

NOTICE TO SHAREHOLDERS OF CROATIA osiguranje d.d.

- I. AGENDA OF THE 55TH GENERAL ASSEMBLY OF CROATIA osiguranje d.d.**
- II. PROPOSAL OF THE GENERAL ASSEMBLY DECISION**
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- IV. NOTICE TO SHAREHOLDERS AND INSTRUCTIONS FOR PARTICIPATION AND EXERCISING VOTING RIGHTS**

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 of CROATIA osiguranje d.d. issued the Decision on Convocation of the 55th General Assembly and hereby invites the shareholders to the

**55th General Assembly of CROATIA osiguranje d.d.
to be held on 5 March 2024, at 11:00 hours
at the Company's head office in Zagreb, Vatroslava Jagića 33**

I. AGENDA OF THE 55TH GENERAL ASSEMBLY OF CROATIA osiguranje d.d.

The following agenda is determined for the 55th General Assembly:

- 1 Adoption of the Decision on the dividend payment from retained earnings**

II. PROPOSAL OF DECISION OF THE GENERAL ASSEMBLY

Ad 1 Adoption of the Decision on the dividend payment from retained earnings

„Based on the proposal of the Management Board and the Supervisory Board of the Company, the 55th General Assembly of CROATIA osiguranje d.d. held on 5 March 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 151.27 euros per share, from the retained earnings realized in the period from 2015 to ending in 2018.

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 11 March 2024 (record date). The date from which shares will be traded without the right to dividend payments is 8 March 2024 (ex date). The dividend will be paid on 18 March 2024 (payment date).

Article 3.

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

III. EXPLANATION OF GENERAL ASSEMBLY DECISION

Explanation of the Decision on the dividend payment from retained earnings

Croatia osiguranje d.d. in the past years has been operating successfully, with a growing level of profit and high capital adequacy rates. The Company was continuously highly capitalized, despite disruptions in the financial markets, in a period of high inflation and natural disasters. The entry of the Republic of Croatia into the Eurozone additionally contributed positively to the above mentioned indicator.

Capital adequacy as of 30 September 2023 for the parent company was 337%, i.e. 293% at the consolidated level, and although a slight reduction of these ratios is expected at the end of 2023 due to the effects of deferred taxes, capital adequacy is expected to be maintained at very high levels (at the parent company level above 300% and on a consolidated level above 270%).

Considering all of the above, we believe that the Company is able to pay dividends to its shareholders without disrupting the stability of operations and maintaining a high level of capital adequacy. Therefore, we propose the payment of a dividend in the total amount of 65,000,265.19 euros, or 151.27 euros per share.

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 27 February 2024 at the latest, and who are registered as shareholders of CROATIA osiguranje d.d. with the Central Depository and Clearing Company (GDCC) 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 GDCC, or the correct name and family name of a natural person, their address, personal identification number (PIN) and the account number with GDCC. 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 55th 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 55th 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 55th 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.

CROATIA insurance Plc.
Vatroslava Jagića 33, 10 000 Zagreb
www.crosig.hr

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 March 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, 19 January 2024

Member of the Management Board
Luka Babić



CROATIA osiguranje d.d.

Chairman of the Management Board
Davor Tomašković