

This translation consists of 14 pages  
/ 15 sheets  
Cert. No.: 1427/2023  
Zagreb, 16 October 2023

**Certified translation from the Croatian language**

REPUBLIC OF CROATIA  
**NOTARY PUBLIC**  
BRANKO JAKIĆ  
10000 Zagreb, Zelinska 3  
PIN: 08564858401

In Zagreb, 5 June 2023 (the fifth of June twenty twenty-three)

**CERTIFICATE**

I, Notary Public Branko Jakić, from Zagreb, Zelinska 3, compiled on this day, in my office, in accordance with Article 2 of the Notaries Public Act (Official Gazette 78/93, 29/94, 162/98, 16/07, 75/09, 120/16, 57/22) and Article 303, 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, 114/22, 18/23), the following certificate, at the request and for the requirements of the company **CROATIA osiguranje d.d.**, with registered office in Zagreb, Vatroslava Jagića 33, Company reg. No.: 080051022, PIN: 26187994862.

I, Branko Jakić, Notary Public from Zagreb, Zelinska 3,

**DO HEREBY CERTIFY**

- That the company **CROATIA osiguranje d.d.**, with registered office in Zagreb, Vatroslava Jagića 33, is registered in the court register of the Commercial Court in Zagreb under Company reg. No.: 080051022, PIN: 26187994862, which I ascertained by reviewing the court register of commercial courts of the Republic of Croatia, by electronic means,
- That, by virtue of the decision of the company's Assembly of 31 May 2023, provisions of its Articles of Association of 9 September 2021 were amended, specifically the provisions of Article 8, Article 9, Article 16, paragraph 2, and Article 26, paragraph 2, indent 1.

I hereby certify that the provisions of the Articles of Association of CROATIA osiguranje d.d. which have been submitted to the court register, together with the amendments made in the meeting of the Assembly held on 31 May 2023, are identical to the complete wording of the Articles of Association of CROATIA osiguranje d.d. which is enclosed with this Certificate.

In Zagreb, 5 June 2023 (the fifth of June twenty twenty-three).

**NOTARY PUBLIC**  
Branko Jakić

*Stamp: For Notary Public, Notary Public Assistant MARKO ELIJAŠ*

*Stamp: REPUBLIC OF CROATIA, NOTARY PUBLIC BRANKO JAKIĆ, ZAGREB, 6*

Notary Public Certification Charge against Tariff No. 11, paragraph 4, in connection with Tariff No. 8, paragraph 5 was charged in the amount of EUR 6.64.

Notary Public Fee according to Article 22 of the Regulation of Temporary Notary Tariff was charged in the amount of EUR 35.09, increased for VAT.



CROATIA osiguranje d.d.  
Vatroslava Jagića 33, 10 000 Zagreb  
[www.crosig.hr](http://www.crosig.hr)

# **ARTICLES OF ASSOCIATION**

## **of CROATIA osiguranje d.d.**

**31 May 2023**

Pursuant to the provision of Article 275, paragraph 1, item 6 of the Companies Act and Article 32 of the Articles of Association of CROATIA osiguranje d.d., the General Assembly of CROATIA osiguranje d.d. has adopted a Decision on Amendment of the Articles of Association of CROATIA osiguranje d.d. and the consolidated text of the Articles of Association of CROATIA osiguranje d.d. now reads as follows:

## **ARTICLES OF ASSOCIATION of CROATIA osiguranje d.d.**

### **I. INTRODUCTORY PROVISIONS**

#### **Article 1**

These Articles of Association regulate the legal status, organization and management of CROATIA osiguranje d.d. (hereinafter: the Company) and the legal relationship between the Company and the shareholders.

### **II. COMPANY NAME**

#### **Article 2**

The Company operates and takes part in legal transactions under the company name CROATIA osiguranje d.d.

The company name includes an addition in the form of a drawing with a textual element, which is essentially a graphic design element representing a single-sided cylinder cut at its right side. This addition to the company name is used in the positive or in the negative space, mostly coloured blue.

Company name in foreign languages is as follows:

- in English        CROATIA INSURANCE COMPANY Plc.
- in French        CROATIA ASSURANCES S.A.
- in German        CROATIA VERSICHERUNGS – A G
- in Italian        CROATIA ASSICURAZIONI S.P.A.
- in Slovenian    CROATIA ZAVAROVANJE d.d.

### **III. REGISTERED OFFICE**

#### **Article 3**

Company's registered office is in Zagreb.

The business address of the Company in the city of the registered office shall be determined by the Management Board by virtue of a special decision to that effect.

#### **IV. BRANCH OFFICE NAME**

##### **Article 4**

Company name of the Branch Office includes the company name: CROATIA osiguranje d.d. and the name of the relevant Branch Office.

Branch Offices of the Company operate under the name determined by virtue of a special decision of the Management Board.

#### **V. STAMP**

##### **Article 5**

The Company uses a stamp in its business operations.

The form, content, size, use and safekeeping of the stamp shall be determined by the Management Board by virtue of a special decision to that effect.

#### **VI. COMPANY'S OBJECTS**

##### **Article 6**

The Company's objects include insurance business, which implies concluding and performing life insurance and non-life insurance contracts, specifically the following types of contracts:

- Accident insurance
- Health insurance other than compulsory health insurance
- Insurance of land motor vehicles
- Railway rolling stock insurance
- Aircraft insurance
- Vessel insurance
- Goods in transit insurance
- Fire and natural disaster insurance
- Other property insurance
- Motor third party liability insurance
- Aircraft liability insurance
- Vessel liability insurance
- Other liability insurance
- Credit insurance
- Suretyship insurance
- Miscellaneous financial loss insurance
- Legal protection insurance
- Assistance
- Life insurance
- Annuity insurance
- Supplemental insurance to life insurance
- Marriage and life partnership and birth insurance
- Life and annuity insurance where the policyholder bears the investment risk
- Tontine
- Insurance with paid-up sum assured

- Management of assets invested in mutual pension funds.

The Company also performs reinsurance activities in non-life insurance.

Company's objects include the performance of the following activities as well:

- Activities of offering units in investment funds and activities of offering pension programs of voluntary pension funds and of pension insurance companies, in accordance with the provisions of the law which regulate the offering of units in investment funds and the offering of pension programs.
- Insurance distribution activities for other insurance companies
- Activities directly or indirectly connected with insurance business
- Credit intermediation services in accordance with regulations governing the provision of credit intermediation services.

## **VII. DURATION OF THE COMPANY**

### **Article 7**

The Company has been established to operate for an indefinite period of time (as a going concern).

## **VIII. SHARE CAPITAL OF THE COMPANY**

### **Article 8**

The Company's share capital is EUR 79,923,642.00 (say: seventy-nine million nine hundred and twenty-three thousand six hundred and forty-two euros).

## **IX. SHARES OF THE COMPANY**

### **1. Type and number of shares**

#### **Article 9**

The Company's share capital is divided into 429697 (four hundred and twenty-nine thousand six hundred and ninety-seven) shares with the nominal value of EUR 186.00 (one hundred and eighty-six euros), each entitling the holder to one vote.

#### **Article 10**

The shares referred to in Article 9 of the Articles of Association include the following types:

- 307598 registered ordinary shares of the I. issue, designated as CROS-R-A
- 113359 registered ordinary shares of the II. issue, designated as CROS-R-A
- 8750 registered preference shares of the I. issue, designated as CROS-P-A.

#### **Article 11**

Preference shares entitle their holders to the following:

- Revaluation of the share value in accordance with legal regulations

- Payment of dividend at the rate of 8% per annum of the revalued share value, for the year in which adequate profit has been generated by the Company
- Cumulative dividend payment if the Company's business performance allows the payment of higher dividend to all shareholders than the dividend referred to in the previous indent, and also for the years in which insufficient profit prevents the fulfilment of this obligation.

#### **Article 12**

Decision of the Company's General Assembly on the issuing of new shares specifies the types and classes of shares based on the rights to which they entitle their holders (ordinary shares, preference shares).

#### **Article 13**

The Company's shares are issued in the dematerialized form and they have to be registered shares.

### **2. Share register**

#### **Article 14**

In accordance with the applicable legal regulations and the Membership Agreement, information about the Company's shares and their holders is kept by the Central Depository & Clearing Company (CDCC).

Only the person who is the holder of the dematerialized securities account with the CDCC in which the dematerialized share is registered shall be considered a shareholder of the Company.

#### **Article 15**

No entries of change of ownership of shares in the CDCC account shall be made nor shall they apply to the Company during the period of six days prior to a General Assembly meeting.

### **X. STATUTORY RESERVES OF THE COMPANY**

#### **Article 16**

The Company forms statutory reserves in order to reinforce its security and stability of its operations.

The statutory reserves are specified in the amount of EUR 19,458,639.50.

The Company allocates toward its statutory reserves an amount equivalent to 1% of its recognized net profit generated in the current financial year, minus the amount used to cover any accumulated loss, the amount allocated towards legal reserves and the reserves for treasury share; this is done until the amount of statutory reserves indicated in the previous paragraph of this article is reached.

The Company may use the statutory reserves solely for the following purposes:

- Reserves for treasury shares,

- Coverage of current year loss, if it could not be covered by using the accumulated profit from previous years, the legal reserves and the capital reserves.

## **XI. MANAGEMENT OF THE COMPANY**

### **COMPANY'S BODIES**

#### **Article 17**

The Company's bodies are:

1. The Company's Management Board
2. Supervisory Board
3. General Assembly.

#### **1. THE COMPANY'S MANAGEMENT BOARD**

##### **Article 18**

The Company's Management Board consists of no less than three (3) and no more than seven (7) members, one of whom is the Chairman of the Management Board.

The actual number of members of the Management Board is determined by the Supervisory Board by a decision issued to that effect.

Members of the Management Board may be appointed if they satisfy the requirements of the Insurance Act and the requirements imposed by the decision of the Supervisory Board and if they receive approval for appointment in accordance with the Insurance Act.

The Supervisory Board may conduct the appointment of members of the Management Board by way of a public call.

#### **a) Management of operations**

##### **Article 19**

The Management Board manages all the operations of the Company jointly.

The Management Board makes decisions by majority vote, and if the votes are equally divided, the deciding vote is that of the Chairman of the Management Board.

Individual members of the Management Board may be responsible for specific tasks within the Company.

#### **b) Management Board's decision-making method**

##### **Article 20**

The Management Board typically makes decisions at meetings, but can also do so through consultations via e-mail or by using other suitable technical means.

Minutes are kept during the meeting or consultation.



The Rules of Procedure for the Management Board regulate all matters that are not covered by these Articles of Association.

### **c) Representation of the Company**

#### **Article 21**

The Company is represented by at least two members of the Management Board jointly.

#### **Article 22**

The Supervisory Board concludes a contract with each member of the Management Board, which contract regulates their rights and obligations, including employment rights and any right to participate in the Company's profits.

## **2. SUPERVISORY BOARD**

#### **Article 23**

The Supervisory Board of the Company has seven (7) members.

Only a person who meets the requirements set forth in the Insurance Act can be elected or appointed as a member of the Supervisory Board.

The term of office for members of the Supervisory Board is four years.

#### **Article 24**

As long as it holds at least 25% of the ordinary shares of the Company, increased by one such share, the Republic of Croatia has the right, in accordance with Article 256, paragraph 3 of the Companies Act, to directly appoint two (2) members of the Supervisory Board.

As long as it holds at least 10% of the ordinary shares of the Company, the Republic of Croatia has the right, in accordance with Article 256, paragraph 3 of the Companies Act, to directly appoint one (1) member of the Supervisory Board.

One (1) member of the Supervisory Board is appointed by the Workers' Council of the company or by the employees through direct and secret elections, in the manner prescribed for the Workers' Council election. This right applies as long as the conditions set forth in the Labour Act are met.

The remaining four (4) or five (5) members of the Supervisory Board are elected by the General Assembly of the Company.

Along with the proposal of the members of the Supervisory Board, a written statement is submitted in which the person nominated for the position of member of the Supervisory Board, who is to become a member for the first time, declares their readiness to perform the duties of a member of the Supervisory Board and that there are no legal impediments for them to do so.

#### **Article 25**

The Supervisory Board elected at the General Assembly meeting must be constituted within a reasonable period of time after the election. At the constitutive meeting of the Supervisory Board, the members of the Supervisory Board elect the Chairman and the Deputy Chairman by a majority of all votes.

#### **Article 26**

The Supervisory Board performs the following tasks in particular:

1. Appoints and dismisses the Chairman and members of the Management Board
2. Supervises the management of the Company's affairs
3. Convenes the General Assembly when necessary
4. Submits a written report on the performed supervision to the General Assembly
5. Approves the Annual Financial Report upon the proposal of the Management Board
6. Represents the company towards the Management Board.
7. Gives consent to the decisions of the Management Board and decides on other matters as required by law or these Articles of Association
8. Amends and supplements the provisions of the Articles of Association based on a decision of the General Assembly, to the extent that it is of an editorial nature
9. Adopts its own Rules of Procedure
10. Performs other tasks explicitly entrusted to it by law or these Articles of Association
11. Concludes contracts with the Management Board.

The Supervisory Board, by a majority vote of all members, gives consent regarding the following business decisions or documents issued by the Management Board:

- Disposal and encumbrance of Company's real estate the market value of which exceeds the amount of EUR 132,722.81
- Conclusion of legal transactions or a series of related legal transactions the market value of which exceeds fifteen percent (15%) of the share capital of the Company, except for transactions made within the regular business operations of the Company as determined by the Insurance Act, which relate to:
  - Insurance and reinsurance, and
  - Investment activities,about which the Management Board is obligated to report to the Supervisory Board on a quarterly basis.
- Approval of the Company's business policy
- Approval of the Company's financial plan proposed by the Management Board
- Determination of the structure of the internal control system
- Determination of the annual work program framework for internal audit.

As long as the Republic of Croatia holds at least 25% of the ordinary shares of the Company plus one such share, the Supervisory Board gives consent, by a majority of at least 6/7 votes of all members, regarding the following business decisions or documents issued by the Management Board:

- Disposal and encumbrance of the Company's insurance business unit or significant part thereof the value of which exceeds twenty-five percent (25%) of the share capital of the Company
- Disposal of membership interests or shares in companies in which the Company holds a majority share or majority decision-making power, if membership interests or shares the market value of which exceeds twenty-five percent (25%) of the share capital of the Company are being disposed of through a single legal transaction or a series of related legal transactions.

If the Republic of Croatia holds 25% or less of the ordinary shares of the Company, the Supervisory Board makes decisions on giving the consent as referred to in paragraph 3 of this article by a majority vote of all members.

#### **Article 27**

The Supervisory Board may appoint committees to prepare decisions and oversee their implementation. Members of the Supervisory Board may participate in the work of every such committee.

#### **Article 28**

Decisions of the Supervisory Board are made by a majority vote of the total number of members, unless otherwise specified in the Articles of Association.

#### **Article 29**

Members of the Supervisory Board are entitled to remuneration for their work in the Supervisory Board and to reimbursement of expenses. The amount of remuneration for members of the Supervisory Board and participation in profits is determined by the Company's General Assembly.

#### **Article 30**

The work of the Supervisory Board is regulated in more detail by the Rules of Procedure.

### **3. GENERAL ASSEMBLY**

#### **Article 31**

The General Assembly is the body of the Company in which shareholders exercise their rights regarding the affairs of the Company, unless otherwise stipulated by law or these Articles of Association. The General Assembly of the Company consists of shareholders with voting rights.

#### **Article 32**

The powers of the General Assembly include:

- Adopting the Articles of Association and making decisions on amendments to the Company's Articles of Association

- Electing and dismissing members of the Supervisory Board
- Making decisions on the use of profits
- Making decisions on increasing or decreasing the Company's share capital
- Approving the Annual Financial Statements, upon submission by the Management Board and the Supervisory Board
- Granting discharge to the Management Board and members of the Supervisory Board
- Appointing auditors of the Company
- Making decisions on status changes of the Company
- Making decisions on the termination of the Company's operations
- Making decisions on other matters in accordance with the law and these Articles of Association.

### **Article 33**

The General Assembly is primarily convened by the Management Board.

The Supervisory Board convenes the General Assembly when it deems it necessary for the benefit of the Company.

The Management Board must immediately convene the General Assembly if, during the preparation of financial statements or otherwise, it is determined that the Company has incurred a loss amounting to half of the Company's share capital, and it must inform the General Assembly accordingly.

The Management Board must convene the General Assembly if shareholders who together hold at least one twentieth of the share capital of the Company request it in writing and state the purpose and reason for convening that General Assembly.

### **Article 34**

The General Assembly must be convened at least 30 days before the designated date for the shareholders to register for the meeting in accordance with paragraph 3 of this article.

The convening of the General Assembly, the agenda and the invitation to the General Assembly meeting shall be published on the website where the court register is located.

The right to participate and vote at the General Assembly can be exercised only by those shareholders who register for the General Assembly meeting by notifying the Management Board in writing of their wish to participate, no later than six days before the General Assembly meeting.

The decision to convene the General Assembly must include:

- The company name and registered office of the Company
- The time and place of the General Assembly meeting
- Instructions on how to exercise the right to participate and vote according to paragraph 3 of this article.

#### **Article 35**

At the General Assembly meeting, the Management Board must provide each shareholder, upon their request, with information about the affairs of the Company if it is necessary for the assessment of the matters on the agenda. The information is provided orally.

#### **Article 36**

The General Assembly meeting is chaired by the Chairman of the Supervisory Board or a person designated by them.

A decision cannot be made at the General Assembly meeting unless the shareholders representing half of the total share capital of the Company are present.

Decisions are made at the General Assembly meeting by a majority of the votes cast, and the voting is done publicly.

#### **Article 37**

The convening and work of the General Assembly can be regulated by the Rules of Procedure of the General Assembly.

#### **Article 38**

Each shareholder bears the costs incurred by them through their participation in General Assembly meetings, while the costs of preparation and holding of the General Assembly meeting are borne by the Company.

### **XII. TRADE SECRET**

#### **Article 39**

Any document or information the disclosure of which to third parties could harm the business interests and reputation of the Company or companies in which the Company has a majority share or majority decision-making power is considered a trade secret.

In particular, trade secrets include: insurance portfolio with maturity dates, financial information and material business data of the Company, business plan of the Company, information about business policies, documentation for new types of insurance, base documents for commercial offers and proposals, salary-related information, all documents marked as "confidential," as well as any other document or information declared a trade secret by the competent body of the Company.

#### **Article 40**

The disclosure of the contents of documents or information considered trade secrets is not considered a breach of the duty to protect trade secrets if such documents or information are disclosed to individuals, organizations and authorities to whom they can or must be disclosed based

on regulations or based on the authorization derived from the functions they perform or the positions they hold.

The disclosure of information considered trade secrets during the meetings of the General Assembly and of the Supervisory Board of the Company is also not considered a breach of the duty to protect trade secrets if such disclosure is necessary for the performance of their management functions. In such cases, participants need to be informed that the information is considered a trade secret.

### **XIII. DUTY OF MAINTAINING CONFIDENTIALITY OF INFORMATION**

#### **Article 41**

Members of the Company's bodies, shareholders and employees of the Company, as well as other individuals who, in connection with their work in the Company or in providing services to the Company, have access to confidential data, information, facts and circumstances obtained in dealings with individual insurance companies, policyholders or other insurance right holders, must not disclose such information to third parties, use it against the interests of the Company and its clients, or allow third parties to use it.

The obligation to maintain confidentiality of information ceases to apply in cases specified by the Insurance Act.

### **XIV. MANAGEMENT OF COMPANIES IN WHICH THE COMPANY HOLDS A MAJORITY SHARE OR HAS MAJORITY DECISION-MAKING POWER**

#### **Article 42**

The decision to establish companies in which the Company will have a majority share or majority decision-making power is made by the Management Board with the prior approval of the Supervisory Board.

Companies in which the Company has a majority share or majority decision-making power, together with the Company, comprise a group.

The legal and economic relations between the Company as the controlling entity and the companies in which the Company has a majority share or majority decision-making power as the subsidiary companies can be regulated by concluding an appropriate business agreement for that purpose.

The decision to conclude the agreement referred to in the previous paragraph is made by the Management Board with the prior approval of the Supervisory Board.

### **XV. PUBLICATION OF INFORMATION AND ANNOUNCEMENTS OF THE COMPANY**

#### **Article 43**

The information and announcements of the Company are published on the website where the court register is located. The information and announcements of the Company can also be published in other public gazettes, including electronic information media.

**XVI. FINAL PROVISIONS**

**Article 44**

The original of these Articles of Association is considered to be the text of the Articles of Association that has been validly adopted at the meeting of the General Assembly of the Company and signed by the chairperson of the General Assembly.

Zagreb, 31 May 2023

**Chairperson of the General Assembly**  
**Igor Pernar**  
*(Handwritten signature)*

In accordance with the provision of Article 7 of the Decision on Amendment of the Articles of Association of CROATIA osiguranje d.d. adopted at the 54<sup>th</sup> meeting of the General Assembly held on 31 May 2023, the Supervisory Board of CROATIA osiguranje d.d. approved, in its 15<sup>th</sup> meeting held on 1 June 2023, the complete wording of the Articles of Association of CROATIA osiguranje d.d.

This complete wording of the Articles of Association of CROATIA osiguranje d.d. contains the complete wording of the Articles of Association approved by the Supervisory Board in its 43<sup>rd</sup> meeting held on 13 September 2021 and also the amendments to the Articles of Association which were adopted by the General Assembly of CROATIA osiguranje d.d. in its 54<sup>th</sup> meeting held on 31 May 2023.

**Chairman of the Supervisory Board**  
**Roberto Škopac**  
*(Handwritten signature)*



Posl.broj: OU-725/2023

REPUBLIKA HRVATSKA  
**JAVNI BILJEŽNIK**  
BRANKO JAKIĆ  
10000 Zagreb, Zelinska 3  
OIB 08564858401

U Zagrebu, 05.06.2023. (petog lipnja  
dvijetisućedvadesettreće godine)

**P O T V R D A**

Ja, javni bilježnik Branko Jakić iz Zagreba, Zelinska 3, sastavio sam danas u svom uredu, temeljem odredbe članka 2. Zakona o javnom bilježništvu (NN 78/93, 29/94, 162/98, 16/07, 75/09, 120/16, 57/22) i članka 303. st.1. Zakona o trgovačkim društvima (NN 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, 114/22, 18/23), ovu potvrdu na zahtjev i za potrebe društva **CROATIA osiguranje d.d.**, sa sjedištem u Zagrebu, Vatroslava Jagića 33, (MBS) 080051022, OIB: 26187994862.

Ja, Branko Jakić, javni bilježnik iz Zagreba, Zelinska 3,

**P O T V R Đ U J E M**

- da je u sudski registar Trgovačkog suda u Zagrebu upisano društvo **CROATIA osiguranje d.d.**, sa sjedištem u Zagrebu, Vatroslava Jagića 33, pod matičnim brojem subjekta (MBS) 080051022, OIB: 26187994862, što sam utvrdio uvidom u sudski registar trgovačkih sudova RH elektronskim putem,

- da su odlukom skupštine društva od 31.05.2023. godine, izmijenjene odredbe Statuta od 09.09.2021. godine u odredbama čl. 8., čl. 9., čl. 16. st.2. i čl. 26. st. 2. al 1.

Potvrđujem da su odredbe Statuta CROATIA osiguranje d.d. koji je pohranjen u sudskom registru, zajedno s izmjenama učinjenim na skupštini dana 31.05.2023. godine istovjetan potpunom tekstu Statuta CROATIA osiguranje d.d koji se prilaže uz ovu potvrdu.

U Zagrebu, 05.06.2023. (petog lipnja dvijetisućedvadesettreće godine).



Za javnog bilježnika  
Javnobilježnički pristojnik

**MARKO ELJAŠ**

JAVNI BILJEŽNIK  
Branko Jakić

Javnobilježnička pristojba temeljem Tar.br.1.st.1. s Tar.br. 8 st.5. naplaćena u iznosu od 6,64 eur. Javnobilježnička pristojba temeljem čl. 22. Pravilnika o PJT naplaćena u iznosu od 53,09 EUR uvećano za PDV.





CROATIA osiguranje d.d.  
Vatroslava Jagića 33, 10 000 Zagreb  
[www.crosig.hr](http://www.crosig.hr)

# **S T A T U T**

## **CROATIA osiguranja d.d.**

**31. svibnja 2023. godine**

Na temelju odredbe članka 275. stavak 1. točka 6. Zakona o trgovačkim društvima i članka 32. Statuta CROATIA osiguranja d.d. Glavna skupština CROATIA osiguranja d.d. donijela je Odluku o izmjeni Statuta CROATIA osiguranja d.d., te pročišćeni tekst Statuta CROATIA osiguranja d.d. glasi:

## **STATUT CROATIA osiguranja d.d.**

### **I. UVODNE ODREDBE**

#### **Članak 1.**

Ovim se Statutom uređuje pravni status, ustrojstvo i upravljanje u CROATIA osiguranju d.d. (u daljnjem tekstu Društvo), te pravni odnosi između Društva i dioničara.

### **II. TVRTKA**

#### **Članak 2.**

Društvo posluje i sudjeluje u pravnom prometu pod tvrtkom CROATIA osiguranje d.d.

Tvrtka Društva sadrži dodatak u obliku crteža s tekstualnim dijelom koji jest likovno grafička cjelina i to prikaz jednostraničnog valjka presječenog s desne strane. Dodatak tvrtke upotrebljava se u pozitivu i negativu, u pravilu u plavoj boji.

Na stranim jezicima tvrtka Društva glasi:

- na engleskom: CROATIA INSURANCE COMPANY Plc.
- na francuskom: CROATIA ASSURANCES S.A.
- na njemačkom jeziku: CROATIA VERSICHERUNGS - A G
- na talijanskom: CROATIA ASSICURAZIONI S.p.A.
- na slovenskom: CROATIA ZAVAROVANJE d.d.

### **III. SJEDIŠTE**

#### **Članak 3.**

Sjedište Društva je u Zagrebu.

Poslovnu adresu u sjedištu Društva određuje Uprava Društva posebnom odlukom.

#### **IV. TVRTKA PODRUŽNICE**

##### **Članak 4.**

Tvrtka podružnice Društva sadrži tvrtku: CROATIA osiguranje d.d. i naziv podružnice.

Podružnice Društva posluju pod nazivom koji se određuje posebnom odlukom Uprave Društva.

#### **V. PEČAT**

##### **Članak 5.**

Društvo u svom poslovanju upotrebljava pečat.

Oblik, sadržaj, veličinu, upotrebu i čuvanje pečata određuje Uprava društva posebnom odlukom.

#### **VI. PREDMET POSLOVANJA**

##### **Članak 6.**

Predmet poslovanja Društva su poslovi osiguranja pod kojima se podrazumijeva sklapanje i ispunjavanje ugovora o neživotnim i životnim osiguranjima i to:

- osiguranje od nezgode
- zdravstveno osiguranje, osim obveznog zdravstvenog osiguranja
- osiguranje cestovnih vozila
- osiguranje tračnih vozila
- osiguranje zračnih letjelica
- osiguranje plovila
- osiguranje robe u prijevozu
- osiguranje od požara i elementarnih šteta
- ostala osiguranja imovine
- osiguranje od odgovornosti za upotrebu motornih vozila
- osiguranje od odgovornosti za upotrebu zračnih letjelica
- osiguranje od odgovornosti za upotrebu plovila
- ostala osiguranja od odgovornosti
- osiguranje kredita
- osiguranje jamstava
- osiguranje raznih financijskih gubitaka
- osiguranje troškova pravne zaštite

- osiguranje pomoći (asistencija)
- životna osiguranja
- rentno osiguranje
- dopunska osiguranja uz osiguranje života
- osiguranje za slučaj vjenčanja ili sklapanja životnog partnerstva ili rođenja
- osiguranje života i rentno osiguranje kod kojih ugovaratelj osiguranja snosi rizik ulaganja
- tontine
- osiguranje s kapitalizacijom isplate
- upravljanje sredstvima zajedničkih mirovinskih fondova.

Društvo obavlja poslove reosiguranja u skupini neživotnih osiguranja.

Društvo, u okviru predmeta poslovanja, obavlja i sljedeće poslove:

- poslove nuđenja udjela investicijskih fondova te poslove ponude mirovinskih programa dobrovoljnih mirovinskih fondova i mirovinskih osiguravajućih društava sukladno odredbama zakona kojima se uređuje nuđenje udjela investicijskih fondova i ponuda mirovinskih programa
- poslove distribucije osiguranja za druga društva za osiguranje
- poslove koji su u neposrednoj ili posrednoj vezi s poslovima osiguranja
- poslove kreditnog posredovanja u skladu s propisima kojima se uređuje poslovanje kreditnih posrednika.

## **VII. TRAJANJE DRUŠTVA**

### **Članak 7.**

Društvo je osnovano na neodređeno vrijeme.

## **VIII. TEMELJNI KAPITAL DRUŠTVA**

### **Članak 8.**

Temeljni kapital Društva iznosi: 79.923.642,00 EUR (slovima: sedamdesetdevetmilijuna devetstodvadesettritisućešestočetdesetdva eura).

## **IX. DIONICE DRUŠTVA**

### **1. Vrste i broj dionica**

#### **Članak 9.**

Temeljni kapital Društva podijeljen je na 429697 (četiristodvadesetdevettisućašesto devedesetsedam) dionica nominalne vrijednosti 186,00 EUR (stoosamdesetšest eura) i svaka daje pravo na jedan glas.

#### **Članak 10.**

Dionice iz članka 9. Statuta su:

- 307598 redovnih dionica na ime I. emisije oznake CROS-R-A
- 113349 redovnih dionica na ime II. emisije oznake CROS-R-A
- 8750 povlaštenih dionica na ime I. emisije oznake CROS-P-A.

#### **Članak 11.**

Povlaštene dionice imateljima daju prava na:

- revalorizaciju vrijednosti dionica u skladu sa zakonskim propisima
- isplatu dividende u visini 8% godišnje na revaloriziranu vrijednost dionica, za godinu u kojoj je ostvaren odgovarajući dobitak
- kumulativnu isplatu dividendi ukoliko ostvareni rezultat Društva omogući isplatu više dividende za sve dioničare od dividende iz prethodne alineje, kao i za godine u kojima se zbog nedovoljnog dobitka ne može ispuniti obveza.

#### **Članak 12.**

Odlukom Glavne skupštine Društva o izdavanju dionica novih emisija utvrđuju se vrste i rodovi dionica prema sadržaju prava koje daju (redovne, povlaštene).

#### **Članak 13.**

Dionice Društva se izdaju u nematerijaliziranom obliku i moraju glasiti na ime.

### **2. Registar dionica**

#### **Članak 14.**

Temeljem primjenjivih zakonskih propisa i Ugovora o članstvu, podatke o dionicama i vlasnicima dionica Društva vodi Središnje klirinško depozitarno društvo d.d. (SKDD).

Dioničarom Društva smatra se samo vlasnik računa nematerijaliziranih vrijednosnih papira kod SKDD na kojem je ubilježena dionica u nematerijaliziranom obliku.

#### **Članak 15.**

Upisi promjena vlasništva na dionicama na računu kod SKDD neće se provoditi i

primjenjivati u odnosu na Društvo u razdoblju od šest dana prije održavanja Glavne Skupštine.

## **X. STATUTARNE REZERVE DRUŠTVA**

### **Članak 16.**

Društvo formira statutarne rezerve sa svrhom pojačanja sigurnosti i stabilnosti poslovanja Društva.

Visina statutarne rezervi određuje se u iznosu od 19.458.639,50 EUR.

Društvo izdvaja na ime statutarne rezervi Društva iznos u visini od 1% iskazane neto dobiti u tekućoj poslovnoj godini, umanjene za iznos korišten za pokriće prenesenog gubitka, iznos unesen u zakonske rezerve i iznos unesen u rezerve za vlastite dionice, sve dok se ne dosegne visina statutarne rezervi iz prethodnog stavka ovog članka.

Društvo može koristiti statutarne rezerve samo za:

- rezerve za vlastite dionice,
- pokriće gubitka iz tekuće godine, ukoliko se isti nije mogao pokriti iz zadržane dobiti prethodnih godina, zakonskih rezervi i rezervi kapitala.

## **XI. UPRAVLJANJE DRUŠTVOM**

### **ORGANI DRUŠTVA**

#### **Članak 17.**

Organi Društva jesu:

1. Uprava Društva
2. Nadzorni odbor
3. Glavna skupština.

#### **1. UPRAVA DRUŠTVA**

#### **Članak 18.**

Uprava Društva sastoji se od najmanje tri (3), a najviše sedam (7) članova od kojih je jedan predsjednik Uprave.

Nadzorni odbor svojom Odlukom određuje broj članova Uprave.

Članovi Uprave mogu biti imenovani ako ispunjavaju uvjete propisane Zakonom o osiguranju i uvjete propisane odlukom Nadzornog odbora, te ako dobiju odobrenje za

imenovanje sukladno Zakonu o osiguranju.

Nadzorni odbor može imenovanje članova Uprave obaviti temeljem javnog natječaja.

#### **a) Vođenje poslova**

##### **Članak 19.**

Uprava vodi sve poslove Društva zajednički.

Uprava donosi odluke većinom danih glasova, a ako su glasovi pri odlučivanju jednako podijeljeni, odlučujući je glas predsjednika Uprave.

Pojedini članovi Uprave mogu biti zaduženi za određene poslove u Društvu.

#### **b) Način odlučivanja Uprave**

##### **Članak 20.**

Uprava u pravilu donosi odluke na sjednicama, a može i u sklopu konzultacija elektronskom poštom, kao i drugim za to podobnim tehničkim sredstvima.

O radu sjednice ili konzultacije vodi se zapisnik.

Poslovníkom o radu Uprave uređuju se sva pitanja koja nisu uređena ovim Statutom.

#### **c) Zastupanje Društva**

##### **Članak 21.**

Društvo zastupaju zajedno najmanje dva člana Uprave.

##### **Članak 22.**

Nadzorni odbor sklapa ugovor sa svakim članom Uprave, kojim se uređuju njegova prava i obveze, uključivo i prava iz radnog odnosa i eventualno pravo sudjelovanja u dobiti Društva.

## **2. NADZORNI ODBOR**

##### **Članak 23.**

Nadzorni odbor Društva ima sedam (7) članova.

Za člana Nadzornog odbora može biti izabrana odnosno imenovana samo osoba koja ispunjava uvjete iz Zakona o osiguranju.

Mandat članova Nadzornog odbora traje 4 godine.

#### **Članak 24.**

Dok god drži najmanje 25% redovnih dionica Društva uvećano za jednu takvu dionicu Društva, Republika Hrvatska ima pravo, sukladno članku 256. stavak 3. Zakona o trgovačkim društvima, izravno imenovati dva (2) člana Nadzornog odbora.

Dok god drži najmanje 10% redovnih dionica Društva, Republika Hrvatska ima pravo, sukladno članku 256. stavak 3. Zakona o trgovačkim društvima, izravno imenovati jednog (1) člana Nadzornog odbora.

Jednog (1) člana Nadzornog odbora imenuje radničko vijeće Društva odnosno radnici na neposrednim i tajnim izborima na način propisan za izbor radničkog vijeća i to im pravo pripada dok su ispunjeni uvjeti iz Zakona o radu.

Preostalih četiri (4), odnosno pet (5) članova Nadzornog odbora bira Glavna skupština Društva.

Uz prijedlog članova Nadzornog odbora dostavlja se i pisana izjava kojom osoba predložena za člana Nadzornog odbora, koja to postaje po prvi put, izjavljuje da je pripravna obavljati dužnost člana Nadzornog odbora, te da ne postoje zakonom predviđene prepreke.

#### **Članak 25.**

Nadzorni odbor izabran na Glavnoj skupštini mora se konstituirati u primjerenom roku nakon izbora. Na konstituirajućoj sjednici Nadzornog odbora, članovi Nadzornog odbora većinom svih glasova izabiru predsjednika i zamjenika predsjednika.

#### **Članak 26.**

Nadzorni odbor obavlja osobito ove poslove:

1. imenuje i opoziva predsjednika i članove Uprave
2. nadzire vođenje poslova Društva
3. po potrebi saziva Glavnu skupštinu
4. podnosi Glavnoj skupštini pisano izvješće o obavljenom nadzoru
5. na prijedlog Uprave utvrđuje Godišnje financijsko izvješće
6. zastupa Društvo prema Upravi
7. daje suglasnost na odluke Uprave, odnosno odlučuje o drugim poslovima, kad je to propisano zakonom ili ovim Statutom,
8. mijenja i dopunjuje odredbe Statuta na temelju odluke Glavne skupštine Društva u mjeri u kojoj je to redakcijske prirode
9. donosi Poslovnik o svom radu
10. obavlja druge poslove koje su mu izrijeком povjerene zakonom ili ovim Statutom
11. sklapa Ugovore s Upravom.



Nadzorni odbor, većinom glasova svih članova, daje suglasnost u pogledu slijedećih poslovnih odluka, odnosno akata Uprave:

- otuđivanja i opterećivanja nekretnina Društva čija tržišna vrijednost prelazi iznos od 132.722,81 EUR,
- sklapanja pravnih poslova ili niza povezanih pravnih poslova čija vrijednost premašuje petnaest posto (15%) temeljnog kapitala Društva, izuzev pravnih poslova u okviru redovitog poslovanja Društva određenih Zakonom o osiguranju, a koji se odnose na:
  - osiguranje i reosiguranje te
  - poslove ulaganja,o kojima je Uprava obvezna kvartalno izvještavati Nadzorni odbor,
- za određivanje poslovne politike Društva,
- za određivanje financijskog plana Društva a koji predlaže Uprava Društva,
- za određivanje ustrojstva sustava unutarnjih kontrola,
- za određivanje okvirnog godišnjeg programa rada unutarnje revizije.

Nadzorni odbor, dok god Republika Hrvatska drži najmanje 25% redovnih dionica Društva uvećano za jednu takvu dionicu, većinom od najmanje 6/7 glasova svih članova, daje suglasnost u pogledu slijedećih poslovnih odluka, odnosno akata Uprave:

- otuđivanja i opterećivanja gospodarske cjeline Društva iz poslova osiguranja ili njegova bitnog dijela čija vrijednost premašuje dvadesetpet posto (25)% temeljnog kapitala Društva,
- raspolaganja udjelima odnosno dionicama u društvima u kojima Društvo ima većinski udio ili većinsko pravo odlučivanja, ako se jednim pravnim poslom ili nizom povezanih pravnih poslova otuđuju dionice ili udjeli čija tržišna vrijednost prelazi iznos od dvadesetpet posto (25)% temeljnog kapitala Društva.

Nadzorni odbor, u slučaju da Republika Hrvatska drži 25% ili manje redovnih dionica Društva, odluke o davanju suglasnosti iz odredbe stavka 3. ovog članka donosi većinom svih članova.

#### **Članak 27.**

Nadzorni odbor može imenovati Povjerenstva radi pripreme odluka koje donosi i nadzora njihova provođenja. Članovi Nadzornog odbora mogu sudjelovati u radu svakog Povjerenstva.

#### **Članak 28.**

Odluke Nadzornog odbora donose se većinom od ukupnog broja članova, osim ako Statutom nije drugačije određeno.

#### **Članak 29.**

Članovima Nadzornog odbora pripada naknada za rad u Nadzornom odboru i naknada troškova. Visinu naknade članovima Nadzornog odbora i sudjelovanje u dobiti utvrđuje Glavna skupština Društva.

#### **Članak 30.**

Rad Nadzornog odbora Društva detaljnije se uređuje Poslovníkom.

### **3. GLAVNA SKUPŠTINA**

#### **Članak 31.**

Glavna skupština je organ Društva u kojemu dioničari ostvaruju svoja prava u poslovima Društva, ako zakonom ili ovim Statutom nije drugačije određeno. Glavnu skupštinu Društva čine imatelji dionica s pravom glasa.

#### **Članak 32.**

Nadležnost Glavne skupštine:

- donosi Statut te odlučuje o izmjenama i dopunama Statuta Društva,
- izabire i opoziva članove Nadzornog odbora,
- odlučuje o upotrebi dobiti,
- odlučuje o povećanju i smanjenju temeljnog kapitala Društva,
- usvaja Godišnja financijska izvješća, kad joj to prepuste Uprava i Nadzorni odbor,
- odlučuje o davanju razrješnica Upravi i članovima Nadzornog odbora,
- imenuje revizore Društva,
- odlučuje o statusnim promjenama Društva,
- odlučuje o prestanku rada Društva,
- odlučuje o drugim pitanjima u skladu sa zakonom i ovim Statutom.

#### **Članak 33.**

Glavnu skupštinu u pravilu saziva Uprava.

Nadzorni odbor saziva Glavnu skupštinu kada ocijeni da je to potrebno radi dobrobiti Društva.

Uprava mora odmah sazvati Glavnu skupštinu ako se kod izrade financijskih izvješća ili inače utvrdi da u Društvu postoji gubitak u visini polovine temeljnog kapitala Društva i o tome izvijestiti Glavnu skupštinu.

Uprava mora sazvati Glavnu skupštinu ako to u pisanom obliku zatraže dioničari koji zajedno imaju udjele u visini od najmanje dvadesetoga dijela temeljnog kapitala Društva i navedu svrhu i razlog sazivanja te Glavne skupštine.

#### **Članak 34.**

Glavna skupština mora se sazvati najmanje 30 dana prije dana određenog za prijavu dioničara u skladu sa stavkom 3. ovog članka.

Sazivanje Glavne skupštine, dnevni red i poziv na Glavnu skupštinu objavljuje se na internetskoj stranici na kojoj se nalazi sudski registar.

Pravo sudjelovanja i glasovanja na Glavnoj skupštini ostvaruje samo onaj dioničar koji pisanim putem prijavi Upravi svoje sudjelovanje najkasnije šest dana prije održavanja Glavne skupštine.

Odluka o sazivanju Glavne skupštine obvezatno sadrži:

- tvrtku i sjedište Društva
- vrijeme i mjesto održavanja Glavne skupštine
- uputu o ostvarivanju prava na sudjelovanje i glasovanje prema stavku 3. ovog članka.

#### **Članak 35.**

Uprava mora na Glavnoj skupštini dati svakome dioničaru na njegov zahtjev obavještenje o poslovima Društva ako je to potrebno za prosudbu pitanja koja su na dnevnom redu. Obavještenje se daje u usmenom obliku.

#### **Članak 36.**

Glavnom skupštinom predsjedava predsjednik Nadzornog odbora ili osoba koju on odredi.

Na Glavnoj skupštini ne može se donijeti odluka ako na njoj nisu prisutni dioničari na čije dionice otpada polovica ukupnog temeljnog kapitala društva.

Glavna skupština donosi odluke većinom danih glasova i to javnim glasovanjem.

#### **Članak 37.**

Sazivanje i rad Glavne skupštine može se urediti Poslovníkom Glavne skupštine.

#### **Članak 38.**

Svaki dioničar snosi troškove koji mu nastaju zbog sudjelovanja na sjednicama Glavne skupštine, a troškove pripreme i održavanja Glavne skupštine snosi Društvo.

## **XII. POSLOVNA TAJNA**

#### **Članak 39.**

Poslovnínom tajnom smatra se svaki dokument ili podatak čije bi priopćavanje trećim

osobama moglo nanijeti štetu poslovnom interesu i ugledu Društva ili trgovačkih društava u kojima Društvo ima većinski udio ili većinsko pravo odlučivanja.

Poslovnom tajnom smatraju se naročito: portfelj osiguranja sa skadencarom, podaci o financijskom i materijalnom poslovanju Društva, poslovni plan Društva, podaci o poslovnoj politici, podloge za nove vrste osiguranja, podloge za komercijalne ponude, podaci o plaćama, svi dokumenti označeni sa "povjerljivo", kao i svaki drugi dokument ili podatak koji nadležni organ Društva proglasi poslovnom tajnom.

#### **Članak 40.**

Ne smatraju se povredama dužnosti čuvanja poslovne tajne priopćavanje sadržaja dokumenata ili podataka koji se smatraju poslovnom tajnom, ako se ti dokumenti odnosno podaci priopćavaju osobama, organizacijama i organima kojima se oni mogu ili moraju priopćiti na temelju propisa ili na osnovi ovlaštenja koja proizlaze iz funkcije koju obavljaju ili položaja na kojima se nalaze.

Povredom čuvanja poslovne tajne ne smatra se ni priopćavanje podataka koji se smatraju poslovnom tajnom na sjednicama Glavne skupštine i Nadzornog odbora Društva, ako je takvo priopćavanje neophodno radi obavljanja funkcije upravljanja. U tom je slučaju sudionike potrebno upozoriti da se radi o poslovnoj tajni.

### **XIII. OBVEZA ČUVANJA POVJERLJIVIH PODATAKA**

#### **Članak 41.**

Članovi organa Društva, dioničari i radnici Društva, odnosno druge osobe kojima su vezano za njihov rad u Društvu ili uz pružanje usluga za Društvo na bilo koji način dostupni povjerljivi podaci, odnosno informacije, činjenice i okolnosti za koje se saznalo u poslovanju s pojedinim društvom za osiguranje, osiguranikom ili drugim imateljem prava iz osiguranja, ne smiju te podatke priopćavati trećim osobama, iskoristiti ih protiv interesa Društva i njegovih klijenata ili omogućiti da ih koriste treće osobe.

Obveza čuvanja povjerljivih podataka prestaje u slučajevima određenim Zakonom o osiguranju.

### **XIV. UPRAVLJANJE TRGOVAČKIM DRUŠTVIMA U KOJIMA DRUŠTVO IMA VEĆINSKI UDIO ILI VEĆINSKO PRAVO U ODLUČIVANJU**

#### **Članak 42.**

Odluku o osnivanju trgovačkih društava u kojima će Društvo imati većinski udio ili većinsko pravo u odlučivanju donosi Uprava uz prethodnu suglasnost Nadzornog odbora.

Trgovačka društva u kojima Društvo ima većinski udio ili većinsko pravo u odlučivanju zajedno s Društvom čine koncern.

Pravno-ekonomski odnosi između Društva, kao vladajućeg i trgovačkih društava u

kojima Društvo ima većinski udio ili većinsko pravo u odlučivanju, kao ovisnih društava, mogu se urediti sklapanjem odgovarajućeg poduzetničkog ugovora.

Odluku o sklapanju ugovora iz prethodnog stavka donosi Uprava uz prethodnu suglasnost Nadzornog odbora.

## **XV. OBJAVA PODATAKA I PRIOPĆENJA DRUŠTVA**

### **Članak 43.**

Podaci i priopćenja Društva objavljuju se na internetskoj stranici na kojoj se nalazi sudski registar. Podaci i priopćenja Društva mogu se objaviti i u drugim javnim glasilima uključujući elektroničke informacijske medije.

## **XVI. ZAVRŠNE ODREDBE**

### **Članak 44.**

Izvornikom ovog Statuta smatra se onaj tekst Statuta koji je valjano usvojen na Glavnoj skupštini Društva i potpisan po predsjedavajućem Glavne skupštine.

Zagreb, 31. svibnja 2023. godine

**Predsjedavajući Glavne skupštine**



**Igor Pernar**

U skladu s odredbom članka 7. Odluke o izmjeni Statuta CROATIA osiguranja d.d. usvojenoj na 54. Glavnoj skupštini održanoj dana 31. svibnja 2023. godine, Nadzorni odbor CROATIA osiguranja d.d. je na svojoj 15. sjednici, održanoj 01. lipnja 2023. godine, utvrdio potpuni tekst Statuta CROATIA osiguranja d.d.

Ovaj potpuni tekst Statuta CROATIA osiguranja d.d. sadrži potpuni tekst Statuta kojeg je Nadzorni odbor utvrdio na svojoj 43. sjednici, održanoj dana 13. rujna 2021. godine, i izmjene Statuta koje je dana 31. svibnja 2023. godine usvojila 54. Glavna skupština CROATIA osiguranja d.d.

**Predsjednik Nadzornog odbora**



**Roberto Škopac**

