

Pursuant to Article 277 paragraphs 1 and 2 of the Companies Act (Official Gazette 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22) and in accordance with the Statute of the joint-stock company Meritus ulaganja d.d., Zagreb, Heinzelova ulica 62/a, court registration number (MBS): 081210030, PIN: 62230095889 (hereinafter: "**Company**"), the Management Board of the Company convenes the General Assembly on May 6, 2022 and announces the

**INVITATION TO THE ORDINARY GENERAL ASSEMBLY
OF THE COMPANY MERITUS ULAGANJA D.D.**

- I. General Assembly of the Company will be held on June 7, 2022 (Tuesday) at 10:00 at the address of the Company: Heinzelova ulica 62/a, on the fourth floor.

- II. For the General Assembly, the following is determined and announced:

Agenda

- 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 2021 with reports of a certified auditor, Annual Report of the Management Board on the state of the Company and its subsidiaries for 2021 and the Report of the Supervisory Board of the Company on the performed supervision of the Company's operations in 2021;
- 3. Adoption of the Decision on the application of the Company's profit for 2021;
- 4. Adoption of the Decision on discharge of the members of the Supervisory Board of the Company for the business year 2021;
- 5. Adoption of the Decision on discharge of the members of the Management Board of the Company for the business year 2021;
- 6. Adoption of the Decision on approval of the Report on Receipts for 2021;
- 7. Adoption of the Decision on the appointment of the Company's auditor for the business year 2022;
- 8. Adoption of the Decision on reappointment of members of the Supervisory Company;
- 9. Adoption of the Decision on the appointment of new member of the Audit Committee of the Company.

The share capital of the Company is divided into 982,032 ordinary registered shares without a nominal amount, which in the system of the Central Depository and Clearing Company d.d. (CDCC) are marked with designation MRUL-R-A. Each share entitles to one vote at the General Assembly.

The right to participate in the work of the General Assembly and exercise the right to vote is granted to all shareholders of the Company who are registered in the CDCC system six days before the General Assembly, i.e. on May 31, 2022, and who by that day, i.e. May 31, 2022 by 16:00 notify the Company of the intention to participate in the work of the General Assembly in the manner determined by this Invitation.

Participation and the right to vote may be exercised by the shareholder personally or through a proxy. The power of attorney for participation and exercising the right to vote in

the General Assembly shall be given in writing. Shareholders may be represented by proxies based on a valid written power of attorney issued by the shareholder, or on behalf of a shareholder who is a legal entity, a person authorized to represent, in accordance with the provisions of Article 13 of the Company's Statute. The power of attorney must contain the total number of shares, i.e. the number of votes the person has at their disposal and the authorisation of the proxy to participate in the work of the General Assembly and vote. It is recommended to use the power of attorney form which is available on the official website of the Company (<https://mplusgrupa.com/investors/>).

For the application to be valid it must include the following:

- i. Shareholders – natural persons:
 - Name and family name, permanent residence, personal ID number (PIN, Croatian: *OIB*), account number in the CDCC and the total number of shares (number of votes in the General Assembly).
- ii. Shareholders – legal persons:
 - Company name, i.e. name of the legal person, headquarters and address, personal ID number (PIN, Croatian: *OIB*), account number in the CDCC and the total number of shares (number of votes in the General Assembly);
 - a copy of an excerpt from the court register or another register with information on persons authorised for representation of that legal person in the current year;
 - power of attorney of the legal person's proxy, if the legal person is not represented by a person authorized for representation in accordance with provisions of the law;
- iii. Shareholder's proxies – natural persons:
 - Name and family name, permanent residence, personal ID number (PIN, Croatian: *OIB*) of the proxy;
 - list of shareholders he represents, for each of them the account number at the CDCC and the total number of shares (number of votes in the General Assembly) of all represented shareholders;
 - All individual powers of attorney of the stakeholders are also attached to the application
- iv. Shareholder's proxies – legal persons:
 - Company name, i.e. name of the legal person, headquarters and address, and personal ID number (PIN, Croatian: *OIB*) of the proxy;
 - list of shareholders he represents, for each of them the account number at the CDCC and the total number of shares (number of votes in the General Assembly) of all represented shareholders;
 - attached to the application, individual powers of attorney of the shareholders are submitted in written form, and if the shareholder is a legal person, a copy of the excerpt from the court register or other register from the current year into which the legal entity is entered is attached, a certified transcript or some other public document from which is evident that the power of attorney has been signed by a person who is authorized by law to represent that legal person.

The application for participation at the General Assembly and the power of attorney, as well as all the attached documents, must be in Croatian, and if they are in a foreign language, they must be translated into Croatian by a certified court interpreter. Shareholders, representatives and proxies of shareholders who fail to fulfil their obligations

to duly apply to the General Assembly in accordance with this Invitation shall not have the right to participate and decide in the General Assembly of the Company.

In accordance with the provisions of Article 15, paragraph 15.1 of the Statute of the Company, the shareholders bear the costs of their participation in the General Assembly.

This Invitation and the Decisions proposals proposed to the General Assembly by the Management and Supervisory Board will be published on the Company's official website (<https://mplusgrupa.com/investors/>). Materials for the General Assembly will be available to shareholders at the Company's headquarters, from the date of publication of this Invitation to the General Assembly, on all working days from 10:00 to 16:00, and on that same day they will also be published on the official page of the Company (<https://mplusgrupa.com/investors/>).

Shareholders of the Company who together hold one twentieth (1/20) of the Company's share capital have the right to request that an item is placed on the agenda of the General Assembly and that this request of theirs is made public. Such request must have an explanation and a decision proposal, and it must be received by the Company at least 24 days before the General Assembly, not including the day of receipt of the request by the Company.

Each shareholder of the Company has the right to file a counterproposal for a decision given to the General Assembly by the Company's Management and/or Supervisory Board, also including the shareholder's proposal for election of a member of the Supervisory Board or appointment of the Company's auditor. Such request must be received by the Company at least 14 days before the date of the General Assembly (not using this right does not result in the loss of right to file a counterproposal at the General Assembly of the Company). If the request is submitted within the specified deadline, the Management Board of the Company shall deliver such request to all persons mentioned in the provisions of Article 281 of the Companies Act, except in cases referred to in Article 282, paragraph 2 and Article 283 of the Companies Act.

Each shareholder of the Company has the right to request that the Company's Management Board at the General Assembly inform him about the undertakings of the Company if it is necessary for the assessment of issues that are on the agenda of the General Assembly, except in the cases laid out in Article 287, paragraph 2 of the Companies Act.

Notifications from provisions of article 280.a of the Companies Act will also be available on the Company's website (<https://mplusgrupa.com/investors/>).

If no quorum is achieved, the next Assembly will be held on June 14, 2022, at the same time and place and with the same agenda.

Decisions proposal

Ad 2.

The annual financial statements of the Company and the annual consolidated financial statements of the Group for 2021 with the reports of certified auditors and the Annual Report of the Management Board on the state of the Company and its subsidiaries for 2021, pursuant to Article 300d of the Companies Act, are determined by the Management Board and Supervisory Board of the Company and they are not voted on.

These reports are published on the Company's website (<https://mplusgrupa.com/investors/>).

The report of the Supervisory Board of the Company on the performed supervision of the Company's operations in 2021 was published on the Company's website as part of the financial statements, therefore a discussion can be held regarding this item of the agenda, but the General Assembly does not adopt any decision.

Ad 3.

Based on the proposal of the Management Board and the Supervisory Board, the General Assembly of the Company adopts the following decision:

DECISION on the application of profit

I.

It is established that in 2021 the Company generated net profits stated in the annual audited financial statements in the amount of HRK 10.584.211,56.

II.

The generated net profit of the Company for 2021 from item I of this Decision is distributed as follows:

- An amount of HRK 529.210,58 to be entered into legal reserves
- The remaining amount of HRK 10.055.000,98 is retained in the unallocated profit of the Company.

III.

A dividend payment in the amount of HRK 9.820.320,00 is determined, which amounts to HRK 10,00 per share, to the Company's shareholders in proportion to the number of shares they hold. The dividend will be paid from the retained earnings of the Company from business years 2021.

IV.

Dividend will be paid to shareholders registered in the depository of the Central Depository and Clearing Company Inc. on the day June 21, 2022 (record date) as holders of MRUL shares, thus acquiring the right to dividend payment. From June 20, 2022 (ex-date) the stock will be traded without the right to dividend payment. Dividend payment will be on June 24, 2022 (payment date).

Ad 4.

Based on the proposal of the Supervisory Board, the General Assembly of the Company adopts the following decision:

DECISION
on granting discharge to the Members of the Supervisory Board

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 2021.

Ad 5.

Based on the proposal of the Supervisory Board, the General Assembly of the Company adopts the following decision:

DECISION
on granting discharge to the Members of the Management Board

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 2021 is approved.

Ad 6.

Based on the proposal of the Management Board and the Supervisory Board, the General Assembly of the Company adopts the following decision:

DECISION
on approval of the Report on receipts of members of the Management Board and the Supervisory Board for 2021

The Report on Receipts for 2021 with the accompanying Auditor's Report is approved.

Ad 7.

Based on the proposal of the Supervisory Board, the General Assembly of the Company adopts the following decision:

DECISION
on the appointment of the Company's auditor for the business year 2022

For auditing the unconsolidated and consolidated financial statements of the company MERITUS ULAGANJA d.d. for the business year 2022, a certified auditing company is appointed: Deloitte d.o.o., OIB: 11686457780, Radnička cesta 80, Zagreb.

Ad 8.

Based on the proposal of the Supervisory Board, the General Assembly of the Company adopts the following decision:

DECISION
on the reappointment of current members of the Supervisory Board

I

The General Assembly of the Company reappoints the following members as members of the Supervisory Board, as their current mandat expires on November 14, 2022:

- I. Igor Varivoda, with residence in Zagreb, Žlebec 10C, OIB: 73524146444 for member and deputy chairman of the Supervisory Board;
- II. Tamara Sardelić, with residence in Zagreb, Gramača 3B, OIB: 31589696893 for a member of the Supervisory Board;

for a mandate of office of up to four years, starting from 15 November 2022, ie after the expiration of the current mandate.

II.

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

Ad 9.

Based on the proposal of the Supervisory Board, the General Assembly of the Company adopts the following decision:

**DECISION
on the appointment of a new member of the
Audit Committee of the Company**

I

As member of the Audit Committee is appointed:

- i. Boris Borzić, with residence in Sesvete, Ive Paraća 5, OIB: 95756891393;

II

The member of the Audit Committee is appointed for a term of 4 years from the date of entry into force of this Decision.

III

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

Proposal explanation:

The appointment of the new member of the Audit Committee who are not member of the Supervisory Board is proposed through this Decision, in accordance with the Audit Act and the internal act of the Company that regulates the work of the Audit Committee.

The proposed member, Mr. Boris Borzić, is a graduate engineer of mathematics and statistics and a master of social sciences, who over the years has gained extensive knowledge and experience in finance (financial risk, business planning, risk management, corporate finance and treasury) and other areas of economics. In addition to the position of Director of the Financial Asset Management Department in the Fund for financing the decommissioning NEK, in most of the entities in which he worked, he performed the duties of financial director, which includes areas in accordance with the acquired education and work experience.

Meritus ulaganja d.d.



Darko Horvat, President of the
Management Board



Tomislav Glavaš, member of the
Management Board