

**NOTICE TO SHAREHOLDERS OF CROATIA osiguranje d.d.**

- I. AGENDA OF THE 58<sup>TH</sup> GENERAL ASSEMBLY OF CROATIA osiguranje d.d.**
  - II. PROPOSAL OF THE GENERAL ASSEMBLY DECISION**
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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 58<sup>th</sup> General Assembly and hereby invites the shareholders to the

**58<sup>th</sup> General Assembly of CROATIA osiguranje d.d.  
to be held on 28 August 2025, at 10:00 hours  
at the Company's head office in Zagreb, Vatroslava Jagića 33**

**I. AGENDA OF THE 58<sup>TH</sup> GENERAL ASSEMBLY OF CROATIA osiguranje d.d.**

**The following agenda is determined for the 58<sup>th</sup> General Assembly:**

- 1. Adoption of the Decision on the election of the member of the Supervisory Board CROATIA osiguranje d.d.**

**II. PROPOSAL OF DECISION OF THE GENERAL ASSEMBLY**

- Ad. 1. Adoption of the Decision on the election of the member of the Supervisory Board CROATIA osiguranje d.d.**

*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, at the proposal of the Supervisory Board, the 58th General Assembly of CROATIA osiguranje d.d., held on 28 August 2025, adopts the following*

## **DECISION**

### ***on the election of the member of the Supervisory Board CROATIA osiguranje d.d.***

#### **Article 1**

*Erika Zgrablić from Poreč, Beramska 10B, OIB 41905670297, a corporate lawyer, who is not independent within the meaning of Article 255, paragraph 6 of the Companies Act is elected as a member of the Supervisory Board of CROATIA osiguranje d.d., subject to obtaining an approval to perform the function of a member of the Supervisory Board issued by the Croatian Financial Services Supervisory Agency.*

*Erika Zgrablić is elected a member of the Supervisory Board of CROATIA osiguranje d.d. for a term of four (4) years, starting from the 12 October 2025.*

#### **Article 2**

*The appointment of the Supervisory Board member pursuant to the preceding article of this Decision shall contribute to the establishment of a balanced representation of women and men within the Supervisory Board of CROATIA osiguranje d.d.*

#### **Article 3**

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

### **III. EXPLANATION OF GENERAL ASSEMBLY DECISION**

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

**Explanation of the Decision on Appointment of Member of the Supervisory Board of CROATIA osiguranje d.d.**

At its 39th meeting held on 3 July 2025, the Supervisory Board adopted a Decision on drafting the proposal of the Decision on Appointment of Member of the Supervisory Board of CROATIA osiguranje d.d., based on which the appointment of Ms. Erika Zgrablić as member of the Supervisory Board of CROATIA osiguranje d.d. for a period of four (4) years, starting from 12 October 2025, provided that authorization for acting as member of the Supervisory Board is obtained from the Croatian Financial Services Supervisory Agency.

Appointed candidate Ms. Erika Zgrablić meets the formal requirements for acting as member of the Supervisory Board of CROATIA osiguranje d.d., in accordance with the provisions of the Company Act, Insurance Act, the Ordinance on requirements for acting as member of the

insurance or reinsurance company's management or supervisory board, authorized signatory of the insurance or reinsurance company and authorized agent of a branch of the insurance or reinsurance company (hereinafter: Ordinance) and the Policy on appointment and assessment of fulfilment of requirements for acting as member of the Supervisory Board of 7 March 2025.

The appointment of Ms. Erika Zgrablić as a member of the Supervisory Board contributes to the establishment of a gender-balanced composition of the Company's Supervisory Board.

CROATIA osiguranje d.d. will, in accordance with the provisions of the Ordinance of the Croatian Financial Services Supervisory Agency, request authorization for Ms. Erika Zgrablić to act as member of the Supervisory Board.

#### **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 August 21<sup>st</sup> 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](http://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

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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](http://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](mailto: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 58<sup>th</sup> General Assembly shall be available to the shareholders at the Company's website [www.crosig.hr](http://www.crosig.hr) from the day of publication of this invitation on the website of the Court Register. All the materials for the 58<sup>th</sup> 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

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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 58<sup>th</sup> 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](http://www.crosig.hr).

The participants are invited to arrive at the General Assembly meeting on 28 August 2025, 30 minutes prior to its scheduled beginning, to ensure timely registration of participants and preparation of a list of participants in the General Assembly. 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 28 August 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 July 2025

Member of the Management Board  
Luka Babić



CROATIA osiguranje d.d.

Chairman of the Management Board  
Davor Tomašković

