

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

SECURITY: ATGR / ISIN:HRATGRRRA0003  
3ATG2/ ISIN: HRATGRO25CA5  
LEI: 3157002G3ENYCZEB1A25  
HOME MEMBER STATE: Croatia  
REGULATED MARKET SEGMENT: Prime Market of the Zagreb Stock Exchange

**Zagreb, 29 June 2023**

- **regulated information (holding of the General assembly)**

### **Notice on Decision adopted at the General Assembly**

The General Assembly of Atlantic Grupa d.d. was held on June 29<sup>th</sup>, 2023, at the Headquarters of the Company, Miramarska 23, Zagreb. The Chairman of the General Assembly was Prof.Ph.D Siniša Petrović and the General Assembly was attended by 11,378,705 votes or 85.52% of the total number of shares of the Company with the voting right. According to the announced Agenda of the Assembly of Atlantic Grupa d.d.:

1. Opening of the General Assembly, establishing the present and represented shareholders
2. Annual financial statements and consolidated financial statements of Atlantic Grupa for 2022, Annual Report on the Status and Business Operations Management of the Company for BY 2022 and the Supervisory Board's Report on the Performed Supervision of Business Operations Management of the Company in BY 2022
3. Decision on the approval of the Remuneration Report for 2022
4. Decision on use of retained earnings of the Company realized in the previous business years and use of earnings for BY 2022
5. Decision on issuing the note of release to the members of the Supervisory Board of the Company for BY 2022
6. Decision on issuing the note of release to the members of the Management Board for BY 2022
7. Decision on the election of two members of the Company's Supervisory Board
8. Decision on the adjustment and the increase of the share capital
9. Decision on the authorized shared capital
10. Decision on amendments to the Articles of Association
11. Decision on the approval of amendments to the Remuneration Policy for Members of the Management Board of Atlantic Grupa d.d.
12. Decision on the approval of the adjustment of the Decision on the remuneration of members of the Supervisory Board
13. Decision on the election of auditors of the Company for the year 2023

the General Assembly of Atlantic Grupa d.d., adopted the following decision:

Ad 3.

1. The Remuneration Report for 2022 with the accompanying Auditor's Report, which are published as 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.

1. In the business year ending on 31 December 2022, Atlantic Grupa has realized a consolidated net income after minority interests in the amount of HRK 195,729,163.00 (EUR 25,977,724.20, converted at a fixed conversion rate), while Atlantic Grupa d.d. (hereinafter: the Company) has realized the net income of HRK 259,453,524.71 (EUR 34,435,400.45, converted at a fixed conversion rate).
2. The dividend in the amount of EUR 1.00 (HRK 7.53, converted at a fixed conversion rate) 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 retained earnings of the Company realized in the business year 2020 and the part of the retained earnings of the Company realized in the business year 2021.
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 on 07 July 2023 (record date). The date on which the Company shares will be traded without the right to dividend payment shall be 06 July 2023 (ex date). The claim for dividend payment shall become due on 14 July 2023 (payment date).
4. The net profit realized in the business year 2022 shall remain in the retained (undistributed) profit of the Company.

Ad 5.

1. The note of release has been given to Zdenko Adrović, a member and the President of the Supervisory Board of Atlantic Grupa d.d. for the business year 2022;
2. The note of release has been given to Siniša Petrović, a member and the Vice President of the Supervisory Board of Atlantic Grupa d.d. for the business year 2022;
3. The note of release has been given to Lars Peter Elam Håkansson, a member of the Supervisory Board of Atlantic Grupa d.d. for the business year 2022;
4. The note of release has been given to Franz Josef Flosbach, a member of the Supervisory Board of Atlantic Grupa d.d. for the business year 2022;
5. The note of release has been given to Vesna Nevistić, a member of the Supervisory Board of Atlantic Grupa d.d. for the business year 2022;
6. The note of release has been given to Aleksandar Pekeč, a member of the Supervisory Board of Atlantic Grupa d.d. for the business year 2022;
7. The note of release has been given to Monika Elisabeth Schulze, a member of the Supervisory Board of Atlantic Grupa d.d. for the business year 2022;

8. The note of release has been given to Anja Svetina Nabergoj, a member of the Supervisory Board of Atlantic Grupa d.d. for the business year 2022;
9. The note of release has been given to Zoran Vučinić, a member of the Supervisory Board of Atlantic Grupa d.d. for the business year 2022.”

#### Ad 6.

1. The note of release has been given to Emil Tedeschi, a member and the President of the Management Board of Atlantic Grupa d.d. for the business year 2022;
2. The note of release has been given to Srećko Nakić, a member of the Management Board of Atlantic Grupa d.d. for the business year 2022;
3. The note of release has been given to Enzo Smrekar, a member of the Management Board of Atlantic Grupa d.d. for the business year 2022;
4. The note of release has been given to Zoran Stanković, a member of the Management Board of Atlantic Grupa d.d. for the business year 2022;
5. The note of release has been given to Mate Štetić, a member of the Management Board of Atlantic Grupa d.d. for the business year 2022;
6. The note of release has been given to Lada Tedeschi Fiorio, a member of the Management Board of Atlantic Grupa d.d. for the business year 2022;
7. The note of release has been given to Neven Vranković, a member of the Management Board of Atlantic Grupa d.d. for the business year 2022.”

#### Ad 7.

1. It is hereby established for members of the Supervisory Board of Atlantic Grupa d.d.:
  - 1.a Monika Elisabeth Schulze, Berliner Ring 64, D-53175 Bonn, Germany, PIN: 80085568980, the term of office in the Company's Supervisory Board expires on 17 October 2023;
  - 1.b Prof. Anja Svetina Nabergoj, PhD, Sveto 87, Komen, Slovenia, PIN: 61358175237, the term of office in the Company's Supervisory Board expires on 27 June 2023.
2. The following persons are elected as the Supervisory Board members of Atlantic Grupa d.d.:
  - 2.a Monika Elisabeth Schulze, Berliner Ring 64, D-53175 Bonn, Germany, PIN: 80085568980, for the term of office of 4 years commencing on 18 October 2023;
  - 2.b Prof. Anja Svetina Nabergoj, PhD, Sveto 87, Komen, Slovenia, PIN: 61358175237, for the term of office of 4 years commencing on 29 June 2023.
3. This decision enters into force as of the date of its adoption.”

## Ad 8.

1. It is established that the Company's share capital amounts to HRK 133,372,000.00, converted at a fixed conversion rate of HRK 7.53450 for EUR 1 and rounded to the nearest cent in accordance with the rules for conversion and rounding as regulated by the Act on the Introduction of the Euro as the Official Currency in the Republic of Croatia, it amounts to EUR 17,701,506.40 and has been paid in full.
2. The Company's share capital is divided into 13,337,200 ordinary registered shares with an individual nominal value of HRK 10.00, which, converted at a fixed conversion rate of HRK 7.53450 for EUR 1 and rounded to the nearest cent in accordance with the rules of the Act on the Introduction of the Euro as the Official Currency in the Republic of Croatia, amounts to EUR 1.33 for each share.
3. It is established that the Company's net profit for the year 2022, determined by the annual audited financial reports of the Company as of 31 December 2022, amounts to HRK 259,453,524.71 and that the financial reports for the year 2022 have been reviewed, adopted and confirmed without any objections by the auditors of the company Ernst&Young and Kulić and Sperk, thus fulfilling the preconditions referred to in Articles 329 and 330 of the Companies Act for adopting a decision on increasing the share capital from the Company's funds.
4. In order to align the share capital with the Companies Act following the introduction of the euro as the official currency in the Republic of Croatia, the share capital is increased from the Company's share premium funds, from the amount EUR 17,701,506.40 by an amount of EUR 88,996,093.60, resulting in a total amount of EUR 106,697,600.00. The number of company shares remains unchanged.
5. After conversion into euro and adjustment with legal provisions, the Company's share capital amounts to EUR 106,697,600.00 and is divided into 13,337,200 ordinary registered shares, each with an individual nominal value of EUR 8.00.
6. With the increase of the share capital, the relations between shareholders remain unchanged, so that each shareholder is entitled to shares with an increased nominal value in proportion to their previous participation in the Company's share capital in accordance with Article 333 of the Companies Act.
7. This decision shall enter into force on the date of its entry into the court register."

## Ad 9.

1. The Management Board shall be authorized to increase the Company's share capital for the nominal value of up to EUR 53,348,800.00 (fifty-three million three hundred forty-eight thousand eight hundred euro) (authorized share capital) in one or more instalments within a period of five years from the entry into the court register of these Articles of Association. The Management Board with the prior approval of the Supervisory Board may and shall have the authority to increase the share capital by issuing new shares through investments in cash or in tangibles and rights, whereby the nominal value of new shares shall be EUR 8.00 (eight euro) per share.
2. In its decision to increase the share capital, the Management Board may, entirely or partially, exclude any priority right to subscribe for new shares issued in line with the authorization referred to in item 1 of this Decision.

3. The Supervisory Board shall be authorized to adjust the provisions of the Articles of Association with the changes resulting from such an increase of the share capital and issuing of new shares.
4. This provision shall enter into force following the registration of Amendments to the Articles of Association adopted at the General Assembly on 29 June 2023 in the court register."

#### Ad 10.

1. In Article 6 of the Articles of Association of Atlantic Grupa d.d., the existing paragraphs are deleted and new ones are added which read:

"The Company's share capital amounts to EUR 106,697,600.00 (hundred and six million six hundred ninety-seven thousand six hundred euro).

The Company's share capital is divided into 13,337,200 (thirteen million three hundred thirty-seven thousand two hundred) ordinary registered shares. The nominal value of one share is EUR 8.00 (eight euro).

The Management Board shall be authorised to increase the Company's share capital for the nominal value of up to EUR 53,348,800.00 (fifty-three million three hundred forty-eight thousand eight hundred euro) (authorized share capital) in one or more instalments within a period of five years from the entry into the court register of these Articles of Association. The Management Board with the prior approval of the Supervisory Board may and shall have the authority to increase the share capital by issuing new shares through investments in cash or in tangibles and rights, whereby the nominal value of new shares shall be EUR 8.00 (eight euro) per share.

In its decision to increase the share capital, the Management Board may, entirely or partially, exclude any priority right to subscribe for new shares which are issued pursuant to paragraph 3 of this Article.

The Supervisory Board shall be authorized to adjust the provisions of these Articles of Association with the changes resulting from such an increase of share capital and issuing of new shares.

This provision shall enter into force following the registration of Amendments to the Articles of Association adopted at the General Assembly on 29 June 2023 in the court register."

2. In Article 13, paragraph 3 of the Articles of Association of Atlantic Grupa d.d., the first sentence is deleted and a new one is added which reads:

"The right to vote in the General Assembly shall be exercised in proportion to the nominal value of shares of each member which means that each share of nominal value of EUR 8.00 (eight euro) entitles the holder to one vote."

3. All other provisions of the Articles of Association shall remain unchanged.
4. This Decision on amendments to the Articles of Association shall enter into force and apply from the date of registration in the court register.
5. The Supervisory Board is hereby authorized to establish the complete version of the Articles of Association in accordance with this Decision on amendments to the Articles of Association."

## Ad 11.

1. The proposal of amendments to the Remuneration Policy for Members of the Management Board is approved in the manner that

the part of the sentence in item 9 that reads “550 shares of the nominal value of HRK 40 each (or corresponding 2200 shares of the nominal value of HRK 10 each in case of the execution of the share split in ratio of 1:4, based on the Decision of the General Assembly adopted on 15 June 2022)” is replaced by “2,200 shares”,

a new item 10 is added which reads:

“10. By means of a special Annex to the Contract, a member of the Management Board may be assigned the additional responsibility of managing a specific business or sales unit of the group’s operational organisation consisting of the Company and its associated companies, for a period no longer than one year. The President of the Management Board is authorized to, by his own decision, reward such a member of the Management Board based on the criteria of their contribution to the sustainability of the business or sales unit assigned as the additional responsibility to that Management Board member, as well as the contribution of that business or sales unit to the group’s overall operations covering the Company and its associated companies. Such reward may not exceed 50% of the annual fixed remuneration under the valid Contract of the respective Management Board member, and it may be paid in shares up to a maximum of 1,200 shares per year, or, if the respective Management Board member is encompassed by Article 8 of this Policy, by cash payment. This type of reward can only be paid in relation to the additional engagement determined by the Annex, either during the engagement or upon its expiration, and it is not included in the basis for calculating the annual bonus for the member’s performance under the regular Contract.”,

while former items 10, 11, 12 and 13 become items 11, 12, 13 and 14.

2. The consolidated text of the Remuneration Policy for Members of the Management Board, which is published as Attachment 5 of the Invitation to this General Assembly, and which makes an integral part of this Decision, is approved and it repeals the former version of the Remuneration Policy for Members of the Management Board.
3. This Decision enters into force as of the date of its adoption.”

## Ad 12.

1. As a result of introducing the euro as the official currency in the Republic of Croatia, this decision aligns the amounts of remuneration of the Supervisory Board members specified in the Decision of the General Assembly dated 18 June 2020 with the rules for conversion and rounding as regulated by the Act on the Introduction of the Euro as the Official Currency in the Republic of Croatia, namely by converting them at a fixed conversion rate of 7.53450 HRK for 1 EUR and rounding to the nearest cent.
2. The proposal of amendments to the Decision on the remuneration of members of the Supervisory Board is approved in the following manner:

in the item 3 the amount “15,000.00 HRK” is replaced by “1,990.84 EUR (15,000.00 HRK)”  
in the item 3 the amount “30,000.00 HRK” is replaced by “3,981.68 EUR (30,000.00 HRK)”  
in the item 3 the amount “20,000.00 HRK” is replaced by “2,654.46 EUR (20,000.00 HRK)”  
in the item 4 the amount “6,000.00 HRK” is replaced by “796.34 EUR (6,000.00 HRK)”.

The name "Nomination and Remuneration Committee", referred to in item 10, is changed to "Leadership Development and Compensation Committee".

3. The consolidated text of the Decision on the remuneration of members of the Supervisory Board, which is published as Attachment 6 to the Invitation to this General Assembly and which makes an integral part of this Decision, is approved and it repeals the former version of the Decision on the remuneration of members of the Supervisory Board.
4. This Decision enters into force as of the date of its adoption."

#### Ad 13.

1. For the purposes of performing the audit of the financial reports of the parent company Atlantic Grupa d.d. and its affiliated companies, and for the audit of the consolidated financial reports of Atlantic Grupa d.d. for the business year 2023, by performing the joint audit, the following certified auditors' companies are appointed:

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

2. This decision enters into force as of the date of its adoption."

To the question of the shareholder on what impact will the introduction of non-working Sundays in Croatia have on the Company's sales, the Management Board of the Company answered that it does not expect that there will be a drop in sales on the Croatian market, that is, it expects that there will be a certain redistribution of purchases. Also, the Management Board added that in the pharmacy business of the Company, that is, in the Farmacia business, it is expected a certain drop in sales in the business of units that are present in shopping centers that will not be open on Sundays.

To the question of the shareholder if the Management Board can provide an explanation as to why the information regarding volume growth/decline in sales within the publication of financial results is not being provided, the Management Board explained that within the publication of financial results, an overview of volume growth/decline by key product categories is provided. However, given the difference in volume measurement units within certain strategic business units and at the level of the entire Atlantic Grupa, accurate data on volume growth/decline is not published.

Atlantic Grupa d.d.