



Issuer: **Čakovečki mlinovi, Inc., Čakovec, Mlinska ulica 1**
Type of information: **General Assembly – notice of convocation**
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Zagreb Stock Exchange Inc.
Croatian Financial Services Supervision Agency (HANFA)
Official Register of Prescribed Information (SRPI)
Croatian News Agency (HINA-OTS service)
The Company's website

Subject: - General Assembly – notice of convocation

In accordance with the provisions of the Capital Market Act and the Rules of the Zagreb Stock Exchange, the Issuer Čakovečki mlinovi, Inc., Čakovec, Mlinska ulica 1, PIN: 20262622069 (hereinafter: the Issuer) hereby publishes the Invitation to the General Assembly that will be held on August 28, 2024, at 12:00 PM in the premises of Hotel Park in Čakovec, Zrinsko-frankopanska 14. The invitation to the General Assembly includes: agenda proposal, proposals for decisions of the General Assembly and instructions to shareholders for participation in the General Assembly. The invitation to the General Assembly will also be published on the website of the Court registry, and the prescribed content, together with reports and other materials for the General Assembly, will be published and available on the Company's website (www.cak-mlinovi.hr).

Čakovec, 18 July 2024

Čakovečki mlinovi Inc.

Source reference:

Čakovečki mlinovi Inc., Mlinska ulica 1, 40000 Čakovec
Tel. information: +385 40 375 506
E-mail: investitori@cak-mlinovi.hr
Web: www.cak-mlinovi.hr

ČAKOVEČKI MLINOVI

A public limited company for the production of and trade in food products

Registered with the Commercial Court in Varaždin under No. Tt-95/482-2 • reg. No. (MBS): 070004250 • reg. No (MB): 3108414 • tax number (OIB): 20262622069
Mlinska ulica 1, 40000 Čakovec, Croatia, tel: + 385 40 375 555 / 375 552, fax: + 385 40 375 558, email: mlinovi@cak-mlinovi.hr, www.cak-mlinovi.hr

Privredna banka Zagreb d.d., Zagreb
IBAN: HR 2623400091116005907

Erste&Steiermärkische Bank d.d., Rijeka
IBAN: HR 4924020061100031817

Zagrebačka banka Zagreb d.d., Zagreb
IBAN: HR 9223600001102561339

Share capital: EUR 13.657.177,00, paid in full, divided into 10.290.000 ordinary registered shares without nominal value.

Deputy President of the Management Board: Krešimir Kvaternik • Member of the Management Board: Marijan Sršen • Deputy President of the Supervisory Board: Damir Metelko

Čakovečki mlinovi, Inc.
Čakovec, Mlinska ulica 1
Management Board
Ed. No. 01-05-397-01/2024
Čakovec, 18 July 2024

Based on Article 277, paragraph 2 of the Companies Act (Official Gazette nos. 152/11 – consolidated text, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22 and 18/23, 130/23; hereinafter: the Companies Act) and Article 42, paragraphs 1 and 3 of the Statute of Čakovečki mlinovi Inc., a joint-stock company for production and trade of food products, located in Čakovec, Mlinska ulica 1 (hereinafter: the Company), the Management Board of the Company has adopted a Decision on the convocation of the General Meeting of the Company on 18 July 2024, and accordingly publishes the following:

INVITATION

The General Assembly of Čakovečki mlinovi Inc., Čakovec, Mlinska ulica 1, is hereby convened to be held on August 28, 2024, at 12:00 PM in the premises of Hotel Park in Čakovec, Zrinsko Frankopanska 14. The following agenda is determined and published for the General Assembly:

AGENDA:

1. Opening of the General Assembly and Report of the Verification Commission
2. Consideration of:
 - a) Annual Financial Statements for the year 2023 and the Supervisory Board's Decision on the determination of these statements
 - b) Management Board's Report on the condition of the Company for the year 2023
 - c) Supervisory Board's Report on the supervision of the Company's operations for the year 2023
 - d) Auditor's Report on the Company for the year 2023
3. Decision on the use of profit for the year 2023
4. Decision on granting discharge to the Management Board for the year 2023
5. Decision on granting discharge to the Supervisory Board for the year 2023
6. Decision on the approval of the Report on the remuneration of the Management Board and Supervisory Board for the year 2023
7. Decision on the approval of amendments to the Remuneration Policy for the Management Board members of Čakovečki mlinovi Inc.
8. Decision on the appointment of the Company's auditor for the year 2024

The Management Board and the Supervisory Board of the Company propose to the General Assembly the adoption of decisions under items 3 to 6 of the agenda, and the Supervisory Board proposes the adoption of decisions under items 7 and 8 of the agenda as follows:

Ad.3. Decision on the Use of Profit for the 2023:

1. The net profit achieved for the year 2023 amounts to 856,423.59 EUR.
2. The net profit from point 1 of this Decision is allocated to:
 - Retained earnings of 856,423.59 EUR.
3. This Decision comes into effect on the day of its adoption.

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Deputy President of the Management Board: Krešimir Kvaternik • Member of the Management Board: Marijan Sršen • Deputy President of the Supervisory Board: Damir Metelko

Ad.4. Decision on Granting Discharge to the Management Board for the 2023:

1. Discharge is granted to the members of the Management Board of the Company, approving the management of the Company's operations for the year 2023.
2. This Decision comes into effect on the day of its adoption.

Ad.5. Decision on Granting Discharge to the Supervisory Board for the 2023:

1. Discharge is granted to the members of the Supervisory Board, approving their work and the supervision of the Company's operations for the following periods:
 - a) Damir Metelko from 1.1.2023 to 31.12.2023,
 - b) Katarina Varga from 1.1.2023 to 24.4.2023, then from 30.8.2023 to 31.12.2023,
 - c) Igor Komorski from 30.8.2023 to 31.12.2023,
 - d) Krešimir Kvaternik from 30.8.2023 to 31.12.2023,
 - e) Marija Drvoderić from 1.1.2023 to 24.4.2023,
 - f) Vladimir Bulić from 1.1.2023 to 24.4.2023,
 - g) Stjepan Varga from 1.1.2023 to 30.8.2023,
 - h) Marko Orešković from 1.1.2023 to 30.8.2023
2. This Decision comes into effect on the day of its adoption.

Ad.6. Decision on the Approval of the Report on the Remuneration of the Management Board and Supervisory Board for the 2023:

1. The Report on the remuneration of the Management Board and Supervisory Board members for the year 2023, along with the Independent Auditor's Report on the remuneration for the year 2023, is approved as published in the attachment to the invitation for the General Assembly and constitutes an integral part of this Decision.
2. This Decision comes into effect on the day of its adoption.

Ad.7. Decision on the Approval of Amendments to the Remuneration Policy for the Management Board Members of Čakovečki mlinovi Inc.

1. The proposal for amendments to the Policy on the Remuneration of Members of the Management Board of Čakovečki mlinovi Inc. dated 16.07.2020 is approved.

In the manner that for the application period from 2024 to 2028, the Remuneration Policy is updated with the data contained in point 3, namely the data on the number of dependent companies within the Čakovečki mlinovi Group, the percentage ownership of the Čakovečki mlinovi Group in the Narodni trgovački lanac, reference periods, the number of retail outlets within the Trade segment of the Group and bakery facilities within the Food segment.

Furthermore, in the remaining part of the content of the aforementioned point 3 of the Remuneration Policy, the financial data relevant for the year 2023 are updated, then the data on the composition of the Management Board as of the date of adoption of the Remuneration Policy, the data on the average annual growth of consolidated total revenues in the previous three business years (2023-2021), and finally the data on the movement of the Company's share price, also for the period of the previous three business years.
2. The revised text of the Remuneration Policy for Members of the Management Board of Čakovečki mlinovi Inc., which forms an integral part of this Decision, is hereby approved.

The previous text of the Remuneration Policy for Members of the Management Board of Čakovečki mlinovi Inc., adopted on 16.07.2020 and approved at the General Assembly of Čakovečki mlinovi Inc. held on 28.08.2020, is hereby repealed.
3. The Remuneration Policy for Members of the Management Board of Čakovečki mlinovi Inc. is valid for 4 years from the date of its adoption.
4. This Decision comes into effect on the day of its adoption.

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Ad.8. Adoption of the Decision on the Appointment of the Company's Auditor for 2024

1. The auditing firm Deloitte d.o.o., PIN: 11686457780, Radnička cesta 80, 10000 Zagreb, is hereby appointed as the Company's auditor for the business year 2024. The auditor will conduct the audit of the Company's financial statements and the consolidated financial statements of the Čakovečki mlinovi Group at a price of 52.500 EUR, plus VAT.
2. This Decision comes into effect on the day of its adoption.

Shareholders who wish to attend and vote at the General Assembly must notify the Company of their intention to participate at the Company's headquarters. The notification must reach the Company no later than six days before the General Assembly, or by 21 August 2024, in accordance with Article 279(2) and (4) of the Company Act.

To participate and exercise voting rights at the General Assembly, the relevant status will be the one on the securities account opened with the Central Depository and Clearing Company Inc. Zagreb, at the end of the last day of the deadline for submitting the notification of participation, or on August 21, 2024.

Notifications for the General Assembly will be accepted on weekdays from Monday to Friday from 8:00 to 15:00 in the General and Legal Affairs Department at the Company's headquarters in Čakovec, Mlinska ulica 1, starting from the first working day following the publication of this Invitation.

Shareholders may be represented at the General Assembly by proxies only on the basis of a valid written power of attorney issued by the shareholder. The shareholder's signature on the power of attorney does not need to be notarized. Application forms and power of attorney forms can be obtained at the Company's headquarters and are available on the Company's website. <https://cak-mlinovi.hr/obavijesti/>.

Shareholders collectively holding one twentieth of the share capital of the Company may request an item to be placed on the agenda of the General Assembly and for it to be announced. For each new item on the agenda, an explanation and a proposed decision must be provided. The Company must receive the request to add an item to the agenda at least 30 days before the General Assembly, excluding the day of receipt of the request by the Company. Shareholders must submit their proposals, including their names, explanations, and any opinion of the Management Board, to persons listed in Article 281, paragraphs 1 to 3 of the Companies Act, at least 14 days before the Company's General Assembly, at the Company's registered office. The day of receipt of the proposal by the Company shall not be included in this period and it will be made available on the Company's website, all in accordance with Article 282, paragraph 1 of the Companies Act. Failure to exercise this right by a shareholder does not result in the loss of the right to propose an amendment at the General Assembly of the Company. Shareholders have the right to similarly submit proposals for the election of members of the Supervisory Board and/or for the appointment of the Company's auditor. At the General Assembly of the Company, the Management Board must provide each shareholder, upon request, with information on the Company's operations, if necessary for the assessment of matters on the agenda. The obligation to provide information also applies to legal and business relations of the Company with related companies, all in accordance with Article 287, paragraph 1 of the Companies Act.

Each shareholder has the right to inspect the materials and documentation submitted to the General Assembly and which serve as the basis for proposed decisions at the General Affairs and Legal Affairs Department at the Company's headquarters every working day from Monday to Friday, from 08:00 to 15:00, until the day of the General Assembly. Additionally, these materials will be available on the Company's website at www.cak-mlinovi.hr starting from the first subsequent working day after the publication of this notice.

If a quorum is not achieved at the convened General Assembly as stipulated by the Company's Articles of Association, the next General Assembly will be held on August 28, 2024, at 14:00, at the same location and with the same agenda. This subsequent General Assembly will validly adopt all decisions regardless of the amount of share capital represented at the previous General Assembly.

Čakovečki mlinovi, Inc.
Management Board

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