

VARTEKS

1918.

Company: VARTEKS d.d., Varaždin, Zagrebačka 94

LEI: 74780000QLH0TDGEO80

Member State: Republic of Croatia

ISIN: HRVARTR10005

Ticker: VART

Regulated Market: Zagreb Stock Exchange

Market Segment: Official Market

CROATIAN FINANCIAL SERVICES SUPERVISORY AGENCY

10000 ZAGREB

Franje Račkog 6

ZAGREB STOCK EXCHANGE

10000 ZAGREB

Ivana Lučića 2a

HINA – CROATIAN NEWS AGENCY

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WEBSITE OF THE ISSUER – www.varteks.com

Varaždin, December 15th, 2023

SUBJECT: Publication of information – Notice of the General Assembly meeting

VARTEKS d.d. / Zagrebačka 94 / HR-42000 VARAŽDIN / t. +385 99 399 7874 / f. +385 42 377 178 / P.P. 32 / info@varteks.com
Temeljni kapital 50.266.860,00 kn, uplaćen u cijelosti i podijeljen na 5.026.686 redovnih dionica, svaka nominalne vrijednosti 10,00 kn
Društvo je upisano u registar Trgovačkog suda u Varaždinu, poslovni broj iz upisnika Tt: 95/463-2 (MSB) 070004039, MB 3747034
OIB: 00872098033 / VAT: HR00872098033 / član Uprave Dražen Dobiš / predsjednica Nadzornog odbora Mirjana Droptina

IBAN račun: HR 19 2360 0001 1013 3948 3 (Zagrebačka banka d.d. Zagreb) / HR62 2340 0091 1001 1083 9 (Privredna banka d.d. Zagreb)
HR47 2484 0081 1004 1765 2 (Raiffeisenbank Austria d.d. Zagreb)

December 15th, 2023

Pursuant to the provisions of Articles 496 and 497 of the Capital Market Act and Article 118 of the Zagreb Stock Exchange Rules, the Management Board of the Company on December 15th, 2023 gives the following

NOTICE

**of the General Assembly of Varteks d.d. Varaždin on
December 15th, 2023 and on adopted Decisions**

The General Assembly of Varteks d.d. was held on December 15th, 2023, starting at 12:00 hours, at the Headquarters of the Company, Zagrebačka 94, Varaždin with the following

Agenda:

1. Opening of the General Assembly and determination of the list of participants at the Assembly
2. Election of the president of the General Assembly
3. Annual reports of the Company for 2022
 - a) Management report on the situation in the Company
 - b) Company auditor's report
 - c) Report of the Supervisory Board on the supervision of the management of the Company's affairs
 - d) Annual financial report and consolidated financial reports of Varteks Group for 2022
4. Decision on approval of the Report on Receipts for 2022
5. Dismissal of the members of the Company's Management Board for the year 2022
6. Dismissal of members of the Supervisory Board for the year 2022
7. Decision on the withdrawal of the Company's shares from listing on the regulated market (delisting from the Stock Exchange)
8. Decision on granting authority to the Company's Management to acquire its own shares
9. Adopting a decision on the adjustment of the Company's share capital and shares by reduction share capital
10. Adopting a decision on amending the Statute
11. Election of auditors of the Company for the year 2023
12. Recall and election of Supervisory Board members

At the General Assembly, out of the total number of votes of 5,026,686, 3,922,949 votes, or 78.04% of the share capital, were present.

The Management Board of the Company proposed to withdraw item 7. Decision on the withdrawal of the Company's shares from listing on the regulated market (delisting from the Stock Exchange) and item 8. Decision on granting authority to the Management Board to

acquire its own shares from the agenda of the General Assembly for the reason that the Company is not in Elaborate on fair value assessment of the share delivered within the legal deadline. With 99.06% of the votes, the shareholders voted against the proposal to withdraw points 7 and 8 of the Agenda.

The decisions of the General Assembly were made as follows:

Ad 2. Snježana Belač, OIB: 67051231381, graduated in law from Ivanec, Jerovec 266, is elected as the president of the General Assembly, for a period of 4 years.

Ad. 3. Annual financial reports of Varteks d.d. for the year 2022 with the report of the authorized auditor, established by the Management Board and the Supervisory Board of the Company, the report of the Management Board on the state and management of the Company's business for the business year 2022 and the report of the Supervisory Board on the supervision of the management of the Company's business in the business year 2022 were presented to the shareholders at the Company's website, and they are not voted on.

Ad. 4. I. The Report on the receipts of the members of the Management Board and members of the Supervisory Board in the business year 2022 is approved together with the corresponding Auditor's Report, which were published as an attachment to the invitation to the General Assembly and form an integral part of this Decision.

II. This decision enters into force on the day of its adoption.

Ad. 5. The member of the Company's Management Board, Dražen Dobiš, is hereby dismissed for work in 2022.

The president of the Management Board, Tomislav Babić, is denied a discharge for work in 2022.

Ad. 6. The members of the Supervisory Board of the Company are given a discharge for work in 2022.

Ad. 7. Decision on the withdrawal of the Company's shares from listing on the regulated market

The proposed decision to withdraw the Company's shares from listing on the regulated market was not accepted.

Ad. 8. Decision on granting authority to the Company's Management to acquire its own shares

The proposed decision was not accepted.

Ad. 9. Decision on the adjustment of the share capital and shares of the Company by reducing the share capital

The Company's share capital, which amounts to HRK 50,266,860.00, converted into euros according to the fixed conversion rate (1 EUR=7.5345 HRK) amounts to EUR 6,671,558.83 and is divided into 5,026,686 shares, each with a nominal amount of HRK 10.00, which, converted at the fixed exchange rate, amounts to EUR 1.33.

All 5,026,686 ordinary shares of the Company with an individual nominal amount of HRK 10.00, which is converted at a fixed conversion rate of EUR 1.33, are replaced by 5,026,686 ordinary registered shares without a nominal amount.

With the aim of harmonizing the share capital with the Law on Companies and the Law on the Introduction of the Euro, the share capital is reduced from the amount of EUR 6,671,558.83, by the amount of EUR 0.83 to the amount of EUR 6,671,558.00.

The amount of EUR 0.83 by which the Company's share capital was reduced will be used to cover the carried forward losses.

After the exchange of shares with a nominal amount into shares without a nominal amount, and after recalculation and adjustment, the company's share capital amounts to EUR 6,671,558.00 and is divided into 5,026,686 shares without a nominal amount.

Each share of the Company refers to 1/5,026,686 of the Company's share capital.

The existing rights that belong to the Company's shareholders based on the law and the Company's Articles of Association remain the same, while the stated total number of issued ordinary shares of the Company does not change.

This Decision enters into force on the day of entry in the court register.

After the entry of the decision in the court register, the exchange of shares in SKDD will be carried out.

Ad. 10. Proposal for a Decision on amending the Company's Statute

Decision on amending the Company's Statute

Article 1.

Article 7 of the Statute is amended to read:

The basic capital of the Company amounts to EUR 6,671,558.00 (six million seventy six one thousand five hundred and fifty eight euros).

The Company's share capital has been paid in full.

The Company's share capital is divided into 5,026,686 (five million twenty-six thousand eighty-six) ordinary shares without nominal value.

Each share of the Company refers to 1/5,026,686 of the Company's share capital.

Article 2.

Article 27, paragraph 3 of the Statute is amended to read:

The written power of attorney must contain: indication of the proxy, indication of the shareholder issuing the power of attorney, the total number of shares and votes at his disposal, the authorization to act and vote on behalf of the shareholders in the Company's Assembly, and the date of issuance and validity period of the power of attorney.

Article 3.

Article 29, paragraph 1 of the Statute is amended to read:

The General Assembly can make valid decisions if shareholders or their proxies representing shares whose total number of votes exceed 30% of the Company's share capital at the time of the General Assembly participate in its work.

Article 29, paragraph 2, item 2 of the Statute is amended to read:

2. issuance of a new issue of shares, types and classes of shares,

Article 4.

Article 31, paragraph 2 of the Statute is amended to read:

The President of the Assembly is elected by the General Assembly for a period of four years, and may be elected separately for each convocation. Until the election of the president of the General Assembly, as well as in case of his inability or when the president is not elected for any reason, the General Assembly is presided over by the president of the Supervisory Board or his deputy.

Article 5.

Other Articles of the Statute remain unchanged.

The Supervisory Board of the Company is authorized to determine the complete text of the Statute, which will be certified by a notary public, based on the aforementioned changes.

Article 6.

This decision on the amendment of the Statute enters into force on the day of its entry into the court register of the Commercial Court in Varaždin.

Ad 11. To audit the financial statements of the parent company VARTEKS d.d. Varaždin and its related (subsidiary) companies, and Revidicon d.o.o., Ankice Opolski 2, Varaždin, is appointed to audit the consolidated financial statements of the Varteks Group for the business year 2023.

The Management Board of the Company is authorized to enter into appropriate audit contracts with the selected audit firm, and to determine the remuneration for its work.

Ad.12.

Members of the Supervisory Board Mirjana Droptin, OIB: 51518905799 from Zagreb, Kustošijanska 111 and Ivo Šulenta, OIB: 40593171031 from Zagreb, Srednjak 26 are being recalled.

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

- 1) Ante Župić, OIB: 59005508132, lawyer from Zagreb, Jelenovac 38 D
- 2) Andreja Vukojević, OIB: 87337637649, economist from Dugi selo, Andrije Kačića Miošića 5
- 3) Karla Čorluka, OIB: 11756308922, fashion designer from Zagreb, Travanjska 10
- 4) Adrijana Žilić Micevski, OIB: 03422880736, Master of Philosophy from Zagreb, Trnsko 27,
all for a period of 4 years.

PRESIDENT

MAIN ASSEMBLY:

Snjezana Belač

MEMBER OF THE MANAGEMENT:

Dražen Dobis