



# SOJAPROTEIN

In accordance with the article 28 paragraph 4 and paragraph 5 point 1 and in accordance with article 40 paragraph 1 point 5 of the "Sojaprotein" Statute of the Joint Stock Company for Soy Processing Becej, and in accordance with article 372 paragraph 1 point 1 of the Law on Obligations (Official Gazette RS no. 36/2011 and 99/2011) the Supervisory Board of "Sojaprotein" A.D. Becej, Industrijska Street 1, registration number 08114072, on December 31<sup>st</sup> 2014 announces the

## **INVITATION**

### **FOR EXTRAORDINARY SHAREHOLDER MEETING OF "SOJAPROTEIN" A.D. BECEJ**

1. Extraordinary shareholder meeting is called of "Sojaprotein" joint stock company for soy processing Becej, to be held on January 22<sup>nd</sup> 2014 in business premises of "Sojaprotein" A.D. in Becej, Industrijska Street no.1, beginning at 12:00 hours
2. The following agenda is proposed for the shareholder meeting of "Sojaprotein" AD Becej
  1. **Election of the Assembly President and determination of Voting Commission**
  2. **Adoption of the Minutes from previous shareholders meeting of "Sojaprotein" AD Becej**
  3. **Adopting decision on high value property disposal**
    - **Approval of conclusion of Contract on Long Term Loans with Creditors: UniCredit Bank Serbia AD Belgrade, Societe Generale Bank Serbia AD Belgrade, Erste GCIB Finance and BV Amsterdam Holland, Banca Intesa AD Belgrade, Evrobank AD Belgrade, Komercijalna Banka AD Belgrade and Credit Agricole Serbia AD Novi Sad**
    - **Approval of amendments and modifications of the Long Term Loan Agreement with International Financial Corporation (IFC) approved on December 25<sup>th</sup> 2012**
    - **Approval of amendments and modifications of the Long Term Loan Agreement with European Bank for Renewal and Development (EBRD) from September 10<sup>th</sup> 2007**
  4. **Submission of the report on acquisition of own shares on the organized market**
  5. **Adopting the decision on approving the decision of the Supervisory Board on assigning the Auditor for the "Sojaprotein" AD Becej financial statements audit for 2014**
3. The right to participate in the meeting is entitled to shareholders that on January 12<sup>th</sup> 2015, that is, on the tenth day before the meeting are registered in the unique records of shareholders of the Securities Central Registry. The capacity of the shareholder is



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determined based on the extract from the unique records of the Securities Central Registry.

4. On the date of the publication of this Invitation the total number of shares with vote right on the shareholders meeting on all counts of the agenda is 13,990,304 (a total number of shares is 14,895,524 and a number of own shares with no voting right on the meeting is 905,220). The decision from point 3 is adopted by three-quarter majority of votes of present shareholders with voting right. The decisions from points 1, 2, 4 and 5 are adopted by plain majority of present votes, or represented shareholders with voting right.
5. The right to directly participate and decide on the meeting lies on those shareholders and power of attorney bearers that own at least 14,894 shares. The shareholders that individually own less than 14,894 shares but in sum more than this number can, for the exercise of the vote and participation right, assign its power of attorney holder.
6. The right to participate in the meeting, exercised personally or through a representative includes: a) presence on the meeting – shareholders and their respective representatives that are present on the meeting are identified with personal ID card or some other document with a picture, on the venue; b) Agenda addendum proposal – the right of one or a number of shareholders with at least 5% of voting right shares, or 699,516 shares, to submit to the Supervisory Board of the Company in written form, at least 10 days before the meeting is held, agenda addendum proposal with discussion or decision topics, with stating information on request submitters; c) questions for the Supervisory Board members – only those referring the agenda topics; d) voting on issues on the meeting agenda.
7. The shareholder can participate directly or indirectly through the representative in the shareholder meeting if it owns more than 14,894 shares with voting right. Two or more shareholders that individually own less than the determined number of shares, but together a larger number than that, can assign a representative for the exercise of voting right or the right to participate in decision making in the meeting. CEO or the members of the Supervisory Board, the members of the Executive Board cannot be representatives for the shareholders employed in the Company and related persons in the sense of the Law on Companies. Power of attorney for representation on the shareholder meeting is provided in written form and is mandatory to include: first and last name of the shareholder, unique identification number and address of the shareholder, if the shareholder is domestic natural person, first and last name of the representative, or business name, registration number and address of the shareholder that is a domestic company, first and last name of the representative with all information valid for the shareholder, number, type and class of shares for which the power of attorney is provided for. If a natural person provides a voting power of attorney it needn't be sealed,



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just provided in written form. The power of attorney can include instructions or orders for exercising the voting right and in this case the representative is obligated to act upon them, and if the power of attorney does not include instruction the representative acquires the voting right in sound judgment and in the best interest of the shareholder. The representative is obligated to inform the shareholders providing the power of attorney on the voting results on the meeting. The power of attorney is delivered to the representative and to the Company headquarters, 3 days prior to the meeting at the latest. The power of attorney for voting can be provided in electronic form. The power of attorney provided in electronic form must include electronic signature in accordance with the law regulating the issue of electronic signatures. The power of attorney is provided for one meeting, and is valid for a repeated meeting that is postponed due to quorum lacking, or some other reason. The power of attorney is delivered to the following address: "Sojaprotein" AD Becej, Industrijska Street no.1, Becej 21220. The power of attorney form is published along with this invitation and can be downloaded on the Company's internet page ([www.sojaprotein.rs](http://www.sojaprotein.rs)).

8. Company shareholder with the right to participate on the shareholder meeting has the right to vote on any issue being the subject of voting on the shareholder meeting by filling and delivering the voting form in absence to the following address: "Sojaprotein" AD Becej Industrijska Street no.1, 21220 Becej, that must be received by the Company two days at the latest before the date of shareholder meeting that is, by January 20<sup>th</sup> 2015. In case that the representative of the shareholder votes using the form, the power of attorney is delivered with the form, or the excerpt from appropriate registry. Form for voting in absence is published along with this invitation and can be downloaded on the Internet page of the Company ([www.sojaprotein.rs](http://www.sojaprotein.rs)). Signature of the company shareholder that is not a natural person that is other person signing the voting form in the name of the shareholder that is a natural person must be registered with relevant authority. If the shareholder is a legal entity the signature of the authorized person for representation is not sealed but the voting in absence form must include a company seal. Each shareholder voting in absence is considered present on the shareholder meeting and is counted in the quorum in deciding on agenda points being the subject of voting. Its vote is added to the votes of other shareholders voting on given issues of the shareholder meeting agenda. Votes of shareholders voting in absence will not be included for quorum and majority for voting regarding those decision propositions on which the shareholder cannot vote in accordance with the Law on Companies (voting right exclusion). Voting in absence forms can be downloaded on the Internet page of the Company ([www.sojaprotein.rs](http://www.sojaprotein.rs)).
9. The shareholders meeting of the "Sojaprotein" Joint Stock Company for Soy Processing Becej is called by publishing this Invitation on the Internet page of the Company,

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**SOJAPROTEIN A.D.**

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21220 Becej, Serbia  
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Identification No. 08114072  
TIN 100741587  
Banca Intesa: 160-932270-67  
UniCredit banka: 170-30005711000-71  
Societe Generale: 275-220008794-72  
Erste Banka: 340-11005142-06



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[www.sojaprotein.rs](http://www.sojaprotein.rs), with no interruption until the date of the meeting, by publishing on the Internet page of the Business Registers Agency and Belgrade Stock Market Internet page. Individual invitations are not sent to shareholders they are invited to the shareholder meeting in this manner.

10. The shareholders can review the agenda with written material in Becej in business premises of "Sojaprotein" AD Becej, Industrijska Street no.1 and on the Internet page of the Company, [www.sojaprotein.rs](http://www.sojaprotein.rs), starting from the date of this Invitations' publication. Review is possible on business days during business hours, from 10-16 hours.
11. This Invitation simultaneously represents Information Publication – Notification on Calling the Company Shareholder Meeting, in accordance with article 65 paragraph 2 point 1 of the Law on Capital Market.

SUPERVISORY BOARD PRESIDENT

Branislava Pavlovic

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