)** Amount of HRK 82,776.80 from the reserves for treasury shares is redistributed to legal reserves.

**Ad 6)** The note of release is given to the Management Board – Director by which the work in 2016 is approved.

**Ad 7)** The note of release is given to the Supervisory Board by which the work in 2016 is approved.

**Ad 8)** 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, 110/15) (hereinafter: “the Act”) the General Assembly of the company Medika d.d. (hereinafter: “the Company”) on 18.05.2017 has passed the following:

## **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 204,715,320.00 and is divided in 30,194 ordinary shares on name, each of nominal value of HRK 6,780.00 per share. Share capital is fully paid in.

It is determined that approved financial statements of the Company for the business year 2016 (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 2017 and approved by the auditor Deloitte d.o.o. from Zagreb as at 13.03.2017 and who gave positive opinion, i.e. financial statements give a true and fair view of the financial position of the Company as at 31.12.2016, and of its financial performance and its cash flows for the year then ended, show that the Company in 2016 realized gross profit in amount of HRK 62,969,869.80 and net profit in amount of HRK 50,704,044.85.

#### **Article 2**

Share capital of the Company is increased from the amount of HRK 204,715,320.00 to amount of HRK 209,244,420.00

Increase of share capital will be carried out by transferring retained earnings of the Company in amount of HRK 4,529,100.00 into share capital. Retained earnings are reported in approved annual financial statements of the Company for the year 2016.

Increase of share capital will be carried out for all 30,194 shares by increasing the nominal value of HRK 6,780.00 for HRK 150.00 to amount HRK 6,930.00.

This decision is based on discussed and approved audited financial statements for 2016.

#### **Article 3**

By increasing of share capital, the proportions 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 9)** 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, 110/15) (hereinafter: "the Act"), General Assembly as at 18.05.2017 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 10)** Deloitte d.o.o., Radnička cesta 80, Zagreb is appointed as the auditor of the Company for the year 2017.

**Medika d.d.**