



SOJAPROTEIN



Pursuant to Article 28, Paragraph 3, Article 29 and Article 40, Paragraph 1, Item 5 of the Articles of Association of "Sojaprotein" a Joint- Stock Company for Processing Soy Bečej, dated June 29, 2012, as well as Article 365 of the Law on Companies ("Official Gazette of the Republic of Serbia" Nos. 36/2011 and 99/2011), the Supervisory Board of "Sojaprotein" A.D Bečej, has on May 22, 2015 published the following

## NOTICE

### FOR THE ANNUAL SHAREHOLDERS' ASSEMBLY OF "SOJAPROTEIN" A.D. BEČEJ

1. An Annual Shareholders' Assembly of "Sojaprotein" a Joint- Stock Company for Processing Soy Bečej is hereby convened to be held on June 23, 2015 at the premises of "Sojaprotein" AD in Bečej, Street Industrijska No.1, starting at 12pm.
2. The following Agenda is hereby proposed for the Assembly Meeting for "Sojaprotein" A.D. Bečej:
  1. *Electing the President of the Assembly, determining a Voting Committee;*
  2. *Adopting Minutes from the previous Assembly of "Sojaprotein" A.D. Bečej;*
  3. *Making a decision on the adoption of:*
    - *a Report on Operations;*
    - *the Financial Statement and Auditor's Report for "Sojaprotein" A.D. Bečej for the 2014 business year and the Consolidated Financial Statements and Auditor's Report for "Sojaprotein" A.D. Bečej for the 2014 business year;*
    - *a Report from the Supervisory Board.*
  4. *Adopting a Decision on distribution of profit;*
  5. *Adopting a Decision on the correction of a Decision on the election of members to the Supervisory Board of "Sojaprotein" A.D. Bečej;*
  6. *Adopting a Decision on the appointment of an auditor for the audit of the Financial Statements for "Sojaprotein" A.D. Bečej for 2015;*
  7. *Submitting a report on the acquisition of own shares from dissenting shareholders.*

SOJAPROTEIN A.D.

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3. All shareholders who on June 13, 2015, *i.e.*, on the tenth day prior to the Meeting (shareholders' day) are registered in the unified register of shareholders with the Central Securities Depository and Clearing House, have the right to participate at the Meeting. The shareholders shall be determined according to an extract from the unified register of shareholders with the Central Securities Depository and Clearing House.
4. On the day of this Notice, the total number of shareholders with voting rights at the Assembly Meeting according to all items on the Agenda are: 13,813,261 (total number of shares with voting rights is 14,895,524, there are 1,082,263 own shares who do not have the right to vote at the Meeting). All items on the Agenda shall be adopted with a simple majority of the total number of votes from all present shareholders.
5. All owners of shares and proxies with at least 13,813 shares have the right to direct participation and decision-making at the Assembly Meeting. Shareholders who individually have less than 13,813 shares, but collectively more than that number, may appoint a proxy in order to exercise their right to vote and participate in the decision-making of the Assembly.
6. The shareholders' right to participate in the Meeting, exercised either in person or by proxy, includes:
  - a) *Presence at the Meeting* - shareholders and their proxies who are in attendance are identified by examining their ID cards, or other photo identification, on the spot;
  - b) *Proposing amendments to the Agenda* - the right of one or more shareholder holding at least 5% of voting rights, or 690,664 shares, to submit to the Supervisory Board a written, reasoned proposal of amendments to the agenda, with information on the applicants, at least 20 days prior to the meeting;
  - c) *Posing questions to Supervisory Board members* - only those relating to items on the agenda;
  - d) *Vote on issues on the agenda*.One or more shareholders, either in person or via proxy, with more than 13,813 shares with voting rights may participate in the work of the Shareholders' Assembly. Two or more shareholders, who individually have less than the specified number of shares but together more than that number, may in order to exercise the right to vote and participate in the decision-making of the Assembly, appoint a proxy. A shareholders' proxy cannot be a person who is a controlling shareholder of the Company or is an individual controlled by the controlling shareholder or a director or a member of the Supervisory Board, or an individual who has that capacity in another company which is the controlling shareholder of the Company or in a company which is controlled by the controlling shareholder or an employee of the Company or an individual who has that capacity in another company which is the controlling shareholder of the Company or in a company controlled by the controlling shareholder or a person

in accordance with Article 62 of the Law on Companies is considered a related person with the natural person referred to under Items 1) to 3), Paragraph 3 under Article 345 of the Law on Companies, or an auditor of the Company or an employee of the legal entity performing an audit of the Company, or an individual who has that capacity in another company which is the controlling shareholder of the Company or in a company which is controlled by the controlling shareholder. The power of attorney for representation at the Meeting of the Assembly is given in writing and must contain: the name of the shareholder; personal identification number and residence of the shareholder; if the shareholder is a domestic natural person, the name and surname of the proxy or business name, company registration number and registered office of the shareholder who is a domestic legal entity, the name and surname of the proxy with any information which apply to the shareholder as well, number, type and class of shares for which the power of attorney is being granted. If a natural person is granting power of attorney for voting it does not have to be certified but only issued in written form. The power of attorney may contain instructions or orders as to exercising their voting rights in which case the proxy shall act on them, if the power of attorney does not contain instructions the proxy is entitled to vote conscientiously and in the best interest of the shareholder. The proxy is obliged to inform the shareholder, who has given him power of attorney, on voting at the Meeting. The power of attorney is given to the proxy and delivered to the registered office of the Company no later than 3 days prior to the Assembly Meeting. Voting power of attorney may also be submitted electronically. An electronic power of attorney must be signed by an electronic signature in accordance with the law governing electronic signatures. The power of attorney is given for only one meeting and is valid for a repeated meeting of the Assembly, postponed due to lack of quorum, or for other reasons. The power of attorney shall be submitted to the following address: "Sojaprotein" A.D. Bečej, Street Industrijska No. 1, Bečej 21220. The power of attorney form has been published with this Notice and can be downloaded from the Company website ([www.sojaprotein.rs](http://www.sojaprotein.rs)).

7. A shareholder of the Company, who is entitled to participate in the Annual Shareholders' Assembly, shall be entitled to vote on any matter to be voted on at the Meeting by completing and sending the absentee voting form to the following address: "Sojaprotein" A.D. Bečej, Industrijska No. 1 Bečej 21220, which must be received by the Company no later than two working days before the day of the Assembly Meeting, *i.e.*, by June 19, 2015. In the event that a proxy or a representative of the shareholder is casting an absentee vote, the power of attorney shall be attached to the absentee voting form, or an extract from the competent registry. The absentee voting form has been published with this Notice and can be downloaded from the Company website ([www.sojaprotein.rs](http://www.sojaprotein.rs)). The signature of a shareholder of the Company who is a natural person, *i.e.*, another individual signing a voting form on behalf of a

shareholder who is a natural person, must be certified by a competent authority. When the shareholder is a legal entity, the signature of the authorized representative/proxy does not need to be certified, however the absentee voting form must contain the legal entity's stamp. Every shareholder who voted in absentia shall be deemed present at the Meeting and counted in the quorum when deciding on items on the Agenda for which he/she has cast his/her vote. His/her vote is added to the votes of the other shareholders who voted on relevant items on the Meeting's Agenda. The votes of shareholders who voted in absentia shall not be counted for the purposes of a quorum and majority voting in respect of those draft decisions on which the shareholder is not entitled to vote in accordance with the Law on Companies (exclusion of the right to vote). The absentee voting form can be downloaded here: from the Company's website ([www.sojaprotein.rs](http://www.sojaprotein.rs)).

8. A Meeting of the Annual Shareholders' Assembly of "Sojaprotein" a Joint- Stock Company for Processing Soy Bečej shall be convened by the publishing of this Notice on the Company's website, [www.sojaprotein.rs](http://www.sojaprotein.rs) , without interruption until the day of the Assembly Meeting, by publishing on the website of the Business Registers Agency, and on the website of the Belgrade Stock Exchange. The shareholders shall not receive individual written Notices for the Assembly, but the shareholders are invited to attend the Annual Shareholders' Assembly on this occasion.
9. The shareholders may review the Agenda, with written documentation, in Bečej - in the business premises of "Sojaprotein" A.D. Bečej, Street Industrijska No. 1, and on the Company's website [www.sojaprotein.rs](http://www.sojaprotein.rs), starting from the publication of this Notice. Access shall be provided every workday from 10am - 4 pm.
10. This Notice is simultaneously a publication of information - Notification of convening a Meeting of the Annual Shareholders' Assembly of the Company pursuant to Article 65, Paragraph 2, Item 1 Law on the Capital Market.

**Chief Executive Officer**

**Sinisa Kosutic**

**PRESIDENT OF THE SUPERVISORY BOARD**

  
  
AKCIONARSKO DRUŠTVO  
ZA PRERAĐU SOJE  
B E Č E J  
**Branislava Pavlović**