

BOSQAR INVEST

SUBSCRIPTION FORM TO SUBSCRIBE THE SUSTAINABILITY- LINKED BONDS ISSUED BY BOSQAR D.D.

BOSQAR Joint Stock Company for Managing of Companies, with its registered office in Zagreb (City of Zagreb), Ulica grada Vukovara 23, registered with the Court Registry of the Commercial Court in Zagreb under registry no. (MBS): 081210030, PIN (OIB): 62230095889 (the "**Issuer**"), on June 12, 2025, published a Bonds Subscription Invitation to subscribe the sustainability-linked bonds (the "**Bonds Subscription Invitation**"). The Bonds Subscription Invitation pertains to the sustainability-linked bonds in the aggregate nominal amount up to EUR 110.000.000,00, with a fixed annual interest rate, semi-annual interest payments and one-off maturity of the principal upon expiry of 7 (seven) years, with the ticker MRUL-O-326A and the International Securities Identification Number (ISIN) HRMRULO326A2 (the "**Bonds**").

The capitalized terms used in this Subscription Form shall have the same meaning as assigned to them within the Prospectus and the Bonds Subscription Invitation, unless the context of this Subscription Form indicates otherwise.

By executing this Subscription Form, the investor accepts the Bonds Subscription Invitation and makes a binding offer to subscribe for the Bonds in accordance with the Prospectus, the Bonds Subscription Invitation and with the details set forth below.

KEY TERMS OF THE BONDS ISSUE

BASIC TERMS	
Issuer:	BOSQAR d.d.
Country of the Offer:	Republic of Croatia Republic of Slovenia
Type of Security:	Unsubordinated and unsecured Sustainability-Linked Bond
Nominal Amount of the Issue:	Up to EUR 110,000,000.00
Nominal Amount of a Bond:	EUR 1.00

BOSQAR d.d. • Ulica grada Vukovara 23, Zagreb • Tel.: 01/6447-899 • Fax: 01/6447-890 • PIN: 62230095889 • Commercial banks: Erste&Steiermärkische Bank d.d., Jadranski trg 3A, Rijeka, IBAN: HR8524020061100933269; Podravska banka d.d., Opatička 3, Koprivnica, IBAN: HR7423860021119036043; Raiffeisenbank Austria d.d., Magazinska cesta 69, 10000 Zagreb, IBAN: HR4324840081135094448; Zagrebačka banka d.d., Trg bana Josipa Jelačića 10, Zagreb, IBAN: HR2323600001102936225 • Commercial Court in Zagreb; Company's (Court) registration number: 081210030 • Share capital: EUR 15,640,094.35 paid in part by investment of property and rights and in part by cash payments, and divided into 1,178,437 ordinary registered shares without nominal amount. • President of the Supervisory Board: Tamara Sardelić • Members of the Board: Darko Horvat, Tomislav Glavaš and Vanja Vlak

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Minimum Subscription Amount:	n/a
Settlement Currency:	EUR
Ticker:	MRUL-O-326A
ISIN:	HRMRULO326A2
Issue Date:	June 18, 2025
Principal Maturity Date:	June 18, 2032
Settlement Date:	June 18, 2025
Method of Principal Repayment:	Bullet, at maturity
Type of Interest Rate:	Fixed
Interest Payment:	Semi-annual
Sustainability Performance Target:	Reduction of absolute Scope 1 FLAG greenhouse gas emissions by 36.40% to 44.741 tCO ₂ e by 31 December 2031, compared to the baseline year 2022
Observation Date for the Performance Target:	December 31, 2031
Publication of the Results on the Observation Date for the Achievement of the Sustainability Performance Target:	Within the Issuer's the Annual Sustainability Report or in a separate report in which the Issuer will disclose whether the Sustainability Performance Target has been achieved on the Observation Date
Penalty in case of Occurrence of a Reason for the Payment of Penalty:	If a Reason for the Payment of Penalty (as defined in Clause 5.4.11.7 of the Prospectus) occurs, the Issuer shall be obliged to pay the Bondholders one-time fee in the amount of 0.35% of the aggregate nominal amount of issued but unredemmed Bonds (excluding Bonds held by the Issuer or other members of the Group)
Issue Price:	The Issue Price will be set on the basis of the determined Yield and the Fixed Interest Rate, no later than on the first Business Day after the expiry of the Offer Period
Yield:	Reference Interest Rate increased by the Issuer's Risk Premium
Fixed Interest Rate:	The Fixed Interest Rate will be determined on the basis of the Yield to maturity by rounding down 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

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Reference Interest Rate:	The Reference Interest Rate will be determined after the expiry of the Offer Period on the basis of the 7-yr EUR SWAP sourced from the Bloomberg information terminal
Risk Premium:	220-240 bps
Paying Agent during the Public Offer and Issue of the Bonds:	Erste&Steiermärkische Bank d.d.
Depository and Paying Agent after the Public Offer and Issue of the Bonds:	Central Depository & Clearing Company Inc. (the "CDCC")
Segment of the Regulated Market:	Official Market of the Zagreb Stock Exchange
Lead Manager and Lead Bookrunner:	Erste&Steiermärkische Bank d.d.
Bookrunner for Slovenia:	NLB d.d.
Co-Lead Managers:	Privredna banka Zagreb d.d. Zagrebačka banka d.d.

CONDITIONS FOR THE EXCHANGE OF THE EXISTING BONDS	
Clean Price for the Exchange of the Existing Bonds:	100.00%
Accrued Interest on the Existing Bonds:	1.643646340%
Final Price for the Exchange of the Existing Bonds:	101.643646340%

BONDS ISSUE AND LISTING TIMETABLE

TIMETABLE	
Start of the Offer Period:	June 13, 2025 at 9:00h
End of the Offer Period:	June 13, 2025 around 14:00h
Publication of the Final Price and the Allocation Notice:	No later than June 13, 2025
Delivery of the Allocation Notice to Investors:	No later than June 13, 2025

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Delivery of the Payment Instructions for the Bonds and/or delivery of the Existing Bonds:	June 16, 2025
Date of Issue and Admission of the Bonds in CDCC:	June 18, 2025
Final Issue Terms Notice:	June 18, 2025
Listing of the Bonds on the Official Market of the Zagreb Stock Exchange:	June 20, 2025

INFORMATION ON THE INVESTOR – SUBSCRIBER

QUALIFIED INVESTOR	
Name:	
Address of the registered office:	
PIN (OIB):	
Proxy (if applicable): <i>Name and PIN (OIB) (and Legal Entity Identifier (LEI) in case the proxy is a legal entity)</i>	
IBAN:	
CDCC account of the subscriber: <i>Indicate the code of the member in case of a custody account</i>	
Contact details <i>(only one person)</i>	Name:
	Address:
	Telephone:
	E-mail for the confirmation slip:
LEI:	
Legal representative(s): <i>Name and position</i>	

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SUBJECT OF THE SUBSCRIPTION

The undersigned investor (subscriber) hereby subscribes for the Bonds in the aggregate nominal amount set forth below, subject to the terms and conditions of the issuance as specified within the Bonds Subscription Invitation and within the Prospectus.

NOMINAL AMOUNT FOR THE SUBSCRIPTION OF THE BONDS	
1. Subscription of the Bonds in the nominal amount of:	EUR
and (if applicable)	
2. Exchange of the Existing Bonds for the Bonds in the nominal amount of:	EUR

Note: to the extent a subscriber is a fund management company, please enter the aggregate subscription amount, and provide the allocation per the managed fund (indicating the fund name, PIN (OIB), subscription amount, LEI code and CDCC account number for each individual fund) in the body of the email when submitting the signed Subscription Form.

By executing this Subscription Form, the subscriber makes an offer to subscribe for the Bonds and to exchange the Existing Bonds for the Bonds (if applicable), in accordance with the details specified above, and agrees to pay for the Bonds allocated to it or, if applicable, to deliver the Existing Bonds for the purpose of exchange for the Bonds, in accordance with the Allocation Information and the Payment Instructions for the Bonds and/or delivery of the Existing Bonds, which will be received from the Lead Manager and the Lead Bookrunner.

Upon execution, this Subscription Form becomes binding and irrevocable, and the investor acknowledges and confirms that:

- it is acquainted with the Prospectus and the Bonds Subscription Invitation and agrees to the terms and conditions set forth therein;
- it is a Qualified Investor;

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- all information provided in the Subscription Form is complete, true, and accurate, and that the indicated IBAN account and the account with CDCC are opened in the name of the investor or the custodian who will hold the Bonds on behalf of the investor;
- it consents for the Issuer, the Lead Manager and the Lead Bookrunner, the Bookrunner for Slovenia, the Co-Lead Managers and CDCC to exchange data contained within the Subscription Form for the purpose of effectuating the acquisition of the allocated Bonds and the rights arising from the Bonds;
- it has made the investment decision independently and based on its own assessment of the Issuer, the Group, and the terms of the Bonds offer, and acknowledges that none of the documents referred to within the Prospectus or within the Bonds Subscription Invitation shall be construed as advice or recommendation to purchase the Bonds.

In Zagreb, June 13, 2025

Name:

Position:

Name:

Position: