

**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, February 2, 2026

Medika d.d. (hereinafter referred to as: the Issuer) hereby informs that a meeting of the Issuer's Management Board was held on 2 February 2026, at which a decision was made to convene an Extraordinary General Meeting of the Issuer.

Pursuant to the provisions of Article 278 paragraphs 1 and 2 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, 136/24), the Management Board of MEDIKA, a joint-stock company for the trade in pharmaceuticals and medical supplies, Zagreb, Capraška 1 (hereinafter: the Company), acting upon the request of the shareholder AUCTOR d.o.o., Zagreb, Ulica kneza Branimira 71E, PIN (OIB): 19203050598, adopted a decision to convene an Extraordinary General Meeting containing the agenda set out below. The Management Board hereby publishes the notice convening the

## **EXTRAORDINARY GENERAL MEETING**

**MEDIKA d.d. za trgovinu lijekovima i sanitetskim materijalom, Zagreb, Capraška 1** hereby convenes an Extraordinary General Meeting to be held in Zagreb on 17 March 2026 at 12:00 noon, at the business premises of Medika d.d., Zagreb, Capraška 1, Conference Hall, 1st floor.

**The following agenda is proposed for the Extraordinary General Meeting:**

1. Opening of the General Meeting of the Company and determination of the number of shareholders present or represented
2. Adoption of a resolution on the appointment of the Chairperson and Deputy Chairperson of the General Meeting of the Company
3. Adoption of a resolution on the withdrawal of the Company's shares from listing on the regulated market

4. Adoption of a resolution authorising the Management Board to acquire treasury shares
5. Adoption of a resolution on amendments to the Articles of Association of the Company
6. Adoption of a resolution on the election of a new member of the Supervisory Board of the Company
7. Adoption of a resolution on the appointment of the auditor for the year 2026

### **Proposed Resolutions**

The shareholder AUCTION d.o.o., Zagreb, Ulica kneza Branimira 71E, PIN (OIB): 19203050598, proposes the adoption of the following resolutions under items 1 to 7 of the Agenda:

#### **Ad 2. Resolution on the appointment of the Chairperson and Deputy Chairperson of the General Meeting of the Company**

Due to the expiration of the term of office of the current Chairperson and Deputy Chairperson of the General Meeting, and pursuant to Article 16 of the Articles of Association of the Company, for a term of four years from the date of appointment:

Miroslava Goričnik-Gojsalić, Zagreb, Cenkovečka 4, PIN (OIB): 75295334787, is appointed as Chairperson of the General Meeting;

Tanja Kragulj Mežnarić, Kućan Marof, Zelena ulica 36, PIN (OIB): 32168453036, is appointed as Deputy Chairperson of the General Meeting.

#### **Ad 3. Resolution on the withdrawal of the Company's shares from listing on the regulated market**

1. MEDIKA d.d., with its registered seat in Zagreb, Capraška 1, PIN (OIB): 94818858923, entered in the Court Register of the Commercial Court in Zagreb under registration number MBS: 080027531 (hereinafter: the *Company*), shall withdraw from listing on the regulated market of Zagreb Stock Exchange Inc. – the Regular Market, all 30,194 registered ordinary shares, each with a nominal value of EUR 920.00, designation MDKA-R-A, issued in dematerialised form and recorded in the depository of the Central Depository & Clearing Company Inc. under ISIN HRMDKARA0000.
2. The Company irrevocably declares that it undertakes to purchase the shares of all shareholders who voted against this resolution, for a fair consideration, no later than within three months from the date of registration of this resolution with the court register.
3. Fair consideration shall mean the average share price achieved on the regulated market, calculated as the weighted average of all prices achieved on the regulated market during the three months preceding the date of publication of the invitation to the General Meeting in the Company's official gazette, in accordance with Article 341(9) of the Capital Market Act.

4. The amount of the fair consideration must be fully made available to all shareholders and disclosed to the public no later than five days prior to the date of the General Meeting at which the withdrawal of shares from the regulated market is decided.
5. Shareholders may submit a request to the Company for the purchase of their shares pursuant to Article 341 of the Capital Market Act within two months from the date of registration of the resolution on withdrawal from the regulated market with the court register.
6. The Management Board of the Company is obliged, immediately upon adoption of this resolution, to file an application for registration of the resolution on withdrawal of shares from the regulated market with the Court Register of the Commercial Court in Zagreb.
7. The resolution on withdrawal from the regulated market shall be registered with the court register and shall enter into force:
  - a) if adopted by a majority exceeding nine-tenths of the votes cast – on the date of registration with the court register;
  - b) in all other cases – upon the expiry of six months from the date of registration with the court register.
8. After registration of the resolution on withdrawal from the regulated market with the court register, the Management Board shall without delay notify Zagreb Stock Exchange Inc. of the adopted resolution by submitting the relevant resolution and the court decision on its registration.

#### **Ad 4. Resolution authorising the Management Board to acquire treasury shares**

1. Pursuant to Article 233(1) of the Companies Act, the General Meeting authorises the Management Board to acquire treasury shares from shareholders who voted against the resolution of the General Meeting on the withdrawal of the Company's shares from listing on the regulated market, without further consent of the General Meeting and under the conditions set out in the said resolution, up to a maximum of 6,794 shares.
2. In the event that, as a result of the resolution on withdrawal from listing, the Company acquires more than 10% of its own shares, it shall act in accordance with Article 236 of the Companies Act.
3. This resolution shall enter into force on the date of its adoption.

#### **Ad 5. Resolution on amendments to the Articles of Association of the Company**

The Articles of Association of the Company dated 2 May 2023 are amended as follows:

## Article 1

Paragraphs 3 and 4 of Article 6 of the Articles of Association are amended to read as follows:

- (3) The transfer of shares shall be carried out on the basis of valid legal transactions.
- (4) A shareholder shall be obliged to notify the central depository of such transfer of shares without delay and to submit appropriate documentation for the transfer. Any change in personal data, ownership positions, pledges or other changes must be reported to the central depository in due time.

## Article 2

Paragraph 1 of Article 10 of the Articles of Association is amended to read as follows:

- (1) The Company shall have a Supervisory Board consisting of seven (7) members, of whom six (6) members are elected by the General Meeting of the Company, and one (1) member, as a representative of the employees, is appointed and dismissed 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 to read as follows:

- (1) Each member of the Supervisory Board shall have one (1) vote.
- (2) The Supervisory Board shall adopt its decisions by a simple majority. In the event of a tie, the decision supported by the Chairperson of the Supervisory Board shall be deemed adopted.
- (3) As a rule, the Supervisory Board shall adopt 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 also adopt decisions without holding a meeting, by circular or correspondence means (including but not limited to: in writing, by email, telefax, telephone, video call or other telecommunication platforms), provided that no member of the Supervisory Board requests that a meeting be held.

## Article 4

Article 20 of the Articles of Association is amended to read as follows:

- (1) The Company's data and notices shall be published on the website of the Court Register.

## Article 5

All other provisions of the Articles of Association of the Company shall remain unchanged. The Supervisory Board of the Company is authorised to determine the consolidated text of the Articles of Association.

## Article 6

These amendments to the Articles of Association shall enter into force on the date of their registration with the court register.

**Ad 6. Resolution on the election of a new member of the Supervisory Board of the Company**

It is established that Nikolina Dizdar Čehulić, member of the Supervisory Board, submitted her resignation from the position of member of the Supervisory Board of the Company with effect from 23 December 2025.

As a result of the said resignation, Miroslava Goričnik-Gojsalić, Zagreb, Cenkovečka 4, PIN (OIB): 75295334787, graduate lawyer, is elected as a new member of the Supervisory Board of the Company.

The term of office of the newly elected member shall commence on the date of acceptance and shall last until the expiry of the term of office of the other elected members of the Supervisory Board, except for the member elected by decision of the Works Council.

**Ad 7. Resolution on the appointment of the auditor for the year 2026**

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

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The materials serving as a basis for discussion are available for inspection by shareholders at the business premises of Medika d.d., Zagreb, Capraška 1, from the date of publication of this invitation until the date of the General Meeting, on working days from 10:00 a.m. to 1:00 p.m., at the office of the Management Board Secretary, as well as on the Company's website [www.medika.hr](http://www.medika.hr).

The right to participate in and exercise voting rights at the General Meeting of the Company shall be vested in all shareholders who cumulatively fulfil the following conditions:

1. they are recorded as shareholders in the depository of the Central Depository & Clearing Company six days prior to the date of the General Meeting;
2. they submit to the Company, in writing, their intention to participate in the General Meeting no later than six days prior to the date of the General Meeting.

Notifications must be received by the Company at the address specified in the invitation or delivered to the Head of the Treasury Department, Ms Hana Balaško, no later than 10 March 2026.

Shareholders may be represented by proxies on the basis of a valid written power of attorney issued by the shareholder, or, in the case of a legal entity shareholder, by a person authorised to represent it. Forms are available on the Company's website [www.medika.hr](http://www.medika.hr) and will also be sent to shareholders by post.

Shareholders may exercise the rights referred to in Article 278(2) of the Companies Act provided that the Company receives the request at least 24 days prior to the date of the General Meeting, whereby the day of receipt of the request by the Company shall not be included in the calculation of the period.

Shareholders may exercise the rights referred to in Article 282(1) provided that the shareholder submits the proposal to the Company at least 14 days prior to the date of the General Meeting, whereby the day of receipt of the request by the Company shall not be included in the calculation of the period.

Further explanations regarding the exercise of rights under Articles 278(2), 282(1), 283 and 287(1) of the Companies Act are available on the Company's website [www.medika.hr](http://www.medika.hr).

All disclosures pursuant to Article 280a of the Companies Act are available on the Company's website [www.medika.hr](http://www.medika.hr).

MEDIKA d.d. Zagreb