

Pursuant to article 277, paragraph 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 Articles of Association of the public limited company Meritus ulaganja d.d., Zagreb, Heinzelova ulica 62/a, company's court registration number: 081210030, PIN: 62230095889 (hereinafter: "**Company**"), the Management Board of the Company convenes the General Assembly on 24 December 2019 and publishes the

INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY OF THE COMPANY MERITUS ULAGANJA D.D.

- I. The General Assembly of the company Meritus ulaganja d.d. (hereinafter: "company"), will be held on 27 January 2020 (Monday) at 10:00 at the address of the Company, Heinzelova ulica 62/a, 5th floor, with the participation of Notary Public Kristian Hukelj from Zagreb.
- II. For the General Assembly session, the following agenda is laid down and published

Agenda

1. Opening of the General Assembly and determining the quorum, compiling a list of present and represented shareholders and the appointment of the Chairman of the Assembly.
2. Adoption of the decision approving the Subscription Agreement and the Shareholders Agreement with their content as those were concluded on 20 December 2019 between the Company, Meritus Upravljanje d.o.o., Zagreb, and Dragon Bidco S. À R. L., Strassen, Luxembourg, whose entry into force is subject to the approval of the Assembly of the Company.
3. Authorizing the Management Board of the Company to make all necessary decisions acting as the General Assembly of the company Meritus Upravljanje d.o.o., Zagreb, and to sign all necessary documents, contracts, statements and other documents necessary for the execution of investments and for the regulation of mutual relations as foreseen in the provisions of the Subscription Agreement and Shareholders Agreement, with their content as those were concluded on 20 December 2019 between the Company, Meritus Upravljanje d.o.o., Zagreb, and Dragon Bidco S. À R. L., Strassen, Luxembourg, whose entry into force is subject to the approval of the Assembly of the Company.

The share capital of the Company is divided into 857,805 ordinary registered shares with no nominal amount, which in the system of the Central Depository and Clearing Company d.d. (CDCC) are entered under the code MRUL-R-A. Each share gives the right to cast one vote in the General Assembly.

The right to participate in the work of the General Assembly and to exercise the right to vote (1 share = 1 vote) is granted to all shareholders of the Company who are entered in

the system of the CDCC six days before the General Assembly is held, i.e. on 20 January 2020, which is the last day for application to participate in the work of the General Assembly, as well as those who, by that date, i.e. 20 January 2020, by 16:00, notify the Company of their intention to participate in the work of the General Assembly, in the manner established by this Invitation.

A shareholder of the Company is considered any entity entered into the Book of Shares on 20 January 2020 according to the list drawn up by the Central Depository and Clearing Company d.d. at the end of business hours that day.

Shareholder participation and voting rights may be exercised in person or by proxy. The power of attorney for participating and exercising the right to vote in the General Assembly shall be given in writing. Shareholders may be represented by proxies on the basis of a valid written power of attorney issued by the shareholder, or on behalf of the shareholder, who is a legal person, by a person authorized to represent, in accordance with the provisions of Article 13 of the Articles of Association of the Company. The power of attorney must include the total number of shares, i.e. the number of votes at disposal, and the authorisation of the proxy to participate in the work of the General Assembly and vote.

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 Articles of Association of the Company, the shareholders bear the costs of their participation in the General Assembly.

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 (www.mplusgrupa.com). 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.

Shareholders of the Company who together hold one twentieth 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 3 February 2020, at the same time and place.

Decisions proposal

Ad 2.

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 approval of the *Subscription Agreement* and the *Shareholders Agreement* from 20 December 2019

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The Subscription Agreement and the Shareholders Agreement are approved with their content as they were concluded on 20 December 2019 between the Company, the company Meritus Upravljanje d.o.o., Zagreb, and the company Dragon Bidco S. À R. L., Strassen Luxembourg, whose entry into force is subject to the approval of the Assembly of the Company.

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 authorising the Management Board of the Company to make all necessary decisions acting as the General Assembly of the company Meritus Upravljanje d.o.o. that are necessary for the execution of investments and for the regulation of mutual relations as foreseen in the provisions of the *Subscription Agreement* and *Shareholders Agreement* as of 20 December 2019

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The Management Board of the Company is authorised to make all necessary decisions acting as the General Assembly of the company Meritus Upravljanje d.o.o., Zagreb, and to sign all necessary documents, contracts, statements and other documents necessary for the execution of investments and for the regulation of mutual relations as foreseen in the provisions of the Subscription Agreement and Shareholders Agreement, with their content as they were concluded on 20 December 2019 between the Company, company Meritus Upravljanje d.o.o., Zagreb, and Dragon Bidco S. À R. L., Strassen, Luxembourg.



Darko Horvat,
Member of the Management Board

Meritus ulaganja d.d.



Ivan Posavec,
President of the Management Board

**Meritus ulaganja d.d.
Zagreb**