

This translation consists of
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Attested translation from Croatian

*Articles of Incorporation – Jadran-Galenski laboratorij d.d. Rijeka
(consolidated text, April 2025, with notarial certificate OU-189/2025)*





REPUBLIC OF CROATIA

NOTARY PUBLIC

Gordana Legović

Rijeka, Rudolfa Strohala 3

Reference No OU-189/2025

Rijeka, 8 May 2025 (eight May twenty-twenty-five)

I, notary public Gordana Legović from Rijeka, Rudolfa Strohala 3, acting for the company of **JADRAN - GALENSKI LABORATORIJ d.d.**, Rijeka, Svilno 20, registered in the court register maintained by the Commercial Court in Rijeka under entity registration number (MBS) 040004561, PIN (OIB): 20950636972, having performed an inspection of:

- ARTICLES OF INCORPORATION OF JADRAN - GALENSKI LABORATORIJ d.d., Rijeka – consolidated text of **June 2024** (twenty-twenty-four) with certification by notary public Gordana Legović from Rijeka issued under reference number **OU-365/24** of **26 June 2024** (twenty-six June twenty-twenty-four)
- Decision of the Management Board of 15 April 2025 (fifteen April twenty-twenty-five) whereby it is established that the Management Board shall execute the consolidated text of the Articles of Incorporation, aligning it with the Decision on an increase of equity capital (authorized equity capital) of 6 March 2025 (three March twenty-twenty-five) (sic!)

upon a request submitted by Ms EVA USMIANI CAPOBIANCO, PIN (OIB): 35389104198, Rijeka, Korzo 38, personally known to the notary public, in the capacity of the President of the JADRAN - GALENSKI LABORATORIJ d.d. company Management Board, requesting the notary public to issue a certificate for the consolidated text of the company Articles of Incorporation, I am issuing, in compliance with provisions of the Companies Act, the following:

CERTIFICATE

whereby I confirm that:

- the unaltered provisions of the Articles of Incorporation of JADRAN - GALENSKI LABORATORIJ d.d., Rijeka – consolidated text of June 2024 (twenty-twenty-four) with the certificate issued by notary public Gordana Legović from Rijeka, under the reference number OU-365/24 of 26 June 2024 (twenty-six June twenty-twenty-four),
- together with the consolidated text of the Articles of Incorporation adopted in compliance with the Decision of the company Management Board of 15 April 2025 (fifteen April twenty-twenty-five) bearing the signature of the President of the Management Board certified in this office under the reference number Ov-1623/25, aligned with the Decision on an increase of equity capital (authorized equity capital) of 6 March 2025 (six March twenty-twenty-five) bearing the signature of the President of the Management Board certified in this office under the reference number Ov-1622/25 .
- are completely corresponding to the consolidated text of the ARTICLES OF INCORPORATION of JADRAN- GALENSKI LABORATORIJ d.d. of April 2025 (twenty-twenty-five) enclosed to this Certificate.

This Certificate is drawn up in 5 (five) identical counterparts and out of that number, four are issued to the client, one is delivered to the competent Commercial Court, and one is kept in the notarial archive. (sic!)

Notarial fee collected under tariff No 11/7 of the Notarial Fees Act (OG 72/94, 74/95, 87/96, 112/12, 110/15, 10/23) in the amount of 19.91 euro.

Notarial compensation paid under Article 26 of the Provisional Notarial Tariffs Regulation (OG 38/94, 82/94, 52/95, 97/01, 115/12, 120/15, 64/19, 17/23, 139/24) in the amount of 200,00 euro all plus 25% VAT.

Notary Public
GORDANA LEGOVIĆ
/Signature: not legible/

/Stamp: Republic of Croatia, Notary Public, Gordana Legović, Rijeka/

ARTICLES OF INCORPORATION

**JADRAN - GALENSKI LABORATORIJ dd
RIJEKA**

(Consolidated text)

Rijeka, April 2025

Pursuant to the Decision of the regular General Assembly of JADRAN - GALENSKI LABORATORIJ d.d. company from Rijeka (hereinafter: the Company) on 12 June 2024 which adopted the Decision on Amendments to the Articles of Incorporation of JADRAN - GALENSKI LABORATORIJ d.d. in compliance with Article 301(1) of the Companies Act (Official Gazette No 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23, and 136/24), and the Company's Management Board Decision of 6 March 2025 to increase the company equity capital (authorised equity capital), on 15 April 2025, the MANAGEMENT BOARD of JADRAN - GALENSKI LABORATORIJ d.d. drew up this consolidated text of the Articles of Incorporation by aligning the text of the Articles of Incorporation with the Company's Management Board Decision to increase the equity capital (authorised equity capital) pursuant to Article 301(1) read in conjunction with Article 323(1) of the Companies Act.

The consolidated text of the Articles of Incorporation of the Company drawn up by the Company's Management Board on 25 April 2022 encompasses the text of the Articles of Incorporation of the Company adopted by the General Assembly of the Company at the meeting held in Rijeka on 24 June 2014, the Company's Management Board Decision of 11 May 2015 to increase the equity capital (authorized equity capital), the Company's Management Board Decision of 6 May 2019 to increase the equity capital (authorized equity capital), the Decision on Amendments to the Articles of Incorporation adopted by the extraordinary General Assembly of the Company on 28 February 2020, the Company's Management Board Decision of 1 April 2020 to increase the equity capital (authorized equity capital), the Decision on Amendments to the Articles of Incorporation adopted by the extraordinary General Assembly of the Company on 22 December 2020, the Company's Management Board Decision of 12 April 2021 to increase the equity capital (authorized equity capital), the Company's Management Board Decision of 7 April 2022 to increase the equity capital (authorized equity capital), the Decision on Amendments to the Articles of Incorporation adopted by the extraordinary General Assembly of the Company on 31 March 2023 and the Decision of the Company's Management Board of 13 April 2023 on increase of the equity capital (authorized equity capital), Decision of the Company Management Board of 12 March 2024 on increase of the equity capital (authorized equity capital), and the Statutory decision on amendments to the Articles of Incorporation adopted by the regular General Assembly of the Company on 12 June 2024 and the Decision of the Company Management Board of 6 March 2025 on increase of the equity capital (authorized equity capital).

**ARTICLES OF INCORPORATION
JADRAN - GALENSKI LABORATORIJ d.d.
(Consolidated text)**

I/ INTRODUCTORY PROVISIONS

Article 1

(1) These Articles of Incorporation are the highest-ranking general act of the company of "JADRAN" - GALENSKI LABORATORIJ d.d. Rijeka.

(2) These Articles of Incorporation regulate fundamental rules regarding legal status and organization of the Company and rules on relations between the Company and its shareholders.

II/ COMPANY NAME

Article 2

(1) The Company conducts its activities under the name of: JADRAN – GALENSKI LABORATORIJ d.d.

(2) Shortened name of the company is: JGL d.d.

(3) Decisions on changes of the Company name or the shortened Company name shall be made by the Company's Management Board.

Article 3

(1) In its activities, the Company uses a stamp or seal containing Company name and registered seat.

(2) The Company has a trademark.

(3) Shape, size and manner of use and safekeeping of the stamp as well as the form of the trademark shall be laid down by the Company's Management Board.

Article 4

(1) The Company has registered trademark no. Z20031356A with the trademark registry of the State Intellectual Property Office as the figurative "JGL" trademark in green, gray and black.

III/ REGISTERED SEAT

Article 5

(1) Registered seat of the Company is in RIJEKA.

(2) Business address of the Company is RIJEKA, Svilno 20.

(3) Decisions on changes of the business address of the Company within the registered seat of the Company shall be made by the Management Board.

IV/ OBJECT OF BUSINESS

Article 6

- (1) The Company performs the following activities:
- 24.42 Production of pharmaceutical preparations
 - 24.41 Production of basic pharmaceutical raw materials
 - 24.66 Production of other chemical products (not specified elsewhere)
 - 24.63 Manufacture of essential oils
 - 24.51 Production of soap and detergents, cleaning and polishing substances
 - 24.52 Production of perfumes, toiletries and cosmetic preparations
 - 15.86 Processing of tea and coffee
 - 22.11 Book publishing
 - 51 Wholesale and trade mediation except trade of motor vehicles and motorcycles
 - 52.1 Retail trade in non-specialized shops
 - 52.32 Retail of medical preparations and orthopedic products
 - 52.33 Retail of cosmetics and toiletry products
 - 52.43 Retail sale of footwear and leather goods
 - 52.48 Other retail trade in specialized shops
 - 52.6 Retail trade outside shops
 - 60.24 Road transport of goods (cargo)
 - 63.12 Storage of goods
 - 63.40 Activities of other agencies in transport
 - 67.13 Ancillary activities in financial business activities (not specified elsewhere)
 - 73.10 Research and experimental development in natural, technical and technological sciences
 - 74.40 Promotion (advertising and propaganda)
 - * Manufacture of galenic preparations
 - * Purchase and processing of medicinal herbs
 - * Analytical tests for other legal persons
 - * Control and testing of medicinal substances, cosmetic substances and personal hygiene substances
 - * Representation of foreign persons in foreign trade of goods and services
 - * Sales of goods held in consignment storage and in duty-free shops
 - * International freight forwarding, storage and agency services in transport
 - * Manufacture and repair of wooden products
 - * Production, trade and use of hazardous chemicals
 - * Retail trade of medicinal products
 - * retail sale of medicinal products for which, when issuing a marketing authorization, dispensing outside pharmacies has been approved

- * Maritime and coastal transport of goods
- * Maritime and coastal transport of passengers
- * Monitoring of side-effects of medications at a medication producer's facility (pharmacovigilance at a medication producer's)
- * Make-up and manicure services
- * Buying and selling goods and/or providing services in trade for the purpose of making a profit or other economic effect in the domestic or foreign market
- * Retail sale of clothing
- * Retail sale of souvenirs
- * Museum activity.

(2) The Company may also perform other activities which for the purpose of performance of activities registered with the court registry if their scope is comparably small or if they are usually performed along with such an activity.

(3) Pursuant to a decision of the Company's Management Board, the Company may establish and/or acquire new enterprises, branches, points of sale and representative offices in the country and abroad in accordance with needs arising in the course of conduct of business.

Article 7

- (1) The Company may establish branches for performance of its activities.
- (2) The branches shall be established by means of decisions rendered by the Management Board.

V/ DURATION OF THE COMPANY

Article 8

- (1) The Company has been established for an indefinite period of time.
- (2) The Company shall be terminated in a manner laid down by these Articles of Incorporation and the law.

VI/ PUBLICATION

Article 9

- (1) The Company shall publish Company information and communiques in the Official Gazette of the Republic of Croatia.

(2) The Management Board may render a decision to publish Company information and communiques in public media as well.

VII/ COMPANY'S EQUITY CAPITAL

1. AMOUNT OF THE COMPANY'S EQUITY CAPITAL

Article 10

(1) Company's equity capital amounts to € 16,865,524.00 (sixteen million eight hundred sixty-five thousand and five hundred twenty-four euro).

(2) The Company's equity capital has been paid in full.

VIII/ COMPANY SHARES

Article 11

(1) The Company's equity capital has been divided in 1,297,348 (one million two hundred and ninety-seven thousand and three hundred and forty-eight) regular registered shares, each with the nominal value of € 13.00 (thirteen euro), bearing designation of JDGL-R.A in the registry of securities managed in dematerialized form by the Central Depository and Clearing Company.

(2) A part of the shares referred to in paragraph 1 of this Article, in the amount of 7,500 (seven thousand five hundred), have been issued as founder shares. Each founder share bears an indication of "A" series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(3) A part of shares referred to in paragraph 1 of this Article in the amount of 30,000 (thirty thousand) have been issued by means of a private issue through an increase of the equity capital using non-distributed profit of the Company and they bear an indication of "B" series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(4) A part of shares referred to in paragraph 1 of this Article in the amount of 9,220 (nine thousand two hundred and twenty) have been issued by means of a private issue through an increase of the equity capital (authorized equity capital) and they bear an indication of "C" series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(5) A part of shares referred to in paragraph 1 of this Article in the amount of 9,530 (nine thousand five hundred and thirty) have been issued by means of a private issue through an increase of the equity capital (authorized equity capital) and they bear an indication

of “C” series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(6) A part of shares referred to in paragraph 1 of this Article in the amount of 510 (five hundred and ten) have been issued by means of a private issue through an increase of the equity capital (authorized equity capital) and they bear an indication of “D” series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(7) A part of shares referred to in paragraph 1 of this Article in the amount of 1550 (one thousand five hundred and fifty) have been issued by means of a private issue through an increase of the equity capital (authorized equity capital) and they bear an indication of “D” series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(8) A part of shares referred to in paragraph 1 of this Article in the amount of 524,790 (five hundred twenty-four thousand seven hundred and ninety) have been issued by means of a private issue through an increase of the equity capital using Company profit generated in 2012 and they bear an indication of “E” series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(9) A part of the shares referred to in paragraph 1 of this Article, in the amount of 6440 (six thousand four hundred and forty), have been issued by means of a private issue through an increase of the equity capital (authorized equity capital) and they bear an indication of “D” series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(10) A part of shares referred to in paragraph 1 of this Article in the amount of 589,540 (five hundred eighty-nine thousand five hundred and forty) have been issued by means of a private issue through an increase of the equity capital using Company profit generated in 2013 and they bear an indication of “F” series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(11) A part of shares referred to in paragraph 1 of this Article in the amount of 5640 (five thousand six hundred and forty) have been issued by means of a private issue through an increase of the equity capital (authorized equity capital) and they bear an indication of “G” series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(12) A part of shares referred to in paragraph 1 of this Article in the amount of 7830 (seven thousand eight hundred and thirty) have been issued by means of a private issue through an increase of the equity capital (authorized equity capital) and they bear an indication of “H” series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(13) A part of shares referred to in paragraph 1 of this Article in the amount of 13050 (thirteen thousand and fifty) have been issued by means of a private issue through an increase of the equity capital (authorized equity capital) and they bear an indication of “I” series in the Registry

of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(14) A part of shares referred to in paragraph 1 of this Article in the amount of 14825 (fourteen thousand eight hundred and twenty-five) have been issued by means of a private issue through an increase of the equity capital (authorized equity capital) and they bear an indication of “J” series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(15) A part of shares referred to in paragraph 1 of this Article in the amount of 13330 (thirteen thousand three hundred and thirty) have been issued by means of a private issue through an increase of the equity capital (authorized equity capital) and they bear an indication of “K” series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(16) A part of shares referred to in paragraph 1 of this Article in the amount of 21270 (twenty-one thousand two hundred and seventy) have been issued by means of a private issue through an increase of the equity capital (authorized equity capital) and they bear an indication of “L” series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(17) A part of shares referred to in paragraph 1 of this Article in the amount of 21104 (twenty-one thousand and one hundred and four) have been issued by means of a private issue through an increase of the equity capital (authorized equity capital) and they bear an indication of “LJ” series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(18) A part of shares referred to in paragraph 1 of this Article in the amount of 21219 (twenty-one thousand and two hundred and nineteen) have been issued by means of a private issue through an increase of the equity capital (authorized equity capital) and they bear an indication of “M” series in the Registry of Shares managed for the Company as an auxiliary record by Codex Sortium d.o.o.

(19) Each further series of shares shall be marked by the following letter of the alphabet.

(20) The Company may issue registered shares, regular and preferred shares, as well as non-voting preferred shares in accordance with the law and provisions of these Articles of Incorporation.

Article 12

(1) The Company’s Management Board may increase the Company’s equity capital up to the total amount of € 3,912,270.22 (three million nine hundred and twelve thousand two hundred and seventy euro and twenty-two cents) within 5 (five) years following registration of the Articles of Incorporation with the court registry by issuing new shares by issuing new registered shares in a private issue against payment of an investment in cash.

(2) The Company’s Management Board is authorized to determined to establish the rights arising

from the shares and conditions of their issuing by deciding to issue new registered regular shares, with the nominal value of € 13.27 (thirteen euro and twenty-seven cents) each, the amount to be paid for them – which may not be lower than the accounting value of one share, provided that the shares must confer the same rights and rank as all existing Company shares with all restrictions regarding encumbrances as laid down in the Articles of Incorporation.

(3) The Company's Management Board may exclude the right of priority subscription of new shares increase the equity capital by means of the decision to increase the equity capital.

Article 12a

(1) The Company's Management Board may increase the Company's equity capital (authorised equity capital) up to the total amount of € 6,636,140.42 (six million six hundred and thirty-six thousand one hundred and forty euro and forty-two cents) within 5 (five) years following registration of the Amendments to the Articles of Incorporation adopted by the General Assembly of the Company on 28 February 2020 with the court registry by issuing new shares by issuing new registered shares in a private issue against payment of an investment in cash.

(2) The Company's Management Board is authorised to determined to establish the rights arising from the shares and conditions of their issuing by deciding to issue new registered regular shares, with the nominal value of € 13.00 (thirteen euro) each representing the amount aligned with the Decision of the General Assembly of the Company of 31 March 2023 on alignment of the equity capital and shares through a reduction of the equity capital in compliance with provisions of Article 21 of the Amendments to the Companies Act (Official Gazette No 114/2022), as the amount to be paid for them – which may not be lower than the accounting value of one share according to the most recent published consolidated financial statement of JGL d.d. provided that the shares must confer the same rights and rank as all existing Company shares with all restrictions regarding encumbrances as laid down in the Articles of Incorporation.

(3) The Company's Management Board may exclude the right of priority subscription of new shares increase the equity capital by means of the decision to increase the equity capital.

Article 12b

(1) The Company's Management Board may increase the Company's equity capital (authorized equity capital) up to the total amount of € 6,526,130.00 (six million five hundred and twenty-six thousand one hundred and thirty euro) within 5 (five) years following registration of the Amendments to the Articles of Incorporation adopted by the General Assembly of the Company on 12 June 2024 with the court registry by issuing new shares by issuing new registered shares in a private issue against payment of an investment in cash.

(2) The Company's Management Board is authorized to establish the rights arising from the shares and conditions of their issuing by deciding to issue new registered regular shares, with the nominal value of € 13.00 (thirteen euro) each, representing the amount aligned with the decision of the Company's General Assembly of 31 March 2023 on alignment of the equity capital and shares through a reduction of the equity capital in compliance with provisions of Article 21 of the Amendments to the Companies Act (Official Gazette No 114/2022), as the amount to be paid

for them – which may not be lower than the accounting value of one share according to the most recent published consolidated financial statement of JGL d.d. provided that the shares must confer the same rights and rank as all existing Company shares with all restrictions regarding encumbrances as laid down in the Articles of Incorporation.

(3) The Company's Management Board may exclude the right of priority subscription of new shares increase the equity capital by means of the decision to increase the equity capital.

Article 13

(1) Company shares are dematerialized securities which only exist in the form of an electronic record held on media of the Central Depository and Clearing Company.

(2) The Central Depository and Clearing Company maintains the shareholder registry.

(3) All entries in the shareholder registry maintained by the Central Depository and Clearing Company shall be effected pursuant to a corresponding decision of the Company's Management Board.

(4) The Company may continue to maintain the Shares Ledger as an auxiliary record maintained for the Company by Codex Sortium d.o.o.

Article 14

(1) Acquisition, change or termination of ownership and other rights concerning dematerialized securities shall be performed by means of appropriate data entries in electronic computer files of the Central Depository and Clearing Company in accordance with its Rules and instructions.

(2) Transfers of shares from old to new holders of shares, if the shares are transferred by means of legal transactions outside the stock exchange or another regulated securities market, shall be performed through a written contract signed by the parties participating in the transfer of shares and certified by a notary public.

Article 15

(1) Shareholders are required to notify the Central Depository and Clearing Company and the Company's Management Board about every change of personal data regarding ownership positions and other changes which are unrelated to trading on regulated securities market in a timely manner and the entry shall be performed in accordance with the Rules and instructions of the Central Depository and Clearing Company.

Article 16

(1) The Company shall deem Company shareholders only those persons who have registered a Company share in an account maintained with the Central Depository and Clearing Company.

Article 17

(1) The Company's Management Board is authorized to suspend registration of changes to accounts of securities maintained with the Central Depository and Clearing Company within 7 (seven) days preceding a meeting of the Company's General Assembly until the first business day after the meeting of the General Assembly.

(2) Duration of the suspension of the registration shall be determined by a decision of the Company's Management Board and this period must be specified in the announcement of the General Assembly.

(3) As regards requests for registration of information in a securities account maintained with the Central Depository and Clearing Company submitted in the period of suspension of registration, they shall be deemed lodged with the Company on the first business day following the General Assembly meeting.

Article 18

(1) Pledging and otherwise encumbering shares is only permitted on the basis of prior written consent of the Company's Management Board.

(2) The consent for pledging or otherwise encumbering the shares shall be given or denied by the Management Board in writing at the latest within 2 (two) months following submission of a request for the consent. If no decision is rendered within the above period regarding the consent, it shall be deemed that the consent was withheld.

Article 19

(1) The Company may obtain (acquire) own shares in accordance with provisions of the law.

IX/ MANAGEMENT OF THE COMPANY

Article 20

(1) Voting rights shall be enjoyed in accordance with nominal values of the shares.

(2) Preferred shares do not confer the right to vote at the Company's General Assembly unless it is otherwise provided by the decision on issuing of the shares.

X/ ORGANISATION OF BUSINESS

Article 21

(1) The basic organization structure and development strategy shall be determined by the Company's Management Board.

XI/ REPRESENTATION

Article 22

- (1) The Company is represented by the Chief Executive Officer and executive directors.
- (2) The Chief Executive Officer represents it jointly with another executive director.
- (3) An executive director represents it jointly with the Chief Executive Officer.
- (4) The executive directors may provide other persons with powers of attorney within the limits of their authority.
- (5) In the Rules of procedure concerning work of the executive directors, the Management Board shall specify which activities performed by the executive directors require consent of the Management Board.
- (6) In the course of management of business, the executive directors, the persons referred to in paragraph 4 of this Article and authorized signatories must comply with the restrictions laid down by the law, these Articles of Incorporation, decisions of the General Assembly and/or the Management Board and the Rules on work of the executive directors.

Article 23

- (1) The executive directors may appoint one or more persons as authorized signatories with prior consent of the Management Board.
- (2) Authorized signatories shall be appointed in writing.
- (3) Any person who is of legal age and fully competent to conduct business may be appointed an authorized signatory regardless of the duty he discharges and work he performs.
- (4) An authorized signatory may conclude contracts and perform all legal transactions on behalf and for the account of the Company and represent it in proceedings before administrative, judicial and other State bodies.
- (5) The authorized signatory represents the Company together with the Chief Executive Officer.
- (6) Without a special authorisation by the Management Board, the authorised signatory may not dispose of or encumber Company's real property or make representations or undertake legal transactions instituting bankruptcy proceedings or other proceedings leading to termination of the Company or conclude contracts with the Company on his/her own behalf and for account of other persons or on behalf of other persons and for account of those other persons. The authorized signatory may not authorize other persons to conclude transactions.
- (7) Appointment of an authorized signatory shall be terminated

- upon termination of the Company,
- upon revocation of the appointment,
- upon termination,
- upon death of the authorized signatory,
- if the authorized signatory becomes sole member of the Company,
- upon loss of legal capacity of the authorized signatory to conduct business,
- upon institution of bankruptcy proceedings against property of the authorized signatory or the Company,
- upon termination of the authorized signatory's employment if the appointment is related to the authorized signatory's employment,
- in other cases laid down by the law.

(8) Appointment of an authorized signatory may be revoked at any time regardless of the content of the contract or other legal transaction which is the basis of such an appointment. An appointment may be revoked by the executive directors with prior consent of the Management Board.

(9) Appointments and revocations of appointments of authorized signatories shall be recorded in the court registry.

XII/ BODIES OF THE COMPANY

Article 24

(1) Bodies of the Company are the Management Board and the General Assembly.

1. MANAGEMENT BOARD OF THE COMPANY

Article 25

(1) The Company's Management Board consists of up to seven (7) members who have the status of non-executive directors, except in cases where a member of the Management Board has been appointed an executive director or if he is an executive director appointed to the position of a member of the Management Board.

(2) Majority of Management Board members must be non-executive directors.

Article 26

- (1) The Company's Management Board
- Manages the Company
 - Determines entrepreneurial policy of the company (entrepreneurial priorities) and objectives pursued through its implementation
 - Determines the source of assets and their sources in order to achieve the objectives
 - Takes perpetual care to achieve and maintain balance of achievement of business objectives and to ensure required assets

- Gives instructions to executive directors regarding their course of action in pursuit of the business objectives using assets available for the purpose and determines preparedness to undertake measures required when things get out of control
- Looks after financial balance, sustainable development of the Company and business cost-effectiveness
- Adopts plans and decides on development pipeline
- Decides on Company borrowing
- Sets bases for performance of the object of business activities and determines business policy of the Company
- Supervises management of Company's business and looks after proper maintenance of business records
- Submits a written report on performed supervision to the Company's General Assembly
- Determines financial statements of the Company and consolidated financial statements of the Company
- Submits annual report and report on the state of the Company and the consolidated report on the state of the Company to the General Assembly
- Convenes the General Assembly when necessary for well-being of the Company
- Appoints a person to preside over the General Assembly
- Appoints and revokes the Company's executive directors
- Represents the Company towards the Company's executive directors
- Decides on establishment and termination of operation of other companies, institutions, branches and representative offices
- Adopts Rules of procedure of the Management Board
- Adopts Rules of procedure of the executive directors
- Appoints and relieves of duty all members of its committees (the audit committee etc.)
- Prepares drafts of decisions on appointment of Management Board members and Company's auditors
- Renders decisions and general acts unless that falls in the field of competence of another body of the Company under provisions of the law or these Articles of Incorporation
- Gives consent to decisions of executive directors when that is prescribed by the law or these Articles of Incorporation
- Amends provisions of the Articles of Incorporation pursuant to decisions of the Company's General Assembly in the extent of editorial changes
- Decides on disposal and encumbrance of Company's real property
- Decides on disposal and encumbrance of Company's enterprise or a significant portion thereof
- Decides on acquisition or disposal of stakes and/or shares in other companies
- Decides on increases or decreases of equity capital in daughter companies and appointment and revocation of members of their bodies
- Decides on acquisition or other disposal of founder rights in institutions and/or institutions where daughter-companies have founder rights
- Decides on conclusion of contracts on licensing and outlicensing
- Decides on acquisition and sale of brands
- Gives prior consent for appointment and revocation of authorized signatories or general attorney
- Decides on payment of an advance against dividend

- Performs other tasks entrusted to the Management Board by the law and these Articles of Incorporation.

Article 27

- (1) Any fully legally competent natural person may be elected a member of the Management Board.
- (2) A member of the Management Board may not be
- a person pursuing, independently or jointly with other persons, an activity whereby he/she competes with the Company,
 - a person who is a member of a competing company or its body or who is in such a company an authorized signatory and/or employee or a person who works for such a company on another basis,
 - a person who is disqualified from membership of the Management Board on the grounds prescribed by the law.

Article 28

- (1) Management Board members shall be elected by the General Assembly by majority of votes cast in a meeting of the Company's General Assembly, except one member of the Management Board who shall be appointed by Company employees in accordance with the procedure prescribed by the Employment Act.
- (2) The Management Board members elected by the General Assembly of the Company shall be, in principle, elected among the ranks of experts in the fields significant to operation of the Company.
- (3) The Management Board members elected by the Company's General Assembly do not have to be employed by the Company.
- (4) Shareholders who nominate a person for membership in the Management Board in the process of election of the Management Board members elected by the Company's General Assembly shall also submit a written declaration whereby the person nominated for the membership of the Management Board for the first time declares that he/she is prepared to perform the duty of a Management Board member and that there is no impediment for his/her appointment.
- (5) The Management Board member appointed as a representative of the employees must submit a declaration that he/she accepts the election and that there are no impediments for the appointment.

Article 29

- (1) Term of office of the Management Board members shall be five (5) years and they may be re-elected to the board.

(2) Unless the decision on election and/or appointment specifies otherwise, Management Board members terms shall commence on the day when the decision on appointment was rendered and/or when the declaration on appointment is effected – regardless of registration with the court register.

Article 30

- (1) Management Board members shall be proposed in the manner foreseen by the law.
- (2) Shareholders who have at their disposal at least one tenth of the equity capital also have the right to propose Management Board members if they do that in the manner prescribed by the law.
- (3) Parties authorized to submit the proposal are required to draw up a list containing all Management Board membership candidates who are standing for election. The General Assembly shall decide on the list as a whole. If multiple parties authorized to submit proposals submit multiple lists, the proposals shall be decided upon in the sequence of their submission to the General Assembly. Management Board members who received a majority of votes cast shall be deemed elected. If none of the lists receives the required majority of votes, the party authorized to submit proposals has the right to submit a new proposal to be decided upon by the General Assembly if that list contains at least two (2) new candidates who were not included in the list who failed to receive the required majority.
- (4) If no decision is rendered following the second round of voting, the Management Board membership candidates shall be determined again and the vote shall be repeated as set out in this Article.
- (5) The party authorized to submit a proposal shall also submit a written declaration whereby the person nominated for the position of a Management Board member for the first time declares that he/she is prepared to perform the duties of a Management Board member if elected.

Article 31

- (1) The General Assembly may revoke members or an individual member of the Management Board even before expiry of his/her the term.
- (2) The decision to revoke a member or members of the Management Board requires a majority of at least three quarters (3/4) of votes cast.
- (3) An appointed Management Board member may be recalled by the party who appointed the member and replace him with another person. If the prerequisites for appointment of a Management Board member laid down in these Articles of Incorporation are no longer met, the General Assembly may recall the appointed member by a simple majority of votes.

Article 32

- (1) The president and members of the Management Board may resign.

(2) Resignation is tended to the Company in writing and it shall be effective from the date it is tended unless otherwise arises from it. The resignation may be retracted only with consent of the General Assembly.

(3) Resignation of an appointed Management Board member may only be retracted with consent of the party who appointed the member.

(4) No decision of the General Assembly is required for termination of membership of the Management Board.

Article 33

(1) At the first meeting of the Management Board elected by the General Assembly, the members of the Management Board shall elect among themselves, upon proposal of at least one (1) member of the Management Board, the president of the Management Board and at least one deputy president.

(2) The Management Board may recall the appointed president and his deputy at any moment during the term.

(3) Persons who are also executive directors of the Company may not be elected the president or the first deputy president of the Management Board.

(4) The term of the president and the deputy president of the Management Board is identical to the term of the elected Management Board.

Article 34

(1) The Management Board shall render its decisions in meetings.

(2) Each member of the Management Board has one (1) vote.

(3) Decisions shall be rendered by means of majority of votes of those present at the meeting of the Management Board unless these Articles of Incorporation provide otherwise and the meeting may be held if it is attended by at least four (4) members of the Management Board.

(4) The Management Board may also render decisions without holding any meeting – within the framework of consultations among the members – if no Management Board member requests a meeting to be held. Such decisions must be verified at the first subsequent meeting of the Management Board.

(5) Manner and conditions for the meetings and decision-making at the meetings are regulated by the Rules of procedure of the Management Board.

Article 35

(1) The Management Board may appoint committees to prepare decisions rendered by the

Management Board and to supervise their implementation.

- (2) Competence for deciding on matters within the purview of the Management Board may not be transferred to the committees.

Article 36

(1) The Management Board shall establish the Audit Board consisting of the Management Board members and two members appointed by the Management Board including an appointed member who must be familiar with the field of accounting and/or auditing. If a person who performs the tasks of the internal audit has been appointed a member of the Audit Board, he/she shall not be entitled to vote on decisions.

(2) The Audit Board assists the Management Board in performance of the function of supervision of Company's operations – all in accordance with legislation regulating auditing. In its activities, the Audit Board is required to regularly report to the Management Board.

Article 37

(1) The Management Board members are entitled to consideration for their work in the Management Board consisting of a fixed monthly compensation whose amount shall be determined annually by means of a decision of the General Assembly.

(2) The stipulated fixed amount of the monthly compensation does not have to be the same for all Board members. The fixed amount of the monthly compensation depends on engagement of individual Management Board members and it may vary and it depends on engagement of the Management Board member (performance of permanent supervision in the Company, reporting to other members of the Management Board, committee work etc.).

(3) At its regular meetings, the Company's General Assembly may render a decision on special award to individual members of the Management Board in case of achievement of special results in operation and development of the Company.

(4) The Management Board members may also be granted the right to participate in the profit generated by the Company and the right to receive option shares in consideration for their work. The decision on participation in the profit and award of the stock options is rendered by the General Assembly.

(5) The right to the compensation shall be terminated immediately upon expiry of the Management Board member's term.

Article 38

(1) Consent of the Management Board is required for all contracts concluded by a member of the Management Board with the Company outside performance of tasks of a member of that board.

2. EXECUTIVE DIRECTORS OF THE COMPANY

Article 39

- (1) The Management Board appoints up to five (5) executive directors.
- (2) Among the ranks of the appointed executive directors, the Management Board appoints one Chief Executive Officer.
- (3) Unless otherwise specified in the decision on the appointment, the term of office of the executive directors and the Chief Executive Officer shall commence on the day when the decision on appointment has been rendered regardless of registration in the court registry.
- (4) The Management Board may also appoint deputies to the executive directors.

Article 40

- (1) The executive directors
 - represent the Company,
 - manage Company's operations at his/her own responsibility,
 - propose internal organization of the Company,
 - propose Company's strategy and business plans,
 - prepare decisions and general acts whose adoption falls within the competence of the General Assembly except the proposals for selection of the Management Board members, the president of the General Assembly and auditors,
 - convene the General Assembly with consent of the Management Board,
 - execute decisions of the General Assembly and the Management Board,
 - render acts and decisions in the field of business operation of the Company in accordance with regulations,
 - submit reports to the Management Board in accordance with the law,
 - draw up financial statements which they submit to the Management Board to be adopted,
 - submit a proposal for distribution of profit to the Management Board,
 - perform other tasks in accordance with the law, other regulations, decisions of the Management Board and the Articles of Incorporation.

Article 41

- (1) Any fully legally competent natural person who complies with conditions set out in Article 27 of the Articles of Incorporation and the following requirements may be an executive director:
 - level of education – 7th degree (university masters degree),
 - working experience – at least 5 years of working experience,
 - possession of organizational and managerial skills,
 - command of a foreign language (spoken and written).

Article 42

- (1) The executive directors may be appointed as members of the Management Board.
- (2) The executive directors who are not appointed members of the Management Board must comply with the requirements set out in Article 239 paragraph 2 of the Trading Companies Act.

Article 43

- (1) The executive directors shall manage operations jointly only. If votes are tied in decision-making, the Chief Executive Officer's vote shall be decisive.
- (2) Rules of procedure concerning work of the executive directors shall be adopted by the Management Board.

Article 44

- (1) The executive directors and deputy executive directors shall be appointed for a period of up to five (5) years with the possibility of re-appointment.
- (2) Duration of the term of the executive directors and deputy executive directors shall be determined by means of a decision of the Management Board.
- (3) The Management Board may revoke appointment of executive directors at any time. That shall not affect the contract concluded by the executive directors and the Company.

Article 44

- (1) The executive director must conduct Company's business with diligence of a reasonable entrepreneur and maintain Company's trade secrets confidential.

3. GENERAL ASSEMBLY OF THE COMPANY

Article 45

- (1) Shareholders shall enforce their rights regarding the Company at the General Assembly.
- (2) Members of the Management Board and the executive directors must participate in work of the General Assembly even if they are not shareholders.

Article 46

- (1) General Assembly of the Company:
- adopts the Articles of Incorporation and decides on its amendments,
 - adopts Rules of procedure of the Company's General Assembly,
 - elects and recalls the Management Board members except the employees' representative,
 - decides on use of profits,

- decides on ratification of the acts of the Management Board and the executive directors,
- decides on appointment of auditors and special auditors,
- decides on increases and decreases of equity capital,
- decides on changes of the Company's status,
- decides on termination of the Company,
- decides on all other issues pursuant to the law and the Articles of Incorporation.

Article 47

- (1) The Company's General Assembly meets at least once a year (regular General Assembly).
- (2) The regular General Assembly shall be convened upon completion of the business year, taking into account time-limits foreseen by regulations of the Republic of Croatia for adoption of financial statements.
- (3) An extraordinary General Assembly shall be held at any time when so required by interests of the Company.
- (4) The General Assembly shall be held in the registered seat of the Company unless the Company's executive directors decide otherwise for an individual case.

Article 48

- (1) The General Assembly shall be convened by the executive directors in compliance with the Article of Incorporation and the law.
- (2) The Management Board is authorized to convene the General Assembly and it is required to convene it when so required by the Company's interests.
- (3) The General Assembly must be convened if that is requested in writing by shareholders who jointly have shares in the amount of the twentieth part of the Company's equity capital and if they specify the purpose and reason to convene it.

Article 49

- (1) Invitation to the General Assembly must be made at least 30 (thirty) days before it is held and the invitation must be published in the Official Gazette. Agenda may be expanded within a period up to ten (10) days following publication of the invitation.

Article 50

- (1) Shareholders who simultaneously meet all the following prerequisites may participate in the General Assembly of the Company:
 - a) shareholders who have registered shares if they are registered with the registry of the Central Depository and Clearing Company ten days before the General Assembly is held,
 - b) shareholders under (a) if they have notified in writing, at least 6 (six) days before the General

Assembly is held, the Company of their intention to participate in the General Assembly

Article 51

- (1) At the General Assembly, the shareholders may be represented by persons who have a valid authorization to represent them.
- (2) A person shall be deemed authorized to represent a legal person shareholder if the person is authorized by the law or a general act of the legal person.
- (3) Shareholders may also be represented at the General Assembly by attorneys on the basis of a valid written power of attorney issued by the shareholder and if the shareholder is a legal person, the person authorized to represent it is. [sic!] The signature affixed to the power of attorney does not have to be certified.
- (4) The written power of attorney must contain:
 - a. indication of the shareholder issuing the power of attorney and the person to whom the power of attorney is provided,
 - b. total nominal value of shares and number of votes at the shareholder's disposal or an indication that the power of attorney pertains to all shares and applicable votes in accordance with the entry in the registry maintained with the Central Depository and Clearing Company,
 - c. authorization to the attorney to act and vote on behalf of the shareholder at the Company's General Assembly.
- (5) In addition to the power of attorney issued by the person authorized to represent a shareholder who is a legal person, an extract from the registry should be enclosed to demonstrate the authority for representation by the person issuing the power of attorney on behalf of the shareholder.
- (6) The extract from the registry demonstrating which person is authorized to represent the legal person shall only be enclosed on the occasion of the first General Assembly where the attorney is representing the shareholder unless there is a subsequent change of the person authorized to represent the shareholder.
- (7) Before commencement of the General Assembly, the representative is required to produce a valid power of attorney within the meaning of this Article and it shall remain deposited with the Company.

Article 52

- (1) The General Assembly can render valid decisions if shareholders, or their authorized attorneys, having one third of all votes at the General Assembly are participating in its work unless the law or these Articles of Incorporation provide otherwise for individual cases.
- (2) If quorum, within the meaning of provisions of paragraph 1 of this Article, does not exist sixty (60) minutes after the time indicated in the invitation as the start of work of the General

Assembly, the General Assembly may be held if the present shareholders and/or their authorized attorneys have shares whose nominal value exceeds twenty percent (20%) of the nominal amount of the Company's equity capital. In such circumstances, the General Assembly may only decide on matters which do not require qualified majority.

(3) If the quorum set out in paragraph 2 of this Article does not exist upon expiry of the time specified in the same paragraph and/or if a decision ought to be rendered which requires the qualified majority under the law or these Articles of Incorporation, the president of the General Assembly shall postpone the meeting and a new meeting with the same agenda shall be held on the day determined at the time of convening of each General Assembly by the one convening it, but it must be held within the period which must not be shorter than fifteen (15) or longer than thirty (30) days after the date of the previously convened General Assembly. The new General Meeting shall be held irrespective of the number of shareholders present or the value of their shares, and decisions shall be taken by a majority of votes cast at the General Meeting, including those decisions for which a qualified majority is required.

Article 53

(1) The General Assembly shall be presided over by the president of the General Assembly who shall be determined by the Management Board for each meeting of the General Assembly before commencement of its work by choosing one of its members or one of Company shareholders.

(2) The president of the General Assembly:

a) presides over General Assembly meetings and determines the sequence of discussions concerning individual items of agenda, decides on the sequence of voting on individual proposals, on method of voting on individual decisions, as well as all other procedural matters which are not regulated by the law or these Articles of Incorporation,

b) signs minutes and decisions of the General Assembly,

c) communicates with other bodies of the Company and third parties in the name of the General Assembly when that is foreseen by the law and these Articles of Incorporation,

d) performs other tasks placed within his/her scope of competence by the law and these Articles of Incorporation.

(3) Before moving on to the agenda, the president of the General Assembly or a person managing work of the General Assembly shall determine if the shareholders' authorized attorneys have valid powers of attorney within the meaning of provisions of these Articles of Incorporation and if the quorum is present at the General Assembly.

Article 54

(1) At the General Assembly, decisions are adopted by majority of votes cast (simple majority).

(2) The decisions are adopted by qualified majority (three quarters) of the equity capital represented at the General Assembly at the time when the decision is adopted if that is specifically prescribed by the law and the Company's Articles of Incorporation.

(3) The following decisions are adopted by the qualified majority:

- decision on increases and decreases of equity capital,
- decision on changes of the status,
- decision on termination of the Company,
- decision on adopting or amending the Articles of Incorporation,
- decision on adopting or amending the Rules of procedure of the General Assembly.

Article 55

(1) Voting at the General Assembly shall be by an open ballot system unless the General Assembly decides otherwise by means of majority of votes cast for an individual case.

Article 56

(1) Each shareholder shall bear the costs incurred by participation in meetings of the General Assembly and the Company shall bear the costs of preparation and holding of the General Assembly.

XIII/ BUSINESS RECORDS AND PROFIT

1. BUSINESS RECORDS

Article 57

(1) The Management Board is required to ensure maintenance of business records in compliance with the law.

(2) The Company is required to keep the business documentation in the legally prescribed manner.

(3) The Company's executive directors shall draw up financial statements and the report on the course of business and position of the Company on the basis of the business records and they shall submit them to the Management Board of the Company together with a proposal for distribution of profit by the end of the first quarter of the current year at the latest.

(4) Annual financial statements, Management Board's report on position of the Company and proposal of the Company's Management Board regarding distribution of the profit shall be made available for inspection to the shareholders in the Company's registered seat within 10 (ten) days following announcement of convening of the General Assembly.

2. PROFIT AND DIVIDEND

Article 58

- (1) Profit of the Company for each business year shall be determined in the manner prescribed by the law. The calendar year shall be deemed a business year.
- (2) The Company's Management Board is authorized to pay an advance against the dividend to shareholder from the foreseeable part of the net profit in the course of the business year.
- (3) The Company shall bear the cost of payment of the dividend in the domestic currency of the Republic of Croatia.

Article 59

- (1) The General Assembly of the Company and the Management Board are authorized to distribute the amount of profit from the current year to other reserves if they have jointly established the income statement before it is submitted to the General Assembly.
- (2) The General Assembly may distribute even more than one half of the profit generated in the current year to other reserves upon proposal of the Company's Management Board which had established the income statement before it is submitted to the General Assembly.
- (3) The General Assembly is authorized to decide to use the profit for other purposes as well and not to distribute it to the shareholders.

Article 60

- (1) Distribution of profit generated by the Company is determined per share and not in terms of proportion of the nominal amounts of the shares.

XIV/ TRADE SECRET

Article 61

- (1) Those documents and data related to operation of the Company or work of employees whose disclosure to unauthorized persons would be contrary to interests of the Company are determined to be trade secret.
- (2) The following shall especially be deemed a trade secret: documents and data on method of conduct in commercial affairs and relations, relationships with business partners and users of services provided by the Company, as well as the amount of pay to individual employees.
- (3) Documents and data declared trade secret by the Company's Management Board or disclosed to the Company by a body as confidential, offers and tender procedure applications until publication of results of the tender procedure, and technical and technological documentation concerning technological know-how are deemed trade secret.

Article 62

(1) Shareholders, members of the Company bodies and Company employees who learn of contents of documents or data which are deemed trade secret of the Company are required to maintain confidentiality of the Company's trade secret. Every violation of the above duty gives rise to liability of those persons for the damage incurred by the Company due to disclosure of the trade secret.

(2) The obligation of maintenance of confidentiality of trade secrets shall not cease even after the above persons no longer have the status which gave rise to their responsibility for maintenance of confidentiality of the Company's trade secrets.

(3) The Company's Management Board shall execute a special act to determine which information is to be deemed a trade secret, method of protection of the trade secrets and other circumstances significant for protection of confidentiality of information in the Company.

XV/ TRANSITIONAL AND FINAL PROVISIONS

Article 63

(1) These Articles of Incorporation shall come into effect on the day they are recorded in the court registry which may not be effected before 30 December 2014.

(2) The Company's Articles of Incorporation of 26 October 1995 with all subsequent amendments shall be repealed on the day when these Articles of Incorporation take effect.

(3) A proposal for election of Management Board members in the alignment period shall be submitted by the Supervisory Board of the Company. The Management Board must meet by no later than 30 November 2014 and elect the president of the Management Board, the deputy president of the Management Board and select the executive directors.

(4) The term of the Management Board members shall commence on the date of registration of these Articles of Incorporation with the court registry except for the authority to establish the Company's Management Board and render the decision on appointment of the executive directors.

(5) On the day when these Articles of Incorporation come into force, the Supervisory Board of the Company shall cease to exist as well as the function of the member of the management - Company director as elected in accordance with the Articles of Incorporation of the Company in effect until this point.

Article 64

(1) Other general acts of the Company rendered before these Articles of Incorporation came into effect shall be applied to the extent in which they are not contrary to the provisions of these Articles of Incorporation until new acts are adopted.

(2) For the purpose of interpretation and implementation of such general acts, it shall be deemed that authorizations and/or obligations conferred by means of such acts to the Supervisory Board or the member of the management - Company director are placed in the scope of competence of the Company's Management Board unless competence of another body of the Company arises from distribution of competence determined by the law or these Articles of Incorporation.

(3) The competent bodies of the Company shall align the existing general acts with provisions of these Articles of Incorporation within six months following the date when these Articles of Incorporation come into force.

Article 65

(1) The text of the Articles of Incorporation validly adopted at the General Assembly of the Company and signed by the president of the General Assembly, and whose all pages were initialled by the president of the General Assembly shall be deemed the original of the Articles of Incorporation.

(2) The original of the Articles of Incorporation and its amendments shall be kept bound in a special book.

Article 66

(1) The Management Board of the Company is responsible for safekeeping of the Articles of Incorporation and it is required to allow, upon a request, any shareholder to inspect the Articles of Incorporation or to provide the shareholder a transcript or a copy of the Articles of Incorporation at its expense.

Article 67

(1) By signing the Articles of Incorporation, the president of the General Assembly of the Company certifies that the Articles of Incorporation have been adopted following the prescribed procedure and that they have been adopted with the wording he has signed. The same applies to amendments to the Articles of Incorporation.

(2) It is deemed that every holder of Company shares has accepted the provisions of these Articles of Incorporation in full.

PRESIDENT OF THE BOARD OF DIRECTORS
EVA USMIANI CAPOBIANCO, mr.spec.
/signature: Usmiani Capobianco/
/stamp: 10 JGL d.d. Svilno 20 Rijeka/

Attestation No 146/2025, 27 MAY 2025, p. 29/29

/stamp: Republic of Croatia, Notary Public,
Gordana Legović, Rijeka, 2/

I, Tomislav Bleiziffer, M English lang/lit, court interpreter for English, as appointed by the Decision of the Ministry of Justice and Public Administration of the Republic of Croatia, CLASS: UP/I-710-02/23-01/461, REF. NO. 514-03-03-03/01-23-07 of 3 October 2023, hereby certify that the above translation is a faithful and complete translation of the original document written in the Croatian language.

Požega, 27 May 2025; Attestation number: 146/2025

The translation consists of a total of 29 (twenty-nine) pages.

A faint circular notary stamp is visible in the bottom right corner, containing the text "REPUBLIKA HRVATSKA" and "NOTAR". Below the stamp is a handwritten signature in blue ink.



REPUBLIKA HRVATSKA

JAVNI BILJEŽNIK

Gordana Legović

Rijeka, Rudolfa Strohala 3

Poslovni br. OU-189/2025

Rijeka, 08.svibnja 2025. g. (osmi svibnja dvijetisućdvadeset pete) godine

Ja, javni bilježnik Gordana Legović iz Rijeke, Rudolfa Strohala 3, za društvo **JADRAN – GALENSKI LABORATORIJ d.d.**, Rijeka, Svilno 20, upisano u sudski registar Trgovačkog suda u Rijeci pod MBS 040004561, OIB: 20950636972, nakon što sam izvršila uvid u : -----

- STATUT JADRAN – GALENSKI LABORATORIJ d.d., Rijeka – pročišćeni tekst od lipnja 2024. (dvijetisućdvadesetčetvrti) s potvrdom javnog bilježnika Gordane Legović iz Rijeke izdana pod poslovnim brojem OU-365/24 od 26. lipnja 2024.g. (dvadesetšestilipnja dvijetisuće dvadesetčetvrti)godine,-----
- Odluku Upravnog odbora od 15.travnja 2025.g. (petnaesti travnja dvijetisuće dvadeset pete) godine kojom utvrđeno da će Upravni odbor izraditi pročišćeni tekst Statuta usklađujući ga s Odlukom o povećanju temeljnog kapitala (odobreni temeljni kapital) od 06. ožujka 2025. g.(treći ožujka dvijetisućdvadeset pete)-----

po zahtjevu g.EVE USMIANI CAPOBIANCO,OIB:35389104198, Rijeka, Korzo 38, osobno poznata javnom bilježniku, u svojstvu predsjednika Upravnog odbora trgovačkog društva JADRAN – GALENSKI LABORATORIJ d.d. da javni bilježnik izda potvrdu pročišćenog teksta Statuta društva, izdajem u skladu s odredbama Zakona o trgovačkim društvima, slijedeću:-----

P O T V R D U

kojom potvrđujem:-----

- da neizmijenjene odredbe Statuta JADRAN – GALENSKI LABORATORIJ d.d., Rijeka – pročišćeni tekst od lipnja 2024.g.(dvijetisućdvadesetčetvrti) s potvrdom javnog bilježnika Gordane Legović iz Rijeke izdana. pod poslovnim OU-365/24 od 26. lipnja 2024.g. (dvadeset šestilipnja dvijetisuće dvadesetčetvrti)godine,-----
- zajedno s pročišćenim tekstom Statuta donesenim prema Odluci Upravnog odbora društva od 15. travnja 2025.g. (petnaestitravnjadvijetisućdvadesetpete) na kojoj je ovjeren potpis Predsjednika upravnog odbora u ovom uredu pod poslovnim brojem Ov-1623/25, usklađenoj s Odlukom o povećanju temeljnog kapitala (odobreni temeljni kapital) od 06. ožujka 2025. g.(šestiožujkadvijetisućdvadesetpete) na kojoj je ovjeren potpis Predsjednika upravnog odbora u ovom uredu pod poslovnim brojem Ov-1622/25 .-----
- u potpunosti odgovaraju pročišćenom tekstu STATUTA JADRAN– GALENSKI LABORATORIJ d.d. od travnja 2025.g. (dvijetisućdvadesetpete), koji se prilaže uz ovu Potvrdu.-----

Ova Potvrda sastavljena je u 5 (pet) istovjetnih primjerka od kojih je stranci izdano četiri primjerka, jedan je dostavljen nadležnom Trgovačkom sudu, a jedan se čuva u javnobilježničkom arhivi.-----

Javnobilježnička pristojba naplaćena je po Tbr. 11/7. ZJP (NN 72/94, 74/95, 87/96, 112/12, 110/15, 10/23) u iznosu od 19,91 euro .-----

Javnobilježnička nagrada plaćena je po PPJT(NN 38/94, 82/94, 52/95, 97/01, 115/12, 120/15, 64/19, 17/23, 139/24) čl. 26. u iznosu od 200,00 eura, sve uvećano za PDV 20% .-----



Javni bilježnik
GORDANA LEGOVIĆ

S T A T U T

**JADRAN - GALENSKI LABORATORIJ dd
RIJEKA**

(pročišćeni tekst)

Rijeka, travanj 2025.g.

Temeljem Odluke redovne glavne skupštine Društva JADRAN - GALENSKI LABORATORIJ d.d. iz Rijeke (u daljnjem tekstu: Društvo) od 12.lipnja 2024.g., na kojoj je usvojena Statutarna odluka o izmjenama i dopunama Statuta JADRAN - GALENSKOG LABORATORIJA d.d. , u skladu sa člankom 301 stavak 1 Zakona o trgovačkim društvima (Narodne novine broj 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 111/12, 68/13, 110/15 , 40/19 , 34/22, 114/22, 18/23 , 130/23 i 136/24) i Odlukom Upravnog odbora Društva od 06.ožujka 2025.g. o povećanju temeljnog kapitala društva (odobreni temeljni kapital), UPRAVNI ODBOR JADRAN - GALENSKOG LABORATORIJA d.d. je dana 15.travnja 2025.g. izradio ovaj pročišćeni tekst Statuta, usklađujući tekst Statuta sa Odlukom Upravnog odbora društva o povećanju temeljnog kapitala (odobreni temeljni kapital), temeljem članka 301 stavak 1 a u svezi s člankom 323 stavak 1 Zakona o trgovačkim društvima.

Pročišćeni tekst Statuta Društva kojeg je izradio Upravni odbor Društva dana 25.travnja 2022.g. obuhvaća tekst Statuta Društva kojeg je usvojila skupština Društva na sjednici održanoj u Rijeci 24.lipnja 2014.g. , Odluku Upravnog odbora Društva od 11.svibnja 2015.g. o povećanju temeljnog kapitala (odobreni temeljni kapital), Odluku Upravnog odbora Društva od 06.svibnja 2019.g. o povećanju temeljnog kapitala (odobreni temeljni kapital), Statutarnu odluku o izmjenama i dopunama Statuta koju je usvojila izvanredna glavna skupština Društva dana 28.veljače 2020.g., Odluku Upravnog odbora Društva od 01.travnja 2020.g. o povećanju temeljnog kapitala (odobreni temeljni kapital), Statutarnu odluku o izmjenama i dopunama Statuta koju je usvojila izvanredna skupština društva dana 22.prosinca 2020.g. , Odluku Upravnog odbora Društva od 12.travnja 2021.g. o povećanju temeljnog kapitala (odobreni temeljni kapital) , Odluku Upravnog odbora Društva od 07.travnja 2022.g. o povećanju temeljnog kapitala (odobreni temeljni kapital), i Statutarnu odluku o izmjenama i dopunama Statuta koju je usvojila izvanredna skupština društva dana 31.ožujka 2023.g., Odluku Upravnog odbora Društva od 13.travnja 2023.g. o povećanju temeljnog kapitala (odobreni temeljni kapital), Odluku Upravnog odbora Društva od 12.ožujka 2024.g. o povećanju temeljnog kapitala (odobreni temeljni kapital) , Statutarnu odluku o izmjenama i dopunama Statuta koju je usvojila redovna glavna skupština Društva dana 12.lipnja 2024.g. i Odluku Upravnog odbora Društva od 06.ožujka 2025.g. o povećanju temeljnog kapitala (odobreni temeljni kapital).

STATUT
JADRAN - GALENSKI LABORATORIJ d.d.
(pročišćeni tekst)

I/ Uvodna odredba

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Članak 1.

- (1) Ovaj statut je najviši opći akt društva JADRAN - GALENSKI LABORATORIJ d.d. Rijeka.
- (2) Ovim statutom uređuju se temeljna pravila u pogledu pravnog statusa i ustrojstva Društva, te pravila o međusobnim odnosima dioničara i Društva.

II/ TVRTKA

Članak 2.

- (1) Društvo posluje pod tvrtkom JADRAN - GALENSKI LABORATORIJ d.d.
- (2) Skraćena naznaka tvrtke glasi: JGL d.d.
- (3) Odluku o promjeni tvrtke odnosno skraćene tvrtke donosi Upravni odbor Društva.

Članak 3.

- (1) Društvo u svom poslovanju upotrebljava pečat ili žig koji sadrže naziv i sjedište Društva.
- (2) Društvo ima zaštitni znak.
- (3) Oblik, veličinu i način upotrebe i čuvanja pečata, te oblik zaštitnog znaka propisuje Upravni odbor Društva.

Članak 4.

- (1) Društvo je registriralo žig br.Z20031356A u registru žigova Državnog zavoda za intelektualno vlasništvo i to kao znak "JGL" u figurativnom obliku u boji : zelena, siva , crna.

III/ SJEDIŠTE

Članak 5.

- (1) Sjedište Društva je u RIJECI.
- (2) Poslovna adresa Društva je RIJEKA, Svilno 20.

(3) Odluku o promjeni poslovne adrese Društva u registriranom sjedištu Društva donosi Upravni odbor.

IV/ PREDMET POSLOVANJA

Članak 6.

- (1) Društvo obavlja sljedeće djelatnosti:
- 24.42 Proizvodnja farmaceutskih preparata
 - 24.41 Proizvodnja osnovnih farmaceutskih sirovina
 - 24.66 Proizvodnja ostalih kemijskih proizvoda, d.n.
 - 24.63 Proizvodnja eteričnih ulja
 - 24.51 Proizvodnja sapuna i deterdženata, sredstava za čišćenje i poliranje
 - 24.52 Proizvodnja parfema i toaletno - kozmetičkih preparata
 - 15.86 Prerada čaja i kave
 - 22.11 Izdavanje knjiga
 - 51 Trgovina na veliko i posredovanje u trgovini, osim trgovine motornim vozilima i motociklima
 - 52.1 Trgovina na malo u nespecijaliziranim prodavaonicama
 - 52.32 Trgovina na malo medicinskim preparatima i ortopedskim proizvodima
 - 52.33 Trgovina na malo kozmetičkim i toaletnim proizvodima
 - 52.43 Trgovina na malo obućom i kožnim proizvodima
 - 52.48 Ostala trgovina na malo u specijaliziranim prodavaonicama
 - 52.6 Trgovina na malo izvan prodavaonica
 - 60.24 Prijevoz robe (tereta) cestom
 - 63.12 Skladištenje robe
 - 63.40 Djelatnost ostalih agencija u prometu
 - 67.13 Pomoćne djelatnosti u financijskom posredovanju, d.n.
 - 73.10 Istraživanje i eksperimentalni razvoj u prirodnim, tehničkim i tehnološkim znanostima
 - 74.40 Promidžba (reklama i propaganda)
 - * Izrada galenskih pripravaka
 - * Otkup i prerada ljekovitog bilja
 - * Analitička ispitivanja za druge pravne osobe
 - * Kontrola i ispitivanje ljekovitih sredstava, kozmetičkih sredstava i sredstava za održavanje osobne higijene
 - * Zastupanje stranih osoba u vanjskotrgovinskom prometu robe i usluga
 - * Prodaja strane robe s konsignacijskog skladišta i slobodnih carinskih prodavaonica
 - * Međunarodno otpremništvo, skladištenje i agencijske usluge u transportu
 - * Izrada i popravak drvenih proizvoda
 - * Proizvodnja, promet i korištenje opasnih kemikalija
 - * Promet medicinskih proizvoda na malo
 - * Promet na malo lijekovima za koje je prilikom izdavanja odobrenja za stavljanje u promet odobreno izdavanje izvan ljekarni

- * Pomorski i obalni prijevoz robe
- * Pomorski i obalni prijevoz putnika
- * Praćenje nus pojava lijekova kod proizvođača lijekova (farmakovigilancija kod proizvođača lijekova)
- * Usluge šminkanja i manikure
- * Kupnja i prodaja robe i /ili pružanje usluga u trgovini u svrhu ostvarivanja dobiti ili drugog gospodarskog učinka na domaćem i inozemnom tržištu
- * Trgovina na malo odjećom
- * Trgovina na malo suvenirima
- * Djelatnost muzeja.

(2) Društvo može bez upisa u sudski registar obavljati i druge djelatnosti koje služe obavljanju djelatnosti koje su upisane u sudski registar, ako se one u manjem opsegu ili uobičajeno obavljaju uz tu djelatnost.

(3) Na temelju odluke Uprave Društva, Društvo može utemeljivati odnosno steći nova poduzeća, podružnice, prodajna mjesta i predstavništva u zemlji i inozemstvu, prema potrebama koje se za to ukažu tijekom poslovanja.

Članak 7.

- (1) Društvo može imati podružnice u kojima obavlja svoju djelatnost.
- (2) Podružnica se osniva odlukom koju donosi Upravni odbor.

V/ TRAJANJE DRUŠTVA

Članak 8.

- (1) Društvo je osnovano na neograničeno vrijeme.
- (2) Društvo prestaje na jedan od načina utvrđenih ovim statutom i zakonom.

VI/ OBJAVLJIVANJE

Članak 9.

- (1) Društvo će objavu podataka i priopćenja Društva obavljati putem "Narodnih novina" Republike Hrvatske.

(2) Upravni odbor Društva može donijeti odluku da se i u sredstvima javnog priopćavanja objave podatci i priopćenja Društva .

VII/ TEMELJNI KAPITAL DRUŠTVA

1. SVOTA TEMELJNOG KAPITALA DRUŠTVA

Članak 10.

(1) Temeljni kapital društva iznosi 16.865.524,00 (šesnaestmilijunaosamstošezdesetpettisuća petstodvadesetičetiri) EUR-a.

(2) Temeljni kapital Društva u cjelosti je uplaćen.

VIII/ DIONICE DRUŠTVA

Članak 11.

(1) Temeljni kapital Društva podjeljen je na 1.297.348 (jedanmilijundvjestodevedesetsedam tisućatristočetrestiosam) redovnih dionica na ime, svaka u nominalnoj vrijednosti od 13,00 (trinaest) EUR-a, koja u registru vrijednosnih papira koju u nematerijaliziranom obliku vodi Središnje klirinško depozitarno društvo ima oznaku JDGL-R.A.

(2) Dio dionica iz stavka 1 ovog članka u iznosu od 7.500 (sedamtisućapetsto) izdane su kao osnivačke dionice. Svaka osnivačka dionica ima oznaku serije "A" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(3) Dio dionica iz stavka 1 ovog članka u iznosu od 30.000 (tridesettisuća) izdane su privatnim izdanjem povećanjem temeljnog kapitala iz nerasporedene dobiti Društva i imaju oznaku serije "B" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(4) Dio dionica iz stavka 1 ovog članka u iznosu od 9.220 (devettisućadvjestodvadeset) izdane su privatnim izdanjem povećanjem temeljnog kapitala (odobreni temeljni kapital) i imaju oznaku serije "C" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(5) Dio dionica iz stavka 1 ovog članka u iznosu od 9.530 (devettisućapetstotridest) izdane su privatnim izdanjem povećanjem temeljnog kapitala (odobreni temeljni kapital) i imaju oznaku

pćavanja

serije "C" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(6) Dio dionica iz stavka 1 ovog članka u iznosu od 510 (petstodeset) izdane su privatnim izdanjem povećanjem temeljnog kapitala (odobreni temeljni kapital) i imaju oznaku serije "D" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(7) Dio dionica iz stavka 1 ovog članka u iznosu od 1550 (tiosućupetstopedeset) izdane su privatnim izdanjem povećanjem temeljnog kapitala (odobreni temeljni kapital) i imaju oznaku serije "D" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

ća

(8) Dio dionica iz stavka 1 ovog članka u iznosu od 524.790 (petstodvadesetičetiritisućesedamsto devedeset) izdane su privatnim izdanjem povećanjem temeljnog kapitala iz dobiti Društva ostvarene u 2012.g. i imaju oznaku serije "E" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(9) Dio dionica iz stavka 1 ovog članka u iznosu od 6440 (šesttisućačetiristočetdeset) izdane su privatnim izdanjem povećanjem temeljnog kapitala (odobreni temeljni kapital) i imaju oznaku serije "D" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(10) Dio dionica iz stavka 1 ovog članka u iznosu od 589.540 (petstoosamdesetidevettisućapetstočetdeset) izdane su privatnim izdanjem povećanjem temeljnog kapitala iz dobiti Društva ostvarene u 2013.g. i imaju oznaku serije "F" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(11) Dio dionica iz stavka 1 ovog članka u iznosu od 5640 (pettisućašestočetdeset) izdane su privatnim izdanjem povećanjem temeljnog kapitala (odobreni temeljni kapital) i imaju oznaku serije "G" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(12) Dio dionica iz stavka 1 ovog članka u iznosu od 7830 (sedamtisućaosamstotrideset) izdane su privatnim izdanjem povećanjem temeljnog kapitala (odobreni temeljni kapital) i imaju oznaku serije "H" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(13) Dio dionica iz stavka 1 ovog članka u iznosu od 13050 (trinaesttisućapedeset) izdane su privatnim izdanjem povećanjem temeljnog kapitala (odobreni temeljni kapital) i imaju oznaku serije "I" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(14) Dio dionica iz stavka 1 ovog članka u iznosu od 14825 (četnaesttisućaosamstodvadesetipet) izdane su privatnim izdanjem povećanjem temeljnog kapitala (odobreni temeljni kapital) i imaju oznaku serije "J" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex

Sortium d.o.o.

(15) Dio dionica iz stavka 1 ovog članka u iznosu od 13330 (trinaestisućatristrotrideset) izdane su privatnim izdanjem povećanjem temeljnog kapitala (odobreni temeljni kapital) i imaju oznaku serije "K" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(16) Dio dionica iz stavka 1 ovog članka u iznosu od 21270 (dvadesetijednatisućadvjestosedam deset) izdane su privatnim izdanjem povećanjem temeljnog kapitala (odobreni temeljni kapital) i imaju oznaku serije "L" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(17) Dio dionica iz stavka 1 ovog članka u iznosu od 21104 (dvadesetijednatisućastočetiri) izdane su privatnim izdanjem povećanjem temeljnog kapitala (odobreni temeljni kapital) i imaju oznaku serije "LJ" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(18) Dio dionica iz stavka 1 ovog članka u iznosu od 21219 (dvadesetijednatisućadvjesto devetnaest) izdane su privatnim izdanjem povećanjem temeljnog kapitala (odobreni temeljni kapital) i imaju oznaku serije "M" u Registru dionica koju kao pomoćnu evidenciju za Društvo vodi Codex Sortium d.o.o.

(19) Svaka daljnja serija dionica označava se slijedećim slovom abecede.

(20) Društvo može izdavati dionice koje glase na ime, redovne i povlaštene, kao i povlaštene dionice bez prava glasa, u skladu sa Zakonom i odredbama ovog Statuta.

Članak 12.

(1) Upravni odbor Društva može u roku od 5 (pet) godina od dana upisa Statuta u sudski registar izdavanjem novih dionica na ime privatnim izdanjem, uz uplatu uloga u novcu, povećati temeljni kapital Društva za do ukupno 3.912.270,22 EUR-a (trimilijunadevetstodvanaestisućadvjestosedamdeset EUR-a i dvadesetidva centa).

(2) Upravni odbor Društva ovlašćuje se utvrditi sadržaj prava iz dionica i uvjete za njihovo izdavanje, a na način da će utvrditi da će se izdati nove redovne dionice na ime, svaka u nominali od 13,27 EUR-a (trinaest EUR-a i dvadesetisedam centa), iznos koji će se morati za njih uplatiti, a koji neće moći biti manji od knjigovodstvene vrijednosti za jednu dionicu, s tim da dionice moraju nositi ista prava i rang kao i sve postojeće redovne dionice Društva sa svim ograničenjima glede opterećenja, kako je to utvrđeno Statutom.

(3) Upravni odbor Društva može odlukom o povećanju temeljnog kapitala isključiti pravo prvenstva pri upisu ovih dionica.

Članak 12a.

(1) Upravni odbor Društva može u roku od 5 (pet) godina od dana upisa izmjena Statuta u sudski registar koje je usvojila skupština Društva dana 28.veljače 2020.g., izdavanjem novih dionica na ime privatnim izdanjem, uz uplatu uloga u novcu, povećati temeljni kapital Društva za do ukupno 6.636.140,42 EUR-a (slovima: šestmilijunašestotridesetišestisućastočetrdeset EUR-a i četrdesetdva centa) (odobreni temeljni kapital).

(2) Upravni odbor Društva ovlašćuje se utvrditi sadržaj prava iz dionica i uvjete za njihovo izdavanje, a na način da će utvrditi da će se izdati nove redovne dionice na ime, svaka u nominali od 13,00 EUR-a (trinaest EUR-a) koji je iznos usklađen sa Odlukom skupštine Društva od 31.ožujka 2023.g. o usklađenju temeljnog kapitala i dionica smanjenjem temeljnog kapitala sukladno odredbama članka 21 Zakona o izmjenama i dopunama Zakona o trgovačkim društvima (Narodne novine broj 114/2022), iznos koji će se morati za njih uplatiti, a koji neće moći biti manji od knjigovodstvene vrijednosti za jednu dionicu prema zadnjem objavljenom konsolidiranom financijskom izvješću JGL d.d., s tim da dionice moraju nositi ista prava i rang kao i sve postojeće redovne dionice Društva sa svim ograničenjima glede opterećenja, kako je to utvrđeno Statutom.

(3) Upravni odbor Društva može odlukom o povećanju temeljnog kapitala isključiti pravo prvenstva pri upisu ovih dionica.

Članak 12b.

(1) Upravni odbor Društva može u roku od 5 (pet) godina od dana upisa izmjena Statuta u sudski registar koji je usvojila skupština Društva dana 12.lipnja 2024.g., izdavanjem novih dionica na ime privatnim izdanjem, uz uplatu uloga u novcu, povećati temeljni kapital Društva za do ukupno 6.526.130,00 EUR-a (slovima: šestmilijunapetstodvadesetišestisućastotrideset EUR-a) (odobreni temeljni kapital).

(2) Upravni odbor Društva ovlašćuje se utvrditi sadržaj prava iz dionica i uvjete za njihovo izdavanje, a na način da će utvrditi da će se izdati nove redovne dionice na ime, svaka u nominali od 13,00 EUR-a (trinaest EUR-a) koji je iznos usklađen sa Odlukom skupštine Društva od 31.ožujka 2023.g. o usklađenju temeljnog kapitala i dionica smanjenjem temeljnog kapitala sukladno odredbama članka 21 Zakona o izmjenama i dopunama Zakona o trgovačkim društvima (Narodne novine broj 114/2022), iznos koji će se morati za njih uplatiti, a koji neće moći biti manji od knjigovodstvene vrijednosti za jednu dionicu prema zadnjem objavljenom konsolidiranom financijskom izvješću JGL d.d., s tim da dionice moraju nositi ista prava i rang kao i sve postojeće redovne dionice Društva sa svim ograničenjima glede opterećenja, kako je to utvrđeno Statutom.

(3) Upravni odbor Društva može odlukom o povećanju temeljnog kapitala isključiti pravo prvenstva pri upisu ovih dionica.

Članak 13.

- (1) Dionice Društva su nematerijalizirani vrijednosni papiri koji postoje samo u obliku elektroničkog elektroničkog zapisa na medijima Središnjeg klirinškog depozitarnog društva.
- (2) Registar dioničara vodi Središnje klirinško depozitarno društvo.
- (3) Svi upisi u registar dioničara koje vodi Središnje klirinško depozitarno društvo obavljaju se temeljem odgovarajuće odluke Upravnog odbora Društva.
- (4) Društvo može i dalje voditi Knjigu dionica kao pomoćnu evidenciju koju za Društvo vodi Codex Sortium d.o.o.

Članak 14.

- (1) Stjecanje, promjena ili prestanak vlasništva i drugih prava na nematerijaliziranim vrijednosnim papirima obavlja se odgovarajućim unosom podataka u elektroničke zapise kompjutorskog sustava Središnjeg klirinškog depozitarnog društva sukladno njenim Pravilima i uputama.
- (2) Prijenos dionica sa starog na novog imatelja dionica, ukoliko se dionice prenose pravnim poslom izvan burze ili drugog uređenog tržišta vrijednosnih papira, vrši se sklapanjem ugovora u pisanoj formi na kojem potpis prenositelja dionica ovjerava javni bilježnik.

Članak 15.

- (1) O svakoj promjeni osobnih podataka vlasničkih pozicija i druge promjene koje nisu povezane sa trgovanjem na uređenom tržištu vrijednosnih papira, dioničar je dužan pravovremeno obavijestiti Središnje klirinško depozitarno društvo i Upravni odbor Društva, a unos se vrši sukladno Pravilima i uputama Središnjeg klirinškog depozitarnog društva.

Članak 16.

- (1) Kao dioničar prema Društvu vrijedi samo onaj koji na računu vrijednosnih papira u Središnjem klirinškom depozitarnom društvu ima upisanu dionicu Društva.

Članak 17.

- (1) Upravni odbor Društva ovlašten je obustaviti upise promjena na računima vrijednosnih papira u Središnjem klirinškom depozitarnom društvu u roku od 7 (sedam) dana uoči održavanja glavne redovne skupštine Društva do prvog sljedećeg radnog dana nakon održavanja redovne skupštine.
- (2) Trajanje obustave upisa određuje Upravni odbor Društva svojom odlukom, i taj se rok mora navesti u pozivu za glavnu skupštinu.

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(3) U pogledu zahtjeva za upis na račun vrijednosnih papira koji se vodi u Središnjem klirinškom depozitarnom društvu podnesenih tijekom roka u kojem su upisi bili obustavljeni, smatrat će se da su podnijeti Društvu, prvog slijedećeg radnog dana nakon dana održavanja glavne skupštine.

Članak 18.

(1) Zalaganje i drugo opterećenje dionice dopušteno je samo na temelju prethodne suglasnosti Upravnog odbora Društva, dane u pisanom obliku.

(2) Suglasnost na zalog ili drugo opterećenje dionica Upravni odbor daje ili uskraćuje u pisanom obliku i to najkasnije u roku od 2 (dva) mjeseca od dana podnošenja zahtjeva za davanje suglasnosti. Ukoliko u navedenom roku nije riješeno o zahtjevu za davanje suglasnosti, smatra se da je suglasnost uskraćena.

Članak 19.

(1) Društvo može pribavljati (stjecati) vlastite dionice sukladno odredbama Zakona.

IX/ UPRAVLJANJE DRUŠTVOM

Članak 20.

(1) Pravo glasa ostvaruje se prema nominalnim iznosima dionica.

(2) Povlaštene dionice ne daju pravo glasa u skupštini društva, osim ako drugačije nije određeno odlukom o izdavanju dionica.

X/ ORGANIZACIJA POSLOVANJA

Članak 21.

(1) Osnovnu organizacijsku strukturu i strategiju razvoja utvrđuje Upravni odbor Društva

XI/ ZASTUPANJE

Članak 22.

- (1) Društvo zastupaju glavni izvršni direktor i izvršni direktori.
- (2) Glavni izvršni direktor zastupa zajedno s jednim izvršnim direktorom.
- (3) Izvršni direktor zastupa zajedno sa glavnim izvršni direktorom.
- (4) Izvršni direktori mogu u granicama svojih ovlasti davati punomoći za zastupanje drugim osobama.
- (5) Upravni odbor u Poslovniku o radu izvršnih direktora određuje za koje je radnje poduzete od strane izvršnih direktora potrebno odobrenje Upravnog odbora.
- (6) Prilikom vođenja poslovanja, izvršni direktori, osobe iz stavka 4 ovog članka i prokuristi moraju poštivati ograničenja propisana zakonom, ovim Statutom, odlukama Glavne skupštine ili Upravnog odbora i Poslovnikom o radu izvršnih direktora.

Članak 23.

- (1) Izvršni direktori mogu uz prethodnu suglasnost Upravnog odbora, dati prokuru jednoj ili više osoba (prokuristi).
- (2) Prokura se daje u pisanom obliku.
- (3) Prokura se može dati svakoj punoljetnoj i u potpunosti poslovno sposobnoj osobi, bez obzira na dužnost koju obnaša i poslove koje obavlja.
- (4) Prokurist može sklapati ugovore i poduzimati sve pravne radnje u ime i za račun Društva i zastupati ga u postupcima pred upravnim, pravosudnim i drugim državnim tijelima.
- (5) Prokurist zastupa Društvo zajedno s glavnim izvršnim direktorom.
- (6) Prokurist bez posebne ovlasti Upravnog odbora ne može otuđiti niti opteretiti nekretnine Društva, ne može davati izjave niti poduzimati pravne radnje kojima se započinje stečajni postupak ili drugi postupak koji dovodi do prestanka Društva, niti zaključivati ugovore s Društvom u svoje ime i za račun drugih osoba ili u ime i za račun tih drugih osoba. Prokurist ne može davati punomoć za sklapanje poslova s drugim osobama.
- (7) Prokura prestaje
 - prestankom Društva
 - opozivom prokure
 - prestankom
 - smrću prokurista

- ako prokurista postane jedini član Društva
- gubitkom poslovne sposobnosti prokuriste
- otvaranjem stečajnog postupka nad imovinom prokuriste ili Društva
- ako je prokura vezana uz radni odnos prokuriste, prestankom radnog odnosa
- u drugim slučajevima utvrđenim zakonom.

(8) Prokura se može opozvati u bilo kojem trenutku, bez obzira na sadržaj ugovora ili drugog pravnog posla na temelju kojega je takva prokura dana. Prokuru mogu opozvati izvršni direktori, uz prethodnu suglasnost Upravnog odbora.

(9) Davanje prokure i njezin opoziv upisuju se u sudski registar.

XII/ ORGANI DRUŠTVA

Članak 24.

(1) Organi Društva su Upravni odbor i Glavna skupština.

1. UPRAVNI ODBOR DRUŠTVA

Članak 25.

(1) Upravni odbor Društva sastoji se od najviše sedam (7) članova, koji imaju status neizvršnih direktora, osim u slučaju kad je član Upravnog odbora imenovan izvršnim direktorom ili je izvršni direktor imenovan za člana Upravnog odbora.

(2) Većina članova Upravnog odbora moraju biti neizvršni direktori..

Članak 26.

(1) Upravni odbor Društva

- Vodi Društvo
- Određuje poduzetničku politiku društva (poduzetničke prioritete) i ciljeve koji se njezinim provođenjem žele postići
- Određuje izvor sredstava i njihovih izvora kako bi se postigli ciljevi
- Vodi trajnu brigu da se postigne i održava ravnoteža postizanja ciljeva u poslovanju i za to osiguraju potrebna sredstva
- Daje upute izvršnim direktorima kako da djeluju radi postizanja postavljenih poslovnih ciljeva sa za to raspoloživim sredstvima i određuje spremnost da se poduzmu potrebne mjere kada stvari izmaknu kontroli
- Brine za financijsku ravnotežu, održivi razvoj Društva i rentabilnost u poslovanju

- Donosi planove i donosi odluku o razvojnom pipeline
- Donosi odluku o kreditnom zaduženju Društva
- Postavlja osnove za obavljanje predmeta poslovanja i određuje poslovnu politiku Društva
- Nadzire vođenje poslova Društva i brine o urednom vođenju poslovnih knjiga
- Glavnoj skupštini Društva podnosi pisano izvješće o obavljenom nadzoru
- Utvrđuje financijska izvješća Društva i konsolidirana financijska izvješća Društva
- Podnosi Glavnoj skupštini godišnje izvješće o stanju Društva i konsolidirano izvješće o stanju Društva
- Saziva Glavnu skupštinu kada je to potrebno radi dobrobiti Društva
- Imenuje osobu koja će predsjedavati Glavnoj skupštini
- Imenuje i opoziva izvršne direktore u Društvu
- Zastupa Društvo prema izvršnim direktorima Društva
- Odlučuje o osnivanju i prestanku rada drugih društava, ustanova, podružnica i Predstavništava
- Donosi Poslovnik o radu Upravnog odbora
- Donosi Poslovnik o radu izvršnih direktora
- Imenuje i razrješava dužnosti članove svojih komisija (komisija za reviziju i dr.)
- Priprema prijedloge odluka za imenovanje članova Upravnog odbora i revizora društva
- Donosi odluke i opće akte, ako to zakonom ili ovim Statutom nije izrijekom stavljeno u nadležnost drugog organa Društva
- Daje suglasnost na odluke izvršnih direktora kad je to propisano zakonom ili ovim statutom,
- Mijenja i dopunjuje odredbe statuta na temelju odluke glavne skupštine Društva u mjeri u kojoj je to redakcijske prirode,
- Odlučuje o otuđivanju i opterećivanju nekretnina Društva,
- Odlučuje o otuđivanju i opterećivanju poduzeća društva ili njegova bitnog dijela,
- Odlučuje o stjecanju ili raspolaganju udjelima odnosno dionicama u drugim trgovačkim društvima,
- Odlučuje o povećavanju ili smanjivanju temeljnog kapitala u društvima - kćerkama, te o imenovanju i opozivu članova njihovih organa,
- Odlučuje o stjecanju ili drugom raspolaganju osnivačkim pravima u ustanovama odnosno ustanovama u kojima osnivačka prava ima društvo – kćer
- Odlučuje o zaključivanju ugovora o licenciranju i outlicenciranju
- Odlučuje o stjecanju i prodaji brandova
- Daje prethodnu suglasnost na imenovanje i opozivanje prokuriste ili generalnog punomoćnika,
- Odlučuje o isplati predujma na ime dividende,
- Obavlja ostale poslove koje su Zakonom i ovim Statutom povjerene Upravnom odboru.

Članak 27.

(1) Za člana Upravnog odbora može biti izabrana svaka u potpunosti poslovno sposobna fizička osoba.

Društva

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- (2) Članom Upravnog odbora ne može biti
- Osoba koja se samostalno ili zajedno s drugim osobama bavi djelatnošću kojom konkuriра Društvu
 - Osoba koja je član konkurentnog društva ili njegovog organa ili koja je u takvom društvu prokurist odnosno zaposlenik, ili osoba koja radi za takvo društvo na nekoj drugoj osnovi
 - Osoba u odnosu na koju postoje Zakonom propisani razlozi zbog kojih ne može biti članom Upravnog odbora.

Članak 28.

(1) Članove Upravnog odbora bira Glavna skupština većinom danih glasova na glavnoj skupštini Društva, osim jednog člana Upravnog odbora kojeg imenuju zaposleni u Društvu na način i po postupku propisanom Zakonom o radu.

(2) Članovi Upravnog odbora, koje bira glavna skupština Društva, u načelu, biraju se iz redova stručnjaka iz područja bitnih za poslovanje Društva.

(3) Članovi Upravnog odbora koje bira glavna skupština Društva, ne moraju biti u radnom odnosu u Društvu.

(4) Dioničari koji u postupku izbora članova Upravnog odbora koje bira glavna skupština Društva, predlažu osobu za člana Upravnog odbora uz prijedlog će dostaviti i pismenu izjavu kojom osoba predložena za člana Upravnog odbora, koja to postaje po prvi put, izjavljuje da je pripravna obavljati dužnost člana Upravnog odbora društva te da ne postoje prepreke za njegovo imenovanje.

(5) Član Upravnog odbora koji je imenovan kao predstavnik radnika mora dostaviti izjavu kojom prihvaća izbor te da ne postoje prepreke za njegovo imenovanje.

Članak 29.

(1) Mandat članova Upravnog odbora traje pet (5) godina s time da ih se može ponovno birati u taj odbor.

(2) Ukoliko odluka o izboru odnosno o imenovanju drugačije ne određuje, mandat člana Upravnog odbora počinje s danom donošenja odluke o imenovanju odnosno davanju izjave o imenovanju, bez obzira na upis u sudskom registru.

Članak 30.

(1) Predlaganje članova Upravnog odbora vrši se na način predviđen Zakonom.

(2) Pravo predlaganja članova Upravnog odbora imaju i dioničari koji pojedinačno ili skupno raspolažu sa najmanje jednom desetinom temeljnog kapitala, ako to učine na način predviđen

Zakonom.

(3) Ovlašteni predlagatelj dužan je sastaviti popis na kojem se nalaze svi kandidati za članove Upravnog odbora koji se biraju. Glavna skupština odlučuje o popisu kao cjelini. Ako je više ovlaštenih predlagatelja podnijelo više popisa, o prijedlozima se odlučuje onim redom kako su izneseni na Glavnoj skupštini. Smatrat će se da su izabrani oni članovi Upravnog odbora koji su dobili većinu datih glasova. U slučaju da niti jedan od popisa nije dobio potrebnu većinu glasova, ovlašteni predlagatelj ima pravo podnijeti novi prijedlog o kojem će se izjasniti Glavna skupština, ako taj prijedlog sadrži najmanje dva (2) nova kandidata koji nisu bili na popisu koji nije dobio potrebnu većinu.

(4) Ako se ne donese odluka ni nakon drugog kruga glasovanja, pristupa se ponovnom utvrđivanju kandidata za članove Upravnog odbora i glasovanje se ponavlja kako je to navedeno u ovom članku.

(5) Ovlašteni predlagatelj će uz prijedlog dostaviti i pisanu izjavu kojom osoba predložena za člana Upravnog odbora, kada to postaje prvi put, izjavljuje da je pripravna obnašati dužnost člana Upravnog odbora Društva ako bude izabrana.

Članak 31.

(1) Glavna skupština može opozvati članove ili pojedinog člana Upravnog odbora i prije isteka mandata za koje je izabran.

(2) Za odluku o opozivu člana ili članova Upravnog odbora potrebna je većina od najmanje tri četvrtine (3/4) danih glasova.

(3) Imenovanog člana Upravnog odbora može u svako doba opozvati onaj tko ga je imenovao i zamjeniti ga drugom osobom. Ako više nisu ispunjene pretpostavke za imenovanje člana Upravnog odbora određene ovim Statutom, Glavna skupština može imenovanog člana opozvati običnom većinom glasova.

Članak 32.

(1) Predsjednik i član Upravnog odbora mogu dati ostavku.

(2) Ostavka se u pisanom obliku izjavljuje Društvu, a ukoliko iz nje ne proizlazi drugačije, djeluje od dana kada je dana. Ostavka se može povući samo uz suglasnost Glavne skupštine.

(3) Ostavka imenovanog člana Upravnog odbora, može se povući samo uz suglasnost onoga tko je člana imenovao.

(4) Za prestanak članstva u Upravnom odboru nije potrebna odluka Glavne skupštine.

Članak 33.

(1) Na konstituirajućoj sjednici Upravnog odbora izabranog na glavnoj skupštini, članovi Upravnog odbora većinom glasova svih članova Upravnog odbora će, na prijedlog najmanje jednog (1) člana Upravnog odbora, između sebe izabrati predsjednika Upravnog odbora i namjane jednog zamjenika predsjednika.

(2) Upravni odbor može opozvati imenovanog predsjednika i njegovog zamjenika u bilo kojem trenutku trajanja mandata.

(3) Za predsjednika i prvog zamjenika predsjednika Upravnog odbora ne može biti izabrana osoba koja je istodobno izvršni direktor u Društvu.

(4) Mandat predsjednika i zamjenika predsjednika Upravnog odbora istovjetan je mandatu izabranog Upravnog odbora.

Članak 34.

(1) Upravni odbor odluke donosi na sjednicama.

(2) Svaki član Upravnog odbora ima jedan (1) glas.

(3) Odluke se donose većinom glasova nazočnih na sjednici Upravnog odbora ako ovim statutom nije određeno drukčije, a sjednica se može održati ako joj prisustvuje najmanje četiri (4) člana Upravnog odbora.

(4) Upravni odbor može donositi odluke i bez održavanja sjednice, u sklopu konzultacija članova, ako nijedan od članova Upravnog odbora ne zahtijeva održavanje sjednice. Takve odluke obvezno se verificiraju na prvoj sljedećoj sjednici Upravnog odbora.

(5) Način i uvjeti održavanja sjednice i donošenja odluka na sjednicama Upravnog odbora regulirani su Poslovnikom o radu Upravnog odbora.

Članak 35.

(1) Upravni odbor može imenovati komisije radi priprema odluka koje donosi Upravni odbor i nadzora njihova provođenja.

(2) Nadležnost za donošenje odluka o pitanjima o kojima odlučuje Upravni odbor ne može se prenijeti na komisije.

Članak 36.

(1) Upravni odbor osniva Odbor za reviziju koji se sastoji od članova Upravnog odbora

odbora i dva člana koje imenuje Upravni odbor, od kojih jedan od imenovanih članova mora poznavati područje računovodstva i/ili revizije. Ako je za člana Odbora za reviziju imenovana osoba koja obavlja poslove interne revizije, kod donošnja odluka nema pravo glasa.

(2) Odbor za reviziju pomaže Upravnom odboru u obavljanju funkcije nadzora vođenja poslova Društva, a sve sukladno zakonu kojim se uređuje revizija. O svojim aktivnostima odbor za reviziju dužan je redovito izvješćivati Upravni odbor.

Članak 37.

(1) Članovima Upravnog odbora pripada nagrada za rad u Upravnom odboru koja se sastoji od fiksnog iznosa mjesečne naknade koji se iznos utvrđuje svake godine odlukom glavne skupštine.

(2) Fiksni iznos mjesečne naknade ne mora biti utvrđen u istom iznosu za sve članove Upravnog odbora. Fiksni iznos mjesečne naknade ovisi o angažiranju pojedinih članova Upravnog odbora, a može biti različit i zavisi od angažiranja člana Upravnog odbora (vršenje trajnog nadzora u Društvu, izvješćivanje ostalih članova Upravnog odbora, rad u komisijama i sl.)

(3) Skupština Društva na redovnoj glavnoj skupštini može donijeti odluku o posebnoj nagradi pojedinom članu Upravnog odbora u slučaju postignutih posebnih rezultata u radu i razvoju Društva.

(4) Članovima Upravnog odbora može se za njihov rad dati pravo da sudjeluju u dobiti društva i da imaju pravo na dodjelu opcijskih dionica. Odluku o sudjelovanju u dobiti i o dodjeli opcijskih dionica donosi Glavna skupština.

(5) Pravo na naknadu prestaje odmah istekom mandata člana Upravnog odbora.

Članak 38.

(1) Za sve ugovore koje član Upravnog odbora sklapa sa Društvom izvan obavljanja poslova člana tog odbora, potrebna je suglasnost Upravnog odbora.

2. IZVRŠNI DIREKTORI DRUŠVA

Članak 39.

(1) Upravni odbor imenuje do pet (5) izvršnih direktora.

(2) Između imenovanih izvršnih direktora Upravni odbor imenuje jednog glavnog izvršnog direktora.

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(3) Nije li u odluci o imenovanju što drugo rečeno mandat izvršnim direktorima i glavnom izvršenom direktoru počinje s danom donošenja odluke o imenovanju bez obzira na upis u sudski registar.

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(4) Upravni odbor može imenovati i zamjenike izvršnih direktora.

Članak 40.

- istoji
avne
- (1) Izvršni direktori
- zastupaju Društvo
 - vode poslove Društva na vlastitu odgovornost
 - predlažu unutrašnju organizaciju Društva
 - predlažu strategiju Društva i poslovne planove
 - pripremaju odluke i opće akte za čije je donošenje nadležna Glavna skupština, osim prijedloga za izbor članova Upravnog odbora, predsjedavajućeg Glavnom skupštinom i revizora
 - sazivaju Glavnu skupštinu uz suglasnost Upravnog odbora
 - izvršavaju odluke Glavne skupštine i Upravnog odbora
 - donose akte i odluke iz područja poslovanja Društva, u skladu sa propisima
 - podnose izvješća Upravnom odboru u skladu sa zakonom
 - sastavljaju finacijska izvješća koja podnose Upravnom odboru na usvajanje
 - podnose Upravnom odboru prijedlog odluke o raspodjeli dobiti
 - obavljaju i druge poslove sukladno Zakonu, drugim propisima, odlukama Upravnog odbora i Statutu.
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Članak 41.

(1) Izvršni direktor može biti svaka u potpunosti poslovno sposobna fizička osoba, koja osim ispunjavanja uvjeta iz članka 27 Statuta, ispunjava i sljedeće uvjete:

- školska sprema – VII stupanj
- radno iskustvo – najmanje 5 godina radnog staža
- ima organizacijske i upravljačke sposobnosti
- znanje stranog jezika (u govoru i pisanju).

Članak 42.

(1) Izvršni direktori mogu biti imenovani članom Upravnog odbora.

(2) U slučaju da izvršni direktori nisu imenovani članom Upravnog odbora, moraju ispunjavati uvjete iz članka 239 stavak 2 Zakona o trgovačkim društvima.

Članak 43.

(1) Izvršni direktori vode poslove samo zajedno. U slučaju da su glasovi pri odlučivanju podjeljeni, odlučujući je glas glavnog izvršnog direktora.

- (2) Poslovnik o radu izvršnih direktora donosi Upravni odbor.

Članak 44.

- (1) Izvršni direktori i zamjenici izvršnih direktora imenuju se na razdoblje od najviše pet (5) godina, uz mogućnost ponovnog imenovanja.

- (2) Trajanje mandata izvršnih direktora i zamjenika izvršnih direktora utvrđuje se odlukom Upravnog odbora.

- (3) Upravni odbor može u svako doba opozvati imenovanje izvršnih direktora. Tada se ne dira u ugovor što su ga izvršni direktori sklopili s društvom.

Članak 44.

- (1) Izvršni direktor mora voditi poslove Društva s pažnjom razumnog gospodarstvenika kao i čuvati poslovnu tajnu Društva.

3. GLAVNA SKUPŠTINA DRUŠTVA

Članak 45.

- (1) Dioničari svoja prava u Društvu ostvaruju na Glavnoj skupštini.

- (2) Članovi Upravnog odbora i izvršni direktori moraju sudjelovati u radu Glavne skupštine pa i u slučaju da nisu dioničari

Članak 46.

- (1) Glavna skupština Društva:
- donosi Statut i odlučuje o njegovim izmjenama i dopunama
 - donosi Poslovnik o radu Glavne skupštine Društva
 - bira i opoziva članove Upravnog odbora, osim predstavnika radnika
 - odlučuje o uporabi dobiti
 - odlučuje o davanju razrješnice Upravnom odboru i izvršnim direktorima
 - odlučuje o imenovanju revizora i posebnih revizora
 - odlučuje o povećanju i smanjenju temeljnog kapitala
 - odlučuje o statusnim promjenama Društva
 - odlučuje o prestanku Društva
 - odlučuje o svim drugim pitanjima temeljem Zakona i Statuta.

Članak 47.

(1) Glavna skupština Društva sastaje se najmanje jednom na godinu (redovita glavna skupština).

(2) Redovita glavna skupština saziva se po isteku poslovne godine, uz uvažavanje rokova predviđenih propisima Republike Hrvatske za donošenje financijskih izvješća.

(3) Izvanredna glavna skupština održava se uvijek kad to zahtjevaju interesi Društva.

(4) Glavna skupština održava se u sjedištu Društva osim ako izvršni direktori Društva za pojedini slučaj ne odluče drugačije.

Članak 48.

(1) Glavnu skupštinu sazivaju izvršni direktori, u skladu sa Statutom i Zakonom.

(2) Upravni odbor ovlašten je sazvati Glavnu skupštinu, a dužan ju je sazvati kada to zahtjevaju interesi Društva.

(3) Glavna skupština mora se sazvati ako to u pisanom obliku zatraže dioničari koji zajedno imaju udjele u visini od dvadesetog djela temeljnog kapitala društva i navedu svrhu i razlog sazivanja.

Članak 49.

(1) Glavna skupština mora se sazvati najmanje 30 (trideset) dana prije njezinog održavanja, a poziv se mora objaviti u Narodnim novinama. Dnevni red se može nadopuniti u roku od najviše deset (10) dana nakon objave saziva.

Članak 50.

(1) Na skupštini Društva mogu sudjelovati dioničari u pogledu kojih su kumulativno ispunjene slijedeće pretpostavke:

- a) dioničari koji imaju dionice koje glase na ime, ako su upisani u registar dionica u Središnjem klirinškom depozitarnom društvu deset dana prije održavanja glavne skupštine,
- b) dioničari pod a) ako najkasnije 6 (šest) dana prije dana održavanja glavne skupštine pisanim putem prijave Društvu namjeru sudjelovanja na glavnoj skupštini.

Članak 51.

(1) Dioničare na skupštini mogu zastupati osobe koje imaju valjano ovlaštenje za zastupanje.

(2) Osobom ovlaštenom za zastupanje dioničara pravne osobe smatra se osoba koja je za to ovlaštena na temelju zakona ili općeg akta pravne osobe.

(3) Dioničare na skupštini mogu zastupati i punomoćnici na temelju valjane pisane punomoći koju izda dioničar, a ako je dioničar pravna osoba, osoba ovlaštena zastupati je. Potpis na punomoći ne mora biti ovjeren.

(4) Pismena punomoć mora sadržavati:

- a. naznaku dioničara koji izdaje punomoć, i osobe kojoj se punomoć izdaje
- b. ukupnu nominalnu vrijednost dionica i broj glasova kojima dioničar raspolaže ili naznaku da se punomoć odnosi na sve dionice i pripadajuće glasove kako to proizlazi iz stanja upisa u registru dioničara Središnjeg klirinškog depozitarnog društva
- c. ovlaštenje punomoćniku da djeluje i glasuje u ime dioničara u skupštini Društva.

(5) Uz punomoć koju je izdala osoba ovlaštena za zastupanje dioničara koji je pravna osoba, treba priložiti i izvod iz registra iz kojeg je vidljivo ovlaštenje za zastupanje osobe koja u ime dioničara izdaje punomoć.

(6) Izvod iz registra iz kojeg je vidljivo koja je osoba ovlaštena zastupati pravnu osobu prilaže se samo kod prvog zasjedanja skupštine na kojoj punomoćnik zastupa dioničara, ako kasnije ne dođe do promjene osobe ovlaštene za zastupanje dioničara.

(7) Prije početka rada skupštine zastupnik se je dužan iskazati pisanom valjanom punomoći u smislu ovog članka koja ostaje na pohrani u Društvu.

Članak 52.

(1) Skupština može donositi valjane odluke ako u njenom radu sudjeluju dioničari ili njihovi punomoćnici koji zajedno imaju dionice koje daju jednu trećinu svih glasova u skupštini Društva, ako zakonom ili ovim statutom za pojedine slučajeve nije predviđeno drukčije.

(2) Ako ni šezdeset (60) minuta nakon proteka vremena naznačenog u pozivu za početak rada skupštine nema kvoruma u smislu odredbe stavka 1. ovog članka, skupština se može održati ako nazočni dioničari odnosno njihovi punomoćnici imaju dionice čija nominalna vrijednost premašuje dvadeset (20) % nominalnog iznosa temeljnog kapitala Društva. U takvim okolnostima glavna skupština može odlučivati samo o pitanjima za koja se ne traži kvalificirana većina.

(3) Ako po isteku vremena iz st.2. ovog članka na glavnoj skupštini ne postoji kvorum utvrđen u tom stavku, odnosno ako valja donijeti odluku za koju je zakonom ili ovim statutom propisana kvalificirana većina, predsjednik glavne skupštine odgodit će sjednicu, a nova sjednica s istim dnevnim redom održat će se na dan kojega pri sazivanju svake glavne skupštine utvrdi sazivač, s time da se ona mora održati u roku koji ne može biti kraći od petnaest (15) niti dulji od trideset (30) dana od dana prvotno sazvane glavne skupštine. Nova

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glavna skupština održat će se bez obzira na broj prisutnih dioničara i vrijednosti njihovih dionica, a odluke će se donositi većinom na glavnoj skupštini zastupljenih glasova i u slučaju kad je ovim statutom za donošenje stanovite odluke propisana kvalificirana većina.

Članak 53.

(1) Glavnom skupštinom predsjedava predsjedavajući Glavne skupštine kojeg za svaku sjednicu skupštine prije početka njezinog rada određuje Upravni odbor između svojih članova ili između dioničara Društva.

(2) Predsjedavajući Glavne skupštine:

a) predsjedava sjednicama glavne skupštine, te utvrđuje redoslijed raspravljanja o pojedinim točkama dnevnog reda, odlučuje o redoslijedu glasovanja o pojedinim prijedlozima, o načinu glasovanja o pojedinim odlukama, te o svim drugim proceduralnim pitanjima koja nisu uređena zakonom ili ovim statutom;

b) potpisuje zapisnike i odluke glavne skupštine;

c) u ime glavne skupštine komunicira s drugim organima društva i s trećim osobama, kad je to predviđeno zakonom i ovim statutom;

d) obavlja druge poslove što su mu stavljeni u nadležnost zakonom i ovim statutom.

(3) Prije prelaska na dnevni red, predsjednik skupštine ili osoba koja rukovodi radom skupštine, utvrditi će imaju li punomoćnici dioničara valjane punomoći u smislu odredaba ovog statuta te ima li skupština kvorum.

Članak 54.

(1) Odluke na Glavnoj skupštini donose se većinom danih glasova (obična većina).

(2) Odluke se donose kvalificiranom većinom (tri četvrtine) temeljnog kapitala zastupljenoga na Glavnoj skupštini u vrijeme kada se odluka donosi kada to izrijeком predviđa Zakon i Statut Društva.

(3) Kvalificiranom većinom donose se sljedeće odluke:

- odluka o povećanju i smanjenju temeljnog kapitala
- odluka o statusnim promjenama
- odluka o prestanku Društva
- odluka o donošenju, izmjeni i dopuni Statuta
- odluka o usvajanju, izmjeni ili dopuni Poslovnika o radu Glavne skupštine.

Članak 55.

(1) Na sjednici skupštine glasuje se javno, osim ako za pojedini slučaj skupština većinom danih glasova ne odluči drugačije.

Članak 56.

(1) Svaki dioničar snosi troškove koji mu nastaju zbog sudjelovanja na sjednicama skupštine, a troškove priprema i održavanja skupštine snosi društvo.

XIII/ POSLOVNE KNJIGE I DOBIT

1. POSLOVNE KNJIGE

Članak 57.

(1) Upravni odbor društva je dužan osigurati vođenje poslovnih knjiga u skladu sa zakonom.

(2) Poslovnu dokumentaciju Društvo je dužno čuvati na zakonom propisani način.

(3) Na osnovi poslovnih knjiga Izvršni direktori Društva sastavljaju prijedloge finansijskih izvješća i izvješće o tijeku poslova i stanju Društva, koje će najkasnije do isteka prvog tromjesječja tekuće godine dostaviti Upravnom odboru Društva s prijedlogom za raspored dobiti.

(4) Godišnja finansijska izvješća, izvješće Upravnog odbora o stanju Društva, i prijedlog Upravnog odbora Društva u pogledu rasporeda dobiti, stavit će se na uvid dioničarima u sjedištu Društva u roku od 10 (deset) od dana kad je objavljeno sazivanje glavne skupštine.

2. DOBIT I DIVIDENDA

Članak 58.

(1) Dobit Društva za svaku poslovnu godinu utvrđuje se na način propisan zakonom. Poslovnom godinom smatra se kalendarska godina.

(2) Upravni odbor Društva ovlašten je tijekom poslovne godine iz predvidivog dijela neto dobiti isplatiti dioničarima predujam na ime dividende.

(3) Troškove isplate dividende u domicilnoj valuti Republike Hrvatske snosi Društvo.

Članak 59.

(1) Glavna skupština Društva, te Upravni odbor ako su prije podnošenja glavnoj skupštini zajednički utvrdili račun dobiti i gubitka, ovlašteni su iznos iz dobiti tekuće godine rasporediti u ostale rezerve.

(2) Na prijedlog Upravnog odbora Društva koje je prije podnošenja glavnoj skupštini utvrdilo račun dobiti i gubitka, glavna skupština može rasporediti u ostale rezerve i više od polovine dobiti tekuće godine.

(3) Glavna skupština, ovlaštena je odlučiti da se dobit upotrijebi i u druge svrhe, te da se ne podjeli dioničarima.

Članak 60.

(1) Podjela dobiti Društva određuje se po dionici, a ne odnosom nominalnih iznosa dionica.

XIV/ POSLOVNA TAJNA

Članak 61.

(1) Poslovnom tajnom u Društvu utvrđuju se one isprave i podaci vezani za poslovanje Društva ili rad zaposlenih čije bi priopćavanje neovlaštenim osobama bilo protivno interesima Društva.

(2) Poslovnom tajnom smatraju se naročito: isprave i podaci o načinu postupanja u komercijalnim poslovima i odnosima, odnosima s poslovnim partnerima i korisnicima usluga Društva, te visina plaće pojedinog zaposlenog.

(3) Poslovnom tajnom smatraju se i podaci i isprave koje Upravni odbor Društva proglasi poslovnom tajnom, koje neki organ kao povjerljive priopći Društvu, ponude i prijave na natječaje do objavljivanja rezultata natječaja, i tehničko - tehnološka dokumentacija koja se odnosi na tehnološko znanje.

Članak 62.

(1) Dioničari, članovi organa Društva i djelatnici Društva koji saznaju sadržaj isprava ili podatke koji se smatraju poslovnom tajnom Društva dužni su čuvati poslovnu tajnu Društva. Svaka povreda navedene dužnosti stvara na strani tih osoba odgovornost za štetu koju zbog odavanja poslovne tajne pretrpi Društvo.

(2) Obveza čuvanja poslovne tajne ne prestaje niti nakon što spomenute osobe izgube status na temelju kojega su odgovorne za čuvanje poslovne tajne Društva.

- (3) Upravni odbor Društva posebnim aktom određuje koji se podatci imaju smatrati poslovnom tajnom, način zaštite poslovne tajne i druge okolnosti bitne za zaštitu tajnosti podataka u Društvu.

XV/ PRIJELAZNE I ZAVRŠNE ODREDBE

Članak 63.

- (1) Ovaj Statut stupa na snagu danom upisa u sudski registar, koji upis ne može biti proveden prije 30.prosinca 2014.g.
- (2) Danom stupanja na snagu ovog Statuta prestaje vrijediti Statut Društva od 26.listopada 1995.g. sa svim izmjenama i dopunama.
- (3) Prijedlog za izbor članova Upravnog odbora u postupku usklađenja donosi Nadzorni odbor Društva .Upravni odbor mora se , najkasnije do 30.studenog 2014.g. , konstituirati, imenovati predsjednika Upravnog odbora , zamjenika predsjednika Upravnog odbora i izabrati izvršne direktore.
- (4) Mandat članova Upravnog odbora počinje teći s danom upisa ovog Statuta u sudski registar, osim ovlasti za konstituiranje Upravnog odbora Društva i donošenja odluke o imenovanaju izvršnih direktora.
- (5) Na dan stupanja na snagu ovog Statuta prestaju postojati Nadzorni odbor Društva, te funkcija člana uprave - direktora Društva kako su izabrani u skladu sa dosadašnjim statutom Društva.

Članak 64.

- (1) Ostali opći akti Društva doneseni prije stupanja na snagu ovog statuta, primjenit će se u mjeri u kojoj nisu suprotni odredbama ovog statuta, sve do donošenja novih akata.
- (2) Za potrebe tumačenja i provođenja takvih općih akata, smatrat će se da su stupanjem na snagu ovoga statuta ovlaštenja odnosno obveze koje su prema tim aktima bile povjerene Nadzornom odboru ili članu uprave - direktoru Društva, stavljena u nadležnost Upravnom odboru Društva, ako iz podjele nadležnosti utvrđene zakonom ili ovim statutom ne proizlazi nadležnost nekog drugog organa Društva.
- (3) Nadležni organi Društva uskladit će postojeće opće akte s odredbama ovoga statuta u roku od šest mjeseci od dana stupanja na snagu ovoga statuta.

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Članak 65.

- (1) Izvornikom statuta smatra se onaj tekst statuta koji je valjano usvojen na skupštini Društva, čije sve stranice parafira predsjednik skupštine i potpiše ga.
- (2) Izvornik Statuta i njegove izmjene i dopune čuvaju se uvezani u posebnu knjigu.

Članak 66.

- (1) Za čuvanje statuta odgovoran je Upravni odbor Društva koji je dužan na zahtjev bilo kojeg dioničara omogućiti mu uvid u statut ili mu, na njegov trošak, osigurati prijepis odnosno kopiju statuta.

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Članak 67.

- (1) Svojim potpisom na statutu predsjednik skupštine Društva potvrđuje da je statut donesen po propisanom postupku te da je usvojen u tekstu koji je potpisao. Isto vrijedi i za izmjene i dopune statuta.
- (2) Smatra se da je svaki imatelj dionice Društva prihvatio u cjelosti odredbe ovog statuta.

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