



Issuer: **Čakovečki mlinovi, Inc.**, Čakovec, Mlinska ulica 1  
Type of information: **General Assembly – notice of convocation**  
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Issuer's member state: **Croatia**  
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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 15 June 2023 at 12:00 p.m. 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](http://www.cak-mlinovi.hr)).

Čakovec, 2 May 2023

**Čakovečki mlinovi Inc.**

**Source reference:**

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**ČAKOVEČKI MLINOVI**

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

Registered with the Commercial Court in Varaždin under No. T1-95/482-2 • 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](mailto:mlinovi@cak-mlinovi.hr), [www.cak-mlinovi.hr](http://www.cak-mlinovi.hr)

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IBAN: HR 4924020061100031817

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

Share capital: HRK 102.900.000,00 kuna / 13.657.176,99 EUR, paid in full, (fixed conversion rate 7,5345), divided into 10,290,000 ordinary registered shares in the nominal value of HRK 10.00 each  
President of the Management Board: Nino Varga • Member of the Management Board: Marijan Sršen • President of the Supervisory Board: Stjepan Varga



Čakovečki mlinovi, Inc.  
Čakovec, Mlinska ulica 1  
**Management Board**  
Ed. No. 01-05-247-3/2023  
Čakovec, 28 April 2023

Pursuant to Article 277, paragraph 2 of the Companies Act (Official Gazette of Republic of Croatia, No. 152/11 – consolidated text, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22 and 18/23; hereinafter: Companies Act) and Article 42, paragraph 1 and 3 of the Statute of Čakovečki mlinovi, Inc., Čakovec, Mlinska ulica 1 (hereinafter: the Company), the Management Board of the Company adopts on 28 April 2023, the decision to convene the General Assembly of the Company. In this regard, the following

## INVITATION

The General Assembly of Čakovečki mlinovi, Inc., Čakovec, Mlinska ulica 1, is convened for 15 June 2023 at 12:00 in the premises of Hotel Park in Čakovec, Zrinsko Frankopanska 14. For the General Assembly, the following is determined and announced

### AGENDA:

1. Opening of the General Assembly and Report of the Verification Committee
2. Consideration of:
  - a) Annual Financial Reports for the year 2022 and the Decision of the Supervisory Board on the approval of these reports
  - b) Management Board's Report on the Company's state for the year 2022
  - c) Supervisory Board's Report on the supervision of the Company's business operations for the year 2022
  - d) Auditor's Report on the Company's financial statements for the year 2022
3. Decision on the allocation of profits for the year 2022
4. Decision on approval of actions of the Members of the Management Board of the Company for the year 2022
5. Decision on approval of actions of the Members of the Supervisory Board of the Company for the year 2022
6. Decision on the approval of the Report on the Remuneration of the Management Board and Supervisory Board members for the year 2022
7. Decision on the conversion of shares with nominal value into shares without nominal value and adjustment of the share capital in accordance with the Companies Act and the Act on the Introduction of the Euro as the Official Currency in the Republic of Croatia (Official Gazette No. 57/22, 88/22) by increasing the share capital of the Company
8. Decision on amendments to the Articles of Association of the Company and adoption of the complete text of the Articles of Association
9. Decision on the election of Members of the Supervisory Board of the Company
10. Decision on the appointment of the Company's auditor for the year 2023

The Management Board and the Supervisory Board of the Company propose to the General Assembly of the Company to adopt decisions under agenda items 3 to 8, and the Supervisory Board under agenda items 9 and 10 as follows:

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Share capital: HRK 102.900.000,00 kuna / 13.657.176,99 EUR, paid in full, (fixed conversion rate 7,5345), divided into 10,290,000 ordinary registered shares in the nominal value of HRK 10.00 each  
President of the Management Board: Nino Varga • Member of the Management Board: Marijan Sršen • President of the Supervisory Board: Stjepan Varga

**Ad 3. Decision on the allocation of profits for the year 2022:**

1. The realized net profit for the year 2022 amounts to HRK 22,565,382.21.
2. The net profit from point 1 of this Decision is allocated as follows:
  - retained earnings HRK 22.565.382,21.
3. This Decision shall enter into force on the day of its adoption.

**Ad 4. Decision on approval of actions of the Members of the Management Board of the Company for the year 2022**

1. A letter of approval is given to the Members of the Company's Management Board, approving the management of the Company's affairs in 2022.
2. This Decision shall enter into force on the day of its adoption.

**Ad 5. Decision on approval of actions of the Members of the Supervisory Board of the Company for the year 2022**

1. A letter of approval is given to the Members of the Supervisory Board approving their work and the performed supervision of the management of the Company's affairs in 2022.
2. This Decision shall enter into force 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 members for the year 2022**

1. The Report on the Remuneration of the Management Board and Supervisory Board members for the year 2022 and the Independent Auditor's Report on Remuneration for 2022, as published as an attachment to the Invitation for the General Assembly, are approved and form an integral part of this Decision.
2. This Decision shall enter into force on the day of its adoption.

**Ad 7. Decision on the conversion of shares with nominal value into shares without nominal value and alignment of share capital with the Law on Companies and the Law on the Introduction of the Euro as the Official Currency in the Republic of Croatia (Official Gazette 57/22, 88/22) by increasing the share capital of the Company:**

1. The share capital of the Company, which amounts to HRK 102.900.000,00 converted into EUR according to the fixed conversion rate (1 EUR = 7.53450 HRK) amounts to EUR 13.657.176,99 and is divided into 10.290.000 (in words: ten hundred two hundred and ninety) ordinary registered shares, with each share having a nominal value of HRK 10,00, which is equivalent to 1.33 EUR at the fixed conversion rate.
2. All 10.290.000 ordinary registered shares of the Company with a nominal value of HRK 10,00, which is equivalent to 1.33 EUR at the fixed conversion rate (1 EUR = 7.53450 HRK), will be converted into 10,290,000 ordinary registered shares without nominal value.
3. In order to align the share capital of the Company with the provisions of the Law on Companies and the Law on the Introduction of the Euro as the Official Currency in the Republic of Croatia (Official Gazette 57/22, 88/22), the share capital will be increased as follows:
  - from the amount of 13.657.176,99 EUR
  - by the amount of 0,01 EUR
  - to the amount of EUR 13.657.177
4. The amount of 0.01 EUR by which the share capital of the Company is increased will be allocated from retained earnings.
5. After the conversion of shares with nominal value into shares without nominal value and the adjustment of share capital, the share capital of the Company amounts to 13,657,177 EUR and is divided into 10,290,000 ordinary registered shares without nominal value. Each share of the Company corresponds to a 1/10,290,000 share of the share capital of the Company.

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6. Existing rights belonging to the shareholders of the Company based on the law and the Company's Articles of Association remain unchanged, and the total number of issued ordinary shares of the Company remains unchanged.
7. In accordance with this Decision, the Company's Articles of Association will be amended, and this Decision shall enter into force upon registration of the relevant amendment to the Company's Articles of Association.
8. After the registration of this Decision in the court register, the exchange of shares in the Central Depository and Clearing Company (hereinafter: CDCC) will be processed.

#### **Ad 8. Decision on amendments to the Articles of Association of the Company and adoption of the complete text of the Articles of Association**

##### **Article 1.**

Article 8.1 of the Company's Articles of Association is amended and shall read as follows:

"The share capital of the Company amounts to 13,657,177 (thirteen million six hundred fifty-seven thousand one hundred seventy-seven) EUR."

##### **Article 2.**

Article 10 of the Company's Articles of Association is amended and shall read as follows:

"The share capital of the Company is divided into 10,290,000 ordinary registered shares without nominal value."

##### **Article 3.**

Article 11 of the Company's Articles of Association is deleted.

##### **Article 4.**

Article 28.4 of the Company's Articles of Association is amended and shall read as follows:

"The value of the share capital, for the purposes of this article, amounts to 13,657,177 (thirteen million six hundred fifty-seven thousand one hundred seventy-seven) EUR."

##### **Article 5.**

Article 60 of the Company's Articles of Association is deleted.

##### **Article 6.**

The Chairman of the General Assembly is authorized to determine the complete text of the Articles of Association of Čakovečki mlinovi d.d. Čakovec in accordance with this Decision.

##### **Article 7.**

The amendments to the Company's Articles of Association shall enter into force upon registration in the court register.

#### **Ad 9. Decision on the election of Members of the Supervisory Board of the Company**

1. It is determined that the mandate of the Members of the Supervisory Board of the Company expires on April 24, 2023, as follows:
  1. Marija Drvoderić, economic technician, citizen of the Republic of Croatia with residence in Čakovec, Ulica Koče Racina 7, PIN: 64623535875,
  2. Katarina Varga, mag. oec., citizen of the Republic of Croatia with residence in Čakovec, Petra Preradovića 20, PIN: 69972646819,
  3. Vladimir Bulić, oec., citizen of the Republic of Croatia with residence in Zagreb, Medvedgradska ulica 10, PIN: 34454622071,

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4. Stjepan Varga, ing., citizen of the Republic of Croatia with residence in Vučetinec, Vučetinec 130A, PIN: 96290658271,
  5. Marko Orešković, mag. oec., citizen of the Republic of Croatia with residence in Varaždin, Kapucinska 26, PIN: 43566145094 and
  6. Damir Metelko, dipl. iur., citizen of the Republic of Croatia with residence in Zagreb, Dobri dol 49, PIN: 0644271303.
- II. The following individuals are elected as Members of the Supervisory Board of the Company:
1. Marija Drvoderić, economic technician, citizen of the Republic of Croatia with residence in Čakovec, Ulica Koče Racina 7, PIN: 64623535875,
  2. Katarina Varga, mag. oec., citizen of the Republic of Croatia with residence in Čakovec, Petra Preradovića 20, PIN: 69972646819,
  3. Vladimir Bulić, oec., citizen of the Republic of Croatia with residence in Zagreb, Medvedgradska ulica 10, PIN: 34454622071,
  4. Stjepan Varga, ing., citizen of the Republic of Croatia with residence in Vučetinec, Vučetinec 130A, PIN: 96290658271.
- III. The Members of the Supervisory Board of the Company mentioned in point 2 of this Decision shall be elected for a term of 4 years, commencing on 15 June 2023.

#### **Ad 10. Decision on the appointment of the Company's auditor for the year 2023**

1. The audit firm ERNST & YOUNG CROATIA d.o.o., PIN: 00112016434, Radnička cesta 50, 10000 Zagreb, is appointed as the auditor of the Company for the business year 2023. The audit of the financial statements of the Company and the consolidated financial statements of the Čakovečki mlinovi Group will be conducted at a price of 27,000.00 EUR, plus VAT.
2. This Decision shall enter into force on the day of its adoption.

The shareholder who wishes to participate in the General Assembly and vote must register their participation at the Company's headquarters. The registration must be received by the Company no later than six days before the General Assembly, i.e., by 8 June 2023, in accordance with Article 279, paragraphs 2 and 4, of the Companies Act. For participation and exercise of voting rights at the General Assembly, the relevant state of the share registry of the Central Depository & Clearing Company Ltd., Zagreb, at the end of the last day of the registration deadline, i.e., 8 June, 2022, shall be considered.

Registrations for the General Assembly are accepted on business days from Monday to Friday, from 08:00 to 15:00, at the General and Legal Affairs Department at the Company's headquarters in Mlinska ulica 1, Čakovec, starting from the first business day after the publication of this Invitation.

Shareholders can only be represented at the General Assembly by authorized representatives based on 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 and power of attorney forms are available at the Company's headquarters and on the Company's website at <https://cak-mlinovi.hr/obavijesti/>.

Shareholders who together hold a twentieth part of the Company's share capital may request that an item be included on the agenda of the General Assembly and published. For each new item on the agenda, an explanation and a proposal for a decision must be provided. The Company must receive the request to include an item on the agenda at least 30 days before the General Assembly, excluding the day of submission to the Company. Shareholders' proposals, including their names and surnames, justifications, and, if applicable, the Management Board's position, must be made available to the persons listed in Article 281, paragraphs 1 to 3, of the Companies Act, if the shareholder submits their counterproposal to the address of the Company's headquarters at least 14 days before the General Assembly. The day of submission of the proposal to the Company is not included in this

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period, and it will be available on the Company's website in accordance with Article 282, paragraph 1, of the Companies Act. Failure to exercise this right does not result in the loss of the right to propose counterproposals at the General Assembly. Shareholders have the right to submit proposals for the election of members of the Supervisory Board and/or the appointment of the Company's auditor in the same manner. The Management Board must provide each shareholder, upon their request, with information on the Company's business necessary for the assessment of the matters on the agenda at the General Assembly. The obligation to provide information also applies to legal and business relationships of the Company with related parties, in accordance with Article 287, paragraph 1, of the Companies Act.

Each shareholder has the right to access the materials and documentation submitted to the General Assembly, which serve as a basis for adopting proposed decisions, at the General and Legal Affairs Department at the Company's headquarters, on business days from Monday to Friday, from 08:00 to 15:00, until the day of the General Assembly, as well as on the Company's website [www.cak-mlinovi.hr](http://www.cak-mlinovi.hr), starting from the first business day after the publication of this invitation.

**Čakovec mlinovi, Inc.**

Nino Varga, President of the Management Board

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