



TOKIĆ d.d.

Zagreb Stock Exchange d.d.

Ivana Lučića 2a

10000 Zagreb

Croatian Financial Services Supervisory Agency Franje

Račkog 6

10000 Zagreb

Croatian News Agency ots@hina.hr

Website of Tokić d.d.

www.tokic.hr

The company TOKIĆ d.d., with its registered office in Sesvete (City of Zagreb), Ulica 144. brigade Hrvatske vojske 1A, registered in the court register of the Commercial Court in Zagreb under company registration number (MBS): 080313914, OIB: 74867487620 ("Company") hereby publishes the Notice of the General Assembly of the Company, which will be held on 10 June 2026 commencing at 11:00 hours in Sesvete, City of Zagreb, Ulica 144. Brigade hrvatske vojske 1a, VELEBIT Hall, as enclosed herewith.

The Notice of the General Assembly will be published on the website of the court register and in its full prescribed content, together with the materials for the General Assembly, also on the Company's website www.tokic.hr.

TOKIĆ d.d.

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Headquarters Ulica 144. brigade Hrvatske vojske 1a, 10360 Sesvete | Croatia | **Tel** +385 1 3033 999 | **Fax** +385 1 3033 932 | **E-mail** info@tokic.hr | **Web** www.tokic.hr

VAT identification number HR74867487620 | **Registration number** 3602257 | registered at the Commercial Court in Zagreb under **Company registration number** 080313914

Equity Capital 30.136.363,64 EUR paid in full | **President of the Management Board** Ivan Santorić | **President of the Supervisory Board** Ilija Tokić

Bank accounts Erstebank, Rijeka IBAN: HR8524020061100079669 | Privredna banka, Zagreb IBAN: HR7023400091100194212 | Zagrebačka Banka, Zagreb IBAN: HR2623600001102446321
Raiffeisenbank Austria, Zagreb, IBAN: HR0424840081135133659 | OTP banka, Split IBAN: HR2824070001100201873 | Hrvatska poštanska banka, Zagreb IBAN: HR7323900011101404069



Pursuant to the provisions of Article 277, paragraph 2 of the Companies Act and Art. 10.3 of the Articles of Association, the Management Board of TOKIĆ d.d., with its registered office in Sesvete (City of Zagreb), Ulica 144. brigade Hrvatske vojske 1A, registered in the court register of the Commercial Court in Zagreb under company registration number (MBS): 080313914, OIB: 74867487620 ("Company"), on 29 April 2026 adopted a Decision on convening the General Assembly of the Company and hereby invites the Company's shareholders to the

GENERAL ASSEMBLY OF TOKIĆ d.d.

to be held on 10 June 2026 commencing at 11:00 hours at the Company's registered office in Sesvete, Ulica 144. Brigade hrvatske vojske 1a, VELEBIT hall

with the following Agenda:

1. Opening of the General Assembly, verification of attending shareholders, number of votes and quorum, and election of the Chairman of the General Assembly;
2. Adoption of a Decision on the approval of the Remuneration Policy for Management Board members;
3. Annual financial statements of the Company and annual consolidated financial statements of the TOKIĆ GROUP for 2025, together with reports of authorised auditors, Annual Report of the Company's Management Board on the state of the Company and subsidiaries for 2025, and the Report of the Company's Supervisory Board on the supervision of business management in 2025;
4. Decision on the use of profit from fiscal year 2025 and payment of dividends;
5. Decision on granting discharge to the members of the Company's Management Board for fiscal year 2025;
6. Decision on granting discharge to the members of the Company's Supervisory Board for fiscal year 2025;
7. Decision on amendments to the Company's Articles of Association;
8. Decision on the election of Supervisory Board members;
9. Decision on the approval of the Report on remuneration paid to Management Board members and Supervisory Board members in fiscal year 2025;
10. Decision on the remuneration of Supervisory Board members;
11. Decision on the appointment of the Company's auditors for 2027 and 2028.

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Proposed Decisions of the General Assembly:

Ad 1. The Management Board and Supervisory Board of the Company propose the following decision to the General Assembly:

The General Assembly shall be chaired by attorney-at-law Luka Rimac.

Ad 2. The Supervisory Board of the Company proposes the following decision to the General Assembly:

1) The Remuneration Policy for Management Board members of TOKIĆ d.d. is hereby approved, with the following content:

**Remuneration Policy for Management Board members
of TOKIĆ d.d.
(hereinafter: the Policy)**

Article 1.

Subject Matter of the Policy

This Remuneration Policy establishes:

- a) the remuneration system for Management Board members;
- b) the manner of submitting reports on remuneration of Management Board and Supervisory Board members for discussion at the General Assembly;
- c) the procedure for implementation and supervision of this Remuneration Policy and the role of the Supervisory Board; and
- d) the procedure for amending this Remuneration Policy.

Article 2.

Basic Provisions

The primary objective of this Policy is to ensure that the remuneration system is balanced, sustainable, proportionate and transparent, while simultaneously achieving a high level of accountability and efficiency in the management of the Company. To this end, the Policy establishes the elements and criteria that must be met when determining the amount and structure of remuneration of Management

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Board members, taking into account the results achieved, the Company's strategic objectives and the motivational effect principle of remuneration.

This Remuneration Policy is based in particular on the following principles:

- a) the principle of alignment of Management Board members' remuneration with the business strategy and long-term development of the Company;
- b) the connection of payment of the variable component of Management Board members' remuneration with the achieved business results of the Company;
- c) equal consideration of the value of work, competencies and experience of Management Board members and the interests of the Company when determining the system of fixed and variable remuneration of Management Board members.

Article 3.

Remuneration

1. When deciding on the remuneration of Management Board members, the Supervisory Board takes into account in particular the Company's business strategy, business plans and the broader environment in which the Company operates.
2. The total remuneration of Management Board members shall be aligned with the financial capabilities of the Company, taking into account actual revenues, profitability and cash flow stability, especially in circumstances of market disruptions, crisis situations or strategic changes.
3. When deciding on the variable component of Management Board members' remuneration, the Supervisory Board takes into account the sustainability of the Company's operations, and the payment of the variable component of remuneration depends on the achievement of annual targets set out in the Company's annual business plans and other criteria from Article 6 of this Policy.
4. The Supervisory Board may temporarily deviate from this Remuneration Policy, in whole and/or in part, if required by the long-term benefit of the Company, and such deviation may only relate to the variable component of remuneration.

Article 4.

Types of Remuneration

The total remuneration of Management Board members consists of:

- a) the fixed component of remuneration;
- b) the variable component of remuneration; and
- c) other remuneration.

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Article 5.

Fixed Remuneration

1. The fixed component of Management Board members' remuneration represents the unchanging component of remuneration defined in one or more legal agreements entered into between the Company, represented by the Supervisory Board, and individual Management Board members (hereinafter: the "Management Agreement").
2. The agreed fixed component of remuneration reflects the relevant professional experience, competencies, abilities and organisational and legal responsibility of Management Board members for the management and representation of the Company.
3. The fixed component of Management Board members' remuneration is defined as a monthly gross amount.
4. The fixed component of remuneration is paid to Management Board members on a monthly basis, no later than the 15th of each month for the previous month, unless the Management Agreement provides otherwise.
5. The fixed component of remuneration is paid to a Management Board member for as long as they hold the position of Management Board member and does not depend on performance, nor is it set in a manner that influences risk-taking propensity. The amount of the fixed remuneration is regularly reviewed, especially upon re-appointment, change in the scope of responsibilities, reorganisation of the Company or significant market changes, but cannot be unilaterally changed during the term of the agreement.
6. The fixed component of remuneration constitutes:
 - a. at least 65% of total targeted annual remuneration for the President of the Management Board based on the fixed and variable components of remuneration; and
 - b. at least 70% of total targeted annual remuneration for a Management Board member based on the fixed and variable components of remuneration.

Article 6.

Variable Remuneration

1. The right of Management Board members to the variable component of remuneration is governed by the Management Agreement in accordance with the provisions of this Policy.

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2. The criteria for acquiring the right to variable remuneration adopted by the Supervisory Board may include, but are not limited to:
 - achievement of planned and set EBITDA financial indicators
 - fulfilment of the Company's strategic objectives or business plan
 - achievement of organisational, operational and development results
 - achievement of targets related to ESG policy and sustainable development
3. Payment of the variable component of remuneration in relation to the planned consolidated EBITDA criterion, i.e. consolidated earnings before interest, taxes, depreciation and amortisation (EBITDA), may represent up to 70% of the variable component of remuneration and is calculated as follows:
 - a. if the achieved consolidated EBITDA is less than or equal to 80% of the planned – the variable component under this remuneration criterion is not paid;
 - b. if the achieved consolidated EBITDA is greater than 80%, but less than or equal to 100% of the planned – the variable component of remuneration under this criterion is calculated and paid on a proportional basis, i.e. in the range of 80% to 100% of the targeted variable component of remuneration provided for in the Management Agreement, depending on the deviation from the plan;
 - c. if the achieved consolidated EBITDA exceeds the planned – the variable component of remuneration under this criterion is calculated and paid proportionally to the amount of plan overachievement, provided that the Management Board member cannot be paid an amount exceeding 120% of the targeted variable component of remuneration provided for in the Management Agreement.
4. The variable component of remuneration constitutes:
 - a. up to 35% of total targeted annual remuneration for the President of the Management Board based on the fixed and variable components of remuneration; and
 - b. up to 30% of total targeted annual remuneration for a Management Board member based on the fixed and variable components of remuneration.
5. The variable component of remuneration is paid in cash within 30 (thirty) days from the date of adoption of the audited consolidated annual financial statements of the Company.
6. The Management Agreement may provide for the possibility of paying the variable component of remuneration (in whole or in part) in Company shares, if the Company adopts a decision on rewarding Management Board members with Company shares. In such case, Management Board members are obligated to hold the Company's shares for at least 2 (two) years from the date of transfer of the Company's shares to their securities account.
7. The definition of the variable component of remuneration for Management Board members is aimed at fulfilling the objectives of the business strategy and is adapted to the risk profile

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of the Company's operations. The variable component of remuneration provides an incentive for the long-term successful achievement of the Company's business objectives and strategy.

8. The Supervisory Board reserves the right to defer payment of the variable component of remuneration, in whole or in part, in order to ensure the connection of the reward with sustainable performance and to avoid harmful consequences of potential short-term misalignments in business results. Also, in the event of significant deterioration of operations or failure to meet key objectives, the Supervisory Board may decide on partial or complete denial of the right to payment of the variable component in accordance with certain criteria, defined objectives and other provisions of this Policy.
9. The Supervisory Board may, in accordance with the law and internal acts, include mechanisms for the recovery of paid variable remuneration (so-called clawback clauses), if it is subsequently determined that certain remuneration was awarded on the basis of inaccurate, manipulated or materially incorrect data, and shall adopt a written conclusion on the reasons for its decision.

Article 7.

Payment of the Variable Component of Remuneration

1. The Management Board and Supervisory Board determine in advance, for each financial year, the annual business plans of the Company within which they set objectives regarding consolidated EBITDA.
2. When calculating the achievement of the right to the variable component of remuneration of Management Board members, the consolidated EBITDA provided for in the annual plan for a particular financial year and the actually achieved consolidated EBITDA resulting from the audited consolidated annual financial statements of the Company for that financial year are taken into account.

Article 8.

Other Remuneration

1. Management Board members shall be entitled to reimbursement or advance payment of expenses (in particular for representation, business travel, including accommodation during business travel, seminars and professional development, and professional literature) and the right to reimbursement of standard documented expenses, particularly those relating to travel costs and business entertainment.

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2. The Company shall reimburse such expenses to Management Board members within 7 (seven) days of submission of the request, provided that such expenses are justified and documented.
3. Management Board members, for as long as they hold that position, are entitled to use the Company's official vehicle (hereinafter: the "Vehicle") at the Company's expense, for official and private purposes throughout the entire duration of the Management Board member's term of office.
4. The selection and procurement of the Vehicle is determined by the Company. The Company bears all costs of procurement, maintenance, management, fuel, taxes, registration and insurance of the Vehicle as well as all other costs and taxes, contributions and payments in connection with the use of the Vehicle.
5. Management Board members, for as long as they hold that position, are entitled to enter into and maintain at the Company's full expense a Directors' and Officers' liability insurance policy (D&O) and a supplementary/complementary health insurance policy for the Management Board member, including an annual comprehensive medical examination of the Management Board member. The Company bears all costs of entering into and premiums as well as all other costs and taxes, contributions and payments in connection with the aforementioned insurance policies.
6. Management Board members, for as long as they hold that position, are entitled to use the Company's mobile phone and laptop at the Company's expense, for official and private purposes throughout the entire duration of the Management Board member's term of office. The Company bears all procurement costs and taxes, contributions and payments in connection with the use of the Company's mobile phone and laptop.

Article 9.

Interpretation

1. In the event of a conflict between the rights of Management Board members regarding their remuneration as defined in this Policy and the remuneration and rights defined in the Management Agreements, the rights defined in the Management Agreements shall prevail and apply.
2. In the event that the Company's General Assembly does not approve this Policy, or if the need to review this Policy arises due to legal, market or other circumstances, the Supervisory Board has the authority to review the Remuneration Policy.

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Article 10.

Remuneration Report

1. The Management Board and the Supervisory Board shall once a year prepare a remuneration report on the remuneration that the Company has paid or committed to pay to each Management Board member and Supervisory Board member during the last financial year, and submit such report to the General Assembly for discussion as a separate agenda item, proposing a special draft decision of the relevant General Assembly of the Company.
2. The remuneration report shall be drawn up in the prescribed manner and shall contain data in accordance with applicable regulations.
3. The remuneration report shall be examined by the auditor who also examines the Company's annual financial statements. The auditor is obligated to examine whether the remuneration report contains the prescribed data and to prepare a report on the examination of the remuneration report. This report is attached to the remuneration report.

Article 11.

Entry into Force

1. This Policy shall be adopted by the Supervisory Board and submitted to the General Assembly for approval.
2. If the General Assembly does not approve this Policy, the Supervisory Board shall review the Policy and submit it for approval at the next General Assembly.
3. The Supervisory Board shall submit the Remuneration Policy to the General Assembly for approval at least once every four years from the date of its initial adoption and whenever it is significantly amended.
4. The decision of the General Assembly and the approved Remuneration Policy shall be published and made freely available for a period of at least ten years, immediately after the General Assembly has been held, on the Company's website, indicating the date until which they shall remain in force.
5. This Remuneration Policy is established for the period from 2026 to 2030.
6. This Policy shall enter into force on the date of its approval by the General Assembly.

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

Ad 3. The annual financial statements of the Company and the annual consolidated financial statements of the TOKIĆ GROUP for 2025, together with the reports of authorised auditors, the Annual Report of the Company's Management Board on the state of the Company and subsidiaries for 2025, and the Report of the Company's Supervisory Board on the supervision of business management in 2025, have been established pursuant to Article 300d of the Companies Act by the

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Management Board and Supervisory Board of the Company and are not subject to a vote. The aforementioned reports have been published on the Zagreb Stock Exchange, HANFA, HINA and on the Company's website (www.tokic.hr)

The Report of the Company's Supervisory Board on the supervision of business management in 2025 has been published in the prescribed manner and a discussion may be held under this agenda item, but no decision shall be adopted.

Ad 4. The Management Board and Supervisory Board of the Company propose the following decision to the General Assembly:

- 1) It is established that the company TOKIĆ d.d. in the year ended 31 December 2025 achieved a profit, after taxation, in the amount of EUR 3,734,678.26.**
- 2) Payment of dividends from the profit achieved in 2025 in the amount of EUR 1,509,600.00 (in words: one million five hundred and nine thousand six hundred) is determined, i.e. EUR 0.37 per share. No dividend shall be paid on own shares held by the Company.**
- 3) The remaining profit from fiscal year 2025 shall be allocated to retained earnings.**
- 4) The dividend shall be paid to all shareholders registered in the Central Depository & Clearing Company (SKDD) repository on 19 June 2026 (record date). The date from which shares of TOKIĆ d.d. will be traded ex-dividend is 18 June 2026 (ex-date).**
- 5) The dividend shall be paid to the Company's shareholders on 26 June 2026 (payment date).**

Ad 5. The Management Board and Supervisory Board of the Company propose the following decision to the General Assembly:

"Discharge is hereby granted to the members of the Company's Management Board, approving the manner in which they managed the Company in 2025."

Ad 6. The Management Board and Supervisory Board of the Company propose the following decision to the General Assembly:

"Discharge is hereby granted to the members of the Company's Supervisory Board, approving their work and the supervision of the Company's business management in 2025."

Ad 7. The Management Board and Supervisory Board propose the following to the General Assembly:

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DECISION

on Amendments to the Articles of Association

I.

Article 17.1 of the Articles of Association is hereby amended to read as follows:

17.1. The Supervisory Board shall have a minimum of 5 (five) and a maximum of 7 (seven) members.

The remaining provisions of the Articles of Association shall remain in force unchanged.

II.

The President of the Management Board is hereby authorised to sign and submit the complete text of the Company's Articles of Association for notarisation before a notary public.

III.

The amendments to the Company's Articles of Association shall enter into force and apply from the date of their registration in the court register.

Ad 8. The Management Board and Supervisory Board of the Company propose the following to the General Assembly:

DECISION

on the Election of Supervisory Board Members

I. The following person is elected as a member of the Supervisory Board:

DARKO PRPIĆ, OIB: 15621535691, Zagreb, Radnička cesta 34A

Gender: male

Year of birth: 1979

Citizenship: Croatian

The term of office of the Supervisory Board member shall commence on the date of adoption of this Decision and shall last for 4 (four) years.

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Justification of the proposal and curriculum vitae.

Darko Prpić is a graduate economist, financial and accounting expert, and a Permanent Court Expert for finance, accounting and securities, a position he has held continuously since 2008. Throughout his long career, he has held a number of positions and roles including financial, accounting and tax consulting, preparation of investment studies, participation in audit activities, preparation of analyses and tax reviews for the purposes of preparing court expert reports, and complex financial-accounting expert analyses for courts and other bodies.

During his professional career, he has held a number of positions and roles: as current member of the Supervisory Board of PODRAVKA d.d. and as Chairman of the Audit Committee of PODRAVKA d.d.; as member of the Supervisory Board of SQ KAPITAL d.o.o. for investment fund management; as director and owner of DARFIN d.o.o. for expert analysis in the field of finance, accounting and securities and consulting; as associate and co-owner of UHY RUDAN d.o.o. for tax consulting and auditing; in the "PRPIĆ" trade for accounting, auditing and tax consulting as a financial analyst; and as analyst at ALLIANZ ZB d.o.o. company for management of mandatory pension funds.

Darko Prpić possesses extensive experience in financial forensics, auditing, finance and corporate governance, with pronounced skills in financial supervision and ensuring the quality of financial and non-financial reporting. His experience in the field of financial and non-financial reporting supervision, risk assessment and establishment of internal control systems can significantly contribute to the work of the Supervisory Board, particularly in the segment of financial operations supervision, risk management and the work of the audit committee.

Darko Prpić was a member and auditor of UHY RUDAN d.o.o., which is the elected auditor of TOKIĆ d.d. and the TOKIĆ GROUP, a relationship that ended in 2025. In terms of independence definitions from the Corporate Governance Code, the proposed member is currently not independent but will acquire independence in the first half of his term, with the Supervisory Board being able to adopt measures for this member to achieve independence within the deadline prescribed by Article 25 of the Corporate Governance Code.

Darko Prpić is not a shareholder of the company and, apart from the above, has no other connections with TOKIĆ d.d. and the TOKIĆ GROUP nor with related persons or companies.

II. The following person is elected as a member of the Supervisory Board:

OGNJEN MAŠIĆ, OIB: 47842960638, Pavlenski put 9, 10090 Zagreb

Gender: male

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VAT identification number HR74867487620 | **Registration number** 3602257 | registered at the Commercial Court in Zagreb under **Company registration number** 080313914

Equity Capital 30.136.363,64 EUR paid in full | **President of the Management Board** Ivan Santorić | **President of the Supervisory Board** Ilija Tokić

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Raiffeisenbank Austria, Zagreb, IBAN: HR0424840081135133659 | OTP banka, Split IBAN: HR2824070001100201873 | Hrvatska poštanska banka, Zagreb IBAN: HR7323900011101404069

Year of birth: 1994

Citizenship: Croatian

The term of office of the Supervisory Board member shall commence on the date of adoption of this Decision and shall last for 4 (four) years.

Justification of the proposal and curriculum vitae.

Ognjen Mašić holds a Master's degree in Economics and is an investment analyst. He is currently employed at Erste d.o.o. - company for management of mandatory and voluntary pension funds, where he performs fundamental analysis of listed domestic and foreign companies, structures advanced valuation models, and conducts systematic assessment of macroeconomic and sectoral trends along with analysis of their transmission effect on investment strategy.

In addition to the above, Mr Mašić has experience in credit risk assessments, preparation of materials for specialist education in the field of corporate cash flow management, work of the Investment Committee through the formulation of expert foundations and investment theses, continuous monitoring of portfolio positions and proactive identification of new investment opportunities within the defined regulatory framework.

He also has experience in monitoring and reporting on individual business segments, preparation of weekly and monthly operational reports (P&L, balance sheet, cash flows), comparison of actual results with plans and detection of the causes of deviations. He has experience in preparing quarterly business analyses (internal and external), preparation of investment studies and periodic company valuations, and market and competitive analysis.

His experience in the field of investment analyses, particularly in identifying new investment opportunities and assessing macroeconomic and sectoral trends, can significantly contribute to the work of the Supervisory Board, particularly in the segment of relations with major investor funds and monitoring the state of the capital market.

During his career he has held the position of Financial/Data Analyst at EL Koncept d.o.o. and as an independent associate in controlling at Auto Hrvatska d.o.o., and currently works as an investment analyst at ERSTE d.o.o. fund.

Mr Mašić has no relationship with TOKIĆ d.d. or the TOKIĆ GROUP nor with related persons, and is not a shareholder of the company.

In accordance with the prescribed criteria, if elected, he shall be considered an independent member of the supervisory board.

III. The following person is elected as a member of the Supervisory Board:

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IGOR BENAKOVIĆ, OIB: 64460371480, Durđevac, Ulica Grkinska 83

Gender: male

Year of birth: 1975

Citizenship: Croatian

The term of office of the Supervisory Board member shall commence on the date of adoption of this Decision and shall last for 4 (four) years.

Justification of the proposal and curriculum vitae.

Igor Benaković holds a Master's degree in Economics and is an aeronautical engineer, an experienced strategic leader and advisor with more than 20 years of experience in managing complex business systems, restructuring, growth and corporate governance. He has extensive experience working with Management Boards, supervisory boards and owners, particularly during periods of transformation, investment and changes in ownership structure, and in the capital market.

Key competencies relate to preparation and consulting related to corporate strategies and transformations, restructuring and value growth, Corporate Governance, Corporate Finance, and Investor Relations Management. To date, he has held a number of important and responsible positions: Poslovna riznica d.o.o., Zagreb as founder and director; Bauwerk Group Croatia d.o.o. President of the Management Board (2018 – 2024); Badel 1862 d.d. CFO and Head of Restructuring / Supervisory Board member of an affiliated company; CROMA – Croatian Association of Managers and Entrepreneurs, Member of the Board of Directors (2019 – present); TMA Croatia – Turnaround Management Association, Co-founder. Igor Benaković also has work experience at Hrvatski Telekom, ZB Invest and in the implementation of international projects (EU, CH, USA).

His experience in the field of corporate governance and capital markets, as well as professionally profiled understanding of stock exchange procedures and investor relations, and experience in the implementation of strategic investments and risk assessment, can significantly contribute to the work of the Supervisory Board, particularly in the segment of corporate strategies and share value growth. Mr Benaković has no relationship with TOKIĆ d.d. or the TOKIĆ GROUP nor with related persons, and is not a shareholder of the company.

In accordance with the prescribed criteria, if elected, he shall be considered an independent member of the supervisory board.

IV. The following person is elected as a member of the Supervisory Board:

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MARIJA TUSTONJIĆ MATIJEVIĆ, OIB: 00389257674, Dobriše Cesarića 6, Sesvete

Gender: female

Year of birth: 1979

The term of office of the Supervisory Board member shall commence on the date of adoption of this Decision and shall last for 4 (four) years.

Justification of the proposal and curriculum vitae.

Marija Tustonjić Matijević holds a Master's degree in Economics, is a Chartered Financial Analyst (CFA Level 1) and holds an MBA in Tourism Management. Ms Tustonjić Matijević has extensive experience in the financial operations of significant entities, as well as in managing and developing relations with banks, leasing companies and insurers at company and group level, securing and structuring sources of financing (loans, revolving lines, guarantees, factoring, insurance), negotiating financial conditions and credit lines, coordinating contractual processes, developing and implementing financing strategies, monitoring capital markets and optimising debt structure.

She has extensive experience in collaboration with executive management, financial and legal teams, managing relations with key financial partners and reporting to financial institutions.

She currently holds the position of Head of Relations with Financial Institutions at Podravka d.d., and has previously held a number of high-level and responsible positions. She served as Deputy Director at the Department for Small and Medium Enterprises, Erste & Steiermärkische bank d.d., Zagreb, and as team leader at the same bank, and from June 2020 to September 2022 served as Finance Director at TOKIĆ d.o.o.

Her experience in the field of financial analysis, and professional understanding of managing and developing relations with banks, as well as experience in financing strategies, can significantly contribute to the work of the Supervisory Board. Ms Tustonjić Matijević held the position of Finance Director at TOKIĆ d.o.o. until 9/2022, which relationship ended more than 3 years ago, so in accordance with the prescribed criteria she may be considered an independent supervisory board member as she is not a shareholder of the company and has no connection with TOKIĆ d.d. or the TOKIĆ GROUP.

In accordance with the prescribed criteria, if elected, she shall be considered an independent member of the supervisory board.

The proposed election of this member also contributes to balanced gender representation on the board.

Ad 9. The Management Board and Supervisory Board of the Company propose the following decision to the General Assembly:

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"The audited Report on remuneration paid to Management Board members and Supervisory Board members during fiscal year 2025, with the accompanying auditor's report, is hereby approved."

Ad 10. The Management Board and Supervisory Board of the Company propose the following decision to the General Assembly:

DECISION
ON REMUNERATION OF SUPERVISORY BOARD MEMBERS

I.

This Decision is based on the principle of engaging, motivating and retaining qualified members of the supervisory board and its subcommittees with regard to the purpose and values of the Company and the activities it performs. The Decision aims to ensure balanced, continuous, sustainable and transparent remuneration for supervisory board members. When determining this remuneration, economic conditions in which the Company operates, salaries in related industries, and remuneration levels in the Company paid pursuant to the remuneration and reward policy were taken into account.

II.

In order to maintain the independence and complete objectivity of supervisory board members in their work, the remuneration for the work of Supervisory Board members does not depend on the results and operations of the Company and does not include variable components. Remuneration is determined as a fixed monthly amount, as the aim is to maintain equal value and continuity in the work of all Supervisory Board members.

III.

Supervisory board members are entitled to a fixed monthly net remuneration regardless of the number of Supervisory Board sessions held, in the amount of EUR 500.00 (five hundred euros).

IV.

Each member of a supervisory board committee/subcommittee, regardless of whether they are also a supervisory board member, and regardless of their function in such committee/subcommittee, is entitled to a fixed net remuneration for each session they attend in the amount of EUR 100.00 (one hundred euros).

V.

Supervisory board members and members of its committees/subcommittees are also entitled to reimbursement of appropriate expenses incurred in the performance of their duties, upon presentation

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of evidence thereof. The Company bears travel costs, accommodation costs and other costs related to the attendance of Supervisory Board members at Supervisory Board sessions, subcommittee and committee sessions, and at the General Assembly.

VI.

Supervisory board members are not entitled to severance pay, additional payments or the allocation of Company shares.

VII.

In the event of consideration of amendments to this Decision, the Supervisory Board shall submit to the General Assembly of the Company a proposal for amendments to this Decision and justification in accordance with applicable regulations.

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

Ad 11. The Supervisory Board of the Company proposes the following decision to the General Assembly:

"For the purpose of conducting the Audit of financial statements of TOKIĆ d.d. and its affiliated companies and the audit of consolidated statements of the TOKIĆ GROUP for fiscal years 2027 and 2028, the following companies are appointed:

UHY RUDAN d.o.o., from Zagreb, Ilica 213, 10000 Zagreb and

FORVIS MAZARS d.o.o. from Zagreb, Strojarska cesta 20."

INSTRUCTIONS FOR SHAREHOLDERS REGARDING PARTICIPATION IN THE GENERAL ASSEMBLY:

The share capital of the Company amounts to EUR 30,136,363.64 and is divided into 4,080,000 ordinary shares, which are maintained in the computer system of the Central Depository & Clearing Company d.d. (SKDD) under the designation TOK-R-A. Voting rights at the General Assembly are exercised according to the number of shares. Each share entitles the holder to one vote. At the time of convening the General Assembly, the Company holds 30,124 (thirty thousand one hundred and twenty-four) own shares, representing 0.74% (zero point seventy-four percent) of the Company's total share capital.

Shareholders of TOKIĆ d.d. are invited to participate in the work of the General Assembly. The right to participate in the work of the General Assembly and exercise voting rights, pursuant to Articles

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11 and 12 of the Articles of Association, is held by shareholders who cumulatively fulfil the following conditions:

- that they submit a registration for participation by 4 June 2026, i.e. no later than 6 (six) days before the General Assembly is held, with the day of receipt of the registration by the Company not counted towards this deadline;
- that they are registered as shareholders with the SKDD on the last day of the registration deadline.

Registrations for participation in the General Assembly are to be delivered by registered mail or submitted in person to the Company's registered office address, Ulica 144. Brigade hrvatske vojske 1a, 10360 Sesvete, marked: "Registration for the General Assembly".

A shareholder may also exercise voting rights at the General Assembly through a proxy in accordance with the provisions of the Companies Act and the Articles of Association of TOKIĆ d.d. A proxy who will submit a registration for participation in the General Assembly on behalf of the shareholder and/or represent shareholders must attach a written power of attorney. The proxy may be a legal or natural person. The power of attorney must contain the designation of the proxy, the designation of the shareholder granting the power of attorney, the total number of shares and votes at the disposal of the shareholder, the authority to participate and vote on behalf of the shareholder at the Company's General Assembly, and the date of issuance and duration of the power of attorney.

It is recommended to use the power of attorney form available on the Company's official website (www.tokic.hr). In order to be valid, the registration must include or have attached the following:

1) Registration for a shareholder – natural person – name and surname, place of residence, OIB, SKDD account number and total number of shares (number of votes at the General Assembly)

2) Registration for a shareholder – legal entity – company name or name of legal entity, registered office and address, OIB, SKDD account number and total number of shares (number of votes at the General Assembly) – copy of the excerpt from the court register or other register on the registration of persons authorised to represent such legal entity from the current year; power of attorney for representation by proxy of the legal entity, if the legal entity is not represented by the person authorised for representation under statutory provisions

3) Registration submitted by a shareholder's proxy

a) proxy – natural person – name and surname, place of residence and OIB of the proxy – name and surname/company name, address of place of residence/registered office, OIB of the shareholder(s)

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represented by the proxy, for each of them the SKDD account number and total number of shares (number of votes at the General Assembly) of all represented shareholders – attached to the registration are all individual powers of attorney of shareholders on the recommended form

b) proxy – legal entity – company name or name of legal entity, registered office and address and OIB of the proxy – name and surname/company name, address of place of residence/registered office, OIB of the shareholder(s) represented by the proxy, for each of them the SKDD account number and total number of shares (number of votes at the General Assembly) of all represented shareholders – attached to the registration are individual powers of attorney of shareholders in written form, and if the shareholder is a legal entity, also enclosed is a copy of the excerpt from the court register or other current-year register in which the legal entity is registered, a certified transcript or other public document showing that the power of attorney was signed by the person authorised by law to represent that legal entity.

For minors and legally incapacitated or partially legally incapacitated natural persons, the registration is submitted and they are represented by their legal representative, who must attach to the registration an original or copy or certified transcript of the document evidencing their status as legal representative. The registration for participation in the General Assembly, powers of attorney and all attachments must be in the Croatian language, and if they are in a foreign language, they must be accompanied by a translation into Croatian by an authorised court interpreter. Shareholders, representatives and proxies of shareholders who do not fulfil the obligations of proper registration for participation in the General Assembly or who have not attached the required documents in accordance with this Notice, shall not have the right to participate and vote at the Company's General Assembly.

In accordance with Article 12.6 of the Articles of Association, shareholders bear their own costs of participation in the General Assembly.

The Notice for the General Assembly, all documentation to be submitted to the General Assembly and materials serving as the basis for decision-making, as well as the registration form for participation in the General Assembly and the proposed power of attorney forms available to shareholders, are available on the Company's website <https://www.tokic.hr> under the General Assembly category, in accordance with Articles 277 and 280a of the Companies Act, and shareholders may inspect them at the Company's registered office on every working day from 9:00 to 14:00 hours from the publication of this Notice.

If there is no quorum at the General Assembly, the next General Assembly shall be held with the same agenda and at the same venue on 18 June 2026 commencing at 11:00 hours.

Shareholders who together hold shares in the amount of one twentieth of the Company's share capital may request that a matter be placed on the agenda of the general assembly and that this be

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published. Each new agenda item must be accompanied by a justification or draft decision. The Company must receive the request to place a matter on the agenda at least 24 (twenty-four) days before the general assembly is held, with the day of receipt of the request by the Company not counted towards this deadline. Shareholder proposals, stating their name and surname, justification and any position of the management board, must be made available to the persons referred to in Article 281, paragraphs 1 to 3 of the Companies Act under the conditions set out therein, if the shareholder, at least 14 days before the General Assembly of the Company is held, delivers to the Company's registered office address their counter-proposal to the draft decision proposed by the Management Board and the Supervisory Board on a specific agenda item, with justification. The day of receipt of the proposal by the Company is not counted towards this deadline. The proposal will be available on the Company's website. If the shareholder does not exercise this right, it shall not result in the loss of the right to submit a counter-proposal at the General Assembly of the Company. Shareholder proposals regarding the election of supervisory board members or the appointment of the Company's auditors do not need to be justified. The Management Board must provide each shareholder at the General Assembly with information about the Company's operations upon their request, if this is necessary for the assessment of matters on the agenda. The obligation to provide information also relates to the legal and business relations of the Company with affiliated companies, all in accordance with Article 287, paragraph 1 of the Companies Act.

Participants are invited to arrive at the venue of the General Assembly at least one hour before its commencement for the timely registration of participants and distribution of materials for participation in the General Assembly. Upon registration, shareholders or their proxies or representatives must present a valid identification document prescribed by law, and for proxies that are legal entities, an extract from the court register or the relevant register in which that legal entity is registered must be provided, or another appropriate public document, if this was not done when submitting the registration for participation in the General Assembly. After registration, participants may leave the General Assembly only upon prior notification until the close of the General Assembly.

The public is excluded from the proceedings of the General Assembly.

TOKIĆ d.d.

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