

CIAK GRUPA d.d.

SECURITY: CIAK-R-A

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 25 April, 2023 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 15 June 2023, starting at 11:00 am, in the conference hall of the Hotel Antunović in Zagreb, Zagrebačka avenija 100a/1,**

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. Review Company's annual financial statements and consolidated annual financial statements for 2022 as determined by the Management Board and the Supervisory Board, consideration of the Company's auditor's report, Management Report on the state and operations of the Company, Supervisory Board's Report on performed supervision of the Company's business operations for 2022;
3. Decision on utilization of profits from the business year 2022 and dividend pay-out;
4. Decision on the alignment of the share capital of the Company with the introduction of the euro as official currency in the Republic of Croatia;
5. Decision on changes and amendments to the Statute of the Company;
6. Decision on granting discharge to members of the Company's Management Board for the business year 2022;
7. Decision on granting discharge to members of the Company's Supervisory Board for the business year 2022;
8. Decision on approval of the Report on Remuneration of members of the Management Board and of the Supervisory Board in the business year 2022;
9. Decision on Remuneration of members of the Supervisory Board;
10. Decision on appointment of the Company's auditors for 2023.

Privredna banka Zagreb d.d.

IBAN HR5723400091110848926

SWIFT PBZGHR2X

Erste&Steiermärkische bank d.d.

IBAN HR2624020061100576498

SWIFT ESBCHR22

Hrvatska poštanska banka d.d.

IBAN HR3623900011101318793

SWIFT HPBZHR2X

CIAK Grupa d.d., Savska Opatovina 36, 10090 Zagreb, OIB: 28466564680. Društvo je upisano u sudski registar Trgovačkog suda u Zagrebu pod brojem MBS: 080286194. Temeljni kapital društva iznosi 197.519.890,00 kuna / 26.215.394,52 euro (fiksni tečaj konverzije 7.53450), uplaćen je u cijelosti i podijeljen je na 19.751.989 redovnih dionica. Predsjednik Uprave: Ivan Leko. Članovi Uprave: Dalibor Bagarić (zamjenik predsjednika), Ivica Greguraš, Dominik Leko, Ivan Miloš.



### 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:

I.) It is established that CIAK GRUPA d.d. in the year ended 31.12.2022. made a profit, after tax, in the amount of EUR 4,129,654.03 (HRK 31,114,878.25).

II.) Part of the profit from the business year 2022 is allocated in the amount of 5% or EUR 206,482.70 (HRK 1,555,743.91) to the Company's legal reserves, in accordance with the law and the Company's Articles of Association.

III.) The payment of dividends in the amount of EUR 3,034,711.96 (HRK 22,865,037.24) is determined or 19,711,239 shares in the amount of EUR 0.153 (HRK 1.16) per share, from the funds realized in 2022 in the total amount.

IV.) The payment in the amount of EUR 0.48 (HRK 3.62) is determined from the funds of the profit realised in 2022 for the purpose of increasing the share capital of the Company from Company's funds, and for the purpose of expressing the share capital of the Company in whole numbers in euros.

V.) The remaining profit from the business year 2022 in the amount of EUR 888,458.89 (HRK 6,694,093.48) shall be allocated to retained earnings.

VI.) The dividend from point III. of this Decision will be paid to all shareholders registered in the depository of the Central Depository and Clearing Company (CDCC) on June 22, 2023 (record date). The date from which the share of CIAK Grupa d.d. will be traded without the right to dividend payment is June 21, 2023 (ex date).

Shareholders' claims for dividend payment are due after the expiration of the legal deadline of 30 days from the date of the decision at the General Assembly, i.e. July 15, 2023."

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

"Decision on the alignment of the share capital of the Company with the introduction of the euro as official currency in the Republic of Croatia

1. It is established that the share capital of the Company amounts to HRK 197,519,890.00 (in words: one hundred ninety-seven million five hundred nineteen thousand eight hundred and ninety kunas) and that it is divided into 19,751,989 shares without a nominal amount.

2. It is established that the amount of share capital from point 1 of this Decision, converted into euros based on the fixed conversion rate between the euro and the kuna (1 EUR= HRK 7.53450), as determined by the Law on the introduction of the euro as the official currency in the Republic of Croatia (Narodne novine No. 57/22, 88/22), amounts to EUR 26,215,394.52 (in words: twenty-six million two hundred and fifteen thousand three hundred and ninety-four euros and fifty-two cents).
3. In order to express the share capital of the Company as a whole number, the share capital of the Company is increased from the amount of EUR 26,215,394.52 by the amount of EUR 0.48 to the amount of EUR 26,215,395.00 from the net profit realized in 2022. The share capital of Company is still divided into 19,751,989 shares without a nominal amount."

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

- I. Article 6.1 of Statute of CIAK Grupa d.d. is amended and the same now reads:

"6.1. In its operations, the Company will perform the activities that make up the subject of his business namely:

- management activities of the holding company
- representation of foreign companies
- market research and public opinion survey
- publicity (advertising and propaganda)
- purchase and sale of goods
- commercial mediation on the domestic and foreign markets
- consulting related to business and management
- real estate business
- accounting and bookkeeping services
- services related to lending: data collection, analysis and providing information on the creditworthiness of legal and natural persons who they perform their duties independently
- computer and related activities
- creation and maintenance of websites."

- II. Article 7.1 of Statute of CIAK Grupa d.d. is amended and the same now reads:

"7.1. Share capital of Company amounts to EUR 26,215,395.00 (in words: twenty-six million two hundred and fifteen thousand three hundred and ninety-five euros)

III. The Supervisory Board of the Company is authorized to determine the refined text of the Statute in accordance with points I. and II. of this Decision.

IV. This Decision enters into force and is applied on the day of entry in the Court Register.

Ad 6. 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 2022."

Ad 7. 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 2022.”

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

“The audited Report on Remuneration of members the Supervisory Board and of the Management Board in the business year 2022 in the text published as Annex 1 of the Invitation to the General Assembly, along with the auditor's report, which form an integral part of this Decision, is approved.

This Decision shall enter into force from the day of its adoption.”

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

“Decision on Remuneration of members of the Supervisory Board is approved, in the text of the proposal published as Annex 2 of the Invitation to the General Assembly to the invitation for this General Assembly and which forms an integral part of this Decision.

The Decision is applied from 7/1/2023.”

Ad 10. 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 2023.”

## 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 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. 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](mailto: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 8 June 2023. 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 June 8, 2023.

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.

2. 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.



3. 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.
4. 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.
5. 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](http://www.ciakgrupa.hr)).
6. The application for participation in the General Assembly may be submitted to the Company by e-mail sent to [investitori@ciak.hr](mailto: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
7. 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 30 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.
8. In case the required quorum is not met at the General Assembly meeting convened for June 15, 2023 at 11 am, the next General Assembly meeting will be held on June 21, 2023, 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](http://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. 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](mailto: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)