

Pursuant to Art. 25, para 1 and 2 and based on Art. 33 para 1, indent 9 of the Contract on Organizing of "Sojaprotein" A.D. Bečej, and Art. 64. of the Law on Securities and Other Financial Instruments and Art. 6 of the Rulebook on Contents and Manner of Reporting by Public Companies and Notification on Holding Voting Shares the Board of Directors of

»SOJAPROTEIN«A.D. BEČEJ announces

**AN INVITATION TO THE REGULAR ANNUAL MEETING OF "SOJAPROTEIN" A.D. BEČEJ
- Report on significant event-**

1. The 9th regular annual session of the Meeting of "Sojaprotein" Joint Stock Company for Soybean Processing Bečej is convened for June 29th 2009 on the business premises of "Sojaprotein" A.D. in Bečej, Industrijska Zona bb, beginning at 2 p.m.
2. The Board of Directors of "Sojaprotein" A.D. Bečej has motioned for the session of the Meeting the following agenda:

- 1. Election of Chairman of the Meeting, Establishment of the Voting Committee and Election of the Minutes Verifier;*
- 2. Adoption of the Minutes from the Previous Session of the Meeting of "Sojaprotein" A.D. Becej;*
- 3. Draft of the Decision on the adoption of the Business Operation Report and Annual Financial Statement of "Sojaprotein" A.D. Bečej for the business year 2008 with the opinion of the Supervisory Board of "Sojaprotein" A.D. Bečej and Auditor's Report;*

A motion is made to adopt the Annual Financial Statement of "Sojaprotein" A.D. Bečej for the business year 2008 namely (in thousand dinars) with a total revenue of 20,319,608 dinars, total expenditures of 19,901,078 dinars, so that the gross profit amounts to 418,530 dinars, and the net profit (after taxation) amounts to 407,103 dinars. The motion is made to adopt the Financial Reports and Business Operation Report of "Sojaprotein" A.D. Bečej for the business year 2008 which is truly and objectively reflected by the business operation of the Joint Stock Company in the business year 2008. It is motioned to adopt the Report of the Auditor "Deloitte" d.o.o. Belgrade on the audit of the financial reports for the business year 2008, whereby positive evaluation was made of the accounting reports as a true and objective presentation of the financial standing of the company, which had been the object of audit, and motion is made to adopt the opinion of the Supervisory Board of "Sojaprotein" A.D. Bečej whereby the Auditor's Report on the audit of accounting statements, Annual Financial Statement and Report on the business of operation of "Sojaprotein" A.D. Bečej are approved for the business year 2008.

- 4. Draft of the Decision on the appropriation of profit with the Opinion of the Supervisory Board:*

A motion is made to allocate the net profit of "Sojaprotein" A.D. Bečej realized in the business year 2008, amounting to 407,102,769.95 dinars as follows: to allocate into the Company reserves part amounting to 5% of the profit in amount of 20,355,138.50 dinars, whereas the Balance of the profit amounting to 386,747,631.45 dinars shall be retained as undistributed profit in order to strengthen the financial position of "Sojaprotein" AD, Becej.

- 5. Report of the Board of Directors on alienation of shares of "Sojaprotein" A.D.*

«Sojaprotein»A.D. has alienated out of 54,491 of its own shares, which makes 1,010965% of the total number of shares, 13,909 own shares prior to expiration of one year from their acquisition. Based on the Decision on Alienation of Own Shares which had been adopted by the Meeting of »Sojaprotein«A.D. on February 19, 2009 and based on the Decision of the Board of Directors on the terms of alienation of own shares dated March 5, 2009, the Company had offered the shareholders on a pro-rata basis the purchase of 13,909 shares at the price of 820.00 dinars in the period from March 20 until March 31, 2009. This way 19 shares were alienated in this manner. Upon expiration of this term the Company had alienated based on the Decision on the terms for alienation of own shares in the organized market dated April 2, 2009 alienated 13,890 shares by sales in the organized market – Belgrade Stock Exchange, at the market price. The alienation of

these shares was made on April 16, 2009 inclusive. «Sojaprotein»A.D. will alienate the remaining 40,582 shares prior to expiration of the year since their acquisition i.e. until October 24, 2009.

6. Draft of the Amendments and Supplements to the Contract on Organization of "Sojaprotein" A.D. Bečej (Memorandum of Association)

Amendments and Supplements to the Contract on Organization of "Sojaprotein" A.D. Bečej are motioned so that the increased original capital of the Company after the VIII issue of shares amounts to 3,533,704,512.95 dinars and divided into a total of 7,621,304 ordinary shares without par value with the accounting value of 463,661,404 dinars;

7. Draft of the Decision on the election of the members of the Board of Directors of "Sojaprotein" A.D. Bečej

It is motioned to reelect into the Board of Directors of "Sojaprotein" A.D. Bečej the former members of this body, namely Stanko Popović, Milija Babović, Zoran Mitrović, Nikola Dolinka as nonexecutive members, Olivera Ilinčić and Jasenka Stekić as independent members and Branislav Pavlović, Milanko Simić and Nebojša Vuković as executive members of the Board of Directors. The term of office of the members of the Board of Directors expires at the first following annual Meeting of the Company. The compensation for the work in the Board of Directors is granted to the independent members and is determined in the amount of 30,000.00 dinars net, per month.

8. Draft of the Decision on appointment of the Auditor for the audit of the financial reports of "Sojaprotein" A.D. Bečej for the year 2009.

It is motioned that "Deloitte" d.o.o. Belgrade shall be selected as the auditor that will conduct the audit of the financial reports of "Sojaprotein" A.D. Bečej the business year 2009.

3. The Board of Directors has determined by its decision that the list of shareholders with voting shares, the right to participate in the work of the Meeting and other rights pursuant to Art. 286 of the Law on Business Entities, as determined on June 5, 2009 (day of determining the shareholders) according to the Statement from the Central Register of Securities. The list of shareholders is held at the Company seat and is available to all shareholders with voting shares at the Meeting.
4. The right to direct participation and decision making at the session is granted to owners of shares and proxies disposing with at least 30,000 shares. The shareholders that individually have less than 30,000 shares, but together more than that number, in order to exercise their right to vote and participate in the Company Meeting can appoint their proxy.
5. The session of the Meeting of "Sojaprotein" Joint Stock Company for Soybean Processing Bečej is convened by publishing of this Invitation and its publishing on the Company's internet page, www.soyaprotein.com, without interruption until the date of holding the session of the Meeting. The shareholders shall not be provided with individual written invitations to the session of the Meeting. The shareholders are hereby invited to attend the session of the Company Meeting.
6. The shareholders can gain insight in the agenda with the written documents in Bečeu – on the business premises of "Sojaprotein" A.D. Bečej Industrijska Zona bb, and on the internet page of the Company www.soyaprotein.com, starting from publishing of this Invitation The insight can be realized on business day during the business hours, from 8 a.m. – 4 p.m.
7. This notification represents at the same time a Report on the significant event – Convening of the regular annual session of the Company Meeting, pursuant to Article 64 of the Law on Securities and Other Financial Instruments and Art. 6 of the Rulebook on Contents and Manner of Reporting by Public Companies and Notification on Holding Voting Shares

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

Zoran Mitrović