



Gornja Vrba, 23.01.2019.

Subject: Settlement Plan implementation process in the Extraordinary Administration Procedure of the company Agrokor and its subsidiary and affiliated companies

Dear Mrs./Mr ,

After the Settlement Plan voting hearing held on 4 July 2018 in the Extraordinary Administration Procedure over the company Agrokor Group for Management of Companies, Production and Trade in Agricultural Produce, Joint Stock Company, Zagreb (City of Zagreb), Marijana Čavića 1, PIN (OIB): 05937759187 and its subsidiary and affiliated companies, at which hearing the Settlement Plan was adopted by the creditors with 80.20 per cent of total claims, and after the Commercial Court of Zagreb published the ruling dated 6 July 2018 sanctioning the Settlement Plan, the Settlement Plan implementation process has started.

In this process all of the current operations of all non-viable companies subject to the Extraordinary Administration, including Projektgradnja Ltd., shall be transferred to the new Group. This is a new, very demanding, but also the final stage of the Extraordinary Administration Procedure that will take several months after the Settlement Plan becoming effective, the commencement date of which will be formally announced upfront and in time, with a view to establishing a regular market life for the new company, with a new ownership structure.

The Settlement Plan implementation process is complex and envisages more than 100,000 steps, to take place simultaneously with the regular and smooth operations of all the companies.

It is important to note that the implementation is organized according to project management principles and will take place through five key pillars: legal, operational, IT, accounting/taxes/finance and communication. Through these pillars a number of activities required to establish the business operations of the new group will be conducted, such as the transfer of operations and assets to the new group, including the transfer of product labels, migration of apps etc. and finally, recording the changes in the new Group's balance sheet.

Part of the Settlement Plan implementation process also includes the transfer of contractual relations to the new, mirror companies in the New Group, to take place upon commencement of the Settlement Plan implementation. Hence the contractual relations of Projektgradnja Ltd. with our business partners shall be transferred to the new mirror company, all by applying the provisions of the Settlement Plan and in compliance therewith.



PROJEKTGRADNJA



Please note that the business partners affected by the respective transfer will be formally advised of the contractual relationship being transferred as well as of all the relevant data required for such relationship to continue to be fulfilled. Our key objective for this process, which is the precondition for continued viable and successful operations, is to keep it as clear and easy-to-realize as possible, both for the companies and for the Agrokor Group.

Enclosed hereto you will find the descriptions of the most important business processes, ie. operational rules during the process of the Settlement Plan implementation pertaining to our business relationship.

We will keep you systematically informed of all important steps in the Settlement Plan implementation process affecting our business relationship by way of the existing communication channels, through direct contact as well as via Agrokor's special sub-website dedicated to the Settlement Plan implementation.

Please feel free to contact us for any additional information and queries.

Sincerely yours,



PROJEKTGRADNJA d.o.o.
GORNJA VRBA, SLAVONSKI BROD 16

Miljenko Zovko



APPENDIX

Section A: Master data of the new legal entity

With a view to avoiding any lengthy discontinuation of business processes over the course of the Settlement Plan implementation process, ie. in the transitional period immediately prior to and after the Settlement Plan Implementation Commencement Date (ICD), this Section provides instructions regarding the data of the new legal entity, scheduled to become operational as at ICD.

In accordance with the above, please find below the data of the New Company as your contracting party to which the business relations will be transferred from the Old Company PROJEKTGRADNJA plus Ltd., by way of the Settlement Plan implementation. Please note that the data set out below will be confirmed (reiterated) or amended in a subsequent formal notice containing the exact ICD and the occurrence of the business relationship transfer:

- Name: PROJEKTGRADNJA plus Ltd.
- PIN: 99639891810
- IBAN: HR3423600001102711181
- Miljenko Zovko
- Phone: +385 35 405 650 / Fax: +385 35 269 618
- Adress: Vrbska 3, 35 207 Gornja Vrba

In accordance with earlier notices and in order to smoothly proceed with the ICD, below are the material preliminary actions we would kindly ask you to do on your side:

- Make sure to timely open/enter PROJEKTGRADNJA plus Ltd. as customer/supplier in your IT (operating) systems,
- Secure the transfer of all conditions agreed from PROJEKTGRADNJA Ltd. to PROJEKTGRADNJA plus Ltd.
- Comply with the defined ways and deadlines of deliveries and issue accurate supporting documents as defined below in a timely manner.
- Timely and fully communicate all changes of master data related to your company or your relevant products and services.
- Timely and fully communicate everything related to the carrying out of promotional activities.
- Provide the complete data on the state of inventories of packagings, products and all other debited materials to be transferred from PROJEKTGRADNJA Ltd. To PROJEKTGRADNJA plus Ltd during the course of the Settlement Plan implementation.
- Comply with other instructions defined below and mutually agreed subsequently during the course of preparations for the Settlement Plan implementation.



Section B: Transactions with partners (customers and suppliers)

With a view to avoiding any lengthy discontinuation of business processes over the course of the Settlement Plan implementation process, ie. in the transitional period immediately prior to and after the Settlement Plan Implementation Commencement Date (ICD), this Section provides instructions as to how we will work over the course of the transitional period.

In order to mutually settle the due liabilities in an appropriate manner, please make sure to adhere to the instructions as set out below.

Ordering of goods and services

Table 1: Process of issuing orders and receiving goods deliveries at the warehouse and/or stores

Ordering party	Order date	Delivery date	Dispatch note issued to	Invoice issued to
PROJEKTGRADNJA Ltd.	Pre-ICD	Pre-ICD	PROJEKTGRADNJA Ltd.	PROJEKTGRADNJA Ltd.
PROJEKTGRADNJA Ltd.	Pre-ICD	Post-ICD	PROJEKTGRADNJA plus Ltd.	PROJEKTGRADNJA plus Ltd.
PROJEKTGRADNJA plus Ltd.	Post-ICD	Post-ICD	PROJEKTGRADNJA plus Ltd.	PROJEKTGRADNJA plus Ltd.

Note: Business transactions involving the receipt of goods at the Old Company post-ICD cannot be carried out and in such cases we shall request new documentation (dispatch notes) to be issued to the name of the New Company.

Invoices for goods delivered to the Old Company and not becoming due by the ICD shall be paid in line with the agreed due dates, ie. there will be no delays in payments.

Table 2: Process of delivering PROJEKTGRADNJA plus Ltd. goods and services to customers

Ordering party	Order date	Delivery date	Goods delivered by	Invoice issued by
Customer	Pre-ICD	Pre-ICD	PROJEKTGRADNJA Ltd.	PROJEKTGRADNJA Ltd.
Customer	Pre-ICD	Post-ICD	PROJEKTGRADNJA plus Ltd.	PROJEKTGRADNJA plus Ltd.



PROJEKTGRADNJA



Management of returns of goods delivered by PROJEKTGRADNJA Ltd.to a customer

All customers buying goods and services retain the right to return the goods and the right to complain about the services after the Settlement Plan implementation, as defined in the agreements transferred to the New Company in the Settlement Plan implementation process.

Management of returns of goods by PROJEKTGRADNJA plus Ltd.to the supplier

PROJEKTGRADNJA plus Ltd. has the right to return goods received and complain about rendered services after the ICD, for goods and services delivered pre-ICD, according to the agreement(s) transferred in the Settlement Plan implementation process from PROJEKTGRADNJA Ltd. to PROJEKTGRADNJA plus Ltd..