

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

Rijeka, 29 April 2024

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, 110/115, 40/19, 34/22, 114/22, 18/23 and 130/23), 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 29 April 2024, 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 12 June 2024 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 2023
2. Presentation of the JGL d.d. Consolidated Report for 2023
3. Presentation of the Annual Financial Statements of JGL d.d. for 2023
4. Presentation of the JGL d.d. Annual Consolidated Financial Statements for 2023
5. Report of the Board of Directors for 2023
6. Adoption of decision on the distribution of profit earned in 2023
7. Adoption of decision on the payment of dividends to shareholders from accumulated retained earnings of JGL d.d. in 2010 and 2011
8. Adoption of decision on the Statement of Clearance to the Board of Directors for the period of 01/01-31/12/2023
9. Adoption of decision on the selection of the auditor of JGL d.d. for 2024
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 on the election of 5 members of the JGL d.d. Board of Directors with the beginning of the mandate from 31.12.2024.

12. Adoption of decision on the monthly reward for the work of the members of the JGL d.d. Board of Directors elected with the beginning of the mandate from 31.12.2024.
13. Adoption of the Statutory Decision on Amendments to the Statute of JGL d.d.
14. Report on the acquisition of own shares in 2023

DRAFT DECISIONS:

AD 6)

The proposal of the Company's Board of Directors on the distribution of profit for 2023 is hereby approved.

I

(a)

It is hereby established that the Company, in the year ended 31 December 2023, made a profit of EUR 13,084,736.12

(b)

The Company's profit in the amount of EUR 13,084,736.12 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 2010 and 2011 is hereby adopted.

Jadran - Galenski laboratorij d.d. shareholders shall be paid dividends from accumulated retained earnings of JGL d.d. in 2010 and 2011.

(a)

Jadran - Galenski laboratorij d.d. shareholders, holders of ordinary registered shares, code JDGL-R-A shall be paid a dividend of EUR 4,00 per share.

(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 2010 and 2011

(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, 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 01/01-31/12/2023 is hereby adopted.

(a)

Upon presentation of the annual financial statements of the Company for the 2023 business year established by the Board of Directors, it is hereby established that the Board of Directors, in the period of 01/01-31/12/2023, 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 01/01-31/12/2023.

(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 2024 is hereby adopted.

(a)

Ernst & Young Limited Liability Company from Zagreb is hereby appointed as the auditor of the Company for 2024.

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 2023 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 2023, specifically

- IVO USMIANI, mag. pharm. EUR 79,000.09 gross
- EVA USMIANI CAPOBIANCO, mag. spec. EUR 39,499.93 gross
- GROZDANA BOŽIĆ, dipl. iur. EUR 45,527,49 gross
- DINO ČOZA SARŠON, mag. pharm. EUR 15.800,05 gross
- SANJI KATALINIĆ EUR 43,754.42 gross

AD.11.

The proposal of the Board of Directors on the election of 5 members of the Board of Directors of JGL d.d. is accepted. with the beginning of the mandate from 31.12.2024.

I

It is established that on December 30, 2024 expires the mandate for the members of the Board of Directors of Jadran - Galenski laboratorij d.d.

IVO USMIANI, mag.pharm. from Rijeka, Korzo 38, OIB 51062299160 - Chairman of the Board of Directors

DINO ČOZA SARŠON, mag.pharm. from Rijeka, Vrazov prijelaz 2, OIB 98385103511 - Deputy Chairman of the Board of Directors

SANJA KATALINIĆ from Mladenići, Brtuni 8, OIB 49261146751 – member of the Board of Directors

EVA USMIANI CAPOBIANCO, mr.spec. from Rijeka, Korzo 38, OIB 35389104198 - member of the Board of Directors

GROZDANA BOŽIĆ, dipl. iur. from Rijeka M.Jakominića 4, OIB 92483762962 – member of the Board of Directors

II

For the members of the Board of Directors of Jadran - Galenski laboratorij d.d., are selected

IVO USMIANI, mag.pharm. from Rijeka, Korzo 38, OIB 51062299160

DINO ČOZA SARŠON, mag.pharm. from Rijeka, Vrazov prešel 2, OIB 98385103511

SANJA KATALINIĆ from Mladenići, Brtuni 8, OIB 49261146751

EVA USMIANI CAPOBIANCO, mr.spec. from Rijeka, Korzo 38, OIB 35389104198

GROZDANA BOŽIĆ, dipl. iur. from Rijeka M. Jakominića 4, OIB 92483762962

III

The term of office of the members of the Board of Directors is set for 5 years, starting on December 31, 2024

AD.12.

The proposal of the Board of Directors on the monthly award for the work of the members of the Board of Directors of JGL d.d. is accepted. whose mandate begins on December 31, 2024.

I

Monthly award for the work of IVO USMIANI, mag.pharm. member of the Board of Directors of the Jadran - Galensli Laboratorij is determined in the amount of EUR 6,400.00 net, starting from December 31, 2024.

II

Monthly award for the work of DINO ČOZA SARŠON, mag.pharm. member of the Board of Directors of the Jadran – Galenski Laboratorij is determined in the amount of EUR 1,600.00.00 net, starting from December 31, 2024.

III

The monthly award for the work of SANJA KATALINIĆ, a member of the Board of Directors of the Jadran - Galenski Laboratorij, is determined in the amount of EUR 2,900.00 net, starting from December 31, 2024.

IV

Monthly award for the work of EVA USMIANI CAPOBIANCO, mr. spec. member of the Board of Directors of the Jadran - Galenski Laboratorij is determined in the amount of EUR 3,400.00 net, starting from December 31, 2024.

V

Monthly award for the work of GROZDANA BOŽIĆ, dipl. iur. member of the Board of Directors of the Jadran - Galenski Laboratorij is determined in the amount of EUR 2,900.00 net, starting from December 31, 2024.

AD.13.

On the proposal of the Board of Directors, it is adopted

**STATUTORY DECISION
OF CHANGES AND AMENDMENTS
OF THE STATUTE OF
JADRAN – GALENSKI LABORATORIJ D.D.**

Article 1.

After Article 12b, Article 12c is added, which reads:

"Article 12c.

(1) The Board of Directors of the Company may, within 5 (five) years from the date of entry of changes to the Statute in the court register adopted by the Assembly of the Company on June 12, 2024, by issuing new shares in the name of a private issue, with the payment of contributions in money, to increase the share capital of the Company by a total of EUR 6,526,130.00 (in words: six million five hundred twenty six thousand one hundred and thirty EUR) (approved share capital).

(2) The Board of Directors of the Company is authorized to determine the content of rights from the shares and the conditions for their issuance, and in such a way as to determine that new ordinary registered shares will be issued, each with a nominal value of EUR 13.00 (thirteen EUR) which amount is in line with the Decision of the Company Assembly dated March 31, 2023. on the adjustment of share capital and shares by reducing share capital in accordance with the provisions of Article 21 of the Law on Amendments to the Companies Act (Official Gazette No. 114/2022), the amount that will have to be paid for them, which cannot be less than the book value for one share according to the last published consolidated financial report of JGL d.d., with the proviso that the shares must carry the same rights and rank as all existing ordinary shares of the Company with all restrictions regarding the burden, as determined by the Statute.

(3) The Board of Directors of the Company may, by a decision on the increase of the share capital, exclude the right of priority when registering these shares."

Article 2.

Other provisions of the Company Statute remain unchanged.

Article 3.

The Management Board is authorized to make a consolidated text of the Statute.

Article 4.

This Decision comes into force on the day of its entry in the court register of the Commercial Court in Rijeka.

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 2 July 2024 at 5:30 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