



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, July 6, 2020

**SUBJECT: Decisions adopted at the General Meeting
(General Meeting – Announcement on convocation, counterproposal and decision)**

The General Meeting of The Zagreb Stock Exchange, Inc. was held on July 6, 2020, at the Headquarters of the Company in Zagreb, Ivana Lučića 2a/22. The General Meeting was attended by 3.148.455 votes or 67,91% of the total 4.635.700 votes.

According to the announced Agenda of the General Meeting of Zagreb Stock Exchange, Inc.:

- Decision on the use of profit realized in 2019;
- Decision on Amendment – Change of Zagreb Stock Exchange, Inc. activity;
- Decision on Amendment – Change of the Article 3 Paragraph 1, Article 8 Paragraph 1, Article 9 Paragraph 2 and 3, Article 14, Article 17 and Article 23 Paragraph 1 of Articles of Association of Zagreb Stock Exchange, Inc.;
- Decision granting discharge to members of the Supervisory Board of the Exchange for 2019;
- Decision granting discharge to members of the Management Board of the Exchange for 2019;
- Decision on adoption of the Remuneration Policy for Zagreb Stock Exchange, Inc. Management Board Members;
- Decision on the appointment of the Exchange's auditor for 2020.

The General Meeting of Zagreb Stock Exchange, Inc. adopted following decisions:

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: Borislav Centner | PREDSJEDNICA UPRAVE Ivana Gažić | ČLAN UPRAVE Tomislav Gračan

TEMELJNI KAPITAL 46.357.000,00 HRK u cijelosti uplaćen | 4.635.700 | 10,00 HRK





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AD 5)

The Decision on the use of profit realized in 2019 has been adopted as follows:

I

It is established that the Zagreb Stock Exchange, Inc. made a net profit of HRK 1.195 thousand in the business year that has ended on December 31, 2019.

II

The amount of the net profit referred to in Item I of this Decision shall be used to cover losses transferred from the previous periods.

III

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

AD 6)

The Decision on Amendment – Change of Zagreb Stock Exchange, Inc. activity has been adopted as follows:

I

The following activity is going to be registered:

- “information society services”

II

This Decision on Amendment – Change of Zagreb Stock Exchange, Inc. activity shall come into force and apply as of the day of the entry in the Court Register.

AD 7)

The Decision on Amendment – Change of the Article 3 Paragraph 1, Article 8 Paragraph 1, Article 9 Paragraph 2 and 3, Article 14, Article 17 and Article 23 Paragraph 1 of Articles of Association of Zagreb Stock Exchange, Inc. has been adopted as follows:

I

In Article 3 Paragraph 1 of the Zagreb Stock Exchange, Inc. Articles, a new line 9 is added to read as follows:

- „information society services “.

II

In Article 8 Paragraph 1 of the Zagreb Stock Exchange, Inc. Articles, a new line 5 is added to read as follows:



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- „transactions undertaken by the Company with related parties if the value of such transaction alone or together with other transactions undertaken by the Company with a related party over the 12 months preceding the undertaking of the transaction exceeds 2.5% of the sum of non-current and current assets stated in the last annual account. “

III

In Article 9 of the Zagreb Stock Exchange, Inc. Articles, Paragraph 2 and 3 are changed to read as follows:

„The Company’s Supervisory Board has up to nine (9) members.
Up to seven (7) members of the Supervisory Board shall be elected by the Shareholder Assembly at its general meeting. “

IV

In Article 14 of the Zagreb Stock Exchange, Inc. Articles, a new point 10 is added after point 9 to read as follows:

„10. remuneration policy and remuneration report for Management and Supervisory Board members. “

V

In Article 17 of the Zagreb Stock Exchange, Inc. Articles, Paragraph 1 is changed to read as follows:

„The following shall be entitled to participate in the AGM or to exercise the voting rights:

- any persons who are recorded as Company shareholders in the depository of the Central Depository and Clearing Company Inc. no later than six (6) days prior to the AGM (record date);
- shareholders who have announce to the Company their attendance at the AGM at least 6 (six) days prior to the meeting of the AGM. The deadline does not include the day the announcement of attendance has been received by the Company. Management Board shall define the address to which the announcement needs to be delivered in the invitation to AGM. “

In Article 17 of the Zagreb Stock Exchange, Inc. Articles, new Paragraph s 5, 6 and 7 are added, after Paragraph 4, to read as follows:

„The Management Board is authorised to provide that shareholders can participate in the AGM without being present at its venue and without a proxy and can exercise all or individual of her/his rights, either in whole or in part, by way of electronic communication. In such a case, the Management Board shall define the extent and the procedure for participating and exercising rights in such a manner in the invitation to AGM.

The Management Board is authorized to provide that the shareholders may cast their votes, without participating in the AGM, in writing or by way of electronic communication. The Management Bord shall lay down the provisions regarding such voting in the invitation to AGM.

The Management Board of the Company is authorized to allow that the work of the General Meeting is audio and video transmitted.”



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VI

The existing Article 23 Paragraph 1 of the Zagreb Stock Exchange Inc. Articles is amended to read as follows:

„Where Company data and notifications are required by law to be published, such data and notifications shall be published on the website of the court register, as the Company gazette, while other notifications shall be published on the Company’s website. “

VII

All other provisions of the Articles of Association shall remain unchanged.

VIII

This Decision on Amendment – Change of Articles of Association shall enter into force and take effect on the day of its entry in the Court Register.

IX

The Supervisory Board of the Company is authorised to define a consolidated text of the Articles of Association, in accordance with this Decision on Amendment – Change of Articles of Association.

AD 8)

The Decision granting discharge to the following members of the Exchange Supervisory Board for 2019:

I

Having established that the Exchange Supervisory Board has performed its function in accordance with the law and Articles of Association of the Exchange, discharge is granted to the following members of the Exchange Supervisory Board for the year 2019 in composition: Borislav Centner, Tomislav Jakšić, Dunja Babić, Matko Maravić, Ivan Tadin, Mislav Ante Omazić, Ivan Sardelić and Enrique Bernardo Mariano for the period from January 1, 2019 till December 31, 2019 and Dubravko Štimac for the period from January 1, 2019 till June 18, 2019.

II

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

AD 9)

The Decision granting discharge to members of the Management Board of the Exchange for 2019 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 is granted to Management Board members for conducting the affairs in 2019.

II

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



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AD 10)

The Decision on adoption of the Remuneration Policy for Zagreb Stock Exchange, Inc. Management Board Members has been adopted as follows:

I

The Remuneration Policy for Zagreb Stock Exchange, Inc. Management Board Members is adopted.

II

The Remuneration Policy for Zagreb Stock Exchange, Inc. Management Board Members comes into force as of the day of its adoption by General Meeting.

III

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

AD 11)

The Decision on the appointment of the auditors of the Exchange for 2020 has been adopted as follows:

I

Deloitte d.o.o., audit company from Zagreb, Radnička cesta 80 is appointed to undertake the audit of financial statements of the Zagreb Stock Exchange, Inc. and the audit of consolidated financial statement of the Zagreb Stock Exchange Group for 2020.

II

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

Ivana Gažić
ZAGREBAČKA BURZA
President of the Management Board

