



**ZAGREBAČKA
BURZA**

Zagreb Stock Exchange

Home Member State: Croatia
LEI: 7478000050A040C0D041
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, 26 April 2023

**SUBJECT: Invitation to the General Meeting of the Zagreb Stock Exchange
(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 12, 2023, 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/en/annual-general-meeting-of-the-zagreb-stock-exchange-inc-2628/2627>

Yours sincerely,

Ivana Gažić

President of the Management Board



ZAGREBAČKA BURZA d.d.
Zagreb

Tomislav Gračan

Member of the Management Board

ZAGREBAČKA BURZA d.d. | Ivana Lučića 2a/22 | Zagreb | www.zse.hr | T. +385 1 4686 800 | F. + 385 1 4677 680

Trgovački sud u Zagrebu | MBS 080034217 | OIB 84368186611

Raiffeisenbank Austria d.d. Zagreb IBAN: HR8324840081100277421

Erste&Steiermarkische bank d.d. IBAN: HR3624020061100517924

Privredna banka Zagreb d.d. IBAN: HR8623400091110306562

PREDSJEDNIK NADZORNOG ODBORA: Matko Maravić | PREDSJEDNICA UPRAVE Ivana Gažić | ČLAN UPRAVE Tomislav Gračan

TEMELJNI KAPITAL 23.178.500,00 HRK u cijelosti uplaćen | 2.317.850 | 10,00 HRK





ZAGREBAČKA
BURZA

Zagreb Stock Exchange

Under the provisions of Article 277 of the Companies Act (Official Gazette 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, 40/19, 34/22, 114/22 and 18/23) and provisions of Article 7 of the Articles of Association, on 26 April 2023 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 12 June 2023,
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 2022;*
3. *Annual financial statements and consolidated financial statements of the Exchange for 2022 (determined by the Management and Supervisory Board), together with the 2022 Management Report on the Position of the Exchange;*
4. *Information on acquisition of own shares;*
5. *Resolution on the use of 2022 profits;*
6. *Resolution approving the 2022 Remuneration Report for Zagreb Stock Exchange, Inc. Management and Supervisory Board Members;*
7. *Resolution granting discharge to members of the Exchange Supervisory Board for 2022;*
8. *Resolution granting discharge to members of the Exchange Management Board for 2022;*
9. *Resolution on suitability of the Supervisory Board members;*
10. *Resolution adopting the Policy for the selection and suitability assessment of members of the Zagreb Stock Exchange, Inc. Supervisory Board;*
11. *Resolution appointing auditors of the Exchange for 2023;*
12. *Resolution on exchange of par value shares for no par value shares;*
13. *Resolution aligning the share capital of the Company;*
14. *Resolution amending the Company's Articles of Association.*

The Management and the Supervisory Board of the Company propose for adoption by the AGM resolutions under items 5, 6, 7, 8, 9, 10, 12, 13 and 14, and the Supervisory Board proposes for adoption by the AGM resolution under item 11 of the Agenda, as follows:



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

PROPOSALS FOR AGM RESOLUTIONS

AD 5) Resolution on the use of 2022 profits

The Resolution on the use of 2022 profits is adopted to read as follows:

I.

It is established that the Company made a net profit after tax of HRK 127,276.19 or EUR 16,892.45 (applying a fixed conversion rate of 7.53450 kuna for 1.00 euro) in the financial year ending 31/12/2022.

II.

The net profit generated by the Exchange after tax referred to in point I of this Resolution shall be allocated to retained earnings.

III.

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

AD 6) Resolution approving the 2022 Remuneration Report for Zagreb Stock Exchange, Inc. Management and Supervisory Board Members

Resolution approving the 2022 Remuneration Report for Zagreb Stock Exchange, Inc. Management and Supervisory Board Members is adopted to read as follows:

I.

The audited Remuneration Report for Zagreb Stock Exchange, Inc. Management and Supervisory Board Members for the financial year 2022 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 7) Resolution granting discharge to members of the Exchange Supervisory Board for 2022

The Resolution granting discharge to members of the Exchange Supervisory Board for 2022 is adopted to read as follows:



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

I.

Having established that the Exchange Supervisory Board discharged its function in accordance with the law and Articles of Association of the Exchange, discharge for the year 2022 has been granted to members of the Exchange Supervisory Board:

- a) in the following composition: Borislav Centner for the period between 1 January 2022 and 4 April 2022;*
- b) in the following composition: Tomislav Jakšić, Matko Maravić, Ivan Sardelić, Silvije Orsag, Dražen Čović and Enrique Bernardo Mariano between 1 January 2022 and 31 December 2022.*

II.

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

AD 8) Resolution granting discharge to members of the Exchange Management Board for 2022

The Resolution granting discharge to members of the Exchange Management Board for 2022 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 2022.

II.

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

AD 9) Resolution on the suitability of members of the Exchange Supervisory Board

A Resolution on the suitability of members of the Exchange Supervisory Board is adopted to read as follows:

I.

A regular annual assessment of suitability to perform the function of Exchange Supervisory Board member has found

- Matko Maravić, Chairman of the Supervisory Board,*
- Tomislav Jakšić, Member of the Supervisory Board,*
- Dražen Čović, Member of the Supervisory Board,*



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

- *Silvije Orsag, Member of the Supervisory Board,*
- *Ivan Sardelić, Member of the Supervisory Board*
to be suitable to perform the function of members of the Exchange Supervisory Board.

II.

An initial assessment of suitability to perform the function of Exchange Supervisory Board member has found Bente Avnung Landsnes to be suitable to perform the function of member of the Exchange Supervisory Board.

III.

Members of the Supervisory Board were found to possess collectively the expertise, competences and experience necessary to independently and autonomously supervise the affairs of the Exchange while understanding the operations and key risks of trading venues managed by the Exchange, including the ability of the Supervisory Board to collectively, effectively challenge and monitor decisions made by the Exchange Management Board.

IV.

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

AD 10) Resolution adopting the Policy for the selection and suitability assessment of members of the Zagreb Stock Exchange, Inc. Supervisory Board

A Resolution adopting the Policy for the selection and suitability assessment of members of the Zagreb Stock Exchange, Inc. Supervisory Board is adopted to read as follows:

I.

The Policy for the selection and suitability assessment of members of the Zagreb Stock Exchange, Inc. Supervisory Board with the text as annexed to form an integral part of this Resolution.

II.

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

AD 11) Resolution appointing the auditors of the Exchange for 2023

The Resolution appointing the auditors of the Exchange for 2023 is adopted to read as follows:

I.



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

PricewaterhouseCoopers d.o.o. audit company of Ulica Vjekoslava Heinzela 70, 10000 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 2023.

II.

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

AD 12) Resolution on exchange of par value shares for no par value shares

A Resolution on exchange of par value shares for no par value shares is adopted to read as follows:

I.

Under the Company's Articles of Association, the share capital of the Company is divided into 2,317,850 ordinary registered shares, each with a par value of HRK 10.00 and a total par value of HRK 23,178,500.00.

II.

For the purpose of aligning the share capital of the Exchange and parts of that capital relating to individual shares with the provisions of Article 21 of the Act Amending the Companies Act (Official Gazette NN No 114/22), all Company shares referred to in Article 1 of this Resolution shall be exchanged for shares with no par value.

III.

The existing rights attached to the status of Company shareholders under the Act and Company's Articles of Association shall remain unchanged, and said total number of Company's ordinary shares outstanding shall also remain unchanged.

IV.

The Company's Articles of Association shall be amended in accordance with this Resolution.

V.

This Resolution shall enter into force on the day of its entry in the register of the Commercial Court in Zagreb.

AD 13) Resolution aligning the share capital of the Company

A Resolution aligning the share capital of the Company is adopted to read as follows:

I.



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

For the purpose of aligning the Exchange share capital and parts of that capital relating to individual shares with the provisions of Article 21 of the Act Amending the Companies Act (Official Gazette No 114/22), the share capital amount of the Company shall be converted from HRK 23,178,500.00 (twenty-three million one hundred and seventy-eight thousand five hundred kuna) to EUR 3,076,615.61 (three million seventy-six thousand six hundred and fifteen euro and sixty-one cents) by applying a fixed conversion rate of the kuna to the euro (EUR 1 = HRK 7.53450) and rounding it up to the nearest cent, in accordance with the conversion and rounding rules as laid down in the Act on the Introduction of the Euro as the Official Currency of the Republic of Croatia (Official Gazette Nos 57/22 and 88/22).

II.

The share capital amount of the Company shall be aligned from EUR 3,076,615.61 (three million seventy-six thousand six hundred and fifteen euro and sixty-one cents) to EUR 3,076,615.00 (three million seventy-six thousand six hundred and fifteen euro) as the first lower integer.

III.

The amount of EUR 0.61 (sixty-one cents) shall be passed to the Company's capital reserve.

IV.

Consequently, the converted and aligned share capital amount of the Company is determined at EUR 3,076,615.00 (three million seventy-six thousand six hundred and fifteen euro), with the total number of Company's ordinary shares outstanding remaining unchanged, so the share capital of the Company is to remain divided into 2,317,850 ordinary no par value shares, in accordance with a specific Resolution of the Company's Shareholder Assembly.

V.

The existing rights attached to the status of Company shareholders under the Act and Company's Articles of Association shall remain unchanged.

VI.

The Company's Articles of Association shall be amended in accordance with this Resolution.

VII.

This Resolution shall enter into force on the day of its entry in the register of the Commercial Court in Zagreb.

AD 14) Resolution amending the Company's Articles of Association

A Resolution amending the Company's Articles of Association is adopted to read as follows:



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

I.

Article 4 of the Articles of Association is amended to read as follows:

'The Company's share capital shall be EUR 3,076,615.00 (three million seventy-six thousand six hundred and fifteen euro).'

II.

Article 5(1) of the Articles of Association is amended to read as follows:

'The Company's share capital shall be divided into 2,317,850 (two million three hundred and seventeen thousand eight hundred and fifty) ordinary registered no par value shares.'

III.

Article 8(1)(8) of the Articles of Association is amended to read as follows:

'conclusion of agreements or contracts giving rise to a liability in excess of EUR 70,000.00 cumulatively for the same purpose over a period of one calendar year'

IV.

Article 21(1) of the Articles of Association is amended to read as follows:

'Decision-making shall be deemed to be valid provided that the AGM is attended by shareholders or their proxies holding in aggregate the shares representing more than 50% of the Company's share capital value.'

V.

Article 25(2) of the Articles of Association is deleted, and paragraph 3 is renumbered paragraph 2.

VI.

Other provisions of the Articles of Association shall remain unchanged.

VII.

This Resolution shall enter into force on the day of its entry in the register of the Commercial Court in Zagreb.

VIII.

The Supervisory Board is hereby authorised to define the consolidated text of the Articles of Association.



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

EXPLANATION OF THE PROPOSALS FOR AGM RESOLUTIONS:

AD 2) Supervisory Board Report on supervision of the conduct of Exchange affairs in 2022

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 2022. The Supervisory Board Report on supervision of the conduct of Company affairs in the financial year 2022 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 2022 (determined by the Management and Supervisory Board), together with the 2022 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 2022, 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 2022.

AD 4) Information on acquisitions of own shares

At the Company's AGM held on 14 July 2022, the Shareholder Assembly granted powers to the Company's Management Board to acquire own (treasury) shares, in accordance with the provisions of Article 233 of the Companies Act, over a period of 5 (five) years from the date of adoption of the respective Resolution, with the maximum price at which the Management Board may acquire own shares not exceeding 5% above or falling 15% below the average market price per share during the preceding trading day. In accordance with those powers, on 3 October 2022 the Company's Management Board initiated an Own Share Buy-Back Programme and, under the provision of Article 233(5) of the Companies Act, provides information to the Shareholder Assembly of the reasons and purpose of the share acquisition, the number of shares and percentage in the share capital, as well as on the consideration paid by the Company for the shares acquired until the time of the AGM.

AD 5) Resolution on the use of 2022 profits

The Management and the Supervisory Board propose to the AGM to adopt a resolution allocating the entire net profit after tax of HRK 127,276.19 or EUR 16,892.45 (applying a fixed conversion rate of 7.53450 kuna for 1.00 euro) to retained earnings, in accordance with the provision of Article 220 of the Companies Act.



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

AD 6) Resolution approving the 2022 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 PricewaterhouseCoopers 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. An approval of the Report is proposed 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.

AD 7) Resolution granting discharge to members of the Exchange Supervisory Board for 2022

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 2022. This proposal is for the Shareholder Assembly to approve the method of Supervisory Board operation for the financial year 2022. 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 8) Resolution granting discharge to members of the Exchange Management Board for 2022

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 2022. This proposal is for the Shareholder Assembly to approve the method of Management Board operation for the financial year 2022. 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 9) Resolution on the suitability of members of the Supervisory Board

Under the Capital Market Act and Article 26 of the Croatian Financial Services Supervisory Agency Ordinance on the grant of approval for the appointment of management board members, for the acquisition of a qualified and control holding and on criteria for the suitability assessment of members of the supervisory board, key function holders and senior management, the Exchange is required before appointing a member of the Supervisory Board to undertake a procedure of suitability assessment of the nominee and at least once a year undertake a procedure of regular annual suitability assessment of Supervisory Board members to ascertain their suitability to perform the function to which they have been appointed. In accordance with that requirement, the suitability assessment of Supervisory Board members was undertaken to find that members of the Supervisory Board are suitable to perform the respective function. A Resolution on the suitability of Supervisory Board members, pursuant to a Management Board proposal and subject to



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

observations of the Supervisory Board's Nomination Committee, shall be adopted by the Exchange Shareholder Assembly.

AD 10) Resolution adopting the Policy for the selection and suitability assessment of members of the Zagreb Stock Exchange, Inc. Supervisory Board

Under the Capital Market Act and Article 25 of the Croatian Financial Services Supervisory Agency Ordinance on the grant of approval for the appointment of management board members, for the acquisition of a qualified and control holding and on criteria for the suitability assessment of members of the supervisory board, key function holders and senior management, the Exchange is required to adopt and apply a policy for the selection and assessment of suitability with criteria for members of the Exchange Supervisory Board; the policy concerned shall be adopted by the Exchange Shareholder Assembly. In view of the foregoing, it is proposed to the AGM to adopt the Policy for the selection and suitability assessment of members of the Zagreb Stock Exchange, Inc. Supervisory Board with the text as annexed to this Resolution to form its integral part.

AD 11) Resolution appointing auditors of the Exchange for 2023

Under the provision of Article 280(3) of the Companies Act, the Supervisory Board proposes to the AGM to adopt a resolution appointing PricewaterhouseCoopers d.o.o., 10000 Zagreb, Ulica Vjekoslava Heinzela 70, auditors of the Company for the financial year 2023.

AD 12) Resolution on exchange of par value shares for no par value shares

In view of the fact that the euro was adopted as the official currency of the Republic of Croatia on 1 January 2023, an Act Amending the Companies Act was also adopted specifying a requirement for joint-stock companies, on a first change in the share capital, share amalgamation, split or exchange of par value shares for no par value shares but not later than a year following the date of the introduction of the euro as the official currency of the Republic of Croatia, that is 1 January 2023, to align the amounts of the share capital and parts of that capital relating to individual shares with the provisions of the Act as amended. Article 21(2) of the Act Amending the Companies Act says explicitly that it is permitted for par value shares to be exchanged for no par value shares and vice versa in the process of aligning the share capital and parts of that capital relating to individual shares.

AD 13) Resolution aligning the share capital of the Company

In view of the fact that the euro was adopted as the official currency of the Republic of Croatia on 1 January 2023, an Act Amending the Companies Act was also adopted specifying a requirement for joint stock companies, on a first change in the share capital, share amalgamation, split or exchange of par value shares for no par value shares but not later than a year following the introduction of the euro as the official currency of the Republic of Croatia, that is as of 1 January 2023, to align the amounts of the share capital or parts of that capital relating to individual shares with the provisions of the Act as amended. In view of the foregoing, by applying a fixed conversion rate of the kuna to the euro (EUR 1 = HRK 7.53450) and rounding up to the



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

nearest cent, in accordance with the conversion and rounding rules as laid down in the Act on the Introduction of the Euro as the Official Currency of the Republic of Croatia (Official Gazette Nos 57/22 and 88/22), the share capital amount of the Company shall be converted from HRK 23,178,500.00 (twenty-three million one hundred and seventy-eight thousand five hundred kuna) to EUR 3,076,615.61 (three million seventy-six thousand six hundred and fifteen euro and sixty-one cents) and aligned to EUR 3,076,615.00 (three million seventy-six thousand six hundred and fifteen euro), as the first lower integer, with the amount of EUR 0.61 (sixty-one cents) to be passed to the Company's capital reserve.

AD 14) Resolution amending the Company's Articles of Association

Pursuant to the provision of Article 280(3) of the Companies Act, the Management and the Supervisory Board propose to the Shareholder Assembly to adopt a resolution amending the Articles of Association in the part concerning the Company's share capital so that the Company's share capital amounts to EUR 3,076,615.00 (three million seventy-six thousand six hundred and fifteen euro), in the part concerning Company shares exchanged from par value shares to no par value shares and in other parts of the Articles affected by the share capital alignment, as determined by resolutions under 12 and 13. In addition, the provision of Article 25(2) of the Articles of Association is deleted given that the grounds for it have been amended in the Capital Market Act, so the amount of own funds to be held by the Exchange as a minimum for the purpose of providing for its operations is specified in Articles 286 and 287 of the Capital Market Act, including the procedure to be following in the event that the Exchange falls below the required amount and the powers of the Croatian Financial Services Supervisory Agency in such event.





ZAGREBAČKA
BURZA

Zagreb Stock Exchange

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 2,317,850 ordinary registered shares. Each share has a par 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. 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 5 June 2023 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 5 June 2023.
2. 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 that the notice is being submitted by a person authorized 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;



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

- 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 proxy form has been signed by a person authorized under the law to represent the legal person.

3. 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.
4. 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 authorized to represent the legal person.
5. 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.
6. 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.
7. 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.

ZAGREBAČKA BURZA d.d. | Ivana Lučića 2a/22 | Zagreb | www.zse.hr | T. +385 1 4686 800 | F. +385 1 4677 680

Trgovački sud u Zagrebu | MBS 080034217 | OIB 84368186611

Raiffeisenbank Austria d.d. Zagreb IBAN: HR8324840081100277421

Erste&Steiermarkische bank d.d. IBAN: HR3624020061100517924

Privredna banka Zagreb d.d. IBAN: HR8623400091110306562

PREDSJEDNIK NADZORNOG ODBORA: Matko Maravić | PREDSJEDNICA UPRAVE Ivana Gažić | ČLAN UPRAVE Tomislav Gračan

TEMELJNI KAPITAL 23.178.500,00 HRK u cijelosti uplaćen | 2.317.850 | 10,00 HRK





ZAGREBAČKA
BURZA

Zagreb Stock Exchange

8. 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.
9. Under the provision of Article 21 of the Articles of Association of the Exchange, if the AGM called for 12 June 2023 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 12 June 2023 commencing at 13:00 hours.
10. 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 12 May 2023. 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 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



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

counterproposal is received by the Exchange is not included in the period of 14 (fourteen) days, which expires on 28 May 2023.

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.
9. Each shareholder, shareholder representative or proxy is liable for the costs of participation in 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



ZAGREBAČKA BURZA d.d.
Zagreb

Tomislav Gračan

Member of the Management Board

Contact:

Investor relations:

Vjekoslava Lovrić +385 1 4686 806

Email: ir@zse.hr

Web: www.zse.hr

ZAGREBAČKA BURZA d.d. | Ivana Lučića 2a/22 | Zagreb | www.zse.hr | T. +385 1 4686 800 | F. + 385 1 4677 680

Trgovački sud u Zagrebu | MBS 080034217 | OIB 84368186611

Raiffeisenbank Austria d.d. Zagreb IBAN: HR8324840081100277421

Erste&Steiermarkische bank d.d. IBAN: HR3624020061100517924

Privredna banka Zagreb d.d. IBAN: HR8623400091110306562

PREDSJEDNIK NADZORNOG ODBORA: Matko Maravić | PREDSJEDNICA UPRAVE Ivana Gažić | ČLAN UPRAVE Tomislav Gračan

TEMELJNI KAPITAL 23.178.500,00 HRK u cijelosti uplaćen | 2.317.850 | 10,00 HRK

