

Varaždin, September 18, 2020

CROATIAN FINANCIAL SERVICES SUPERVISORY AGENCY

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WEBSITE OF THE ISSUER – www.varteks.com

Subject: Information disclosure

Type of information: Announcement of the Merger Agreement

Company: VARTEKS d.d., Varaždin, Zagrebačka 94

LEI - 74780000Q0LH0TDGEO80

Member State: Republic of Croatia

ISIN: HRVARTR10005

Ticker: VART

Regulated Market: Zagreb Stock Exchange

Market Segment: Official Market

/
IBAN račun:

HR19 2360 0001 1013 3948 3
Zagrebačka banka d.d.
Zagreb

HR62 2340 0091 1001 1083 9
Privredna banka d.d.
Zagreb

HR47 2484 0081 1004 1765 2
Raiffeisenbank Austria d.d.
Zagreb

/ VARTEKS d.d. / Zagrebačka 94 / HR-42000 VARAŽDIN / tel. + 385 42 377 105 / fax.+ 385 42 377 395 / P.P. 32 / info@varteks.com
/ Temeljni kapital 41.066.860,00 kn, uplaćen u cijelosti i podijeljen na 4.106.686 redovnih dionica, svaka nominalne vrijednosti 10 kn.
/ Društvo je upisano u registar Trgovačkog suda u Varaždinu, poslovni broj iz upisnika Tt: 95/463-2 (MBS) 070004039 / M.B.3747034
/ OIB:00872098033 / VAT:HR00872098033 / predsjednik Nadzornog odbora Nenad Bakić / predsjednik Uprave Tomislav Babić
/ član Uprave Damir Radmilović

Pursuant to Article 517 of the Companies Act, the Management Board of **VARTEKS** joint stock company with its registered office in Varaždin, Zagrebačka 94, MBS 070004039, OIB 00872098033, (Acquiring company) and **V-projekt** d.o.o. with its registered office in Varaždin, Zagrebačka 94, OIB 65657916431, MBS 070093329 (Merged Company) give the following

ANNOUNCEMENT

That the Merger Agreement was concluded on September 17th 2020 by which the company V-projekt d.o.o. (Merged Company) was merged with the company VARTEKS d.d. (Acquiring Company).

The Merger Agreement was received on September 18th 2020 in the court register of the Commercial Court in Varaždin.

In the business premises of the Acquiring Company, Legal Affairs Sector, shareholders are allowed to inspect all documentation in accordance with Article 517, paragraph 2 of the Companies Act. Shareholders have the right to review the documentation on working days (Monday-Friday) from 9 to 11 a.m. The Merger Agreement is published on the company's official website www.varteks.com, and can be downloaded from the website free of charge.

Given that the Acquiring Company holds all business shares of the Merged Company, it is a case of merger in special cases according to Article 531 of the Companies Act. Consequently, the approval of the General Assembly of the Acquiring Company is not required for the merger. The shareholders of the Acquiring Company whose shares together make at least one twentieth of the share capital have the right to request that the General Assembly of the Acquiring Company be convened, which should decide on the approval of the merger.

The merger will not increase the share capital of the Acquiring Company, nor will the shares of the Acquiring Company be exchanged for business shares of the Acquired Company.

Pursuant to Article 523 of the Companies Act, creditors of companies participating in a merger will be provided with insurance, if they make such request to the court register within 6 months from the announcement of the entry of the merger in the court register. The creditors of the Acquiring Company have the right only if they can prove that the merger of the company jeopardizes the fulfillment of their claims.

IBAN račun:

In Varaždin, September 18th 2020

HR19 2360 0001 1013 3948 3
Zagrebačka banka d.d.
Zagreb

VARTEKS d.d.

President of the Management Board:

Tomislav Babić

HR62 2340 0091 1001 1083 9
Privredna banka d.d.
Zagreb

V-projekt d.o.o.

Director:

Damir Rizman

HR47 2484 0081 1004 1765 2
Raiffeisenbank Austria d.d.
Zagreb

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