

NOTICE TO SHAREHOLDERS OF CROATIA osiguranje d.d.

- I. AGENDA OF THE 57TH GENERAL ASSEMBLY OF CROATIA osiguranje d.d.**
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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 57th General Assembly and hereby invites the shareholders to the

**57th General Assembly of CROATIA osiguranje d.d.
to be held on 5 June 2025, at 10:00 hours
at the Company's head office in Zagreb, Vatroslava Jagića 33**

I. AGENDA OF THE 57TH GENERAL ASSEMBLY OF CROATIA osiguranje d.d.

The following agenda is determined for the 57th General Assembly:

- 1 Review of the Management report for 2024 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 2024**
- 3 Review of the Annual Consolidated and Non-consolidated financial statements for 2024, 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 2024**
 - 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 approval of the Remuneration Report for 2024**
- 5 Issuing of Decision on Appointment of Auditor of CROATIA osiguranje d.d. for the audit of financial reports and verification of the sustainability report for the business year 2025 and 2026**

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 2024

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, 136/24) and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 57th General Assembly of CROATIA osiguranje d.d., held on 5 June 2025, issued the following

DECISION

on the Utilization of the Profit of CROATIA osiguranje d.d. realized in 2024

Article 1

It is established that CROATIA osiguranje d.d. realized a profit (after taxation) in the amount of 65.572.773,04 euro for the year ending on 31 December 2024.

Article 2

Realized profit after taxation shall be allocated to:

- | | | |
|----|--------------------------|---------------------------|
| 2. | <i>Dividend</i> | <i>45.641.124,44 eura</i> |
| 3. | <i>Retained earnings</i> | <i>19.931.648,60 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 2024.

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 45.771.324,44 euro or 106,52 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 2 July 2025 (record date). The date from which shares will be traded without the right to dividend payments is 1 July 2025 (ex date). The dividend will be paid on 31 July 2025 (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, 136/24) and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 57th General Assembly of CROATIA osiguranje d.d., held on 5 June 2025, 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 2024:

- 1 Davor Tomašković, Chairman of the Management Board in the period between 1 January 2024 and 31 December 2024*
- 2 Robert Vučković, Member of the Management Board in the period between 1 January 2024 and 31 December 2024*
- 3 Luka Babić, Member of the Management Board in the period between 1 January 2024 and 31 December 2024*
- 4 Vančo Balen, Member of the Management Board in the period between 1 January 2024 and 30 April 2024*
- 5 Vesna Sanjković, Member of the Management Board in the period between 11 October 2024 and 31 December 2024*

The 57th General Assembly approves the work of the Management Board in 2024 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, 136/24) and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 57th General Assembly of CROATIA osiguranje d.d., held on 5 June 2025, 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 2024:

- 1 Roberto Škopac, Chairman of the Supervisory Board in the period between 1 January 2024 and 31 December 2024,*
- 2 Željko Lovrinčević, Vice Chairman of the Supervisory Board in the period between 1 January 2024 and 31 December 2024,*
- 3 Vitomir Palinec, Member of the Supervisory Board in the period between 1 January 2024 and 31 December 2024,*
- 4 Hrvoje Patajac, Member of the Supervisory Board in the period between 1 January 2024 and 31 December 2024,*
- 5 Zoran Barac, Member of the Supervisory Board in the period between 1 January 2024 and 31 December 2024,*
- 6 Hrvoje Šimović, Member of the Supervisory Board in the period between 1 January 2024 and 31 December 2024,*
- 7 Pero Kovačić, Member of the Supervisory Board in the period between 1 January 2024 and 31 December 2024.*

The 57th General Assembly approves the work of the Supervisory Board in 2024 and grants discharge to the members of the Supervisory Board of CROATIA osiguranje d.d.

Ad 4 Issuing of Decision on approval of the Remuneration Report for 2024

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, 136/24), and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 57th General Assembly of CROATIA osiguranje d.d. held on 5 June 2025, issued the following

DECISION

on approval of the Remuneration Report for 2024

Article 1

Remuneration Report for 2024 is approved in the text that was published as the Attachment 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 5 Issuing of Decision on Appointment of Auditor of CROATIA osiguranje d.d. for the audit of financial reports and verification of the sustainability report for the business year 2025 and 2026

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, 40/2019, 34/22, 114/22, 18/23, 130/23, 136/24) and Article 32 of the Articles of Association of CROATIA osiguranje d.d., at the proposal of the Supervisory Board, the 57th General Assembly of CROATIA osiguranje d.d., held on June 5, 2025, issued the following

DECISION

on the appointment of the auditor of CROATIA osiguranje d.d. for the audit of the financial reports and verification of the sustainability report of CROATIA osiguranje d.d. for the business year 2025 and 2026.

Article 1

Deloitte d.o.o., Radnička cesta 80, Zagreb, OIB: 11686457780, is appointed as the auditor of CROATIA osiguranje d.d. for the years 2025 and 2026, for the audit of the financial reports and verification of the sustainability report of CROATIA osiguranje d.d. for business year 2025 and 2026.

Article 2

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

III. EXPLANATION OF GENERAL ASSEMBLY DECISIONS

Hereinafter, the Management Board and the Supervisory Board provide explanations and recommend voting in favour of decision proposals.

Explanation for the shareholders pursuant to Article 280.a, paragraph 1, item 2 of the Companies Act

Pursuant to the obligation from Article 280a, paragraph 1, item 2 of the Companies Act, CROATIA osiguranje d.d. informs its shareholders that based on article 300 d by the Companies Act, Management Board and Supervisory Board of the CROATIA osiguranje d.d. determined the Consolidated and Non-consolidated Financial Statements for 2024, that Supervisory Board examined Management Report for 2024 under which by the Company Act represent Annually status report of the Company and of the Group, as well as the Statement on the application/implementation of the Code of Corporate Governance. The General Assembly need not issue a decision thereon, but the said reports and statements are simply to be submitted by the Company to the General Assembly.

Pursuant to the obligation from Article 280a, paragraph 1, item 2 of the Companies Act, CROATIA osiguranje d.d. informs its shareholders that, pursuant to Article 263, paragraph 3 and Article 300c of the Companies Act, as well as Article 26, paragraph 1, item 4 of the Articles of Association of CROATIA osiguranje d.d., the Supervisory Board is to submit its Report on Performed Supervision of Business Management of the Company for 2024 to the General Assembly, and that the General Assembly need not issue a decision thereon.

Explanation of the Decision on the Utilization of Profit of CROATIA osiguranje d.d. realized in 2024

According to the provisions of Article 275, paragraph 1, point 2 of the Companies Act, the Decision on the utilization of the Company's profit shall be adopted by the General Assembly of the Company, following the presentation of the proposal for such decision by the Management Board to the Supervisory Board, which shall review and approve the proposal, in accordance with Articles 300.b and 300.c of the Companies Act.

The Management Board and the Supervisory Board of the Company propose to the General Assembly the adoption of a Decision on the utilization of the profit realized in 2024 for the following purposes:

- 1) Dividend - According to Article 11 of the Statute of CROATIA osiguranje d.d., the Company is obligated to pay a dividend for 8,750 preferred shares at a rate of 8% of the nominal value of the shares, amounting to EUR 130,200.00 for the year 2024. Additionally, since Croatia osiguranje d.d. has been operating successfully in recent years, with increasing profits and high levels of capital adequacy, both at the Company level and at the Group level, and it is expected that capital adequacy will be maintained above 200% during 2025, it is proposed to allocate a portion of the net profit realized in 2024 for the payment of dividends in the amount of EUR 45.641.124,44. The total proposed amount for the payment of dividends to the Company's shareholders who hold regular shares with the CROS-R-A designation (CROS) and preferred shares with the CROS-P-A designation (CROS2) amounts to EUR 45.771.324,44 or EUR 79.02 per share.

- 2) Retained earnings - the remaining amount of EUR 19.931.648,60 will be distributed to retained earnings.

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

Pursuant to provisions of Article 275, paragraph 1, item 4 and Article 276 of the Companies Act and Article 32 of the Articles of Association of CROATIA osiguranje d.d., as well as the Reports from the Supervisory Board about performed supervision on managing Company's Business for 2024 and evaluation of work activities performed by the Management Board, it is proposed that a decision be issued by means of which the 57th General Assembly approves the work of members of the Management Board in 2024 and grants discharge to members of the Management Board of CROATIA osiguranje d.d.

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

Pursuant to provisions of Article 275, paragraph 1, item 4 and Article 276 of the Companies Act and Article 32 of the Articles of Association of CROATIA osiguranje d.d., it is proposed that a decision be issued by means of which the 57th General Assembly approves the work of members of the Supervisory Board in 2024 and grants discharge to members of the Supervisory Board of CROATIA osiguranje d.d.

Explanation of the Decision on approval of the Remuneration Report for 2024

Provision of Article 272r of the Companies Act prescribes the obligation of the management and supervisory board of the company, whose shares are included in the regulated market for trading, to compose ones a year a clear and understandable report on all remunerations the company paid or obliged to pay to each current and former member of the management and supervisory board during the last business year. The said report, in accordance with legal provisions, is to be examined by the auditor, who also examines the annual financial reports of the company, and the said auditor report is to be enclosed to the remuneration report.

The Appointment and Remuneration Committee reviewed the Remuneration report for 2024 and proposed to the Supervisory Board of CROATIA osiguranje d.d. to adopt the said report and submit it to the General Assembly of CROATIA osiguranje d.d. for approval.

The said report is composed in accordance with the provision of the Article 272r of the Companies Act and audited by the independent auditor and therefore the Management Board and the Supervisory Board of CROATIA osiguranje d.d. adopted the said report and propose to the General Assembly of CROATIA osiguranje d.d. to issue the decision on approval of the said report.

Explanation of the Decision on Appointment of Auditor of CROATIA osiguranje d.d. for the audit of financial reports and verification of the sustainability report for the business year 2025 and 2026

Audit Committee of the CROATIA osiguranje d.d. on its 20th session held on 3 April 2025 voted unanimously and gave recommendation to the Supervisory Board in terms of determining proposal to the General Assembly for appointment of Auditor of CROATIA osiguranje d.d. recommending the company Deloitte d.o.o., PIN 11686457780, Zagreb, Radnička cesta 80, for the audit of the financial reports and the verification of sustainability for the years 2025 and 2026.

It is established that for the submitting recommendation to the Supervisory Board for appointing official auditor for 2025 and 2026, there was no influence from third parties and that to the Auditors Committee no clause has been imposed or arranged with third parties that could prevent or limits selection of the General Assembly of Shareholders of the Company CROATIA osiguranje d.d. on specific categories or list of authorized auditors or auditors companies in relation of appointing certain authorized auditor or auditor company for carrying out statutory audit.

Pursuant to the provisions of Article 280 of the Companies Act and the provisions of the Article 41 of the Audit Act, and given recommendation by the Audit Committee, the Supervisory Board established a proposal for a Decision to appoint Deloitte d.o.o., OIB: 11686457780, Zagreb, Radnička cesta 80, as the auditor for CROATIA osiguranje d.d. for the years 2025 and 2026, for the audit of the financial statements and the verification of the sustainability report for the years 2025 and 2026.

IV. 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 May 29th 2025 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 57th 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 57th 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 24 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 57th 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 5 June 2025, 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, 07 April 2025

Member of the Management Board
Luka Babić

CROATIA osiguranje d.d.

Chairman of the Management Board
Davor Tomašković