

**MEDIKA d.d.**

Capraška 1  
10000 Zagreb

**Home Member State:** Croatia

**LEI:** 74780000O0R8ZVGJJO27

**ISIN:** HRMDKARA0000

**TICKER:** MDKA-R-A

**Regulated market segment:** Zagreb Stock Exchange – Official market

General Assembly - Notices of convening, counter-proposals and decisions

Zagreb, March 17, 2026

**NOTICE ON DECISIONS ADOPTED AT THE EXTRAORDINARY GENERAL ASSEMBLY**

The Extraordinary General Assembly of Medika d.d. was held in Zagreb on 17. 3. 2026, starting at 12,10 PM at the business premises of Medika d.d. in Zagrebu, Capraška 1, with the **following agenda:**

1. Opening of the General Assembly of the Company and determining the number of present and represented shareholders
2. Adoption of the decision on the appointment of the President and Vice-President of the General Assembly of the Company
3. Adoption of the decision on the withdrawal of the Company's shares from listing on the regulated market
4. Adoption of the decision by which the Management Board of the Company is authorized to acquire treasury shares
5. Adoption of the decision on the amendment of the Articles of Association of the Company
6. Adoption of the decision on the election of a new member of the Supervisory Board of the Company
7. Adoption of the decision on the appointment of the auditor for the year 2026

According to the attendance list at the opening of the General Assembly, 33 registered shareholders or proxies were **present** on the General Assembly, holding a total of 27,548 votes, representing 95.14402% of the share capital of the Company.

**Ad 2)** The decision on the Appointment of the President of the General Assembly and Vice-President of the General Assembly was adopted with 99.80003 % of valid votes cast (27,449).

Due to the expiration of the mandate of the current President of the General Assembly and Vice-President of the General Assembly, and pursuant to Article 16 of the Articles of Association, the following individuals are appointed for a four-year term:

- Appointed as President of the General Assembly is Miroslava Goričnik-Gojsalić from Zagreb, Cenkovečka ulica 4, PIN (OIB): 75295334787,
- Appointed as Vice-President of the General Assembly is Tanja Kragulj Mežnarić from Kućan Marof, Zelena ulica 36, PIN (OIB): 32168453036.

**Ad 3)** The decision on the Withdrawal of Shares from the Regulated Market (Delisting) was adopted with 93.70553 % of valid votes cast (25,814).

1. MEDIKA d.d. headquartered in Zagreb, Capraška 1, PIN (OIB): 94818858923 registered in the court register of the Commercial Court in Zagreb under MBS: 080027531 (hereinafter: the Company), hereby withdraws from the regulated market of the Zagreb Stock Exchange (ZSE) – Regular Market, all 30,194 ordinary registered shares, each with a nominal value of EUR 920.00, ticker MDKA-R-A, issued in dematerialized form and maintained in the depository of the Central Depository & Clearing Company (SKDD) under ISIN: HRMDKARA0000.
2. The Company irrevocably declares its obligation to all shareholders who vote against this decision to purchase their shares for fair compensation no later than three months from the date this decision is entered into the court register.
3. Fair compensation is considered to be the average price of shares achieved on the regulated market, calculated as the weighted average of all prices achieved on the regulated market in the last three months before the day of publication of the invitation to the general assembly in the company's gazette in accordance with the provision of Article 341, paragraph 9 of the Capital Market Act.
4. The Company has made the amount of fair compensation available to all shareholders and published it to the public on 10 March 2026, via the Zagreb Stock Exchange, HANFA's SRPI (Officially Appointed Mechanism), the Company's website, and HINA (Croatian News Agency). According to the confirmation from the Zagreb Stock Exchange d.d. dated 2 March 2026, it follows that in the period from 3 November 2025 to 3 February 2026, i.e. the period of the last three months prior to the date of publication of the invitation to the General Assembly—trading in ordinary shares of the Company Medika d.d. on the regulated market of the Zagreb Stock Exchange d.d. occurred on 36.67% of trading days (22 trading days out of a possible 60), whereby the weighted average price of the subject shares, representing fair compensation in the specified period, amounted to EUR 4,572.14.
5. Shareholders' request for the buyout of shares in accordance with Article 341 of the Capital Market Act, shareholders may submit to the Company within 2 months from the day of entry of the decision on withdrawal from listing on the regulated market into the court register.
6. The Management Board of the Company is obliged, immediately upon the adoption of this Decision, to submit an application for the entry of the decision on the withdrawal of shares from listing on the regulated market into the court register of the Commercial Court in Zagreb.
7. The decision on withdrawal from listing on the regulated market is entered into the court register and enters into force:

- a) if the decision was adopted by a majority greater than nine-tenths of the cast votes, on the day of entry of the decision into the court register,
- b) in all other cases, upon the expiration of six months from the day of entry of the decision into the court register.

8. The Management Board of the Company is obliged, after the entry of the Decision on withdrawal from listing on the regulated market into the court register, to inform the Zagreb Stock Exchange d.d. without delay of the adopted decision by delivering the subject decision and the court's ruling on the entry of the same.

After the voting on item 3 of the General Assembly agenda, there were 32 registered shareholders or proxies present on the attendance list, holding a total of 27,547 votes, which constitutes 95.14057% of the Company's share capital.

**Ad 4)** The decision authorizing the Company's Management Board to acquire own shares was adopted with 99.33165 % of the cast valid votes (26,009).

1. Based on Article 233, paragraph 1 of the Companies Act, the General Assembly gives authority to the Management Board for the acquisition of treasury shares from the shareholders of the Company who voted against the Decision of the General Assembly on the withdrawal of the Company's shares from listing on the regulated market, without further consent of the General Assembly and under the conditions from the subject Decision of the General Assembly, up to a maximum of 6,794 shares.
2. In the event that the Company, following the Decision of the General Assembly on the withdrawal of the Company's shares from listing on the regulated market, acquires more than 10% of its treasury shares, it is obliged to act in accordance with the provisions of Article 236 of the Companies Act.
3. This Decision enters into force on the day of its adoption.

After the voting on item 4 of the General Assembly agenda, there were 31 registered shareholders or proxies present on the attendance list, holding a total of 27,543 votes, which constitutes 95.12675% of the Company's share capital.

**Ad 5)** The decision on the amendment of the Articles of Association of the Company was adopted with 99.42909 % of the cast valid votes (27,343).

Based on Article 301 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 11) the General Assembly of Medika d.d. on 17 March 2026 adopted the following DECISION on the amendment of the Articles of Association of Medika d.d.

Provisions of the Articles of Association of the Company from 2 May 2023, are amended as follows:

### **Article 1.**

Paragraph 3 and paragraph 4 of Article 6 of the Articles of Association are amended so that they now read:

(3) The transfer of shares is carried out based on valid legal transactions.

(4) The shareholder is obliged to inform the central depository of such share transfer without delay and to attach appropriate documentation for the transfer. Regarding changes in personal data, ownership positions, pledges, or other changes, the shareholder is obliged to report to the central depository in a timely manner.

### **Article 2.**

Paragraph 1 of Article 10 of the Articles of Association is amended so that it now reads:

(1) The Company has a Supervisory Board composed of 7 (seven) members, of which 6 (six) members of the Supervisory Board are elected by the General Assembly of the Company, and 1 (one) member of the Supervisory Board of the Company as a labor representative is appointed and recalled by the employees of the Company in accordance with the law and applicable regulations.

### **Article 3.**

Article 12 of the Articles of Association is amended so that it now reads:

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

(2) The Supervisory Board adopts its decisions by a simple majority. In the case of equally divided votes, the decision for which the President of the Supervisory Board voted shall be considered adopted.

(3) The Supervisory Board, as a rule, adopts its decisions at meetings of the Supervisory Board. The Supervisory Board may adopt decisions if more than half of its members are present at the meeting.

(4) The Supervisory Board may adopt decisions even without holding a meeting, in a circular or correspondent manner (for example, but not limited to: in writing, by e-mail, fax, telephone, video call, or calls via other telecommunications platforms), if no member of the Supervisory Board requests the holding of a meeting.

### **Article 4.**

Article 20 of the Articles of Association is amended so that it now reads:

(1) Data and announcements of the Company are published on the website of the court register.

### **Article 5.**

Other provisions of the Articles of Association of the Company remain unchanged. The Supervisory Board of the Company is authorized to determine the consolidated text of the Articles of Association of the Company.

**Article 6.**

These amendments to the Articles of Association enter into force on the day of entry into the court register.

**Ad 6)** The decision on the election of a new member of the Supervisory Board of the Company was adopted with 99.83554 % of the cast valid votes (27,317).

It is established that a member of the Supervisory Board Nikolina Dizdar Čehulić, as of 23 December 2025 submitted a resignation from the function of a member of the Supervisory Board of the Company.

Following the said resignation, for a new member of the Supervisory Board of the Company is elected Miroslava Goričnik-Gojsalić PIN (OIB): 75295334787, graduate lawyer.

The mandate of the newly elected member begins to run from the day of acceptance and lasts until the expiration of the mandate of the other elected members of the Supervisory Board, except for the member elected by the decision of the Works Council.

**Ad 7)** The decision on the appointment of the auditor for the year 2026 was adopted with 99.81095 % of the cast valid votes (27,454).

For the auditor of the Company for the year 2026 is appointed Ernst & Young d.o.o., Zagreb, Radnička cesta 50, PIN (OIB): 58960122779.