

Initial DR Holder Meeting – agenda, explanatory notes and voting instructions

We refer to the settlement plan relating to the restructuring of Agrokor d.d. submitted by the extraordinary administrator pursuant to Article 43 of the EA Act on 20 June 2018, as amended and published on 26 June 2018, and confirmed by the Commercial Court in Zagreb (Croatia) under business number St-1138/2017-2823 on 6 July 2018, in accordance with the EA Act (the "**Settlement Plan**"). Capitalised terms used but not otherwise defined herein shall have the respective meanings given to them in the Settlement Plan.

Pursuant to the Settlement Plan, an Initial DR Holder Meeting will be held on the Implementation Commencement Date.

The Initial DR Holder Meeting is a meeting of holders of Depositary Receipts to be issued by Aisle STAK Stichting (to be renamed Fortenova Group STAK Stichting), a foundation (*stichting*) incorporated under the laws of the Netherlands, with its corporate seat in Amsterdam, the Netherlands, registered with the Dutch trade register under number 71631410 ("**STAK**") and relating to shares in the capital of Aisle Dutch TopCo B.V. (to be renamed: Fortenova Group TopCo B.V.), a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*), with its corporate seat in Amsterdam, the Netherlands, registered with the Dutch trade register under number 71635416 (the "**Company**").

The Initial DR Holding Meeting will be held at the premises of Houthoff, Gustav Mahlerplein 50, Amsterdam, the Netherlands on 1 April 2019 at 09:00 Amsterdam time.

AGENDA

1. Opening
2. Appointment of the members of the board of directors of Aisle HoldCo d.d. (to be renamed Fortenova grupa d.d.) ("**Fortenova grupa**") (*resolution*)
3. Remuneration of members of the board of directors of Fortenova grupa (*resolution*)
4. Grant of the title of managing director B to the managing director of Aisle Dutch HoldCo B.V. ("**Dutch HoldCo**") (*resolution*)
5. Appointment of Sergei Volk as managing director A of Dutch HoldCo (*resolution*)
6. Remuneration of Sergei Volk as managing director A of Dutch HoldCo (*resolution*)
7. Appointment of Arend Doppenberg as managing director B of Dutch HoldCo (*resolution*)
8. Remuneration of Arend Doppenberg as managing director B of Dutch HoldCo (*resolution*)
9. Grant of the title of managing director B to the managing director of the Company (*resolution*)
10. Appointment of Sergei Volk as managing director A of the Company (*resolution*)
11. Remuneration of Sergei Volk as managing director A of the Company (*resolution*)
12. Appointment of Arend Doppenberg as managing director B of the Company (*resolution*)
13. Remuneration of Arend Doppenberg as managing director B of the Company (*resolution*)
14. Acquisition by the Company from Agram Invest d.d. of certain shares in Agrolaguna d.d. and Zitnjak d.d. (*resolution*)

15. Any other business
16. Closing

EXPLANATORY NOTES

2. It is proposed that the meeting of holders of Depositary Receipts will adopt a resolution to:
 - a. approve the appointment of Fabris Peruško as a member of the board of directors of Fortenova grupa for a period of four years as from 2 April 2019;
 - b. approve the appointment of each of Daniel Boehi, Miodrag Borojević, Paul Foley, Kelly Griffith, Maksim Poletaev, Julian Michael Simmonds and Sergei Volk as members of the board of directors of Fortenova grupa for a period of three years as from 2 April 2019; and
 - c. approve that the board of STAK exercises its voting rights in the general meeting of the Company in favour of any proposal relating to such appointments and confirmation.

Information concerning Fabris Peruško, Daniel Boehi, Miodrag Borojević, Paul Foley, Kelly Griffith, Maksim Poletaev, Julian Michael Simmonds and Sergei Volk can be found in **Schedule 1**.

3. It is further proposed that the meeting of holders of Depositary Receipts will adopt a resolution to:
 - a. approve the remuneration which will apply to each member of the board of directors of Fortenova grupa as long as he/she is a non-executive director and the principles of the long term incentives plan as both set out in **Schedule 2**; and
 - b. approve that the board of STAK exercises its voting rights in the general meeting of the Company in favour of any proposal relating to such remunerations.
4. It is further proposed that the meeting of holders of Depositary Receipts will adopt a resolution to:
 - a. grant of the title of managing director B to the managing director of Dutch HoldCo, TMF Netherlands B.V.; and
 - b. approve the exercise of the voting rights of STAK in the general meeting of the Company in favour of any proposal relating thereto.
5. It is further proposed that the meeting of holders of Depositary Receipts will adopt a resolution to:
 - a. approve the appointment of Sergei Volk as managing director A of Dutch HoldCo; and
 - b. approve the exercise of the voting rights of STAK in the general meeting of the Company in favour of any proposal relating thereto.

Information concerning Sergei Volk can be found in **Schedule 3**.

6. It is further proposed that the meeting of holders of Depositary Receipts will adopt a resolution to:
- a. approve the following remuneration of Sergei Volk as managing director A of Dutch HoldCo: EUR 35,000 gross per annum as from 1 April 2019; and
 - b. approve the exercise of the voting rights of STAK in the general meeting of the Company in favour of any proposal relating thereto.

7. It is further proposed that the meeting of holders of Depositary Receipts will adopt a resolution to:
- a. approve the appointment of Arend Doppenberg as managing director B of Dutch HoldCo; and
 - b. approve the exercise of the voting rights of STAK in the general meeting of the Company in favour of any proposal relating thereto.

Information concerning Arend Doppenberg can be found in **Schedule 3**.

8. It is further proposed that the meeting of holders of Depositary Receipts will adopt a resolution to:
- a. approve the following remuneration of Arend Doppenberg as managing director B of Dutch HoldCo: EUR 15,000 gross per annum as from 1 May 2019;
 - b. approve the exercise of the voting rights of STAK in the general meeting of the Company in favour of any proposal relating thereto.

9. It is further proposed that the meeting of holders of Depositary Receipts will adopt a resolution to:
- a. grant of the title of managing director B to the managing director of the Company, TMF Netherlands B.V.; and
 - b. approve the exercise of the voting rights of STAK in the general meeting of the Company in favour of any proposal relating thereto.

10. It is further proposed that the meeting of holders of Depositary Receipts will adopt a resolution to:
- a. approve the appointment of Sergei Volk as managing director A of the Company; and
 - b. approve the exercise of the voting rights of STAK in the general meeting of the Company in favour of any proposal relating thereto.

Information concerning Sergei Volk can be found in **Schedule 3**.

11. It is further proposed that the meeting of holders of Depositary Receipts will adopt a resolution to:
- a. approve the following remuneration of Sergei Volk as managing director A of the Company: EUR 35,000 gross per annum as from 1 April 2019; and
 - b. approve the exercise of the voting rights of STAK in the general meeting of the Company in favour of any proposal relating thereto.

12. It is further proposed that the meeting of holders of Depositary Receipts will adopt a resolution to:
 - a. approve the appointment of Arend Doppenberg as managing director B of the Company; and
 - b. approve the exercise of the voting rights of STAK in the general meeting of the Company in favour of any proposal relating thereto.

Information concerning Arend Doppenberg can be found in **Schedule 3**.

13. It is further proposed that the meeting of holders of Depositary Receipts will adopt a resolution to:
 - a. approve the following remuneration of Arend Doppenberg as managing director B of the Company: EUR 15,000 gross per annum as from 1 May 2019;
 - b. approve the exercise of the voting rights of STAK in the general meeting of the Company in favour of any proposal relating thereto.

14. It is further proposed that the meeting of holders of Depositary Receipts will adopt a resolution to approve, confirm and ratify the acquisition by the Company from Agram Invest d.d. of 29,830 shares in Agrolaguna d.d., representing 51% of the total issued share capital in Agrolaguna d.d. and 8,508 shares in Žitnjak d.d., representing 4.14% of the total issued share capital in Žitnjak d.d. for an aggregate consideration of EUR 20 million, payable in HRK.

VOTING INSTRUCTIONS

Introduction

Each New Instruments Beneficiary qualifying as a DR Holder with voting rights on the Implementation Commencement Date (each an "**Eligible Beneficiary**"), may cast votes at the Initial DR Holder Meeting in favour of, or against, or abstain from voting regarding the proposed resolutions set out in agenda items 2 to 14 above (the "**Resolutions**"). In order to do so, Eligible Beneficiaries must during the period between 09:00 Amsterdam time on 22 March 2019 up to 17:00 Amsterdam time on 30 March 2019 (the "**Instruction Deadline**") submit instructions as to how they wish their votes to be cast at the Initial DR Holder Meeting ("**Electronic Voting Instructions**") via the voting portal operated by Lucid Issuer Services Limited (who will be the Registrar in respect of the New Instruments) (the "**Registrar Portal**") or must attend the Initial DR Holder Meeting. Submission of such Electronic Voting Instructions via the Registrar Portal will constitute the appointment by each Eligible Beneficiary of Lucid Agency Services Limited (acting through any duly authorised officer or employee) as its proxy (in such capacity, the "**DR Holder Proxy**") to cast vote(s) on behalf of such Eligible Beneficiary at the Initial DR Holder Meeting. The allocation of Depositary Receipts for each Eligible Beneficiary reflected in the Registrar Portal is based on the preliminary Final New Instruments Beneficiaries List. Until such time as the Extraordinary Administrator determines the Final New Instruments Beneficiaries List in accordance with clause 17.3 of the Settlement Plan, the number of Depositary Receipts allocated to each Eligible Beneficiary is subject to change. In the event that an Eligible Beneficiary submits an Electronic Voting instruction prior to the time at which the Registrar Portal reflects the Final

New Instruments Beneficiaries List as approved by the Extraordinary Administrator, each Eligible Beneficiary understands that its allocation will be adjusted to reflect the data included in such final list.

Noteholders will only be considered to be Eligible Beneficiaries if they have blocked their notes on or before the Claims Record Date, are appointed by BNY Mellon as designated Noteholder, validly completed, executed and submitted a KYC Form and all other requirements set out in the Settlement Plan are met.

Any Electronic Voting Instruction submitted by an Eligible Beneficiary must be submitted in respect of such Eligible Beneficiary's entire entitlement to Depositary Receipts. Any Electronic Voting Instruction submitted by an Eligible Beneficiary in respect of less than its entire entitlement will not be accepted.

Registrar Portal

Electronic Voting Instructions can only be submitted by accessing the Registrar Portal.

Access to the Registrar Portal requires an e-mail address and password. An activation link to set the password will be distributed by e-mail to each Eligible Beneficiary during the period between 21 March 2019 and 28 March 2019, following completion of relevant checks with respect to compliance with KYC, Sanctions and securities laws requirements.

The activation link will be sent to the e-mail address provided by each Eligible Beneficiary as part of the KYC process relating to the implementation of the Settlement Plan. If any Eligible Beneficiary has previously provided multiple e-mail addresses to TMF Group such Eligible Beneficiary will need to select a single e-mail address in connection with the Registrar Portal and for communications with respect to such Eligible Beneficiary's holding of New Instruments. If any Eligible Beneficiary would like to use a different e-mail address for communications with respect to the Registrar Portal and its holding of New Instruments, including for voting purposes, it should contact FortenovaGroup@lucid-ats.com.

Lucid Issuer Services (including in its various capacities as DR Custodian and DR Registrar, as and when appointed on the Implementation Commencement Date) will be under no obligation to make any investigation or enquiry with respect to whether any Eligible Beneficiary has actually received any such activation link or has submitted any Electronic Voting Instruction. Lucid Issuer Services Limited (including in its various capacities as DR Custodian and DR Registrar, as and when appointed) and its affiliates, officers, directors, employees and agents shall not be responsible for any loss or liability (howsoever described) incurred by any Eligible Beneficiary in the event that the e-mail address which such Eligible Beneficiary has provided to TMF Group proves to be incorrect or if such Eligible Beneficiary fails to receive such activation link once it has been dispatched to such e-mail address, or if such Eligible Beneficiary fails to submit any Electronic Voting Instruction. It is the sole responsibility of Eligible Beneficiaries to contact FortenovaGroup@lucid-ats.com in the event that they have not received an activation link by the time specified above.

Electronic Voting Instructions

By submitting an Electronic Voting Instruction each Eligible Beneficiary will:

- (a) be required to indicate the way in which it wishes its vote to be cast in respect of each proposed Resolution. An indication of voting intention will be required with respect to each separate proposed Resolution. It will not be possible to submit an Electronic Voting Instruction in respect of some only (but not all) Resolutions, although Eligible Beneficiaries may vote for, against or abstain with respect to each proposed Resolution; and
- (b) appoint the DR Holder Proxy as its proxy to attend the Initial DR Holder Meeting (and any relevant adjournment thereof) and to vote at the Initial DR Holder Meeting (or adjournment thereof) in respect of each of the proposed Resolutions. Votes will be cast in accordance with the relevant Electronic Voting Instruction.

Separate Electronic Voting Instructions must be submitted on behalf of each Eligible Beneficiary.

Electronic Voting Instructions will be irrevocable.

Attending Initial DR Holder Meeting

An Eligible Beneficiary, being an individual, who wishes to attend the Initial DR Holder Meeting in person, is requested - in order to be eligible to attend the Initial DR Holder Meeting - to confirm no later than 17:00 Amsterdam time on 30 March 2019 by e-mail to the following e-mail address: FortenovagroupProxy@houthoff.com that he or she will attend the Initial DR Holder Meeting and to attach a copy of his or her valid passport to such e-mail. E-mails regarding the aforementioned confirmation that have not been received by that time shall be disregarded. E-mails that do not include such passport copy shall also be disregarded.

An Eligible Beneficiary, not being an individual, which wishes to attend the Initial DR Holder Meeting, shall be entitled to do so by means of a written power of attorney of which a format will be provided upon the e-mail request to be described hereafter. Such Eligible Beneficiary is requested - in order to be eligible to attend the Initial DR Holder Meeting - to confirm no later than 17:00 Amsterdam time on 29 March 2019 by e-mail to the following e-mail address: FortenovagroupProxy@houthoff.com that it will attend the Initial DR Holder Meeting. E-mails regarding the aforementioned confirmation that have not been received by that time shall be disregarded. In order to be able to attend the Initial DR Holder Meeting, the Eligible Beneficiary should send a copy of the duly signed and dated power of attorney, including a copy of the valid passport of the individual that is granted such power of attorney no later than 17:00 Amsterdam time on 30 March 2019 by email to the following e-mail address: FortenovagroupProxy@houthoff.com E-mails that do not include such power of attorney and such passport copy and that have not been received by that time shall be disregarded.

General confirmations

The submission of an Electronic Voting Instruction will be deemed to constitute an agreement, acknowledgement, undertaking, representation and warranty by the Eligible Beneficiary that:

- (a) it acknowledges that none of Lucid Issuer Services Limited (including in its various capacities as DR Custodian and DR Registrar, as and when appointed) or the DR Holder Proxy, or any of their respective affiliates, directors or employees, has made or makes any recommendation as to whether (or how) to vote in respect of the relevant proposed Resolution(s) and it represents that it has made its own decision with regard to voting in respect of the relevant proposed Resolution(s) based on any legal, tax or financial advice that it has deemed necessary to seek;
- (b) it acknowledges that all authority conferred or agreed to be conferred pursuant to these acknowledgements, representations, warranties and undertakings and every obligation of it as a Eligible Beneficiary submitting an Electronic Voting Instruction in respect of the relevant proposed Resolution(s) shall to the extent permitted by applicable law be binding upon the successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of such Eligible Beneficiary and shall not be affected by, and shall survive, the death or incapacity of such Eligible Beneficiary submitting such Electronic Voting Instruction in respect of the relevant proposed Resolution(s), as the case may be;
- (c) it acknowledges that none of Lucid Issuer Services Limited (including in its various capacities as DR Custodian and DR Registrar, as and when appointed) or the DR Holder Proxy or any of their respective affiliates, directors or employees has given it any information with respect to the Initial DR Holder Meeting nor has any of them made any recommendation to it as to whether or how it should vote in respect of the relevant proposed Resolution(s) and it has made its own decision with regard to voting in respect of the relevant proposed Resolution(s) based on any legal, tax or financial advice it has deemed necessary to seek;
- (d) it acknowledges that no information has been provided to it by Lucid Issuer Services Limited (including in its various capacities as DR Custodian and DR Registrar, as and when appointed) or the DR Holder Proxy, or any of their respective affiliates, directors or employees with regard to the tax consequences (if any) to Eligible Beneficiaries arising from the relevant proposed Resolution(s) and hereby acknowledges that it is solely liable for any taxes and similar or related payments imposed on it under the laws of any applicable jurisdiction as a result of its participation in the Initial DR Holder Meeting and agrees that it will not and does not have any right of recourse (whether by way of reimbursement, indemnity or otherwise) against Lucid Issuer Services Limited (including in its various capacities as DR Custodian and DR Registrar, as and when appointed) or the DR Holder Proxy or any of their affiliates, directors or employees or any other person in respect of such taxes and payments;
- (e) it has observed the laws of all relevant jurisdictions, obtained all requisite governmental or other required consents and complied with all requisite formalities in connection with submitting an Electronic Voting Instruction in respect of any proposed Resolution(s), in any jurisdiction and that it has not taken or omitted to take any action in breach of these representations or which will or may result in Lucid Issuer Services Limited (including in its various capacities as DR Custodian and DR Registrar, as and when appointed) or

the DR Holder Proxy or any other person acting in breach of the legal or regulatory requirements of any such jurisdiction in connection with the Initial DR Holder Meeting or any votes in respect of the proposed Resolution(s);

- (f) it has full power and authority to submit an Electronic Voting Instruction to vote in the Initial DR Holder Meeting (and any adjournment thereof);
- (g) any Electronic Voting Instruction delivered by it is made upon the terms and subject to the conditions set out herein. It acknowledges that the submission of a valid Electronic Voting Instruction constitutes its written instructions with respect to the relevant proposed Resolution(s) and appointment of the DR Holder Proxy as its proxy to attend, and to cast the votes corresponding to the DRs to be issued to such Eligible Beneficiary on the Implementation Commencement Date which are the subject of the Electronic Voting Instruction in respect of the relevant Resolution(s);
- (h) it agrees to ratify and confirm each and every act or thing that may be done or effected by Lucid Issuer Services Limited (including in its various capacities as DR Custodian and DR Registrar, as and when appointed) or the DR Holder Proxy in the proper exercise of the powers and/or authority granted to them in respect of the Initial DR Holder Meeting;
- (i) it will, upon request, execute and deliver any additional documents and/or do such other things deemed by STAK to be necessary or desirable to effect delivery of the Electronic Voting Instructions or to evidence such power and authority;
- (j) it is not a person from whom it is unlawful to seek approval of the proposed Resolution(s) or otherwise to participate in the Initial DR Holder Meeting; and
- (k) each Electronic Voting Instruction is being submitted in compliance with all applicable laws and/or regulations of the jurisdiction in which the Eligible Beneficiary is located and/or in which it is resident and no registration, approval or filing with any regulatory authority of such jurisdiction is required in connection with each such instruction.

Each Eligible Beneficiary submitting an Electronic Voting Instruction in accordance with its terms shall be deemed to have agreed to indemnify and hold harmless on an after tax basis, each of Lucid Issuer Services Limited (including in its various capacities as DR Custodian and DR Registrar, as and when appointed) and the DR Holder Proxy and any of their respective affiliates, directors or employees against all and any losses, costs, claims, liabilities, expenses, charges, actions or demands which any of them may incur or which may be made against any of them as a result of any breach of any of the terms of, or any of the representations, warranties and/or undertakings given pursuant to, such Electronic Voting Instruction to vote by such Eligible Beneficiary.

Governing law and jurisdiction Electronic Voting Instructions

Each Electronic Voting Instruction and any non-contractual obligations arising out of or in connection with any of the aforesaid shall be governed by and construed in accordance with the laws of England and Wales. By submitting an Electronic Voting Instruction in respect of the relevant Resolutions, an Eligible Beneficiary irrevocably and unconditionally agrees, for the

benefit of STAK, the Lucid Issuer Services Limited (including in its various capacities as DR Custodian and DR Registrar, as and when appointed) or the DR Holder Proxy that the competent courts in London, United Kingdom, has jurisdiction to settle any disputes which may arise in connection with any Electronic Voting Instruction and any non-contractual obligations arising out of or in connection therewith and that, accordingly, any suit, action or proceedings arising out of or in connection with the foregoing may be brought in such courts.

Authority, responsibility and liability

All questions as to the validity, form and eligibility of any Electronic Voting Instruction (including the time of receipt or the compliance of such Electronic Voting Instruction with all applicable laws and regulations, including any regulations relating to Sanctions) or delivery of Electronic Voting Instructions will be determined by STAK in its sole discretion, subject to applicable law, which determination will be final and binding. Subject to applicable law, STAK's interpretation of the terms and conditions of and validity, form and eligibility of any vote at the Initial DR Holder Meeting (including any instructions in the Electronic Voting Instruction) shall be final and binding. No alternative, conditional or contingent Electronic Voting Instructions will be accepted. Subject to applicable law, STAK may: (a) in its absolute discretion reject any Electronic Voting Instruction submitted by an Eligible Beneficiary if the Electronic Voting Instruction was not made in accordance with this Voting Instructions or (b) in its absolute discretion elect to treat as valid an Electronic Voting Instruction, in both cases, not complying in all respects with the terms hereof or in respect of which the relevant Eligible Beneficiary does not comply with all the subsequent requirements of these terms and such determination will be final and binding.

Unless waived by STAK any irregularities in connection with any Electronic Voting Instruction must be cured within such time as STAK shall in its absolute discretion determine. None of STAK, Lucid Issuer Services Limited (including in its various capacities as DR Custodian and DR Registrar, as and when appointed) or the DR Holder Proxy, any of their respective affiliates, directors or employees or any other person will be under any duty to give notification of any defects or irregularities in such Electronic Voting Instruction, nor will any of such entities or persons incur any liability for failure to give such notification.

None of STAK, Lucid Issuer Services Limited (including in its various capacities as DR Custodian and DR Registrar, as and when appointed) or the DR Holder Proxy or any of their respective affiliates, directors or employees accepts any responsibility or liability whatsoever for failure of delivery of any Electronic Voting Instruction or any other notice or communication or any other action required under these terms. STAK's determination in respect of any Electronic Voting Instruction or any other notice or communication shall be final and binding.

Investors' website

All relevant documents relating to the New Instruments will be published on the – private part – of the following webpage: www.fortenovagroup.nl

All New Instrument Beneficiaries will be entitled to register for the private part of this website as from the Implementation Commencement Date.

Amsterdam, 21 March 2019
Board of Aisle STAK Stichting

SCHEDULE 1 BOARD MEMBERS AISLE HOLDCO D.D.

Fabris Peruško

Proposed position	Member of the board of directors
Proposed term	2019-2023
Date of birth	19.09.1973
Gender	Male
Nationality	Croat

Served as Extraordinary Administrator of Agrokor since February 2018. Prior to this appointment Mr. Fabris Peruško was responsible for finances and restructuring at Tisak, Agrokor Group, leading Croatian newsstand retailer.

Mr. Fabris Peruško also held the position of Director of Operations at Lamoda.ru, Russian division of the London-based Global Fashion Group and had a 5 years experience at McKinsey&Co, where his work was focused on restructuring projects in various industries across Europe and Russia.

Daniel Boehi

Proposed position	Member of the board of directors
Proposed term	2019-2022
Date of birth	14.11.1965
Gender	Male
Nationality	Swiss

24 years experience in Food industry on top positions in sales and marketing, including such food groups as Nestle, Danone, Lura group. From 2005 till 2015 in CEO role made successful turnaround of Serbian Danube Foods Group. Currently is a managing director of MAD Strategy (Switzerland), specializing in food and agro high-tech investments).

Miodrag Borojević

Proposed position	Member of the board of directors
Proposed term	2019-2022
Date of birth	10.04.1968
Gender	Male
Nationality	Croatian

Former CEO at O`key (Russian retailer), former CEO at REWE Group Italy (international retail group), former Board member at Kaufland Croatia (one of the leading European hypermarket chains). Mr. Miodrag Borojević also held various executive positions at Kaufland International (Sales director, Head of Business Development).

Paul Foley

Proposed position	Member of the board of directors
Proposed term	2019-2022
Date of birth	24.07.1958
Gender	Male
Nationality	British

23 years experience at Aldi Group (largest European discounter, Regional director, CEO at Aldi UK & Ireland), 15 years experience at Iceland Foods (largest English retailer, International business development, Sales director).

Paul Foley serves as active Board member at a number of companies, including Magnit (one of the largest Russian retailers).

Kelly Griffith

Proposed position	Member of the board of directors
Proposed term	2019-2022
Date of birth	15.12.1963
Gender	Male
Nationality	American (USA)

14 years on top positions in retail within the USA with several successful turnaround completed. Currently the owner of the retail advisory firm PRO-MOTION PARTNERS INC.

Maksim Poletaev

Proposed position	Member of the board of directors
Proposed term	2019-2022
Date of birth	06.04.1971
Gender	Male
Nationality	Russian

24 years experience at Sberbank, where Mr. Maksim Poletaev served at different executive positions including 6 years at the position of First Deputy Chairman of Sberbank`s Executive Board.

Mr. Maksim Poletaev was responsible for development of the retail, corporate, territorial and welfare businesses of Sberbank.

Julian Michael Simmonds

Proposed position	Member of the board of directors
Proposed term	2019-2022
Date of birth	13.04.1951
Gender	Male
Nationality	British

Served as Global Head of Foreign Exchange and Structured Products for at Citibank, and as Executive Vice President responsible for Citibank's Trading, Sales and Corporate Finance Activities for the OECD countries.

Mr. Julian Simmonds serves as a Member of Supervisory Board of VTB Bank AG (Deutschland) since August 2017 and also as a Non Executive Director of VTB Capital.

Sergei Volk

Proposed position	Member of the board of directors
Proposed term	2019-2022
Date of birth	07.05.1969
Gender	Male
Nationality	British and Ukrainian

Over 13 years experience at Sberbank, VTB and UBS (Corporate and Investment Banking, Debt Capital Markets).

6 years experience in strategic advisory (RAO UES, which was the largest electric power company in Russia), corporate financial advisory, capital raising for different industries. Mr. Sergei Volk also served as Head of Structuring and Analysis at Williams Energy marketing & Trading (UK, USA).

SCHEDULE 2 REMUNERATION NON-EXECUTIVE DIRECTORS OF FORTENOVA GRUPA

Remuneration & Travel policies for Non-executive Directors of Fortenova grupa d.d.

The members of the board of directors ("**Board of Directors**") of Fortenova grupa d.d. ("**Fortenova grupa**") shall have the right to compensation and other benefits in accordance with the rules of this policy which shall be enacted by the general assembly of Fortenova grupa.

This policy will apply to each member of the Board of Directors as long as he/she is a non-executive director only and in case of changing status from non-executive to executive and vice-versa will be applied on pro-rata basis to the term of non-executive status during the term as member of the Board of Directors. The compensation, rights and benefits arising out of the position of the member of the Board of Directors while acting as executive director will be regulated separately between Fortenova grupa and the respective executive director.

1. Base Annual Compensation ("**BAC**") in the amount of EUR 20,000 gross per year applies to all non-executive directors and covers 9 regular board meetings per year, of which 6 must be in person in Zagreb and 3 can be held remotely, 1 three-day long off-site board meeting and required ad-hoc meetings and conference calls.

Additional Annual Compensation ("**AAC**") applies:

- a.
 - i. for any member of the Board of Directors, participating in at least one of the board committees, is EUR 150,000 gross
 - ii. for the chairman of the Board of Directors is EUR 230,000 gross
 - iii. for the deputy chairman of the Board of Directors is EUR 180,000 gross
 - b. BAC and AAC will be paid in equal instalments at the end of each calendar month starting from the appointment date of an individual member of the Board of Directors (or from the date such member having formally accepted the mandate, if it occurs later) in EUR or subject to tax rules implications in HRK, converted at the EUR/HRK mean exchange rate of the Croatian National Bank at the day of payment.
 - c. Each committee chair will be paid additionally EUR 2,000 per committee session
 - d. If recalled by the shareholder, the mandate of such member of the Board of Directors shall terminate immediately, but such member will be compensated in accordance with this policy for additional 30 days from the date of revocation and reimbursed for any of the incurred but not cancellable travel expenses.
2. D&O insurance will be provided and paid by Fortenova grupa, plus customary indemnity from Fortenova grupa, in line with Croatian legislation:
Policyholder: Aisle HoldCo d.d. (preferable option, alternative – Aisle Dutch TopCo B.V.);
Insured: Aisle STAK Stichting, Aisle Dutch TopCo B.V., Aisle Dutch HoldCo, Aisle HoldCo d.d. and its key Croatian subsidiaries (A007 plus d.o.o., ADRIATICA.NET plus d.o.o., ATLAS plus d.o.o., BELJE plus d.o.o., JAMNICA plus d.o.o., KONZUM plus d.o.o.,

LEDO plus d.o.o., MLADINA plus d.o.o., mStart plus d.o.o., PIK-VINKOVCI plus d.o.o., PIK VRBOVEC plus d.o.o., PROJEKTGRADNJA plus d.o.o., ROTO DINAMIC plus d.o.o., SOLANA PAG plus d.o.o., TISAK plus d.o.o., VELPRO – CENTAR plus d.o.o., VUPIK plus d.o.o., ZVIJEZDA plus d.o.o.);

Payer under the policy: Aisle HoldCo d.d. (preferable option, alternative – Aisle Dutch TopCo B.V.) - **final decision to be delegated to the management Board of Aisle Dutch TopCo B.V.);**

Insurance period: 02/04/2019 – 01/04/2020

Sum insured: EUR 100 million per year of which Board of Directors only cover - EUR 20 million

Insurance cover:

- a. Side A,
- b. Side B, and
- c. Side C.

Possible extensions (final decision to be delegated to the management board of Aisle Dutch TopCo B.V.):

- a. Mitigation costs,
- b. Emergency expenses,
- c. Public Relations expenses,
- d. Extradition Proceeding,
- e. Extended Reporting Period,
- f. Retired Insured Persons cover,
- g. Outside Directorship Liability.

Deductible (final decision to be delegated to the management board of Aisle Dutch TopCo B.V.):

- a. Side A – EUR 0,
- b. Side B – EUR 0 (but we expect the market to quote a higher deductible),
- c. Side C – EUR 10 000 (Entity Cover for Securities Claims will be covered outside USA) (but we expect the market to quote EUR 50-100,000 or more).

Territorial scope: worldwide

3. Long Term Incentives Plan ("LTIP")

- a. Each non-executive director due to the work in at least one committee, chairman and deputy chairman is awarded 461 469 of American style options on Strips of New Instruments, vested at the end of each contract year within 3 years:
 - i. at strike - EUR 3.00 per Strip of New Instruments: 127 134 options in total (42 378 options for each year of mandate as of the appointment date (or from the date such member has formally accepted the mandate, if it occurs later));
 - ii. at strike - EUR 3.50 per Strip of New Instruments: 152 265 options in total (50 755 options for each year of mandate as of the appointment date (or from the date such member has formally accepted the mandate, if it occurs later));
 - iii. at strike - EUR 4.00 per Strip of New Instruments: 182 070 options in total (60 690 options for each year of mandate as of the appointment date (or from the date such member has formally accepted the mandate, if it occurs later)).

- b. All awarded options will vest automatically in case of:
 - i. change of control (change of the owners with more than 50% of ownership);
 - ii. sale of one or more of key operating companies;
 - iii. an IPO, where issuance (either primary or existing shares) is at least 30% of the outstanding share capital and above EUR 4.00 per Strip of New Instruments.
 - c. All awarded options will expire on the 7 year anniversary of the appointment date of the non-executive director.
 - d. After the end of the contract year 3 all options can be exercised on cashless basis: synthetic calculation and payment by Fortenova grupa of the difference between the fair value of the Strip of New Instruments and the strike price for each option.
 - e. In case of resignation or recall without cause all options vested in previous years stay as is and the options are to be vested in current year shall be vested pro-rata to the time spent as a member of the Board of Directors in the current year.
 - f. In case of recall with cause all vested options annul and no more options shall be vested.
 - g. Options may be granted physically or by means of synthetic (cashless) exercise.
4. Travel and Expenses Policy
- a. Business class air-travel, accommodation costs with cap EUR 300 per night and other reasonable transportation (taxis, etc) expenses will be either reimbursed by Fortenova grupa on the basis of submitted expense reports no later than 10 days after submission or to be directly paid by Fortenova grupa.
 - b. Other pre-agreed and authorised by the Board of Directors expenses will be compensated by Fortenova grupa.

SCHEDULE 3 BOARD MEMBERS AISLE DUTCH HOLDCO B.V. AND AISLE DUTCH TOPCO B.V.

Sergei Volk

Proposed position	Managing director A
Proposed term	2019-2023
Date of birth	07.05.1969
Gender	Male
Nationality	British and Ukrainian

Over 13 years experience at Sberbank, VTB and UBS (Corporate and Investment Banking, Debt Capital Markets).

6 years experience in strategic advisory (RAO UES, which was the largest electric power company in Russia), corporate financial advisory, capital raising for different industries. Mr. Sergei Volk also served as Head of Structuring and Analysis at Williams Energy marketing & Trading (UK, USA).

Arend Doppenberg

Proposed position	Managing director B
Proposed term	2019-2023
Date of birth	20.10.1975
Gender	Male
Nationality	Dutch

Arend joined TMF Group in February 2015 as Director Client Services, having worked as a certified auditor at one of the big four accounting firms for 17 years. Within his current role, Arend is responsible for a team that renders international corporate structuring services to clients which are mainly located in the USA and organizations that are active in energy, real estate and nutrition industries.

Arend has extensive experience with auditing and drafting financial statements (under IFRS and Dutch law) and the application of tax regulations such as VAT and income tax. He holds a Master of Business Economics from the Nyenrode University and is a Dutch native speaker, fluent in English.