

Guidance on Voting on the Settlement Plan

(for the avoidance of doubt, this document does not constitute legal advice; creditors are recommended to obtain individual legal advice)

in the Extraordinary Administration Proceedings over

Agrokor d.d. et al.

Commercial Court of Zagreb

File No. 47.St-1138/17

<i>Voting Hearing</i>	<i>Instructions</i>
1. Where?	Košarkaški centar Dražen Petrović - dvorana CIBONA (Basketball centre Dražen Petrović – CIBONA hall) City of Zagreb, Savska 30
2. When?	4 July 2018, starting at 8am CEST; 5 and 6 July 2018 (each from 8am CEST) reserved if needed to complete the hearing
3. Who is entitled to vote?	Creditors with Determined Claims listed in table of determined claims, including its supplements and corrections, under court file no. St-1138/17 are entitled to vote (Art. 43 para. 11 EA Act). Creditors with Challenged Creditors should be fully prepared to vote, but whether or not they are entitled to vote will be determined at the hearing, either (i) through an agreement between the Extraordinary Administrator and the Determined Creditors present at the Hearing or (ii) a Court order (Art. 32 para. 13 EA Act).
4. How can I vote?	Creditors may attend the Hearing in person. However, creditors that are not natural persons can cast their votes only through:
a. Companies' representatives	<ul style="list-style-type: none">• representatives that are entitled to represent the creditor pursuant to the companies' register for the avoidance of doubt, directors or employees of the creditor or other third parties who are not listed as representatives in the companies' registered are not entitled to vote, even if they are authorized by an official representative; or
b. Attorney at law	<ul style="list-style-type: none">• an attorney at law admitted in the Republic of Croatia (creditors are referred, if they so wish, to obtain local legal advice and representation, via local law firms and offices)
5. How do I appoint a representative?	In case a creditor votes through a registered representative (4.a above): <ul style="list-style-type: none">• a certified Croatian translation, by a Croatian court interpreter, of the official companies' register excerpt or notarized (in the country of

	<p>issuance) copy in Croatian language showing the representative's authority is required;</p> <ul style="list-style-type: none"> creditors should check whether an apostille is required to recognise the validity of their foreign public documents in the Republic of Croatia; indicative (subject to specific legal advice and confirmation) list of certain countries in relation to the apostille requirement: <p>UK: required</p> <p>U.S.: required</p> <p>Germany: required</p> <p>Russia: not required</p> <p>Austria: not required</p> <p>In case a creditor authorizes an attorney at law (4.b above), a power of attorney fulfilling the following prerequisites is required:</p> <ul style="list-style-type: none"> Croatian language; signed by an authorised representative, company seal (if applicable); a certified Croatian translation, by a Croatian court interpreter, of the official companies' register excerpt or notarized (in the country of issuance) copy in Croatian language showing the signatory's authority; apostilled, as the case may be (see above); A recommended power of attorney to use can be downloaded here: http://nagodba.agrokor.hr/wp-content/uploads/2018/06/05.-Voting-Power-of-Attorney.docx.
<p>6. How will be voted?</p>	<p>The voting in the Hearing will be performed electronically, via a mobile application "m2voting", available on Google play and Apple store.</p> <p>If creditors are unable to use the mobile device and app, they will be provided technical support at the designated spots at the venue.</p>
<p>7. Does the person attending the meeting need to bring identification?</p>	<p>For expedience in evidencing, creditors should come prepared in advance in order to be able to designate their claim's ordinal no. (per the publicized claims table - court ordinal no. for the claim and ordinal no. of the claim's table).</p> <p>Attendees are required to bring:</p> <ul style="list-style-type: none"> Personal ID or passport Relevant register excerpt for legal persons (documentation as per point 5 above) For Croatian attorneys at law – PoA and Croatian Bar Association's identity card

<p>8. Information for bondholders:</p>	<p>With regard to bonds, only the relevant trustee for each series of bonds is entitled to vote. Bondholders (as defined below) are not formally involved in the Hearing and the Voting. In order to be able to vote at the Hearing, the relevant trustee will need to be instructed by the beneficial owners (“bondholders”) of the relevant series of bonds whether to vote in favour or against the settlement plan.</p> <p>To instruct the relevant trustee to vote in favour or against the settlement plan, Agrokor d.d., as issuer of the bonds, has prepared a settlement plan statement (the “Settlement Plan Statement” which provides the bondholders with information regarding the procedures for instructing the relevant trustee to vote on the settlement plan at the Hearing.</p> <p>To access a copy of the Settlement Plan Statement and be able to instruct the relevant trustee to vote on the settlement plan, bondholders need to complete the voting registration questionnaire available at www.lucid-is.com/agrokor.</p> <p>Lucid Issuer Services Limited (“Lucid”) is acting as the Company’s Tabulation and Information Agent and will be able to assist bondholders with questions relating to the Settlement Plan Statement and the procedures of instructing the relevant trustee to vote at the Hearing. Lucid’s contact information is as follows:</p> <p style="text-align: center;">Lucid Issuer Services Limited Yves Theis Paul Kamminga agrokor@lucid-is.com Tel: +44 (0) 7704 0880</p>
<p>9. Questions?</p>	<p>Please contact creditorenquiries@agrokor.hr.</p>