



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 (hereafter referred to as "the Company"), the Management Board of the Company convenes

## **The 17<sup>th</sup> Annual General Meeting Of Krka, tovarna zdravil, d. d., Novo mesto**

**On Thursday, 5 July 2010, at 13.00 at Hotel Šport in Otočec ob Krki.**

The notary public, Andrej Tiran from Novo mesto will attend the General Meeting.

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

#### **1 Opening of the company's General Meeting and election of working bodies**

Proposed resolution

1.1 The attorney Stojan Zdolšek is appointed as the Chair of the General Meeting, and Ixtlan Forum, d. o. o., Ljubljana as vote enumerators.

#### **2 Presentation of the Annual Report prepared by the Management Board, including 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 2011 Annual Report, adoption of the resolution on the allocation of the 2011 accumulated profit and the discharge of liability for the Management and Supervisory Boards for 2011**

Proposed resolutions

2.1 The General Meeting is informed on the Management Board's Annual Report for the 2011 financial year, the remuneration of the members of the Management and Supervisory Boards, and the Supervisory Board's Report on its verification and approval of the Annual Report.

2.2 The accumulated profit for 2011 in the amount of EUR 172,712,532.70 is allocated as follows:

- To dividends (EUR 1.50 gross per share) .....	EUR 50,018,979.00
- To other profit reserves .....	EUR 61,346,776.85
- To carry forward to the next year .....	EUR 61,346,776.85



The payout of dividends commences within 60 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 11 July 2012 (record date 2) apply for dividend payment.

2.3 The General Meeting approves and gives its consent to the work of the Management and Supervisory Boards for the 2011 financial year and discharges each of them from liability for performance of their duties.

### **3 Discussion and adoption of the resolution on the appointment of the auditor**

Proposed resolution

Ernst & Young Revizija, poslovno svetovanje, d. o. o., Ljubljana, Dunajska cesta 111, 1000 Ljubljana is appointed as the auditor for the 2012 financial year.

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The General Meeting may be attended by shareholders, their proxies and representatives. The Power of Attorney shall be made in writing and kept at the Company's Headquarters for the entire period of the Power of Attorney 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 days before the General Meeting date, i.e. by 1 July 2012 (record date 1), or if their written application is received within this period. Within this term proxies shall present, in addition to filing the application, also their valid Power of Attorney (stating the authorising shareholder including his/her personal ID number or registration number, the exact name of the proxy including his/her personal ID or registration number, the scope of authorisation, etc.).

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

Shareholders may send a request for an additional item to be added to the agenda, possible counter proposals and powers also by fax, to fax number ++386 (0)7 33 21 537.



The General Meeting participants register at the reception, where they 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 (Šmarješka cesta 6, Novo mesto) each working day from 10.00 to 13.00 from the day of issuing the General Meeting notice until 5 July 2012.

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

Novo mesto, 30 May 2012

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



## Shareholder Information

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 Items 2, and the Supervisory Board is the proposer of the resolution under Item 3.

### Information on Krka, d. d., Novo mesto as at 29 May 2012

Total number of shares .....35,426,120  
Total number of shares carrying the voting right .....33,339,585  
Total number of treasury shares .....2,086,535

#### Major shareholders (exclusive of treasury shares)

1.	Slovenska odškodninska družba, d. d.	5,312,070
2.	Kapitalska družba, d. d.	3,493,030
3.	Societe Generale-Splitska banka d. d.	836,028
4.	New World Fund Inc	755,000
5.	Hypo Alpe-Adria-Bank d. d.	689,597

Krka, d. d., Novo mesto

Fax number ++386 (0)7 33 21 537

Website: [www.krka.si](http://www.krka.si)

#### Note

The proposal for the accumulated profit allocation has been drawn in consideration of total treasury shares as at 21 March 2012, when the Supervisory Board of Krka approved the Annual Report for 2011 and together with the Management Board prepared the proposal for allocation of the accumulated profit. Due to ongoing acquisition of treasury shares the total number of shares carrying the right to dividend will only be known at the date of the Annual General Meeting, and the total amounts for dividends, other profit reserves, and profit to be carried forward will be adjusted accordingly.

Krka, d. d., Novo mesto



## Explanation of Proposed Resolutions

To be adopted at the 17<sup>th</sup> Annual General Meeting of shareholders of KRKA, d. d., Novo mesto  
on 5 July 2012

The Management and Supervisory Boards discussed the materials for the Annual General Meeting at several meetings until 30 May 2012, and prepared the draft agenda and resolutions to be adopted as follows:

Add 1)

According to the Rules of Procedure for General Meetings, the Chair of the General Meeting is elected for each session separately. The company Ixtlan Forum, d. o. o., Ljubljana is proposed as the vote enumerator based on its good references. This company successfully performed the voting and vote enumerating procedures at Krka's General Meetings in the past.

Add 2)

The Supervisory Board verified the Annual Report of Krka, d. d., and of Krka Group for 2011, had no comments or reservations in that regard, and approved the Annual Report unanimously. By this approval the Annual Report of Krka, d. d. and the Krka Group for 2011 was adopted. The Supervisory Board also discussed the Auditor's Report and the work of the Certified Auditor. The Supervisory Board expressed no comments concerning Certified Auditor's work and the performed audit.

The Management Board prepared a proposal for the allocation of the accumulated profit in total of EUR 172,712,532.70. The Supervisory Board adopted the motion, and the Management and Supervisory Boards jointly propose to the Annual General Meeting of the company to pass the resolution on the allocation of accumulated profit. In addition to this, both Boards propose that the Annual General Meeting discharges the Management Board of Krka, d. d., and the Supervisory Board of Krka, d. d., Novo mesto from their liabilities.

Add 3)

Also in 2012, the business performance of Krka, d. d. Novo mesto shall be examined by the certified auditor, who shall prepare a report on the examination and audit of the financial statements and business report. The Supervisory Board proposes that Ernst & Young Revizija, poslovno svetovanje, d. o. o., Ljubljana, Dunajska cesta 111, 1000 Ljubljana, is appointed as the auditor for 2012.

Novo mesto, 30 May 2012

Jože Colarič  
President of the Management Board and  
Chief Executive

Jože Lenič MSc  
President of the Supervisory Board