

**MERITUS ULAGANJA D.D.**  
**HEINZELOVA ULICA 62/A**  
**10 000 ZAGREB**

**SECURITY: MRUL**  
**ISIN: HRMRULRA0009**  
**LEI: 74780080JD6L45P7YG07**  
**REGULATED MARKET SEGMENT: ZAGREB STOCK EXCHANGE, THE OFFICIAL MARKET**  
**HOME MEMBER STATE: CROATIA**

#### **PUBLICATION OF THE REGULATED INFORMATION**

**In ZAGREB, June 07, 2021**

### **NOTICE ON THE ADOPTED DECISIONS OF THE GENERAL ASSEMBLY**

Pursuant to the provisions of the Law on Capital Markets and the Rules of the Zagreb Stock Exchange, Meritus ulaganja d.d. (hereinafter: the Company), announces that, on June 07, 2021, at 10AM, in the headquarters of the Company, Heinzelova ulica 62/a, Zagreb, an ordinary meeting of the General Assembly was held.

The Assembly was chaired by the Chairman of the Supervisory Board, Sandi Češko, and it was attended, i.e. represented by, 857.789 votes, constituting 99,9981% of the total number of shares in the Company.

In accordance with the published Agenda of the General Assembly:

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

Meritus ulaganja d.d.

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 General Assembly passed the following Resolutions:

### **Ad 3.:**

#### **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.:**

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.:**

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.:**

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

**Ad 7.:**

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.:**

**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.

**Ad 9.:**

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.:**

The Company's Statute is amended as follows:

**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.

**Ad 11.:**

The Decision on the listing of the Company's shares on the regulated market is made as follows:

**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.



Darko Horvat, President of the Board



Tomislav Glavaš, member of the Board

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Zagreb**