

19 May 2025

Announcement

INVITATION TO SUBSCRIBE THE BOND ISSUED BY ATLANTIC GRUPA d.d.

ATLANTIC GRUPA dioničko društvo za unutarnju i vanjsku trgovinu, with its registered office in Zagreb, Miramarska cesta 23, PIN (OIB): 71149912416 (the “**Issuer**” or “**Atlantic Grupa d.d.**”) intends to issue bonds on the domestic capital market in the amount of EUR 80,000,000.00, with a fixed annual interest rate and a semi-annual coupon payment and a bullet maturity after 5 (five) years, having a ticker symbol ATGR-O-305A and an international securities identification number (ISIN) HRATGRO305A0 (the “**Bonds**”).

The joint agents and underwriters of the issue of Bonds are ERSTE&STEIERMÄRKISCHE BANK d.d., Jadranski trg 3/a, Rijeka, PIN (OIB): 23057039320, OTP banka d.d., Domovinskog rata 61, Split, PIN (OIB): 52508873833, Privredna banka Zagreb d.d., Radnička cesta 50, Zagreb, PIN (OIB): 02535697732, Raiffeisenbank Austria d.d., Magazinska 69, Zagreb, PIN (OIB): 53056966535, and Zagrebačka banka d.d., Trg bana Josipa Jelačića 10, Zagreb, PIN (OIB): 92963223473 (the “**Joint Lead Managers**”).

On 8 May 2025, the Issuer published, on websites of the Issuer (<https://www.atlanticgrupa.com/hr/investitori/dionice-i-obveznice/obveznice/>) and Zagreb Stock Exchange Inc. (the “Zagreb Stock Exchange”) (<https://eho.zse.hr/obavijesti-izdavatelja/view/61445>) the Simplified Prospectus for the public offering and admission to trading of 80,000,000 bonds on the Official Market of the Zagreb Stock Exchange, dated 8 May 2025 (the “**Prospectus**”) and only the information contained in the Prospectus are relevant for making a decision to invest in the Bonds. The approval of the Prospectus by the Croatian Financial Services Supervisory Agency shall not be considered as an approval of, nor a recommendation to invest in the Bonds. It is recommended to potential investors to read the Prospectus before making an investment decision in order to fully understand potential risks and benefits related to a decision to invest in the Bonds.

The issuance of the Bonds is being conducted as a public offering to investors. The Bonds may be subscribed and paid for by retail investors and qualified investors, i.e., professional investors and eligible counterparties (each as defined in the Capital Market Act (Official Gazette Nos. 65/2018, 17/2020, 83/2021, 151/2022, 85/2024; the “**Capital Market Act**”). Retail investors may express interest in subscribing to a minimum of 100,000 Bonds, with a total nominal value of EUR 100,000.00 per individual offer. There shall be no maximum subscription limit per investor. Holders of the Issuer’s existing bonds bearing the ticker code ATGR-O-25CA and the international securities identification number (ISIN) HRATGRO25CA5 (the “**Existing Bonds**”) shall have the option to exchange the Existing Bonds for the new Bonds on the date of issuance of the Bonds (the “**Issue Date**”).

During the offering period for the Bonds (the "**Offering Period**"), interested investors shall indicate in the subscription form the nominal amount of the Bonds they are ready to subscribe and pay for, as well as (if applicable) the nominal amount of the Existing Bonds for swap for the Bonds. The Joint Lead Managers shall collect subscription forms.

When allocating the Bonds to investors, the Issuer shall, inter alia, use the principle of preferential allocation to those investors who expressed interest to swap the Existing Bonds for the Bonds. The principle of preferential allocation of the Bonds shall be applied by taking into account the nominal amount of swapping the Existing Bonds for the Bonds.

For the purposes of the rules of the law of obligations, the Invitation to Subscribe shall not be considered as an offer, but only as an invitation to submit offers under the published terms and conditions. The submission of a duly completed and signed subscription form by an investor during the Offering Period shall be considered as an offer to subscribe the Bonds. After the end of the Offering Period, the Issuer shall, in consultation with the Joint Lead Managers, allocate the Bonds to investors who have submitted duly completed and signed subscription forms, which shall be deemed an acceptance by the Issuer of the offer to subscribe for the Bonds.

Basic terms of the Bond issue:

Issuer:	Atlantic Grupa d.d.		
Nominal Amount of the Issue:	EUR 80,000,000.00		
Denomination:	EUR 1.00		
Minimum Subscription Amount for Retail Investors:	EUR 100,000.00 for each individual offer		
Settlement Currency:	EUR		
Ticker Code:	ATGR-O-305A		
ISIN:	HRATGRO305A0		
Issue Date and Settlement Date:	23 May 2025		
Maturity Date:	23 May 2030		
Repayment of Principal:	Bullet; at maturity		
Interest Rate:	Fixed		
Interest Payment:	Semi-annual		
Call Option: <i>(The Issuer has the right to redeem the Bonds prior to their maturity at any time after the expiry of one (1) year from the Issue Date. The Bonds will be redeemed at the price indicated in the table to the right under Clean Call Price. In addition, the Issuer shall pay interest accrued and payable for the period from (and including) the preceding</i>	Clean Call Price	Redemption period	
		From, and including:	Until, but not including:
	103.00%	23 May 2026*	23 May 2027
	102.00%	23 May 2027*	23 May 2028
	101.00%	23 May 2028*	23 May 2029
	100.00%	23 May 2029*	23 May 2030
<i>* If the end date of the Redemption period does not fall on a Business Day, the next following Business Day shall be taken into account.</i>			

<i>Interest Payment Date to (but excluding) the Call Date.)</i>	
Reference Interest Rate:	The Reference Interest Rate shall be determined based on the Bloomberg Generic bid yields retrieved from the Bloomberg information terminal for the eurobonds of the Ministry of Finance of the Republic of Croatia with International Securities Identification Number (ISIN) XS1713475306 maturing on 27 January 2030, and ISIN XS2190201983 maturing on 17 June 2031, interpolated to a maturity of 5 years.
Risk Premium:	0.35 p.p.
Yield to maturity:	Reference interest rate, plus the Issuer's Risk Premium
Issue Price:	It shall be calculated based on the determined yield and fixed interest rate and shall be published on the last day of the Offering Period.
Clean swap price of the Existing Bonds:	100.00%
Accrued Interest on the Existing Bonds:	The accrued interest for the period starting, and including 11 December 2024, until, but excluding, Issue Date (23 May 2025) i.e. 0.391826898%
Total swap price of the Existing Bonds:	Clean swap price of the Existing Bonds, plus the amount of Accrued interest, i.e. 100.391826898%
Clearing and settlement:	Central Clearing and Depository Company d.d. ("CDCC")
Listing:	Official Market of the Zagreb Stock Exchange
Joint Lead Managers and Bookrunners:	ERSTE&STEIERMÄRKISCHE BANK d.d., OTP banka d.d., Privredna banka Zagreb d.d., Raiffeisenbank Austria d.d. i Zagrebačka banka d.d.
Orderbook:	Pot orderbook

Bond issue and listing timetable:

Start of the Offering Period:	20 May 2025 at 9 a.m.
End of the Offering Period:	20 May 2025 at 2 p.m.
Final Terms of the Bond Issuance Notice and Allocation Notice:	20 May 2025
Delivery of instructions for payment and/or delivery of the Existing Bonds to investors:	21 May 2025
Date of issue and admission of the Bonds in CDCC:	23 May 2025
Listing of the Bonds on the Official Market of the Zagreb Stock Exchange:	After approval of the listing by the Zagreb Stock Exchange, expected on 26 May 2025

During the Offering Period, the Issuer may amend the contents of this Invitation to Subscribe. The Issuer reserves the right to withdraw this Invitation to Subscribe at any time until the Bonds are registered in the CDCC's information system on the Issue Date. For the avoidance of doubt, if an

investor has subscribed and paid for the Bonds and the Issuer exercises its right to withdraw the Invitation to Subscribe before the aforementioned deadline, no such potential investor shall acquire the Bonds, and each such investor shall be entitled to a refund of the amount paid within no later than 7 (seven) Business Days from the date of the Issuer's withdrawal of the Invitation to Subscribe, without any entitlement to interest. Furthermore, if an investor has delivered Existing Bonds for the purpose of exchanging them for the Bonds, and the Issuer exercises its right to withdraw the Invitation to Subscribe before the aforementioned deadline, no such investor shall acquire the Bonds. Each such investor shall be entitled to the return of the delivered Existing Bonds immediately upon the Issuer's withdrawal of the Invitation to Subscribe.

In the event of a delayed payment and/or (if applicable) delivery of Existing Bonds, the Issuer shall not be obliged to take such delayed payment or delivery into account. However, at its sole discretion, the Issuer may consider accepting such delayed payments or deliveries of Existing Bonds, provided that this would in no way jeopardize the execution of the Bond issuance in accordance with and within the deadlines set out by applicable regulations and the Prospectus. If a delayed payment cannot be taken into account in accordance with the preceding sentence, the Issuer shall deem such payment as not made and the investor shall be deemed to have withdrawn from the subscription. The delayed amount paid shall be returned to the payer, without any right to interest, to the investor's account from which the delayed payment was made and/or the account indicated in the subscription form, no later than 7 (seven) Business Days from the date of receipt of the delayed payment. In the event that the delayed delivery of Existing Bonds by an investor opting for the swap of Existing Bonds for Bonds cannot be taken into account, the Issuer shall deem that such delivery was not made, and the delayed Existing Bonds shall be returned to the investor to the securities account specified in the subscription form, held with the CDCC or another service provider, without delay upon receipt of the delayed delivery of Existing Bonds.

If investor demand for subscription of the Bonds exceeds EUR 80,000,000.00, there shall be no obligation to allocate the Bonds to investors on a pro rata basis. The Issuer reserves the right to make the final allocation decision after consultation with the Joint Lead Managers.

Instructions for subscription of the Bonds:

Investors may subscribe for the Bonds or request the swap of Existing Bonds by completing the subscription form ("**Subscription Form**"), which is available on the Issuer's website (<https://www.atlanticgrupa.com/hr/investitori/dionice-i-obveznice/obveznice/>) and on the website of the Zagreb Stock Exchange (https://zse.hr/hr/papir/310?isin=HRATGRRRA0003&tab=stock_news). In order for the Issuer to consider an investor's Subscription Form, the form must be correctly and fully completed in all required fields, duly signed by the investor (subscriber), and delivered to one of the Joint Lead Managers in accordance with the provisions set out below in this section of the Invitation to Subscribe. For retail investors, the subscription amount indicated in the Subscription Form must be no less than EUR 100,000.00.

Any investor submitting a Subscription Form to a Joint Lead Manager with whom the investor does not have an existing business relationship (including, but not limited to, holding a transaction

account) must contact the relevant Joint Lead Manager using the contact details provided below prior to submitting the Subscription Form.

Subscription Forms that meet the above conditions must be submitted to any of the Joint Lead Managers no later than the end of the Offering Period, using the communication channels specified below for each respective Joint Lead Manager.

Orders are submitted under the joint orderbook principle ("Pot orderbook"). Completed and signed Subscription Forms must be submitted to one of the Joint Lead Managers by email or in person, no later than the end of the Offering Period, using the addresses/numbers listed below. If a Subscription Form is submitted to more than one Joint Lead Manager, it will be treated as a single order and will not be aggregated. For any further inquiries, investors may contact one of the Joint Lead Managers using the telephone numbers provided below.



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