



ING-GRAD

Kalinovica 3/IV | 10000 Zagreb | HRVATSKA
tel.: +385(1)30 33 000 | www.ing-grad.hr

Company: ING-GRAD Jsc., Kalinovica 3/IV, 10000 Zagreb

VAT ID: 93245284305

Stock Exchange Ticker: IG

Security Identifier: IG-R-A

Home Member State: Republic of Croatia

Regulated Market: Zagreb Stock Exchange

Market Segment: Official Market

Issuer's LEI: 747800V0634Q77II6N67

ISIN: HRIG00RA0009

Zagreb Stock Exchange Jsc

Ivana Lučića 2a
10000 Zagreb

Croatian Financial Services Supervisory Agency

Franje Račkoga 6
10000 Zagreb

HINA

ots@hina.hr

SUBJECT: Resolutions of the General Assembly of the issuer ING-GRAD Jsc

The company ING-GRAD Jsc with its registered office in Zagreb (City of Zagreb), Kalinovica 3/IV, OIB: 93245284305 ("ING-GRAD Jsc" or the "Company"), hereby publishes the following information pursuant to the Capital Market Act and the Rules of the Zagreb Stock Exchange.

On 1 July 2025, the General Assembly of the Company was held, beginning at 11:00 a.m. Shareholders and their proxies holding a total of 3,177,947 shares, which grant 3,177,947 voting rights (82.9% of the total number of votes) and represent share capital in the amount of EUR 3,177,947.00 (79.65% of the Company's share capital), were present, thereby fulfilling the quorum requirements for valid decision-making at the General Assembly.

Pursuant to the published Invitation to the General Assembly, the Agenda was determined as follows:

1. Opening of the General Assembly; establishing the presence and representation of shareholders;
2. Annual financial statements of the Company for the year 2024, Annual Management Report on the status and operations of the Company for the business year 2024, and the

ING-GRAD d.d.
OIB 93245284305
Trgovački sud u Zagrebu - MBS 080189931
Iznos temeljnog kapitala 3.990.000,00 €, u cijelosti uplaćen
Broj izdanih dionica: 3.990.000
Nominalni iznos dionice 1,00 €

Predsjednik Uprave
Branislav Brizar
Članovi Uprave
P. Klarić, S. Jončić, M. Zovko
Predsjednica Nadzornog odbora
N. Topić

IBAN ZABA HR9323600001101297023
IBAN ERSTE HR5324020061100826369
IBAN PBZ HR3023400091110490318
IBAN HPB HR9723900011101434968
IBAN RBA HR4724840081135245211





ING-GRAD

Kalinovica 3/IV | 10000 Zagreb | HRVATSKA
tel.: +385(1)30 33 000 | www.ing-grad.hr

Supervisory Board Report on the supervision of the management of the Company's affairs in the business year 2024;

3. Decision on the allocation of the Company's profit;
4. Decision on granting discharge to the members of the Supervisory Board for the business year 2024;
5. Decision on granting discharge to the members of the Management Board for the business year 2024;
6. Decision on the approval of the Remuneration Policy;
7. Decision on the election of members of the Supervisory Board;
8. Decision on remuneration for the work of the Supervisory Board members;
9. Decision on appointing the Company's auditor for the business year 2025;
10. Decision on amendments to the Articles of Association of the Company.

The Company received two shareholder counterproposals within the prescribed period before the General Assembly:

1. Counterproposal to the Draft Decision on the approval of the Remuneration Policy,
2. Counterproposal to the Draft Decision on the appointing the Company's auditor for the business year 2025.

The Company hereby informs that the following resolutions were adopted at the General Assembly:

Ad 3. Decision on the allocation of the Company's profit

- I. It is established that the total net profit for the year 2024 amounts to EUR 16,820,945.10.
- II. The total net profit for 2024, after taxation, in the amount of EUR 16,820,945.10 is allocated as follows:
 - a) Allocation to statutory reserves in the amount of 5 percent of the Company's share capital, which amounts to EUR 199,500.00
 - b) Payment of a dividend in the gross amount of EUR 2.60 per share, totalling EUR 9,966,840.00, to be distributed to shareholders registered in the depository of the Central Depository and Clearing Company Inc. on 4 July 2025 (*record date*). The date from which the Company's shares will be traded without the right to dividend payment is 3 July 2025 (*ex-date*), and the dividend will be paid on 10 July 2025 (*payment date*);
 - c) The remaining profit is allocated to retained earnings in the amount of EUR 6,654,605.10

Ad 4. Decision on granting discharge to the members of the Supervisory Board for the business year 2024;.

- I. Discharge is hereby granted to Nikolina Topić, Chair of the Supervisory Board, for the business year 2024;
- II. Discharge is hereby granted to Davor Stanić, Deputy Chair of the Supervisory Board, for the business year 2024;



ING-GRAD

Kalinovica 3/IV | 10000 Zagreb | HRVATSKA
tel.: +385(1)30 33 000 | www.ing-grad.hr

- III. Discharge is hereby granted to Višnja Krpan, Member of the Supervisory Board, for the business year 2024.

Ad 5. Decision on granting discharge to the members of the Management Board for the business year 2024.

- I. Discharge is hereby granted to Branislav Brizar, President of the Management Board, for the business year 2024;
- II. Discharge is hereby granted to Patrik Klarić, Member of the Management Board, for the business year 2024;
- III. Discharge is hereby granted to Srđan Jončić, Member of the Management Board, for the business year 2024;
- IV. Discharge is hereby granted to Miljenko Zovko, Member of the Management Board, for the business year

Ad 6. Resolution on the approval of the Remuneration Policy - counterproposal

- I. The counterproposal to the Draft Decision on the approval of the Remuneration Policy, published as Annex to the counterproposal, is approved.
- II. The Remuneration Policy shall remain valid for a period of four (4) years from the date of its adoption.
- III. This Decision shall enter into force on the day of its adoption.

Ad 7. Decision on the election of members of the Supervisory Board

- I. The following persons are hereby elected as members of the Supervisory Board:
- a) Lovro Kovačić, residing in Zagreb, Unska 2a, OIB: 66259281280, attorney-at-law, independent within the meaning of Article 255, paragraph 6 of the Companies Act, for a term of 4 years;
- b) Boris Mažurin, residing in Zagreb, Zvonimira Cimermančića 1, OIB: 34274188752, financial analyst, independent within the meaning of Article 255, paragraph 6 of the Companies Act, for a term of 4 years;
- II. By electing the above persons as members of the Supervisory Board, the obligation of balanced representation of women and men on the Supervisory Board has been fulfilled.
- III. This Decision shall enter into force on the day of its adoption.

Ad 8. Decision on remuneration for the work of the Supervisory Board members

- I. The remuneration for the work of the members of the Supervisory Board is determined as follows:
- a) The Chair of the Supervisory Board shall receive a monthly remuneration in the amount of EUR 2,100.00;



ING-GRAD

Kalinovica 3/IV | 10000 Zagreb | HRVATSKA
tel.: +385(1)30 33 000 | www.ing-grad.hr

- b) The Deputy Chair of the Supervisory Board and the members of the Supervisory Board shall each receive a monthly remuneration in the amount of EUR 1,550.00.
- II. The Company shall reimburse all members of the Supervisory Board for all travel expenses incurred in connection with the performance of their duties, including travel expenses from their place of residence or domicile to the location of meetings or to perform other tasks within the scope of their function. The reimbursement includes accommodation costs, transportation tickets (train, bus, ship, airplane), and the costs of using a personal or company vehicle.
- III. All the above amounts are expressed as gross amounts, and the Company shall, on payment, withhold and pay all taxes, surtaxes, contributions, and/or other charges applicable to such remuneration for the members of the Supervisory Board, in accordance with the applicable regulations of the Republic of Croatia.
- IV. Members of the Supervisory Board are entitled to a monthly remuneration for the performance of their function, starting from the commencement date of their term of office. The terms of office for Chair Nikolina Topić, Deputy Chair Davor Stanić, and member Višnja Krpan commenced on 21 November 2024.
- V. This decision shall enter into force on the day of its adoption.

Ad 9. Decision on appointing the Company's auditor for the business year 2025. - counterproposal

- I. The counterproposal to the Draft Decision on appointing the Company's auditor for the business year 2025 is approved, as follows.
- II. For the purpose of auditing the financial statements of ING-GRAD Jsc. for the 2025 and 2026 business year, and to carry out a joint audit, the audit firm KPMG Croatia d.o.o. za reviziju, with its registered office in Zagreb (City of Zagreb), Ulica Ivana Lučića 2A, OIB: 20963249418, is hereby appointed.
- III. This Decision shall enter into force on the day of its adoption.

Ad 10. Decision on amendments to the Articles of Association of the Company

- I. Article 9, Paragraph 9.4 of the Articles of Association of ING-GRAD Jsc. is deleted and replaced with a new paragraph 9.4, which now reads as follows:
"9.4 The Management Board members represent the Company independently and individually."
- II. Article 14 Paragraph 14.1 of the Articles of Association of ING-GRAD Jsc. is deleted and replaced with a new paragraph 14.1, which now reads as follows:
"14.1 The Supervisory Board shall have up to 7 (seven) members."
- III. All other provisions of the Articles of Association remain unchanged.
- IV. The President of the Management Board is authorized to determine the consolidated text of the Articles of Association following the adoption of this Decision.



ING-GRAD

Kalinovica 3/IV | 10000 Zagreb | HRVATSKA
tel.: +385(1)30 33 000 | www.ing-grad.hr

- V. The Management Board and the Chair of the Supervisory Board shall, upon adoption of this Decision, file an application for the registration of the amendments to the Articles of Association with the court register.
- VI. This Decision shall enter into force and apply as of the date of its registration in the court register.

Zagreb, 1 July 2025

ING-GRAD Jsc

ING-GRAD d.d.
OIB 93245284305
Trgovački sud u Zagrebu - MBS 080189931
Iznos temeljnog kapitala 3.990.000,00 €, u cijelosti uplaćen
Broj izdanih dionica: 3.990.000
Nominalni iznos dionice 1,00 €

Predsjednik Uprave
Branislav Brizar
Članovi Uprave
P. Klarić, S. Jončić, M. Zovko
Predsjednica Nadzornog odbora
N. Topić

IBAN ZABA HR9323600001101297023
IBAN ERSTE HR5324020061100826369
IBAN PBZ HR3023400091110490318
IBAN HPB HR9723900011101434968
IBAN RBA HR4724840081135245211

