



ZAGREBAČKA
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Zagreb Stock Exchange

Home Member State: Croatia
LEI: 7478000050A040COD041
ISIN: HRZB00RA0003
TICKER: ZB
Zagreb Stock Exchange - Official market

Croatian Financial Services Supervisory Agency

**Officially appointed mechanism
for the central storage of regulated information**

Zagreb Stock Exchange, Inc.

Croatian Reporting News Agency

Zagreb, 27 April 2021

**SUBJECT: Invitation to the General Meeting of the Zagreb Stock Exchange, Inc.
(General Meeting)**

In accordance with Article 118(1) and (2) of the Exchange Rules, the Zagreb Stock Exchange, Inc. (hereinafter: the Company) with its registered office in Zagreb, Ivana Lučića 2a, VAT ID No. (OIB): 84368186611, hereby announces the invitation to the General Meeting of the Company, which will be held on June 14, 2021, starting at 12:00 at the Company's headquarters, together with the proposed agenda, proposals for General Meeting resolutions with explanations and instructions to shareholders for participation in the General Meeting. Accompanying materials on the items on the General Meeting agenda are available on the Company's website at <https://zse.hr/?id=2211>.



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Under the provisions of Article 277 of the Companies Act (Official Gazette *Narodne novine*, Nos 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 and 40/19) and provisions of Article 7 of the Articles of Association, on 27 April 2021 the Management Board of the Zagreb Stock Exchange, Inc. with its registered office in Ivana Lučića 2a/22, Zagreb (hereinafter: the Company or the Exchange) adopted a resolution convening the Company's Annual General Meeting (AGM), so it publishes this Notice of the

**ANNUAL GENERAL MEETING
of the Zagreb Stock Exchange, Inc.**

**to be held at the Company's registered office in Zagreb, Ivana Lučića 2a, 22nd floor on 14 June 2021, beginning
at 12:00 hours**

The following Agenda has been set for the AGM:

AGENDA

1. *Opening of the AGM and establishing the number of shareholders in attendance and those represented;*
2. *Supervisory Board Report on supervision of the conduct of Exchange affairs in 2020;*
3. *Annual financial statements and consolidated financial statements of the Exchange for 2020 (determined by the Management and Supervisory Board), together with the 2020 Management Report on the Position of the Exchange;*
4. *Resolution on the use of 2020 profits;*
5. *Resolution approving the 2020 Remuneration Report for Zagreb Stock Exchange, Inc. Management and Supervisory Board Members;*
6. *Resolution granting discharge to members of the Exchange Supervisory Board for 2020;*
7. *Resolution granting discharge to members of the Exchange Management Board for 2020;*
8. *Resolution appointing auditors of the Exchange for 2021.*

The Management and the Supervisory Board of the Company propose for adoption by the AGM resolutions under items 4, 5, 6 and 7, and the Supervisory Board proposes for adoption by the AGM resolution under item 8 of the Agenda, as follows:



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PROPOSALS FOR AGM RESOLUTIONS

AD 4) Resolution on the use of 2020 profits

The Resolution on the use of 2020 profits has been adopted as follows:

I.

It is established that the Company made a net profit of HRK 1,874,402,00 thousand in the financial year ending 31/12/2020.

II.

The amount of net profit referred to in point I of this Resolution shall be used for the coverage of losses carried forward from the previous period.

III.

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

AD 5) Resolution approving the 2020 Remuneration Report for Zagreb Stock Exchange, Inc. Management and Supervisory Board Members

Resolution approving the 2020 Remuneration Report for Zagreb Stock Exchange, Inc. Management and Supervisory Board Members has been adopted as follows:

I.

The audited Remuneration Report for Zagreb Stock Exchange, Inc. Management and Supervisory Board Members for the financial year 2020 has been approved, together with the Auditor's Report as an integral part of the Remuneration Report.

II.

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

AD 6) Resolution granting discharge to members of the Exchange Supervisory Board

The Resolution granting discharge to members of the Exchange Supervisory Board for 2020 has been adopted as follows:



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I.

Having established that the Exchange Supervisory Board discharged its function in accordance with the law and Articles of Association of the Exchange, discharge has been granted to the following members of the Exchange Supervisory Board for the year 2020: Borislav Centner, Tomislav Jakšić, Matko Maravić, Ivan Tadin, Mislav Ante Omazić, Ivan Sardelić and Enrique Bernardo Mariano for the period between 1 January 2020 and 31 December 2020, and Dunja Babić for the period between 1 January 2020 and 22 July 2020.

II.

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

AD 7) Resolution granting discharge to members of the Exchange Management Board for 2020

The Resolution granting discharge to members of the Exchange Management Board for 2020 has been adopted as follows:

I.

Having established that the Management Board managed the Exchange in accordance with the law and Articles of Association of the Exchange, discharge has been granted to Management Board members for conducting its affairs in 2020.

II.

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

AD 8) Resolution appointing the auditors of the Exchange for 2021

The Resolution appointing the auditors of the Exchange for 2021 has been adopted as follows:

I.

Deloitte d.o.o. audit company of Radnička cesta 80, Zagreb has been appointed to undertake the audit of the financial statements of the Zagreb Stock Exchange, Inc. and the audit of the consolidated financial statements of the Zagreb Stock Exchange Group, Inc. for 2021.

II.

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



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EXPLANATION OF THE PROPOSALS FOR AGM RESOLUTIONS:

AD 2) Supervisory Board Report on supervision of the conduct of Exchange affairs in 2020

In accordance with the obligation referred to in the provision of Article 263(3) of the Companies Act, the Company notifies its shareholders that the Supervisory Board has undertaken supervision of the conduct of Company affairs in the financial year 2020. The Supervisory Board Report on supervision of the conduct of Company affairs in the financial year 2020 will be presented to the AGM. There is no AGM resolution to be adopted under this item of the Agenda.

AD 3) Annual financial statements and consolidated financial statements of the Exchange for 2020 (determined by the Management and Supervisory Board), together with the 2020 Management Report on the Position of the Exchange

In accordance with the obligation referred to in the provision of Article 280a(1)(2) of the Companies Act, the Company notifies its shareholders that, under the provision of Article 300d of the Companies Act and the provision of Articles 7 and 10 of the Articles of Association of the Company, the Management and the Supervisory Board have determined the Company's annual financial statements and the Group consolidated financial statements for the financial year 2020, on which the AGM adopts no resolution. These financial statements will be presented to the Company's AGM, together with the Management's Annual Report on the Position and Business Performance of the Company and the Group in the financial year 2020.

AD 4) Resolution on the use of 2020 profits

The Management and the Supervisory Board propose to the AGM to adopt a resolution allocating the entire net profit of HRK 1,874,402,00 for the coverage of losses carried forward from the previous period, in accordance with the provision of Article 220 of the Companies Act.

AD 5) Resolution approving the 2020 Remuneration Report for Zagreb Stock Exchange, Inc. Management and Supervisory Board Members

Under the provisions of Article 272r of the Companies Act, the Management and the Supervisory Board prepared a Report on remuneration paid to Management and Supervisory Board members during the previous financial year and sent it to the auditors for scrutiny in accordance with the Act. Having scrutinised the Report, the auditors of the annual financial statements Deloitte d.o.o. issued an opinion on its compliance with the requirements specified in the provisions of Article 272r(1) and (2) of the Companies Act. The Report, together with the auditors' opinion, is notified as annex to this Notice of the AGM. Please find attached an approval of the Report as the Company believes the remuneration paid to Management and Supervisory Board members to be commensurate to their commitment and tasks performed, as well as to the position and business performance of the Company.



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AD 6) Resolution granting discharge to members of the Exchange Supervisory Board for 2020

Under the provision of Article 280(3) of the Companies Act, the Management and the Supervisory Board propose to the AGM to adopt a resolution granting discharge to members of the Company's Supervisory Board for the financial year 2020. This proposal is for the Shareholder Assembly to approve the method of Supervisory Board operation for the financial year 2020. The grant of discharge to individual members of the Supervisory Board may be put to a separate vote if so decided by the AGM or requested by the shareholders whose aggregate holdings account for at least one tenth of the Company's share capital.

AD 7) Resolution granting discharge to members of the Exchange Management Board for 2020

Under the provision of Article 280(3) of the Companies Act, the Management and the Supervisory Board propose to the AGM to adopt a resolution granting discharge to members of the Company's Management Board for the financial year 2020. This proposal is for the Shareholder Assembly to approve the method of Management Board operation for the financial year 2020. The grant of discharge to individual members of the Management Board may be put to a separate vote, if so decided by the AGM or requested by the shareholders whose aggregate holdings account for at least one tenth of the Company's share capital.

AD 8) Resolution appointing auditors of the Exchange for 2021

Under the provision of Article 280(3) of the Companies Act, the Supervisory Board proposes to the AGM to adopt a resolution appointing Deloitte d.o.o. of Radnička cesta 80/6, 10000 Zagreb, auditors of the Company for the financial year 2021.



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INSTRUCTIONS TO SHAREHOLDERS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING:

Total number of shares and voting right

1. The share capital of the Company is divided into 4,635,700 ordinary registered shares. Each share has a face value of HRK 10.00. All ordinary shares entitle their shareholders to equal rights.
2. Company shares exist only in the form of book entry records in the securities account of the Central Depository and Clearing Company, Inc.'s computer system, in accordance with applicable regulations. Each share entitles the holder to one vote at the Company's AGM.

Participation and voting at the AGM

1. Due to the extraordinary circumstances caused by the coronavirus pandemic (COVID-19), when organising and participating in the work of the AGM, the Company and its shareholders are required to comply with the guidelines, recommendations and decisions of the Civil Protection Authority of the Republic of Croatia. The Company aims to provide for the AGM to be held in its regular annual cycle, while protecting the health of Company shareholders and employees.
2. The right to participate in the AGM may be exercised by any shareholder of the Company who, in person or by representative or proxy, provides a written notice of participation to the Company not later than 6 (six) days prior to the AGM, not counting the date of its receipt by the Company, that is, on 7 June 2021 at the latest. Company shareholders entitled to participate in the AGM are deemed to be any persons recorded as shareholders in the depository of the Central Depository and Clearing Company, Inc. on the closing date for providing notice of participation in the AGM, that is, on 7 June 2021.
3. The notice must have the following content and enclosures:
 - I. Notice of participation – natural persons as shareholders
 - name and surname, permanent residence, address and total number of shares held by the shareholder;
 - II. Notice of participation – legal persons as shareholders
 - company name or name of the legal person, registered office, address, ID No (OIB) and total number of shares held by the shareholder;
 - Enclosed to the notice, the legal person needs to submit an extract from the court register or another register in which the fact of its incorporation is entered or a copy of such extract, showing



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that the notice is being submitted by a person authorised under the law to represent the legal person.

III. Notice of participation submitted by the shareholder proxy

Natural person as proxy

- name and surname, permanent residence and address of the proxy;
- list of shareholders represented and total number of shares held by all the shareholders represented;
- Enclosed to the notice, any individual proxy forms (powers of attorney) issued in the recommended form by the shareholders represented also need to be provided.

Legal person as proxy

- company name or name [of the legal person], registered office, address and ID No of the proxy;
- list of shareholders represented and total number of shares held by all the shareholders represented;
- Enclosed to the notice, the legal person needs to submit any individual proxy forms (powers of attorney) issued by the shareholders represented in writing, an extract from the court register or another register in which the fact of its incorporation is entered or a copy of such extract, showing that the notice is being submitted by a person authorised under the law to represent the legal person.

4. The notice on behalf of natural persons who are minors or who lack legal capacity or have limited legal capacity needs to be submitted by their legal representative, who must enclose to the notice the original or a copy or a certified copy of the document showing their status as legal representative.
5. Enclosed to the notice of participation, shareholders who exercise their right to vote by proxy at the AGM must also submit a written proxy form (power of attorney) if a general power of attorney granted (until revoked) to date has not already been deposited with the Company. The proxy form must state its grantor and the proxy holder, the total number of shares or votes held, the authority of the proxy to vote at the AGM, as well as the signature of the shareholder granting the proxy. A legal person as a shareholder needs to enclose with the proxy form an extract from the court register or another register in which the fact of its incorporation is entered, or a copy of such extract, showing that the proxy form has been signed by the person authorised to represent the legal person.
6. It is recommended to use proxy forms which may be obtained at the Exchange's registered office and which are also available online on its website: www.zse.hr.
7. The notice of participation in the AGM may be sent to the Company by post or submitted directly / in person at the following address: Zagrebačka burza d.d., Ivana Lučića 2a/22. Any shareholder failing to give notice of their intention to participate in the AGM in the time indicated may not participate in the AGM.



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8. Not later than 21 (twenty-one) days prior to the AGM, the Company will provide Notice of the Annual General Meeting to credit and financial institutions and shareholder associations which exercised their right to vote on behalf of shareholders at the latest AGM or requested that such Notice be provided to them. The possibility for shareholders to cast votes at the AGM by proxy or through a shareholder association will be stated in the Notice.
9. In order to allow for timely registration and preparation of the list of AGM participants, shareholders are kindly requested to arrive at least 30 minutes prior to the commencement of the AGM. On registration, participants must present a valid identification document, issued under the law. Along with a proxy form, legal persons as shareholders of the Exchange must also submit an extract from the court register showing information on the persons authorised to represent them.
10. Under the provision of Article 21 of the Articles of Association of the Exchange, if the AGM called for 14 June 2021 at 12:00 hours lacks the requisite quorum, the following AGM with an identical agenda will be convened on the Exchange's premises in Zagreb, Ivana Lučića 2a, 22nd floor, for 14 June 2021 commencing at 13:00 hours.
11. Any resolutions adopted by the AGM called and held in such manner will be valid, irrespective of the number of shareholders represented there.

Shareholders' right to ask questions, request amendments to the agenda, submit counterproposals, and the right to be informed

1. After the AGM has been convened, shareholders controlling one twentieth of the Exchange's share capital are entitled to request that a particular matter be put on the agenda of the AGM, with the fact of it published, but must provide an explanation for each new item on the agenda or proposed resolution.
2. A request to add another item to the agenda should be submitted by shareholders to the Exchange at the following address: Zagrebačka burza d.d., Ivana Lučića 2a/22, 10000 Zagreb. In order for an amended agenda to be published validly in accordance with the Companies Act, the request to add a new item to the agenda of the AGM must be received by the Exchange not later than 30 (thirty) days prior to the AGM, not counting the day of its receipt by the Exchange, or not later than 14 May 2021. Missing that deadline may result in failure to have the proposed items of the agenda published validly, so the AGM will not be able to discuss or adopt them.
3. Shareholders are entitled to submit a counterproposal to a proposed resolution on any agenda item put forth by the Management Board and/or Supervisory Board, including a shareholder proposal for the



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appointment of Company auditors. A counterproposal, stating the name and surname of the shareholder, explanation and position of the Management Board if any, will be communicated to credit and financial institutions and shareholder associations which voted on behalf of shareholders at last year's AGM and will be made available to shareholders on the Exchange website (www.zse.hr), provided that the shareholder submits their counterproposal to the Exchange at its address in Ivana Lučića 2a/22, 10000 Zagreb not later than 14 (fourteen) days prior to the date of the AGM. The day on which the counterproposal is received by the Exchange is not included in the period of 14 (fourteen) days, which expires on 30 May 2021.

4. Waiver of this right by the shareholder will not result in forfeiture of the right to put forth a counterproposal at the AGM itself.
5. At the AGM, the Management Board will provide each shareholder, at their request, with information concerning Company activities, if necessary to make informed decisions on the items included in the agenda.
6. Information for the purposes of Article 280a of the Companies Act will be published on the Company's website (www.zse.hr).
7. This Notice will be published on the website of the court register and the Zagreb Stock Exchange, Inc. website (www.zse.hr), as well as through the national news agency HINA and the Croatian Financial Services Supervisory Agency (via SRPI, the Official Register of Regulated Information).
8. AGM materials, serving as a basis for the adoption of the resolutions published, will be available for viewing by shareholders and issuing of copies at the Exchange's registered office between 10:00 hours and 12:00 (noon) on each business day from the day of publication of this AGM notice. In view of the situation caused by the coronavirus pandemic (COVID-19), shareholders are kindly asked to give a day's advance notice of their arrival at the Exchange's registered office by e-mail sent to the following address: ir@zse.hr.
9. Each shareholder, shareholder representative or proxy is liable for the costs of participation in the AGM.
10. In the event of pandemic-related circumstances preventing the AGM to be held after it has already been convened, the Company's Management Board will adopt a resolution cancelling the AGM.

Shareholders are kindly asked to allow sufficient time for registration to participate in the AGM.

Management Board of the Zagreb Stock Exchange, Inc.

Ivana Gažić

President of the Management Board



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Tomislav Gračan

Member of the Management Board

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Commercial Court in Zagreb | Company Reg. No (MBS) 080034217 | ID No (OIB) 84368186611

Raiffeisenbank Austria d.d. Zagreb IBAN: HR8324840081100277421

Erste&Steiermarkische bank d.d. IBAN: HR3624020061100517924

Privredna banka Zagreb d.d. IBAN: HR8623400091110306562

CHAIRMAN OF THE SUPERVISORY BOARD: Borislav Centner | PRESIDENT OF THE MANAGEMENT BOARD Ivana Gažić |

MEMBER OF THE MANAGEMENT BOARD Tomislav Gračan

SHARE CAPITAL HRK 46,357,000.00 paid up in whole | 4,635,700 | HRK 10.00

