

**MERITUS ULAGANJA D.D.**  
**ULICA VJEKOSLAVA HEINZELA 62/A**  
**10 000 ZAGREB**

**SECURITY: MRUL**  
**ISIN: HRMRULRA0009**  
**LEI: 74780080JD6L45P7YG07**  
**REGULATED MARKET SEGMENT: ZAGREB STOCK EXCHANGE, THE OFFICIAL MARKET**  
**HOME MEMBER STATE: CROATIA**

#### **PUBLICATION OF OTHER INFORMATION**

**In ZAGREB, July 25, 2022**

### **BONDS SUBSCRIPTION INVITATION** **to subscribe the Sustainability-Linked Bonds** **issued by Meritus ulaganja Inc.**

Meritus ulaganja Joint Stock Company for Managing of Companies, having its registered seat in Zagreb (City of Zagreb), at Ulica Vjekoslava Heinzela 62A, registered with the Court Registry of the Commercial Court in Zagreb under registry no. (MBS): 081210030, OIB: 62230095889 (the **Issuer**) intends to issue sustainability-linked bonds on the domestic capital market in the nominal amount up to the EUR 50,000,000.00, with a fixed annual interest rate and semi-annual interest payments and one-off maturity of the principal after five years with the ticker MRUL-O-277E and the ISIN HRMRULO277E9 (the **Bonds**). Expected issue amount, i.e. expected aggregate nominal amount of the Bonds is targeted at around EUR 40,000,000.00.

The Bonds are issued on the basis of the Decision of the Management Board dated 31 May 2022 and with the consent of the Supervisory Board of the Issuer dated 31 May 2022. Pursuant to the aforementioned Decision of the Management Board, the Issuer shall, immediately after their issuance, submit application for admission to trading of the Bonds to the Official Market of the Zagreb Stock Exchange Inc.

The Issue Agent is Erste&Steiermärkische Bank d.d., Rijeka, Jadranski trg 3/a, OIB: 23057039320 (the **Issue Agent**).

On 14 July 2022, the Issuer published on websites of the Issuer (<https://mplusgrupa.com/wp-content/uploads/2022/07/Meritus-ulaganja-d.d.-Pojednostavljeni-prospekt-izdanja-javnom-ponudom-i-uvrstenja-obveznica-poveznih-s-odrzivim-poslovanjem.pdf>), the Simplified Prospectus for Public Offering and Listing of Sustainability-Linked Bonds of the Issuer dated 14 July 2022 (the **Prospectus**). The Prospectus was approved by the Croatian Agency for Supervision of Financial Services (the **HANFA**) by its Decision, class: UP/I 996-02/22-01/06, ref. no. 326-01-60-62-22-16, dated 14 July 2022. Only the information contained in the Prospectus are relevant for making a decision to invest in the Bonds. The approval of the Prospectus by the Croatian Financial Services Supervisory Agency shall not be considered as an approval of nor a recommendation to invest in the Bonds. It is recommended to potential investors to read the Prospectus before making an investment decision in order to fully understand potential risks and benefits related to a decision to invest in the Bonds.

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The Bonds issue shall be conducted as a public offering to qualified investors, as this term is defined by the Capital Market Act (Official Gazette no. 65/2018, 17/2020, 83/2021) (the **Qualified Investors**). Bonds are denominated in the amount of EUR 100,000.00. Payment of subscribed and allocated Bonds shall be made in Kuna equivalent of the corresponding amount in euros at the middle exchange rate of the Croatian National Bank valid on the respective payment date. Repayment of principal and payment of interest shall be made in Kuna equivalent of the corresponding amount in euros at the middle exchange rate of the Croatian National Bank, and after euro becomes the legal payment currency in Republic of Croatia, repayment of principle and payment of interests shall be made in euros.

During the offer period for the Bonds (the **Offer Period**), interested Qualified Investors shall indicate in the subscription form the nominal amount of the Bonds they are ready to subscribe and pay for. The Issue Agent shall collect subscription forms.

For the purposes of the rules of the law of obligations, this Bonds Subscription Invitation shall not be considered as an offer, but only as an invitation to submit offers under the published terms and conditions. The submission of a duly completed and signed subscription form by a Qualified Investor during the Offer Period shall be considered as an offer to subscribe the Bonds.

Terms capitalized in this Bonds Subscription Invitation, unless otherwise defined herein, have the meaning set forth in the Prospectus.

## BASIC TERMS OF THE BONDS ISSUE

Basic terms and conditions of the Bonds issue:	
<b>Issuer:</b>	Meritus ulaganja Inc.
<b>Country of the Offer:</b>	Republic of Croatia
<b>Type of Security:</b>	Unsubordinated and unsecured Sustainability-Linked Bond
<b>Nominal Amount of the Issue prescribed by Prospectus:</b>	Up to EUR 50,000,000.00
<b>Expected (Targeted) Nominal Amount of the Issue</b>	Around EUR 40,000,000.00
<b>Denomination:</b>	EUR 100,000.00
<b>Minimum Subscription Amount on the primary market:</b>	EUR 100,000.00
<b>Settlement Currency:</b>	HRK Bonds are denominated in EUR, while payment of subscribed and allocated Bonds shall be made in Kuna equivalent of the corresponding amount in euros at the middle exchange rate of the Croatian National Bank valid on the respective payment date.

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<b>Ticker:</b>	MRUL-O-277E
<b>ISIN:</b>	HRMRULO277E9
<b>Issue Date:</b>	29 July 2022
<b>Principal Maturity Date:</b>	29 July 2027
<b>Settlement Date:</b>	29 July 2022
<b>Repayment of Principal:</b>	bullet, at maturity
<b>Interest Rate:</b>	Fixed
<b>Interest Payment:</b>	Semi-annual
<b>Levels of Sustainability Performance Targets to be achieved on observation date:</b>	<p>The Issuer has to achieve the following levels of Sustainability Performance Targets as of the Observation Date:</p> <ul style="list-style-type: none"> <li>- at least a 15% reduction of absolute Scope 1 and Scope 2 greenhouse gas emissions to at least 2,441.03 tCO<sub>2</sub> equivalent emissions in 2024 compared to 2021 baseline; and</li> <li>- representation of women of 47% in the Group's management teams, i.e. increase of at least 4% compared to 2022 baseline.</li> </ul>
<b>Observation Date in respect of Sustainability Performance Targets:</b>	31 December 2024
<b>Publication of results of Sustainability Performance Targets:</b>	Latest on 30 June 2025
<b>Issue Price:</b>	The Issue Price will be determined based on the established Yield and the Fixed Interest Rate, no later than on the first Business Day after the Offer Period.
<b>Yield:</b>	Reference Interest Rate increased by the Risk Premium (targeted 4.25%)
<b>Fixed Interest Rate:</b>	The Fixed Interest Rate will be determined on the basis of the Yield to maturity by rounding the decimal number of the Yield to maturity to the first full eighth of a percentage point or, if the decimal number of the Yield to maturity is a full eighth of a percentage point, then the interest rate will be equal to the Yield to maturity.
<b>Increase of Fixed Interest Rate in case of an Interest Rate Increase</b>	If an Interest Rate Increase Trigger (as defined in the Section 5.4.10.7 of the Prospectus) occurs, the Fixed Interest Rate shall

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<b>Trigger:</b>	be increased by 0.75 p.p. starting from the first day after the Interest Maturity Date immediately following the date of occurrence of the Interest Rate Increase Trigger, and such increased interest rate will continue to accrue until the Principal Maturity Date.
<b>Reference Interest Rate:</b>	The Reference Interest Rate will be determined after the end of Offer Period based on the on the basis of Bloomberg Generic bid yields sourced from the Bloomberg information terminal on Eurobonds of the Ministry of Finance of the Republic of Croatia, ISIN: XS1428088626, with maturity on 20 March 2027, and Eurobonds of the Ministry of Finance of the Republic of Croatia, ISIN: XS1713462668 with maturity on 15 June 2028 interpolated to a maturity of 5 years.
<b>Risk Premium:</b>	200 +/- 10 bps
<b>Events of Default (described in more detail in Section 5.4.15. of Prospectus)</b>	<ul style="list-style-type: none"> <li>- Breach of the Issuer's obligations under the Bonds;</li> <li>- Bankruptcy and/or termination of the Issuer, Subsidiary Guarantor or Material Subsidiary;</li> <li>- Termination and change of business;</li> <li>- Debt;</li> <li>- Consolidated Net Debt and Consolidated Normalized EBITDA Ratio;</li> <li>- Dividend restrictions;</li> <li>- Change of control over the Subsidiary M Plus Croatia d.o.o.</li> <li>- Change of control over the Issuer and pledge of shares in the Issuer;</li> <li>- Disposal of the Material Subsidiary and of certain Subsidiaries of the Issuer;</li> <li>- Guarantees;</li> <li>- Prohibition of pledging and encumbering certain assets; and</li> <li>- Breach of other Issuer's obligations.</li> </ul>
<b>Paying agent during the public offer and issue of Bonds:</b>	Erste&Steiermärkische Bank d.d.
<b>Depository and paying agent during the public offer and issue of Bonds:</b>	Central Depository & Clearing Company Inc. (the <b>CDCC</b> )
<b>Segment of the regulated</b>	Official Market of the Zagreb Stock Exchange

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<b>market:</b>	
<b>Minimum amount of individual transaction for trading on regulated market</b>	EUR 100,000.00. There is no trading limit Above the amount of EUR 100,000.00 on the regulated market, so transactions of any nominal amount above EUR 100,000.00 are possible.
<b>Issue Agent:</b>	Erste&Steiermärkische Bank d.d.

## BOND ISSUE AND LISTING TIMETABLE

<b>Bonds issue and listing timetable:</b>	
<b>Start of the Offer Period:</b>	26 July 2022 at 09:00
<b>End of the Offer Period:</b>	26 July 2022 at around 14:00
<b>Publication of the Final Price and Allocation Notice:</b>	No later than 27 July 2022
<b>Delivery of the Allocation Information to Qualified Investors:</b>	No later than 27 July 2022
<b>Delivery of Payment Instructions to Qualified Investors:</b>	28 July 2022
<b>Date of issue and admission of the Bonds in CDCC:</b>	29 July 2022
<b>Publication of the Final Issue Terms Notice:</b>	29 July 2022
<b>Listing of the Bonds on the Official Market of the Zagreb Stock Exchange:</b>	After approval of the listing by the Zagreb Stock Exchange, expected no later than 3 August 2022

During the Offer Period, the Issuer may amend the content of this Bonds Subscription Invitation (including in the part related to the duration of the Offer Period) by publishing the relevant changes to the Bonds Subscription Invitation in the same way as the Bonds Subscription Invitation.

The Issuer reserves the right to withdraw this Bonds Subscription Invitation at any time until the Bonds are registered in the SKDD's information system on the Issue Date. In such an event, any Qualified Investor who subscribed and paid for the Bonds shall be entitled to the refund of the paid funds no later than seven Business Days from the date of the Issuer's withdrawal of this Bonds Subscription Invitation, whereas such a Qualified Investor shall not be entitled to interests or default interests. In the event that it withdraws this Bonds Subscription Invitation, the Issuer may publish another bonds subscription invitation so long as the Prospectus is valid in accordance with

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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.

Final size of Bond issue will depend on the final number of subscribed and paid Bonds. The information on the total amount of the Bonds that the Qualified Investors were ready to subscribe and pay for during the Offer Period, the total allocated amount of the Bonds, the Yield, the Fixed Interest Rate and the Issue Price will be published in the Final Price and Allocation Notice on the website of the Issuer after the expiry of the Offer Period.

No later than the first Business Day after the end of the Offer Period, the Issue Agent shall provide Qualified Investors with an Allocation Information, while the Payment Instruction shall be sent to the Qualified Investors one Business Day prior to the Issue Date.

The Allocation Information will state the nominal amount of the Bonds allocated to the respective Qualified Investor, while the Payment Instruction will define the deadline and method of payment for the allocated Bonds. Qualified Investors will be required to pay for the allocated Bonds as instructed in the Payment Instructions.

If the payment is not made by a Qualified Investor within the deadline specified in the Payment Instructions, it shall be deemed that such Qualified Investor has withdrawn from the subscription of the Bonds. The Issuer shall not be obliged to take the late payment into account, but the Issuer may, at its own discretion, accept such late payments into account if that would not in any way jeopardize the Bonds issue in accordance with and within the deadlines stipulated by applicable regulations and the Prospectus. If the late payment is not possible to take into account, the Issuer will consider that such payment was not made and that the Qualified Investor thereby withdrew from the subscription, and will return the late paid amount to the payer, without the right on interest, to the account from which the late payment was made and/ or which is specified in the subscription form, no later than 7 (seven) Business Days from the day of receipt of the overdue payment.

In the event that a Qualified Investor has paid a larger amount than the amount required for payment of the allocated Bonds, as indicated in the Payment Instructions, the overpaid amount shall be refunded to the account from which the payment was made and/or which is indicated in the subscription form no later than seven Business Days from the Issue Date, whereby the Qualified Investor is not entitled to interest or default interests.

If the Qualified Investors' interest for subscription of Bonds exceeds EUR 40,000,000.00, there is no obligation to allocate Bonds proportionally to the Qualified Investors, but the Issuer reserves the right to make a decision on the final allocation of the Bonds, after consultation with the Issue Agent and taking into account several principals and factor, including the level and nature of demand for the Bonds during the Offer Period, the objective to ensure the success of the Bond issue and to encourage the creation of an orderly and liquid market for the Bonds. Consequently, there is a possibility that a smaller nominal amount of the Bonds is allocated to Qualified Investors than they have subscribed for.

In case a Qualified Investor pays a lower amount than the amount required for payment of the allocated Bonds, as specified in the Payment Instructions, Bonds will be allocated in accordance with the lower amount paid. If a Qualified Investor pays an amount lower than the amount required to pay for the minimum subscription amount, Bonds will not be allocated to that Qualified Investor,

and the paid amount will be refunded not later than seven Business Days from the Issue Date, wherein it will be not entitled to any interest or default interests.

The Issuer will not bear payment of transaction costs, or any other costs incurred by any Qualified Investor related to the subscription and payment of the Bonds.

The information on the final amount of the Bonds to be issued on the Issue Date will be published in the Final Issue Terms Notice on the Issuer's website.

The Bonds will be delivered to Qualified Investors upon their registration in the accounts of the Qualified Investor or the person holding the book-entry security for the Qualified Investor's account in the central depository of book-entry securities operated by CDCC.

## INSTRUCTIONS FOR SUBSCRIPTION OF BONDS

Qualified Investors shall subscribe Bonds by means of a subscription form, which is available on the website of the Zagreb Stock Exchange ([https://zse.hr/en/papir-311/310?isin=HRMRULRA0009&tab=stock\\_news](https://zse.hr/en/papir-311/310?isin=HRMRULRA0009&tab=stock_news)) and the website of the Issuer (<https://mplusgrupa.com/wp-content/uploads/2022/07/Meritus-ulaganja-d.d.-Subscription-form.pdf>) (the **Subscription Form**).

The completed and signed Subscription Forms shall be delivered to the Lead Manager in electronic form, by fax or in person, at the latest by the end of the Offer Period to the address/contact below. Qualified Investors agree that Lead Manager forwards to the Issuer, without any delay, all the information contained in the received Subscription Forms.

For any additional questions, Qualified Investor may contact the Lead Manager on the following contacts:



### Erste & Steiermärkische Bank d.d.:

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