

JADRAN - GALENSKI LABORATORIJ d.d.
R I J E K A
Svilno 20

Rijeka, 21 February 2023

1.

the Executive Director, with the consent of the Management Board, adopted a Decision on the revocation of the decision on convening the extraordinary general meeting of JGL d.d., which was supposed to be held on March 20, 2023, as well as the extraordinary general meeting, which was supposed to be held on April 6, 2023, in the event that the quorum was not met at the first extraordinary meeting. Following that decision on revocation, the Executive Director, with the consent of the Board of Directors, shall announce

INVITATION FOR THE EXTRAORDINARY ASSEMBLY OF THE JOINT STOCK COMPANY JADRAN – GALENSKI LABORATORIJ d.d.

with the agenda and proposals for decisions published in the Official Gazette on February 8, 2023. The Extraordinary Assembly, which was supposed to be held on March 20, 2023, as well as the Extraordinary Assembly, which was supposed to be held on April 6, 2023, in the event that the quorum is not met at the first extraordinary assembly, will not be held.

2.

Pursuant to Article 277(2) of the Companies Act (*Narodne Novine* (NN; Official Gazette of the Republic of Croatia) No 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 111/12, 144/12, 68/13, 110/15, 40/19, 34/22 and 114/22), and Article 40 of the Articles of Association of the joint stock company JADRAN - GALENSKI LABORATORIJ d.d. from Rijeka, Svilno 20 (hereinafter: the Company), the EXECUTIVE DIRECTOR with the approval of the BOARD OF DIRECTORS issued a decision to convene the Extraordinary General Meeting and publish the following

MEETING NOTICE

**THE EXTRAORDINARY GENERAL MEETING
OF THE JOINT STOCK COMPANY
JADRAN - GALENSKI LABORATORIJ d.d. IS HEREBY CONVENED**

**for 31 March 2023 at 12 a.m.
at the premises of JGL d.d. in Rijeka, Svilno 20**

The Extraordinary General Meeting is proposed with the following

AGENDA:

1. Harmonization of share capital and shares by increasing share capital in accordance with the provisions of Article 21 of the Law on Amendments to the Law on Commercial Companies (Official Gazette No. 114/2022)
2. Adoption of the Statutory Decision on Amendments to the Statute of JADRAN – GALENSKI LABORATORIJ d.d.

DRAFT DECISIONS:

AD 1)

The proposal of the Board of Directors of the Company on the adjustment of share capital and shares by increasing share capital in accordance with the provisions of Article 21 of the Act amending the Companies Act (Official Gazette No. 114/2022) is accepted.

I

The share capital of the company JGL d.d. entered in the court register amounts to HRK 123,375,500 and is divided into 1,233,755 registered ordinary shares, each with a nominal value of HRK 100.00, which by applying the fixed HRK to euro conversion rate, in accordance with Article 65 paragraph 2 of the Law on the Introduction of the Euro as the official currency of the Republic of Croatia (Official Gazette No. 57/22 and 88/22) with rounding to the nearest cent is EUR 16,374,742.85.

Nominal amount of ordinary shares in the name of JGL d.d. is HRK 100.00, which by applying the fixed conversion rate of kuna to euro, in accordance with Article 65 paragraph 2 of the Law on the introduction of the euro as the official currency of the Republic of Croatia, with rounding to the nearest cent, amounts to EUR 13.27.

II

With the purpose of aligning the share capital with the provision of Article 21 of the Law on Amendments to the Companies Act (Official Gazette No. 114/22), the share capital of JGL d.d. is reduced from the amount of EUR 16,374,742.85 by eur 335,927.85 to the amount of EUR 16,038,815.00.

With the purpose of aligning the share capital with the provision of Article 21 of the Act on Amendments to the Companies Act, the share capital of JGL d.d. is reduced by reducing the nominal amount of ordinary shares from the amount of EUR 13.27 by the amount of EUR 0.27 to the amount of EUR 13.00 and in order to round off the nominal amount of shares to a whole number.

III

The amount of EUR 335,927.85 for which the share capital of JGL d.d. is reduced is entered into the reserves of the capital of JGL d.d.

IV

The share capital of JGL d.d., which was reduced by the entry in the reserves of capital by the amount of EUR 335,927.85, and after conversion and adjustment, the share capital amounts to EUR 16,038,815.00, is divided into 1,233,755 ordinary shares in the name, with a nominal value of EUR 13.00.

V

The share capital of JGL d.d. shall be deemed to have been reduced on the date of registration of the decision on the reduction of share capital in the court register.

VI

Statute of the company JGL d.d. will be harmonized with this Decision on the adjustment of share capital and shares by decreasing the share capital in accordance with the provisions of Article 21 of the Act amending the Companies Act.

VII

This decision enters into force on the day of its adoption.

AD 2)

On the proposal of the Board of Directors, it is adopted

**STATUTORY DECISION
ABOUT AMENDMENTS AND SUPPLEMENTS
STATUTE
JADRAN - GALEN'S LABORATORY d.d.**

Article 1.

Paragraph 1 of Article 10 is amended to read:

"(1) The share capital of the company amounts to 16,038,815.00 (sixteen million thirty-eight thousand eight hundred and fifteen) EUR."

Article 2.

Paragraph 1 of Article 11 is amended to read:

"(1) The share capital of the Company is divided into 1,233,755 (one million one hundred and thirty-three thousand seven hundred and fifty-five) registered ordinary shares, each with a nominal value of 13.00 (thirteen) EUR, which are maintained in a dematerialized form by the Central Clearing Depository the company has the mark JDGL-R.A."

Article 3.

Paragraphs 1 and 2 of Article 12 are amended to read:

"1) The Board of Directors of the Company may, within 5 (five) years from the date of entry of the Statute in the court register, by issuing new shares in the name of a private issue, with the payment of contributions in money, increase the share capital of the Company by up to a total of 3,912,270.22 EUR (three million ninety-two thousand two hundred and seventy EUR and twenty-two cents).

(2) The Board of Directors of the Company is authorized to determine the content of the rights from the shares and the conditions for their issuance, by determining that new ordinary shares will be issued in the name, each in a nominal period of EUR 13.27 (thirteen EUR and twenty-seven cents), the amount that will have to be paid for them, and which will not be able to be less than the book value for one share with the shares having to bear the same rights and rank as all existing ordinary shares of the Company with all limitations regarding the burden, as laid down in the Articles of Association.'

Article 4.

Paragraphs 1 and 2 of Article 12a are amended to read:

"(1) The Board of Directors of the Company may, within 5 (five) years from the date of entry of changes to the Statute in the court register adopted by the Assembly of the Company on February 28, 2020, by issuing new shares in the name of a private issue, with the payment of shares in money, to increase the share capital of the Company by up to a total of EUR 6,636,140.42 (in words: six million thirty-six thousand one hundred and forty-two EUR and forty-two cents) (approved share capital).

(2) The Board of Directors of the Company is authorized to determine the content of the rights from the shares and the conditions for their issuance, and in such a way as to determine that new ordinary registered shares will be issued, each with a nominal value of EUR 13.00, which amount is in line with the decision of the Company Assembly dated March 31, 2023. on the adjustment of share capital and shares by increasing share capital in accordance with the provisions of Article 21 of the Act on Amendments to the Companies Act (Official Gazette No. 114/2022), the amount that will have to be paid for them, which cannot be less than the book value for one share according to the last

published consolidated financial report of JGL d.d., with the proviso that the shares must carry the same rights and rank as all existing ordinary shares of the Company with all limitations regarding the burden, as determined by the Statute."

Article 4.

Other provisions of the Company Statute remain unchanged.

Article 5.

The Board of Directors of the Company is authorized to prepare a simplified text of the Statute.

Article 6.

This Decision enters into force from the day of its entry into the court register of the Commercial Court in Rijeka.

NOTE:

All shareholders holding registered shares are entitled to participate in the Extraordinary General Meeting of the Company if they are registered in the securities register with the Central Depository and Clearing Company 7 (seven) days before the extraordinary general meeting and if they notify the Company in writing of their intention to participate in the extraordinary general meeting no later than 7 (seven) days before the general meeting is held.

The material for the Extraordinary General Meeting, which serves as a basis for the adoption of decisions, shall be available to shareholders for inspection at the Company's headquarters immediately after the publication of this notice in Official Gazette of the Republic of Croatia, every business day from 10 a.m. to 1 p.m.

Shareholders at the General Meeting may also be represented by attorneys-in-fact, on the basis of a valid written power of attorney issued by the shareholder. The signature on the power of attorney need not be certified by a notary public.

The General Meeting may adopt valid decisions if it involves the participation of shareholders or their attorneys-in-fact who together hold shares that constitute one-third of the votes in the General Meeting, unless otherwise provided by law or the Articles of Association for individual decisions. If the quorum required by the provisions of Article 52(1) of the Articles of Association is not met at an Extraordinary General Meeting, the meeting may be held if, after 60 minutes from the expiry of the time indicated in the notice on the commencement of the General Meeting, shareholders or their proxies holding shares whose nominal value exceeds 20 (twenty) percent of the nominal amount of the Company's share capital are present. In such circumstances, the General Meeting may only decide on matters for which a qualified majority is not required. If, after the expiration of the time stated, there is no such quorum at the General Assembly, that is, if

it is necessary to adopt a decision for which a qualified majority is prescribed by law or the Articles of Association, the Chairperson of the General Meeting shall postpone the session, where the new session with the same agenda shall be held on 6 April 2023 at 5 p.m., i.e. within a period not shorter than 15 (fifteen) days or longer than 30 (thirty) days from the originally convened General Meeting. The new Extraordinary General Meeting shall be held irrespective of the number of shareholders present or the value of their shares, and decisions shall be taken by a majority of votes cast at the General Meeting, including those decisions for which a qualified majority is required.

The Executive Director of the Company has issued a decision to suspend the entry of changes in the securities register with the Central Depository and Clearing Company 7 (seven) days before the Extraordinary General Meeting until the first business day following the Extraordinary General Meeting.

MISLAV VUČIĆ, mag. Oec.,
m.p. Chief Executive Officer