

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 Statute of the joint-stock company Meritus ulaganja d.d., Zagreb, Heinzelova ulica 62/a, court registration number (MBS): 081210030, PIN: 62230095889 (hereinafter: "**Company**"), the Management Board of the Company convenes the General Assembly on May 7, 2021 and announces the

## **INVITATION TO THE ORDINARY GENERAL ASSEMBLY OF THE COMPANY MERITUS ULAGANJA D.D.**

- I. General Assembly of the Company will be held on June 7, 2021 (Monday) at 10:00 at the address of the Company: Heinzelova ulica 62/a, on the fourth floor.
- II. For the General Assembly, the following is determined and announced:

### **Agenda**

1. Opening of the General Assembly and determining the quorum, compiling a list of the present and represented shareholders with the appointment of the Chairman of the Assembly;
2. Annual financial statements of the Company and annual consolidated financial statements of the Group Meritus ulaganja for 2020 with reports of a certified auditor, Annual Report of the Management Board on the state of the Company and its subsidiaries for 2020 and the Report of the Supervisory Board of the Company on the performed supervision of the Company's operations in 2020
3. Adoption of the Decision on the application of the Company's profit for 2020
4. Adoption of the Decision on discharge of the members of the Supervisory Board of the Company for the business year 2020
5. Adoption of the Decision on discharge of the members of the Management Board of the Company for the business year 2020
6. Adoption of the Decision on approval of the Report on Receipts for 2020
7. Adoption of the Decision on the appointment of the Company's auditor for the business year 2021
8. Adoption of the Decision on the appointment of members of the Audit Committee of the Company
9. Adoption of the Decision on the confirmation of the Decision of the Supervisory Board on determining the remuneration of members of the Audit Committee of the Company as of October 30, 2020
10. Adoption of the Decision of the amending Articles 6b, 9, 13, 26 and 28 of the Articles of Association of the Company
11. Adoption of the Decision on the listing of the Company's shares on the regulated market

The share capital of the Company is divided into 857,805 ordinary registered shares without a nominal amount, which in the system of the Central Depository and Clearing Company d.d. (CDCC) are marked with designation MRUL-R-A. Each share entitles to one vote at the General Assembly.

The right to participate in the work of the General Assembly and exercise the right to vote is granted to all shareholders of the Company who are registered in the CDCC system six

days before the General Assembly, i.e. on May 31, 2021, and who by that day, i.e. May 31, 2021 by 16:00 notify the Company of the intention to participate in the work of the General Assembly in the manner determined by this Invitation.

Participation and the right to vote may be exercised by the shareholder personally or through a proxy. The power of attorney for participation and exercising the right to vote in the General Assembly shall be given in writing. Shareholders may be represented by proxies based on a valid written power of attorney issued by the shareholder, or on behalf of a shareholder who is a legal entity, a person authorized to represent, in accordance with the provisions of Article 13 of the Company's Statute. The power of attorney must contain the total number of shares, i.e. the number of votes the person has at their disposal and the authorisation of the proxy to participate in the work of the General Assembly and vote. It is recommended to use the power of attorney form which is available on the official website of the Company (<https://mplusgrupa.com/investors/>).

For the application to be valid it must include the following:

- i. Shareholders – natural persons:
  - Name and family name, permanent residence, personal ID number (PIN, Croatian: *OIB*), account number in the CDCC and the total number of shares (number of votes in the General Assembly).
- ii. Shareholders – legal persons:
  - Company name, i.e. name of the legal person, headquarters and address, personal ID number (PIN, Croatian: *OIB*), account number in the CDCC and the total number of shares (number of votes in the General Assembly);
  - a copy of an excerpt from the court register or another register with information on persons authorised for representation of that legal person in the current year;
  - power of attorney of the legal person's proxy, if the legal person is not represented by a person authorized for representation in accordance with provisions of the law;
- iii. Shareholder's proxies – natural persons:
  - Name and family name, permanent residence, personal ID number (PIN, Croatian: *OIB*) of the proxy;
  - list of shareholders he represents, for each of them the account number at the CDCC and the total number of shares (number of votes in the General Assembly) of all represented shareholders;
  - All individual powers of attorney of the stakeholders are also attached to the application
- iv. Shareholder's proxies – legal persons:
  - Company name, i.e. name of the legal person, headquarters and address, and personal ID number (PIN, Croatian: *OIB*) of the proxy;
  - list of shareholders he represents, for each of them the account number at the CDCC and the total number of shares (number of votes in the General Assembly) of all represented shareholders;
  - attached to the application, individual powers of attorney of the shareholders are submitted in written form, and if the shareholder is a legal person, a copy of the excerpt from the court register or other register from the current year into which the legal entity is entered is attached, a certified transcript or some other public document from which is evident that the

power of attorney has been signed by a person who is authorized by law to represent that legal person.

The application for participation at the General Assembly and the power of attorney, as well as all the attached documents, must be in Croatian, and if they are in a foreign language, they must be translated into Croatian by a certified court interpreter. Shareholders, representatives and proxies of shareholders who fail to fulfil their obligations to duly apply to the General Assembly in accordance with this Invitation shall not have the right to participate and decide in the General Assembly of the Company.

In accordance with the provisions of Article 15, paragraph 15.1 of the Statute of the Company, the shareholders bear the costs of their participation in the General Assembly.

The Company will ensure that the participation in the work of the General Assembly is in accordance with all health & safety recommendations and measures of the Civil Protection Directorate of the Republic of Croatia and the Croatian Institute of Public Health, which will apply on the day of the General Assembly due to extraordinary circumstances caused by coronavirus pandemic (COVID-19).

This Invitation and the Decisions proposals proposed to the General Assembly by the Management and Supervisory Board will be published on the Company's official website (<https://mplusgrupa.com/investors/>). Materials for the General Assembly will be available to shareholders at the Company's headquarters, from the date of publication of this Invitation to the General Assembly, on all working days from 10:00 to 16:00, and on that same day they will also be published on the official page of the Company (<https://mplusgrupa.com/investors/>).

Shareholders of the Company who together hold one twentieth (1/20) of the Company's share capital have the right to request that an item is placed on the agenda of the General Assembly and that this request of theirs is made public. Such request must have an explanation and a decision proposal, and it must be received by the Company at least 24 days before the General Assembly, not including the day of receipt of the request by the Company.

Each shareholder of the Company has the right to file a counterproposal for a decision given to the General Assembly by the Company's Management and/or Supervisory Board, also including the shareholder's proposal for election of a member of the Supervisory Board or appointment of the Company's auditor. Such request must be received by the Company at least 14 days before the date of the General Assembly (not using this right does not result in the loss of right to file a counterproposal at the General Assembly of the Company). If the request is submitted within the specified deadline, the Management Board of the Company shall deliver such request to all persons mentioned in the provisions 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 Management Board at the General Assembly inform him about the undertakings of the Company if it is necessary for the assessment of issues that are on the agenda of the General Assembly, except in the cases laid out in Article 287, paragraph 2 of the Companies Act.

Notifications from provisions of article 280.a of the Companies Act will also be available on the Company's website (<https://mplusgrupa.com/investors/>).

If no quorum is achieved, the next Assembly will be held on June 14, 2021, at the same time and place and with the same agenda.

## Decisions proposal

### **Ad 2.**

The annual financial statements of the Company and the annual consolidated financial statements of the Group Meritus ulaganja for 2020 with the reports of certified auditors and the Annual Report of the Management Board on the state of the Company and its subsidiaries for 2020, pursuant to Article 300d of the Companies Act, are determined by the Management Board and Supervisory Board of the Company and they are not voted on.

These reports are published on the Company's website (<https://mplusgrupa.com/investors/>).

The report of the Supervisory Board of the Company on the performed supervision of the Company's operations in 2020 was published on the Company's website, therefore a discussion can be held regarding this item of the agenda, but the General Assembly does not adopt any decision.

### **Ad 3.**

Based on the proposal of the Management Board and the Supervisory Board, the General Assembly of the Company adopts the following decision:

#### **DECISION on the application of profit**

##### **I.**

It is established that in 2020 the Company generated net profits stated in the annual audited financial statements in the amount of HRK 7.301.481,32.

##### **II.**

The generated net profit of the Company for 2020 from item I of this Decision is distributed as follows:

- An amount of HRK 365.074,07 to be entered into legal reserves
- The remaining amount of HRK 6.936.407,25 is retained in the unallocated profit of the Company.

##### **III.**

A dividend payment in the amount of HRK 6.659.332,97 is determined, which amounts to HRK 7,76 per share, to the Company's shareholders in proportion to the number of shares they hold. The dividend will be paid from the part of the retained earnings of the Company from previous business years.

##### **IV.**

Dividend will be paid to shareholders registered in the depository of the Central Depository and Clearing Company Inc. on the day June 15, 2021 (record date) as holders of MRUL shares, thus acquiring the right to dividend payment. From June 14, 2021 (ex-date) the stock will be traded without the right to dividend payment. Dividend payment will be on June 18, 2021 (payment date).

**Ad 4.**

Based on the proposal of the Supervisory Board, the General Assembly of the Company adopts the following decision:

**DECISION  
on granting discharge to the Members of the Supervisory Board**

Discharge is given to the members of the Supervisory Board of the Company, which approves their work and performed supervision of the management of business affairs of the Company in 2020.

**Ad 5.**

Based on the proposal of the Supervisory Board, the General Assembly of the Company adopts the following decision:

**DECISION  
on granting discharge to the Members of the Management Board**

Discharge is given to the members of the Management Board of the Company, by means of which the manner in which they managed the Company in 2020 is approved.

**Ad 6.**

Based on the proposal of the Management Board and the Supervisory Board, the General Assembly of the Company adopts the following decision:

**DECISION  
on approval of the Report on receipts of members of the  
Management Board and the Supervisory Board for 2020**

The Report on Receipts for 2020 with the accompanying Auditor's Report is approved.

**Ad 7.**

Based on the proposal of the Supervisory Board, the General Assembly of the Company adopts the following decision:

**DECISION  
on the appointment of the Company's auditor for the business year 2021**

For auditing the unconsolidated and consolidated financial statements of the company MERITUS ULAGANJA d.d. for the business year 2021, a certified auditing company is appointed: Deloitte d.o.o., OIB: 11686457780, Radnička cesta 80, Zagreb.

**Ad 8.**

Based on the proposal of the Supervisory Board, the General Assembly of the Company adopts the following decision:

**DECISION**

## **on the appointment of members of the Audit Committee of the Company**

### **I**

As members of the Audit Committee are appointed:

1. Ivan Štimac, with residence in Zagreb, Srebrnjak 73b, OIB: 36331408922;
2. Ante Vrančić, with residence in Zagreb, Šublinov brijeg 69, OIB: 69097963206.

### **II.**

The members of the Audit Committee are appointed for a term of 4 years from the date of entry into force of this Decision.

### **III**

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

#### ***Proposal explanation:***

*The appointment of members of the Audit Committee who are not members of the Supervisory Board is proposed through this Decision, in accordance with the Audit Act and the internal act of the Company that regulates the work of the Audit Committee.*

*The proposed member, Mr. Ivan Štimac, is a graduate economist and certified auditor with 35 years of work experience in the fields of economics, finance, taxation and consulting services. Ivan started his professional career in the former SDK and is one of the founders of the audit department in the Republic of Croatia. He further gained experience through work in the Ministry of Finance - Financial Police and is one of the founders of the auditing company ERNST & YOUNG d.o.o. in Croatia. He continued his professional career through the establishment of a local company for audit services, financial, business and tax consulting, which became a member company of BDO - the 5th largest audit network in the world, where he is responsible for managing the most complex projects in business, tax and financial advice and auditing.*

*The proposed member Mr. Ante Vrančić is a graduate economist, who over the years has gained extensive knowledge and experience in finance, taxation, accounting, planning, controlling, investment, acquisition, valuation and restructuring of businesses and other areas of economics. In addition to the position of director in the Fund for financing the decommissioning NEK, in most of the entities in which he worked, he performed the duties of financial director, which includes areas in accordance with the acquired education and work experience. He also worked as an advisor for financial and investment affairs, securities affairs, professional affairs in privatization, as well as a number of other jobs in the economic profession.*

*He acquired additional knowledge through domestic and foreign literature, professional conferences, seminars and symposia, and wrote for several journals in the field of privatization and taxation and lectured at professional conferences.*

#### **Ad 9.**

Based on the proposal of the Supervisory Board, the General Assembly of the Company adopts the following decision:

### **DECISION**

**on the confirmation of the Decision of the Supervisory Board  
on determining the remuneration of members of the Audit Committee  
of the Company as of October 30, 2020**

### **I**

Decision of the Supervisory Board on determining the remuneration of members of the Audit Committee of the Company as of October 30, 2020 is confirmed.

**Ad 10.**

Based on the proposal of the Management Board and the Supervisory Board, the General Assembly of the Company adopts the following decision:

**DECISION**  
**amending Articles 6b, 9, 13, 26 and 28 of the Articles of Association of Meritus ulaganja d.d.**

**I.**

After Article 6a of the Articles of Association, a new Article 6b is added, which reads:

- "6.b.1. The Company must withdraw (ordered compulsory withdrawal) shares if required by shareholders who have subscribed and paid for shares in the process of increasing the share capital of the Company, and who according to applicable regulations may not hold shares that are not listed on the regulated market under the provisions of the law governing the capital market for a period longer than one year from the date of issue of shares (hereinafter: "**Authorized Shareholders**"), and only provided that the shares subscribed by Authorized Shareholders are not listed on the regulated market within one year from the date of issue. The shares are withdrawn exclusively from those Authorized Shareholders who request it from the Company. The provisions of these Articles of Association on ordered compulsory withdrawal of shares shall apply to any issue of shares within any increase in the share capital of the Company through contributions by issuing new shares, subject to the conditions defined in this Article.
- 6.b.2. The decision to withdraw shares in the case referred to in paragraph 6.b.1. of this article is issued by the Management Board. The Management Board of the Company must make a decision on the withdrawal of shares no later than fifteen days after receipt of the request of the Authorized Shareholder in accordance with paragraph 6.b.1. of this Article. Failure of the Management Board to comply with the provisions of this Article on the ordered compulsory withdrawal of shares is an important reason for revoking the appointment of members of the Management Board.
- 6.b.3. In accordance with the previous provisions of this Article, the Company will withdraw all shares that were registered in the accounts of Authorized Shareholders, who requested that their shares be withdrawn and not listed on the regulated market, on the day of the decision to withdraw shares in the CDCC depository.
- 6.b.4. In the event of a withdrawal of shares in accordance with this Article, the Company shall pay to each Authorized Shareholder whose shares are withdrawn a fee per withdrawn share in the amount equal to the lower of the following two amounts: (i) the amount paid by the Authorized Shareholder for each withdrawn share in the share capital increases; or (ii) the actual (fair) value of the shares withdrawn (per share withdrawn) on the date of the decision to withdraw the shares, determined as follows: (a) if the Company's shares already listed on the regulated market have been traded in more than 1/3 of trading days within the last three months before the day of the decision to withdraw shares: the actual value of the withdrawn shares is determined as the average share price of the Company realized on the regulated market, which is calculated as a weighted average of all prices achieved on the regulated market in the last three months before the decision on the withdrawal of shares was made, counting from the day preceding the date of the decision; or (b) if the Company's shares already listed on the regulated market have not been traded for more than 1/3 of the trading days within the last three months before the date of the decision to withdraw shares: the actual value of the withdrawn shares is assessed by a certified auditor appointed by the Company using methods



based on internationally recognized valuation standards commonly used between market participants in determining the fair value of shares.

- 6.b.5. The Company shall pay the fee referred to in paragraph 6.b.4. of this Article to the Authorized Shareholders within 15 (fifteen) days after the expiration of the deadline referred to in Article 345, paragraph 2 of the Companies Act. The fee is paid to the account specified by the Authorized Shareholder in the request for withdrawal of shares.
- 6.b.6. In case of withdrawal of shares in accordance with the provisions of this Article, the Management Board of the Company is authorized to make a decision on the reduction of the share capital of the Company. The Management Board is also authorized to harmonize the text of the Articles of Association with the changes that have occurred as a result of such a reduction of share capital (provisions on the share capital of the Company and the number of shares), and the Supervisory Board is authorized to determine the consolidated text of the Articles of Association. The Management Board and the Supervisory Board of the Company are authorized to take all other actions necessary for the entry of the decision to withdraw shares and reduce the share capital of the Company in the court register and to implement the appropriate corporate action of the CDCC."

## **II.**

Article 9, paragraph 9.3. of the Articles of Association is being changed and now reads:

"9.3. Members of the Management Board and the Supervisory Board must participate in the work of the General Assembly. Members of the Supervisory Board may participate in the work of the General Assembly via sound and image transmission if they are not able to personally participate in its work due to justified reasons, for example, due to illness, self-isolation, quarantine, inability to personally participate in the work of the General Assembly due to travel restrictions imposed by the competent authorities or other decisions of the competent authorities, or for other justified reasons. If the Management Board of the Company decides to transmit the work of the General Assembly by sound and image, this will be stated in the invitation to the General Assembly."

## **III.**

In Article 13 of the Articles of Association, paragraphs 13.6., 13.7. and 13.8. are added. They read:

- "13.6. The Management Board is authorized to allow shareholders to exercise their rights at the General Assembly by electronic communication when they do not participate in person or through an attorney at the place where the General Assembly is held. If the Management Board decides to enable the shareholders to exercise their rights by electronic communication, in the invitation to the General Assembly it will determine the detailed conditions for their exercise. If a shareholder can exercise the right to vote electronically, the Company will confirm to such a shareholder that he has received such a vote.
- 13.7. The Management Board is authorized to allow shareholders to cast their votes in writing or by electronic communication when they are not participating in the General Assembly. If the Management Board of the Company decides to enable the shareholders to vote in this way, the invitation to the General Assembly will determine the detailed conditions for voting in writing or by electronic communication. If a shareholder can exercise his right to vote in writing or by electronic communication, the Company shall confirm to such shareholder that he has received such a vote.
- 13.8. Use of electronic communication for the purposes of paragraphs 13.6. and 13.7. of this Article is permitted if the conditions provided for by the Companies Act are met."

## **IV.**

In Article 26, paragraph 26.6. of the Articles of Association is amended to read as follows:

"26.6. The Management Board is authorized to make the following decisions only with the express prior consent of the Supervisory Board:

1. any form of acquisition, disposition, or encumbrance of real estate or other property owned by the Company, the book value of which exceeds 3% of the total assets stated in the last annual consolidated reports of the Company;
2. any form of acquisition, disposition, or encumbrance of business shares in affiliated companies, the book value of which exceeds 3% of the total assets stated in the last annual consolidated reports of the Company;
3. any form of status change of the Company, including any form of merger, acquisition, restructuring, and termination of the Company;
4. any investment in equipment the book value of which exceeds 3% of the total assets stated in the last annual consolidated reports of the Company;
5. taking or granting a loan the amount of which exceeds 3% of the total assets stated in the last annual consolidated reports of the Company or for a period longer than 5 years;
6. concluding any contract, the duration of which is longer than five years or the value of which exceeds 3% of the total assets stated in the last annual consolidated reports of the Company;
7. the determination of the annual financial plan of the Company;
8. the assumption of a guarantee, co-debt, or similar obligation in cases when the obligation of the principal debtor for which such a guarantee, co-debt, or similar obligation is assumed exceeds 3% of the total assets stated in the last annual consolidated reports of the Company or lasts longer than 5 years;
9. making a decision on significant changes in the manner of reporting accounting, bookkeeping, and business results."

**V.**

Article 28 of the Articles of Association is deleted.

**VI.**

The Supervisory Board of the Company is authorized to determine the consolidated text of the Articles of Association.

**VII.**

This Decision shall enter into force on the day of its entry in the Court Register of the Commercial Court in Zagreb.

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**Proposal explanation:**

*Article I of the Decision proposes the addition of a new Article 6b which provides for the withdrawal of shares at the request of shareholders who, according to applicable regulations, may not hold shares that are not listed on the regulated market in terms of the law governing the capital market, but only if the shares which are issued in the process of increasing the share capital are not listed on the regulated market within one year from their issuance. This amendment facilitates the participation of certain categories of investors (mandatory pension funds) in the eventual procedure of increasing the share capital.*

*Article II of the Decision proposes amendments to the provision of Article 9, paragraph 9.3. of the Articles of Association in accordance with Article 274, paragraph 3 of the Companies Act.*

*Article III of the Decision proposes the addition of paragraphs 13.6., 13.7., and 13.8. in Article 13 of the Articles of Association, which - according to the Articles of Association - provide for the possibility of using electronic means of communication in accordance with the provisions of Article 274, paragraphs 1, and 2, and 5 of the Companies Act, which entered into force on January 1, 2021.*

*Article IV of the Decision proposes to amend Article 26, paragraph 26.6. of the Articles of Association with the aim of clearer and more precise regulation of the matter that is the subject of that provision (deleting unnecessary repetitions, merging several similar points into one). It is proposed that the consent of the Supervisory Board be required only for significant dispositions, legal affairs, and decisions of the Management Board under the conditions specified in the proposed Decision in relation to certain dispositions, legal affairs, and decisions (the introduction or increase of thresholds and/or extension of maturity is proposed, for which the prior consent of the Supervisory Board is required), with the aim of facilitating and accelerating the business decision-making process of the Management Board.*

*Article V of the Decision proposes deleting Article 28 of the Articles of Association. Notification of transactions and legal transactions between the Company and its affiliates is included in the Company's financial statements prepared in accordance with International Financial Reporting Standards. Also, since the Company's shares are listed on a regulated market, the Company is obliged to disclose transactions with related parties according to the latest amendments to the Companies Act (Official Gazette No. 40/19). Furthermore, transactions between the Company and the members of the Group may include information that is a business secret or in relation to which the Company or the member of the Group is bound by confidentiality by contract or regulation. Taking into account the above, the provision of the current Article 28 of the Articles of Association is indicated as superfluous and disproportionately burdensome for the Company, so it is proposed to delete it.*

**Ad 11.**

Based on the proposal of the Management Board and the Supervisory Board, the General Assembly of the Company adopts the following decision:

**DECISION**  
**on the listing of the Company's shares on the regulated market**

**I.**

It is decided that, in case the Company issues new shares based on the decision of the General Assembly of June 30, 2020, on amendments to the Company's Articles of Association, in the part relating to the authorized share capital, such new shares will be listed on the regulated market managed by Zagrebačka burza d.d. ("**Exchange**"). In such a case, the Management Board of the Company is authorized to take all necessary actions in accordance with the relevant regulations and the Rules of the Exchange in order to list such new shares on the regulated market.

**II.**

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

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**Proposal explanation:**

*On June 30, 2020, the General Assembly of the Company passed a decision that included provisions on authorized capital in the Company's Articles of Association. If the Company issues new shares on the basis of the above provisions, they will be listed on the regulated market (which is also the company's obligation under Article 388 of the Capital Market Act). As, according to Article 275, paragraph 1, item 9 of the Companies Act, the decision on the listing of shares on the regulated market is made by the General Assembly, it is proposed that the decision in question be adopted.*

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**Meritus ulaganja d.d.**



Darko Horvat, President of the  
Management Board



Tomislav Glavaš, member of the  
Management Board

**Meritus ulaganja d.d.  
Zagreb**