

CIAK GRUPA d.d.
SECURITY: CIAK
LEI: 74780010K3F620YZZ529
HOME MEMBER STATE: Croatia
REGULATED MARKET SEGMENT: Official Market of the Zagreb Stock Exchange

Subject: Invitation to the meeting of the General assembly of CIAK GRUPA d.d.

Pursuant to the provisions of Article 277, paragraph 2 of the Companies Act and of Article 26.3 of the Articles of Association, the Management Board of CIAK GRUPA d.d., with registered office in Zagreb, Savska Opatovina 36 (hereinafter: "Company"), adopted on 12 May 2021 the Decision on convening a meeting of the Company's General Assembly; it thus invites the Company's shareholders to the meeting of

GENERAL ASSEMBLY OF CIAK GRUPA d.d.

to be held on 24 June 2021, starting at 11:00 am, in the conference hall of the Hotel Antunović in Zagreb, Zagrebačka avenija 100a/1 (Beethoven A hall),

with the following **Agenda:**

1. Opening of the meeting of the General Assembly, establishing the number of shareholders and the number of votes present, establishing quorum, and electing the chairman of the meeting of the General Assembly;
2. Company's annual financial statements and consolidated annual financial statements for 2020, Annual Management Report on the state and operations of the Company for the business year 2020, Supervisory Board's Report on performed supervision of the Company's business operations for 2020;
3. Decision on utilization of profit;
4. Decision on granting discharge to members of the Company's Management Board for the business year 2020;
5. Decision on granting discharge to members of the Company's Supervisory Board for the business year 2020;
6. Decision on approval of the Report on Remuneration of members of the Management Board and of the Supervisory Board in the business year 2020;
7. Decision on approval of the Remuneration Policy for members of the Management Board;
8. Decision on remuneration of members of the Supervisory Board;
9. Decision on amendments to the Articles of Association of CIAK Grupa d.d.;
10. Decision on election of new members of the Supervisory Board;

11. Decision on adopting the Rules of Procedure of the General Assembly;
12. Decision on appointment of the Company's auditors.

Proposals for decisions of the General Assembly:

Ad 1. Under this item, the General Assembly does not adopt a decision; it makes a declaration regarding the established situation.

Ad 2. Under this item, the General Assembly does not adopt a decision; the above statements are presented to the General Assembly.

Ad 3. The Company's Management Board and Supervisory Board propose that the General Assembly adopt the following decision:

“Net profit of CIAK Grupa d.d. realized in the business year 2020 after tax amounts to HRK 133,106.71, and will be allocated to the retained earnings, after deduction for the amount (5%) which has to be allocated to the legal reserves.”

Ad 4. The Company's Management Board and Supervisory Board propose that the General Assembly adopt the following decision:

“Discharge is granted to members of the Company's Management Board for the business year 2020.”

Ad 5. The Company's Management Board and Supervisory Board propose that the General Assembly adopt the following decision:

“Discharge is granted to members of the Company's Supervisory Board for the business year 2020.”

Ad 6. The Company's Management Board and Supervisory Board propose that the General Assembly adopt the following decision:

“The audited Report on Remuneration of members of the Supervisory Board and of the Management Board in the business year 2020, along with the auditor's report, is approved.”

Ad 7. The Company's Supervisory Board proposes that the General Assembly adopt the following decision:

“Remuneration Policy for members of the Management Board is approved.”

Ad 8. The Company's Supervisory Board proposes that the General Assembly adopt the following decision:

Ad 9. The Company's Management Board and Supervisory Board propose that the General Assembly adopt the following decision:

1. In Article 11 of the Articles of Association of CIAK Grupa d.d., new paragraphs are added after the existing paragraphs: they read as follows:

“11.7. The Company's Management Board is authorized to adopt a decision that the sound and video of the meeting of the General Assembly may be transmitted, i.e., that the meeting of the General Assembly may be held remotely, using means of electronic communication. Use of means of electronic

communication for active exercise of all or some rights of shareholders fully or partially is allowed, provided that the legal requirements in that regard are met. If such a decision is adopted, this will be indicated in the invitation to the meeting of the General Assembly.

The Company's Management Board is authorized to adopt a decision that would enable shareholders to use electronic communication in order to remotely exercise all or some of their rights fully or partially, in cases where they do not participate in the meeting at the location where it is being held in person or via proxy. If such a decision is adopted, the Company's Management Board will establish the requirements for exercising shareholders' rights in more detail in the invitation to the meeting of the General Assembly, in accordance with legal regulations.

The functioning of the meeting of the General Assembly held remotely, using means of electronic communication, will be prescribed in detail in the Rules of Procedure of the General Assembly.”

2. In Article 20 of the Articles of Association of CIAK Grupa d.d., paragraph 1 is amended and now reads:
“The Supervisory Board has up to 7 (seven) members.”
3. Other provisions of the Articles of Association remain unchanged.
4. This Decision on amendments to the Articles of Association enters into force and becomes effective as of the date of its registration in the court register.

Ad 10. The Company's Supervisory Board proposes that the General Assembly adopt the following decision:

“The following persons are elected as new members of the Supervisory Board of CIAK Grupa d.d., for a period of 4 years, starting from 1 August 2021:

- a) Zvonko Merkaš, doc.dr.sc., Trnac 47, Zagreb, OIB: 71712259938,
- b) Marko Varga, magistar ekonomije, Dore Pejačević 9, Koprivnica, OIB: 71386186852.

Ad 11. The Company's Management Board proposes that the General Assembly adopt the following decision:

“The Rules of Procedure of the General Assembly of CIAK Grupa d.d. are adopted.”

Ad 12. The Company's Supervisory Board proposes that the General Assembly adopt the following decision:

„The company KPMG Croatia d.o.o., Ivana Lučića 2, is appointed as the Company's auditor for the business year 2021.”

INSTRUCTIONS TO SHAREHOLDERS FOR PARTICIPATION IN THE GENERAL ASSEMBLY MEETING

Total number of shares and voting right

1. The Company's share capital is divided in 19,751,989 (nineteen million seven hundred and fifty-one thousand nine hundred and eighty-nine) ordinary registered shares without nominal value, with each share entitling its holder to equal rights.
2. The Company's shares exist only in the form of an electronic record on the securities account in the computer system of the Central Depository and Clearing Company (CDCC). Each share gives the right to one vote.

Participating and exercising voting rights in the General Assembly meeting

1. Due to extraordinary circumstances caused by coronavirus (COvid-19), in organizing the work of the General Assembly and participating in it, the Company and the shareholders have to observe the instructions, recommendations and decisions of the Civil Protection Headquarters of the Republic of Croatia. The Company intends to ensure the holding of the regular annual General Assembly, and, at the same time, to protect the health of the Company's shareholders and employees.

In order to minimize the number of persons present, and, consequently, the chances of infection spreading, shareholders are advised to participate through a proxy, with the same proxy holder representing several shareholders, if possible.

2. Every shareholder of the Company is entitled to participate in the meeting of the General Assembly, in person or through their legal representative/proxy, provided that they send a written application to the Company regarding their intention to participate in the meeting to the e-mail address investitori@ciak.hr no later than 6 (six) days prior to the meeting of the General Assembly, not including the day when the application is received by the Company, i.e. send their application by 17 June 2021. Company shareholders entitled to participate in the meeting of the General Assembly are those registered as shareholders in the depository of the Central Depository and Clearing Company (CDCC) on the last day for applying for participation in the meeting of the General Assembly, i.e., on 17 June 2021.

Shareholders who do not apply for participation in accordance with these instructions or those who fail to enclose the documents referred to in these instructions to their application will not be able to participate in the meeting of the General Assembly.

3. The application has to contain the following:
 - a) Application for shareholders - natural persons:
 - First and last name, permanent residence and address, total number of the shareholder's shares, account number with the CDCC,

- b) Application for shareholders – legal persons:
- Legal person's company name, registered office (address), PIN, total number of the shareholder's shares, account number with the CDCC,
 - enclosed excerpt from the court or another appropriate register in which the legal person is registered (photocopy), showing that the application has been sent by the person legally authorized to represent the legal person,
- c) Application submitted by the shareholder's proxy:
- name of proxy, name/company name of the shareholder granting the power of attorney, total number of the shareholder's shares, account number with the CDCC,
 - enclosed excerpt from the court or another appropriate register in which the legal person is registered (photocopy), showing that the power of attorney has been granted by the person legally authorized to represent the legal person, and enclosed power of attorney.
- d) Za maloljetnike i poslovno nesposobne ili ograničeno poslovno sposobne fizičke osobe, prijavu podnosi i zastupa zakonski zastupnik koji prijavi mora priložiti izvornik ili presliku odnosno ovjerovljeni prijepis isprave iz koje proizlazi njegov status zakonskog zastupnika.
4. For minors and legally incapacitated or partially incapacitated natural persons, the application is to be submitted by their legal representative, who also represents them and who shall enclose to the application an original document, or a certified copy thereof, proving their status as a legal representative.
5. If the shareholders exercise their right to vote at the General Assembly meeting through a proxy, they shall enclose a written power of attorney to the application. The power of attorney shall indicate the following: name of the proxy, name/company name of the shareholder granting the power of attorney, total number of shares, authority to participate and vote on behalf of the shareholder at the Company's General Assembly meeting, date of issuance and period of validity of the power of attorney. The power of attorney must be notarized. If the shareholder is a legal entity, an excerpt from the appropriate register shall be enclosed to the power of attorney.
6. Shareholders are recommended to use the power of attorney form that can be obtained at the Company's registered office or printed out from the Company's website (www.ciakgrupa.hr).
7. The application for participation in the General Assembly may be submitted to the Company by e-mail sent to investitori@ciak.hr, sent by mail or delivered directly/in person to the address CIAK Grupa d.d., Savska Opatovina 36, 10090 Zagreb. Shareholders who fail to apply for participation in the General Assembly within the set time limit will not be able to participate in the meeting of the General Assembly
8. For the purpose of timely registration and organizing of the list of participants in the General Assembly meeting, shareholders are requested to plan their arrival at least 45 minutes before the beginning of the General Assembly meeting. Identification for the purpose of registration will be done based on a valid

identification document, as prescribed by law. Shareholders who are legal persons shall submit for inspection an excerpt from the appropriate register enclosed to the power of attorney.

9. In case the required quorum is not met at the General Assembly meeting convened for 24 June 2021 at 11 am, the next General Assembly meeting will be held on 1 July 2021, at 11 am, with the same agenda and at the same venue.

Shareholders' rights to raise questions, propose new agenda items, submit counterproposals and right to information

1. Shareholders who jointly hold a twentieth of the share capital of the Company have the right to request, after the General Assembly meeting has been convened, that an additional item be included in the agenda of the General Assembly and be announced, and any such new agenda item should be accompanied by an explanation or respective decision proposal.
2. Shareholders are to deliver the request for including additional item in the agenda to the Company, to the address CIAK Grupa d.d., Savska Opatovina 36, 10090 Zagreb. In order for the amendment to the agenda to be duly announced in accordance with the Companies Act, the request for including additional item in the agenda has to be received by the Company at least 30 (thirty) days prior to the General Assembly meeting. This time limit does not include the day the request is received by the Company. Failure to meet the said time limit will result in proposed agenda items not being duly announced, and therefore, not being decided on at the General Assembly meeting.
3. At the General Assembly meeting, the Management Board will provide information about the Company's operations to any shareholder at their request, in case this information is necessary to assess the matters included in the agenda.
4. All information pursuant to Article 280a of the Companies Act will be available at the Company's website (www.ciakgrupa.hr).
5. This invitation will be published on the website of the court register, on the website of the Zagreb Stock Exchange, through Croatian News Agency (HINA), through the Croatian Financial Services Supervisory Agency / Official Registry of Prescribed Information.
6. All the materials for the General Assembly, which are the basis for decisions to be adopted, will be made available to the shareholders, to inspect them and make copies, at the Company's registered office, between 11 am and 1 pm every business day following the day of announcing this invitation. Given the extraordinary circumstances caused by the corona virus (COVID-19), the shareholders are asked to announce their visit to the Company's registered office at least one day in advance, to the e-mail: investitori@ciak.hr.

7. Each shareholder or their representative/proxy bears the cost of their attendance and participation in the work of the General Assembly, and the Company bears the cost of organizing and holding the General Assembly meeting.

CIAK Grupa d.d.
President of the Management Board

Ivan Leko, BSc (Econ)