

CIAK GRUPA d.d.

ISIN: HRCIAKRA0007

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 5 May, 2025 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 17 June 2025, starting at 11:00 am, at the Company's headquarter in Zagreb, Savska Opatovina 36, 3rd floor,**

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 2024 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 2024;
3. Decision on utilization of profits from the business year 2024 and dividend pay-out;
4. Decision on granting discharge to members of the Company's Management Board for the business year 2024;
5. Decision on granting discharge to members of the Company's Supervisory Board for the business year 2024;
6. Decision on approval of the Report on Remuneration of members of the Management Board and of the Supervisory Board in the business year 2024;
7. Decision on the election of a member of the Supervisory Board;
8. Decision on amendments to the Company's Articles of Association;
9. Decision on granting the Company's Management Board the authority to acquire its own shares;
10. Decision on remuneration for the work of the Supervisory Board members;
11. Decision on appointment of the Company's auditors for 2025.

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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 26.215.395,00 euro, 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. Predsjednik Nadzornog odbora: Stjepan Ljatić.



**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 31.12.2024. made a profit, after tax, in the amount of EUR 5,536,371.25.

II.) Part of the profit from the business year 2024 is allocated in the amount of 5% or EUR 276,818.56 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 0.23 per share is determined, from the funds realized in 2024 in the total amount.

IV.) The remaining profit from the business year 2024 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 24 June 2025 (record date). The date from which the share of CIAK Grupa d.d. will be traded without the right to dividend payment is June 23, 2025 (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 17, 2025. (payment date)."

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 2024."

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 2024."

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 the Supervisory Board and of the Management Board in the business year 2024 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 7. Pursuant to the provisions of Article 280 paragraph 3 of the Companies Act, the Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

I.) It is established that the term of office of the Supervisory Board member Zvonko Merkaš, OIB: 71712259938, Zagreb, Karla Metikoša Street 2, expires on 01.08.2025.

II.) Tomislav Krpan, B. Econ., OIB: 62625476851, Zagreb, Babonićeva 101 is elected as a member of the Supervisory Board.

III.) It is established that the term of office of the Supervisory Board member Marko Varga, OIB: 71386186852, M. Econ., Koprivnica, Dora Pejačević Street 9, expires on 01.08.2025.

4. Marko Varga, M. Econ., OIB: 71386186852, Koprivnica, Dora Pejačević Street 9 is elected as a member of the Supervisory Board.

IV.) All elected members of the Supervisory Board have accepted their mandate, which begins on August 2, 2025 and lasts for four years.

IV.) This Decision shall enter into force from the day of its adoption."

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

"DECISION on amendments to the Statute of CIAK Grupa d.d.

I. Article 25 of the Statute of CIAK Grupa d.d. is amended and now reads:

25.1. The Supervisory Board appoints the Management Board of the Company, consisting of 1 (one) to 5 (five) members. One member of the Management Board shall be appointed as the President of the Management Board.

25.2. One or more deputies may be appointed to the President of the Management Board. The Deputy President of the Management Board shall replace the President of the Management Board in the event of his/her inability to perform his/her duties or his/her absence, with all the powers and obligations of the President of the Management Board, except for those that are determined by this Statute, the Rules of Procedure of the Management Board or a decision of the Management Board or the Supervisory Board as the exclusive powers or obligations of the President of the Management Board.

25.3. In the event of the inability or absence of the President who does not have a deputy, or the simultaneous inability or absence of the President and Deputy President of the Management Board, the President of the Management Board shall authorize in writing one member of the Management Board to replace him.

25.4. The term of office of the President, Deputy President and members of the Management Board shall be 5 (five) years and they may be reappointed.

25.5. If during the term of office of a Management Board member a legal impediment to the performance of the function arises or it is subsequently determined that an individual member does not meet the requirements for performing that function, the Supervisory Board shall revoke the decision on the appointment of that member and appoint a new member of the Management Board in his place.

25.06. If the term of office of a Management Board member terminates for other reasons (retirement, death or other), the Supervisory Board shall confirm the termination of the term of office of the Management Board member and appoint a new member of the Management Board.

II. The Supervisory Board is authorized to determine the consolidated text of the Statute in accordance with point I.

III. This decision on amendments to the Statute of CIAK Grupa d.d. shall enter into force on the date of entry in the court register."

Ad 9. The Management Board and the Supervisory Board propose to the General Assembly the following:

"DECISION on granting the Company's Management Board the authority to acquire its own shares

#### Article 1.

The Company's Management Board is hereby authorized to acquire its own shares on the organized securities market or by direct acquisition outside the organized securities market, or by direct purchase for a period of 5 years from the date of this decision.

During the period referred to in paragraph 1 of this Article, the share of capital relating to the acquisition of its own shares together with the own shares already held by the Company may not exceed one twentieth, or 5.00% (five percent) of the Company's share capital.

#### Article 2.

The lowest price payable per one own share is equal to the amount of share capital attributable to each individual share of the Company, while the highest price per one own share may not exceed the average market price during the 5 (five) trading days preceding the day of acquisition of shares. The highest price per one own share may be increased by up to 5.00% (five percent) with the prior consent of the Supervisory Board.

#### Article 3.

The Company may not trade in its own shares acquired.

#### Article 4.

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The Company's Management Board may dispose of its own shares acquired on the basis of this decision on the organized securities market and outside the organized market, without requiring a decision of the General Assembly of the Company, whereby this decision excludes the right of priority of existing shareholders.

The Management Board may withdraw its own shares by reducing the Company's share capital without a separate decision of the General Assembly.

Article 5.

This decision shall enter into force on the date of its adoption."

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

"DECISION on remuneration for the work of the members of the Supervisory Board

I. For participation in the work and holding of meetings, the members of the Supervisory Board are entitled to a monthly remuneration in the net amount as follows:

Chairman of the Supervisory Board: EUR 1,800.00

Deputy Chairman of the Supervisory Board: EUR 1,550.00

Member of the Supervisory Board: EUR 1,300.00

II. The decision shall enter into force on the date of adoption and shall apply from 01.07.2025."

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

„I. The company KPMG Croatia d.o.o., Ivana Lučića 2, is appointed as the Company's auditor for the business year 2025.

II. The Management Board of the Company is authorized to conclude an audit contract with the selected company and determine the fee for their work in accordance with the offer.

III. This decision enters into force on the date of its adoption."

**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.

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### *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 10 June 2025. 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 10 June 2025.  
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 must 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 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 17 June 2025 at 11 am, the next General Assembly meeting will be held on 24 June 2025, 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. 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).

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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.

President of the Management Board

CIAK Grupa d.d.

Ivan Leko, BSc (Econ)

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