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Zagreb Stock Exchange

Pursuant to the provision of Article 277 of the Companies Act (Official Gazette of the Republic of Croatia, No. 111/93, 34/99, 118/03, 107/07, 146/08, 137/09, 152/11, 111/12, 68/13, 110/15 and 40/19) and the provision of Article 7 of the Articles of Association of the Zagreb Stock Exchange, Inc., with its registered office in Ivana Lučića 2a/22, Zagreb, the Company's Management Board issued a decision on 01 December 2020 to convoke the General Meeting of the Zagreb Stock Exchange, Inc., and thereunder as well as under the provision of Article 16 of the Company's Articles of Association has published this

### INVITATION TO THE GENERAL MEETING of the Zagreb Stock Exchange, Inc.

The General Meeting (GM) of the Zagreb Stock Exchange Inc., with its registered office in Ivana Lučića 2a/22, Zagreb (hereinafter: Company or Exchange), will be held at the Company's premises in Zagreb, Ivana Lučića 2a, 22<sup>nd</sup> floor, on 18 January 2021 beginning at 14:00 CET.

The following Agenda has been set for the General Meeting:

#### AGENDA

1. *Opening of the General Meeting and establishing the number of shareholders in attendance and those represented;*
2. *Decision on the Supervisory Board Members election.*

*The Supervisory Board proposes the decision referred to under item 2 hereto as follows:*

#### PROPOSALS OF GENERAL MEETING DECISIONS

**AD 2** *The Supervisory Board proposes to the General Meeting adoption of the following decision:*

„I

*Following persons are elected as Supervisory Board members:*

1. *Borislav Centner, Zagreb, Bartolići 49, OIB: 83813628795, economist, Member of the Management Board of ERSTE&STEIERMÄRKISCHE BANK d. d.,*
2. *Matko Maravić, Zagreb, Kačićeva ulica 15A, OIB: 23200081172, lawyer, President of the Management Board of INTERKAPITAL securities d.o.o.,*
3. *Dražen Čović, Vukovar, Naselje Matije Antuna Reljkovića 17, OIB: 57166956781, economist, President of the Management Board of FINANCIJSKA AGANCIJA,*
4. *Dr. sc. Tomislav Jakšić, Zagreb, Ivana Cankara 21, OIB: 95763946073, lawyer, assistant professor on Faculty of Law in Zagreb,*



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5. *Dr. sc. Silvije Orsag, Zagreb, Ostrovička 11, OIB: 45687720962, economist, tenure professor on Faculty of Economics and Business in Zagreb.*

**II**

*The Supervisory Board Members referred to under Item I hereto, are elected for a period of 3 (three) years, starting from 24 February 2021.*

**III**

*This Decision comes into force on the day of its adoption."*

### **IMPORTANT INFORMATION ABOUT THE RIGHT OF PARTICIPATION IN GENERAL MEETING**

The Company's equity is divided into 4,635,700 ordinary registered shares. Each share has a nominal value of HRK 10,00. All holders of ordinary shares shall enjoy equal rights.

The shares exist in the form of electronic records in the securities account of the central depository's electronic system, in accordance with applicable regulations, with an appropriate certificate issued to their shareholders. Each share held shall entitle the shareholder to cast one vote at the General Meeting.

The right to participate or exercise the right to vote at the General Meeting have:

- all persons registered as shareholders in the depository of the Central Depository and Clearing Company Inc., as of 6 (six) days before the day of the General Meeting (as of January 11, 2021),
- shareholders who have registered their participation in the General Meeting in advance and that the application was received by the Company no later than 6 (six) days before the day of the General Meeting (ending on 11 January 2021), not including the day of receipt of the application to the Company.

Shareholders who do not meet the above conditions may attend the meeting, but do not have the right to vote at the General Meeting.

Shareholders may participate in the General Meeting in person or by proxy authorised to represent them under a valid power of attorney issued by the shareholder, or by a person authorised to represent a legal person as a shareholder.

A valid power of attorney must include: information on the name or company name of the representative and the person represented, permanent residence or registered office, total number of shares and votes held and a special authorisation to vote on behalf of the represented shareholder.

The use of power of attorney forms which may be obtained at the Exchange's registered office and are also available online on the Exchange's website [www.zse.hr](http://www.zse.hr) is recommended.



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The Company shall report the Invitation to the General Meeting, at the latest twenty one (21) days prior to holding of the General Meeting, to credit or financial institutions and to shareholder associations that voted on behalf of shareholders at the previous General Meeting, or if they asked for the Invitation to be reported to them. This report shall state the possibility for shareholders to vote at the General Meeting by proxies and by shareholder associations on their behalf.

Registration of any persons authorised to participate in the General Meeting begins at least one (1) hour prior to the commencement of the General Meeting, provided that they submit a power of attorney, if proxies. Shareholders or nominees who have not been recorded will not be allowed to participate in the General Meeting.

On registration, participants must present a valid identification document, issued under the law. Along with a power of attorney, legal persons as shareholders of the Exchange must also submit an extract from the court register showing information on the persons authorised to represent them.

Pursuant to the provision of Article 21 of the Exchange's Articles of Association, if the General Meeting called for 18 January 2021 at 14:00 CET lacks the requisite quorum, the following General Meeting with an identical agenda will be convoked for 18 January 2021 on the Exchange's premises in Zagreb, Ivana Lučića 2a, 22<sup>nd</sup> floor, commencing at 15:00 CET.

Any resolutions adopted by the General Meeting called and held in such a manner will be valid, irrespective of the number of shareholders represented there.

In the case that after the General Meeting has convoked the circumstances connected with the pandemic COVID 19 arise due to which the General Meeting holding becomes impossible, the Exchange Management Board shall pass a decision on General Meeting revocation.

After the General Meeting has been convoked, shareholders controlling one twentieth of the Exchange's share capital are entitled to request that a particular matter be put on the agenda of the General Meeting with the fact of it published, but must provide an explanation for each new item on the agenda or proposed resolution.

A request to add a new item to the agenda must be submitted by shareholders to the Exchange at its address: Ivana Lučića 2a/22, 10000 Zagreb. In order for an amended agenda to be published validly in accordance with the Companies Act, the request to add a new item to the agenda of the General Meeting must be received by the Exchange no later than thirty (30) days prior to the General Meeting, including the day of its receipt by the Agenda but not later than 17 December 2020. Missing the said deadline may result in failure to validly publish the proposed items of the agenda, so the General Meeting will not be able to discuss or adopt them.

Shareholders are entitled to put forth a counterproposal to a proposed resolution on any agenda item put forth by the Management Board and/or Supervisory Board including the proposal of the shareholder to appoint an auditor of the Company. A counterproposal, stating the name and the surname of the shareholder, explanation and position of the Management Board if any, will be communicated to credit and



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financial institutions and shareholder associations which voted on behalf of shareholders at last year's AGM and will be made available to shareholders online on the Exchange's website ([www.zse.hr](http://www.zse.hr)), provided that the shareholder has submitted the counterproposal to the Exchange at its address in Ivana Lučića 2a/22, 10000 Zagreb not later than fourteen (14) days prior to the date of the General Meeting. The day on which the counterproposal is received by the Exchange is not included in the said period of fourteen (14) days, which expires on 3 January 2021.

Waiver of this right by the shareholder will not result in forfeiture of the right to put forth a counterproposal at the General Meeting itself.

The Management Board shall, at the General Meeting, give each shareholder upon his request for information about the Company's business if it is necessary to judge the issues that are on the agenda.

At the Company's web site ([www.zse.hr](http://www.zse.hr)) will be published information in the sense of Article 280a of the Companies Act.

This Invitation will be published on the website of the court register, on the Zagreb Stock Exchange, Inc. web site ([www.zse.hr](http://www.zse.hr)), through HINA and through the Croatian Financial Services Supervisory Agency (SRPI).

General Meeting materials, serving as a basis for the adoption of published resolutions, will be available for viewing by shareholders and issuing of copies at the Exchange's registered office each business day from the day of publication of this invitation to the General Meeting, between 10 a.m. and 12 noon. Due to precautionary measures connected with the pandemic COVID-19, shareholders are kindly asked to announce their arrival to the seat of the Exchange a day in advance by sending an e-mail to e-mail address: [ir@zse.hr](mailto:ir@zse.hr).

Each shareholder or shareholder representative or nominee is liable for the costs of participation in the work of the General Meeting.

**Shareholders are kindly asked to allow sufficient time to record their presence for participation in the General Meeting.**

Management Board of the Zagreb Stock Exchange Inc.

Ivana Gažić

President of the Management Board

Tomislav Gračan

Member of the Management Board