

**Čakovečki mlinovi, Inc.**

Čakovec, Mlinska ulica 1

**MANAGEMENT BOARD**

Ref. no.: 01-05-692-1/2024

Čakovec, November 29, 2024

Pursuant to Article 277, Paragraph 2 of the Companies Act (OG 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23; hereinafter referred to as: Companies Act), and Article 42, Paragraphs 1 and 3 of the Articles of Association of Čakovečki mlinovi, a joint-stock company for the production and distribution of food products, Čakovec, Mlinska ulica 1, PIN: 20262622069 (hereinafter referred to as: "Company"), the Management Board of the Company on November 29, 2024, adopts the Decision to Convene the General Assembly of the Company and, in relation to this, publishes the invitation for:

### **GENERAL ASSEMBLY**

of the Company, which will be held on January 15, 2025, at 12:00 PM at Hotel Park in Čakovec, Zrinsko Frankopanska 14. The General Assembly will address the following agenda:

### **AGENDA**

1. Opening of the General Assembly of the Company's shareholders, verification of the number of present and represented shareholders, and Report of the Verification Commission.
2. Adoption of the Decision on the distribution of dividends from retained earnings.
3. Presentation of the Management Board Report on the reasons for partial exclusion of preemptive rights of existing shareholders in the subscription of new shares.
4. Adoption of the Decision on increasing the Company's share capital through contributions in rights by issuing ordinary shares with partial exclusion of preemptive rights in the subscription of new shares.
5. Adoption of the Decision on amending the Company's business activities.
6. Adoption of the Decision on amending the Company's Articles of Association.
7. Adoption of the Decision on listing the Company's shares on the Official Market of the Zagreb Stock Exchange.

### **PROPOSALS OF RESOLUTIONS**

**Ad. 1:** Proposal of the Management Board and Supervisory Board regarding Agenda Item 2

#### **RESOLUTION ON DIVIDEND DISTRIBUTION FROM RETAINED EARNINGS**

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

The shareholders of the Company shall be paid a dividend from retained earnings for the years 2018, 2019, and 2020 in the amount of EUR 0.49 (in words: forty-nine euro cents) per share, amounting to a total of EUR 5,042,100.00 ("Dividend").

## Article 2.

The Dividend shall be distributed from: (i) part of the retained earnings for 2018 in the amount of EUR 1,591,968.86, (ii) retained earnings for 2019 in the amount of EUR 2,255,904.52, and (iii) part of the retained earnings for 2020 in the amount of EUR 1,194,226.62.

## Article 3.

The Dividend will be paid to shareholders of the Company who are registered as shareholders in the Central Depository and Clearing Company on January 21, 2025. The first trading day without the right to dividend distribution will be January 20, 2025. The Dividend shall be paid on January 30, 2025.

**Ad. 2:** Report of the Management Board on the Reasons for Partial Exclusion of Preemptive Rights of Existing Shareholders in the Subscription of New Shares

### REPORT OF THE MANAGEMENT BOARD ON THE REASONS FOR PARTIAL EXCLUSION OF PREEMPTIVE RIGHTS OF EXISTING SHAREHOLDERS IN THE SUBSCRIPTION OF NEW SHARES

Pursuant to Article 308, Paragraphs 4 and 5 of the Companies Act, the Management Board of Čakovečki mlinovi Inc. (the "Company") submits this report to the Company's shareholders on the reasons for the partial exclusion of preemptive rights in the subscription of new shares.

In September of this year, the acquisition process of the Company was conducted based on a takeover bid submitted to the Company's shareholders on August 28, 2024, with approval from the Croatian Competition Agency and the Croatian Financial Services Supervisory Agency (HANFA). The offer was made by the following entities: MLIN I PEKARE Ltd. („MiP“), Sisak, Ulica kralja Zvonimira 24, PIN: 22260862756, PLODINEC Ltd., Staro Čiče, Velika Gorica, Ulica Seljine brigade 43, PIN: 93116812695 („Plodinec“), Allianz ZB Ltd., a company managing mandatory and voluntary pension funds, Zagreb, Ulica Vjekoslava Heinzela 70, PIN: 58384724129 („AZ“), acting on behalf of several funds including: (i) AZ Mandatory Pension Fund – Category A, PIN: 15220336427 („AZ OMF A“), (ii) AZ Mandatory Pension Fund – Category B, PIN: 59318506371 („AZ OMF B“), (iii) AZ Profit Voluntary Pension Fund, PIN: 22134623145, (iv) AZ Benefit Open Voluntary Pension Fund, PIN: 56427866267, (v) AZ Third Horizon Closed Voluntary Pension Fund, PIN: 42239479988, (vi) AZ A1 Closed Voluntary Pension Fund, PIN: 64811569641, (vii) AZ Dalekovod Closed Voluntary Pension Fund, PIN: 49118401443, (viii) AZ HKZP Closed Voluntary Pension Fund, PIN: 25137661054, (ix) AZ Zagreb Closed Voluntary Pension Fund, PIN: 01774504225, (x) Auto Hrvatska Closed Voluntary Pension Fund, PIN: 24189818978, (xi) AZ ZABA Closed Voluntary Pension Fund, PIN: 11641097984. PBZ CROATIA OSIGURANJE d.d., a company for managing mandatory pension funds, Zagreb, Radnička cesta 44, OIB: 2045535575 („PBZCO“), on its own behalf and on behalf of: (i) PBZ CROATIA OSIGURANJE Mandatory Pension Fund – Category A, OIB: 94002620905 („PBZCO OMF A“), and (ii) PBZ CROATIA OSIGURANJE Mandatory Pension Fund – Category B, OIB: 99318944138 („PBZCO OMF B“) (collectively referred to as the "Takeover Offer"). During the takeover process, the shares of the Company were acquired as follows: MiP acquired 658,066 shares of the Company, AZ OMF A, managed by AZ, acquired 133,957 shares of the Company, AZ OMF B, managed by AZ, acquired 983,817 shares of the Company, PBZCO OMF A, managed by PBZCO, acquired 76,809 shares of the Company, and PBZCO OMF B, managed by PBZCO, acquired 743,796 shares of the Company.

In accordance with the stated plans regarding the future operations of the Company, as outlined in the Takeover Offer, the offerors have expressed their intention to consolidate the operations of MiP and the Company, including their affiliated companies. This consolidation aims to enhance competitiveness, expand business operations in the relevant market, optimize costs, and increase the client base while implementing planned business modernization.

The intention is to integrate operations in markets where both groups are actively engaged, namely the milling, baking, and retail markets. Through this business synergy, the goal is to increase competitiveness, expand market presence, optimize costs, and grow the client base while focusing on modernization, particularly in the retail market.

In light of the above, it is proposed to increase the Company's share capital through contributions in rights, specifically by contributing the following rights:

- All business shares held by MiP in the company NewMip Ltd., Sisak (City of Sisak), Ulica Kralja Zvonimira 24, OIB: 22916544397, MBS: 081489068 ("**NewMip**"), to which MiP transferred its business units (economic entities) in trade, baking, and milling, incorporating them into NewMip's share capital;
- 117,199 regular dematerialized registered shares held by MiP in the company ZAGREBAČKE PEKARNE KLARA Inc., Zagreb (City of Zagreb), Utinjska ulica 48, OIB: 76842508189, MBS: 080015097 ("**KLARA**");
- 57,474 regular dematerialized registered shares held by PLODINEC in the company KLARA.

By implementing the share capital increase as outlined above, the Company would become the sole member of NewMip and the holder of 174,673 shares of KLARA, which confer 174,673 votes in KLARA's general assembly. In light of this, it is proposed to increase the Company's share capital with a partial exclusion of pre-emptive rights of the existing shareholders. Among the existing shareholders, the right to subscribe to the new shares would be granted exclusively to MiP.

To determine the value of the above business shares and shares to be contributed to the Company's share capital and calculate the number of new shares the Company would issue to MiP and PLODINEC in proportion to the value of contributed rights, a valuation was conducted by an independent audit firm, PricewaterhouseCoopers Savjetovanje Ltd., Zagreb (City of Zagreb), Ulica Vjekoslava Heinzela 70, OIB: 54648952583.

In the process of increasing the Company's share capital, new shares would be issued at a price higher than the portion of the share capital attributed to the already issued shares of the Company, specifically at a price of 10.91 EUR per newly issued share. Based on the assessed value of the relevant business shares and existing shares, the share capital of the Company would be increased by 7,605,016.93 EUR through contributions in rights, achieved by issuing 5,730,000 ordinary dematerialized registered shares without nominal value. The surplus above the portion of share capital attributed to each already issued share of the Company, amounting to a total of 54,909,283.07 EUR, would be transferred to the Company's capital reserves.

Shareholders have the opportunity to review the valuation report at the Company's premises from the date of publication of this Notice for the General Assembly of the Company.

#### **Ad. 3: Proposal of the Management Board and Supervisory Board Resolution for Agenda Item 4:**

##### **RESOLUTION ON INCREASING THE COMPANY'S SHARE CAPITAL BY ISSUING REGULAR SHARES THROUGH CONTRIBUTIONS IN RIGHTS WITH PARTIAL EXCLUSION OF PREEMPTIVE RIGHTS IN SUBSCRIBING TO NEW SHARES**

#### **Article 1.**

The share capital of Čakovečki mlinovi, Inc. amounts to EUR 13,657,177.00 and is divided into 10,290,000 regular dematerialized registered shares without nominal value, recorded in the depository

of the Central Clearing Depository Agency (hereinafter: "SKDD") under the security code CKML-R-A and ISIN code HRCKMLRA0008.

The Company's share capital has been fully paid in cash.

#### **Article 2.**

By this Decision, the Company's share capital is increased from EUR 13,657,177.00 by EUR 7,605,016.93, to a total of EUR 21,262,193.93.

#### **Article 3.**

The share capital increase referred to in Article 2 of this Decision will be implemented as follows:

A) Contribution of rights – business shares held by the company MLIN I PEKARE Ltd., Sisak (City of Sisak), Ulica kralja Zvonimira 24, OIB: 22260862756, MBS: 080018055 (hereinafter: "MLIN I PEKARE Ltd.") in the company NewMip Ltd., Sisak (City of Sisak), Ulica kralja Zvonimira 24, OIB: 22916544397, MBS: 081489068 (hereinafter: "NewMip Ltd."), specifically:

- One business share with a nominal value of EUR 2,500.00, fully paid in cash, recorded under entry no. 1 in the book of business shares;
- One business share with a nominal value of EUR 11,135,000.00, contributed in kind and rights, recorded under entry no. 2 in the book of business shares,

which together represent 100% of the share capital of NewMip Ltd., by issuing 3,804,979 new regular dematerialized shares of the Company without nominal value.

B) Contribution of rights – regular dematerialized registered shares held by MLIN I PEKARE Ltd. in the company ZAGREBAČKE PEKARNE KLARA Inc., Zagreb (City of Zagreb), Utinjska ulica 48, OIB: 76842508189, MBS: 080015097 (hereinafter: "ZAGREBAČKE PEKARNE KLARA Inc."), specifically 117,199 regular dematerialized registered shares with a nominal value of EUR 53.00 each, totaling a nominal value of EUR 6,211,547.00, recorded in the SKDD depository under the security code ZPKL-R-A and ISIN code HRZPKLRA0008, which represent 41.30% of the share capital of ZAGREBAČKE PEKARNE KLARA Inc., by issuing 1,291,688 new regular dematerialized shares of the Company without nominal value.

C) Contribution of rights – regular dematerialized registered shares held by PLODINEC Ltd., Staro Čiče (City of Velika Gorica), Ulica Seljine brigade 43, OIB: 93116812695, MBS: 080301028 (hereinafter: "PLODINEC Ltd.") in the company ZAGREBAČKE PEKARNE KLARA Inc., specifically 57,474 regular dematerialized registered shares with a nominal value of EUR 53.00 each, totaling a nominal value of EUR 3,046,122.00, recorded in the SKDD depository under the security code ZPKL-R-A and ISIN code HRZPKLRA0008, which represent 20.25% of the share capital of ZAGREBAČKE PEKARNE KLARA Inc., by issuing 633,333 new regular dematerialized shares of the Company without nominal value.

In total, 5,730,000 new regular dematerialized shares of the Company without nominal value (hereinafter: "New Shares") will be issued.

To the shareholders of the Company, the pre-emptive right to subscribe for new shares is excluded, except for the shareholder MLIN I PEKARE Ltd.

The subscription of the Company's new ordinary shares during the increase of the Company's share capital, in accordance with this Decision, will be conducted using the exemption from the obligation to

publish a prospectus for the offering of securities as per Article 1(4)(b) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (hereinafter: Regulation 2017/1129). Therefore, in accordance with the provisions of this Decision on the increase of share capital by contributions in rights through the issuance of new shares with partial exclusion of existing shareholders' pre-emptive rights, no prospectus will be published for the purpose of the issuance.

In accordance with Article 427 of the Capital Market Act, the Company will notify the Croatian Financial Services Supervisory Agency (hereinafter: HANFA) regarding the use of the exemption from the obligation to publish a prospectus.

#### **Article 4.**

The Company's share capital is increased by issuing a total of 5,730,000 new regular shares of the Company, registered to the holder, without nominal value.

The New Shares will be issued in dematerialized form as electronic records in the SKDD depository with codes assigned by SKDD.

Each share entitles the holder to one vote at the Company's General Assembly and confers all rights specified by law and the Company's Articles of Association upon registration of the share capital increase in the court register.

#### **Article 5.**

The issue price for the New Shares is set at EUR 10.91 per share. Accordingly, the New Shares are issued at a value exceeding the share capital attributed to each already issued share. The surplus value of rights exceeding the share capital attributed to each already issued share will be allocated to the Company's capital reserves.

#### **Article 6.**

The subscription of New Shares will be conducted via a written statement (Subscription Form).

#### **Article 7.**

The subscription and payment of New Shares will be conducted as follows:

- A) MLIN I PEKARE Ltd. has the exclusive right to subscribe for the rights, i.e., the business shares of NewMip Ltd., as defined in Article 3, Paragraph 1, Item A) of this Decision, by submitting a Subscription Form within 14 (fourteen) days from the date of the General Assembly Decision to increase share capital. Before receiving the New Shares of the Company, MLIN I PEKARE Ltd., as the entity contributing the rights – business shares of NewMip Ltd., is obligated to conclude a valid agreement with the Company for the contribution of rights to the share capital in the legally prescribed form within 14 (fourteen) days from the date of the General Assembly Decision to increase share capital.
- B) MLIN I PEKARE Ltd. has the exclusive right to subscribe for the rights, i.e., the regular dematerialized shares of ZAGREBAČKE PEKARNE KLARA Inc., as defined in Article 3, Paragraph 1, Item B) of this Decision, by submitting a Subscription Form within 14 (fourteen) days from the date of adoption. Resolution of the General Assembly on the Increase of the Share Capital. MLIN I PEKARE Ltd., as a company performing the transfer of rights – regular non-materialized shares in the name of the company ZAGREBAČKE PEKARNE KLARA Inc., must, before acquiring the New Shares of the Company, conclude an agreement on the transfer of rights to the Company's share capital in the legally prescribed form, within 14 (fourteen) days from the date of the General Assembly's decision on the increase of the share capital.

- C) The right to subscribe to the contributions in rights, i.e., regular non-materialized shares in the name of the company ZAGREBAČKE PEKARNE KLARA Inc., as specified in Article 3, paragraph 1, point C) of this Resolution, belongs to PLODINEC Ltd. by submitting the Subscription Form within 14 (fourteen) days from the date of the General Assembly's decision on the increase of the share capital. PLODINEC Ltd., as the company performing the transfer of rights – regular non-materialized shares in the name of ZAGREBAČKE PEKARNE KLARA Inc., must, before acquiring the New Shares of the Company, conclude an agreement on the transfer of rights to the share capital of the Company in the legally prescribed form, within 14 (fourteen) days from the date of the General Assembly's decision on the increase of the share capital.

**Article 8.**

The capital increase by contributions in rights, in accordance with this Resolution, will be reviewed by the auditor appointed by the competent commercial court, in accordance with Article 305, paragraph 3 of the Companies Act in relation to Article 182, paragraph 4 of the Companies Act.

**Article 9.**

Based on the fully executed contribution in rights for the New Shares as determined in Article 7 of this Resolution, the increase of the share capital will be registered in the court registry, and after the registration of the increase in capital, New Shares will be issued as ordinary shares, marked by the SKDD (Central Depository & Clearing Company), in the name without nominal value, in non-materialized form. The excess value above the share capital amount per issued share will be transferred to the Company's capital reserves.

Investors will become holders of the New Shares by registering them in the SKDD depository, and registration will be done in accordance with SKDD's rules.

**Article 10.**

The success of the registration of the New Shares and the exact amount of the share capital increase will be determined based on the status of the subscription and the completed contribution in rights on the day of the expiration of the registration period for the New Shares.

The issuance of New Shares will be considered successfully executed if the entire issuance of New Shares is subscribed and the contribution in rights is completed within the established deadlines, as determined in Article 7 of this Resolution. To avoid any doubt, if the contribution in rights and the subscription of the New Shares are fully completed before the expiration of the deadlines set in Article 7, the Company's Management is authorized to close the subscription period without waiting for the expiration of the stated deadlines. The Management, with the approval of the Supervisory Board, will determine the success of the issuance of the New Shares.

**Article 11.**

After the increase of the Company's share capital based on this Resolution, the share capital will amount to EUR 21,262,193.93 and will be divided into 16,020,000 regular non-materialized shares, in the name without nominal value, which will be held in the SKDD depository with the designation assigned by SKDD, as determined by the amendment to the Statute in full. The value of the rights that exceed the share capital amount per issued share will be transferred to the Company's capital reserves.

**Article 12.**

The Company's Management and Supervisory Board are tasked with carrying out the appropriate registrations in the SKDD depository and taking other necessary actions for the implementation of this

General Assembly Resolution on the increase of share capital, after the registration of this decision in the court registry.

**Article 13.**

The increase of the share capital and the issuance of the New Shares will be considered unsuccessful if the registration of the increase in the share capital in accordance with this Resolution is not registered in the court registry of the Commercial Court in Varaždin within 6 (six) months from the date of this Resolution. On that day, the Subscription Form will cease to bind the Subscriber.

**Article 14.**

For matters not regulated by this Resolution, the applicable provisions of the valid laws and the Company's Statute will apply accordingly.

**Article 15.**

This Resolution on the increase of share capital shall come into force on the day of its adoption. The Company's Management is authorized to take all legal actions for the registration of this Resolution and the associated increase in share capital in the court registry of the Commercial Court in Varaždin.

**Ad. 4. Proposal of the Management and Supervisory Board under agenda item 5:**

**RESOLUTION ON AMENDING THE COMPANY'S BUSINESS ACTIVITY**

**Article 1.**

The Company's business activities are being amended by removing the following activities:

- 01.1 Crop cultivation, garden and ornamental plants
- 01.2 Livestock, poultry, and other animal farming
- 01.3 Mixed farming (crop cultivation and livestock, poultry, and other animal farming)
- 01.4 Service activities in plant production and animal husbandry, except veterinary services
- 15 FOOD AND BEVERAGE PRODUCTION
- 63.12 Storage of goods
- 63.40 Activity of other transport agencies
- 74.30 Technical testing and analysis
- 74.82 Packaging activities
  - Installation, finishing construction, and general mechanical works for own needs
  - Purchase of agricultural products
  - Food preparation and catering services
  - Preparing and serving drinks and providing accommodation services
  - Preparing food for consumption elsewhere (in transportation vehicles, at events, etc.) and supplying this food (catering)
  - Cooperation in agricultural production
  - Scheduled and non-scheduled passenger and cargo transport in domestic and international public road transport

## Article 2.

The Company's business activities are defined to include the following additional activities:

- Storage activities
- Agency activities in road transport
- Technical testing and analysis activities
- Packaging activities
- Design and construction of buildings, building maintenance, and expert supervision of construction
- Agricultural activity
- Complementary agricultural activities
- Primary agricultural production – production of crops or livestock products
- Primary production of animal food
- Preparation, processing, and marketing of agricultural and processed agricultural products
- Ecological production
- Processing, marketing, import, and export of ecological products
- Marketing of natural mineral, spring, and table waters
- Classification and labeling of beef, pork, and sheep carcasses
- Production, protection, quality, description, presentation, and marketing of strong alcoholic beverages
- Trading of donated food
- Mediation in the food donation chain
- Donating food and food for animals
- Certification of compliance with product specifications
- Storage of grains and industrial crops
- Breeding of breeding animals
- Production, selection, and trade of breeding animals, keeping and using domestic animals, and animal protection
- Agricultural production of tobacco, hemp, and poppies
- Marketing of agricultural seeds and planting material, genetically modified seed and planting material
- Trade in plant protection products
- Agricultural, forestry, and fishery consulting in the private advisory activity
- Production of food products
- Production of beverages
- Preparing and serving meals, drinks, and beverages and providing accommodation services
- Preparing meals, drinks, and beverages for consumption at other locations with or without serving (in vehicles, at events, etc.) and supplying them (catering)
- Passenger transport in domestic road traffic
- Integrated passenger transport in domestic traffic
- Passenger transport in international road traffic
- Transport of goods in international road traffic
- Transport of people and goods for own needs
- Public passenger transport



### **Article 3.**

In addition to the activities listed in the previous article, the Company may also carry out other activities that serve the execution of the aforementioned activities, provided they are performed in smaller scope or are customarily carried out in connection with these activities.

### **Ad. 5. Proposal of the Management and Supervisory Board under agenda item 6:**

## **RESOLUTION ON AMENDING THE STATUTE OF THE COMPANY**

### **Article 1.**

The Statute of the Company from August 30, 2023 (full text) is hereby entirely amended and replaced with the new text of the Statute as follows:

**STATUTE  
ČAKOVEČKI MLINOVI  
Joint-stock company for the production and trade of food products  
Čakovec**

### **I. INTRODUCTORY PROVISIONS**

#### **Article 1.**

1.1. This Statute of Čakovečki Mlinovi, a joint-stock company for the production and trade of food products, Čakovec (hereinafter referred to as the "Company"), regulates:

- The name and registered office of the Company,
- The business activity of the Company,
- The amount of the share capital,
- The number and nominal value of shares,
- Shares,
- Company organs,
- The manner and form of publication of the Company's announcements,
- The duration and termination of the Company,
- The annual financial statements and use of profits, and
- Final provisions.

### **II. NAME AND REGISTERED OFFICE OF THE COMPANY**

#### **Article 2.**

2.1. The name of the Company is: Čakovečki Mlinovi, joint-stock company for the production and trade of food products, Čakovec.

2.2. The abbreviated name of the Company is: Čakovečki Mlinovi, Inc.

#### **Article 3.**

3.1. The registered office of the Company is located in Čakovec, Mlinska Street 1.

#### **Article 4.**

4.1. A decision regarding the change of the company name and the registered office of the Company is made by the General Assembly.

#### **Article 5.**

- 5.1. In its operations, the Company uses a trademark, seal, and stamp.
- 5.2. The Company's Management, with the consent of the Supervisory Board, determines the shape, size, number, and method of use of the seal and stamp, as well as the form and method of use of the trademark.

### **III. BUSINESS ACTIVITY**

#### **Article 6.**

- 6.1. The business activities of the Company consist of performing the following activities:

- Purchase and sale of goods
- Trade brokerage on the domestic and international markets
- Real estate operations
- Freight transport in domestic road traffic
- Warehousing activities
- Agency activities in road transport
- Technical testing and analysis activities
- Packaging activities
- Design and construction of buildings, building maintenance, and expert supervision of construction
- Agricultural activities
- Supplementary agricultural activities
- Primary agricultural production – production of crops or livestock products
- Primary production of animal feed
- Preparation, processing, and marketing of agricultural and processed agricultural products
- Ecological production
- Processing, marketing, import, and export of ecological products
- Marketing of natural mineral, spring, and table waters
- Classification and labeling of beef, pork, and sheep carcasses
- Production, protection, quality, description, presentation, and marketing of strong alcoholic beverages
- Trading of donated food
- Mediation in the food donation chain
- Donation of food and food for animals
- Certification of compliance with product specifications
- Storage of grains and industrial crops
- Breeding of breeding animals
- Production, selection, and trade of breeding animals, keeping and using domestic animals, and animal protection
- Agricultural production of tobacco, hemp, and poppies
- Marketing of agricultural seeds and planting material, genetically modified seed and planting material
- Trade in plant protection products
- Agricultural, forestry, and fishery consulting in the private advisory activity
- Production of food products
- Production of beverages
- Preparing and serving meals, drinks, and beverages and providing accommodation services
- Preparing meals, drinks, and beverages for consumption at other locations with or without serving (in vehicles, at events, etc.) and supplying them (catering)
- Passenger transport in domestic road traffic

- Integrated passenger transport in domestic traffic
- Passenger transport in international road traffic
- Transport of goods in domestic road traffic
- Transport of goods in international road traffic
- Transport of people and goods for own needs
- Public passenger transport

#### **Article 7.**

- 7.1. In addition to the activities listed in the previous article, the Company may also carry out other activities that serve the execution of the aforementioned activities, provided they are performed in smaller scope or are customarily carried out in connection with these activities.

### **IV. SHARE CAPITAL**

#### **Article 8.**

- 8.1. The share capital of the Company amounts to 21,262,193.93 EUR (in words: twenty-one million two hundred sixty-two thousand one hundred ninety-three euros and ninety-three cents).
- 8.2. The share capital of the Company is contributed in cash and in rights.

#### **Article 9.**

- 9.1. The share capital of the Company may be increased by contribution in cash, assets, or rights through the issuance of new shares.
- 9.2. The share capital may be increased from the Company's funds, such as converting capital gains, reserves, and retained earnings into share capital.
- 9.3. A decision to increase the share capital is made by the General Assembly with votes representing more than three-quarters of the votes cast. If the capital increase is to be carried out through the issuance of preferred shares, the decision is made by the General Assembly with votes representing more than three-quarters of the share capital represented at the General Assembly.

### **V. NUMBER AND NOMINAL AMOUNT OF SHARES**

#### **Article 10.**

- 10.1. The share capital of the Company is divided into 16,020,000 ordinary shares with no nominal value.

### **VI. SHARES**

#### **Article 11.**

- 11.1. The Company may issue other types and categories of shares in accordance with the law and the provisions of this Statute.

#### **Article 12.**

- 12.1. The shares of the Company are issued in an immobilized form.
- 12.2. The shares of the Company are registered in the securities account of the authorized legal entity in the computer system, where the shares are electronically recorded.
- 12.3. The shares of the Company are transferred in the manner defined by the law governing immobilized securities.
- 12.4. A shareholder of the Company is a legal or natural person whose share is recorded in their account of immobilized securities in the computer system of the authorized legal entity.

**Article 13.**

- 13.1. Shares are indivisible. If more than one person acquires a single share, they exercise the rights from that share as co-owners of an indivisible right, through a joint proxy based on a written power of attorney.

**VII. CORPORATE GOVERNANCE**

**a) Management Board**

**Article 14.**

- 14.1. The Management Board of the Company consists of 3 (three) to 5 (five) members. The number of members of the Management Board is determined by the Supervisory Board with its decision. One member is appointed as the President of the Management Board, and the others are appointed as members. The Management Board represents the Company in the manner that the President of the Management Board represents the Company together with one member of the Management Board, while the remaining members of the Management Board are each authorized to represent the Company together with the President of the Management Board or another member.
- 14.2. The Management Board is appointed and dismissed by the Supervisory Board for a term of up to five years, and the Supervisory Board determines the duration of each member's mandate with its decision. The Company enters into a contract with the Management Board, which is signed by the President of the Supervisory Board based on the relevant decision of the Supervisory Board.
- 14.3. A decision regarding the exact number of members of the Management Board and the appointment or dismissal of a member is made by a majority of 6 (six) votes of the members of the Supervisory Board, while the decision to appoint or dismiss the President of the Management Board is made by a majority of 4 (four) votes of the members of the Supervisory Board.
- 14.4. The Supervisory Board may dismiss the Management Board when there is a valid reason for doing so.

**Article 15.**

- 15.1. The Management Board manages the Company's affairs at its own risk.

**Article 16.**

- 16.1. The Management Board will hold meetings on a monthly basis. Any member of the Management Board may independently call a meeting by sending prior notice to the other members (via email or another appropriate method) at least 5 (five) days before the intended meeting, providing the agenda and necessary materials at least 3 (three) days before the intended meeting. If all members of the Management Board agree, the meeting will be considered validly called and held, even if the conditions mentioned above are not met.
- 16.2. Each member of the Management Board has one vote, and decisions are made by a majority of the total votes. If the Management Board consists of 4 (four) members, and in the event of a tie, the President of the Management Board has the deciding vote.
- 16.3. Exceptionally, when deciding on matters within the competence of the Chief Financial Officer of the Company, decisions on such matters are made unanimously.
- 16.4. The Rules of Procedure for the Management Board are adopted by the Supervisory Board with a majority of 6 (six) votes of the members of the Supervisory Board.

**Article 17.**

- 17.1. The Management Board must comply with the limitations regarding the management of the Company's affairs and representation as determined by this Statute, a decision of the Supervisory Board, or a special decision of the General Assembly.

#### Article 18.

- 18.1. The Management Board may only undertake the following actions with the prior consent of 6 (six) members of the Supervisory Board:
- 1) Sale and acquisition of shares or stakes in other companies in amounts exceeding 5 million EUR, individually or cumulatively within the year;
  - 2) Issuance of bonds, loans, and credits, issuance of promissory notes, or any short-term indebtedness of the Company exceeding 5 million EUR in a single transaction or cumulatively within a calendar year;
  - 3) Transactions with related parties exceeding 250,000 EUR;
  - 4) Approval/amendment of the annual business plan;
  - 5) Provision of collateral on the Company's assets, issuance of guarantees exceeding 2 million EUR individually or cumulatively within a calendar year;
  - 6) Sale, lease, transfer of real estate or assets of the Company exceeding 2 million EUR cumulatively within a calendar year;
  - 7) Conclusion of other legal transactions exceeding 5 million EUR, except for legal transactions related to the purchase of grains up to 20 million EUR cumulatively within a calendar year;
  - 8) Conclusion of legal transactions with a duration exceeding 5 years;
  - 9) Settlement, withdrawal, or renunciation of claims, acknowledgment of debts, abandonment of legal remedies in any procedures with a dispute value exceeding 5 million EUR cumulatively within a calendar year;
  - 10) Granting of power of attorney;
  - 11) Payment of advance dividends.
  - 12) Voting at the General Assembly of companies with an annual revenue exceeding 20 million EUR, in which the Company holds a majority stake or has a dominant influence according to Article 475 of the Companies Act, regarding amendments to the statute or other acts, as applicable, that establish restrictions on the management's authority to represent the company;
  - 13) Voting on decisions with identical content as those listed in this paragraph, which relate to and are decided at the General Assembly of companies with an annual revenue exceeding 20 million EUR, in which the Company holds a majority stake or has a dominant influence according to Article 475 of the Companies Act.
- 18.2. If, at the time of the request for approval according to the previous paragraph, the Supervisory Board does not have 6 (six) members, and this situation continues for the next 30 (thirty) days, the approval will be considered granted if the maximum number of elected and appointed members of the Supervisory Board vote in favor.
- 18.3. If the Supervisory Board does not make a decision on any issue from Article 18.1 of this Statute, even after a repeated session of the Supervisory Board on the same issue, the General Assembly may make a decision on the matter by a majority of 85% (eighty-five percent) of the share capital represented at the General Assembly of the Company.
- 18.4. The Supervisory Board may determine other matters that can only be undertaken with its approval.

**Article 19.**

- 19.1. The Management Board may, by its decision and with the prior approval of the Supervisory Board, grant a power of attorney (prokura) to one or more persons. The proxy will be authorized to represent the Company only together with the President of the Management Board or one member of the Management Board, with the application of the appropriate restrictions from Article 18.1 of this Statute.

**Article 20.**

- 20.1. The Management Board is obligated to maintain business confidentiality. The obligation to maintain business confidentiality applies to the relevant provisions of Article 30 of this Statute.

**Article 21.**

- 21.1. The Management Board is entitled to a salary for its work and reimbursement of expenses. The amount of the salary and expense reimbursement is determined by the Supervisory Board through a contract signed by the President of the Supervisory Board on behalf of the Supervisory Board with the Management Board.

**Article 22.**

- 22.1. The Management Board must perform the tasks set by law, other regulations, this Statute, and other general acts of the Company, as well as decisions made by the Supervisory Board and the General Assembly.
- 22.2. The Management Board is required to inform the Supervisory Board at least once every quarter about all transactions entered into by the Company during that quarter, regardless of whether prior approval from the Supervisory Board was required, and if the individual value of the transaction exceeds 150,000 EUR.

**b) Supervisory Board**

**Article 23.**

- 23.1. The Supervisory Board consists of 7 (seven) members. The General Assembly elects and dismisses 4 (four) members of the Supervisory Board. One member of the Supervisory Board is appointed and dismissed by (i) AZ Ltd., a company for managing mandatory and voluntary pension funds, on its behalf and for the account of the pension funds it manages, as long as they together or individually hold shares representing at least 10% of the share capital of the Company, and (ii) PBZ CROATIA OSIGURANJE Inc., for managing mandatory pension funds, on its behalf and for the account of the pension funds it manages, as long as they together or individually hold shares representing at least 10% of the share capital of the Company. If the pension funds managed by one of the pension fund management companies (AZ Ltd. or PBZ CROATIA OSIGURANJE Inc.) fall below the threshold of 10% of the share capital of the Company, and the pension funds managed by another company have at least 15% of the share capital, the latter company has the right to appoint 2 (two) members of the Supervisory Board. One member is appointed and dismissed by the employees of the Company in accordance with the law.
- 23.2. The members of the Supervisory Board are elected or appointed for a term of up to four years. The exact duration of the mandate is determined by the decision of the General Assembly or the person or body authorized to appoint a member of the Supervisory Board. If not otherwise specified in the decision, the mandate begins on the day the decision is made and lasts for four years.

**Article 24.**

- 24.1. The newly elected Supervisory Board will constitute itself immediately after the conclusion of the General Assembly at which it was elected, without the need for a special invitation, and will elect the President and Vice-President from among its members.
- 24.2. If the President of the Supervisory Board or the Vice-President ceases to hold their position before the end of their mandate, a new President or Vice-President must be elected for the remainder of the original term.
- 24.3. If both the President and the Vice-President of the Supervisory Board are unable to perform their duties, the oldest member of the Supervisory Board will temporarily replace them.

**Article 25.**

- 25.1. The statements of the Supervisory Board and its committees on behalf of the Supervisory Board are made by the President of the committee, and in the event of their absence, by the Vice-President.
- 25.2. The President of the Supervisory Board, and in case of their absence, the Vice-President, is the permanent representative of the Supervisory Board in relation to third parties, government authorities, and the Management Board.

**Article 26.**

- 26.1. The Supervisory Board operates in sessions.
- 26.2. The Supervisory Board will hold at least one session every three months, or more frequently depending on the needs of the Company.
- 26.3. Sessions of the Supervisory Board are called by written notice sent to all members, accompanied by the agenda and all materials related to the agenda.
- 26.4. In urgent cases, the Supervisory Board session may be called orally, by telephone, or via email.

**Article 27.**

- 27.1. The Supervisory Board can make valid decisions if at least four members of the Supervisory Board are present at the meeting or if they vote via other means of communication, except when making decisions under Articles 18.1, 14.3, and 16.4 of this Statute.
- 27.2. The Supervisory Board may validly make decisions on matters not listed in the agenda sent with the invitation if no member of the Supervisory Board objects to it.
- 27.3. The Chairman of the Supervisory Board may, in individual cases, determine that the members of the Supervisory Board may vote and decide in writing, by email, or by phone, based on the preparatory materials sent to them, without holding a meeting. In the case of telephone voting, confirmation by email or in writing is required. Such decisions must be verified at the first subsequent meeting of the Supervisory Board.
- 27.4. A member of the Supervisory Board who is unable to attend the meeting may vote in writing, by email, or by phone. If voting by phone, a written or email confirmation is required. A member who votes in this manner will be considered to have attended the meeting.
- 27.5. Voting as described in paragraphs 3 and 4 of this article will be valid only if no member of the Supervisory Board objects.

**Article 28.**

- 28.1. Decisions of the Supervisory Board are made by a majority of votes unless otherwise specified by this Statute. In case of a tie, the Chairman's vote will decide.

28.2. A record is kept of the meetings and decisions of the Supervisory Board. The record is signed by the Chairman of the Supervisory Board, and if the Chairman is unavailable, by the Vice-Chairman, and by the Secretary if one has been appointed for the specific meeting. The Secretary is appointed by the Chairman of the Supervisory Board.

#### **Article 29.**

29.1. The Supervisory Board adopts the Rules of Procedure of the Supervisory Board by unanimous decision at a meeting of the Supervisory Board.

29.2. The Rules of Procedure specify who convenes the meetings of the Supervisory Board, the deadlines for calling meetings, the maximum time between meetings, the method of voting, maintaining order at meetings, how meetings are conducted, the record, and other important matters necessary for the operation of the Supervisory Board.

#### **Article 30.**

30.1. Members of the Supervisory Board are required to keep all information that constitutes a business secret confidential if it becomes available to them during and in connection with the performance of their duties. Persons attending the meetings of the Supervisory Board or its committees by invitation are expressly obliged to maintain confidentiality.

30.2. Business secrets, within the meaning of paragraph 1 of this article, include all information designated as such by the person who provides it and where, with the attention of a good manager, it is not excluded that its disclosure could jeopardize the interests of the Company. A business secret also includes any fact directly or indirectly related to the Company's operations that is generally known only to a limited number of persons and which, with the attention of a good manager, could be concluded to need or be useful to keep secret for the benefit of the Company.

30.3. A member of the Supervisory Board intending to disclose information about the Company to a third party must first inform the Supervisory Board about the matter and the person to whom they intend to disclose it. The Supervisory Board will assess whether such disclosure complies with the provisions of paragraphs 1 and 2 of this article.

### **c) General Assembly**

#### **Article 31.**

31.1. Shareholders exercise their rights regarding the Company at the General Assembly.

31.2. The Management and members of the Supervisory Board must participate in the work of the General Assembly.

#### **Article 32.**

32.1. The General Assembly is convened by the Management. The Supervisory Board may also convene the General Assembly whenever it considers it necessary to protect the interests of the Company, as well as other persons or bodies stipulated by this Statute or by law.

32.2. The General Assembly must be held at least once a year, within eight months from the end of the business year. It may also be held at other times when required by law or when the interests of the Company or shareholders demand it.



- 32.3. The General Assembly is held at the registered office of the Company, unless the Management, for particularly important business reasons and interests, determines that it should be held at another location within the territory of the Republic of Croatia.

**Article 33.**

- 33.1. The method of informing shareholders about proposed decisions and data essential for making decisions at the General Assembly is determined by the Management. This information may be provided by publishing in the invitation to the General Assembly that shareholders can inspect the proposals and documents important for decision-making at the Company's registered office within a specified time.
- 33.2. Shareholders of the Company may participate in the General Assembly and exercise their right to vote if they notify the Company of their intention to participate. The shareholder's notification must reach the Company at the business address indicated in the invitation for the General Assembly within the legally prescribed period, according to the instructions in the invitation.

**Article 34.**

- 34.1. The proposals for decisions to be made by the General Assembly are prepared and determined by the Management and the Supervisory Board.
- 34.2. Any shareholder may submit their proposal regarding the proposed agenda, proposed decisions, and other documents, as well as suggest members of the Supervisory Board and auditors, no later than 14 (fourteen) days before the date of the General Assembly, under the conditions and in the manner prescribed by the Companies Act. The day the proposal is received by the Company and the day of the General Assembly are not included in this period. In addition to this method, shareholders may submit counter-proposals at the General Assembly.

**Article 35.**

- 35.1. The right to participate and exercise voting rights at the General Assembly is granted to persons who are listed as shareholders of the Company in the computer system managed by a legally authorized entity, on the last day of the deadline for submitting participation notifications.
- 35.2. The Management of the Company is authorized to make the following decisions: a) A decision to allow the work of the General Assembly to be broadcast by audio and video; b) A decision to enable shareholders to exercise all or some of their rights electronically, fully or partially, even if they do not participate in person or by proxy at the location of the General Assembly. The Management will determine the scope and method of shareholders' rights in the invitation to the General Assembly; c) A decision allowing shareholders to cast their votes in writing or by electronic communication if they do not participate in the General Assembly. The details of this voting method will be specified by the Management in the invitation.
- 35.3. The use of electronic communication according to this article is permitted if the conditions stipulated by the Companies Act are met.

**Article 36.**

- 36.1. Each ordinary share grants the right to one vote at the General Meeting.
- 36.2. At the General Meeting, voting can be done through a proxy.
- 36.3. The proxy must be in writing. The proxy may be given for representation at a specific meeting or as a standing proxy. A standing proxy is valid for all ordinary and extraordinary meetings until revoked.

#### **Article 37.**

- 37.1. The General Meeting can make valid decisions if shareholders or their proxies, or legal representatives of the shareholders, together hold shares with a total nominal value of 50% (fifty percent) plus one share of the company's issued share capital (quorum).
- 37.2. If the quorum specified in paragraph 1 of this Article is not met at the General Meeting, the next General Meeting can make valid decisions regardless of the number of shareholders represented.

#### **Article 38.**

- 38.1. Decisions at the General Meeting are made by a majority of votes cast (simple majority), unless a higher, qualified majority is required by law or this Statute for certain decisions.
- 38.2. Exceptionally, the General Meeting, by votes representing at least 85% (eighty-five percent) of the share capital represented at the General Meeting, makes decisions on the following matters:
  - a) Decision on the delisting of the Company's shares from the regulated market and/or transferring the Company's shares from a higher to a lower segment of the regulated market;
  - b) Decision on excluding the pre-emptive rights of existing shareholders to subscribe and pay for new shares;
  - c) Amendment to the Company's Articles of Association to grant the Management Board and the Supervisory Board the authority to increase the Company's share capital (authorized capital);
  - d) Decision on the merger of the Company with another company and/or the merger of another company with the Company;
  - e) Decision on the merger of the Company with another company or companies;
  - f) Decision on increasing the Company's share capital through contributions in cash and/or goods and/or rights;
  - g) Decision on conditional increase of the Company's share capital;
  - h) Decision on amendments to the Articles of Association, changing the provisions of Article 14.3 and/or Article 16.3 and/or Article 16.4 and/or Article 18.1 and/or Article 23.1 and/or Article 50 and/or this provision of Article 38.2 of the Articles of Association.

#### **Article 39.**

- 39.1. Voting at the General Meeting is conducted using voting ballots or by raising hands.
- 39.2. When the president of the General Meeting considers that a particular decision could be made unanimously, voting is conducted by raising the hand of the present shareholder or their proxy upon the president's proposal.
- 39.3. The voting ballot used at the General Meeting contains the number of votes belonging to the shareholder, the serial number of the General Meeting, the company's stamp, and the ballot serial number, so that voting on proposed decisions can only take place with specific series of voting ballots, with invalid ballots being those not belonging to the designated series.

#### **Article 40.**

- 40.1. The Management appoints a five-member verification committee, which records the participants at the General Meeting (attendance list), submits a report to the General Meeting on the number of attendees, the representation of shares, i.e., votes at the General Meeting, counts the voting ballots if voting is done by ballot, and reports the results of the voting via ballots.

#### **Article 41.**

- 41.1. The General Meeting is presided over by the president of the Supervisory Board of the company or a person designated by him.
- 41.2. The president of the General Meeting may appoint one or two people to assist in conducting the meeting.
- 41.3. The president of the General Meeting has the following powers and duties:
  - a) Opens the General Meeting,
  - b) Determines the validity of the General Meeting's convocation,
  - c) Confirms whether the attending shareholders and their representatives meet the requirements for participation in the General Meeting,
  - d) Ensures that the attendance list is correctly made, signs it, and ensures it is made available to all participants before the first vote,
  - e) Determines the order of discussion and decision-making on items not included in the agenda,
  - f) Determines when specific agenda items are ready for decision-making,
  - g) Announces and declares the results of voting,
  - h) Appoints orderlies when necessary and issues instructions to maintain order at the meeting,
  - i) Closes the General Meeting.
- 41.4. The president of the General Meeting is entitled to a fee of 50% of the average net monthly salary from the previous month of all employees of the company for each held General Meeting.

#### **Article 42.**

- 42.1. After the agenda for the General Meeting is set, the Management, at the president's request, presents the items on the agenda as needed.
- 42.2. The president conducts the discussion and gives the floor to those who have registered to speak, in order of registration.
- 42.3. Each shareholder has the right to speak on any item on the agenda.
- 42.4. Those who wish to speak may request the floor from the president in writing or orally, from the time the agenda is read until the president declares the discussion on the item concluded.
- 42.5. The Management and members of the Supervisory Board may request the floor during the discussion, and at the president's invitation, must respond to questions raised during the discussion.
- 42.6. Shareholders may submit written questions to the president before the start of the General Meeting, indicating the issues they wish to address, so they can receive comprehensive answers.

#### **Article 43.**

- 43.1. The president of the General Meeting, considering the subject and importance of the issues discussed, may limit the speaking time, but not to less than 10 minutes for each shareholder to present their intervention.
- 43.2. Those who have already spoken in the discussion may request the floor again for up to 3 minutes.
- 43.3. The president may revoke the floor from a participant in the discussion in the following cases:
  - a) When a shareholder speaks without authorization or continues speaking after their allocated time has expired,
  - b) After a prior warning, in cases where it is clearly evident that the speaker is not addressing the subject of the discussion,
  - c) In cases where the speaker uses inappropriate and offensive language,
  - d) In cases of incitement to violence or disorder.

**Article 43.**

43.1. The president of the General Meeting may revoke the floor from a participant in the discussion in the following cases:

1. When the shareholder speaks without authorization or continues speaking after their allocated time has expired,
2. After a prior warning, if it is evident that the speaker is not discussing the agenda item,
3. If the speaker uses inappropriate or offensive language,
4. In the case of incitement to violence or disorder.

**Article 44.**

44.1. When one or more participants at the General Meeting disturb others during the discussion or behave in such a way that prevents the orderly conduct of the meeting, the president will warn them to respect the order.

44.2. If the warning is unsuccessful, the president will order the removal of the previously warned persons from the room where the meeting is taking place, for the duration of the discussion.

44.3. Before voting begins, the president will invite those who were removed from the discussion back to the General Meeting.

**Article 45.**

45.1. The General Meeting conducts its business, as a rule, in one session. If it is not possible to complete all the items on the agenda in the same session, the president may adjourn the meeting and simultaneously set a date and time for the new session to continue the work.

45.2. During the session, the president may, if deemed appropriate, suspend the meeting for no longer than 2 hours.

**Article 46.**

46.1. The sessions of the General Meeting are not public. Only persons who have the right to participate in the General Meeting and those who are required to attend may be present. Other persons may attend only if invited as guests.

**VIII. COMMUNICATION METHOD AND FORM**

**Article 47.**

47.1. The company's data and announcements, as prescribed by law or provided for in this Statute, shall be published in accordance with the applicable laws of the Republic of Croatia. The company's official publication is its website.

47.2. The Management Board of the company decides on the publication of prescribed data and announcements in other public media, including electronic information media.

47.3. If the company's shares are listed on a regulated market, the company will publish the prescribed data and announcements in accordance with the rules of that regulated market.

**IX. DURATION AND TERMINATION OF THE COMPANY**

**Article 48.**

48.1. The duration of the company is not time-limited and may only be terminated for reasons specified by law.

## X. ANNUAL ACCOUNTS AND USE OF PROFITS

### Article 49.

- 49.1. The annual financial statement and the report on the company's status are prepared by the Management Board, which then immediately submits them along with the auditor's opinion and the proposal on the use of profits to the Supervisory Board for review.
- 49.2. If the Supervisory Board approves the annual financial statements of the Management, those statements are deemed approved by both the Management and the Supervisory Board.
- 49.3. The auditor reviewing the annual financial statements must participate in the Supervisory Board meeting during which the statements are reviewed, report on their findings, and provide any necessary clarifications requested by the Supervisory Board.
- 49.4. Based on the approved annual financial statements, the report of the Supervisory Board, the auditor's report, and the proposal from the Management and Supervisory Boards on the use of net profit, the General Meeting makes a decision on the use of profits and grants discharge to the members of the Management and Supervisory Boards. The General Meeting also appoints the company's auditor.

### Article 50.

- 50.1. Shareholders have the right, in the event the legal conditions for dividend payment are met, to receive a dividend of at least 50% (fifty percent) of the available net consolidated profit for the relevant financial year.
- 50.2. For the period from the 2023 – 2030 financial years (inclusive of 2030), shareholders are entitled to receive a dividend of at least 50% of the net consolidated profit, with a minimum of €0.5 (fifty euro cents) per share. If in any of the financial years during this period the net consolidated profit is insufficient for the stated dividend, the required amount to ensure a dividend of €0.5 (fifty euro cents) per share will be supplemented from the retained earnings of the company from previous periods.

### Article 51.

- 51.1. The Management is authorized, with the consent of the Supervisory Board, to distribute an advance dividend to shareholders from the predictable part of the net profit during the business year.
- 51.2. The advance payment cannot exceed half of the profit from the previous year.

## XI. FINAL PROVISIONS

### Article 52.

- 52.1. Amendments and supplements to this Statute are made in the manner specified in the Companies Act.
- 52.2. The version of the Statute that is adopted at the General Meeting, signed by the chairman of the meeting and notarized by a public notary, is considered the original version of the Statute. After amendments and supplements, the complete text of the Statute is authorized and confirmed by the chairman of the General Meeting.

### Article 2.

The Management and the President of the Supervisory Board are ordered to submit an application for the registration of the amendment to the company's Statute in the court register of the Commercial Court in Varaždin after this decision is made.

**Ad. 6. Proposal of the Decision of the Management and Supervisory Boards regarding item 7 of the agenda:**

**DECISION ON THE LISTING OF THE COMPANY'S SHARES ON THE OFFICIAL MARKET OF THE ZAGREB STOCK EXCHANGE Inc.**

**Article 1.**

As of the date of this decision, the company Čakovečki mlinovi, Inc., with its registered office in Čakovec (City of Čakovec), Mlinska Street 1, registered in the court register of the Commercial Court in Varaždin under the subject identification number (MBS) 070004250, OIB 20262622069, EUID: HRSR.070004250 (hereinafter: "Company"), determines the listing of 5,730,000 new ordinary shares of the company, marked with the designation assigned by SKDD Inc., which will be issued according to the decision of the General Meeting of the Company from January 15, 2025, regarding the increase in share capital through contributions in rights by issuing ordinary shares with partial exclusion of pre-emptive rights of existing shareholders (hereinafter collectively referred to as "Shares for Listing"). The listing will be carried out within a period of 10 (ten) months from the registration of the increased share capital in the court register of the Commercial Court in Varaždin, in accordance with the decision on the increase in share capital from item 4 (Decision on the Increase of Share Capital through Contributions in Rights by Issuing Ordinary Shares with Partial Exclusion of Pre-emptive Rights of Existing Shareholders) of this invitation. In case the Croatian Financial Services Supervisory Agency (HANFA), as the regulatory body, imposes additional conditions or prolongs the deadline for issuing its decision, the deadline for listing will be extended by 2 (two) months, for a total duration of up to 12 (twelve) months from the date of registration of the increased share capital from item 4 (Decision on the Increase of Share Capital through Contributions in Rights by Issuing Ordinary Shares with Partial Exclusion of Pre-emptive Rights of Existing Shareholders) of this invitation.

**Article 2.**

The Management of the Company is authorized and obliged to take all actions in accordance with the relevant regulations in order to list all shares for listing on the Official Market of the Zagreb Stock Exchange Inc.

**Article 3.**

This decision comes into force on the day of its adoption.

**CALL TO SHAREHOLDERS:**

A shareholder who wishes to participate in the General Meeting and vote must register their participation at the Company's registered office. The registration must be submitted to the Company no later than six days before the General Meeting, i.e., by January 8, 2025, in accordance with Article 279, paragraphs 2 and 4 of the Companies Act.

For participation and the exercise of voting rights at the General Meeting, the status of shares in the Central Depository and Clearing Company (SKDD) will be considered as of the last day of the registration period, i.e., on January 8, 2025.

Registrations for the General Meeting will be accepted on weekdays from Monday to Friday between 08:00 and 15:00 at the Service for General and Legal Affairs at the Company's registered office in Čakovec, Mlinska Street 1, starting from the first business day after the publication of this call. Shareholders may be represented at the General Meeting by proxy, 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.

Registration and power of attorney forms are available at the Company's registered office and on the Company's website: <https://cak-mlinovi.hr/obavijesti/>.

Shareholders who jointly hold shares amounting to at least one-twentieth of the share capital of the Company may request that an item be placed on the agenda of the General Meeting and published. For each new item on the agenda, a justification and proposed decision must be provided. The request to add an item to the agenda must be received by the Company at least 30 days before the General Meeting, and this period does not include the day the request is received by the Company. Shareholders' proposals, including their names, explanations, and the Management's opinion, must be made available to the persons referred to in Article 281, paragraphs 1 to 3 of the Companies Act under the stated conditions if the shareholder submits a counterproposal to the proposed decision of the Management and Supervisory Boards at least 14 days before the General Meeting. The day the counterproposal is received by the Company is not counted in the 14-day period, and it will be made available on the Company's website in accordance with Article 282, paragraph 1 of the Companies Act. If a shareholder does not use this right, it does not result in the loss of the right to submit a counterproposal at the General Meeting.

The Management is obliged to provide each shareholder with information at the General Meeting if necessary to assess the issues on the agenda. This obligation also relates to legal and business relations of the Company with affiliated companies, in accordance with Article 287, paragraph 1 of the Companies Act.

Each shareholder has the right to inspect materials and documentation submitted to the General Meeting, which serve as the basis for the proposed decisions, at the Service for General and Legal Affairs at the Company's registered office every working day from Monday to Friday, from 08:00 to 15:00 until the day of the General Meeting. These documents will also be available 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 call.

If the quorum specified in the Statute of the Company is not met at the convened General Meeting, the next General Meeting will be held on January 15, 2025, at 14:00, at the same place and with the same agenda. This General Meeting will validly adopt all decisions regardless of the amount of the represented share capital at the General Meeting.

Čakovečki mlinovi, Inc.  
Management Board