

# BOSQAR INVEST

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**BOSQAR d.d.**

Ulica grada Vukovara 23  
10000 Zagreb

**Security:**

BSQR / ISIN: HRMRULRA0009  
3MRU / ISIN: HRMRULO277E9  
LEI: 74780080JD6L45P7YG07

**Regulated Market Segment:**

Zagreb Stock Exchange, Official Market

**Home Member State:**

Croatia

**Publication of Other Non-Regulated information**

Zagreb, 04 October 2024

## PUBLIC CALL FOR SUBSCRIPTION OF NEW SHARES OF BOSQAR Inc.

This Public Call for subscription of new shares ("**Public Call**") refers to the offering ("**Offering**") of up to 196,405 ordinary registered no-par value shares ("**New Shares**") of the company BOSQAR Inc., having its registered seat in Zagreb (City of Zagreb), Ulica grada Vukovara 23, registered with the Court Registry of the Commercial Court in Zagreb under the registration number (MBS): 081210030, PIN (OIB): 62230095889 ("**Issuer**").

On 17 June 2024, the General Assembly of the Issuer adopted the Resolution on Share Capital Increase pursuant to which the share capital of the Issuer shall be increased from the amount of EUR 13,033,800.00 by the amount of up to EUR 2,606,294.35, to the amount of up to EUR 15,640,094.35, by cash contributions and by issuing up to maximum of 196,405 New Shares ("**Share Capital Increase Resolution**").

The General Assembly of the Issuer on 17 June 2024 has also adopted the Resolution on Admission to Trading of Shares of the Company on the Regulated Market, pursuant to which all New Shares issued on the basis of the Share Capital Increase Resolution shall be listed on the regulated market managed by the Zagreb Stock Exchange, Inc., Zagreb ("**Zagreb Stock Exchange**").

Each New Share will give, from the date of registration of the share capital increase with the competent court registry, the right to one vote at the General Assembly of the Issuer and all such other rights identical to the rights under the existing shares of the Issuer in accordance with the law and the Issuer's Articles of Association.

This Offering is conducted with the exemption from the obligation to publish a prospectus in accordance with Article 1 Paragraphs 4(a) and 4(d) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended ("**Prospectus Regulation**").

The New Shares are therefore offered to:

- (i) qualified investors as such term is defined by Article 1 Paragraph 4(a) of the Prospectus Regulation ("**Qualified Investors**"); and

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- (ii) other investors who are not Qualified Investors and who may acquire the New Shares in a total value of at least EUR 100,000.00 per investor, for each separate offer, pursuant to Article 1 Paragraph 4(d) of the Prospectus Regulation ("**Retail Investors**"; together with Qualified Investors: "**Investors**" and each of them individually: "**Investor**"); under the conditions specified herein.

Listing of the New Shares on the Zagreb Stock Exchange will not require any use or publication of the Prospectus in accordance with Article 1 Paragraph 5(a) of the Prospectus Regulation.

The joint global coordinators and bookrunners in connection with the Offering are Erste & Steiermärkische Bank d.d., Uni-Credit Bank GmbH, Milan Branch, and Zagrebačka banka d.d. ("**Joint Global Coordinators**").

Consequently, by this Public Call, the Issuer invites all Investors fulfilling the below conditions to subscribe for the New Shares.

## 1. OFFERING

The New Shares are being offered to:

- (i) Qualified Investors in Croatia and outside Croatia ("**Qualified Investors Offering**") having an established trading line directly or indirectly with any of the Joint Global Coordinators; and
- (ii) Retail Investors in Croatia subject to a minimum subscription of the New Shares in the total value of at least EUR 100,000.00 per investor, for each separate offer ("**Retail Investors Offering**").

For avoidance of doubt, the term "**Offering**" used in this Public Call refers jointly to the Qualified Investors Offering and Retail Investors Offering.

In addition, the Issuer and Joint Global Coordinators reserve the right to extend the Offering to any other jurisdiction in compliance with applicable laws and regulations, provided that such Offering shall always be exempted from use and publication of a Prospectus under applicable laws.

The New Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offering of the New Shares in the United States.

## 2. OFFERING PERIOD

The Offering will start on 7 October 2024 at 9:00 a.m. CEST and will end on 10 October 2024 at 12:00 (noon) CEST ("**Offering Period**"), subject to shortening/prolongation of the relevant period (as described in Section 7 (*Right to Alter the Offering Period*) below).

The provisional timeline of the Offering is included in Schedule 1 to this Public Call.

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### 3. PRICE FOR THE NEW SHARES

The New Shares shall be offered to Investors for a price ranging between **EUR 250.00** to **EUR 255.00** per one New Share ("**Price Range**"). The final price for the New Shares will be determined and published as described in more details in Section 8 (*Determination of the Final Price for the New Shares*) below.

### 4. PARTICIPATION IN THE OFFERING AND SUBSCRIPTION OF THE NEW SHARES

The Investors shall subscribe for the New Shares by a written statement - subscription form ("**Subscription Form**").

The Subscription Forms (for Qualified Investors and Retail Investors) have been published together with this Public Call on the websites of the [Issuer](#) and of the [Zagreb Stock Exchange](#).

Please see Section 5 (*The Qualified Investors Offering*) and Section 6 (*The Retail Investors Offering*) below for more details on the conditions and requirements for the participation in the Qualified Investors Offering and the Retail Investors Offering.

An overview of the principal terms of issuance of the New Shares is included in Schedule 2 to this Public Call.

### 5. THE QUALIFIED INVESTORS OFFERING

#### 5.1 Expressions of interest

Qualified Investors are invited to subscribe for the New Shares by submitting an expression of interest ("**Expression of Interest**") specifying:

- (i) the number of New Shares or the amount in EUR a Qualified Investor wishes to subscribe for; and
- (ii) the maximum price per one New Share it is willing to pay for.

Qualified Investors are allowed to submit their Expressions of Interest at various (maximum) price levels. Any price indicated in either the Expression of Interest or later in the Subscription Form must be within the Price Range.

Expressions of Interest may be submitted to any Joint Global Coordinator orally (provided that the oral Expressions of Interest may be recorded) or in writing. The Joint Global Coordinators may, at any time and in their sole discretion, request the Qualified Investor to confirm in writing any Expression of Interest placed to them orally.

#### 5.2 Subscription Forms



In order to participate in subscription of New Shares, in addition to the Expression of Interest, the Qualified Investors must also submit their properly filled and duly signed Subscription Form with the relevant Joint Global Coordinator till the end of the Offering Period.

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Qualified Investors outside Croatia should consult the respective Joint Global Coordinator regarding the submission of their Subscription Forms.

Expressions of Interest and Subscription Forms may be submitted to any of the following Joint Global Coordinator's offices at the below stated e-mail addresses:

	
<b>Erste &amp; Steiermärkische Bank d.d.</b> +385 (0) 72 372 114 / +385 (0) 72 372 288 <a href="mailto:institutional.sales@erstebank.hr">institutional.sales@erstebank.hr</a>	<b>Zagrebačka banka d.d.</b> +385 (0) 1 6006 676 / +385 (0) 1 6006 671 / <a href="mailto:Institutional.Sales@unicreditgroup.zaba.hr">Institutional.Sales@unicreditgroup.zaba.hr</a>  <b>UniCredit Bank GmbH, Milan Branch</b> +39 02 88620 232 <a href="mailto:ecmsyndicate.uc@unicredit.eu">ecmsyndicate.uc@unicredit.eu</a>

Submission of multiple Subscription Forms is not allowed. Subscription Forms need to match the final and binding Expression of Interest made by the Qualified Investor in line with this Public Call with respect to all essential terms (e.g. maximum price(s) and amount or number of New Shares). However, during the Offering Period the Qualified Investors may withdraw or amend their Expressions of Interest and/or withdraw their Subscription Forms at any time until the expiry of the Offering Period.

All Expressions of Interest and Subscription Forms will be treated equally, irrespective of the location and the identity of the Joint Global Coordinator through which they were placed. The Qualified Investors Offering will be organized according to the so-called pot-orderbook principle, which means that the Qualified Investors' Expressions of Interest and/or Subscription Forms submitted to any Joint Global Coordinator will be visible to all Joint Global Coordinators.

Subscription Forms that are incomplete or incorrectly completed, or that are received after the expiry of the Offering Period, may be disregarded without any special notice to the Qualified Investor participating in the Offering. Neither the Issuer nor any of the Joint Global Coordinators may be held liable for postal delays, internet lines or servers or any other logistical or technical issues that may result in a Subscription Form not being received in time or at all by any of the Joint Global Coordinators.

### 5.3 Deadline for the payment for New Shares by Qualified Investors

Without undue delay after publishing of the notice on the total amount of the New Shares subscribed for during the Offering Period pursuant to Section 10 (*Final Results of Subscription of New Shares*) below, but no later than 1 (one) Business Day after the Expiry of the Offering Period, the Joint Global Coordinators shall notify via e-mail and to the

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e-mail address indicated in the Subscription Form, each Qualified Investor who participated in the Offering on the number of New Shares allocated to it and the amount needed to be paid by such Qualified Investor for the allocated New Shares.

The instructions for payment for the allocated New Shares will be sent to Qualified Investors no later than 1 (one) Business Day after the Expiry of the Offering Period.

The term "**Business Day(s)**" in this Public Call shall mean any day other than Saturday, Sunday and a state or religious holiday or any other day designated by law as a non-working day in the Republic of Croatia.

Deadline for payment for the allocated New Shares in the Qualified Investors Offering will expire on **14 October 2024 at 9:00 a.m. CEST**.

The Qualified Investors shall be obliged to make the payment as indicated in the aforementioned notice until the aforementioned deadline. The Issuer reserves the right to accept payments received after that deadline.

Upon the payment of the relevant amount to the bank account designated in payment instructions, no interests shall accrue on such paid amount.



## 6. THE RETAIL INVESTORS OFFERING

### 6.1 Submission of Subscription Forms

The Retail Investors are invited to participate in the Offering by submitting properly filled and duly signed Subscription Forms (for Retail Investors) to one of the Joint Global Coordinators during the Offering Period.

In order for the Retail Investors Subscription Forms to be accepted, the minimum amount that each Retail Investor must subscribe for in each individual offer is EUR 100,000.00 and by accepting any price per New Share within the Price Range.

The Subscription Forms must be submitted to one of the following Joint Global Coordinators' offices at the below stated e-mail addresses (all Subscription Forms will be treated equally irrespective of the application office through which they were placed):

	Erste & Steiermärkische Bank d.d.	Zagrebačka banka d.d.
		
✉	RetSale@erstebank.hr	Capital.Markets@unicreditgroup.zaba.hr

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Submission of multiple Subscription Forms is not allowed. However, during the Offering Period the Retail Investors may withdraw or amend their Subscription Forms at any time until the expiry of the Offering Period.

Neither the Issuer nor any of the Joint Global Coordinators may be held liable for postal delays, internet lines or servers or any other logistical or technical issues that may result in a Subscription Form not being received in time or at all in any of the Joint Global Coordinators' application offices.

Subscription Forms that are incomplete or incorrectly completed, or that are received after the expiry of the Offering Period, may be disregarded without any special notice to the Retail Investor participating in the Offering.

## 6.2 Deadline for the payment for New Shares by Retail Investors

Retail Investors will be required to pay the amount for which they wish to subscribe the New Shares (by accepting the Final Price) in the Offering to one of the following bank accounts (**important notice:** the payment must be made to the bank account held with the Joint Global Coordinator receiving the respective Retail Investor's Subscription Form):

	<b>Erste &amp; Steiermärkische Bank d.d.</b>	<b>Zagrebačka banka d.d.</b>
IBAN	HR6724020061300001067	HR9223600001300191370

The deadline for the payment for the New Shares in the Offering by Retail Investors other than Large Shareholders (as defined in Sub-section 6.3 below), in a way that the payment made by the relevant Retail Investor is visible at the respective bank account defined above, will expire at the end of the Offering Period.

In the event that the payment made by a Retail Investor is lower than the amount indicated in that Retail Investor's Subscription Form, the Joint Global Coordinators will use the amount actually paid as relevant for the purpose of calculation (and allocation) of the number of New Shares subscribed for by such Retail Investor, unless the actual paid amount is lower than EUR 100,000.00, in which case it will be considered that the Retail Investor has not submitted the Subscription Form, and the paid amount will be returned to it in accordance with Section 11 (*Refund of Overpaid Amounts*) below.

In the event that the payment made by a Retail Investor is higher than the amount indicated in that Retail Investor's Subscription Form, the Joint Global Coordinators will use the amount indicated in that Retail Investor's Subscription Form for the purpose of calculation (and allocation) of the number of New Shares subscribed for by such Retail Investor.

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Upon payment of the relevant amount to the bank account designated in this Public Call, no interests shall accrue on such paid amount.

## 6.3 Deadline for the payment for New Shares by Large Shareholders

Deadline for payment of the New Shares set by Sub-section 6.2 above shall not apply to those Retail Investors who, as at the date of adoption of the Share Capital Increase Resolution, were shareholders of the Issuer holding 5% or more of shares in the Issuer ("**Large Shareholders**").

No later than 1 (one) Business Day after the Expiry of the Offering Period, the Joint Global Coordinators shall notify via e-mail and to the e-mail address indicated in the Subscription Form, each Large Shareholder who participated in the Offering on the number of New Shares allocated to it and the amount needed to be paid by such Large Shareholder for the allocated New Shares.

The instructions for payment for the allocated New Shares will be sent to Large Shareholders no later than 1 (one) Business Day after the Expiry of the Offering Period.

Deadline for payment for the allocated New Shares by the Large Shareholders will expire on **14 October 2024 at 9:00 a.m. CEST**.

The Large Shareholders shall be obliged to make the payment as indicated in the aforementioned notice until the aforementioned deadline. The Issuer reserves the right to accept payments received after that deadline.

Upon the payment of the relevant amount to the bank account designated in payment instructions, no interests shall accrue on such paid amount.

## 7. RIGHT TO ALTER THE OFFERING PERIOD

The Issuer reserves the right to shorten or extend the Offering Period, as well as any other time periods relevant for the Offering, provided that, the Offering Period cannot be shorter than 2 (two) Business Days.

In the event of shortening or extending of the Offering Period, the date of allocation of the New Shares, the final date for payment for the New Shares, the date of delivery of the New Shares and other relevant dates and/or time periods may be changed accordingly.

Any such changes will be timely published pursuant to Section 18 (*Public Call Amendments*) below.

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## 8. DETERMINATION OF THE FINAL PRICE FOR THE NEW SHARES

Without undue delay after the end of the Offering Period, the Issuer's Management Board shall, based on the interest collected in the bookbuilding process during the Offering Period and in accordance with the conditions set out in the Share Capital Increase Resolution, with the approval of the Supervisory Board, determine the final price within the Price Range at which the New Shares shall finally be issued ("**Final Price**") and shall publish the notice on the Final Price on its [website](#) and on the website of the [Zagreb Stock Exchange's](#).

The Final Price shall be equal for all Investors.

## 9. ALLOCATION OF NEW SHARES

The final number of the New Shares to be allocated to each Investor shall be decided upon only after expiry of the Offering Period, and in each case, based on the level of subscriptions, i.e. Expressions of Interest made by Investors in line with this Public Call.

In case of over-subscription of the Offering, the number of New Shares allocated to any individual Investor may be lower than the number of New Shares such Investor has subscribed for in line with this Public Call.

Pursuant to the Share Capital Increase Resolution, on 4 October 2024 the Issuer's Management Board has adopted, with consent of the Issuer's Supervisory Board, the New Shares Allocation Rules ("**Allocation Rules**").

The Allocation Rules have been published on the websites of the [Issuer](#) and of the [Zagreb Stock Exchange](#).

## 10. FINAL RESULTS OF SUBSCRIPTION OF NEW SHARES

Without undue delay after the end of the Offering Period, the Issuer shall publish on its [website](#) and [Zagreb Stock Exchange's](#) website the total number of the New Shares subscribed for by the Investors during the Offering Period.

Without undue delay after the end of the payment period for New Shares subscribed by the Qualified Investors and by Large Shareholders in line with this Public Call, the Issuer's Management Board shall, with the prior consent of the Supervisory Board, determine the exact amount of share capital increase and the exact number of New Shares to be issued.

The Issuer will publish the aforementioned information on its [website](#) and [Zagreb Stock Exchange's](#) website without delay.



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## 11. REFUND OF OVERPAID AMOUNTS

Any amount overpaid by the Investor, shall be returned to such Investor to the account number specified in the Subscription Form no later than 7 (seven) Business Days after the expiry of the Offering Period.

In this case, the Issuer or any of the Joint Global Coordinators shall not bear the costs of payment transactions or any other costs that the Investors had or could have for the execution of the transaction, nor will it pay interest to the Investors for the period from payment to the Issuer's account until the refund to the Investors.

## 12. ISSUANCE AND DELIVERY OF NEW SHARES

The final amount of the increase of the share capital and number of New Shares to be issued shall depend on the number of subscribed and paid New Shares.

Pursuant to the Share Capital Increase Resolution, after the final results of subscription and payment for New Shares have been determined, the Management Board shall align the exact number of share capital and the exact number of New Shares with the previous amount (i.e. number) stated in the Issuer's Articles of Association.

The Investors shall become holders of the New Shares once the New Shares are in book-entry form pursuant to the Share Capital Increase Resolution registered with the CENTRAL DEPOSITORY & CLEARING COMPANY Inc., Zagreb ("CDCC") and the CDCC registers the New Shares to the Investors' respective accounts (or custodian accounts on their behalf) kept with the CDCC.

All participants in the Offering are required to have a CDCC securities account or security accounts with custodian companies having securities accounts opened with CDCC. The CDCC securities account number must be stated in each Subscription Form. CDCC securities accounts can be established with authorised CDCC members (investment companies and credit institutions licenced for performance of investment services in the Republic of Croatia) as well as custodian companies, CDCC securities accounts may also be established directly by an Investor, pursuant to the relevant rules of CDCC. Qualified Investors outside Republic of Croatia are advised to consult with respective Joint Global Coordinator with respect to the foregoing.

This registration will take place in accordance with the Rules of the CDCC upon registration in the Court Registry of the Commercial Court in Zagreb of the increase of the share capital of the Issuer pursuant to the Share Capital Increase Resolution.

If the share capital increase is not registered with in the Court Registry of the Commercial Court in Zagreb within 12 (twelve) months from the date of the Share Capital Increase Resolution (i.e. no later than 17 June 2025, including that day), the Subscription Forms shall cease to oblige the Investors, and the payment made will be refunded to the Investors within 7 Business Days after the expiry of the aforementioned deadline, to the account number specified

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in the Subscription Forms. In such case, the Issuer or Joint Global Coordinators, as applicable, shall not bear the costs of payment operations or any other costs, nor shall they pay interest to the Investors for the period from the payment to the Issuer's account until the moment of returning the funds to the Investors.

## 13. LISTING OF NEW SHARES ON THE REGULATED MARKET

The Issuer shall, in accordance with its legal obligation, submit a request for listing of the New Shares on the Official Market of the Zagreb Stock Exchange, which will be listed pursuant to the decision of the Zagreb Stock Exchange on the listing.

When submitting the request for listing of New Shares, the Issuer will act in accordance with all applicable regulations and Zagreb Stock Exchange Rules for approval of such listing, but the Issuer cannot guarantee that the Zagreb Stock Exchange will approve listing of New Shares on the regulated market nor approve listing of New Shares on the Official Market.

## 14. LOCK-UP PERIOD

The Issuer has agreed to a market-standard lock-up period of 180 days starting on the date on which the New Shares have been registered with CDCC.

## 15. MANDATORY PROCEDURES FOR PREVENTION OF MONEY LAUNDERING

This Offering of New Shares is subject to applicable anti-money laundering procedures, including the Anti-Money Laundering and Terrorist Financing Act (Official Gazette of the Republic of Croatia nos. 108/2017, 39/2019, 151/2022, "**Anti-Money Laundering and Terrorist Financing Act**") and other related regulations.

Pursuant to the Anti-Money Laundering and Terrorist Financing Act, all Investors participating in the Offering are obliged to confirm their identity in accordance with the requirements of the regulations of the Republic of Croatia and the European Union on the prevention of money laundering, except in cases of prescribed exceptions to such requirements.

Investors who have indicated in the Subscription Form an account opened with payment institutions based in the Republic of Croatia and an existing securities account with the CDCC are exempted from the above request, unless confirmation of their identity is requested for justified reasons. Investors who have not completed the required authentication will not be allocated any New Share.

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## 16. PROCESSING OF PERSONAL DATA

Personal data stated by Investors in the Subscription Forms are collected and stored in internal databases by the Issuer as the controller and Joint Global Coordinators as processors and which personal data the Issuer must necessarily collect for the purpose of implementing the Offering and acting in accordance with the legal obligations of the Issuer. Personal data stated by Investors in the Subscription Forms will be transferred to third parties (Commercial Court of Zagreb and CDCC) for the purposes of the implementation of share capital increase and registration of New Shares on respective accounts of the Investors.

Personal data may be forwarded to regulatory or tax authorities and other judicial and executive authorities in order to comply with the legal obligations of the Issuer.

Information on the processing of personal data are available at the Issuer's web page <https://mplusgroup.eu/sites/default/files/mcro-pims-03-v1-notice-on-the-processing-of-personal-data-of-third-parties.pdf> and they can also be requested by e-mail at: [dpo-mplus@dlaw.hr](mailto:dpo-mplus@dlaw.hr).

Personal data is kept for as long as it is necessary in order to act in accordance with the applicable legal obligations to which the Issuer is subject as the controller, but no longer than twelve months after the date of adoption of the Share Capital Increase Resolution. Investors who submit their personal data have the right to request access to personal data, correction or deletion of personal data or restriction of processing, as well as the right to data portability and the right to lodge a complaint with the data protection authority.

All information requested in the Subscription Form are necessary for the implementation of the Offering or compliance with the legal obligations of the Issuer. If the Investor does not submit the required information or it is not submitted in full, the Offering cannot be executed in relation to the respective Investor.

## 17. ADDITIONAL INFORMATION

When subscribing for the New Shares, the Investors or their legal representative(s) are obliged to present an identification document (ID card or passport), document presenting their personal identification number (OIB), in case of the legal representatives, document evidencing authority to represent an Investor, CDCC securities account as well as information on the bank account to which the possible refunds are to be made. The bank account shall be IBAN-based.

If not subscribed personally, the New Shares may also be subscribed by a proxy. Aside from the identification document, when subscribing for the New Shares, the proxies must submit a special power of attorney in Croatian language, whereon the signature of the grantor has been certified by a notary public. In the event that the signature of the grantor has been certified abroad, the text of the power of attorney (if made in a foreign language) and certification shall be translated into Croatian language by a certified court interpreter.

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Powers of attorney whereon the signature of the grantor is to be certified abroad, shall be certified either (i) in a consulate of the Republic of Croatia, or (ii) before an authorised body of a foreign state, where in the latter case, the powers of attorney might (depending on the jurisdiction) be subject to additional certification by an apostille, or other certifications in accordance with the international treaties.

Investors may request any additional information concerning the subscription and payment for the New Shares by an inquiry to the Joint Global Coordinators at:



✉ institutional.sales@erstebank.hr  
Working hours: 09:00 to 16:00



✉ Capital.Markets@unicreditgroup.zaba.hr  
Institutional.Sales@unicreditgroup.zaba.hr  
Working hours: 09:00 to 16:00



✉ ecmsyndicate.uc@unicredit.eu  
Working hours: 09:00 to 16:00

## 18. PUBLIC CALL AMENDMENTS

The Issuer reserves the right to amend this Public Call and undertakes to publish any possible amendments in the same way as it published this Public Call. These amendments can in no case be in conflict with the Share Capital Increase Resolution.

**BOSQAR Inc.**

# BOSQAR INVEST

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## SCHEDULE 1 - OFFERING TIMETABLE\*

(1)	Public Call Announcement	4 October 2024 at 10:00 am
(2)	Offering Period Start	7 October 2024 at 9:00 am
(3)	Offering Period End	10 October 2024 at 12:00 (noon)
(4)	Deadline for submission of Subscription Forms for all Investors	10 October 2024 at 12:00 (noon)
(5)	Deadline for payment for the New Shares for Retail Investors (other than Large Shareholders)	10 October 2024 at 12:00 (noon)
(6)	Notice on the Final Price and on the total number of the New Shares subscribed for during the Offering Period	Without undue delay after expiry of the Offering Period
(7)	Delivery of notifications to Qualified Investors and Large Shareholders on allocation of the New Shares	Without undue delay after the notice under (6), but no later than 11 October 2024
(8)	Delivery of payment instructions to Qualified Investors and Large Shareholders	11 October 2024
(9)	Deadline for payment by Qualified Investors and Large Shareholders	14 October 2024 at 9:00
(10)	Notice on the final number of New Shares and the final amount of the capital increase	Without undue delay after expiry of the payment period under (9)
(11)	Submission of the request for share capital increase registration with the Court registry	14 October 2024
(12)	New Shares registered with CDCC and booked to Investors' accounts	Expected 1 Business Day upon share capital increase registered with the Court registry
(13)	Request for admission of New Shares to ZSE trading	Expected 1-2 Business Day(s) upon New Shares registered with CDCC
(14)	Start of trading with the New Shares on ZSE	Expected 1-2 Business Day(s) upon admission of New Shares ZSE

\* All indicated times are references to Central European Summer Time

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## SCHEDULE 2 - PRINCIPAL TERMS OF ISSUANCE OF NEW SHARES

<b>Issuer</b>	<b>BOSQAR Inc.</b>
<b>Transaction / Securities offered</b>	Secondary Public Offering (SPO) / New ordinary registered shares
<b>Listing</b>	Zagreb Stock Exchange (Official Market)
<b>Depository</b>	Central Depository and Clearing Company Inc.
<b>Ticker / ISIN</b>	BSQR / HRMRULRA0009
<b>Price range</b>	EUR 250 – 255 per share
<b>Transaction size</b>	Up to 196,405 new shares / up to c. EUR 50.1mn / up to c. 19.9% of the current share capital
<b>Use of proceeds</b>	Funding the acquisition of shares of, and investment in, the Panvita Group, Slovenia
<b>Priority to subscribe for the new shares</b>	The pre-emptive rights for subscription of new shares of the Company's shareholders are entirely excluded
<b>Lock-up</b>	180 days for the Issuer
<b>Joint Global Coordinators and Bookrunners</b>	Erste&Steiermärkische, UniCredit and Zagrebačka banka
<b>Selling restrictions</b>	EEA and UK: Private Placement to Qualified Investors only / Outside of US: Pursuant to Regulation S / Retail offering in Croatia <sup>3</sup>
<b>Documentation</b>	New shares offered/to be listed with the exemption from the obligation to publish a Prospectus <sup>1</sup>
<b>Target market assessment<sup>2</sup></b>	Retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II (all distribution channels as permitted by MiFID II)

(1) New shares offering, i.e. expected listing conducted with the exemption from the obligation to publish a prospectus in accordance with Article 1 Paragraphs 4(a) and 4(d), and 5(a) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended.

(2) Solely for the purposes of the product governance requirements of Article 9(8) under Commission Delegated Directive (EU) 2017/593 of 7 April 2016 supplementing Directive 2014/65/EU of the European Parliament and of the Council

(3) Subject to Prospectus exemption, see Footnote (1)