

Pursuant to the provision of Article 277 of the Companies Act and Article 33 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the Management Board, and the Supervisory Board of CROATIA osiguranje d.d. issued the Decision on Convocation of the 56th General Assembly, and hereby invites the shareholders to the

**56th General Assembly of CROATIA osiguranje d.d.
to be held on 11 June 2024, at 10:00 hours
at the Company's head office in Zagreb, Vatroslava Jagića 33**

I. The following agenda is determined for the 56th General Assembly:

- 1 Review of the Management report for 2023 and Statements on implementing corporate governance code
- 2 Review of the Supervisory Board's Report on Performed Supervision of Business Management of the Company for 2023
- 3 Review of the Annual Consolidated and Non-consolidated financial statements for 2023, jointly approved by the Management Board and the Supervisory Board of CROATIA osiguranje d.d., and related thereto the following:
 - a Issuing of Decision on the Utilization of Profit of CROATIA osiguranje d.d. realized in 2023
 - b Issuing of Decision on Granting Discharge to Members of the Management Board of CROATIA osiguranje d.d.
 - c Issuing of Decision on Granting Discharge to Members of the Supervisory Board of CROATIA osiguranje d.d.
- 4 Issuing of Decision on the Dividend payment from retained earnings
- 5 Issuing of Decision on approval of the Remuneration Report for 2023
- 6 Issuing of Decision on Appointment of Auditor of CROATIA osiguranje d.d. for 2024
- 7 Issuing of Decision on granting consent to legal transactions and increasing the share capital of the company Core 1 d.o.o. as per the Decision of the Management Board on the restructuring and reorganization of CROATIA osiguranje d.d.
- 8 Issuing of Decision on approval of the Management Board Remuneration Policy

II. PROPOSALS OF DECISIONS OF THE GENERAL ASSEMBLY

Ad 3 a Issuing of Decision on the Utilization of Profit of CROATIA osiguranje d.d. realized in 2023

Pursuant to the provision of Article 275, paragraph 1, item 2 of the Companies Act (Official Gazette No. 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, 130/23) and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 56th General Assembly of CROATIA osiguranje d.d., held on 11 June 2024, issued the following

DECISION
on the Utilization of the Profit of CROATIA osiguranje d.d. realized in 2023

Article 1

It is established that CROATIA osiguranje d.d. realized a profit (after taxation) in the amount of 46,879,800.48 euro for the year ending on 31 December 2023.

Article 2

Realized profit after taxation shall be allocated to:

1.	<i>Legal reserves</i>	<i>4,040.61 eura</i>
2.	<i>Dividend</i>	<i>33,824,493.37 eura</i>
3.	<i>Retained earnings</i>	<i>13,051,266.50 eura</i>

Article 3

On the basis of the rights belonging to the shareholders of the preference shares, CROATIA osiguranje d.d. has reserved the amount of 130,200.00 euro for the payment of the preference shares dividend in the Statement of comprehensive income for the year ended 31 December 2023.

Article 4

Total amount for dividend payment to Company's shareholders who are holders of ordinary shares marked CROS-R-A (CROS) and preference shares marked CROS-P-A (CROS2) is 33,954,693.37 euro or 79.02 euro per share. The right to dividend payout (claim) belongs to all shareholders of the shares marked as CROS-R-A and CROS-P-A inscribed on their accounts of dematerialized securities that are registered in computational system of The Central Depository and Clearing Company Inc. as of 10 July 2024 (record date). The date from which shares will be traded without the right to dividend payments is 9 July 2024 (ex date). The dividend will be paid on 8 August 2024 (payment date).

Article 5

This Decision enter into force on the day of its issuance.

Ad 3 b Issuing of Decision on Granting Discharge to Members of the Management Board of CROATIA osiguranje d.d.

Pursuant to the provision of Article 275, paragraph 1, item 4 and Article 276 of the Companies Act (Official Gazette No. 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, 130/23) and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 56th General Assembly of CROATIA osiguranje d.d., held on 11 June 2024, issued the following

DECISION

on Granting Discharge to Members of the Management Board of CROATIA osiguranje d.d.

It is determined that the Management Board of CROATIA osiguranje d.d. had the following members in 2023:

- 1 Davor Tomašković, Chairman of the Management Board*
- 2 Robert Vučković, Member of the Management Board*
- 3 Vančo Balen, Member of the Management Board*
- 4 Luka Babić, Member of the Management Board*

The 56th General Assembly approves the work of the Management Board in 2023 and grants discharge to the members of the Management Board of CROATIA osiguranje d.d.

Ad 3 c Issuing of Decision on Granting Discharge to Members of the Supervisory Board of CROATIA osiguranje d.d.

Pursuant to the provision of Article 275, paragraph 1, item 4 and Article 276 of the Companies Act (Official Gazette No. 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, 130/23) and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 56th General Assembly of CROATIA osiguranje d.d., held on 11 June 2024, issued the following

DECISION

on Granting Discharge to Members of the Supervisory Board of CROATIA osiguranje d.d.

It is determined that the Supervisory Board of CROATIA osiguranje d.d. had the following members in 2023:

- 1 Roberto Škopac, Chairman of the Supervisory Board,*
- 2 Željko Lovrinčević, Vice Chairman of the Supervisory Board,*
- 3 Vitomir Palinec, Member of the Supervisory Board,*
- 4 Hrvoje Patajac, Member of the Supervisory Board,*
- 5 Zoran Barac, Member of the Supervisory Board,*
- 6 Hrvoje Šimović, Member of the Supervisory Board,*
- 7 Pero Kovačić, Member of the Supervisory Board.*

The 56th General Assembly approves the work of the Supervisory Board in 2023 and grants discharge to the members of the Supervisory Board of CROATIA osiguranje d.d.

Ad 4 Issuing of Decision on the Dividend payment from retained earnings

Based on the proposal of the Management Board and the Supervisory Board of the Company, the 56th General Assembly of CROATIA osiguranje d.d. held on 11 June 2024, passed

DECISION
on dividend payment from retained earnings

Article 1

Company's shareholders who are holders of ordinary shares marked CROS-R-A (CROS) and preference shares marked CROS-P-A (CROS2) will be paid a dividend in the amount of 37.35 euros per share, from the retained earnings realized in the year 2022.

Article 2

The right to dividend payout (claim) belongs to all shareholders of the shares marked as CROS-R-A and CROS-P-A inscribed on their accounts of dematerialized securities that are registered in computational system of The Central Depository and Clearing Company Inc. as of 10 July 2024 (record date). The date from which shares will be traded without the right to dividend payments is 9 July 2024 (ex date). The dividend will be paid on 8 August 2024 (payment date).

Article 3

This Decision enter into force on the day of its issuance.

Ad 5 Issuing of Decision on approval of the Remuneration Report for 2023

Pursuant to the provision of Article 275, paragraph 1, item 3 and Article 276.a of the Companies Act (Official Gazette No. 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, 130/23), and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 56th General Assembly of CROATIA osiguranje d.d. held on 11 June 2024, issued the following

DECISION
on approval of the Remuneration Report for 2023

Article 1

Remuneration Report for 2023 is approved in the text that was published as the Attachment No. 1 to the Invitation to this General Assembly, together with Auditor Report, and which make an integral part of this Decision.

Article 2

This Decision enters into force on the day of its issuance.

Ad 6 Issuing of Decision on Appointment of Auditor of CROATIA osiguranje d.d. for 2024

Pursuant to the provision of Article 275, paragraph 1, item 5 of the Companies Act (Official Gazette No. 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, 130/23) and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 56th General Assembly of CROATIA osiguranje d.d., at the proposal of the Supervisory Board, held on 11 June 2024 issued the following

DECISION

on Appointment of Auditor of CROATIA osiguranje d.d. for 2024

Article 1

For the auditor of CROATIA osiguranje d.d. for the year 2024, Deloitte d.o.o., Radnička cesta 80, Zagreb, OIB: 11686457780, is appointed to audit the financial statements for the year 2024.

Article 2

This Decision enters into force on the day of its issuance.

Ad 7 Issuing of Decision on granting consent to legal transactions and increasing the share capital of the company Core 1 d.o.o. as per the Decision of the Management Board on the restructuring and reorganization of CROATIA osiguranje d.d.

Pursuant to the provision of Article 552, paragraph 1, of the Companies Act (Official Gazette No. 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, 130/23) and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 56th General Assembly of CROATIA osiguranje d.d., held on 11 June 2024 issued the following

DECISION

on granting consent to legal transactions and increasing the share capital of the company Core 1 d.o.o. as per the Decision of the Management Board on the restructuring and reorganization of CROATIA osiguranje d.d.

Article 1

It is established that the company CROATIA osiguranje d.d., headquartered in Zagreb (City of Zagreb), Vatroslava Jagića 33, registered with the Commercial Court in Zagreb under MBS 080051022, OIB: 26187994862 (hereinafter referred to as: CROATIA osiguranje), holds the sole business share in the company Core 1 d.o.o., Zagreb (City of Zagreb), Miramarska cesta 22, registered with the Commercial Court in Zagreb under MBS 081039069, OIB: 79593457639 (hereinafter referred to as: Core 1), in the nominal amount of 20,000.00 Croatian kunas (in words: twenty thousand kunas).

Article 2

The General Assembly consents to the conclusion of real estate purchase agreements between the company CROATIA osiguranje, as the seller, and the company Core 1, as the buyer, concerning the real estate properties from the investment portfolio of CROATIA osiguranje contained in Table 1, which includes the following elements: serial number, city, address, type of space, name of court/land registry department, land registry entry number,

cadastral municipality, cadastral plot, ownership share, purchase price. Table 1 is attached to this Decision and is an integral part thereof.

The drafts of real estate purchase and sale contracts are marked with ordinal numbers from 1 to 106 and are published on the website of CROATIA osiguranje.

The Management Board of CROATIA osiguranje is authorized to sign all documentation related to the subject of real estate purchase, including any amendments and supplements to the agreements for their registration in land registers and cadastres, without the right to change essential elements of the contracts, as well as to issue tabular statements regarding changes in ownership.

Article 3

The General Assembly consents to the conclusion of a Loan Agreement between the company CROATIA osiguranje, as the lender, and the company Core 1, as the borrower, in the amount of 4,067,550.00 EUR (in words: four million sixty-seven thousand five hundred fifty euros).

The draft of Loan Agreement has been published on the website of CROATIA osiguranje company.

Article 4

The General Assembly consents to the increase of the share capital of the company Core 1 by the amount of 41,997,350.00 EUR (in words: forty-one million nine hundred ninety-seven thousand three hundred fifty euros), through the increased contribution of the sole member for the existing business share in money.

Article 5

This Decision enters into force on the day of its issuance.

Ad 8 Issuing of Decision on approval of the Management Board Remuneration Policy

Pursuant to the provision of Article 275, paragraph 1, item 3 of the Companies Act (Official Gazette No. 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, 18/23, 130/23), and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 56th General Assembly of CROATIA osiguranje d.d., at the proposal of the Supervisory Board, held on 11 June 2024, issued the following

DECISION

on approval of the Management Board Remuneration Policy

Article 1

The Management Board Remuneration Policy is approved in the text that was published as the Attachment No 2 to the Invitation to this General Assembly, and which makes an integral part of this Decision.

Article 2

This Decision enters into force on the day of its issuance.

III. NOTICE TO SHAREHOLDERS AND INSTRUCTIONS FOR PARTICIPATION AND EXERCISING VOTING RIGHTS

APPLICATION

Shareholders who wish to participate in the General Assembly are obliged to apply for participation in writing. The application is to be submitted directly at the Company's head office or sent by registered mail to the following address: CROATIA osiguranje d.d., Legal Department, Vatroslava Jagića 33, 10000 Zagreb (with the wording: Application for General Assembly), six days prior to the General Assembly being held.

The said deadline of 6 days does not include the day when the application is received by the Company, or the day of the General Assembly session, i.e. the right to participate and vote in the General Assembly shall be granted to those shareholders whose application is received at the above stated address on 4 June 2024 at the latest, and who are registered as shareholders of CROATIA osiguranje d.d. with the Central Depository and Clearing Company (CDCC) on that same day.

If the shareholder is a legal person, the application form shall be certified by its usual stamp and signed by an authorized person, with the excerpt from the court register enclosed. If the shareholder is a natural person, the application form shall be signed by him/her personally. The application form is available to all shareholders at the Company's website www.crosig.hr.

POWER OF ATTORNEY

A shareholder fills out the power of attorney by writing down the correct name/company name of a legal person, its seat, personal identification number (PIN) and the account number with CDCC, or the correct name and family name of a natural person, their address, personal identification number (PIN) and the account number with CDCC. When the shareholder appoints a proxy, the power of attorney form should contain the following data written in capital letters on the line provided for that purpose: name and family name of the proxy, personal identification number (PIN) as well as his/her residence/address. If the shareholder is a legal person, the power of attorney shall be certified by its usual stamp and signed by an authorized person, with the excerpt from the court register enclosed.

If the shareholder is a natural person, the power of attorney shall be signed either in the presence of an authorized employee of the Legal Department at the Head Office of CROATIA osiguranje d.d. prior to the General Assembly meeting, or the signature has to be certified by a Notary Public.

Please send the filled out power of attorney for shareholder's representation at the General Assembly enclosed with the application for participation in the General Assembly. The power of attorney form, with detailed explanations on how it should be filled out, is available to all shareholders at the Company's website www.crosig.hr.

Proof of appointment of a proxy (a scan of the signed power of attorney) may also be sent by e-mail to: gs@crosig.hr, whereas the original is to be submitted to the authorized employees of the Company on the day of the General Assembly meeting.

MATERIALS FOR GENERAL ASSEMBLY

This invitation, together with the application form, power of attorney form and all the materials for the 56th General Assembly shall be available to the shareholders at the Company's website www.crosig.hr from the day of publication of this invitation on the website of the Court Register. All the materials for the 56th General Assembly of CROATIA osiguranje d.d. shall also be available at the Company's registered head office, in the Legal Department.

PROPOSING NEW AGENDA ITEMS

Shareholders who jointly hold a twentieth of the share capital of the Company have the right to request that an additional item be included in the agenda of the General Assembly, whereupon the new agenda item should be accompanied by an explanation and respective decision proposal.

Such request has to be received by the Company at least 30 days prior to the General Assembly meeting. This deadline does not include the day the request is received by the Company.

SHAREHOLDERS' COUNTERPROPOSALS

Shareholders' counterproposals to the proposals of the Management Board and the Supervisory Board of the Company, relating to a particular agenda item, submitted with names and surnames of the shareholders and an accompanying explanation, as well as the shareholders' proposals regarding the appointment of Supervisory Board members or appointment of the Company's auditor, submitted without an explanation, have to be received at the Company at least 14 days prior to the day of General Assembly meeting. The date on which such counterproposals are received by the Company shall not be included in this 14-day deadline. If a shareholder does not exercise this right, he/she shall still be entitled to make counterproposals at the General Assembly meeting.

RIGHT TO INFORMATION

At the General Assembly meeting, the Management Board is obliged to provide information about the Company's operations to any shareholder at his/her request, in case this information is necessary to judge the issues included in the agenda. However, such information may be withheld due to the reasons defined in the Companies Act.

GENERAL INFORMATION FOR SHAREHOLDERS

CROATIA osiguranje d.d. informs the shareholders that, at the moment of issuing the Decision on Convocation of the 56th General Assembly, the share capital of CROATIA osiguranje d.d. is divided in 429,697 shares in nominal value of EUR 186.00, of which 307,598 are ordinary registered shares of the 1st issue, marked CROS-R-A; 113,349 are

ordinary registered shares of the 2nd issue, marked CROS-R-A; and 8,750 are preference registered shares of the 1st issue, marked CROS-P-A, with each share entitling to one vote.

Pursuant to Article 277, paragraph 4, item 4 of the Companies Act, CROATIA osiguranje d.d. informs the shareholders that all information pursuant to Article 280a of the Companies Act is available at the Company's website www.crosig.hr.

The participants are invited to arrive at the General Assembly meeting 30 minutes prior to its scheduled beginning, so that the list of participants can be made in a timely manner.

Pursuant to the Articles of Association of CROATIA osiguranje d.d., the General Assembly cannot adopt valid decisions unless attended by shareholders whose shares represent a half of the total share capital of the Company.

In case the quorum is not met, pursuant to the provision of Article 36, paragraph 2 of the Articles of Association of CROATIA osiguranje d.d., the next General Assembly meeting shall be held on 11 June 2024, at 15:00 hours, with the same agenda and at the same venue, and this General Assembly shall be able to adopt valid decisions notwithstanding the amount of the share capital represented. Granted powers of attorney will be valid for this General Assembly as well.

In Zagreb, 10 April 2024

CROATIA osiguranje d.d.

Member of the Management Board

Luka Babić



Chairman of the Management Board

Davor Tomašković

