

**Pursuant to the provisions of Articles 274 and 277 of the Company Act, Articles 22 and 24.2 of the Statute of the Company MON PERIN d.d., on 7 April 2022, the Management Board adopted the Decision to convene the Ordinary General Assembly of the Company and hereby publishes the Invitation to the:**

### **ORDINARY GENERAL ASSEMBLY**

of MON PERIN d.d. Bale, Trg La Musa 2, to be held on 16 June 2023 starting at 5 PM, at the Campsite Mon Perin, at San Pol 3 (Hall).

### **THE AGENDA**

for the Ordinary General Assembly is as follows:

1. Opening of the General Assembly and establishing the number of shareholders present in person and by proxy
2. Presentation of the financial statements for the business year 2022 along with the Auditor's Report and the Reports of the Management Board and the Supervisory Board, and in this regard:
  - a. Decision on the distribution of the Company's profit
  - b. Decision on the granting of discharge to the Members of the Management Board
  - c. Decision on the granting of discharge to the Members of the Supervisory Board
3. Appointment of the Company's Auditor for the year 2023
4. Decision on the payment of dividend from retained earnings
5. Decision on the exchange of shares with a nominal amount into shares without a nominal amount and the alignment of the share capital with the Act on the introduction of the euro by reducing the share capital of the Company
6. Decision on amendments to the Company's Articles of Association and adoption of the revised text of the Company's Articles of Association
7. Decision on the approval of the Report on the receipts of members of the management board and the supervisory board in the business year 2022.
8. Decision on the transfer of the Company's shares from the Official Market segment of the Zagreb Stock Exchange d.d. to the Regular Market segment of the Zagreb Stock Exchange d.d.
9. Report on the current state and expectations for the 2023 tourist season.

### **PROPOSALS OF DECISIONS**

Ad 2. The Management Board and the Supervisory Board propose to the General Assembly to pass the following decisions:

- a. The Company's profits for the year 2022 in the amount of HRK 24.079.134 / EUR 3.195.850 shall be allocated to retained earnings.
- b. Approval of work is given (discharge is granted) to the Members of the Management Board for the management of the Company in 2022.
- c. Approval of work is given (discharge is granted) to the Members of the Supervisory Board for the supervision of the Company in 2022,

Discharge is granted to all the Members the Supervisory Board.

Ad 3. The Supervisory Board proposes to the General Assembly to pass the following decision:

The company UHY RUDAN d.o.o., Zagreba, Ilica 213, OIB: 71799539000, is appointed as the auditor of MON PERIN d.d. for the business year 2023.

Ad 4. The Management Board and the Supervisory Board propose to the General Assembly to pass the following decisions:

The shareholders of the Company shall be paid a dividend of EUR 0,18 per each share. The dividend shall be paid out from retained earnings achieved in 2019 and 2021.

Dividend referred to under Item 1 hereof shall be paid out to all shareholders that are registered as shareholders of the Company with the Central Depository and Clearing Company as of 16 June 2023 (record date). Date on which the shares of the Company will be traded without dividend payment right is 15 June 2023 (ex-date). Dividend payment shall be due on 14 July 2022 (payment date).

Ad 5. The Management Board and the Supervisory Board propose to the General Assembly to adopt the following decision:

**DECISION**  
**ON THE EXCHANGE OF SHARES WITH A NOMINAL AMOUNT INTO SHARES WITHOUT A NOMINAL AMOUNT AND THE HARMONIZATION OF THE SHARE CAPITAL WITH THE LAW ON THE INTRODUCTION OF THE EURO BY REDUCTION OF THE SHARE CAPITAL**  
**MON PERIN D.D.**

**Article 1.**

The Company's share capital, which amounts to HRK 106,730,270.00, converted into EUR according to the fixed conversion rate (1 EUR = HRK 7.53450) amounts to EUR 14,165,541.18 and is divided into 10,673,027 (ten million six hundred and seventy-three thousand and twenty seven) shares, whereby the individual nominal amount of the share is HRK 10.00, which, converted at the fixed exchange rate, amounts to EUR 1.33.

**Article 2.**

All 10,673,027 ordinary shares of the Company with an individual nominal amount of HRK 10.00, which converted at the fixed conversion rate (1 EUR = 7.53450 HRK) is EUR 1.33, are replaced by 10,673,027 ordinary shares in the name of no nominal amount.

**Article 3.**

With the aim of harmonizing the share capital with the Law on Companies and the Law on the Introduction of the Euro, the share capital is reduced:

- with the amount of EUR 14,165,541.18
- for the amount of 18 cents
- to the amount of EUR 14,165,541.

**Article 4.**

The amount of 18 cents by which the Company's share capital was reduced is transferred to capital reserves.

#### **Article 5.**

After the exchange of shares with a nominal amount into shares without a nominal amount and after recalculation and adjustment, the Company's share capital amounts to EUR 14,165,541 and is divided into 10,673,027 shares without a nominal amount.

Each share of the Company refers to 1/10,673,027 of the share capital of the Company.

#### **Article 6.**

This decision enters into force on the day of entry in the court register.

#### **Article 7.**

After the entry of the decision in the court register, the exchange of shares in the Central Clearing Depository Company will be carried out.

Ad 6. The Management proposes to the General Assembly to adopt the following decision:

### **DECISION ON AMENDMENT OF THE STATUTES MON PERIN d.d.**

#### **Article 1.**

This Decision amends and supplements the provisions of the Statute of the MON PERIN d.d. from 28.10.2021. (further: Statute) in the manner specified in further articles of this Decision.

#### **Article 2.**

Article 5 of the Statute is amended to read as follows:

"5. share capital

5.1. The basic capital of the Company amounts to 14,165,541.00 euros (fourteen million sixty-five thousand five hundred and forty-one euros).

5.2. The share capital of the Company was paid and entered into the Company in its entirety, namely in money in the amount of 6,548,967.21 euros (six million five hundred and forty-eight thousand nine hundred and sixty-seven euros and twenty-one cents), and in rights in accordance with the list of entered rights, their values, and the Founders who entered those rights to the Company, which can be found in attachment no. 1 (one) of this Statute and constitutes its integral part.

#### **Article 3.**

Article 6.1. of the Statute is amended to read as follows:

"The Company's share capital is divided into 10,673,027 (ten million six hundred and seventy-three thousand and twenty-seven) shares without a nominal amount."

#### **Article 4.**

Article 6.3 of the Statute is amended to read as follows:

„ The Company's shares are ordinary shares and are registered. Each share gives an equal right to vote in the

General Assembly."

#### **Article 5.**

Article 14.5 of the Statute is amended to read as follows:

"On the last day of each calendar quarter, the Company's management is obliged to report to the Supervisory Board in writing about all legal transactions concluded by the Company in that calendar quarter and unilateral declarations of will that it made, regardless of whether the conclusion or giving of the declaration of will was necessary prior consent of the Supervisory Board of the Company or not, and whose individual value exceeds the amount of EUR 650,000.00, and about all related businesses (as defined in the following article) whose total value exceeds the amount of EUR 1,350,000.00, which are not foreseen in the Business Plan ."

#### **Article 6.**

This decision enters into force on the day of entry in the court register

The complete text of the Statute will be adopted with this Decision.

Ad. 7. The Management Board and the Supervisory Board propose to the General Assembly to adopt the following decision:

#### **DECISION**

#### **ON THE APPROVAL OF THE REPORT ON THE RECEIPTS OF THE MEMBERS OF THE MANAGEMENT AND SUPERVISORY BOARD IN THE BUSINESS YEAR 2022.**

#### **Article 1.**

The Report on the receipts of the members of the Management Board and the Supervisory Board of the Company in the business year 2022 in the text attached to this decision is approved.

Ad. 8. The Management Board and the Supervisory Board propose to the General Assembly to adopt the following decision:

#### **DECISION**

#### **ON THE TRANSFER OF THE COMPANY'S SHARES FROM THE OFFICIAL MARKET OF THE ZAGREB STOCK EXCHANGE D.D. IN THE REGULAR MARKET OF THE ZAGREB STOCK EXCHANGE D.D.**

#### **Article 1.**

The Company's shares, namely 10,673,027 ordinary shares with the designation MONP-R-A, which were listed on the Official Market of the Zagreb Stock Exchange d.d. from March 30, 2022. (hereinafter: Existing shares).

#### **Article 2.**

With this decision, based on the applicable provisions of the Rules of the Zagreb Stock Exchange d.d., the regulated market segment for Existing Shares is changed in such a way that the Existing Shares move from the Official Market of the Zagreb Stock Exchange d.d. to the Regular Market of the Zagreb Stock Exchange d.d.

#### **Article 3.**

The Company's Management is ordered to take all legal actions to implement this decision, which includes,

but is not limited to, submitting a request to the Zagreb Stock Exchange d.d. for the purpose of transferring Existing shares to the Regular market of the Zagreb Stock Exchange d.d.

#### INSTRUCTIONS TO SHAREHOLDERS FOR PARTICIPATION IN THE GENERAL ASSEMBLY AND SHAREHOLDER'S RIGHTS:

The total number of shares with voting rights under the ticker symbol MONP-R-A is 10,673,027 and each share gives the right to one vote at the General Assembly but given that 6,272 treasury shares are dormant, the total number of votes at the Company's General Assembly as of the date of publication of this invitation is 10,666,755.

The number of votes that an individual shareholder is entitled to at the General Assembly, is determined by the balance of the shareholders' accounts maintained at the Central Clearing Depository Company d.d. on the 21st day before the day of the General Assembly.

Shareholders have the right to participate in the Regular General Assembly in person or through a proxy, who in accordance with Article 279 of the Law on Commercial Companies (hereinafter: ZTD) and Article 24.1. of the Company's Statute no later than 6 (six) days before the date of the General Assembly, notify the Company of the intention to participate in the General Assembly, that is, if a valid application for participation in the General Assembly reaches the Company no later than the end of the day on June 20, 2022.

Pursuant to the Article 24.1. and 23.2. of the Statute, the Management Board of the Company, with the consent of the Supervisory Board, decided that the General Assembly should be held outside the Company's headquarters at a place suitable for this purpose, with the physical presence of shareholders at the location of the General Assembly, with the condition that a shareholder who wishes to participate and exercise his rights at the General Assembly, must register his participation in the General Assembly to the Company. For this purpose, an application is valid when the application is made in writing or by e-mail, and the power of attorney is granted to the person who has registered to attend the General Assembly and has submitted such power of attorney to the Company. The application must be submitted to the Company's headquarters in Bale, at Trg La Musa 2, or by e-mail to the address [monperin@monperin.hr](mailto:monperin@monperin.hr) and must contain: name and surname, i.e. company of the shareholder, residence, i.e. registered office of shareholder, shareholder's identification number (OIB) and shareholder's e-mail address for receiving the access code to participate in the General Assembly online. If the application is not filed by the shareholder in person, the application form must contain also personal data of the applicant. Furthermore, the applicant must prove its authority to represent the shareholder (excerpt from the court register or power of attorney) as well as the e-mail address of the applicant for receiving the access code to participate in the General Assembly online. The shareholder, i.e., participant who wishes to discuss any agenda items during the General Assembly is invited to indicate in the application which items he/she wishes to discuss. The application form is available to all shareholders at the Company's website [www.monperin.hr](http://www.monperin.hr).

If the shareholder exercises its voting rights at the General Assembly by proxy, a power of attorney shall be attached to the application form. The power of attorney must indicate the person who has made the power of attorney and the person to whom the power of attorney has been given, the authority given to a proxy to vote at the General Assembly, as well as the signature of the shareholder issuing the power of attorney. If the shareholder is a legal person, along with the power of attorney the shareholder shall also submit an excerpt from the court register or other register in which the legal person is entered or a copy of such document, clearly showing that the power of attorney has been signed by a person who is under law authorised to represent the legal person concerned. The power of attorney in original must be submitted to the Company before the General Assembly is held. The power of attorney form is available to shareholders at the Company's website [www.monperin.hr](http://www.monperin.hr)

The shareholders who have failed to timely apply for participation in the General Assembly shall not be entitled to participate in the work of the General Assembly.

At least 21 days before the date of the General Assembly, the Company will send an Invitation for the General Assembly to credit, i.e., financial institutions and shareholders' associations which, at the last year's General Assembly, exercised voting rights on behalf of the shareholders or requested that such Invitation be sent to them. The notification shall state the possibilities given to shareholders to vote at the General Assembly through a proxy.

Any documents for the General Assembly, the invitation with the agenda and proposals of decisions, the application form and the power of attorney form shall be made available to shareholders on the Company's website [www.monperin.hr](http://www.monperin.hr) as well as at the registered office of the Company in Bale, at Trg La Musa 2, every business day except Saturday from 9 AM to noon, starting from the date of publication of the Invitation on the court register's website. If a shareholder wishes to view any materials at the Company's registered office, the shareholder is advised to announce its visit to the Company's premises at least 2 (two) days in advance to enable the Company to organise such a visit with due observance of the measures in place to contain the spread of the infection.

If no quorum is present at the time scheduled for the General Assembly, in accordance with Article 25.1 of the Statute, the opening of the General Assembly will be postponed by 30 minutes. If even after this adjournment the quorum is still not met, the General Assembly will not take place.

With the purpose of timely registration and preparation of the list of participants for the General Assembly, the shareholders are kindly requested to arrive at the premises where the General Assembly is to be held, that is, at least 15 minutes before the scheduled start.

**THE MANAGEMENT BOARD OF MON PERIN d.d.**