

**ATLANTIC GRUPA d.d.**  
**Miramarska 23**  
**10 000 Zagreb**

SECURITY: ATGR / ISIN: HRATGRRA0003  
3ATG2 / ISIN: HRATGRO25CA5  
LEI: 3157002G3ENYCZEB1A25  
HOME MEMBER STATE: Croatia  
REGULATED MARKET SEGMENT: Prime Market of the Zagreb Stock Exchange

**Zagreb, 04 May 2021**

- **regulated information**

### **Notification on convocation of the General Assembly**

Atlantic Grupa d.d., Miramarska 23, Zagreb (hereinafter: the Company) announces the Invitation to the General Assembly of the Company that will be held on 16 June 2021 starting at 12:00 hours in the Company headquarters in Zagreb, Miramarska 23, which Invitation is attached to this Notification, together with the proposed Agenda, proposed Decisions, pertaining documents and instructions for shareholders for reporting their participation and issuing of a power of attorney.

Atlantic Grupa d.d.



## CIRCULAR

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### INVITATION TO THE GENERAL ASSEMBLY OF ATLANTIC GRUPA d.d.

Pursuant to the provisions of Article 277, paragraph 2 of the *Companies Act*, the Management Board of the Company ATLANTIC GRUPA d.d. for domestic and international trade, with the registered seat in Zagreb, Miramarska 23 (hereinafter: Atlantic Grupa d.d. or "Company"), on May 3rd, 2021 passed the decision on the convocation of the General Assembly of the Company and hereby invites the shareholders of the Company to the

#### GENERAL ASSEMBLY of Atlantic Grupa d.d.

**to be held on June 16th, 2021 at 12:00 hours at the Headquarters of the Company, Miramarska 23, Zagreb**

With the following agenda:

1. Opening of the General Assembly, establishing the present and represented shareholders.....
2. Annual financial statements and consolidated financial statements of Atlantic Grupa for 2020, Annual Report on the Status and of Business Operations Management of the Company for BY 2020 and the Supervisory Board's Report on the Performed Supervision of Business Operations Management of the Company in BY 2020.....
3. Decision on the approval of the Report on remuneration for 2020.....
4. Decision on use of retained earnings of the Company realized in the previous business years and use of earnings for the BY 2020.....
5. Decision on issuing the note of release to the members of the Supervisory Board of the Company for BY 2020 .....
6. Decision on issuing the note of release to the members of the Management Board of the Company for BY 2020.....
7. Decision on the election of two members of the Company's Supervisory Board.....
8. Decision on the election of a member of the Audit Committee of the Company's Supervisory Board.....
9. Decision on the amendments to the Articles of Association of Atlantic Grupa d.d.....
10. Decision on the appointment of Auditors of the Company for the year 2021 .....

#### **Proposals of decisions of the General Assembly:**

Ad 3. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

- ”
1. The Report on remuneration for 2020 with the accompanying Auditor's Report, which are published as the Attachment 3 to the Invitation to this General Assembly, and which make an integral part of this Decision, are approved.

2. This Decision enters into force as of the date of its adoption.“

Ad 4. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

“

1. In the business year ending on 31 December 2020, Atlantic Grupa has realized a consolidated net income after minority interests in the amount of HRK 341,729,554.00 (three hundred forty one million seven hundred twenty nine thousand five hundred fifty four kuna and zero lipa), while Atlantic Grupa d.d. (hereinafter: the Company) has realized the net income of HRK 224,534,100.62 (two hundred twenty four million five hundred thirty four thousand one hundred kuna and sixty two lipa).
2. The dividend in the amount of HRK 40.00 (forty kuna and zero lipa) per share shall be distributed to the shareholders of the Company in proportion to the number of shares held by each shareholder. The dividend shall be paid from the entire retained earnings of the Company realized in the business year 2019 in the amount of HRK 109,960,444.89 (one hundred nine million nine hundred sixty thousand four hundred forty four kuna and eighty nine lipa) and from the part of the Company's profit realized in the business year 2020.
3. The dividend shall be paid to all shareholders of the Company registered as such in the depository of the Central Depository and Clearing Company d.d. on 24 June 2021 (record date). The date on which the Company shares will be traded without the right to dividend payment shall be 23 June 2021 (ex date). The claim for dividend payment shall become due on 7 July 2021 (payment date).
4. The net profit realized in the business year 2020 remaining after the dividend distribution in accordance with items 2 and 3 of this Decision shall remain in the retained (undistributed) profit of the Company.“

Ad 5. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

“

1. The note of release has been given to Zdenko Adrović, the member and the President of the Supervisory Board of Atlantic Grupa d.d. for business year 2020.
2. The note of release has been given to Siniša Petrović, the member and the Vice President of the Supervisory Board of Atlantic Grupa d.d. for business year 2020.
3. The note of release has been given to Aleksandar Pekeč, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2020.
4. The note of release has been given to Franz Josef Flosbach, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2020.
5. The note of release has been given to Lars Peter Elam Håkansson, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2020.
6. The note of release has been given to Anja Svetina Nabergoj, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2020.
7. The note of release has been given to Monika Elisabeth Schulze, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2020.”

Ad 6. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

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1. The note of release has been given to Emil Tedeschi, the member and the President of the Management Board of Atlantic Grupa d.d. for business year 2020.
2. The note of release has been given to Neven Vranković, the member of the Management Board of Atlantic Grupa d.d. for business year 2020.
3. The note of release has been given to Zoran Stanković, the member of the Management Board of Atlantic Grupa d.d. for business year 2020.
4. The note of release has been given to Lada Tedeschi Fiorio, the member of the Management Board of Atlantic Grupa d.d. for business year 2020.
5. The note of release has been given to Srećko Nakić, the member of the Management Board of Atlantic Grupa d.d. for business year 2020.
6. The note of release has been given to Enzo Smrekar, the member of the Management Board of Atlantic Grupa d.d. for business year 2020.”

Ad 7. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

”

1. It is hereby established that for members of the Supervisory Board of Atlantic Grupa d.d.:
  - 1.a Zdenko Adrović, B.Sc. Econ., Zagreb, Jurjevska 48b, PIN: 20595516607,
  - 1.b Siniša Petrović, Prof.Ph.D., Zagreb, Zvonarnička 5a, PIN: 69590126082,the term of office in the Company's Supervisory Board expires on 2 September 2021.
2. The following persons are elected as the Supervisory Board members of Atlantic Grupa d.d.:
  - 2.a Zdenko Adrović, B.Sc. Econ., Zagreb, Jurjevska 48b, PIN: 20595516607, for a member of the Company's Supervisory Board,
  - 2.b Siniša Petrović, Prof.Ph.D., Zagreb, Zvonarnička 5a, PIN: 69590126082, for a member of the Company's Supervisory Board,
3. The members of the Company's Supervisory Board listed in items 2.a and 2.b of this Decision are elected for the term of office of 4 years commencing on 3 September 2021.
4. This decision shall enter into force on the day of its adoption.“

Ad 8. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

“

1. Marko Lesić, Zagreb, Tuškanac 56B, PIN: 13575321884, is elected as a member of the Audit Committee of the Supervisory Board of Atlantic Grupa d.d.
2. The member of the Audit Committee of the Company's Supervisory Board listed in item 1 of this Decision is elected for the term of office of 4 years commencing on 16 October 2021.
3. This decision shall enter into force on the day of its adoption.“

Ad. 9. The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

- “
1. In Article 6 of the Articles of Association of Atlantic Grupa d.d., after the existing five paragraphs, a new paragraph is added which reads:

“This provision shall enter into force after registration of the amendment of the Articles of Association of Atlantic Grupa d.d. adopted on the General Assembly on 16 June 2021, in the Court Registry.”

2. All other provisions of the Articles of Association of Atlantic Grupa d.d. shall remain unchanged.
3. This Decision on Amendments to the Articles of Association of Atlantic Grupa d.d. shall enter into force and apply from the date of registration in the Court Registry.
4. The Supervisory Board is hereby authorised to establish the complete version of the Articles of Association of Atlantic Grupa d.d. in accordance with this Decision on Amendments to the Articles of Association of Atlantic Grupa d.d.“

Ad 10. The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

„1. For the purposes of performing audit of the financial reports of the parent company Atlantic Grupa d.d. and its affiliated companies, and for the audit of consolidated financial reports of Atlantic Grupa d.d. for the business year 2021, by performing the joint audit, the following certified auditors' companies are appointed:

1. Ernst & Young d.o.o., Radnička cesta 50, Zagreb, Croatia  
and
2. Kulić i Sperk Revizija d.o.o., Radnička cesta 52, Zagreb, Croatia.

2. This Decision becomes valid on the day of its adoption.“

INSTRUCTIONS FOR SHAREHOLDERS  
CONCERNING THEIR PARTICIPATION IN THE GENERAL ASSEMBLY  
(hereinafter – the Instructions):

**Invitation, time and venue of the General Assembly:**

1. Share capital of the Company is divided into 3,334,300 ordinary shares, each in the nominal amount of HRK 40.00, which are administered in the computer system of the Central Depository *and* Clearing Company (CDCC/SKDD) under the designation ATGR-R-A. Each share of the Company gives the right to one vote at the General Assembly.

**2. Due to extraordinary circumstances caused by the coronavirus pandemic (COVID-19), when participating in the work of the General Assembly the shareholders must respect all the health and safety recommendations and decisions made by the Civil Protection Headquarters of the Republic of Croatia and all the measures in conformity thereto that will be implemented by the Company when organizing the General Assembly. This way it will be possible to hold the General Assembly of the Company in its regular annual cycle, while at the same time protecting the health of the shareholders and the Company employees, as well as service providers included in the organization of the General Assembly.**

**Accordingly, in order to minimize the number of people that are to participate in the work of the General Assembly, thus also minimizing the risk of spreading the disease, it is recommended that the shareholders exercise their rights and participation at the General Assembly through one of the following proxies provided by the Company:**

Boris Šavorić, Attorney-at-Law, Ilica 1A, 10000 Zagreb  
(contact information: tel: +385 1 4855 900, e-mail: [boris.savoric@savoric.com](mailto:boris.savoric@savoric.com))

or

Josip Madirazza, Attorney-at-Law, Masarykova 21, 10000 Zagreb  
(contact information: tel: +385 1 4877 280, e-mail: [jmadirazza@madirazza.hr](mailto:jmadirazza@madirazza.hr)).

The cost of representing the shareholders or shareholder's proxy through the proposed proxies nominated in this Invitation shall be borne by the Company.

3. The participants are invited to come to the General Assembly on June 16th, 2021 at least one hour prior to its scheduled beginning for the purpose of timely registration of participants and in order for the Committee for Participant Registration to make a list of participants in the General Assembly. When registering, the shareholders or their proxies or representatives have to submit to the Committee a valid identification document provided under law, while the proxies who are legal persons have to submit an excerpt from the court register or other appropriate register in which the legal person concerned is entered, or other appropriate public document, if such a document was not submitted with the application for participation in the General Assembly. After registration, the participants may leave the General Assembly only after informing the Committee for Participant Registration, until the conclusion of the General Assembly.

### **Participation and voting at the General Assembly:**

#### **Registration:**

4. With a recommendation for appointing one of the proposed proxies, each shareholder of the Company who has submitted to the Company, either personally or through their proxy or representative, an application for participation in written form at the latest six days prior to the General Assembly meeting in which period is not included the day the application is received at the Company, or by June 9th, 2021 has the right to participate in the General Assembly. A legal or natural person, who is on the last day for application for participation in the General Assembly i.e. on June 9th, 2021 registered as a shareholder of the Company with the Central Depository and Clearing Company, Zagreb, is considered a shareholder of the Company.

5. The application shall have the following contents and attachments:

#### **I. Application for shareholder – natural person**

- name and family name, residence, address, OIB (personal identification number)
- number of account opened with the Central Depository and Clearing Company and the total number of shares of the shareholder concerned

## II. Application for shareholder – legal person

- company name of the legal person, seat and address, OIB (personal identification number)
- number of account opened with the Central Depository and Clearing Company and the total number of shares of the shareholder concerned
- an excerpt from the court register or from other register in which the legal person is entered or a copy of such document, a certified copy or other appropriate public document clearly showing that the application was signed by a person who is under law authorized to represent the legal person concerned shall be attached to the application

## III. Application submitted by shareholder's proxy

### a) Proxy of natural person:

- name and family name, residence and address, OIB (personal identification number) of the proxy
- name and family name/company name; residence /seat, address, OIB (personal identification number) of the shareholder(s) which the proxy is representing, number of account opened with the Central Depository and Clearing Company of each shareholder concerned and the total number of shares of the shareholder(s) concerned
- all individual powers of authority given by shareholder shall be attached to the application on the recommended form

### b) Proxy of legal person:

- company name, seat and address and proxy's OIB (personal identification number)
- name and family name/company name; residence /seat, address, OIB (personal identification number) of the shareholder(s) which the proxy is representing, number of account opened with the Central Depository and Clearing Company of each shareholder concerned and the total number of shares of the shareholder(s) concerned
- individual powers of authority given by shareholder in written form shall be attached to the application; if a shareholder is a legal person, the attachment shall contain an excerpt from the court register or other register in which the legal person is entered or a copy of such document, a certified copy or other public document clearly showing that the power of authority was signed by a person who is under law authorized to represent the legal person concerned.

6. As to minors and legally incapable or partially capable natural persons, the application shall be submitted by their statutory representative, who also represents them and who shall enclose with the application an original document or a copy or a certified copy thereof, showing their status as a statutory representative.

7. The applications for participation in the General Assembly shall be submitted directly to the Company at its seat in Zagreb, Miramarska 23 or sent to the Company by registered mail to the address: Atlantic Grupa d.d., Miramarska 23, 10000 Zagreb.

8. The applications for participation in the General Assembly shall be considered timely submitted if they are, in accordance with these Instructions, submitted or sent by mail to the Company by 24:00 hours on June 9th, 2021 at the latest. The shareholders who have failed to apply for participation in the General Assembly correctly and in accordance with these Instructions or who have failed to attach to the application the documents provided under these Instructions shall not be entitled to participate in the General Assembly.

## **Power of Authority:**

9. For the reasons set out in Item 2 of this Invitation, the shareholders are referred to selecting one of the proxies cited therein provided by the Company for their representation at the General Assembly. If the shareholder does not wish to be represented at the General Assembly by the proposed proxy provided by

the Company, he or she can be represented by another proxy based on a valid written power of authority given by the shareholder, i.e. given by a person who is a legal representative of a shareholder – legal person.

10. The power of authority for the application for participation and/or voting at the General Assembly shall include the name and family name or company name, residence or seat and address of the giver of authority, OIB (personal identification number) of the giver of authority, number of account with the Central Depository and Clearing Company of the shareholder, the total number of shares, name and family name or company name, residence or seat and address of the proxy, OIB (personal identification number) of the proxy, signature of the giver of authority or statutory representative or representative under law, if the giver of authority is a legal person.

11. It is recommended to use forms for the application for participation in the General Assembly and for the power of authority, which can be obtained on the website of the Company: [www.atlanticgrupa.com](http://www.atlanticgrupa.com).

12. The application for participation in the General Assembly and the power of authority, as well as any other attachments, shall be in the Croatian language; if they are in a foreign language, they also have to be translated into Croatian language by an authorized court interpreter.

13. The Company shall bear the costs of holding the General Assembly. Shareholders shall bear their own costs of arrival and participation in the activities of the Company's General Assembly, except for the cost of representation of shareholders or shareholder's proxy through the proposed proxies nominated in this Invitation as stated under Item 2.

#### **Questions, proposals, counterproposals, materials and notifications:**

14. The shareholders who intend to ask questions or submit proposals in the General Assembly regarding individual agenda items are hereby asked, for the purpose of more efficient organization of the work of the General Assembly, to announce their intention in writing when submitting their application for participation in the General Assembly, or during the registration of participants prior to the General Assembly at the latest and to indicate the agenda item which their question or proposal will refer to, as well as the content thereof.

15. In case the shareholders who together own 5% of the share capital of the Company should request, after the General Assembly is convened, an additional subject to be included in the General Assembly's agenda and disclosed, then any new agenda item should be accompanied by an explanation and respective decision proposal. The Company has to receive requests to add items to the agenda at least 30 days prior to the day of the General Assembly. This period does not include the day the request is received at the Company. In case the deadline is not observed the proposed additional items of the agenda would be considered as not duly announced and no decision on them can be made at the General Assembly.

16. Counterproposals to the decision proposals submitted by the Management Board and/or Supervisory Board relating to the particular agenda item, made by shareholders with their names/family names, explanation and possible stand by the Management Board shall be available to persons stated in Article 281, section 1 to 3 of the Companies Act as defined in Article 282 of the Companies Act, in case a shareholder submits a counterproposal to the address of the Company Headquarters (Atlantic Grupa d.d., Miramarska 23, 10000 Zagreb), at least 14 days prior to the General Assembly date. The date counterproposal is received at the Company is not counted in the 14-day deadline. The counterproposal shall be available at the Company's Internet site: [www.atlanticgrupa.com](http://www.atlanticgrupa.com). In case the shareholder does not exercise this right, he/she shall still be entitled to make a counterproposal at the General Assembly. The stated applies accordingly to shareholders' proposals regarding the appointment of the Company Auditor.



17. At the General Assembly, the Management Board is obliged to provide information about the Company operations to any shareholder at their request, in case this information is necessary to judge an agenda item.

18. The materials for the General Assembly, for which it is prescribed so by law, will be made available to the shareholders for inspection and for issuing of copies at the seat of the Company in Zagreb, every working day from the day on which the invitation to the General Assembly is published to the day of the General Assembly, from 10:00 to 14:00 hours. Those materials will be announced on the same day on the Company's Internet site: [www.atlanticgrupa.com](http://www.atlanticgrupa.com).

19. In case that, due to the circumstances after the convocation of the General Assembly, there will be no possibility of holding the same, in the light of the fast spreading of coronavirus (COVID-19), the Management Board of the Company will take the decision of cancelling the General Assembly in due time.

Zagreb, May 4th, 2021

Atlantic Grupa d.d.

Contact:

Katarina Mindoljević  
Company Secretary  
Tel. +385 1 2413 923  
E-mail: [katarina.mindoljevic@atlanticgrupa.com](mailto:katarina.mindoljevic@atlanticgrupa.com)

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Annex 1 - Application Form for Participation

GENERAL ASSEMBLY OF ATLANTIC GRUPA d.d.

Application for Participation

1. Name and family name / company name / OIB (personal identification number) of the shareholder	
2. Residence / seat of the shareholder (street, number, place, state)	
3. Name and family name / company name / OIB (personal identification number) of the proxy*	
4. Residence / seat of the proxy (street, number, place, state)	
5. Name and family name of the person who is under law authorized to sign this application for shareholder (for legal persons)	
6. Number of shares of the shareholder voted at the General Assembly**	
7. Account number with the Central Depository and Clearing Company of the shareholder	

I herewith apply for participation in the General Assembly of Atlantic Grupa d.d. Zagreb, Miramarska 23, convoked for June 16th, 2021, starting at 12:00 hours at Company's registered seat, in Zagreb, Miramarska 23.

\* In accordance with the Invitation and Instructions to the shareholders concerning their participation in the General Assembly, it is recommended to choose and register the data of one of the following proxies:

Boris Šavorić, Attorney-at-Law, Ilica 1A, 10000 Zagreb

or

Josip Madirazza, Attorney-at-Law, Masarykova 21, 10000 Zagreb

\*\* please mark if the total number of shares of the shareholder or shares on custody account is different than the number of shares with which it is voted according to the application, or for which the power of authority is held. If the number of shares is expected to change, please enter the following notice: "according to the number of shares registered on June 9th, 2021".

Signature of the shareholder/proxy: \_\_\_\_\_ Date: \_\_\_\_\_

Annex 2 – Power of Authority Form:

GENERAL ASSEMBLY - ATLANTIC GRUPA d.d.

Power of Authority

1. Name and family name / company name / OIB (personal Identification number) of the shareholder	
2. Name and family name of the person who is under law authorized to sign this power of authority for shareholder (for legal persons only)	
3. Residence / seat of the shareholder (street, number, place, state)	
4. Total number of shares owned	
5. Number of the shareholder's account with the CDCC	
6. Number of shares of the shareholder voted	

I herewith give authority to the below stated proxy: */circle the number in front of one of the proxies proposed by the Company or enter the data of another proxy/*

1. Boris Šavorić, Attorney-at-Law, Ilica 1A, 10000 Zagreb
2. Josip Madirazza, Attorney-at-Law, Masarykova 21, 10000 Zagreb

\_\_\_\_\_, OIB \_\_\_\_\_  
*/name and family name, or company name/ /address or seat/*

to file, solely and independently, on my behalf and for my account, an application for participation in the General Assembly of the joint-stock company Atlantic Grupa d.d., Zagreb, Miramarska 23 to be held on June 16th, 2021 in Zagreb, to represent me at this General Assembly, to participate, on my behalf and for my account, in the work of the General Assembly and to vote on all decisions to be passed in the General Assembly, in a manner:

*/next to each said proposal for the decision leave a mark that indicates the vote that is being given for such proposal of the decision:/*

<b>Number and name of the proposal for the decision from the General Assembly's agenda:</b>	<b>IN FAVOUR</b>	<b>AGAINST</b>	<b>ABSTENTION</b>
3. Decision on the approval of the Report on remuneration for 2020			
4. Decision on use of retained earnings of the Company realized in the previous business years and use of earnings for the BY 2020			
In case of joint voting: 5. Decision on issuing the note of release to the members of the Supervisory Board of the Company for BY 2020			

In case of separate voting:			
5.1 The note of release has been given to Zdenko Adrović, the member and the President of the Supervisory Board of Atlantic Grupa d.d. for business year 2020			
5.2 The note of release has been given to Siniša Petrović, the member and the Vice President of the Supervisory Board of Atlantic Grupa d.d. for business year 2020			
5.3 The note of release has been given to Aleksandar Pekeč, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2020			
5.4 The note of release has been given To Franz Josef Flosbach, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2020			
5.5 The note of release has been given to Lars Peter Elam Håkansson, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2020			
5.6 The note of release has been given to Anja Svetina Nabergoj, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2020			
5.7 The note of release has been given to Monika Elisabeth Schulze, the member of the Supervisory Board of Atlantic Grupa d.d. for business year 2020			
In case of joint voting:			
6. Decision on issuing the note of release to the members of the Management Board of the Company for BY 2020			
6.1 The note of release has been given To Emil Tedeschi, the member and the President of the Management Board of Atlantic Grupa d.d. for business year 2020			
6.2 The note of release has been given to Neven Vranković, the member of the Management Board of Atlantic Grupa d.d. for business year 2020			
6.3 The note of release has been given to Zoran Stanković, the member of the Management Board of Atlantic Grupa d.d. for business year 2020			
6.4 The note of release has been given to Lada Tedeschi Fiorio, the member of the Management Board of Atlantic Grupa d.d. for business year 2020			
6.5 The note of release has been given to Srećko Nakić, the member of the Management Board of Atlantic Grupa d.d. for business year 2020			
6.6 The note of release has been given to Enzo Smrekar, the member of the Management Board of Atlantic Grupa d.d. for business year 2020			

7. Decision on the election of two members of the Company's Supervisory Board			
8. Decision on the election of a member of the Audit Committee of the Company's Supervisory Board			
9. Decision on the amendments to the Articles of Association of Atlantic Grupa d.d.			
10. Decision on the appointment of Auditors of the Company for the year 2021			
Note: *			

\* mark a question, proposal regarding certain items on the agenda that the shareholder wants to ask through the proxy at the General Assembly or an instruction on how the proxy is authorized to vote in case of a counterproposal

Shareholder's signature: \_\_\_\_\_ Date: \_\_\_\_\_

Attachment 3

-Report on remuneration for 2020 with the Auditor's Report

## Independent limited assurance report on Remuneration Report for the year 2020

To the Management board and Supervisory board of Atlantic Grupa d.d.

We have been engaged by the Management board of Atlantic Grupa d.d. ("the Company"), in order to perform, on the basis of the provisions of Article 272r, paragraph 3 of the Companies Act, an engagement expressing a limited assurance on the attached Remuneration Report for the year ended 31 December 2020 ("Remuneration Report") prepared by the Company's Management board and Supervisory board.

Our task, based on the procedures performed and the evidence gathered, is to express a conclusion in the form of an independent report expressing a limited assurance on the examination of the Remuneration Report.

### *Underlying Subject Matter and Applicable Criteria*

The limited assurance engagement relates to the following subject matter on which the following applicable criteria are applied:

- Remuneration Report prepared by the Company for the year ended 31 December 2020 contains data in accordance with the Article 272r, paragraphs 1 and 2 of the Companies Act.

The applicable reporting criteria for identifying the individuals to be included in the Remuneration Report and the disclosure requirements of their remuneration are contained in the provisions of Article 272r, paragraphs 1 and 2 of the Companies Act.

### *Management board and Supervisory board Responsibilities*

The Company's Management board and Supervisory board are responsible for:

- preparing the Remuneration Report for the year 2020 in accordance with the disclosure requirements of Article 272r, paragraphs 1 and 2 of the Companies Act,
- identifying the individuals to be included in the Remuneration Report in accordance with Article 272r, paragraph 1 of the Companies Act,
- selecting and applying appropriate remuneration policies as well as making judgments and estimates that are reasonable in relation to the data disclosed in the Remuneration Report,
- measurement of remunerations for the year ended 31 December 2020 in accordance with the provisions of Article 272r, paragraphs 1 and 2 of the Companies Act, and
- publishing the Remuneration Report on the Company's website in accordance with the provisions of Article 272r, paragraph 4 of the Companies Act.

The Company's Management board and Supervisory board are responsible for the design, implementation and maintenance of the internal control system which reasonably ensures that the previously described data do not contain material errors, whether due to fraud or error. In addition, the Company's Management board and Supervisory board are responsible for ensuring that the documentation provided to us is complete and accurate.

### ***Our Responsibilities***

We conducted our assurance engagement in accordance with the requirements of Article 272r, paragraph 3 of the Companies Act, and in accordance with International Standards for Assurance Engagements (ISAE) 3000 (revised) - Engagements to perform assurance engagements other than audits or reviews of historical financial information. These regulations require that we comply with ethical standards and plan and perform our assurance engagement to form a conclusion based on the evidence gathered as to whether the report contains the information required in accordance with the relevant legal requirements.

We apply International Standard on Quality Control 1 (ISQC 1), and accordingly, we maintain a robust system of quality control, including policies and procedures documenting compliance with relevant ethical and professional standards and requirements in law or regulation.

We comply with the independence and other ethical requirements of the IESBA Code of Ethics for Professional Accountants, which establishes the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The nature and extent of our procedures were determined based on our risk assessment and our professional judgment in order to obtain limited assurance.

In respect of the subject matter, we have performed the following procedures:

- inquired members of the Management board and Supervisory board and other persons within the Company, to gain understanding of remuneration policies and the process applied in preparing the Remuneration Report;
- received from the Company a list of all members of the Company's Management board and Supervisory board during 2020 and checked whether their remunerations are disclosed in the Remuneration Report;
- reconciled the remuneration data presented in the Remuneration Report with the Company's accounting records (general ledger and subledgers) for the year ended 31 December 2020
- reviewed, on a sample basis, the relevant documentation of the Company (contracts and payments) related to the remuneration data presented in the Remuneration Report; and
- checked whether the Remuneration Report contains all the data required by the provisions of Article 272r, paragraphs 1 and 2 of the Companies Act.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both the risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our limited conclusion.

### ***Limited assurance conclusion***

Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that Remuneration Report for the year ended 2020 prepared by Atlantic Grupa d.d. does not contain data, in all material respects, in accordance with the Article 272r, paragraphs 1 and 2 of the Companies Act.



***Restrictions on the use of our Report***

Our report is intended solely for the Company's Management board and Supervisory board for the purpose of reporting on the Remuneration Report prepared by the Company for the year ended 31 December 2020 in accordance with Article 272r of the Companies Act. Our report is not, nor does it represent, a legal opinion on compliance with Article 272r of the Companies Act.

In the case of additional information or data provided to us, or in the case of misleading oral or written statements or explanations, our findings, interpretations or conclusions in our independent limited assurance report may be incomplete or may result in the need for additional procedures not included in the scope of this engagement.

To the fullest extent permitted by law, we do not accept responsibility and do not agree to any obligations to any party other than the Company's Management board and Supervisory board, in connection with our work or this independent limited assurance report or the conclusions we have reached.

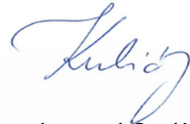
**Berislav Horvat,**



**President of Management Board  
and Certified auditor  
Ernst & Young d.o.o.  
Radnička cesta 50,  
Zagreb, Croatia**

**3 May 2021**

**Janja Kulić,**



**Director and Certified auditor  
Kulić i Šperk REVIZIJA d.o.o.  
Radnička cesta 52,  
Zagreb, Croatia**

**3 May 2021**

Attachment: Remuneration report for 2020.



Pursuant to Article 272r of the *Companies Act* and Articles of the *Code of Corporate Governance* of the Zagreb Stock Exchange and the Croatian Financial Services Supervisory Agency (HANFA), the Management Board and the Supervisory Board of Atlantic Grupa d.d. (hereinafter also referred to as: the Company) submit to the General Assembly the following

## REPORT

### ON THE REMUNERATION OF MEMBERS OF THE SUPERVISORY BOARD AND THE MANAGEMENT BOARD IN THE YEAR 2020

#### Remuneration of members of the Supervisory Board

The Supervisory Board of Atlantic Grupa d.d. is comprised of seven members. On 31 December 2020, the Supervisory Board operated in the following composition: Zdenko Adrović, President of the Supervisory Board, Siniša Petrović, Vice President of the Supervisory Board, Anja Svetina Nabergoj, member, Monika Elisabeth Schulze, member, Franz Josef Flosbach, member, Aleksandar Pekeč, member, and Lars Peter Elam Håkansson, member.

Pursuant to the provision of Article 269, paragraph 3 of the *Companies Act*, on 18 June 2020 the Company's General Assembly adopted the *Decision on the remuneration of members of the Supervisory Board* under which, without any derogation, further payments of remuneration to members of the Supervisory Board were made. The said Decision set the amounts of remuneration of members of the Supervisory Board, whereby different external and internal factors have been taken into account, such as economic conditions, prevailing wage levels, remuneration data and best practices of regional and relevant industries as well as remuneration levels and policies of the Company. The remuneration of members of the Supervisory Board related to the period before adoption of the said Decision, was paid in accordance with the then valid principles determined in the Company's Articles of Association.

Each member of the Supervisory Board is entitled to a fixed monthly remuneration, from the day of his/her appointment to such duty until the day of its termination. In order to maintain their independence and full impartiality, the remuneration of members of the Supervisory Board is not dependent on the Company's results and does not contain a variable part of remuneration. In line with the above, the said fixed remuneration represents 100% of their total remuneration. Members of the Supervisory Board are not entitled to payments by the Company or its associated companies in Company shares.

Accordingly, in 2020 members of the Supervisory Board received remuneration in the following gross I amounts:

Remuneration of Supervisory Board members in 2020	HRK
Zdenko Adrović	348,724.99
Siniša Petrović	242,630.69
Anja Svetina Nabergoj	180,000.00
Monika Schulze	180,000.00
Lars Peter Håkansson	180,000.00
Aleksandar Pekeč	164,430.21
Franz Jozef Flosbach	153,513.25
<b>TOTAL</b>	<b>1,449,299.14</b>

Based on her professional education and long-standing lecturing experience in the field of development of design thinking and innovative processes at Stanford University, USA and University of Ljubljana, Slovenia, member of the Supervisory Board Anja Svetina Nabergoj has, during 2020, concluded three education service contracts, with focus on their practical application. In accordance with the provision of the *Companies Act*, the Supervisory Board examined these engagements and, after careful review, unanimously approved them. These are: the Contract concluded on 09 March 2020 for the provision of training in the field of research of consumers' experiences and habits for the purpose of developing new products, the Contract concluded on 20 May 2020 for the provision of training in the field of innovation development and the Contract concluded on 28 July 2020 for the organisation of practical classes in the field of developing products adjusted to customer needs. In 2020, under these education service contracts concluded with the Company, member of the Supervisory Board Anja Svetina Nabergoj received a total amount of HRK 142,613.15.

Other than those mentioned above, no other payments were made by the Company or its associated companies. The Company and its associated companies did not provide any loans or advances, nor issue any guarantees for the benefit of members of the Supervisory Board. The Company and its associated companies did not provide any gifts or benefits of significant value to members of the Supervisory Board.

The report on the remuneration of members of the Supervisory Board for 2020 has been prepared in accordance with the respective provisions of the law, the *Code of Corporate Governance* of the Zagreb Stock Exchange and HANFA, as well as the *Code of Corporate Governance* and the *Articles of Association* of Atlantic Grupa d.d.

## Remuneration of members of the Management Board

The Management Board of Atlantic Grupa is composed of six members, namely: Emil Tedeschi, President of the Management Board; Neven Vranković, Group Vice President for Corporate Activities; Zoran Stanković, Group Vice President for Finance, Procurement and Investments; Lada Tedeschi Fiorio, Group Vice President for Corporate Strategy and Development; Srećko Nakić, Group Vice President for Distribution; and Enzo Smrekar, Group Vice President for Savoury Spreads, Donat and International Expansion.

Pursuant to the provisions of Article 247 of the *Companies Act*, on 18 June 2020 the Company's General Assembly adopted the *Remuneration Policy for Members of the Management Board* (hereinafter referred to as: the Remuneration Policy) under which, without any derogation, further payments of remuneration to members of the Management Board were made. The remuneration of members of the Management Board related to the period before adoption of the said Remuneration Policy was paid in accordance with the provisions of the Company's *Articles of Association*. The Remuneration Policy for Members of the Management Board is set in a manner that strongly supports the pay for performance culture and the long-term strategy of the Company. The amount of remuneration paid out to members of the Management Board is determined with the aim to attract, motivate and retain qualified professionals, to promote sound and effective risk management, as well as to discourage risk-taking that exceeds the level of tolerated risk of the Company. It takes into account all regional, local and relevant industry practices of remuneration for managers holding corresponding positions, including employees of the Company's associated companies. The Company provides attractive terms of employment, of which remuneration, personal development, training, working environment and intellectually stimulating environment are all important components. As such, the Remuneration Policy for Members of the Management Board contributes to achieving the Company's strategic goals.

The remuneration structure for members of the Management Board ensures a proper balance between the variable and fixed remuneration, whereby the fixed part – in terms of the principal salary – is set by the contract with a member of the Management Board in the gross amount, while the variable part of remuneration, also set by the contract, is always performance-related.

The amount of the annual bonus for 2020 is determined under the contract with a member of the Management Board and correlated to the realisation of key financial/sales metrics, as well as qualitative (non-financial) performance criteria (hereinafter jointly: Key Performance Indicator/s or KPI/s):

- for the President of the Management Board, the Group Vice President for corporate activities, the Group Vice President for finance, procurement and investments and the Group Vice President for business development and strategy:
  - fulfilment of the following profit goal related to EBITDA Atlantic Grupa, with the weighted share of 75%;
  - fulfilment of the direct sales to the external buyers/third party or IMS consolidated Atlantic Grupa with the weighted share of 15%;

- fulfilment of the qualitative (non-financial) key employee retention ratio objective with the weighted share of 10%;
- for the Group Vice President for distribution and the Group Vice President for savoury spreads, Donat and international expansion:
  - fulfilment of the following profit goal related to EBITDA Atlantic Grupa, with the weighted share of 40%;
  - fulfilment of the following profit goal related to EBITDA of the business or distribution unit from the area of responsibility of the Board member, with the weighted share of 35%;
  - fulfilment of the Direct sales to the external buyers/third party or IMS of the business or distribution units from the area of responsibility of the Board member with the weighted share of 15%;
  - fulfilment of the qualitative (non-financial) key employee retention ratio objective with the weighted share of 10%.

Each member of the Management Board is entitled to the annual bonus related to a specific business year provided that the following preconditions are fulfilled:

- at least 90% of the Company's consolidated EBITDA plan for the relevant business year is realised,
- at least 90% of the planned EBITDA of the business unit tied to the authority of the respective Management Board member for the relevant business year is realised,
- if he/she was employed by the Company or its associated companies for at least 2/3 of the relevant business year, as well as on 31 December of the relevant business year, and has the right to payment of the annual bonus.

The realisation of such financial preconditions and financial KPI metrics are based on the Company's consolidated financial results for the relevant business year, while a valuation of the non-financial objective (realisation of the key employee retention objective in 2020) is based on the official Company report.

The annual bonus represents 75% of the realised principal annual gross salary in case of 100% realisation of KPIs. Members of the Management Board are entitled to payment of the annual bonus in cash or in Company shares in accordance with items 7 and 8 of the Remuneration Policy.

Contracted amount of the variable part in the overall remuneration of a member of the Management Board is not less than 40% of the total remuneration under the assumption of 100% realisation of the set KPIs and including a deferred part of the bonus.

Members of the Management Board in 2020 received remuneration in the following (gross I, in HRK) amounts:

Amounts in HRK	Fixed remuneration	%	Variable remuneration*	%	Receipts in kind	%	Total	%
Emil Tedeschi	2,746,200.01	59.21	1,544,738.00	33.31	346,830.70	7.48	4,637,768.71	100
Neven Vranković	1,785,000.00	60.34	1,091,406.25	36.89	82,054.32	2.77	2,958,460.57	100
Zoran Stanković	1,731,000.02	60.78	1,057,742.75	37.14	59,294.76	2.08	2,848,037.53	100
Lada Tedeschi Fiorio	1,680,000.01	62.89	907,875.00	33.99	83,248.97	3.12	2,671,123.98	100
Srećko Nakić	1,679,999.99	63.40	919,171.27	34.69	50,551.81	1.91	2,649,723.07	100
Enzo Smrekar	1,301,684.00	64.17	563,990.77	27.80	162,875.24	8.03	2,028,550.01	100

*\*variable remuneration refers to the calculated annual bonus for the financial year 2019, which includes remuneration for Management Board membership*

For the results achieved in the business year 2019, the following members of the Management Board received the variable part of the remuneration in cash (gross I, in HRK), with the term of its payment as follows:

Member of the Management Board	Variable remuneration for 2019, total	Payment in 2020	Deferred part of the 2019 bonus	Deferred part of the 2019 bonus for payment in 2023 with a multiplier of 1.2
Emil Tedeschi	2,059,650.50	1,544,738.00	514,912.50	617,895.00
Lada Tedeschi Fiorio	1,222,875.00	907,875.00	315,000.00	378,000.00

For the results achieved in the business year 2019, other members of the Management Board received the variable part of the remuneration (gross I, in HRK) in Atlantic Grupa shares as follows:

Member of the Management Board	*Gross I variable remuneration for 2019	Number of shares, payment in 2020	Number of shares retained for 3 years	Number of shares, payment in 2023, with a yield of 1.8
Neven Vranković	1,338,750	616	217	391
Zoran Stanković	1,298,250	597	210	379
Srećko Nakić	1,128,172	524	185	333
Enzo Smrekar	606,005	299	105	190

*\*variable remuneration refers to the calculated annual bonus for the financial year 2019, which includes remuneration for Management Board membership*

Out of the gross I value of the variable remuneration (annual bonus), 75% of the net amount was paid in the form of shares in 2020 according to the average share price (volume-weighted) of the Zagreb Stock Exchange on 21 April 2020 (HRK 1,168.65). The grant date for the Employee Stock Option Program (ESOP) is upon expiration of 30 days from the date of adoption of the annual financial results for the business year by the Company's Supervisory Board. Members of the Management Board must retain such shares for a minimum period of 2 years from the day of their transfer to share accounts.



The remaining 25% of the realised annual bonus for 2019 for the respective member of the Management Board, multiplied by the coefficient of 1.8, will be paid in Company shares in 2023, provided that this member of the Management Board is still employed by the Company or its associated company on 1 April of the respective year.

For the results achieved in the business year 2020, the following members of the Management Board received the variable part of the remuneration in cash (gross I, in HRK), with the term of its payment as follows:

Member of the Management Board	Variable remuneration for 2020, total	Payment in 2020	Deferred part of the 2020 bonus	Deferred part of the 2020 bonus for payment in 2024 with a multiplier of 1.2
Emil Tedeschi	2,059,650.50	1,498,395.38	499,465.13	599,358.15
Lada Tedeschi Fiorio	1,222,875.00	916,650.00	305,550.00	366,660.00

For the results achieved in the business year 2020, other members of the Management Board received the variable part of the remuneration (gross I, in HRK) that will be paid in Atlantic Grupa shares as follows:

Member of the Management Board	*Gross I variable remuneration for 2020	Number of shares, payment in 2021	Number of shares retained for 3 years	Number of shares, payment in 2024, with a yield of 1.8
Neven Vranković	1,231,596.86	611	171	308
Zoran Stanković	1,199,345.55	595	166	299
Srećko Nakić	1,248,000.00	624	151	271
Enzo Smrekar	1,097,250.00	570	162	292

*\*variable remuneration refers to the calculated annual bonus for the financial year 2020, which includes remuneration for Management Board membership*

Out of the gross I value of the variable remuneration (annual bonus, in HRK), 75% of the net amount is paid in the form of shares in 2021 according to the average share price (volume-weighted) of the Zagreb Stock Exchange on 20 April 2021 (HRK 1,540). The grant date for the Employee Stock Option Program (ESOP) is upon expiration of 30 days from the date of adoption of the annual financial results for the business year pertaining to the annual bonus by the Company's Supervisory Board. Members of the Management Board must retain such shares for a minimum period of 2 years from the day of their transfer to share accounts.

The remaining 25% of the realised annual bonus for 2020 for the respective member of the Management Board, multiplied by the coefficient of 1.8, is paid in Company shares with the vesting period until 2024, provided that this member of the Management Board is still employed by the Company or its associated company on 1 April of the respective year.

The overview provided below shows the average income of employees in Atlantic Grupa d.d. for 2020 in the gross I value, which includes both fixed and variable part of the salary, other receipts in kind and all other payments made in relation to the employee status, including awarding remuneration divided by the average number of full-time equivalent (FTE) employees. The guidance is based on the average income of Atlantic Grupa d.d. employees since the majority are on managerial and key professional positions which are relevant for comparison of remuneration.

<b>Annual average remuneration per employee - HRK</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
Annual base (gross I)	464,749	456,945	493,811	456,071	455,143

<b>(Atlantic Grupa d.d.; THRK)</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
Revenues	444,190	417,644	371,093	279,533	132,778
Net profit/(loss)	224,534	187,594	76,490	4,282	(12,736)

<b>(Atlantic Grupa consolidated; THRK)</b>	<b>2020.</b>	<b>2019.</b>	<b>2018.</b>	<b>2017.</b>	<b>2016.</b>
Revenues	5,328,674	5,506,404	5,330,624	5,303,426	5,174,539
Net profit/(loss)	341,730	388,880	243,970	275,529	162,800

The Company did not reclaim any variable part of the salary and there were no conditions realized to do so.

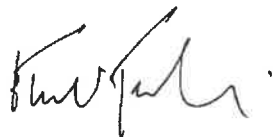
There were no payments or payment obligations by any third party to members of the Management Board with regard to activities they performed as members of the Management Board in the Company or at any other function within Atlantic Grupa.

The report on the remuneration of members of the Management Board for 2020 has been prepared in accordance with the respective provisions of the law, the *Code of Corporate Governance* of the Zagreb Stock Exchange and HANFA, as well as the *Code of Corporate Governance* and the *Articles of Association* of Atlantic Grupa d.d.

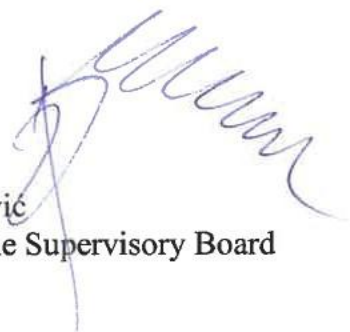
The contract on performing the function of a member of the Management Board can be terminated in accordance with provisions of the law. The obligation of severance payment occurs in the case of contract termination by Atlantic Grupa in the period of its duration, unless the contract is terminated due to reasons caused by the wrongful conduct of the respective member of the Management Board. The severance payment is limited to the amount of twelve (12) average monthly gross I salaries paid to the respective Management Board member in the period of three months prior to contract termination.

Zagreb, 3 May 2021

Atlantic Grupa d.d.



Emil Tedeschi  
President of the Management Board



Zdenko Adrović  
President of the Supervisory Board



#### Attachment 4

- biographies of candidates proposed in the proposal of Decision on the election of two members of the Company's Supervisory Board under the Topic 7 of the agenda

#### **BIOGRAPHY: Zdenko Adrović**

Mr. Zdenko Adrović is one of the leading experts in Croatian financial industry and the director and one of the founders of the Croatian Banking Association. He was President of the Management Board of Raiffeisenbank Austria d.d in the period 1996 - 2013, which in his term of office developed into one of the leading financial institutions and received several awards from the Croatian Chamber of Economy as the most successful bank in Croatia. Prior to his current position, he was the Executive Vice President responsible for the treasury and liquidity at Privredna Banka Zagreb, where he also worked as the Investment Banking Sector Manager and Deputy General Manager.

From 2016 until 2020 he was a member of the Croatian Parliament's Finance and State Budget Committee and a member of the National Competitiveness Council since 2018. In the period 2008 - 2016 he was a member of the Executive Board of the Croatian Employers Association and in the period 2006 - 2012 a member of the Executive Board of the Croatian Chamber of Economy.

He gained a valuable experience as a member of the Supervisory Board in Pliva d.d. in the period 1999 - 2006. Beside his current position of the President of the Supervisory Board in Atlantic Grupa d.d., Mr. Adrović is currently holding a position as director at Korta d.o.o. and a membership in the Supervisory Board of the company ETF Airways d.o.o.

Mr. Adrović graduated from the Faculty for foreign trade, University of Zagreb, where he also earned his M. Sc. degree in corporate finance. He also continued his professional specialisation at universities in USA and UK.

Given the expert competencies and experience of Mr. Zdenko Adrović, his past engaged work in the Supervisory Board and its Committee and his ability to provide an independent and effective contribution to the further work of the Company's Supervisory Board, re-election of Mr. Zdenko Adrović is proposed.

#### **BIOGRAPHY: Siniša Petrović**

Mr. Siniša Petrović is a tenured professor at the Commercial and Company Law Department of the Faculty of Law at the University of Zagreb. In 1995, he was a special envoy of the delegation of the Republic of Croatia for negotiations with the international community as well as a member of the delegation of the Republic of Croatia at the International Peace Conference for Bosnia & Herzegovina in Dayton.

He was Vice President of the Council for the Protection of Market Competition and the Croatian representative in the Arbitration Committee of the International Chamber of Commerce. He is the author of many expert papers and participated in the drafting of Croatian regulations concerning companies, market competition, real estate mediation, privatisation, sports and prevention of conflicts of interest in performance of public functions. He was a member of the Negotiating Team for the Accession of the Republic of Croatia to the EU.

He received his bachelor's, master's and doctor's degrees from the Faculty of Law at the University of Zagreb.

Besides his positions as a Vice President of the Supervisory Board and a member of the Corporate Governance Committee of the Supervisory Board of Atlantic Grupa d.d., Mr. Petrović held supervisory board positions in various companies, among others, Croatia Airlines d.d. and INA-Industrija nafte d.d. Mr. Petrović is currently holding a position as director at Ilirija d.d.

Given the expert competencies and experience of Mr. Siniša Petrović, his past engaged work in the Supervisory Board and its Committee and his ability to provide an independent and effective contribution to the further work of the Company's Supervisory Board, re-election of Mr. Siniša Petrović is proposed.

## Attachment 5

- biography of the candidate proposed in the proposal of Decision on the election of a member of the Audit Committee of the Company's Supervisory Board under the Topic 8 of the Agenda

### **BIOGRAPHY: Marko Lesić**

Marko Lesić is the managing director at Nexus savjetovanje d.o.o., a company specialised in investment banking and management advisory services.

After graduating from the Faculty of Electrical Engineering and Computing at the University of Zagreb, Croatia, Mr. Lesić joined the Capital Markets and Investment Banking team of Zagrebačka banka, where he, in the period from 1999 to 2005, participated in establishing the leading investment banking operation in Croatia and managed benchmark transactions in the local market, a lot of them being inaugural and closed in close cooperation with some of the most respectable international financial institutions. Prior to leaving Zagrebačka Banka, Mr. Lesić was acting as the managing director of Zagrebačka Banka Treasury division.

In July 2007, Mr. Lesić left Zagrebačka Banka to establish Nexus Private Equity Partners, the largest Croatian private equity management company with more than EUR 100 million AUM in the period up to 2017. In that period, he managed the successful closing of 10 investments in various sectors, which led to the portfolio of companies that generated total revenues of more than EUR 300 million and employed more than 2.500 people.

Besides his membership in the Audit Committee of the Supervisory Board of Atlantic Grupa d.d., Mr. Lesić held supervisory board positions in various companies, among others, in ZB Invest d.o.o., Zagreb Stock Exchange d.d., Croatia Airlines d.d. and Dalekovod d.d. Beside his position at Nexus savjetovanje d.o.o., Mr. Lesić is currently holding a position as director at Nexus Partneri d.o.o. and Advertis Komunikacije d.o.o.

In 2004, Mr. Lesić completed the full time MBA program at INSEAD, France, while during his career, Mr. Lesić attended numerous seminars and training programs in Croatia and abroad, organised by some of the most eminent international investment banks such as JP Morgan and CSFB. Mr. Lesić is a certified investment advisor licensed by the Croatian Financial Services Supervisory Agency.

Given the expert competencies and experience of Mr. Marko Lesić and his ability to provide an independent and effective contribution to the work of the Audit Committee of the Company's Supervisory Board, election of Mr. Marko Lesić for a member of the Audit Committee of the Company's Supervisory Board is proposed.