



As, according to the Management Board's opinion, the resolutions of the 20<sup>th</sup> Annual General Meeting are void and on the basis of Item 6.20 of the *Articles of Association* of Krka, tovarna zdravil, d. d., Novo mesto, Šmarješka cesta 6, Novo mesto, the Management Board of the Company convenes

## **The 21<sup>st</sup> Annual General Meeting of KRKA, tovarna zdravil, d. d., Novo mesto**

**On Thursday, 20 August 2015 at 1:00 p.m.  
At Hotel Šport in Otočec.**

The General Meeting shall be attended by notary public, Andrej Tiran, from Novo mesto.

### **The agenda and proposed resolutions**

#### **1. Opening of the General Meeting and election of working bodies**

Proposed resolution

1.1 The attorney Stojan Zdolšek shall be appointed as the Chair of the General Meeting, and *IXTLAN FORUM, d. o. o., Ljubljana* as the vote enumerator.

**2. Presentation of the 2014 Annual Report prepared by the Management Board, including the information on remuneration of members of the Management and Supervisory Boards, the Auditor's Report, and the Supervisory Board's report on its verification and approval of the 2014 Annual Report, adoption of the resolution on the allocation of the 2014 accumulated profit and the discharge of liability for the Management and Supervisory Boards for 2014.**

Proposed resolutions

2.1 The General Meeting shall be informed about the Management Board's Annual Report for the 2014 financial year, including the remuneration of Management and Supervisory Board members, the auditor's report, and the report of the Supervisory Board on its verification and approval of the 2014 Annual Report.



2.2 The accumulated profit for 2014 in the amount of €181,488,404.86 shall be allocated as follows:

€71,638,769.40	for dividends (€2.20 gross per share);
€54,924,817.73	for other profit reserves;
€54,924,817.73	for retained earnings.

The pay-out of dividends shall commence within thirty (30) days after the General Meeting has been concluded. The shareholder records in the share register at *KDD – Centralna klirinško depotna družba* (Central Securities Clearing Corporation), d. d., Ljubljana, as at 25 August 2015 (record date 2) shall apply for the dividend pay-out.

2.3 The General Meeting approves and gives its consent to the work of the Management Board for the 2014 financial year and discharges it from liability for performance of its duties.

2.4 The General Meeting approves and gives its consent to the work of the Supervisory Board for the 2014 financial year and discharges it from liability for performance of its duties.

### **3. Election of Supervisory Board members – shareholders' representatives to the Supervisory Board for the five-year term in office commencing when elected by the General Meeting**

**Each Supervisory Board member – shareholders' representative shall be elected separately.**

Proposed resolution

The following persons shall be elected as shareholders' representatives to the Supervisory Board:

3.1 Prof. Julijana Kristl PhD

3.2 Jože Mermal

3.3 Matej Pirc

3.4 Andrej Slapar

3.5 Assoc. Prof. Sergeja Slapničar PhD

3.6 Anja Strojín Štampar MSc, MBA

#### 4. Appointment of the auditor for the 2015 financial year

Proposed resolution

*Ernst & Young Revizija, poslovno svetovanje, d. o. o., Ljubljana, Dunajska cesta 111, 1000 Ljubljana* shall be appointed as the auditor for the 2015 financial year.

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The General Meeting may be attended by shareholders, their proxies and representatives. A proxy statement shall be made in writing and kept at the Company's Headquarters for the entire period of the proxy duration.

The right to attend the General Meeting and participate in voting applies to shareholders recorded in the shareholders' register at the *KDD – Centralna klirinško depotna družba, d. d., Ljubljana*, their proxies and representatives if they apply to the General Meeting at the Company's Headquarters at least four (4) days before the General Meeting date, i.e. by 16 August 2015 (record date 1), or if their written applications are received within this period. Within this term proxies shall present, in addition to filing the applications, also their valid proxy statements (stating the authorising shareholders including their personal ID numbers or registration numbers, the exact names of the proxies including their personal ID or registration numbers, the scope of authorisation, etc.).

Shareholders representing jointly at least five (5) percent of total share capital may send, within seven (7) days after the release of the General Meeting notice, a written request for an additional item to be added to the agenda including the proposal of the resolution and explanation.

Shareholders may also send a request for an additional item to be added to the agenda, possible counter proposals and their proxy statements by fax, to fax number ++386 (0)7 332 15 37.

General Meeting participants shall register at the reception, where they must confirm their attendance by signature, and collect voting tools and other materials. For the purpose of establishing the annual meeting attendance by shareholders or their proxies and representatives and for drafting the attendance register of shareholders present in person or represented, the venue hall will be opened one hour prior to the commencement of the meeting. The voting tools shall be collected at least half an hour prior to the commencement of the meeting.

The complete materials for the General Meeting will be available for review at the Company's registered office address (*Šmarješka cesta 6, Novo mesto*) each working day from 10 a.m. to 1:00 p.m. from the day of the General Meeting notice release until 20 August 2015.



The General Meeting notice, proposed resolutions including explanations and other pertaining material are published at the Company's website [www.krka.si](http://www.krka.si).

Novo mesto, 19 June 2015.

A handwritten signature in blue ink, consisting of a large, sweeping loop followed by a horizontal line that tapers off to the right.

Jože Colarič  
President of the Management Board and  
Chief Executive



## Information to shareholders

The General Meeting is called by the Company's Management Board. The Management Board is the proposer of the resolution under Item 1. The Management and Supervisory Boards are joint proposers of resolutions under Item 2. The Supervisory Board is the proposer of the resolutions under Item 3 (from 1 to 6) and Item 4.

Information on Krka, d. d., Novo mesto as at 19 June 2015

Total number of shares issued:	32,793,448
Total number of shares carrying the voting right:	32,563,077
Total number of treasury shares:	230,371

Major shareholders (exclusive of treasury shares)

1.	SLOVENSKI DRŽAVNI HOLDING D. D.	5,312,070
2.	KAPITALSKA DRUŽBA D. D.	3,493,030
3.	SOCIETE GENERALE – SPLITSKA BANKA D. D.	1,977,344
4.	HYPO ALPE- ADRIA-BANK D. D.	1,122,678
5.	KDPW	512,771

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Krka, d. d., Novo mesto