

“JADRAN ” - GALENSKI LABORATORIJ d.d.
R I J E K A
Svilno 20

Rijeka, 24 April 2023

Pursuant to Article 277(2) of the Companies Act (*Narodne Novine* (NN; Official Gazette of the Republic of Croatia) No 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11 , 111/12, 144/12, 68/13, 110/15, 40/19, 34/22, 114/22 and 18/23), and Article 40 of the Articles of Association of the joint stock company JADRAN - GALENSKI LABORATORIJ d.d. from Rijeka, Svilno 20 (hereinafter: the Company), on 24 April 2023, the CHIEF EXECUTIVE OFFICER with the approval of the BOARD OF DIRECTORS issued a decision to convene the Annual General Meeting and publish the following

MEETING NOTICE
THE ANNUAL GENERAL MEETING
OF THE JOINT STOCK COMPANY
JADRAN - GALENSKI LABORATORIJ d.d. IS HEREBY CONVENED

for 19 June 2023 at 5 p.m.
at the premises of JGL d.d. in Rijeka, Svilno 20

The Annual General Meeting is proposed with the following

AGENDA:

1. Presentation of the Report of the JGL d.d. Board of Directors on the position of the Company in 2022
2. Presentation of the JGL d.d. Consolidated Report for 2022
3. Presentation of the Annual Financial Statements of JGL d.d. for 2022
4. Presentation of the JGL d.d. Annual Consolidated Financial Statements for 2022
5. Report of the Board of Directors for 2022
6. Adoption of decision on the distribution of profit earned in 2022
7. Adoption of decision on the payment of dividends to shareholders from accumulated retained earnings of JGL d.d. in 2009 and 2010
8. Adoption of decision on the Statement of Clearance to the Board of Directors for the period of 01/01-31/12/2022
9. Adoption of decision on the selection of the auditor of JGL d.d. for 2023
10. Adoption of decision on special remuneration for the work of the members of the Board of Directors of JGL d.d. in the event of significant results achieved in the performance or growth of the Company
11. Adoption of decision to approve the purchase (acquisition) of own shares
12. Report on the acquisition of own shares in 2022

DRAFT DECISIONS:

AD 6)

The proposal of the Company's Board of Directors on the distribution of profit for 2022 is hereby approved.

I

(a)

It is hereby established that the Company, in the year ended 31 December 2022, made a profit of HRK 118,026,283.00 / EUR 15,664,779.77 (by applying the fixed HRK to euro conversion rate 1 EUR = 7,53450 HRK)

(b)

The Company's profit in the amount of HRK 35,547,378.17 / EUR 4,717,947.86 (by applying the fixed HRK to euro conversion rate 1 EUR = 7,53450 HRK) shall be allocated to other reserves of the Company for development costs shown under assets that have not been written off.

(c)

The remaining profit in the amount of HRK 82,478,904.83 / EUR 10,946,831.89 shall be allocated to retained earnings of the Company.

II

The decision shall enter into force on the date of its adoption.

AD 7)

The proposal of the Board of Directors on the payment of dividends to shareholders from accumulated retained earnings of JGL d.d. in 2009 and 2010 is hereby adopted.

Jadran - Galenski laboratorij d.d. shareholders shall be paid dividends from accumulated retained earnings of JGL d.d. in 2009 and 2010.

(a)

Jadran - Galenski laboratorij d.d. shareholders, holders of ordinary registered shares, code JDGL-R-A shall be paid a dividend of EUR 3,00 per share in this manner:

- paid in cash EUR 1,50 per share
- remainder of dividend shall be paid in rights – shares of Company. Amount of dividend paid in rights - shares of the Company will be determined by multiplying the number of its shares by the amount of dividend of EUR 1.50 and then divided by the average share price of the company at which shareholders traded shares in the three months before April 24, 2023 and thus determine the right to the number of shares rounded to the first lower integer. The rest will be paid in cash. The Company's own shares will be used for the payment of dividends in rights.

(b)

The dividend referred to in point (a) of this Decision shall be paid out of the assets of the accumulated retained earnings of Jadran - Galenski laboratorij d.d. in 2009 and 2010

(c)

The shareholders entitled to the payment of the dividend are the shareholders registered in the Register of Shareholders of the CENTRAL DEPOSITORY AND CLEARING COMPANY, a joint stock company from Zagreb, 15 days before the day of the payment of dividends.

(d)

The Board of Directors is hereby authorized to make a decision on the exact date of dividend payment, determine the average share price at which the shareholders traded shares in the period in the three months before April 24, 2023, determine the list of shareholders and the number of shares belonging to them according to point a) of this Decision, provided that the payment must be made no later than the 30th day from the date of this decision.

e)

The decision shall enter into force on the date of its adoption.

AD 8)

The proposal of the Board of Directors on the ratification (Statement of Clearance) of the actions by the Board of Directors in conducting business of JADRAN - GALENSKI LABORATORIJ d.d. for the period of 01/01-31/12/2022 is hereby adopted.

(a)

Upon presentation of the annual financial statements of the Company for the 2022 business year established by the Board of Directors, it is hereby established that the Board of Directors, in the period of 01/01-31/12/2022, managed the Company in accordance with the law and the Articles of Association.

(b)

A Statement of Clearance is given to the Board of Directors for conducting the business of the Company in the period of 01/01-31/12/2022.

(c)

The decision shall enter into force on the date of its adoption.

AD 9)

The proposal of the Board of Directors to appoint Ernst & Young Limited Liability Company from Zagreb, as the auditor of JADRAN - GALENSKI LABORATORIJ d.d. for 2023 is hereby adopted.

(a)

Ernst & Young Limited Liability Company from Zagreb is hereby appointed as the auditor of the Company for 2023.

AD 10)

The proposal of the Board of Directors that the members of the Board of Directors of JGL d.d. be paid a special bonus for the significant results achieved in the performance and growth of the Company in 2022 is hereby adopted.

(a)

The members of the Board of Directors of JGL d.d. shall be paid a special bonus for the significant results achieved in the performance and growth of the Company in 2022, specifically

- IVO USMIANI, mag. pharm. HRK 657,210.64/EUR 87,226.84 gross
- MARINA PULIŠIĆ, mag. pharm. HRK 286,719.84/EUR 38,054.26 gross
- EVA USMIANI CAPOBIANCO, mag. spec. HRK 343,463.97/EUR 45,585.50 gross
- GROZDANA BOŽIĆ, dipl. iur. HRK 366,503.68/EUR 48,643,40 gross
- DINO ČOZA SARŠON, mag. pharm. HRK 137,385.64/ EUR 18.234,21 gross
- SANJI KATALINIĆ HRK 173,237.07/ EUR 22,992.51 eura brutto

AD.11.

The proposal of the Board of Directors to approve the purchase (acquisition) of own shares is accepted.

Pursuant to Article 233 paragraph 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 and 18/23) The Board of Directors of the Company is given general and unconditional authorization for one or more purchases of ordinary shares of the Company in the following manner:

a)

The largest total number of shares purchased based on this authorization amounts to 10% of the Company's share capital.

b)

For the purchase of shares, the Company can use the funds from the Company's retained earnings realized since 2001. until 2004 and after March 1, 2012.

c)

The lowest price payable for such shares is their nominal value per share.

d)

The highest price payable per share cannot be higher than the book value for one share according to the last published consolidated financial report of JGL d.d., but in such a way that the decision on the price of the share purchased by JGL d.d. based on this decision, the Board of Directors JGL d.d.

e)

The authorization given herewith begins to run on the date of adoption of this decision and expires within 36 months.

NOTE:

All shareholders holding registered shares are entitled to participate in the Annual General Meeting of the Company if they are registered in the securities register with the Central Depository and Clearing Company 7 (seven) days before the annual general meeting and if they notify the Company in writing of their intention to participate in the annual general meeting no later than 7 (seven) days before the annual general meeting is held.

The material for the Annual General Meeting, which serves as a basis for the adoption of decisions, shall be available to shareholders for inspection at the Company's headquarters immediately after the publication of this notice in *Narodne Novine* (Official Gazette of the Republic of Croatia), every business day from 10 a.m. to 1 p.m.

Shareholders at the General Meeting may also be represented by attorneys-in-fact, based on a valid written power of attorney issued by the shareholder. The signature on the power of attorney need not be certified by a notary public.

The General Meeting may adopt valid decisions if it involves the participation of shareholders or their attorneys-in-fact who together hold shares that constitute one-third of the votes in the General Meeting, unless otherwise provided by law or the Articles of Association for individual decisions. If the quorum required by the provisions of Article 52(1) of the Articles of Association is not met at an Annual General Meeting, the meeting may be held if, after 60 minutes from the expiry of the time indicated in the notice on the commencement of the General Meeting, shareholders or their proxies holding shares whose nominal value exceeds 20 (twenty) percent of the nominal amount of the Company's share capital are present. In such circumstances, the General Meeting may only decide on matters for which a qualified majority is not required. If, after the expiration of the time stated, there is no such quorum at the General Assembly, that is, if it is necessary to adopt a decision for which a qualified majority is prescribed by law or the Articles of Association, the Chairperson of the General Meeting shall postpone the

session, where the new session with the same agenda shall be held on 6 July 2023 at 5 p.m., i.e. within a period not shorter than 15 (fifteen) days or longer than 30 (thirty) days from the originally convened General Meeting. 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.

The Chief Executive Officer of the Company has issued a decision to suspend the entry of changes in the securities register with the Central Depository and Clearing Company 7 (seven) days before the General Meeting until the first business day following the General Meeting.

MISLAV VUČIĆ, mag. Oec.,
m.p. Chief Executive Officer