

Pursuant to Article 277. of the Companies Act and Articles 27. 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, May 24, 2021, at 14:00 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] Merger Agreement approval and appointing a merger commissioner where company Global Rent d.o.o., Split, Kralja Zvonimira 14 / IX merges to the Company
- [3] Increasing the share capital of the Company by issuing new ordinary shares for the purpose of implementing the merger;
- [4] Granting approval for the acquisition of new ordinary shares without takeover bid announcement;
- [5] Decision making to amend the Company's Articles of Association;
- [6] Increasing the share capital of the Company with the complete exclusion of the pre-emptive rights of existing shareholders by making public offering to qualified investors by issuing new ordinary shares;
- [7] Granting approval for the acquisition of new ordinary shares without takeover bid announcement;
- [8] Decision making on the recall of the Supervisory Board of the Company;
- [9] Decision making to increase the number of members of the Company's Supervisory Board;
- [10] Election of the Supervisory Board of the Company;
- [11] Decision making on remuneration to members of the Supervisory Board of the Company;

The Management Board and the Supervisory Board of the Company propose items 2 - 7, 9 and 11 of the agenda to the General Assembly of the Company, while the Supervisory Board of the Company proposes items 8 and 10 of the agenda.

## **Proposed decisions:**

**Ad. [2] Merger Agreement where company Global Rent d.o.o., Split, Kralja Zvonimira 14 / IX merges to the Company has been approved and Merger commissioner has been appointed. The decision reads as following:**

### **I.**

The Merger Agreement signed on March 17, 2021, in which company GLOBAL RENT, d.o.o., Split, Kralja Zvonimira 14 / IX, OIB 05666540984 (hereinafter: Merged Company), merges to STANOVI JADRAN d.d., Split, Kralja Zvonimira 14 / IX, OIB 88680117715, as the Acquiring Company. The Merged Company, in accordance with the Merger Agreement, is merged to the Acquiring Company, therefore transferring all its assets, rights and obligations to Acquiring Company, while Acquiring Company assumes all assets, rights and obligations of the Merged Company in exchange for shares of the Acquiring Company, all in accordance with applicable articles of the Companies Act.

### **II.**

The Central Depository and Clearing Company d.d., Zagreb, Heinzelova 62a, OIB 64406809162 (hereinafter: CDCC) is appointed as a Merger Commissioner in accordance with Article 522, paragraph 2, of the Companies Act.

**Ad [3] Increase of the Company's share capital by issuing new ordinary shares for the implementation of the merger is adopted and reads as following:**

### **I.**

In order to implement the merger of GLOBAL RENT, d.o.o. or Merged company to STANOVI JADRAN d.d. or Acquiring company, the share capital of the acquiring company increase by issuing new ordinary shares to the members of the Merged Company, all in accordance with Article 519 of the Companies Act.

### **II.**

The share capital increase is based on the independent Auditor's Report on the merger procedure, made in March 2021 by the independent auditor RUSSELL BEDFORD CROATIA d.o.o., who based report on the assessment of GLOBAL RENT d.o.o. by independent appraisers, AGRAM BROKERS d.d. and BDO CONSULTING d.o.o.

GLOBAL RENT d.o.o. valuation was performed using a combined method that includes (i) the valuation method based on the coefficients of comparable companies; (ii) the valuation method based on the net asset value and (iii) the estimated fair value of the equity of GLOBAL RENT d.o.o. which amounts to HRK 57,459,655.00 (fifty-seven million four hundred and fifty-nine thousand six hundred and fifty-five kunas).

### **III.**

The share capital of STANOVI JADRAN d.d. increases by issuing new shares, from the amount of HRK 76.248.000,00 (seventy-six million two hundred and forty-eight thousand kuna), by the amount of HRK 43.455.400,00 (forty-three million four hundred and fifty-five thousand four hundred kuna), to the amount of HRK 119.703.400,00 (one hundred and nineteen million seven hundred and three thousand four hundred kunas), by issuing 217.277 (two hundred and seventeen thousand two hundred and seventy-seven) new ordinary shares of the

Acquiring Company, each with a nominal value of HRK 200,00 (two hundred kuna) for the amount of HRK 264,40 (two hundred and sixty-four kuna and forty lipa) per share, according to the estimated share value (hereinafter: New shares of the Acquiring Company).

#### IV.

The amount of HRK 13.992.638,80 (thirteen million nine hundred and ninety-two thousand six hundred thirty eight kunas and eighty lipa) represents the part of the paid amount for which shares are issued exceeding the nominal value of shares [multiplication of premium per share in the amount of HRK 64,40 (sixty-four kunas and forty lipa) and 217.277 (two hundred and seventeen thousand two hundred and seventy-seven) New shares] and shall be classified in the capital reserves of the Acquiring Company.

#### V.

The New shares of the Acquiring Company are issued in dematerialized form and are registered, in the form of an electronic record in the computer system of the CDCC, with a mark assigned by the CDCC.

The new shares of the Acquiring Company will give the shareholders the same rights as the existing ordinary shares of the Acquiring Company as at the day of share capital increase have been registered in the court register.

#### VI.

The New shares of the Acquiring Company will be acquired by the members of the Merged Company, as compensation for the transferred value to the Acquired Company, in the ratio 1: 1,13 where members of the Acquired Company get 1,13 shares of the Acquiring Company for 1 (one) stake with nominal value of 200,00 HRK of the Acquired Company.

Members of the Merged Company who, according to the calculation of the number of shares after the exchange, would not have the whole number of shares of the Acquiring Company, the Acquiring Company will round the corresponding number of shares to the first lower integer and will make a payment in cash, which amounts to a total of HRK 11.616,20.

#### VII.

The New shares will be listed on the Official Market of the Zagreb Stock Exchange d.d., together with existing issued shares which at the time of making this decision have been listed on the Official Market of the Zagreb Stock Exchange d.d., in accordance with applicable regulations.

#### VIII.

The Management Board of the Company is ordered to take all legal actions to implement this decision, which includes, but not limiting all legal actions to (i) record increase in share capital in the court register of the Commercial Court in Split; (ii) implement corporate action of share capital increase in CDCC and (iii) list the New Shares on the Official Market of the Zagreb Stock Exchange dd

#### IX.

All costs of the share capital increase are borne by the Acquiring Company.

**Ad [4]. Approval for the acquisition of new ordinary shares without takeover bid announcement was granted and reads as following:**

Acquirers of New shares of the Company, who acquire shares based on the decision to increase the share capital of the Company under item 3 of the General Assembly meeting agenda are allowed to acquire these shares without the obligation to publish a takeover bid in case the obligation to publish a takeover bid incurred, all in accordance with the provisions of Article 14, paragraph 1, item 3 of the Takeover of Joint Stock Companies Act (Official Gazette no. 109/2007, 36/2009, 108/2012, 90/2013, 99/2013, 148/2013).

**Ad. [5] A decision on amending the Company's Articles of Association was accepted and reads as following:**

I.

Article 7 of the Company's Articles of Association is amended in its entirety and reads as follows:

*"The share capital of the Company amounts to HRK 119.703.400,00 (in words: one hundred and nineteen million seven hundred and three thousand four hundred kunas)."*

II.

Article 8.1 of the Company's Articles of Association is amended in its entirety and reads as follows:

*"The Company's share capital is divided into 598.517 (in words: five hundred and ninety-eight thousand five hundred and seventeen) ordinary shares."*

III.

Article 15.3 of the Company's Articles of Association is amended in its entirety and reads as follows:

*"The term of office of each member of the Supervisory Board lasts from the date of regular General Assembly meeting at which he was elected until the next regular General Assembly meeting."*

IV.

Article 23.1 of the Company's Articles of Association is amended in its entirety and reads as follows:

*"For their work, the members of the Supervisory Board have the right to a remuneration appropriate to the work they perform and the condition of the Company. The monthly net remuneration for the members of the Supervisory Board is determined by the General Assembly of the Company. "*

V.

Article 26.2. Of the Company's Articles of Association is amended in its entirety and reads:

*"In the event that a quorum is not reached at the convened meeting of the General Assembly even after the expiration of 30 (in words: thirty) minutes from the time indicated in the General*

*Assembly meeting invitation, a repeated General Assembly meeting with the same agenda will be held within the period specified in the invitation and accompanying instructions to shareholders how to participate and vote at the General Assembly meeting. A quorum referred to in the previous paragraph of this Article shall not be required for holding a repeated meeting."*

VI.

All other provisions of the Company's Articles of Association remain unchanged.

VII.

The Supervisory Board of the Company is authorized to synchronize the provisions of the Company's Articles of Association in the provisions on the amount of share capital and number of shares in the full text of the Articles of Association with the changes caused by the increase of share capital and issuance of new shares.

**Ad [6] A decision is made to increase the share capital of the Company with the complete exclusion of the pre-emptive rights of existing shareholders by making public offering to qualified investors by issuing new ordinary share, which reads as following:**

I.

The share capital of the Company is increased by payment in cash from the amount of HRK 119.703.400,00 (one hundred and nineteen million seven hundred and three thousand four hundred kuna), by an amount up to a maximum of HRK 42.000.000,00 (forty two million kuna) to a maximum amount of HRK 161.703.400,00 (one hundred sixty-one million seven hundred and three thousand four hundred kuna) by issuing up to a maximum of 210.000 (two hundred thousand) new ordinary shares, each with an individual nominal value of HRK 200,00 (two hundred kuna) (hereinafter: "New Shares").

II.

The New Shares are issued in dematerialized form and are registered, in the form of an electronic record in the CDCC computer system, with a mark assigned by the CDCC. The New Shares will give the shareholders the same rights as the existing ordinary shares of the Company from the day of share capital increase have been registered in the court register.

III.

The increase of the Company's share capital based on this decision is carried out with the complete exclusion of the pre-emptive rights of existing shareholders of the Company, who may participate in the share capital increase procedure, but under the same conditions as all other investors.

IV.

The increase of the share capital of the Company based on this decision will be carried out through a public offering of New Shares in one round. The right to apply will have qualified investors, in terms of Article 407 of the Capital Market Act (Official Gazette No. 65/2018, 17/2020). In accordance with the provisions of Article 1, paragraph 4 of Regulation (EU) no. 2017/1129 of 14 June 2017 on the prospectus to be published in the case of a public offering of securities or in listing for trading on a regulated market and repealing Directive 2003/71 / EC, the Company issues New Shares by public offering with the exception of publication of

the prospectus, and the prospectus will not be published for the purposes of the New share issue.

#### V.

The New Shares are issued for a larger amount than nominal value. In accordance with the provision of Article 304, paragraph 3 of the Companies Act, the price of the New Shares is set at 264,40 (two hundred and sixty-four kuna and forty lipa) per New Share. New Shares will not be issued below the stated amount.

In the event that during the application and payment a larger number of New Shares is applied and paid than the number determined by the decision of the General Assembly of the Company, the Management Board will allocate applied and paid shares for each application. The issue will be allocated proportionally, ie in case the total number of received applications for New Shares exceeds the maximum amount of the voted increase in share capital, each applicant will be allocated an amount proportional to his share in the total number of received applications.

#### VI.

The increase of the share capital of the Company on the basis of this decision is carried out through a public offering. New Shares will be applied by a written statement (Application). The application and payment of New Shares will be made in the manner specified in the public invitation for application of New Shares.

#### VII.

Based on the fully applied and paid amounts for New Shares, after the share capital increase have been registered the court register, the appropriate number of New Shares will be issued with the mark assigned by the CDCC, in the name, each in the nominal amount of HRK 200,00 (two hundred kuna) in dematerialized form.

#### VIII.

The exact amount of the share capital increase is determined according to the application and payment status on the deadline date, in the next period of 3 (three) working days. The Management Board of the Company will, with the consent of the Supervisory Board, determine the exact amount of the share capital increase and the exact number of New Shares.

#### IX.

If the increase of share capital is not registered in the court register within 12 (twelve) months from the date of this decision, the Application will no longer be binding on the investor, and the Company will return the funds paid to investors within 7 (seven) days from date indicated above. In this case, the Company will not bear the costs of payment transactions or pay interest to investors.

#### X.

The new Shares will be listed on the Official Market of the Zagreb Stock Exchange d.d., together with all already existing shares which at the time of making this decision are listed on the Official Market of the Zagreb Stock Exchange d.d., in accordance with applicable regulations.

XI.

The Management Board of the Company is ordered to take all legal actions to implement this decision, which includes, but not limiting all legal actions to (i) record increase in share capital in the court register of the Commercial Court in Split; (ii) implement corporate action of share capital increase in CDCC and (iii) list the New Shares on the Official Market of the Zagreb Stock Exchange dd

XII.

The Supervisory Board of the Company is authorized to synchronize the provisions of the Company's Articles of Association in the provisions on the amount of share capital and number of shares in the full text of the Articles of Association with the changes caused by the increase of share capital and issuance of new shares.

**Ad [7]. Approval for the acquisition of new ordinary shares without takeover bid announcement was granted and reads as following**

Acquirers of New shares of the Company, who acquire shares based on the decision under item 6 of the General Assembly meeting agenda, are allowed to acquire these shares without the obligation to publish a takeover bid, in case the obligation to publish a takeover bid incurred, all in accordance with the provisions of Article 14, paragraph 1, item 3 of the Takeover of Joint Stock Companies Act (Official Gazette nos. 109/2007, 36/2009, 108/2012, 90/2013, 99/2013, 148 / 2013).

**Ad [8]. The Decision on recalling the members of the Supervisory Board of the Company is made, which reads:**

Due to the issuance of New Shares and changes in the share capital structure of the Company, all members of the Supervisory Board of the Company - Miroslav Jeličić-Purko, residing in Solin, Ulica Don Frane Bulića 78D, Tvrtko Brajković, residing in Zagreb, Trg 101. Brigade Hrvatske Vojske 2 and Katija Barić, residing in Srinjine, Poljička Cesta 98 are recalled.

**Ad [9]. The Decision on increasing the number of members of the Supervisory Board of the Company is made, which reads:**

The number of members of the Supervisory Board increases from 3 (three) members to 5 (five) members.

**Ad [10]. The Decision on the election of members of the Supervisory Board of the Company is made as following:**

The following are elected as members of the Supervisory Board of the Company:

1. Miroslav Jeličić-Purko, Solin, Ulica Don Frane Bulića 78D, OIB 88126237323
2. Berislav Martić, Split, Washingtonova 2, OIB: 35683865066
3. Emil Mihalina, Zagreb, Ulica Nike Grškovića 3, OIB: 24539568839
4. Krešimir Huljev, Zagreb, Palinovečka 36, OIB: 18957195126
5. Ante Vrančić, Zagreb, Šublinov brijeg 69, OIB: 69097963206

**Ad [11]. The Decision on remuneration to the members of the Supervisory Board of the Company is made as following:**

The net monthly fee for a member of the Supervisory Board is HRK 1.000,00 (one thousand kuna), and for the President of the Supervisory Board the fee is HRK 1,500.00 (one thousand five hundred kuna).



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

The share capital of the Company amounts to HRK 76,248,000.00 and is divided into 381,240 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 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 381,240 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, May 24, 2021 at the headquarters of the company, Kralja Zvonimira 14 / IX, Split starting at 14:00 o'clock.
2. Registration of the participants at the General Assembly meeting will be held on Monday, May 24, 2021 at the entrance to the headquarters of the Company, Kralja Zvonimira 14 / IX, Split, from 13:30 AM to 14:00 AM.
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. The General Assembly will be held only if all shareholders of the Company participate or are represented.

### **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. 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.
7. 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)).

### **STANOVI JADRAN plc.**

Management Board:

Toni Jeličić Purko, the president

Maja Bradić, member