

The Management Board of Viro Tvornica šećera d.d. Virovitica, Matije Gupca 254 (hereinafter: "Company"), based on authorities from Article 277 of the Law on Companies and Article 20.3 of the Company's Articles of Association, has reached the following:

DECISION ON THE COVENTION OF THE COMPANY'S ORDINARY GENERAL ASSEMBLY

- I. The General Assembly of the Company's shareholders shall take place on 29 August 2014 at 14:00 h, at the Companies seat, Virovitica, Matije Gupca 254 (hereinafter: General Assembly).

- II. Agenda:
 1. Opening of the General Assembly, determining the number of votes of present and represented shareholders;
 2. Management Board's annual report for the year 2013;
 3. Supervisory Board's report on the conducted supervision in the year 2013;
 4. Company's yearly financial reports for the year 2013 after they have been determined by the Company's Management and Supervisory Board;
 5. Deciding on the use of profits realized in the year 2013;
 6. Giving clearance to the Company's Management Board members for the year 2013;
 7. Giving clearance to the Company's Supervisory Board members for the year 2013;
 8. Deciding on the election of the Company's Supervisory Board members;
 9. Deciding on the Supervisory Board members' compensation;
 10. Deciding on the amendment of the Company's Articles of Association;
 11. Deciding on the auditor of the Company's financial reports and special audits based on the provisions of the Law on Companies;

- III. The proposals of the General Assembly's decisions per above stated items of the agenda are as follows:
 - Ad.2.
The Management Board's annual report for the year 2013 is hereby adopted;

 - Ad.3.
The Supervisory Board's report on the conducted supervision in the year 2013 is hereby adopted;

 - Ad.5.
 - I. It is determined that the Company realised after taxation profits in the amount of 13.020.408,34 HRK in the year 2013;
 - II. The Company's realised profit determined under item I. of this Decision shall be allocated to retained profits.
 - III. This decision comes into force on the day of its passing;

Ad.6.

The Management Board members are given clearance for the year 2013;

Ad.7.

The Supervisory Board members are given clearance for the year 2013;

Ad.8.

The following persons are elected to be Supervisory Board members: Marinko Zadro, civil engineer from Zagreb, Dežmanova 5, OIB: 09394081225; Hrvoje Godinić from Velika Gorica, A.G. Matoša 17, OIB: 39093692462; Boris Šimunović, Bachelor of Economics from Senj, Franje Račkog 19, OIB: 29587175770; and Ivan Mišetić, Bachelor of Laws from Zagreb, Mihanovićeveva 20, OIB: 92025970369. The elected Supervisory Board members' mandate shall last for four years, starting from the day this Decision is passed. This decision comes into force on the day of its passing.

Ad.9.

The Supervisory Board members' compensation is hereby abolished for all Supervisory Board members except for the Supervisory Board president, to whom the compensation shall be paid in the same amount. This decision comes into force on the day of its passing.

Ad.10.

(1) Article 3 of the Company's Articles of Association is changed and now reads as follows: *"The Companies seat is in Zagreb, Ulica Grada Vukovara 269f."*

(2) Article 6 of the Company's Articles of Association is changed and now reads as follows:

"(1) The Management Board is authorized, within five years since the registry of this amendment of the Articles of Association in the Court Registry, to increase the Company's share capital, in one or several instalments, for the aggregate amount of 124,800,030.00 HRK (one hundred twenty four million eight hundred thousand thirty kuna) – Authorised share capital. Such a share capital increase is subject to the Company's Supervisory Board approval. The share capital can be increased by issuance of new shares through stakes in cash or in kind, and the Management Board is at the same time authorized to decide on exclusion of pre-emptive rights for subscription of new shares.

(2) The Supervisory Board is authorized to adjust the provisions hereof with the changes which result in such an increase of share capital and issue of new shares."

Ad.11.

Deloitte d.o.o., Radnička cesta 80, Zagreb is appointed as the Company's financial report auditor and auditor of special audits on the basis of the provisions of the Law on Companies.

CONDITIONS FOR PARTICIPATION AND THE RIGHT TO VOTE

The shareholders can participate at the general assembly and exercise the voting right if they register their participation to the Company at least six days prior to the day the of the General Assembly is held, not counting the day when their registration was received by the Company, i.e. latest until 22 August 2014. To participate at the General Assembly, the relevant status shall be the one in the Depository of the Central Depository & Clearing Company Inc. on the closing of the day on which the deadline to submit the registration to participate at the General Assembly expires, i.e. on 22 August 2014. Registrations to participate are to be delivered by registered mail at the Company's seat address: Matije Gupca 254, Virovitica, with indication "Registration for the General Assembly". Along with the registration for participation at the Assembly, legal persons have to deliver a certified excerpt from the company registry indicating the person authorised for representation of the legal person.

The participants are asked to come to the General Assembly at least half an hour before the scheduled beginning for timely registration and making of a participants' list. At the registration, the shareholders i.e. their attorneys or representatives must submit their legally proscribed valid ID, and the attorneys who are legal persons must also deliver an excerpt from the register of companies i.e. other appropriate register in which that legal person is entered, if that has not been done while submitting the application to participate at the General Assembly. After the registration, the participants may leave the General Assembly only with prior notification to the person competent for the registration of participants, until the conclusion of the General Assembly.

If at the General Assembly appointed for 29 August 2014 there is no quorum within the meaning of the provisions of Article 23 of the Company's Articles of Association, the following (reserve) general assembly will take place on 30 August 2014 at the same place and at the same time. The shareholders participate at the General Assembly in person or through attorneys. The power of attorney must include the authoriser and the attorney, the total number of shares i.e. votes which they dispose of and the authorisation of the attorney to vote at the General Assembly and to perform all other actions related to the work at the Company's General Assembly and the signature of the shareholders who issued the power of attorney.

Shareholders whose holding in aggregate amounts to one twentieth of the Company's share capital may request a certain item to be put on the general assembly agenda and be published. With each new agenda item, an explanation must be provided, as well as a decision proposal. The Company must receive the request for a new agenda item at least 30 days before the general assembly is held, not counting the day the request was delivered to the Company. Shareholders' proposals with their names and surnames, explanations and possible Management Board stand must be made available to persons indicated in Article 281 par 1 to 3 of the Law on Companies under the there stated preconditions, if at least 14 before the general assembly the shareholder delivers, at the Company's seat address, their counterproposal on the Management and

Supervisory Board's proposal on a certain item, along with the explanation. The day the proposal was delivered to the Company is not counted in the deadline and it shall be made available on the Company's web page (www.secerana.hr), all in accordance with Article 282 par 1 of the Law on Companies. The fact that a shareholder has not used the said right does not result in a loss of the right for a counterproposal to be given at the general assembly. At the general assembly, the Company's Management Board must provide each shareholder, at their request, with information on the Company's affairs, if such information is necessary to evaluate agenda items. The obligation to provide information also relates to the Company's legal and business transactions with affiliated companies, all in accordance with Article 287 paragraph I of the Law on Companies.

General assembly materials and the forms for the registration and powers of attorney are made available to shareholders at the Company's seat every working day between 8:00 and 12:00 hours. The general assembly notice along with the agenda and decision proposals, as well as the forms for the registration and powers of attorney, are also available at the Company's web page www.secerana.hr.

The Decision on the Convention of the General Assembly shall be published in the Company's Gazette – Official Gazette and, in accordance with the Rules of the Zagreb Stock Exchange d.d. Zagreb, it shall be delivered to each shareholder.

VIRO TVORNICA ŠEĆERA d.d.