

SHAREHOLDERS RIGHTS

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PROPERTY RIGHTS

RIGHT TO PARTICIPATE IN THE PROFIT DISTRIBUTION AND A DIVIDEND RIGHT

Each Gradus AD share entitles its owner to a dividend proportionate to share's nominal value. A share does not automatically guarantee a dividend payout. Dividend distribution is possible only in case of a recorded profit for the respective year and after a decision had been taken by the General meeting of shareholders.

On the basis of the presented annual financial report and annual report on the activity of the company, at the regular meeting of shareholders, the General meeting of shareholders takes a decision on profit distribution, incl. replenishment of the Reserve fund and dividend distribution.

Dividend pay-outs are made up to the amount of the profit for the current year, the undistributed profits from previous years, the part of the "Reserve" fund and the other funds of the company in excess of the minimum set by law, reduced by the uncovered losses from previous years and the allowances for the "Reserve" fund and the other funds. The company is obliged to set aside at least one tenth of profit in the Reserve fund until the fund's assets reach one tenth or more of the company's capital stock.

Gradus AD is obliged to pay out the dividend to its shareholders as voted by the general meeting within three months of its holding.

LIQUIDATION PROCEEDS

Liquidation proceeds represent the right of each Gradus AD shareholder to receive a part of the company assets. They are proportionate to their contributions in the company capital. The liquidation proceeds depend on the assets left after satisfying the creditors in case of a dissolution of the company. They are payable only to persons that are shareholders of Gradus AD at the time of its dissolution.

If a shareholder has claims against Gradus AD, these claims are not a part of its liquidation proceeds.

Gradus AD have not issued preferred shares giving the right for additional liquidation proceeds.

RIGHT TO PARTICIPATE IN A CAPITAL INCREASE OF Gradus AD

Each shareholder of Gradus AD has the right to acquire a part of the new shares corresponding to its stake in the company capital before the increase. This right lapses upon a period determined by the General meeting of Gradus AD, but at least one month after the announcement of the invitation for subscription of the shares in the commercial register. Invitation for subscription of the new shares is announced along with the decision for a capital increase in the commercial register. That right of the shareholders may be revoked by the General meeting for a specific case when it is determined by a majority of two thirds of the shares represented.

NON-PROPERTY RIGHTS

VOTING RIGHT AT THE GENERAL MEETING OF SHAREHOLDERS OF Gradus AD

All shareholders have the right to participate at the General meeting of shareholders of Gradus AD. Each shareholder may exercise its voting right at its discretion, as the Board of Directors and the company itself do not have the right to discriminate against the shareholders because of their voting decisions. Each share entitles its owner to one vote in the General meeting of shareholders. Exercising their voting rights, the shareholders of Gradus AD participate in the management of the company by taking decisions on all matters included in the agenda.

Limitation of the voting right

A shareholder may not, either in person or by proxy, vote on:

- actions brought by the company against it;
- proceedings to realize the liability of such shareholder to Gradus AD.

RIGHT TO CONVENE A GENERAL MEETING OF SHAREHOLDERS OF Gradus AD

Shareholders of Gradus AD that have held for more than 3 months at least 5 per cent of the company capital have the right to convene a General meeting of shareholders of Gradus AD. If the above request has not been granted within one month, or if a General Meeting has not been held within 3 months after the submission of such request, then the District Court calls a General Meeting or authorizes the shareholders who requested the Meeting to call it.

INCLUSION OF ADDITIONAL ITEMS IN THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS

Shareholders of Gradus AD that have held for more than 3 months at least 5 per cent of the company capital have the right to include additional items in the General Meeting agenda. These shareholders file with the Commercial Register a list of the items, proposals for decisions, as well as all materials related to them.

RIGHT TO ELECT AND TO BE ELECTED AT THE MANAGEMENT BODIES OF Gradus AD

One of the major competences of the General meeting of shareholders, as the main management body of Gradus AD, is to determine the number, elect and dismiss the members of the Board of Directors. Therefore, each shareholder of Gradus AD has implicitly included in its voting right also the right to be elected in the management bodies of the company.

RIGHT TO RECEIVE INFORMATION

All shareholders of Gradus AD have the right to receive materials related to the agenda of general meetings not later than the date of posting the announcement of the respective meetings' notice.

Where the agenda includes the election of members of the board of directors, the papers also include data concerning the names, permanent addresses and professional qualifications of persons nominated for board membership. These papers are available free of charge to each shareholder of Gradus AD on demand.

Shareholders can also receive the minutes and the respective annexes related to previous general meetings that Gradus AD is required to keep at least 5 years.

SHAREHOLDERS PROTECTION RIGHTS

Each shareholder in Gradus AD may bring an action to the district court of the company's seat to protect their right to be a partner and its individual rights as a partner, when these have been violated by the company's organs. (Art. 71 from the Commerce Act)

Every shareholder may bring an action before the district court of the Gradus AD's seat for the repeal of a resolution of the general meeting when such resolution is inconsistent with a mandatory provision of the law or with the Articles of Association of the company.

The instructions given by the court in repealing a general meeting resolution are binding on the general meeting whenever it discusses the same issue again. Resolutions or acts by the company's management bodies which are in contradiction with an effective court ruling are void. Each shareholder may at any moment refer to such nullity or request its proclamation by the court.

Any interested party, as well as the public prosecutor, may bring an action to establish nullity or inadmissibility of the company's entry in the commercial register, as well as the non-existence of a circumstance entered in the register. The action is brought before the respective district court at the headquarters of the firm, on which the entry is made.

RIGHT TO FILE A CLAIM DEMANDING THAT MEMBERS OF THE BOARD OF DIRECTORS BE HELD LIABLE FOR DAMAGES CAUSED TO THE COMPANY

Shareholders holding at least 10 per cent of the Gradus AD's capital may file a claim demanding that members of the board of directors be held liable for damages caused to the company.

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