

**EXPLANATION
TO THE PROPOSAL FOR A DECISION
on the appointment of a new Member of the Supervisory Board**

In accordance with the established profile of the Supervisory Board of the Company Meritus ulaganja d.d. (hereinafter: “**Meritus ulaganja**” and/or “**Company**”) and the procedures for the appointment of members of the Supervisory Board, the Supervisory Board of the Company, at its meeting on May 12, 2023, adopted a proposal on the appointment of a new member of the Supervisory Board:

I. Mr. Philipp Rösler

Mr. Philipp Rösler is best known as the former German Minister for Economic Affairs and Vice-Chancellor in Angela Merkel’s government, and who has been involved in the work of supervisory and management bodies of numerous companies during his professional career (including in companies that are predominantly based in Germany).

Mr. Philipp Rösler currently holds the following positions:

- President of the Advisory Board of VinaCapital Ventures
- Member of the Supervisory Board of Brainloop
- Member of the Management Board of Pure Holding
- Member of the Advisory Board of Numbrs
- Member of the Advisory Board of Emmacc
- Independent Member of the Management Board of Loc Troi Group (LT Group)
- Vice Chairman of the Management Board of Constructor Bremen University
- Director of SPAC Mountain & Co
- CEO of Consessor AG Consulting
- Member of the Advisory Board of Lakestar
- Member of the Management Board of Long Anh Province Energy Company

and held the positions of a member of the supervisory board in the companies:

- Siemens Healthineers,
- Volkswagen Group,
- KfW German Development Bank,
- Fortum,
- Bertelsmann Foundation.

It follows from the foregoing that Mr. Rösler has significant international work experience, which he has gained primarily in international business entities listed on international stock exchanges, with the predominant business segment being in the core markets of the Mplus Group and is a member of the management and/or supervisory bodies of the aforementioned legal entities. The Supervisory Board of the Company is of the opinion that it is in the interest of the Company to appoint Mr. Philipp Rösler as a member of the Company’s Supervisory Board, as he can significantly contribute to the further development and growth of the Mplus Group, as well as to the profile of the Supervisory Board of the Company with his knowledge and many years of experience. In view of the fact that Mr. Philipp Rösler does not maintain and has not maintained any relations between the Company and persons related to the Company, Mr. Philipp Rösler is proposed as an independent candidate for the Supervisory Board of Meritus Investments d.d.

In addition, the Company stipulates that the minimum time commitment of Mr. Philipp Rösler as a member of the Supervisory Board of the Company will be in accordance with the work schedule adopted annually by the Supervisory Board, so that he is available and able to attend the meetings of the Supervisory Board, as well as on the days immediately preceding the meetings in order to study the documents relating to the agenda items on which the members of the board decide on at the meetings, all so that he can perform his duties as a member of the Supervisory Board correctly and efficiently.

1. RESUME OF THE CANDIDATE FOR MEMBER OF THE SUPERVISORY BOARD – PHILIPP RÖSLER

NAME AND SURNAME	PHILIPP RÖSLER
DATE AND PLACE OF BIRTH	February 24, 1973, Soc Trang, Vietnam
EDUCATION	<ul style="list-style-type: none"> • Doctor of Medicine – Faculty of Medicine in Hanover • PhD in cardiac surgery, Bundeswehr hospital, Hamburg
POLITICAL CAREER	<ul style="list-style-type: none"> • Honorary Consul of Vietnam in Switzerland, 2021-present • Vice Chancellor of the Federal Republic of Germany, 2011-2013 • Federal Minister of Economy and Technology (BMWK), 2011-2013 • Leader of the Free Democratic Party (FDP), 2011-2013 • Federal Minister of Health, 2009-2011 • Deputy-Prime Minister and Minister of Economics, Labor and Transport of Lower Saxony, 2008-2009 • Leader of the Free Democratic Party (FDP) in Lower Saxony, 2006-2011 • Member of the Parliament of Lower Saxony, 2003-2009
PROFESSIONAL CAREER AFTER POLITICS	<p>Mr. Rösler devoted his early years to medicine and earned a PhD in cardiac surgery. After leaving the field of medicine and turning to politics, he held several extremely important offices, both in Lower Saxony state politics and at the level of the Federal Republic of Germany, most notably the office of Vice Chancellor in the government of Chancellor Angela Merkel. In 2021, Mr. Rösler was honored with the appointment as Honorary Consul of Vietnam in Switzerland, a position he still holds today.</p> <p>After leaving politics, Mr. Rösler founded the consulting firm Consessor AG, which advises companies on strategic management and internationalization, and he became a member of the management and supervisory boards of numerous companies and institutions, of which Volkswagen Group (2009-2010), Siemens Healthineers (2019-2023), KfW German Development Bank (2011-2013), VinaCapital Venture (2019-today) are particularly noteworthy. In all his entrepreneurial leadership positions, Mr. Rösler focuses on cross-border investment consulting, market access and market development for Asia and Europe, with a particular focus on Vietnam and German-speaking countries.</p> <p>Due to his extensive experience, Mr. Rösler is also a sought-after mentor for new business start-ups. From early-stage consulting to</p>

	<p>strategy development, he assists companies in the start-up, growth, and internationalization phases.</p> <p>Mr. Rösler is an expert in advising internationally active businesses from a variety of industries, requests goals rather than plans and provides the businesses he works with the specific steps required to expand, digitalize, implement strategies in order to create sustainable growth.</p>
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