



Issuer: **Čakovečki mlinovi, Inc., Čakovec, Mlinska ulica 1**  
Type of information: **General Assembly – notice of convocation**  
Unique identifier (LEI): **7478000050QHZTAWQ134**  
Issuer's member state: **Croatia**  
ISIN: **HRCKMLRA0008**  
Ticker **CKML-R-A**  
Regulated marked segment: **Official Market of the Zagreb Stock Exchange**

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 on cancellation of General Assembly and convening the new General Assembly for 30 August 2023

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 a notice that on June 13, 2023, the Management Board of the Issuer made a decision to cancel the General Assembly scheduled for 15 June, 2023 and to convene the General Assembly to be held on 30 August 2023. With invitation to the General Assembly that will be held on 30 August 2023 at 12:00 p.m. in the premises of Hotel Park in Čakovec, Zrinsko Frankopanska 14., also are included: 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, 13 June 2023

**Čakovečki mlinovi Inc.**

**Source reference:**

Čakovečki mlinovi Inc., Mlinska ulica 1, 40000 Čakovec  
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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 2623400091116005907

Erste&Steiermärkische Bank d.d., Rijeka  
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, 13 June 2023

Pursuant to Article 277, paragraph 2 of the Companies Act (NN 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 13 June 2023, makes the following decision

## **DECISION ON CANCELLATION OF THE GENERAL ASSEMBLY OF THE COMPANY SCHEDULED FOR 15 JUNE 2023 AND CONVENING THE GENERAL ASSEMBLY FOR 30 AUGUST 2023**

I/ The holding of the General Assembly of the Company scheduled for 15 June 2023, starting at 12:00 p.m. in the premises of Hotel Park in Čakovec, Zrinsko Frankopanska 14, is hereby cancelled.

II/ The General Assembly of the Company is convened, which will be held on 30 August 2023 at 12:00 p.m. in the premises of Hotel Park in Čakovec, Zrinsko Frankopanska 14, and in this connection the Management Board of the Company announces the following

### **INVITATION**

For General Assembly of Čakovečki mlinovi, Inc., Čakovec, Mlinska ulica 1, for 30 June 2023 at 12:00 in the premises of Hotel Park in Čakovec, Zrinsko-frankopanska 14 the following is determined and announced

#### **AGENDA:**

1. Opening of the General Assembly and Report of the verification commission
2. Consideration:
  - a) Annual financial reports for 2022 and the Decision of the Supervisory Board on the determination of these reports
  - b) Management reports on the state of the Company for the year 2022
  - c) Reports of the Supervisory Board on the supervision of the management of the Company's affairs for the year 2022
  - d) Reports of the Company's auditors for the year 2022
3. Making a decision on the use of profits for the year 2022
4. Adopting a decision on the dismissal of the members of the Company's Management Board for the year 2022
5. Adopting a decision on the dismissal of the members of the Supervisory Board of the Company for the year 2022
6. Making a decision on the approval of the Report on the receipts of the members of the Management Board and the Supervisory Board for the year 2022
7. Adopting a decision on the exchange of shares with a nominal amount into shares without a nominal amount and the alignment of the share capital with the Law on Companies and in accordance with the Law on the

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introduction of the euro as the official currency in the Republic of Croatia (NN of Republic of Croatia No. 57/22, 88/22) by increasing the share capital of the Company

8. Adopting a decision on changes to the Company's Statute and adopting the full text of the Company's Statute
9. Making a decision on the election of members of the Supervisory Board of the Company
10. Making a 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 the adoption of decisions under items 3 to 8 of the Agenda, and the Supervisory Board under items 9 and 10 of the Agenda as follows:

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

1. The realized net profit for 2022 is HRK 22.565.382,21.
2. The net profit from point 1 of this Decision is distributed among:
  - retained profit HRK 22.565.382,21.
3. This Decision enters into force on the day of its adoption.

**Ad. 4. Adoption of the Decision on the dismissal of the members of the Company's Management Board for the year 2022**

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

**Ad.5. Adoption of the Decision on granting discharge to the members of the Supervisory Board of the Company for the year 2022**

1. A letter of discharge 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 enters into force on the day of its adoption.

**Ad. 6. Adoption of the Decision on the approval of the Report on the receipts of the members of the Management Board and the Supervisory Board for the year 2022**

1. The Report on the receipts of the members of the Management Board and the Supervisory Board for 2022 and the Report of the independent auditor on receipts for the year 2022, as published as an attachment to the invitation to the General Assembly and forming an integral part of this Decision, are approved.
2. This Decision enters into force on the day of its adoption.

**Ad.7. Adoption of the Decision on the exchange of shares with a nominal amount into shares without a nominal amount and the alignment of the share capital with the Law on Companies, i.e. the Law on the introduction of the euro as the official currency in the Republic of Croatia (NN of Republic of Croatia No. 57/22, 88/22) by increasing the Company's share capital**

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 shares in the name, whereby the individual nominal amount of the share is HRK 10,00, which, calculated at the fixed conversion rate, amounts to EUR 1,33.
2. All 10.290.000 ordinary shares of the Company with an individual nominal amount of HRK 10,00, which converted at the fixed conversion rate (1 EUR = 7.53450 HRK) is 1,33 EUR, are replaced by 10.290.000 ordinary shares in the name of nominal amount.

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3. With the purpose of harmonizing the Company's share capital with the provisions of the Companies Act and the provisions of the Law on the introduction of the euro as the official currency in the Republic of Croatia (NN of Republic of Croatia No. 57/22, 88/22), the share capital is increased:
  - from the amount of 13.657.176,99 EUR
  - for the amount of 0,01 EUR
  - to the amount of EUR 13.657.177
4. The amount of EUR 0,01 by which the Company's share capital was increased is increased from retained earnings.
5. After the exchange of shares with a nominal amount into shares without a nominal amount and after recalculation and adjustment, the Company's share capital amounts to EUR 13.657.177 and is divided into 10.290.000 ordinary registered shares without a nominal amount.  
Each share of the Company refers to 1/10.290.000 of the share capital of the Company.
6. The existing rights belonging to the Company's shareholders based on the law and the Company's Articles of Association remain unchanged, and the total number of issued ordinary shares of the Company does not change.
7. In accordance with this Decision, the Company's Articles of Association will be amended, and this Decision will enter into force on the day of registration of the amendment in question 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 carried out.

#### **Ad.8. Adopting a decision on changes to the Company's Articles of Association and adopting the full text of the Company's Articles of Association**

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

Article 8.1. The Articles of Association of the Company are changed and amended to read:

"The basic capital of the Company amounts to EUR 13.657.177 (in words: thirteen million six hundred and fifty-seven thousand one hundred ninety-seven euro)".

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

Article 10 of the Company's Statute is changed and amended to read:

"The Company's share capital is divided into 10.290.000 registered ordinary shares without a nominal amount."

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

Article 11 of the Company Statute is deleted.

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

Article 28.4 is amended. of the Company's Statute, as amended, reads:

"The value of the share capital in terms of this article is EUR 13.657.177 (in words: thirteen million six hundred and fifty-seven thousand one hundred and ninety-seven euro)".

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

Article 60. of the Company Statute is deleted.

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

The Chairman of the General Assembly is authorized to determine the complete text of the Statute of Čakovec Mlinov, Inc. Čakovec in accordance with this Decision.

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## Article 7.

Amendments to the Company's Articles of Association enter into force on the date of entry into the court register.

## Ad.9. Making a decision on the election of members of the Supervisory Board of the Company

- I. It is established that on 24 April 2023, the mandate of the members of the Supervisory Board of the Company will expire 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,
  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 are elected as members of the Company's Supervisory Board:
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 referred to in point 2 of this Decision are elected for a 4-year term starting on 15 June 2023.

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

1. The auditing company ERNST & YOUNG CROATIA d.o.o., PIN: 00112016434, Radnička cesta 50, 10 000 Zagreb, is appointed as the Company's auditor for the business year 2023, that will audit the Company's financial statements and the consolidated financial statements of the Čakovečki mlinovi Group at a price of EUR 27.000,00, plus VAT.
2. This Decision enters into force on the day of its adoption.

A shareholder who wants to participate in the General Assembly and vote at it must register his participation in the General Assembly at the Company's headquarters. The application must reach the Company no later than six days before the General Assembly, (no later than 23 August 2023), all in accordance with Article 279, paragraphs 2 and 4 of the Companies Act.

The balance in the share register of the CDCC, Inc., Zagreb, at the end of the last day of the deadline for submitting an application for participation, i.e. on 23 August 2023, will be relevant for participation as well as for the exercise of voting rights at the General Assembly.

Applications for the General Assembly are received on working days from Monday to Friday from 8:00 a.m. to 3:00 p.m. at the General and Legal Affairs Service at the Company's headquarters in Čakovec, Mlinska ulica 1, starting from the first following working day after the publication of this Invitation.

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Shareholders may be represented at the General Assembly by proxies exclusively 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 have to be notarized. Application 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 who together have shares equal to one-twentieth of the Company's share capital may request that a certain item be placed on the agenda of the General Assembly and that it be announced. An explanation and proposal for a decision must be given with each new item on the agenda. The request for placing an item on the agenda must be received by the Company at least 30 days before the holding of the General Assembly, and this deadline does not include the day the request arrives at the Company. Shareholders' proposals with their names and surnames, explanations and the possible position of the Management Board must be available to the persons listed in Article 281, paragraphs 1 to 3 of the Companies Act under the conditions specified therein, if the shareholder submits at least 14 days before the General Assembly of the Company to the address of the headquarters of the Company, its counter-proposal to the proposed decision made by the Management Board and the Supervisory Board of the Company on a certain point with an explanation. The date of receipt of the proposal to the Company is not included in that deadline, and it will be available on the Company's website in accordance with Article 282, Paragraph 1 of the Companies Act.

If the shareholder does not use the aforementioned right, this does not result in the loss of the right to submit a counter-proposal at the General Assembly of the Company. Shareholders have the right to submit a proposal on the election of members of the Supervisory Board and/or on the appointment of the Company's auditor in the same way. At the General Assembly of the Company, the Management Board must give each shareholder, at his request, information about the Company's affairs, if this is necessary for the assessment of issues on the agenda. The notification obligation applies to both the Company's legal and business relations with affiliated companies, all in accordance with Article 287, paragraph 1 of the Companies Act.

Every shareholder has the right to inspect the materials and documentation submitted to the General Assembly and which serve as a basis for making proposed decisions in the Service for General and Legal Affairs at the Company's headquarters every working day from Monday to Friday from 8:00 a.m. to 3:00 p.m. 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 working day following the publication of this invitation.

**Čakovec mlinovi, Inc.**  
Management Board

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