

BOSQAR INVEST

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 the Regulated
Information**

Zagreb, 16 June 2025

Notice on the adopted decisions of the General Assembly

Pursuant to the provisions of the Law on Capital Markets and the Rules of the Zagreb Stock Exchange, BOSQAR d.d. (hereinafter: the Company), announces that, on June 16, 2025, at 10AM, in the headquarters of the Company, Ulica grada Vukovara 23, Zagreb, an ordinary meeting of the General Assembly was held.

The Assembly was chaired by the Chairman of the Supervisory Board, Mrs. Tamara Sardelić, and it was attended, i.e. represented by, 1.155.039 votes, constituting 98.01% of the total number of shares in the Company.

In accordance with the published Agenda of the General Assembly:

1. Opening of the General Assembly and determining the quorum, compiling a list of the present and represented shareholders with the appointment of the Chairman of the Assembly;
2. Annual financial statements of the Company and annual consolidated financial statements of the Group for 2024, consisting of: statement of financial position (balance sheet), statement of comprehensive income, statement of cash flows, statement of changes in equity and notes to the financial statements, as well as a sustainability report, all with the appropriate report of the certified auditor, the Annual Report of the Management Board of the Company on the state of the Company and its subsidiaries for 2024 with the accompanying statement on the application of the corporate governance code, Report of the Supervisory Board of the Company on the performed supervision of the Company's operations in 2024;
3. Adoption of the Decision on the application of the Company's profit for 2024;

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

BOSQAR INVEST

4. Adoption of the Decision on discharge of the members of the Supervisory Board of the Company for the business year 2024;
5. Adoption of the Decision on discharge of the members of the Management Board of the Company for the business year 2024;
6. Adoption of the Decision on approval of the Report on Receipts of the Management Board and Supervisory Board of the Company for the business year 2024;
7. Adoption of the Decision on the appointment of the Company's auditor for the business year 2025;
8. Adoption of the Decision on the share split;
9. Adoption of the Decision on the acquisition of the Company's own shares;
10. Adoption of the Decision on the approved share capital;
11. Adoption of the Decision on amendments to the Statute of the Company;
12. Adoption of the Decision on appointment of member of the Supervisory Board of the Company;
13. Adoption of the Decision on the approval of the decision of the Supervisory Board on compensation for the work of members of the Audit Committee;
14. Adoption of the Decision on the re-appointment of a member of the Audit Committee;
15. Adoption of the Decision on the approval of the Receipts Policy for the members of the Company's Management Board.

and based on the counterproposal of Orso Global d.o.o., Zagreb, Ulica Vjekoslava Heinzela 62A, registered with the Companies registry of the Commercial court Zagreb under the ref. no. 081393625, OIB: 64606431733 (the „Shareholder“) to the proposal under point 10. *Adoption of decisions on the authorized share capital*, and point 11. *Adoption of decisions on amendments to the Statute provisions* related to the amendment of Article 6.a of the Statute received on June 06, 2025, the General Assembly passed the following Resolutions:

Ad 3.:

I

It is established that in 2024 the Company generated net profits stated in the annual audited financial statements in the amount of EUR 3,603,380.26.

II

The generated net profit of the Company for 2024 from item I of this Decision is distributed as follows:

- An amount of EUR 180,169.01 to be entered into legal reserves;
- Dividend payment in the amount of EUR 2,710,405.10 which amounts to EUR 2.30 per share, to the Company's shareholders in proportion to the number of shares

BOSQAR INVEST

they hold shall be determined. The dividend will be paid from the retained earnings of the Company from 2023 in an amount of EUR 76,174.90 and profits of the current year in the amount of EUR 2,634,230.20. Dividend will be paid to shareholders registered in the depository of the Central Depository and Clearing Company Inc. on the day July 15, 2025 (record date) as holders of MRUL shares, thus acquiring the right to dividend payment. From July 14, 2025 (ex-date) the share will be traded without the right to dividend payment. Dividend payment will be on July 18, 2025 (payment date);

- The remaining amount of EUR 788,981.05 is retained in the unallocated profit of the Company.

Ad 4.:

Discharge is given to the members of the Supervisory Board of the Company, which approves their work and performed supervision of the management of business affairs of the Company in 2024.

Ad 5.:

Discharge is given to the members of the Management Board of the Company, by means of which the manner in which they managed the Company in 2024 is approved.

Ad 6.:

The Report on Receipts of members of the Management Board and Supervisory Board for 2024 with the accompanying Auditor's Report is approved.

Ad 7.:

For the purpose of auditing the unconsolidated and consolidated annual financial statements, preparing the report on the examination of the remuneration report, and preparing the report on the assurance of the sustainability report of BOSQAR d.d. for the business year 2025, the following certified audit firm is hereby appointed: Deloitte d.o.o., OIB: 11686457780, Radnička cesta 80, Zagreb.

Ad 8.:

I

The ordinary registered no-par value shares of the Company, designated as MRUL-R-A, ISIN: HRMRULRA0009, shall be split. One (1) ordinary registered no-par value share of the Company shall be split into ten (10) new ordinary registered no-par value shares.

BOSQAR INVEST

II

Following the Decision under point I, the share capital of the Company shall be divided into 11,784,370 (eleven million seven hundred eighty-four thousand three hundred seventy) ordinary registered no-par value shares. Each shareholder of the Company shall receive ten (10) ordinary registered no-par value shares for every one (1) such share held prior to the split, pursuant to this Decision.

III

The share split outlined in the previous points of this Decision shall not increase the share capital of the Company.

IV

The Management Board and the Supervisory Board of the Company are hereby authorized and instructed to undertake all necessary actions in accordance with applicable regulations to implement this Decision on the share split, including actions required to execute the corporate share split action within the system of the Central Depository & Clearing Company Inc., Zagreb.

V

This Decision shall enter into force on the day of its adoption.

Ad 9.:

I

Based on the provision of Article 233 of the Companies Act, the General Assembly hereby authorizes the Management Board of the Company to acquire the Company's own shares designated as MRUL-R-A for a period of 5 (five) years from the date of adoption of this Decision, without requiring further specific approval from the General Assembly, under the following conditions:

1. The total number of shares of the Company acquired under this Decision, together with the own shares already held by the Company, must not exceed 10% (ten percent) of the share capital of the Company at the time of acquisition;
2. The price at which the own shares are acquired must not exceed 10% (ten percent) above, or be less than 10% (ten percent) below, the average market price for those shares achieved during the previous trading day;
3. The total amount that the Company may pay for its own shares acquired under this Decision shall not exceed 20,000,000.00 EUR;

BOSQAR INVEST

4. In the business year in which the Company acquires its own shares, it must allocate a portion of the profit to reserves for these shares, in that year, and report amounts corresponding to the amounts paid for the acquisition of the own shares. This ensures that the net assets of the Company, as reported in the financial statements for the last business year due to the acquisition of shares, will not fall below the amount of share capital and reserves that, by law, the Statute, or the decision of the General Assembly, the Company must have, and which cannot be used for dividend payments to shareholders.
5. The Management Board of the Company must report to the first subsequent General Assembly of the Company on the reasons and purpose of acquiring the shares, their number and share in the share capital, and the consideration given by the Company for those shares.

The Management Board is required to adopt a program for the disposal of own shares, for which prior approval from the Supervisory Board of the Company is required.

The Management Board of the Company is authorized, with the consent of the Supervisory Board, to dispose of the own shares already held or to be acquired based on the provisions of this Decision on a regulated market, as well as outside of a regulated market (for example, by disposing of shares within employee stock option programs for the Company or its subsidiaries, stock option programs, reward programs for members of the Management Board of the Company and affiliated companies, and other programs for the disposal of own shares adopted by the Management Board with prior consent from the Supervisory Board), without the need for a special decision by the General Assembly of the Company, other than this Decision.

II

This Decision shall enter into force on the date of its adoption by the General Assembly of the Company.

Ad 10.

I

The Management Board is authorized, with the prior consent of the Supervisory Board, within five years from the date of registration of the amendments to the Statute based on this Decision in the court register, to increase the share capital of the Company, either in one go or in several installments, by an amount not exceeding half of the nominal value of the share capital at the time of adopting this Decision.

II

BOSQAR INVEST

Based on this Decision, the Management Board is authorized, with the prior consent of the Supervisory Board, to increase the share capital by issuing new shares through cash contributions.

III

In the decision to increase the share capital in accordance with this Decision, the Management Board shall, with the prior consent of the Supervisory Board, determine the rights attached to the new shares and the conditions of their issuance, including whether ordinary shares or preference shares will be issued.

IV

The Supervisory Board is authorized to amend the provisions of the Statute to reflect the changes resulting from the increase of the share capital and issuance of new shares in accordance with this Decision.

Ad 11.

I

Article 6.2 of the Statute of the Company is hereby amended and shall now read as follows: "6.2. The share capital of the Company is divided into 11,784,370 (eleven million seven hundred eighty-four thousand three hundred seventy) ordinary registered no-par value shares."

II

After Article 6.2, a new provision Article 6.3 is added, which reads as follows:

"6.3. In addition to the ordinary shares referred to in Article 6.2 of the Statute, the Company may also issue preference shares without voting rights, with preferential rights to dividend payments (cumulative preference shares). The total amount of the share capital related to such shares may not exceed half of the Company's share capital."

The provision of Article 6.a of the Statute of the Company is hereby amended and shall now read as follows:

"6.a.1. The Management Board is authorized, with the prior consent of the Supervisory Board, to increase the share capital of the Company, either once or in several tranches, within five years from the date of registration of the amendments to this Statute in the court register, by a nominal amount not exceeding half of the nominal value of the share capital at the time the authorization is granted.

6.a.2. Based on the authorization under Article 6.a.1 of this Article, the Management Board is authorized, with the prior consent of the Supervisory Board, to increase the share capital by issuing new shares through cash contributions.

BOSQAR INVEST

6.a.3. In the decision on the increase of the share capital pursuant to paragraph 6.a.1 of this Article, the Management Board shall, with the prior consent of the Supervisory Board, determine the rights attached to the new shares and the terms of their issuance, including whether ordinary shares or preference shares referred to in Article 6.3 of the Statute shall be issued.

6.a.4. The Supervisory Board is authorized to amend the provisions of the Statute to reflect the changes resulting from such an increase of the share capital and the issuance of new shares."

III

The provision of Article 9.3 of the Statute of the Company is hereby amended and shall now read as follows:

"Members of the Management Board and the Supervisory Board must participate in the work of the General Assembly. Members of the Supervisory Board may participate in the General Assembly via audio and video transmission with the ability to communicate in real time with the participants of the General Assembly in cases provided for in Article 13, paragraph 13.6, items (i) and/or (iii) of the Statute."

IV

The provisions of Article 13.6 and Article 13.7 of the Statute of the Company are amended and shall now read as follows:

"13.6. The Management Board is authorized to adopt a decision that:

- (i) allows the proceedings of the General Assembly to be transmitted via audio and video;
- (ii) enables shareholders to participate in the General Assembly and exercise their rights either personally or via proxy through electronic communication, even if not physically present at the location of the Assembly (hybrid General Assembly);
- (iii) determines that the General Assembly will be held exclusively via electronic communication, and that shareholders, personally or via proxy, may only participate and exercise their rights through electronic communication (virtual General Assembly); or
- (iv) enables shareholders who do not participate in the General Assembly to cast their votes in writing or via electronic communication after the publication of the notice convening the General Assembly and before it is held (postal voting), in which case the respective decision shall specify appropriate measures to ensure the identification of shareholders casting such postal votes. A shareholder shall not be bound by a previously submitted postal vote if they later participate in the General Assembly.

BOSQAR INVEST

13.7. If the right to vote is exercised by electronic communication in accordance with the provision of paragraph 13.6 of this Article, the Company is obliged to confirm to the person who cast the vote electronically that such a vote has been received, in accordance with Article 7(1) and Article 9(5)(1) of Implementing Regulation (EU) 2018/1212. The information may be transmitted by a third party designated by the Company, an intermediary, or a shareholder. If shareholders participate in the work of the General Assembly via electronic communication, the invitation must specifically indicate the manner in which shareholders will participate in the work of the General Assembly. If participation in the General Assembly is possible exclusively through electronic communication, shareholders shall be informed of this in the invitation to the General Assembly. From the date of publication of the invitation to the General Assembly, the annual financial statements, the management report, the report of the supervisory or management board, and the proposal for the allocation of profit—when these are subject to consideration and/or decision-making at the General Assembly—must be made available for inspection by shareholders at the Company's registered office. Upon the request of an individual shareholder, the Company shall provide a copy of the aforementioned documents."

V

The provision of Article 15.2 of the Company's Statute is amended to read as follows: "At the General Assembly, a list of all present and represented shareholders and their proxies must be drawn up, indicating their names and surnames, as well as the total number of shares. The list shall be prepared on the basis of a credible document issued by the Central Depository & Clearing Company (SKDD), or based on a written proxy authorizing representation of the shareholder at the General Assembly."

VI

The provision of Article 24.1 of the Company's Statute is amended to read as follows: "The Management Board of the Company shall consist of 1 (one) to 6 (six) members. If it consists of more than one member, one of them must be appointed as the President of the Management Board."

VII

The provision of Article 26.6 of the Company's Statute is amended to read as follows: "The Management Board shall be authorized to adopt the following decisions only with the express prior consent of the Supervisory Board:

- i. any form of acquisition or disposal of assets whose book value exceeds 3% of the total assets as stated in the latest annual consolidated financial statements of the Company;
- ii. any form of acquisition or disposal of shares or ownership interests in affiliated companies whose book value exceeds 3% of the total assets as stated in the latest annual consolidated financial statements of the Company;

BOSQAR INVEST

- iii. any form of corporate restructuring of the Company, including any form of merger, consolidation, reorganization, or dissolution of the Company;
- iv. any investment in equipment whose book value exceeds 3% of the total assets as stated in the latest annual consolidated financial statements of the Company;
- v. taking or granting of loans in amounts exceeding 3% of the total assets as stated in the latest annual consolidated financial statements of the Company, except for loans taken from or granted to subsidiaries within the meaning of the International Financial Reporting Standards adopted by Commission Regulation (EC) No. 1126/2008 of November 3, 2008, where the Company is directly or indirectly the sole member of such subsidiaries, or no unrelated person is a member of such subsidiaries, whether directly or indirectly;
- vi. execution of any contract whose value exceeds 3% of the total assets as stated in the latest annual consolidated financial statements of the Company;
- vii. approval of the Company's annual financial plan;
- viii. assumption of guarantees, joint liabilities, or similar obligations in cases where the obligation of the principal debtor for which such guarantee, joint liability, or similar obligation is assumed exceeds 3% of the total assets as stated in the latest annual consolidated financial statements of the Company;
- ix. adoption of decisions involving significant changes in the manner of reporting accounting, bookkeeping, and business results."

VIII

The provision of Article 27.1 of the Company's Statute is amended to read as follows:

"If the Management Board consists of more than one member, the decision on the appointment of the members of the Management Board shall determine the authority of each individual member of the Management Board to represent the Company, in such a way that it can be specified that each of them is authorized to represent the Company individually and independently, jointly with another member of the Management Board, or jointly with the President of the Management Board."

IX

This Decision shall come into effect upon registration in the court register.

Ad 12.

I

It is determined that the member of the Supervisory Board of the Company:

- i. Joško Miliša, residing in Zagreb, Srebrnjak 131, OIB: 39972942361, member of the Supervisory Board, has ceased to be a member of the Supervisory Board of the Company pursuant to the provisions of Article 260.a, paragraph 1 of the Companies Act, as of June 10, 2025.

II

The following is appointed as a new member of the Supervisory Board of the Company:

BOSQAR INVEST

i. Kolak Gordan, residing in Zagreb, Kuzminečka ulica 18, OIB: 49911432231;

for a term of office of up to four years, which begins on the date of entry into force of this Decision.

III

This Decision shall enter into force on the date of its adoption.

Ad 13.

Decision of the Supervisory Board on determining the remuneration of members of the Audit Committee of the Company as of October 31, 2024 is confirmed.

Ad 14.

I

The General Assembly of the Company re-appoints the following member as a member of the Audit Committee who is not a member of the Supervisory Board, given that his current mandate expired on June 6, 2025.

i. Ante Vrančić, residing in Zagreb, Šublinov brijeg 69, OIB: 69097963206 as a member of the Audit Committee

for a term of up to four years, which begins on the date of entry into force of this Decision.

II

This Decision shall enter into force on the date of its adoption.

Ad 15.

I

The Management Board members' remuneration policy is approved, in the text published as an attachment to the invitation to the General Assembly, which forms an integral part of this Decision.

II

With this Policy, the Receipts Policy for the members of the Company's Management Board as of June 27, 2023 is repealed.

III

This Decision shall enter into force on the day of its adoption.

BOSQAR d.d.