

Pursuant to Article 277, Paragraphs 1 and 2 of the Companies Act (Official Gazette 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), and in accordance with the Articles of Association of the joint-stock company Meritus ulaganja d.d., Zagreb, Heinzelova ulica 62/a, company's court registration number: 081210030, OIB (PIN): 62230095889 (hereinafter referred to as: "**the Company**"), on 30 August 2019, the Company's Board of Directors convenes the General Meeting and publishes the following

EXTRAORDINARY GENERAL MEETING NOTICE FOR THE COMPANY MERITUS ULAGANJA D.D.

- I. The General Meeting of the company Meritus Ulaganja d.d. (hereinafter referred to as: "the Company"), shall be held on September 30, 2019 (Monday) at 10:00 a.m., at the company address Heinzelova ulica 62/a, on the fifth floor, with the participation of Notary Public Kristian Hukelj from Zagreb.
- II. The following shall be established and published for the General Meeting session:

Agenda

- 1.** Opening of the General Meeting and quorum determination, drawing-up of a list of present and represented shareholders along with the appointment of the Meeting Chairman.
- 2.** Amended Consolidated Annual Accounts of the Meritus ulaganja Group for 2018, along with the Reports by authorized auditors and the notification of stockholders by the Board of Directors about the amendments relative to the previously established Consolidated Accounts.
- 3.** Adoption of a decision on the appointment of the auditor for the financial year 2019.

The share capital of the Company is divided into 857,805 ordinary shares with no nominal amount, having the code MRUL-R-A in the system of the Središnje klirinško depozitarno društvo d.d (Central Depository & Clearing Company CDCC). Each share gives one to right to one vote at the General Meeting.

The right to participate in the General Meeting and to exercise the right to vote (1 share = 1 vote) is granted to all shareholders of the Company registered in the CDCC system at least six days prior to the General Meeting, that is, on September 23, 2019, namely as the last day for the registration of participation in the General Meeting and who, by that date, i.e. by September 23, 2019, namely by 4:00 p.m., shall notify the Company of

their intention to participate in the General Meeting in the manner established by this Notice.

All persons registered in the Book of Shares on September 23, 2019 according to the list compiled by the Central Depository & Clearing Company d.d. at the end of business hours that day, is considered to be a shareholder of the Company.

Shareholder participation and voting rights may be exercised personally or by proxy. The power of attorney for the purpose of participating and exercising the right to vote in the General Meeting shall be granted in writing. Shareholders may be represented by proxies on the basis of a valid and written power of attorney issued by the shareholder, or by the person authorized to represent them on behalf of the shareholder who is a legal person, namely in accordance with the provisions of Article 13 of the Articles of Association of the Company. The power of attorney shall contain the total number of shares, i.e. the number of votes they possess, as well as the authorization for the proxy to participate in the General Meeting and vote.

In order for it to be valid, the following shall be stated or attached to the application:

- i. shareholders - natural persons:
 - name, residence, OIB (PIN), account number in the CDCC and the total number of shares (number of votes in the General Meeting).
- ii. shareholders - legal persons:
 - company name, that is, the name of the legal person, registered office and address, OIB (PIN), account number in the CDCC and the total number of shares (number of votes in the General Meeting).
 - a copy of the excerpt from the court register or some register regarding the registration of the persons authorized to represent the legal person for the current year.
 - power of attorney for the representation of the legal person's proxy, if the legal person is not represented by a person authorized to represent them under the provisions of the law.
- iii. shareholders' proxies - natural persons:
 - first and last name, residence and OIB (PIN) of the proxy.
 - the list of shareholders they represent, and for each of them the number of the account opened in the CDCC and the total number of shares (number of votes in the General Meeting) of all represented shareholders.
 - all individual powers of attorney of shareholders shall also be attached to the application.
- iv. shareholders' proxies - legal persons:
 - company name, that is, the name of the legal person, registered office, address and OIB (PIN) of the proxy.
 - the list of shareholders they represent, and for each of them the number of the account opened in the CDCC and the total number of shares (number of votes in the General Meeting) of all represented shareholders.
 - individual powers of attorney of the shareholders shall be attached to the application in writing, and if the shareholder is a legal person, a copy of the excerpt from the court register or some other register for the current year in which the legal person is registered, a certified transcript or some other public document from which it is evident that that that the power of attorney was signed by a person authorized by law to represent that legal person.

The application for participation in the General Meeting and the power of attorney, as well as all the annexes, shall be in Croatian, and if they are in a foreign language, they shall be accompanied by a translation into Croatian by a court interpreter. Shareholders, representatives and proxies of shareholders who fail to comply with the obligation to duly report for participation in the General Meeting in accordance with this Notice will not have the right to participate and adopt decisions in the General Meeting of the Company.

In accordance with the provision of Article 15, Paragraph 15.1 of the Articles of Association of the Company, the shareholders bear the costs of their participation in the General Meeting.

This notice and decision proposals given during the General Meeting by the Board of Directors and the Supervisory Board will be published on the Company's official website (www.mplusgrupa.com). The materials for the General Meeting will be available to shareholders for inspection at the Company's registered office, starting from the date of publication of this General Meeting Notice, namely every business day from 10:00 to 16:00.

Shareholders of the Company holding shares together in the amount of twenty percent of the share capital of the Company have the right to request that an item be placed on the agenda of the General Meeting, and for their request be published. Such a request shall be accompanied by an explanation and a decision proposal, as well as received by the Company at least 24 days prior to the General Meeting, excluding the date of receipt of the request by the Company.

Each shareholder of the Company has the right to file a counter-proposal for a decision proposal given to the General Assembly by the Company's Board of Directors and/or the Supervisory Board, including the shareholders' proposal for election of a member of the Supervisory Board or the appointment of the Company's auditor. Such a request shall be received by the Company at least 14 days prior to the date of the General Meeting (whereby not exercising that right does not result in the loss of the right to file a counter-proposal at the General Meeting of the Company). If the request is submitted within the specified deadline, the Board of Directors of the Company shall deliver the request to all persons specified in the provision of Article 281 of the Companies Act, except in cases referred to in Article 282, Paragraph 2, and Article 283 of the Companies Act.

Each shareholder of the Company has the right to request that the Company's Board of Directors give them information on the Company's affairs at the General Meeting if that is necessary for the assessment of issues that are on the agenda of the General Meeting, except in the cases provided for in Article 287, Paragraph 2 of the Companies Act.

Notices referred to in the provision of Article 280a of the Companies Act will also be available on the Company's website (<https://mplusgrupa.com/investors/>).

If the quorum is not reached, the next Meeting will be held on October 2, 2019 at the same time and place.

Decision proposal

Ad 2.

Amended Consolidated Accounts of the Meritus ulaganja Group for 2018, with the Reports by authorized auditors pursuant to Article 300d of the Companies Act have been established by the Board of Directors and the Supervisory Board of the Company and shall not be voted on. The Board of Directors will additionally notify the shareholders of the changes that have occurred relative to the consolidated accounts previously established and presented at the General Meeting.

Said accounts have been published on the Company's websites (<https://mplusgrupa.com/investors/>).

Ad 3.

Based on the proposal of the Board of Directors and the Supervisory Board, the General Meeting of the Company is adopting the following decision:

DECISION

on the appointment of the Company's auditor for the financial year 2019

- I. For the purpose of carrying out the audit of the Accounts of the parent company MERITUS ULAGANJA d.d. and related undertakings, and for the audit of the Consolidated Accounts of MERITUS ULAGANJA d.d., the following statutory audit firm is hereby appointed for the financial year 2019: Deloitte d.o.o., Radnička cesta 80, Zagreb.

Meritus ulaganja d.d.



Darko Horvat, Member of the Board



Ivan Posavec, President of the Board

Meritus ulaganja d.d.
Zagreb