

Pursuant to Article 277. of the Companies Act and appropriate Articles 24. - 31. of the Articles of Association of **STANOVI JADRAN PLC., Split, Kralja Zvonimira 14/IX, MBS 060227551, OIB 88680117715 (further in text: The Company or STANOVI JADRAN PLC.)** the Management Board announces the decision on Monday, **July 20, 2020**, of convening

### **THE GENERAL ASSEMBLY**

**which will be held on Monday, August 31, 2020 at 11:00 in the company's headquarter, Kralja Zvonimira 14/IX, Split.**

The following agenda will be as proposed:

1. The General Assembly opening, establishing the list of participants and quorum determination;
2. Submission of the Annual Audited Separate Financial Statements and the Annual Audited Consolidated Financial Statements for year ended 2019, already accepted by the Management Board and the Supervisory Board of the Company, together with report and opinion of an independent auditor - Deloitte doo, Zagreb, Radnička cesta 80, OIB 11686457780;
3. Submission of the Management Annual Report for 2019;
4. Submission of the Supervisory Board Annual Report for 2019;
5. Submission of the Audit Committee Annual Report for 2019;
6. Decision making on the distribution of the Company's profit for 2019;
7. Decision making on granting discharge to the members of the Management Board for 2019;
8. Decision making on granting discharge to the members of the Supervisory Board for 2019;
9. Election of a member of the Supervisory Board;
10. Decision making on determining the Remuneration Policy;
11. Selection of auditors for the annual separate financial statements of the Company and the consolidated financial statements of the Group for 2020;

### **PROPOSALS FOR DECISION**

The Management Board and the Supervisory Board of the Company propose to the General Assembly of the Company to make decisions listed as 2 - 8 of the agenda, while the Supervisory Board of the Company proposes to the General Assembly of the Company to make decisions listed as 9 - 11 of the agenda.

**Ad 2.** The General Assembly acknowledges the annual audited separate financial statements of the Company for 2019 and the annual consolidated financial statements of the Company and its subsidiaries and affiliates (hereinafter: the Group) for 2019, accepted by the Management Board and the Supervisory Board of the Company, together with the report and opinion of the independent auditor - Deloitte LTD, Zagreb, Radnička cesta 80, OIB 11686457780.

**Ad 3.** The General Assembly acknowledges Management Annual Report for 2019.

**Ad 4.** The General Assembly acknowledges Supervisory Board Annual Report for 2019.

**Ad 5.** The General Assembly acknowledges Audit Committee Annual Report for 2019.

**Ad 6.** The General Assembly accepts profit distribution proposal in a way that amount of HRK 4.528.000,00 will be allocated to cover carried forward losses from previous periods.

**Ad 7.** The General Assembly discharges members of the Management Board for 2019.

**Ad 8.** The General Assembly discharges members of the Supervisory Board for 2019.

**Ad 9.** The General Assembly elects Miroslav Jeličić - Purko as a member of the Supervisory Board, whose mandate expires on October 21, 2020 for a new mandate of four years.

**Ad 10.** Pursuant to Article 247. a) of the Companies Act, Supervisory Board delivers the Remuneration Policy.

I.

The remuneration policy has been attached to this Decision and forms an integral part thereof.

II.

The Supervisory Board submits the Remuneration Policy to the General Assembly of the Company for approval in accordance with Article 247. a) in conjunction with Article 276. a) of the Companies Act.

III.

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

**Ad 11.** The General Assembly selects Deloitte d.o.o., Zagreb, Radnička cesta 80, OIB 11686457780 as the auditor of the annual separate financial statements of the Company and the consolidated financial statements of the Group for 2019, and authorizing Management Board to sign a contract with the selected auditor.

## **INSTRUCTIONS FOR PARTICIPATION IN THE GENERAL ASSEMBLY MEETING OF THE COMPANY**

The share capital of the Company amounts to HRK 76,248,000.00 and is divided into 381,240 ordinary shares with voting rights, nominal amount of 1 share = HRK 200.00, which are in the name of and are unlimitedly transferable. The shares are held in the computer system of the Central Clearing Company plc., Zagreb (SKDD) under the designation STJD-R-A, ISIN HRSTJDRA0006 as non-materialized securities. The right to participate and to exercise the voting rights at the Company's General Assembly meeting gives each voting right (1 share = 1 vote), which makes a total of 381,240 votes at the General Assembly meeting of the Company.

1. All the STANOVI JADRAN plc. shareholders have been invited to participate in the work of the General Assembly meeting which will be held on Monday, August 31, 2020 at the headquarters of the company, Kralja Zvonimira 14 / IX, Split starting at 11:00 o'clock.

2. Registration of the participants at the General Assembly meeting will be held on Monday, August 31, 2020 at the entrance to the headquarters of the Company, Kralja Zvonimira 14 / IX, Split, from 10:30 AM to 11:00 AM. Registration will not be possible after 11:00 AM. Please register on time. After 11:00 AM, those shareholders who are not registered on the list of participants, however, are registered in the central depository, have the right to attend the General Assembly meeting but will not be able to use the right to vote.

3. While making a registration, shareholders or their representatives must show a legal and valid identification document, and for the representatives who are legal entities, the extract from the court register or another appropriate register that proves legality in case it is not done when filing the application for participation in the General Assembly meeting.

### **Registration, participation and voting at the General Assembly meeting**

4. Each shareholder of the Company, who, in person or through his representative and in writing applies for the General Assembly meeting of the Company at least 6 (six) days prior to the General Assembly Meeting or no later than August 25, 2020 have the right to participate at the General Assembly meeting. The shareholder of the Company with the right to participate in the General Assembly is a person who is registered as a shareholder of the Company at the depository of the Central Depository Clearing Company plc., Zagreb on the day of the application, and if the person submits the application for participation in the General Assembly meeting no later than six days prior to the General Assembly Meeting or August 25, 2020 all together in accordance with Article 30. of the Company Article of Association.

5. The application must have the following content and attachments:

I. Application for a shareholder - a person

- name and surname, residence, address, OIB, account number opened at the Central Clearing Company plc. and the total number of shares owned

II. Application for shareholder - legal person

- Company name or name of legal person, headquarters and address, OIB
- account number opened in the Central Clearing Company plc. and the total number of shares owned
- an extract from the court register or other register in which proves that the person who is legally authorized to represent this legal person has been the one signed the application form

III. The application filed by the shareholder's representative

**a) Attorney-at-law:**

- name and surname, residence, address and OIB proxy
- the list of shareholders that represents, for each of them the account number opened in the central clearing company plc. and the total number of shares owned for each shareholder
- All individual power of attorney of shareholders attached to the participation application

## **Shareholders' rights**

6. Shareholders have the right to file a written counterproposal to a proposal made by the Management Board and / or the Supervisory Board on a specific point in the agenda. The counter-proposal, indicating the names and surnames of the shareholder and the reasons, will be communicated to the credit or financial institutions and shareholder associations that voted on behalf of the shareholders at the prior Annual General Meeting and will be made available to all shareholders on the company's website ([www.stanovijadran .com](http://www.stanovijadran.com)), only if the shareholder submits counter-proposal to the Company at least 14 (fourteen) days prior to the day of the General Assembly meeting delivering it to the Company's headquarters (Kralja Zvonimira 14 / IX, 21000 Split, Croatia). The last day to submit the counterproposal is August 17, 2020. In case a shareholder does not use this right, shareholder still keeps the right to raise counterproposal at the General Assembly meeting. It is also appropriately applied to the proposal of the shareholder to elect the members of the Supervisory Board or to appoint an auditor of the Company.

7. A shareholder or shareholders who together hold shares constituting a twentieth of the share capital have the right to submit to the Company a written reasoned proposal to expand the agenda of the General Assembly meeting, should do that at least 30 (thirty) days prior to the General Assembly meeting, which expires on August 01, 2020.

8. The Management Board shall, at the General Assembly meeting, give each shareholder information on the Company's business upon his / her request, if it is necessary to adjudicate the matters on the agenda.

9. Materials for the General Assembly meeting foreseen by the law are available to see at the headquarters of the Company in Split, at Kralja Zvonimira 14 / IX, every working day from the day of the announcement of the General Assembly to the day of General Assembly Meeting has been held, from 10: 00 AM to 02:00 PM. Materials will also be published on the Company's website ([www.stanovijadran.com](http://www.stanovijadran.com)) on the same day.

**STANOVI JADRAN plc.**

Management Board:

Toni Jeličić Purko, the president

Maja Bradić, member