

AGROKOR koncern za upravljanje društvima, proizvodnju i trgovinu poljoprivrednim proizvodima, dioničko društvo

Zagreb, Marijana Čavića 1
OIB: 05937759187

AGROKOR Group for Managing of Companies, Manufacture and Trade of Agricultural Products, Joint Stock Company

Zagreb, Marijana Čavića 1
PIN: 05937759187

U Zagrebu, 28. veljače 2019.

Zagreb, February 28, 2019

Izvanredni povjerenik

Izvanredni povjerenik društva **AGROKOR** koncern za upravljanje društvima, proizvodnju i trgovinu poljoprivrednim proizvodima, dioničko društvo sa sjedištem u Zagrebu, Marijana Čavića 1, OIB: 05937759187 (dalje u tekstu „Dužnik“), odlučujući u postupku provedbe nagodbe koja je prihvaćana od strane vjerovnika u postupku izvanredne uprave nad Dužnikom i njegovim ovisnim i povezanim društvima na ročištu za glasovanje o nagodbi koje je održano u Zagrebu, dana 4. srpnja 2018. godine (dalje u tekstu „Nagodba“), a koja je potvrđena pravomoćnim rješenjem Trgovačkog suda u Zagrebu broj St-1138/17 od 6. srpnja 2018. godine, sukladno odredbama članaka 17.1, 19.2.1, 28.1, 29.10 i 21.11 Nagodbe, donio je u Zagrebu, dana 28. veljače 2019. godine sljedeću

ODLUKU

I.

U ovoj Odluci, svi pojmovi pisani velikim početnim slovom, a koji nisu definirani u ovoj Odluci imaju značenje koje im se daje u Nagodbi kao tekstu na koji se ova Odluka neposredno oslanja, osim ako iz konteksta ne proizlazi drukčije.

II.

UTVRĐUJE SE da su poduzete sve potrebne mjere kako bi Datum javne objave nastupio sukladno čl. 17 Nagodbe i kako su Dužnik i njegova ovisna i povezana društva izvršili sve pripreme radnje potrebne za početak

Extraordinary Administrator

Extraordinary Administrator of **AGROKOR** Group for Managing of Companies, Manufacture and Trade of Agricultural Products, Joint Stock Company, with its registered seat in Zagreb, Marijana Čavića 1, PIN: 05937759187 (hereinafter: “Debtor”), deciding in the implementation process of the settlement plan accepted by the creditors in the extraordinary administration proceedings over the Debtor and its affiliated and controlled companies at the settlement plan voting hearing held in Zagreb on July 4, 2018 (hereinafter: “Settlement Plan”), confirmed by the final order of the Commercial Court of Zagreb on July 6, 2018 in file number St-1138/17, in accordance with Clauses 17.1, 19.2.1, 28.1, 29.10 and 21.11 of the Settlement Plan, adopts in Zagreb on February 28, 2019 the following

DECISION

I

Capitalized terms not defined in this Decision have the meaning given to them in the Settlement Plan as the text on which this Decision directly relies, unless it arises differently from context.

II

IT IS ESTABLISHED that all necessary measures have been taken to procure that the Public Announcement Date occurs according to Clause 17 of the Settlement Plan and that all preparatory actions

provedbe Nagodbe.

IZJAVLJUJE se da su Dužnik i njegova ovisna i povezana društva postigli operativnu spremnost za Dan javne objave sukladno čl. 17.1 Nagodbe.

III.

UTVRĐUJE SE da su ispunjeni sljedeći odgodni uvjeti za provedbu nagodbe iz čl. 28.2 Nagodbe:

- a. Nastupila je Pravomoćnost Rješenja o potvrdi (čl. 28.2.1. Nagodbe);
- b. Ocjena dopuštenosti koncentracije poduzetnika u odnosu na pravne poslove predviđene Nagodbom koju je izdalo nadležno tijelo za zaštitu tržišnog natjecanja (čl. 28.2.2 Nagodbe);
- c. Porezno rješenje izdano od nizozemskih poreznih tijela koje pruža izvjesnost o glavnim poreznim aspektima strukture Nagodbe po nizozemskom pravu (čl. 28.2.3 Nagodbe).
- d. Službeno mišljenje hrvatske porezne uprave koje pruža izvjesnost o glavnim poreznim aspektima strukture nagodbe po hrvatskom pravu (čl. 28.2.4 Nagodbe).

UTVRĐUJE SE da nije u cijelosti ispunjen odgodni uvjet iz članka 28.2.5 Nagodbe (*Produženje SPFA*). Ocjenjuje se, međutim, da će prije Datuma početka provedbe biti ispunjen taj odgodni uvjet na način opisan u odredbi članka 28.2.5(iii) Nagodbe.

UTVRĐUJE SE da je Izvanredni povjerenik, sukladno čl. 28.4 Nagodbe, zatražio i primio pisani pravni savjet svojih pravnih savjetnika

necessary for the Settlement implementation commencement have been performed by the Debtor and its affiliated and controlled companies.

IT IS DECLARED that the Debtor and its affiliated and controlled companies have achieved operational readiness for Public Announcement Date pursuant to Clause 17.1 of the Settlement Plan.

III

IT IS ESTABLISHED that the following conditions precedent set out in Clause 28.2 of the Settlement Plan have been fulfilled:

- a. The court order confirming the Settlement Plan became final and unappealable (Clause 28.2.1. of the Settlement Plan)
- b. Clearance for concentration between undertakings regarding legal actions prescribed by Settlement Plan issued by competent competition authority (Clause 28.2.2. of the Settlement Plan)
- c. Tax ruling issued by Dutch tax authority providing comfort regarding the main Dutch tax aspects of the settlement structure (Clause 28.2.3. of the Settlement Plan)
- (1)
- d. Official opinion of the Croatian tax administration providing comfort regarding the main Croatian tax aspects of the settlement structure (Clause 28.2.4 of the Settlement Plan)

IT IS ESTABLISHED that the condition precedent under Clause 28.2.5 (*SPFA Extension*) is not completely fulfilled. However, it is assessed that the stated condition precedent shall be fulfilled prior to the Implementation Commencement Date as provided under Clause 28.2.5(iii) of the Settlement Plan.

IT IS ESTABLISHED that, according to the Clause 28.4. of the Settlement Plan, the

za hrvatsko pravo koji su to bili s Datumom podnošenja Nagodbe (BOGDANOVIĆ, DOLIČKI I PARTNERI odvjetničko društvo) i da je sadržaj tog pravnog savjeta kako ne postoji Zapreka provedbi kako je opisana u čl. 28.4 Nagodbe.

IV.

PREDLAŽE SE, stoga, Privremenom vjerovničkom vijeću da izvanrednom povjereniku da svoje odobrenje za odricanje od ispunjenja uvjeta iz članka 28.2.5 Nagodbe (*Produženje SPFA*).

Na temelju utvrđenja sadržanog u ovoj Odluci, a sve pod uvjetom da prethodno Privremeno vjerovničko vijeće dade svoje odobrenje iz članka 28.1 i članka 28.3 Nagodbe izvanredni povjerenik će (a) potpisati Obavijest o ispunjenju odgovornih uvjeta u tekstu kako je to navedeno u obrascu koji se nalazi u Prilogu 36 Nagodbe i (b) poslati obavijest Trgovačkom sudu u Zagrebu iz članka 28.3 Nagodbe o odricanju od ispunjenja odgovornog uvjeta iz članka 28.2.5 Nagodbe (*Produženje SPFA*).

V.

UTVRĐUJE SE da su pripremljeni konačni tekstovi sljedećih Dodatnih provedbenih dokumenata sukladno čl. 29.10 Nagodbe, čiji bitni sastojci odgovaraju odredbama Nagodbe te su u skladu s mjerodavnim pravom za pojedini dokument:

(1) Statut Aisle HoldCo u formi odluke dioničara o izmjeni Statuta Aisle HoldCo,

(2) Društveni ugovor Aisle Dutch HoldCo u formi odluke člana društva o izmjeni društvenog ugovora Aisle Dutch HoldCo;

(3) Društveni ugovor Aisle Dutch TopCo u obliku odluke člana društva o izmjeni društvenog ugovora Aisle Dutch TopCo i

Extraordinary Administrator requested and received written legal advice from his Croatian legal advisors as of the Submission Date (BOGDANOVIĆ, DOLIČKI AND PARTNERS Attorneys at Law) containing legal advice that no Implementation Impediment has occurred as described in Clause 28.4. of the Settlement Plan.

IV

Therefore, the Interim Creditors' Council IS PROPOSED to approve the Extraordinary Administrator to waive the condition provided by Clause 28.2.5 of the Settlement Plan (*SPFA Extension*).

Based on the determination stated in this Decision, under the condition that Interim Creditors' Council grants its approval under Clause 28.1 and 28.3 of the Settlement Plan, the Extraordinary Administrator shall (a) sign the CP Satisfaction Notice in content provided by template in Settlement Plan Annex 36 and (b) in compliance with Clause 28.3 of the Settlement Plan submit the written notice on the waiver of fulfilment of condition precedent stated in Clause 28.2.5 of the Settlement Plan (*SPFA Extension*) to the Commercial Court of Zagreb.

V

IT IS ESTABLISHED that the final form of the following Additional Implementation Documents has been prepared in accordance with Clause 29.10 of the Settlement Plan, whose material elements correspond to the Settlement Plan and are without contravention of the governing law of the respective document:

(1) Aisle HoldCo's Articles of Association in form of shareholder's resolution on amendment of Aisle HoldCo's Articles of Association,

(2) Aisle Dutch HoldCo's Articles of Association in form of shareholder's resolution on amendment of Aisle Dutch HoldCo's Articles of Association,

(4) Osnivački akt i Administrativna pravila Aisle STAK u formi odluke Uprave Aisle STAK-a o izmjeni osnivačkog akta Aisle STAKA-a i o usvajanju Administrativnih pravila STAK-a.

Hrvatski i engleski tekst navedenih Dodatnih provedbenih dokumenata prilaže se ovoj odluci i čini njen sastavni dio.

ODOBRAVAJU SE konačni tekstovi Dodatnih provedbenih dokumenata iz ove točke u sadržaju koji je priložen kao prilog ovoj odluci.

VI.

PREDLAŽE SE, stoga, Privremenom vjerovničkom vijeću da sukladno članku 29.10 Nagodbe, kao jedno od Nadzornih tijela ovlaštenih za nadzor provedbe Nagodbe temeljem članka 29.11 Nagodbe, odobri konačne tekstove Dodatnih provedbenih dokumenata te odobri Izvanrednom povjereniku da iste podnese Sudu radi odobrenja.

VII.

PREDLAŽE SE Privremenom vjerovničkom vijeću da, temeljem članka 17.1 Nagodbe, suglasno s Izvanrednim povjerenikom predloži Sudu da:

- sud odredi da Datum javne objave bude dana 1. ožujka 2019.,
- sud odredi da će Datum početka provedbe nastupiti 1. travnja 2019., te
- sud odobri javnu objavu Datuma početka provedbe putem mrežne

(3) Aisle Dutch TopCo's Articles of Association in form of shareholder's resolution on amendment of Aisle Dutch TopCo's Articles of Association, and

(4) Aisle STAK's Articles of Association and Administrative Conditions in form of Aisle STAK's management board resolution on amendment of Aisle STAK's articles of association and adoption of STAK's Administrative Conditions.

Croatian and English versions of the abovementioned Additional Implementation Documents are attached to this Decision and form its integral part.

The final form of the Additional Implementation Documents IS APPROVED in content stated in the attachment of this Decision.

VI

Therefore, the Interim Creditors' Council, as one of the Supervisory Bodies authorised to supervise the Settlement Plan implementation based on the Clause 29.11 of the Settlement Plan, IS PROPOSED to approve the final form of Additional Implementation Documents in compliance with the Clause 29.10 of the Settlement Plan and to approve the Extraordinary Administrator to submit said documents to the Court for approval.

VII

The Interim Creditors' Council IS PROPOSED to, mutually with the Extraordinary Administrator, propose the Court the following based on Clause 17.1 of the Settlement Plan:

- the Court determines March 1, 2019 as the Public Announcement Date;
- the Court declares that the Implementation Commencement Date is April 1, 2019, and
- the Court allows the public announcement of the Implementation Commencement Date via the court's e-bulletin board on the Public

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stranice e-oglasna ploča sudova na
Datum javne objave.

Announcement Date.

VIII.

Ova Odluka dostavlja se Privremenom vjerovničkom vijeću i Trgovačkom sudu u Zagrebu, a stupa na snagu danom donošenja.

VIII

This Decision is delivered to the Interim Creditors' Council and the Commercial Court of Zagreb and shall take effect on the day of its adoption.

Fabris Peruško, izvanredni povjerenik

Fabris Peruško, Extraordinary Administrator

