

Pursuant to Article 224 and 213 para 3. of the Company Law (Official Gazette of the Republic of Serbia No. 25/2004), Article 97 of the Code of Rules of the Central Securities Depository and Clearing House (Official Gazette of the Republic of Serbia No. 113/2006), in the process of pro rata (sale) disposal of shares to all the shareholders, SOJAPROTEIN A.D. BEČEJ is presenting:

OFFER FOR PRO RATA SALE (DISPOSAL) OF TREASURY SHARES

MAIN DATA ON THE OFFER FOR PRO RATA SALE (DISPOSAL) OF TREASURY SHARES

1.1. Name, seat, Reg. No. and Tax I.D. No. (PIB) of issuer selling (disposing) treasury shares
SOJAPROTEIN A.D. BEČEJ Industrijska 1, Bečej Reg. No.: 08114072 Tax I.D. No. (PIB): 100741587
1.2. Date of Resolution of the Board of Directors and Shareholders' Meeting
Resolution of the Meeting No. 16-1380/6 dated 30/6/2011 Resolution of the Board of Directors No. 16- 2123 dated 29/9/2011
1.3. Type, class and number of shares to which this Offer pertains
Voting common shares 45,741 shares i.e. 0.307% of the total number of issued shares CFI code: ESVUFR ISIN number: RSSOJAE21837
1.4. Particulars of the rights related to the shares
Right to manage, right to dividend and right to part of the bankruptcy and liquidation mass.

TERMS OF OFFER FOR PRO RATA SALE (DISPOSAL) OF TREASURY SHARES

2.1. Price at which the shares are offered for sale
667,00 dinars per single share Offered shares are paid in money.
2.2. Maximum number of shares being sold and percentage
45,741 pieces i.e. 0.307 % of the total number of issued shares.
2.3. Rights to subscribe and pay for treasury shares
The shareholder is entitled proportional to its right to subscribe and pay the shares
2.4. Date of opening and date of closing of the offer for sale (disposal) of treasury shares
Date of opening of the offer: 05/10/2011 Date of closing of the offer: 21/10/2011
2.5. Subscription and payment procedure
The right to subscribe and pay is granted to the owners of common shares of SOJAPROTEIN A.D. BEČEJ, according to unique shareholders' records from the Central Securities Depository and Clearing House on 29/09/2011 pro rata the share in the share capital of SOJAPROTEIN A.D. BEČEJ. Subscription and payment of shares may be performed by persons that provide previously evidence of owning a proprietary securities account with a member of a Central Register ("Client's data"). The subscription and payment may be performed every business day (Monday- Friday) during the validity of the offer ending with 21/10/2011 at 12 o'clock a.m. inclusive. Subscription of shares will be performed in the premises of Komercijalna Banka a.d. Beograd

during the Offer validity at the following addresses:

1. Novi Sad, Bulevar Oslobođenja no. 60, on working days from 08:00 a.m. to 04:00 p.m.;
2. Becej, Novosadska no. 2, on working days from 08:30 a.m. to 04:00 p.m.;
3. Belgrade, Makedonska no. 29, first floor, on working days from 08:00 a.m. to 04:00 p.m.

On the last day of subscription the pay boxes will be open until 12,00 noon at the addresses mentioned above.

The shares will be subscribed by execution of the Statement on Subscription of Shares – Subscription Sheet either personally or through a proxy authorized under the special power of attorney verified by the court.

Payment of shares will be effected in cash payment to the separate dedicated dinar account of SOJAPROTEIN A.D. BECEJ, number **908-20501-70 with reference number 438127-0070100408218**, opened with the Komercijalna Banka a.d. Beograd, which is the member of the Central Register.

The remaining unsold shares shall be offered for sale in an organized stock market, namely at the Belgrade Stock Exchange

2.6. Expenses borne by the shareholder that had accepted this offer

A shareholder that accepts the offer for sale (disposal) of treasury shares of SOJAPROTEIN A.D. BEČEJ shall bear the costs in accordance with the effective Tariff List of the Central Register and member of the Central Register through which the acquisition of issuer's shares was made.

2.7. Manner and term within which the bidder transfers the ownership of shares after finalization of the sale (disposal) of treasury shares

Order for transfer of shares from proprietary account of SOJAPROTEIN A.D. BEČEJ to the proprietary account of the shareholder – buyer opened with a member of the Central Register within 3 business days from the date of closing of the offer.

2.8. Name and seat of the broker-dealer company that had participated in the preparation of offer for sale (disposal) of treasury shares

Sinteza Invest Group a.d. Beograd
Jurija Gagarina 32/II, Novi Beograd
E-mail: info@sinteza.net
Tel: 011/2099-500, 2099-555

2.9. Submission of offer

SOJAPROTEIN A.D. BEČEJ will provide the offer for sale (disposal) of own shares (pro-rata) to all shareholders, owners of common shares that are entitled on September 29, 2011 pursuant to the number of owner whole shares to acquire at least one treasury sale offered for sale by the Company.

3.0. Obligation of publishing the offer for takeover

Pursuant to Art. 6 of the Law on Takeover of Shareholding Companies (Official Gazette of the Republic of Serbia No. 46/06), a person that acquires issuer's shares, which, together with the shares already owned, exceed 25% of the total number of votes granted by issuer's voting shares, is obligated to notify about the acquisition the organizational form of the organized market in which the issuer's shares are traded, the Securities Commission and the issuer and publish the offer for takeover under the conditions and terms and in the manner stipulated by the respective Law.

In Becej, on September 30, 2011

Chairman of the Board of Directors

Zoran Mitrović