

Pursuant to Article 277 of the Companies Act and Article 24 of the Articles of Association of LEDO, joint stock company for the production and trade of ice cream and frozen foods, Zagreb, Marijana Čavića 1a (hereinafter: the Company), the Management Board of the Company has passed a

## D E C I S I O N

### on the convocation of the an extraordinary General Assembly of LEDO d.d., Zagreb

- I The extraordinary General Assembly of the shareholders of the Company will be held on Thursday, 18 June 2015 at Zvijezda d.d. in Zagreb, Marijana Čavića 1, commencing at 13.00 hours.**
- II The session of the extraordinary General Assembly is determined and published with the following**

### A g e n d a

- 1. Opening of the extraordinary General Assembly and determining the number of attending shareholders and proxies;
- 2. Decision on amendments to the Articles of Association of the Company
- III** The right to participate in the General Assembly and exercise voting rights (1 share = 1 vote) holds every shareholder of the Company, who confirms participation in written form to the Company no later than six days before the General Assembly, or at the latest by Thursday, 11. June 2015. Company shareholder is any shareholder who is registered with the Central Depository and Clearing Company d.d. (hereinafter: the CDCC) on the last day of registration for participation in the General Assembly, i.e. 11 June 2015.
- IV** Shareholders participate in the General Assembly either personally or through their proxy on the basis of a written power of attorney duly notarized. Shareholders employees of the Company can verify the power of attorney with the Management Board.
- V** The application shall have the following contents and attachments:
  - a) Shareholders – natural persons:**
    - name and family name, residence, personal identification number (OIB), number of account opened with the CDCC and the total number of shares of the shareholder concerned
  - b) Shareholders– legal persons:**
    - Company name, residence, personal identification number (OIB), number of account opened with the CDCC and the total number of shares of the shareholder concerned;
    - Copy of an excerpt from the court register or from other register of persons authorized to represent a legal person;
    - Power of attorney for representation of the legal person if the legal person is not represented by a person authorized for representation in accordance with the legal provisions
  - c) Proxies of shareholders - natural persons:**
    - Name and family name, residence, address of the proxy;
    - List of shareholders the proxy is representing; for each shareholder – number of their account opened with the CDCC and the total number of shares of all represented shareholders;
    - All individual powers of attorney on the recommended form shall be attached to the application
  - d) Proxies of shareholders – legal persons:**
    - Company name, seat and address and proxy's personal identification number (OIB);
    - List of shareholders the proxy is representing, for each shareholder – number of their account opened with the CDCC and the total number of shares of all represented shareholders;
    - Individual powers of attorney given by shareholders in written form shall be attached to the application; if a shareholder is a legal person, the attachment shall contain an excerpt from the

court register or other register in which the legal person is entered or a copy of such document, a certified copy or other public document clearly showing that the power of attorney was signed by a person who is under law authorized to represent the legal person concerned.

- It is recommended to use forms for application for participation in the General Assembly and the powers of attorney, which can be obtained at the Company's headquarters, and which are also available on the company website [www.ledo.hr](http://www.ledo.hr)

- VI** This Decision and proposals of decision to the General Assembly by the Management Board and the Supervisory Board will be published in the Official Gazette, on the website of the Zagreb Stock Exchange, HINA (Croatian News Agency) and LEDO d.d. and delivered to the CFSSA (Croatian Financial Services Supervisory Agency).
- VII** All materials related to the agenda of the General Assembly will be available to shareholders at the Company's headquarters every working day from 09,00-14,00 from the date of publication of this Decision in the Official Gazette
- VIII** Shareholders may, stating their names, deliver to the Company explanations of their counterproposal to the proposal of the decision submitted by the Management Board and the Supervisory Board at least 14 days prior to the General Assembly to the Company's address in Zagreb, M. Čavića 1a.
- IX** Shareholders who together hold shares amounting to one twentieth of the share capital may request that an item be placed on the agenda of the General Assembly and to be announced. Each new agenda item must be accompanied by an explanation and a decision proposal. The request for putting an item on the agenda must be received at least 30 days before the General Assembly. This period does not include the day the request is received by the Company.
- X.** Agenda items no. 1 is not to be voted on, while the item no. 2 on the agenda is to be voted on.

Proposal of decision of the Management Board to the agenda items no. 2:

#### **Ad 2) Decision on amendments to the Articles of Association of the Company**

I. Paragraph 30.3., within Article 30 of the Statute of the Company, is changing in a way that it now reads as follows:

Article 30.  
Distribution of profits

"30.3. The list of holders of the right to payment of dividends will be determined in the invitation for participation in the General Assembly, in accordance with the Rules of the Zagreb Stock Exchange."

II Other provisions of the Statute will remain unchanged.

III The amendments to the Statute will enter into force and apply from the date of entry in the register.

LEDO d.d.  
Management of the Company