

MERITUS ULAGANJA D.D.
ULICA GRADA VUKOVARA 23
10 000 ZAGREB

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

PUBLICATION OF THE REGULATED INFORMATION

In ZAGREB, June 27, 2023

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 27, 2023, at 10AM, in the headquarters of the Company, Ulica grada Vukovara 23, Zagreb, an ordinary meeting of the General Assembly was held.

The Assembly was chaired by the Chairman of the Supervisory Board, Mrs. Tamara Sardelić, and it was attended, i.e. represented by, 972.661 votes, constituting 99,05% 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 for 2022 with reports of a certified auditor, Annual Report of the Management Board on the state of the Company and its subsidiaries for 2022 and the Report of the Supervisory Board of the Company on the performed supervision of the Company's operations in 2022;
3. Adoption of the Decision on the application of the Company's profit for 2022;
4. Adoption of the Decision on discharge of the members of the Supervisory Board of the Company for the business year 2022;
5. Adoption of the Decision on discharge of the members of the Management Board of the Company for the business year 2022;
6. Adoption of the Decision on approval of the Report on Receipts of the Management Board and Supervisory Board of the Company for the business year 2022;
7. Adoption of the Decision on the appointment of the Company's auditor for the business year 2023;
8. Adoption of the Decision on appointment of member of the Supervisory Board of the Company;
9. Adoption of the Decision on the approval of the Receipts Policy for the members of the Company's Management Board;
10. Adoption of the Decision on the adjustment of the share capital and the decision on the amendment of the Company's Statute.

The General Assembly passed the following Resolutions:

Ad 3.:

I

It is established that in 2022 the Company generated net profits stated in the annual audited financial statements in the amount of HRK 11,237,503.08 (EUR 1,491,472.97).

II

The generated net profit of the Company for 2022 from item I of this Decision is distributed as follows:

- An amount of HRK 561,875.15 (EUR 74,573.65) to be entered into legal reserves;
- Dividend payment in the amount of HRK 10,358,768.14 (EUR 1,374,844.80), which amounts to HRK 10.55 per share (EUR 1,40), to the Company's shareholders in proportion to the number of shares they hold shall be determined. The dividend will be paid from the retained earnings of the Company from 2021 in an amount of HRK 7,171,088.23 (EUR 951,766.97) and profits of the current year in the amount of HRK 3,187,679.91 (EUR 423,077.83). Dividend will be paid to shareholders registered in the depository of the Central Depository and Clearing Company Inc. on the day July 18, 2023 (record date) as holders of MRUL shares, thus acquiring the right to dividend payment. From July 17, 2023 (ex-date) the share will be traded without the right to dividend payment. Dividend payment will be on July 21, 2023 (payment date);
- The remaining amount of HRK 7,487,948.02 (EUR 993,821.49) is retained in the unallocated profit of the Company.

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 2022.

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 2022 is approved.

Ad 6.:

The Report on Receipts for 2022 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 2023, a certified auditing company is appointed: Deloitte d.o.o., OIB: 11686457780, Radnička cesta 80, Zagreb.

Ad 8.:

I

The following is established for the members of the Supervisory Board of the Company:

- Sandi Češko, with residence in Slovenia, Izlake, Medijske toplice 33, PIN: 78153974774, member and president of the Supervisory Board ceases to be a member of the Supervisory Board of the Company based on the provisions of Article 260a paragraph 1 of the Companies Act, on April 6, 2023
- Igor Varivoda, with residence in Zagreb, Žlebec 10C, PIN: 73524146444, member and deputy president of the Supervisory Board ceases to be a member of the Supervisory Board of the Company based on the provisions of Article 260a paragraph 1 of the Companies Act, on June 30, 2023
- Hrvoje Prpić, with residence in Zagreb, Ruđer Josip Bošković 23, PIN: 00752048120, member of the Supervisory Board of the Company: as of July 1, 2023, the membership ends with the end of the mandate.

II

As new member of the Company's Supervisory Board is appointed:

- i. Philipp Rösler, with residence in Weizenacher 3B, 8126 Zumikon, Switzerland, ID number: C4YL5J5YO is hereby appointed

for a mandate period of up to four years, which starts from the day this Decision enters into force.

III

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

Ad 9.:

I

The new Policy for the receipts of members of the Company's Management Board is approved.

II

With this Policy, the Receipts Policy for the members of the Company's Management Board as of June 30, 2020 is repealed.

III

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

Ad 10.:

DECISION ON THE ADJUSTMENT OF THE SHARE CAPITAL AND PARTS OF THAT CAPITAL

Article 1

The share capital of Meritus ulaganja joint-stock company for company management, with its headquarters in Zagreb (City of Zagreb), Ulica grada Vukovara 23, entered into the court register of the Commercial Court in Zagreb under court registration number (MBS): 081210030, PIN: 62230095889 amounts to 98,203,200.00 HRK (ninety-eight million two hundred three thousand two hundred kuna) divided into 982,032 (nine hundred eighty-two thousand thirty-two) ordinary registered shares, without nominal amount, and it was partially paid by investment of things and rights, and partially by cash payments.

Article 2

The share capital of the Company calculated using the fixed conversion rate from kuna to euros (1 EUR = 7.53450 HRK) represents the amount of EUR 13,033,804.50 (thirteen million thirty-three thousand eight hundred and four euros and fifty cents).

Pursuant to the provisions of Article 3 and Article 21 of the Act on Amendments to the Companies Act (Official Gazette 114/2022) (hereinafter: "**Act on Amendments to the CA**"), and in connection with the provision of Article 179, paragraph 1 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, 34/22) (hereinafter: "**CA**") the General Assembly of the Company hereby adjusts the amount of the Company's share capital.

After adjustment, the Company's share capital amounts to EUR 13,033,800.00 (thirteen million thirty-three thousand eight hundred euros and zero cents), whereby the amount of EUR 4.50 (four euros and fifty cents) is recorded for entry into profit reserves.

After adjustment, the Company's share capital amounts to EUR 13,033,800.00 (thirteen million thirty-three thousand eight hundred euros and zero cents) and is divided into 982,032 (nine hundred eighty-two thousand thirty-two) ordinary registered shares, without nominal amount, partially paid by investment of things and rights, and partially by cash payments.

DECISION ON AMENDING THE STATUTE OF THE COMPANY

Article 1

As a result of the aforementioned adjustment of the Company's share capital, this Decision changes the provision of Article 6.1. of the Company's Statute in such a way that it now reads:

- 6.1. The share capital of the company amounts to EUR 13,033,800.00 (thirteen million thirty-three thousand eight hundred euros and zero cents) and is partially paid by investment of things and rights, and partially by cash payments.

Article 2

This Decision changes the provision of Article 6.2. of the Company's Statute in such a way that it now reads:

- 6.2. The share capital of the company is divided into 982,032 (nine hundred eighty-two thousand thirty-two) ordinary registered shares without nominal amount.

Article 3

With this Decision, after the provision of paragraph 19.4, the provision of paragraph 19.5 of the Company's Statute is added, which reads as follows:

- 19.5. Pursuant to the provisions of Article 256 of the Companies Act, the company Orso Global d.o.o., with headquarters in Zagreb, Vjekoslava Heinzela 62A, registered in the court register of the Commercial Court in Zagreb under the court registration number (MBS): 081393625, PIN: 64606431733 has the right to appoint two (2) members of the Supervisory Board and determine the duration of the mandate

of appointed members of the Supervisory Board, as well as to withdraw them before the end of the mandate they were appointed for.

Article 4

This Decision changes the provision of Article 24.1. of the Statute in such a way that it now reads:
24.1. The Management Board of the Company consists of 1 (one) to 5 (five) members. If it consists of more than one member, one of them must be appointed as the President of the Management Board.

Article 5

All other provisions of the Statute remain unchanged.

Article 6

These Decisions on amending the Company's Statute shall enter into force and be applied on the date of entry into the competent court register.

MERITUS ULAGANJA d.d.