

Pursuant to Art. 25, para 1 and 2 and Art. 33, para 1, Item 9 of the Memorandum of Association of "Sojaprotein" A.D. Becej and Art. 64 of the Law on Securities and Other Financial Instruments and Art. 6 of the Rulebook on Contents and Manner of Public Companies Reporting and Notification on Voting Shares Holding, Board of Directors of

“SOJAPROTEIN” A.D. BECEJ publishes

**A N N O U N C E M E N T
O N C O N V E N I N G**

**4th EXTRAORDINARY MEETING OF “SOJAPROTEIN” A.D. BECEJ
- Report on Material Event -**

1. The 4th extraordinary session of the Meeting of “Sojaprotein”, Joint Stock Company for Soybean Processing, Becej is convened for February 19, 2009 on the business premises of “Sojaprotein” A.D. in Belgrade, Takovska 45A, commencing at 2,00 p.m.
2. The Board of Directors motioned the following agenda of the “Sojaprotein” A.D. Becej Meeting:
 1. *Election of the Chairman of the Meeting, Voting Committee and Person verifying the Minutes*
 2. *Adoption of the Minutes from the last Meeting Session of “Sojaprotein” A.D. Becej;*
 3. *Motion of Decision on Increase of Capital Assets of “Sojaprotein” A.D. Becej with New Stakes*

A motion is made to increase the capital assets of the Company with new stakes by issuing a public offer of ordinary shares of 8th issue. A capital increase of 2,499,134,967.56 dinars is motioned by issuing 5,390,000 ordinary shares without par value and book value of 463,661404 dinars. The priority right of subscription of shares of the 8th issue is granted to shareholders registered in the Central Registry, Depository and Clearing of Securities on February 19, 2009, pro rata of the number of entire owned shares. The total term for subscription and payment of shares of the 8th issues is 33 days. The term for subscription and payment of shares for shareholders with pre-emption rights is 22 days. The term for subscription and payment of shares of the 8th issue without pre-emption right is 11 days. The owners of the 8th issue of share, upon registering in the Central Register are entitled to dividend under the same terms and conditions as the shareholder owning the shares of the previous issues.

4. *Motion of the Decision on issuing ordinary shares of the 8th issue by public offer in order to increase the capital assets;*

It is motioned to issue shares of the 8th issue in the total volume of 2,499,134,967.56 dinars i.e. 5,390,000 ordinary shares without a par value and book value of 463,661404 dinars. The purpose of the assets collected by issuing this issue of shares is to finance the investment for extend the facilities for production of soybean products for human consumption in order to increase the export and refinance the credit debt of the Company. The priority right of subscription of 8th issue of shares is granted to the shareholders entered in the Central Register, Depository and Clearing of Securities on February 19, 2009, pro rata the number of entire owned shares. The shares of the 8th issue shall be sold to the shareholders of Sojaprotein a.d. Becej with the pre-emption right at the price of 851.00 dinars. The shareholders that have exercised the right of priority subscription and any other interested persons shall be sold the shares of the 8th issue at the price of 946.00 dinars. The offered shares are paid in cash. The full term for subscription and payment of shares of the 8th issue is 33 days. Subscription and payment of shares for shareholders with pre-emption right is 22 days. The term for subscription and payment of shares of the 8th issue without pre-emption right is 11 days. The sale shall be deemed successful if at least 10% of the offered shares is subscribed and paid within the above term.

5. *Filing of report on acquisition of own shares and passing a Decision on disposal of own shares*

During the period from the regular annual Meeting at which the Board of Directors filed a report on the previously acquired own shares, i.e. since June 27, 2008 to date, the Company had acquired by purchase at the Belgrade Exchange, 40,582 own shares, i.e. 32,600 shares on October 24, 2008 at the price of 910 dinars per share and 7,982 shares on October 30, 2008 at the price of 900 dinars per share. "Sojaprotein" A.D. owns a total of 54,491 own shares. The Company had acquired own shares based on the Decision of the Board of Directors on acquisition of own shares in the organized market dated March 18, 2008 and the Decision on Amendment of Decision on acquisition of own shares in the organized market dated October 24, 2008. The Company had acquired its own shares in order to protect the interest of the "Sojaprotein" shareholder, securing the execution of Company's development plans and prevention of occurrence or direct and greater damage to the Company, in order to contribute to stabilizing the prices of shares and prevention of their further reduction.

It is motion to sell **54,491** own shares, making a total of **1.010965%** of the total number of shares. The Company shall sell its own shares within a year from the date of their acquisition. Own shares are sold by offer to all shareholders on a pro-rata basis. The balance of unsold shares shall be offered for sale in the organized market, i.e. at the Belgrade Exchange. The Board of Directors of Sojaprotein A.D. Becej is empowered to stipulate the elements of the Offer of Disposal (Sale) of own shares (number of shares sold, purchase price or manner of its definition, procedure and date of payment, terms and manner of disposal).

3. The Company Board of Directors decided that the List of shareholders with voting rights and right to participate in the Meeting and other rights pursuant to Art. 286 of the Company Law will be determined on January 28, 2008 (Shareholders Determination Date) in compliance with the Statement from the Central Register of Securities. The List of Shareholders is kept in the Company's registered office and is available to all shareholders with voting rights at the Meeting.
4. Shareholders and proxies availing of at least 30,000 shares have direct participation and decision-making rights. Shareholders individually possessing less than 30,000 shares, but jointly more, are allowed to appoint their proxy to exercise their participation and decision-making and voting rights at the Meeting.
5. The Meeting session of "Sojaprotein", Joint Stock Company for Soybean Processing Becej will be convened by announcement of the present Invitation in the daily newspaper "Politika" and its placing on the Internet website of the Company, without interruption until the Meeting Date. No individual written notices will be sent to the shareholders; they are invited to participate in the Company Meeting in this form.
6. Shareholders may review the agenda and any other written communications in Becej – at the business premises of "Sojaprotein" A.D. Becej, Industrijska Zona bb on business days during regular working hours from 8,00 a.m. to 4,00 p.m. - and on the Company's Internet website, www.soyaprotein.com from the Invitation Announcement Date.
7. This notice represents also a Report on Material Event – Convening the Regular Annual Company Meeting pursuant to Article 64 of the Law on Securities and Other Financial Instruments and Article 6 of the Rulebook on Contents and Manner of Public Companies Reporting and Notification on Voting Shares Holding.

**CHAIRMAN OF THE "SOJAPROTEIN" A.D.
BECEJ BOARD OF DIRECTORS**

Zoran Mitrovic