



CIRCULAR

INVITATION TO THE GENERAL ASSEMBLY OF ATLANTIC GRUPA d.d.

Pursuant to Article 277, paragraph 2 of the *Companies Act*, the Management Board of the Joint Stock Company ATLANTIC GRUPA d.d. for domestic and international trade, with the registered seat in Zagreb, Miramarska 23 (hereinafter: Atlantic Grupa d.d. or "Company"), on September 3rd, 2019 passed the decision on the convocation of the General Assembly of the Company and hereby invites the shareholders of the Company to the

GENERAL ASSEMBLY of Atlantic Grupa d.d.

to be held on October 17th, 2019 at 12:00 hours at the Headquarters of Atlantic Grupa d.d.,
Miramarska 23, Zagreb

With the following agenda:

1. Opening of the General Assembly, establishing the present and represented shareholders.....
2. Decision on the election of the member of the Company Supervisory Board.....

Proposals of decisions of the General Assembly:

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

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1. Monika Schulze, Berliner Ring 64, D-53175 Bonn, Njemačka, PIN: 80085568980, is elected as a Supervisory Board member of the Company.
2. The Member of the Supervisory Board stated in item 1 of this Decision, is elected for the term of office of 4 years commencing on October 17th, 2019.
3. This decision is entering into force on the day of its adoption."

account opened with the Central Depository and Clearing Company d.d. of each shareholder concerned and the total number of shares of the shareholder(s) concerned
- individual power of authority given by shareholder in written form shall be attached to the application on the recommended form

b) Proxy of legal person:

- company name, seat and address and proxy's company OIB (personal identification number)

- name and family name/company name; residence and address/seat, OIB (personal identification number) of the shareholder(s) which the proxy is representing, number of account opened with the Central Depository and Clearing Company d.d. of each shareholder concerned and the total number of shares of the shareholder(s) concerned

- individual power of authority given by shareholder in written form shall be attached to the application; if a shareholder is a legal person, the attachment shall contain an excerpt from the court register or other register in which the legal person is entered or a copy of such document, a certified copy or other public document clearly showing that the power of authority was signed by a person who is under law authorized to represent the legal person concerned.

3. As to minors and legally incapable or partially capable natural persons, the application shall be submitted by their statutory representative, who also represents them and who shall enclose with the application an original document or a copy or a certified copy thereof showing their status as a statutory representative.
4. Each share of the Company gives the right to one vote in the General Assembly. The shareholders in the General Assembly may be represented by proxies on the basis of a valid written power of authority which is issued by the shareholder or which on behalf of a shareholder which is a legal person is issued by a person who is under law authorized to represent them.
5. The power of authority for the application for participation and/or voting at the General Assembly shall include the name and family name or company name, residence or seat and address of the giver of authority, OIB (personal identification number) of the giver of authority, number of account with the Central Depository and Clearing Company d.d. of the shareholder, the total number of shares, name and family name or company name, residence or seat and address of the proxy, OIB (personal identification number) of the proxy, signature of the giver of authority or statutory representative or representative under law, if the giver of authority is a legal person. It is recommended to use forms for the application for participation in the General Assembly and for the power of authority, which can be obtained at the seat of the Company and on the web site of the Company: www.atlanticgrupa.com
6. The application for participation in the General Assembly and the power of authority, as well as any other attachments, shall be in the Croatian language; if they are in a foreign language, they also have to be translated into Croatian language by an authorized court interpreter.
7. The application for participation in the General Assembly shall be submitted directly to the Company at its seat in Zagreb, Miramarska 23 or sent to the Company by registered mail to the address: Atlantic Grupa d.d., Miramarska 23, 10000 Zagreb.
8. The application for participation in the General Assembly shall be considered timely submitted if it is, in accordance with these Instructions, submitted or sent by mail to the Company by 24:00 hours on October 10th, 2019 at the latest. The shareholders who have failed to apply for participation in the General Assembly correctly and in accordance with these Instructions or who have failed to attach to the application the documents provided under these Instructions shall not be entitled to participate in the General Assembly.

9. The Company shall bear the costs of holding the General Assembly. Shareholders shall bear their own costs of arrival and participation in the activities of the General Assembly.

Questions, proposals, materials and notifications:

1. The shareholders who intend to ask questions or submit proposals in the General Assembly regarding individual agenda items are hereby asked, for the purpose of an efficient organization of the work of the General Assembly, to announce their intention in writing when submitting their application for participation in the General Assembly or during the registration of participants prior to the General Assembly at the latest and to indicate the agenda item which their question or proposal will refer to as well as the content thereof.
2. In case the shareholders who together own twentieth part of the share capital of the Company should request, after the General Assembly is convened, an additional subject to be included in the agenda and disclosed, then any new agenda item should be accompanied by an explanation and respective decision proposal. The Company has to receive requests to add items to the agenda at least 30 days prior to the day of General Assembly. This period does not include the day the request is received at the Company. In case the deadline is not observed the proposed additional items of the agenda would be considered as not duly announced and no decision on them can be made at the General Assembly.
3. Counterproposals to the proposals submitted by the Management Board and/or Supervisory Board relating to the particular agenda item, made by shareholders with their names/family names, explanation and possible stand by the Management Board shall be available to legal persons stated in Article 281, section 1 to 3 of the *Companies Act* as defined in the Article 282 of the *Companies Act*, in case a shareholder submits a counterproposal to the address of Company Headquarters (Atlantic Grupa d.d., Miramarska 23, 10000 Zagreb), a least 14 days prior to the General Assembly date. The date counterproposal is received at the Company is not counted in 14 day deadline. The counterproposals shall be available at the Company's Internet site: www.atlanticgrupa.com. In case the shareholder does not exercise this right, he shall still be entitled to make a counterproposal at the General Assembly. The stated applies accordingly to shareholders proposals regarding the election of the Supervisory Board members or appointment of the Company auditor.
4. At the General Assembly, the Management Board is obliged to provide information about the Company operations to any shareholder at their request, in case this information is necessary to judge an agenda item.
5. The materials for the General Assembly, for which it is prescribed so by law, will be made available to the shareholders for inspection and for issuing of copies at the seat of the Company in Zagreb, every working day from the day on which the invitation to the General Assembly is published to the day of the General Assembly from 10:00 to 14:00 hours. Those materials will be announced at the same day on the Company's Internet site: www.atlanticgrupa.com.

Zagreb, September 3rd, 2019

Atlantic Grupa d.d.

Contact:

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Annex 1 - Application for Participation

GENERAL ASSEMBLY OF ATLANTIC GRUPA d.d., ZAGREB
Application for Participation

1. Name and family name, or company name of the shareholder OIB (personal identification number) of the shareholder	
2. Residence or seat of the shareholder (street, number, place, state)	
3. Name and family name, or company name of the proxy OIB (personal identification number) of the proxy	
4. Residence or seat of the proxy (street, number, place, state)	
5. Name and family name of the person who is under law authorized to sign this application for shareholder	
6. Number of shares of the shareholder represented /voted*	
7. Account number with the Central Depository and Clearing Company d.d. of the shareholder	

*please mark if the total number of shares of the shareholder or shares on custody account is different then number with which it is voted on General Assembly, or for which proxy is issued. If the number of shares is expected to change, please enter following notice: "according to the number of shares registered on October 10th, 2019".

I herewith apply for participation in the General Assembly of Atlantic Grupa d.d. Zagreb, Miramarska 23, convoked for October 17th, 2019, starting at 12:00 hours at Atlantic Grupa registered seat, in Zagreb, Miramarska 23.

Signature of the shareholder/proxy _____ Date: _____

Annex 2 – Power of authority form

GENERAL ASSEMBLY OF ATLANTIC GRUPA d.d., ZAGREB
Power of Authority

<p>1. Name and family name, or company name of the shareholder /OIB (personal Identification number)</p> <p>Name and family name of the person who is under law authorized to sign this power of authority for shareholder</p>	
<p>2. Residence or seat of the shareholder (street, number, place, state)</p>	
<p>3. Total number of shares owned</p>	
<p>4. Number of shareholder's account with the CDCC</p>	

I herewith give authority to the below stated proxy to file, on my behalf and for my account, an application for participation in the General Assembly of the joint-stock company Atlantic Grupa d.d., Zagreb, Miramarska 23 to be held on October 17th, 2019 in Zagreb, to represent me at this General Assembly, to participate, on my behalf and for my account, in the work of the General Assembly and to vote on all decisions to be passed in the General Assembly.

1.	Name and family name, or company name of the proxy	
2.	Residence or seat of the proxy (street, number, place, state)	
3.	OIB (personal identification number) of the proxy	
4.	Number of shares entitled to vote	
5.	Voting instructions	

Shareholder's signature: _____

Date: _____

Curriculum Vitae

Monika Schulze



Monika Schulze is the Global Head of Customer & Digital Experience at Zurich Insurance Group with focus on building strong businesses in the context of massive industry transformation and digital disruption.

She has a broad range of experience in the FMCG and Insurance industries, having successfully served in senior executive positions for 30 years in different countries.

Before joining Zurich Insurance, Monika run her own business as a strategic business consultant. In the last two positions at Unilever she served as Vice President Brand Development Europe and as Business Director Foods with P&L responsibility in Hungary.

In 2018, Monika was listed by Martech as one of the “Top Twelve Women CMOs to follow on Twitter.” The year before she was recognized by Forbes as one of the “World's Most Influential CMOs” and was nominated by AdAge as "Woman to Watch Europe 2017" based on notable accomplishments.

Monika is Board Member at Schloss Wachenheim, a sparkling wine producer in Europe and Board Observer at CoverWallet, a New York based digital firm.

Monika Schulze has a Master of Business Administration degree from the University of Hamburg.