

Pursuant to Article 277. of the Companies Act and Articles 24 - 31. of the Article of Association of **STANOVI JADRAN PLC., Split, Kralja Zvonimira 14/IX, MBS 060227551, OIB: 88680117715 (further in text: The Company or STANOVI JADRAN PLC.)** the Management Board announces

## **THE GENERAL ASSEMBLY MEETING**

**which will be held on Monday, August 30, 2021, at 12:00 in the Company's headquarter, Kralja Zvonimira 14/IX, Split.**

The following agenda will be as proposed:

- [1] General Assembly Meeting opening and determination of the present shareholders, their representatives or proxies of the Company;
- [2] Submission of the annual audited unconsolidated financial statements of the Company and the annual audited consolidated financial statements of the Company and its subsidiaries (hereinafter: the Group) for 2020 as an information to the General Assembly, determined by the Management Board and the Supervisory Board, together with the report and the opinion of the independent auditor - Deloitte d.o.o., Zagreb, Radnička cesta 80, OIB 11686457780 and the annual report of the Management Board on the operations of the Company and the Group for 2020;
- [3] Submission of the Supervisory Board annual report of the Company on the supervision of the business operations of the Company and the Group for 2020 as an information to the General Assembly;
- [4] Decision making on Company's profit distribution for 2020;
- [5] Decision making on approval of actions of the members of the Management Board of the Company for business year 2020;
- [6] Decision making on approval of actions of the members of the Supervisory Board of the Company for business year 2020;
- [7] Decision making on appointment of the auditor of the Company and Group for 2021;
- [8] Decision making on authorizing the Management Board for acquisition of the Company's shares

The Management Board and the Supervisory Board of the Company propose items 2 – 5 and 8 of the agenda to the General Assembly of the Company, while the Supervisory Board of the Company proposes items 6. - 7. of the agenda.

## **PROPOSED DECISIONS:**

**Ad 2.** The annual audited unconsolidated financial statements of the Company for 2020 and the annual consolidated financial statements of the Company and its subsidiaries (hereinafter: the Group) for 2020, determined by the Management Board and the Supervisory Board of the Company, are noted and accepted. , together with the report and opinion of the independent auditor - Deloitte d.o.o., Zagreb, Radnička cesta 80, OIB 11686457780 and the annual report of the Management Board on the operations of the Company and the Group for 2020.

**Ad 3.** The annual report of the Supervisory Board of the Company on the supervision of the business operations of the Company and the Group for 2020 is are noted and accepted as an information.

**Ad 4.** A decision on the Company's profit distribution for 2020 in the amount of HRK 11.824.363,92 after tax distributes as follows:

- part of the stated profit in the amount of HRK 10.090.519,61 is allocated to cover carried forward losses from previous periods
- part of the stated profit in the amount of HRK 454.770,56 is allocated to legal reserves
- part of the stated profit in the amount of HRK 1.252.065,30 will be used for the payment of dividends to shareholders, ie in the amount of HRK 1,70 per share,
- a part of the stated profit in the amount of HRK 27.008,45 is allocated to retained earnings

The deadline for payment of the dividend is September 29, 2021 (payment date), and the right to dividend is exercised by all shareholders registered in the depository of the Central Depository and Clearing Company (CDCC) on September 10, 2021 (record date). The date from which the share of Stanovi Jadran d.d. will be traded without the right to dividend payment is September 9, 2021 (ex date).

**Ad 5.** Approval of actions of the members of the Management Board for 2020 is granted.

**Ad 6.** Approval of actions of the members of the Supervisory Board of the Company for 2020 is granted.

**Ad 7.** Russell Bedford Croatia - Revizija d.o.o., Zagreb, Selska cesta 90 / B, OIB: 64094041583 is elected as the auditor of the annual unconsolidated financial statements of the Company and consolidated financial statements of the Group for 2021, and the Management Board is authorized to sign a contract with the selected auditor.

**Ad 8.** The following decision is made:

I. By this decision, the General Assembly of the Company authorizes the Management Board of the Company to acquire shares of the Company, for the purpose of their withdrawal, for a period of 5 years from the date this decision enter into force under the following conditions:

- a) Acquisition of treasury shares may be carried out by transactions on the regulated market of the Zagreb Stock Exchange or on some other market if the company's shares are listed or outside the regulated market, without further special consent of the General Assembly
- b) The highest price at which treasury shares are acquired may not be 20% above or 50% below the last market price for a share traded on the regulated market of the Zagreb Stock Exchange on the previous trading day.

- c) The total number of treasury shares that the Company intends to acquire is not limited, and in accordance with Article 233, paragraph 4 of the Companies Act in conjunction with Article 233, paragraph 3, item 7.
- d) The Management Board is obliged to adopt a program for the purchase of treasury shares for which it is necessary to obtain the prior consent of the Supervisory Board of the Company.

II. This decision enters into force after its adoption by the General Assembly of the Company.

## **INSTRUCTIONS FOR PARTICIPATION IN THE GENERAL ASSEMBLY MEETING OF THE COMPANY**

The share capital of the Company amounts to HRK 147.301.800,00 and is divided into 736.509 ordinary shares with voting rights, nominal amount of 1 share = HRK 200.00, which are in the name of and are unlimitedly transferable. The shares are held in the computer system of the Central Clearing Company plc., Zagreb (SKDD) under the designation STJD-R-A, ISIN HRSTJDRA0006 and STJD-R-B as non-materialized securities. The right to participate and to exercise the voting rights at the Company's General Assembly meeting gives each voting right (1 share = 1 vote), which makes a total of 736.509 votes at the General Assembly meeting of the Company.

1. All the STANOVI JADRAN plc. shareholders have been invited to participate in the work of the General Assembly meeting which will be held on Monday, August 30, 2021 at the headquarters of the company, Kralja Zvonimira 14 / IX, Split starting at 12:00 o'clock.

2. Registration of the participants at the General Assembly meeting will be held on Monday, August 30, 2021 at the entrance to the headquarters of the Company, Kralja Zvonimira 14 / IX, Split, from 11:30 AM to 12:00 PM.

3. While making a registration, shareholders or their representatives must show a legal and valid identification document, and for the representatives who are legal entities, the extract from the court register or another appropriate register that proves legality in case it is not done when filing the application for participation in the General Assembly meeting.

### **Registration, participation and voting at the General Assembly meeting**

4. Every shareholder of the Company has the right to participate in the General Assembly, who reports his participation, personally or through his representative to the Company in writing, no later than 6 (six) days before the General Assembly, which does not include the day of application to the Company, ie no later than August 24, 2021. A shareholder of the Company with the right to participate in the General Assembly is a legal and natural person registered as a shareholder of the Company in the depository of the Central Depository and Clearing Company d.d, Zagreb on the day of application, and if he submits an application for participation in the General Assembly no later than six days before General Assembly, all in accordance with Article 30 of the Company's Articles of Association.

5. The application must have the following content and attachments:

#### **I. Registration for a shareholder - a natural person**

- name and surname, residence, address, OIB, account number opened in the Central Depository and Clearing Company d.d. and the total number of shares of that shareholder

#### **II. Registration for a shareholder - a legal entity**

- company or name of legal entity, registered office and address, OIB

- account number opened in the Central Depository and Clearing Company d.d. and the total number of shares of that shareholder

- an excerpt from the court register or other register in which the legal entity is entered, or a copy thereof, a certified transcript or other appropriate public document from which it is evident that the application was signed by a person legally authorized to represent that legal entity

### III. Application submitted by the shareholder's proxy

a) Representative - natural person:

- name and surname, residence, address and OIB of the proxy

- list of shareholders he represents, for each of them the number of the account opened in

Central Depository and Clearing Company d.d. and the total number of shares of all represented shareholders

- Attached to the application are all individual power of attorney of the shareholders on the recommended form

#### **Shareholder rights**

5. Shareholders have the right to put a written counter-proposal to the decisions given by the Management Board and / or the Supervisory Board on an item on the agenda. If the shareholder does not exercise this right, it does not result in the loss of the right to submit a counter-proposal at the General Assembly. This applies in an appropriate manner to the proposal of shareholders on the election of members of the Supervisory Board.

6. A shareholder or shareholders who together hold shares that make up one twentieth of the share capital have the right to submit to the Company a written reasoned request or a proposed decision to place an item on the agenda of the General Assembly, or to supplement the agenda if they send their request to the Company's Management Board at least 30 (thirty) days before the Assembly which, accordingly, expires on July 30, 2021. The day of receipt of the request to the Company is not included in this deadline.

7. At the General Assembly, the Management Board will, at the request of each shareholder, provide information on the Company's affairs, if this is necessary to assess the issues on the agenda.

8. Materials for the General Assembly for which it is provided by law, are available for viewing by shareholders at the Company's headquarters in Split, at Kralja Zvonimira 14 / IX, every working day from the date of publication of the Invitation until the day of the General Assembly from 10:00 to 14:00. The materials will be published on the same day on the Company's website ([www.stanovijadran.com](http://www.stanovijadran.com)).

9. If a quorum consisting of the present shareholders or their legal representatives who together hold shares with the corresponding votes representing at least 30% (thirty percent) of the Company's share capital is not reached at the convened General Assembly of the Company, not even after 30 (thirty) minutes from scheduled start of the Assembly, the General Assembly of the Company will be held again with the same proposed agenda and decisions on the same day at 12:30 PM and it will be possible to make valid decisions regardless of the quorum, or regardless of the number of present and represented shareholders with the right to vote. The given powers of attorney are also valid for this next repeated General Assembly of the Company.

**STANOVI JADRAN plc.**

Management Board:

Toni Jeličić Purko, the president

Maja Bradić, member