

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

Rijeka, 27 April 2026

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, 18/23, 130/23 and 136/24), 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 27 April 2026, the EXECUTIVE DIRECTOR 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 15 June 2026 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 2025
2. Presentation of the JGL d.d. Consolidated Report for 2025
3. Presentation of the Annual Financial Statements of JGL d.d. for 2025
4. Presentation of the JGL d.d. Annual Consolidated Financial Statements for 2025
5. Report of the Board of Directors for 2025
6. Adoption of decision on the distribution of profit earned in 2024
7. Adoption of decision on the payment of dividends to shareholders from JGL d.d.'s accumulated retained earnings generated in the period 2012–2016 (taxable profit)
8. Adoption of a decision on the Statement of Clearance to the Board of Directors for the period of 01/01-31/12/2025
9. Adoption of the decision on the selection of the auditor of JGL d.d. for 2027
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. Decision on the Approval of the Purchase (Acquisition) of Own Shares
12. Report on the acquisition of own shares in 2025

DRAFT DECISIONS:

AD 6)

The proposal of the Company's Board of Directors on the distribution of profit for 2025 is hereby approved.

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(a)

It is hereby established that the Company, in the year ended 31 December 2025, made a profit of EUR 55,401,398.14

b) The Company's profit in the amount of EUR 280,317.35 shall be allocated to the Company's legal reserves for the coverage of unamortized development costs.

c)

The Company's profit in the amount of EUR 55,121,080.79 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 JGL d.d.'s accumulated retained earnings generated in the period 2012–2016 (taxable profit)

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Jadran - Galenski laboratorij d.d. shareholders shall be paid dividends from accumulated retained earnings generated in the period 2012–2016 (taxable profit)

(a)

Jadran - Galenski laboratorij d.d. shareholders, holders of ordinary registered shares, code JDGL-R-A shall be paid a dividend of EUR 7,57 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 generated in the period 2012–2016 (taxable profit)

(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 decide 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 01/01-31/12/2025 is hereby adopted.

(a)

Upon presentation of the annual financial statements of the Company for the 2025 business year established by the Board of Directors, it is hereby established that the Board of Directors, in the period of 01/01-31/12/2025, 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 01/01-31/12/2025.

(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 d.o.o., Radnička cesta 50, Zagreb, as the auditor of JADRAN - GALENSKI LABORATORIJ d.d. for the year 2027 is hereby adopted.

(a)

Ernst & Young d.o.o., Radnička cesta 50, Zagreb, is hereby appointed as the Company's auditor for 2027.

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 2025 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 2025,

specifically

- IVO USMIANI, mag. pharm. EUR 83,913.71 gross
- GROZDANA BOŽIĆ, dipl. iur. EUR 40,640,27 gross
- EVA USMIANI CAPOBIANCO, mag. spec. EUR 88,913.70 gross
- DINO ČOZA SARŠON, mag. pharm. EUR 26.212,06 gross
- SANJI KATALINIĆ EUR 39,712.24 gross
- RENATI MICULINIĆ EUR 24.339,80 gross

AD.11.

The proposal of the JGL d.d. Board of Directors regarding the approval of the purchase (acquisition) of own shares is hereby adopted.

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Pursuant to Article 233, paragraph 1 of the Companies Act (Official Gazette Nos. 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), the Management Board of the Company is hereby granted a general and unconditional authorization to carry out one or more purchases of the Company's ordinary shares under the following terms:

a)

The maximum total number of shares acquired on the basis of this authorization may not exceed 10% of the Company's share capital.

b)

For the purpose of acquiring the shares, the Company may use funds from retained earnings generated by the Company in the period from 2001 to 2004.

c)

The minimum price payable for such shares shall be their nominal value per share.

d)

The maximum price payable per share may not exceed the book value per share according to the most recently published consolidated financial statements of JGL d.d., provided that the decision on the price of the shares to be acquired by JGL d.d. on the basis of this resolution shall be adopted by the JGL d.d. Board of Directors.

e)

The authorization granted hereby shall enter into force on the date of adoption of this decision and shall remain valid for a period of 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 materials for the Annual General Meeting, which serve as the basis for decision-making, shall be made available to shareholders on the Company's website immediately upon the publication of this notice in Narodne Novine (Official Gazette of the Republic of Croatia). 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 2026 at 12:00 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 Executive Director 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.

ALENKA JAJAC – KNEZ, MD,
Executive Director

