

In accordance with Item 6.20. of the Articles of Association of Krka, tovarna zdravil, d.d., Novo mesto, Šmarješka cesta 6, Novo mesto the company's Management Board convenes the

**14th Annual General Meeting of Krka, tovarna zdravil, d.d., Novo mesto,
at 13.00 on Thursday 2 July 2009 at Hotel Šport, Otočec ob Krki, Slovenia**

The Notary Public, Andrej Tiran of Novo mesto will attend the General Meeting.

Agenda and proposed resolutions:

1. Opening of the company's General Meeting and election of its working bodies

Proposed resolution:

Dušan Jenko is appointed as Chair of the General Meeting, and IXTLAN Forum, d.o.o., Ljubljana as vote enumerators.

2. Presentation of the Management Board's Annual Report, the Auditor's Report, and the Supervisory Board's Report on its verification and approval of the 2008 Annual Report, adoption of the resolution on the use of the 2008 accumulated profit and discharge of liability for the Management and Supervisory Boards for 2008.

Proposed resolutions:

2.1. The General Meeting adopts the information on the Annual Report for the 2008 financial year and the Supervisory Board's report on its verification and approval of the Annual Report.

2.2. The accumulated profit for 2008 in the amount of EUR 151,363,990.65 is allocated as follows:

- for dividends: EUR 35,489,475.00 (EUR 1.05 gross per share)

- to other profit reserves: EUR 57,936,757.83

- to carry forward to the next year: EUR 57,936,757.82

The payout of dividends will start within 60 days of the General Meeting's conclusion. The shareholder records in the share register at the KDD-Central Securities Clearing Corporation, Ljubljana on 7 July 2009 will apply for dividend payment.

2.3. The General Meeting approves and gives its consent to:

- the work of the Management Board, and
- the Supervisory Board for the 2008 business year and discharges each of them from liability for performance of their duties.

3. Determining the gross attendance fee and travel expenses for Supervisory Board members and members of the Supervisory Board committees

Proposed resolutions:

3.1. Members of the Supervisory Board and members of the Supervisory Board Committees are entitled to attendance fee for attending and preparing for the meetings. The gross attendance fee per meeting is as follows:

a) Attendance fee for Supervisory Board meeting:

- for President of the Supervisory Board **EUR 536.25,**
- for member of the Supervisory Board **EUR 412.50.**

b) Attendance Fee for Supervisory Board committee meetings:

- for president of the committee **EUR 412.50,**
- for member of the committee **EUR 317.30,**
- for President of the Supervisory Board **EUR 317.30.**

In case of a correspondence meeting, the fee amounts to 80% of the regular attendance fee.

If in absence of the President of the Supervisory Board, the deputy or other member conducts the meeting, he or she is entitled to the same attendance fee as the President.

3.2. The daily allowances and travel expenses for members of the Supervisory Board and Supervisory Board committees are paid out according to Krka's acts that address the field of daily allowances and travel expenses. Lodging costs for Supervisory Board members and members of the committees can be reimbursed only if the distance between the place of permanent/temporary residence and the work place is at least 100 kilometres, or if he/she could not return due to absence of public transportation, or due to other legitimate reasons.

3.3. This resolution will enter into force and is applied with the date of adoption at the General Meeting. Simultaneously, the resolution adopted by the General Meeting on 5 July 2009 is void.

4. Information on election of workers' representatives in the Supervisory Board

The General Meeting was informed the Works Council has elected workers' representatives in the Supervisory Board, with 5-year term-in-office.

5. Appointment of replacement Supervisory Board member

Proposed resolution:

Mojca Osolnik Videmšek is appointed as a member of the Supervisory Board for the same term-in-office as the shareholder representative members, lasting until 21 June 2010.

6. Treasury Shares fund – Authorisation to the Management Board and Report on reasons for total exclusion of pre-emptive right in case of disposal of own shares

Proposed resolution:

The General Meeting gives the Management Board the following Authorisation to acquire own shares:

- a) **The General Meeting authorizes the Management Board to acquire own shares, given that the total percentage of acquired shares along with existing treasury shares will not exceed 10% of issued capital, which is 3,542,612 shares.**
- b) **This Authorisation is valid for 36 months from the date of adoption.**
- c) **The company may acquire own shares on the regulated market at respective market prices. The company may also acquire shares outside regulated market. When purchasing own shares on regulated market or non-regulated market, the purchase price must not be lower than the book value based on the last available audited business statements for the Krka Group. Also, the purchase price must not exceed the price-to-earnings multiple 30, based on net profit of majority shareholders as stated in the last available audited business statements of the Krka Group.**
- č) **Own shares acquired on the base of the authorisation concerned and the authorisation from the 2nd General Meeting on 5 November 1997, may be disposed of in the following way:**
 - **to be exchanged for equity-stakes in other companies, based on our M&A strategy,**
 - **be sold to a strategic partner.**
- d) **When disposing own shares, the pre-emptive right of the existing shareholders is entirely excluded. With reference to Item 337 of the Companies Act (Zakon o gospodarskih družbah) the Management Board substantiates the decision in the Report on reasons for total exclusion of pre-emptive right in case of disposal of own shares.**

7. Discussion and adoption of resolution on appointment of auditor

Proposed resolution:

KPMG Slovenija, podjetje za revidiranje, d.o.o., Ljubljana is appointed as the company auditor for the 2009 financial year.

Shareholders, and their representatives and proxies, have the right to participate in the General Meeting. A power of attorney must be provided in writing, with certified signature and personal ID number of the principal, and must be held at the registered office of the company for the full duration of the authorisation.

The right to participate and exercise voting rights at the General Meeting is only granted to:

- Shareholders already entered in the shareholder register at KDD – Central Securities Clearing Corporation Inc., Ljubljana on 27 June 2009;
- Their representatives who present an extract from the court register of companies and personal documentation, and
- Proxies,

who present or send written notice of participation in the General Meeting no later than three days before the date of the convened General Meeting. Proxies must also present a written power of attorney in addition to the notice. Interested parties may send the notice and any enclosures to the following address: Pravna služba, Krka, d.d., Novo mesto, Šmarješka cesta 6, 8501 Novo mesto, Slovenia. Natural persons who are shareholders must state their personal ID number in the notice, while legal persons that are shareholders must state their registration number.

Participants register in the foyer of the hall in which the General Meeting will take place, where they will confirm their attendance with a signature, and take receipt of the meeting material and voting tools. The hall will be opened one hour before the opening of the meeting in order to determine the presence of shareholders and/or their proxies or representatives and to compile and sign off the list of all shareholders present in person or by proxy. The voting tools will be collected at least half hour before the meeting started.

The complete material for the General Meeting is available for review by shareholders at the company's registered office every working day from 10.00 to 13.00, and on the company website (www.krka.si), and the website of the Ljubljana stock exchange (seonet.ljse.si) from the date the notice convening the meeting is published until the day of the General Meeting.

Shareholders must submit countermotions, including an explanation, to the company's Management Board within seven days of the publication of the notice convening the General Meeting.

Jože Colaric
President of the Management Board
Novo mesto, 14 May 2009