

On the grounds of authorization arising from the Resolution of the General Assembly of PODRAVKA Inc. on changes and amendments of the Company Articles of Association of May 17, 2023, and in accordance with the provisions of Article 301 of the Companies Act (Official Gazette No. 152/11-full text, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22 and 18/23), the Supervisory Board of PODRAVKA Inc. has on May 17, 2023, established the full text of the Articles of Association as follows:

## **ARTICLES OF ASSOCIATION OF PODRAVKA Inc.**

(Full text)

### **I GENERAL PROVISIONS**

#### **Article 1**

#### **Compliance with the Companies Act**

- 1) The joint-stock company "PODRAVKA", Food Processing Industry, Incorporated, Koprivnica (hereinafter referred to as: the "Company") which has been incorporated on the basis of the privatization of the socially owned enterprise "PODRAVKA" unlimited Koprivnica, in accordance with the Law, the Decision on the privatization and the Decision of the Croatian Privatization Fund dated 7<sup>th</sup> July 1993.
- 2) The Company was registered in the Register of Companies of the Commercial Court of Bjelovar under file number 1-610 on 1<sup>st</sup> October 1993.
- 3) The Commercial Court of Bjelovar has established by its Resolution NO: Tt-95/2547 dated 3<sup>rd</sup> January 1996 that the Company has aligned its general rules with the Company Law and the Company has been registered under CRN: 010006549, PIN: 18928523252.

#### **Article 2**

#### **Contents and binding effect of the Articles of Association**

- 1) The present Articles of Association regulate the structure, the bodies, the share capital and the shares of the Company, the relationship between the shareholders and the Company and all other matters which are essential for the business operations of the Company.
- 2) All acts and procedures of the bodies of the Company shall be in accordance with the provisions hereunder.
- 3) The provisions of the present Articles of Association shall be binding on the shareholders, the bodies and the employees of the Company.

#### **Article 3**

#### **Duration and dissolution of the Company**

The Company has been incorporated for an unlimited period of time and can be dissolved only in the manner and under the terms as provided by the Law.

### **II. STATUTORY PROVISIONS**

#### **Article 4 Company name**

- 1) The Company shall conduct business operations and participate in legal trade under the following Company name:  
PODRAVKA prehrambena industrija d.d.
- 2) The Company may use the following abbreviated Company name: PODRAVKA d.d.
- 3) The Company name translated into the English language is as follows: PODRAVKA Food Processing Industry, Incorporated.
- 4) The Company may use the abbreviated Company name translated into the English language which is as follows: PODRAVKA Inc.

#### **Article 5 Registered office of the Company**

The registered office of the Company is in Koprivnica, Ulica Ante Starčevića 32.

#### **Article 6 Scope of activities of the Company**

The scope of activities of the Company shall consist of the following:

- 01 Agriculture, hunting and related services
- 15 Food and beverage production
- 20 Wood processing, production of wooden and cork products, except furniture
- 22 Publishing and printing, copy of recorded material
- 29.2 Manufacture of other machinery for general purposes
- 29.5 Manufacture of other machinery for special purposes
- 31.62 Manufacture of other electrical equipment, not designated elsewhere
- 36.1 Manufacture of furniture, other processing industries, not designated elsewhere
- 37 Recycling
- 40.13 Electric energy distribution and trade
- 40.3 Steam and hot water supply
- 50 Trade of motor vehicles and motorcycles; maintenance and repairs of motor vehicles and motorcycles, retail in motor fuel and lubricants
- 60.23 Other road transport of passengers
- 60.24 Road transport of goods (freight)
- 63 Related and auxiliary activities in the field of traffic
- 65.23 Other financial brokerage, not designated elsewhere
- 70 Real estate trade
- 71 Leasing of machines and equipment without operator and items for personal use and households
- 72 Computing and related activities
- 73 Research and development
- 74.13 Market research and public opinion polling
- 74.15 Management of holding companies
- 74.3 Technical research and analysis
- 74.4 Marketing (advertising and publicity)
- 74.7 Cleaning of all types of facilities
- 74.8 Various business activities, not designated elsewhere
- 93 Other service industries
  - ❖ Technical and technological sciences
  - ❖ Agricultural, veterinary and forestry sciences

- ❖ International transport of goods (freight) and passengers
- ❖ International traffic – agency operations
- ❖ International forwarding activities
- ❖ Goods supply of means of transport
- ❖ Catering and tourist operations with foreign countries
- ❖ Agreed quality and quantity of goods control in international traffic
- ❖ Storage of goods in international trade
- ❖ Organisation of international fairs
- ❖ Representation of foreign companies
- ❖ Research services and providing and use of information and know-how in business and science abroad
- ❖ Mediation and representation in the international traffic of goods and services and other services
- ❖ Performing investment works abroad and commissioning investment works in the country
- ❖ Commercial operations to realize trade of goods and services
- ❖ Services for quality and quantity control of goods
- ❖ Purchase and sales of goods
- ❖ Trade mediation on home and foreign markets
- ❖ Sales of goods outside stores: at open-air markets, post sales, on benches, kiosks, at the customer's premises, vending machine sales, TV sales, mobile vendors (street vendors with carts and other) and sales at events, fairs, exhibitions etc.
- ❖ Meals preparation and serving
- ❖ Drink and beverage preparation and serving
- ❖ Providing accommodation services
- ❖ Preparing meals for consumption at dislocated places (on various vehicles, at events, etc.) and catering
- ❖ Construction, project making and supervision of construction
- ❖ Collection, filtering and water supply
- ❖ Distribution and supply of hot water, steam and compressed air
- ❖ Maintenance, protection and collection of payment at parking lots
- ❖ Gas trading
- ❖ Gas storage
- ❖ Trading, brokerage and representation in the energy market
- ❖ Private security activities
- ❖ Repair, maintenance and control of all types of fire extinguishers and equipment
- ❖ Activity of providing audio and audiovisual media services and electronic publications via electronic communications networks
- ❖ Production, distribution and public display of audiovisual works
- ❖ Production, trade and using dangerous chemicals
- ❖ Verification of lawful measuring instruments and/or activities regarding preparation of lawful measuring instruments for verification
- ❖ Electric energy production and transfer.

#### **Article 7**

#### **Decision-making on amendments**

The decision to change the Company name, the abbreviated Company name, the registered office and / or the scope of activities of the Company shall be made by the General Assembly of the Company (hereinafter referred to as: the "General Assembly"), by amending the present Articles of Association.

**Article 8**  
**Subsidiaries of the Company**

The decision with regard to the incorporation of a subsidiary outside the registered office of the Company, its Company name, its registered office, its scope of activities and its dissolution shall be made by the Management Board.

**Article 9**  
**Trademark**

- 1) The Company has a long-term accustomed trademark – “Podravka’s heart”, representing the drawing of an oval shield, vertically divided into the left light half and the right dark half, with the graphical mark of a heart in its field, vertically divided into the left dark and the right light half.
- 2) The trademark mentioned under the previous item shall be used by the Company together with the Company name on its business documents, to mark its business premises, on promotional tools, as a trademark or service mark and at all other occasions with regard to the activities and business operations of the Company.
- 3) The decision with regard to the use of the trademark outside the scope of activities and business operations of the Company shall be made by the Management Board.

**Article 10**  
**Seals**

- 1) The Company shall use a sufficient number of seals for its business operations, which shall bear the Company name, the registered office and the trademark of the Company.
- 2) The seal of the Company of a round shape shall be used to produce wax marks and dry marks, while the seal of the Company of a square shape shall be used for ink or colour marks.

**Article 11**  
**Related companies**

- 1) The Company has invested capital in other companies in Croatia and abroad, and constitutes a concern together with all the related companies.
- 2) The decision with regard to the incorporation of new related companies, the decrease or increase of the capital invested in the existing companies and the relationship within the concern shall be made by the Management Board.

**Article 12**  
**Disclosure of data and statements of the Company**

- 1) The data and the statements of the Company shall be disclosed according to provisions of the Companies Act and other applicable regulations. The Official Gazette of the Company is the Company's website.
- 2) If Company shares are listed in official quotations on any stock exchange outside the Republic of Croatia, Company data and statements shall also be published in an appropriate newspaper in the country where headquarters of the stock exchange are situated.

### **III. SHARE CAPITAL**

#### **Article 13 Amount of share capital**

- 1) The share capital of the Company amounts to EUR 213,600,090,00 (two hundred and thirteen million six hundred thousand and ninety euros).
- 2) The share capital has been fully paid in.

### **IV. SHARES**

#### **Article 14 Number, nominal value and type of shares**

- 1) The share capital of the Company is divided into 7,120,003 (seven million one hundred and twenty thousand and three) ordinary shares of the nominal value of EUR 30,00 (thirty euros) each.
- 2) All shares have been paid in and are registered shares.

#### **Article 15 The Central Depository and Clearing Company**

- 1) The Company has submitted all the data from the Share Register to the Central Depository and Clearing Company Inc. (hereinafter referred to as: CDCC). The Company shares exist only in the form of an electronic record in the computer system of the CDCC.
- 2) Any transfer of shares as well as all other changes shall be registered on the shareholder's account at the CDCC in compliance with the positive rules and regulations of the CDCC.

### **V. BODIES OF THE COMPANY**

#### **Article 16 Bodies of the Company**

The bodies of the Company are:

- The Management Board
- The Supervisory Board
- The General Assembly

### **V/1 THE MANAGEMENT BOARD**

#### **Article 17 Composition**

- 1) The Management Board shall consist of three to six members appointed by the Supervisory Board.
- 2) Persons who do not hold a university degree and at least 5 (five) years of professional experience in management and leadership cannot be appointed to the positions of president or members of the Management Board.

**Article 18**  
**Term of office**

- 1) The Management Board shall be appointed for the term of office as defined by the Supervisory Board and up to five years the most, with the option of reappointment.
- 2) In the event that the President and certain members of the Management Board are appointed in the course of the duration of the term of office of the existing Management Board, their term of office shall terminate upon the expiry of the term of office of the Management Board as a whole.
- 3) The term of office of the Management Board begins to run as of the date of appointment, if not defined differently by the Supervisory Board decision.

**Article 19**  
**Appointment**

- 1) The President and members of the Management Board shall be appointed by the Supervisory Board.
- 2) Upon their appointment, the President and the members of the Management Board shall make a statement in writing that they accept such appointment. This statement may also be given in advance.

**Article 20**  
**Public invitation for appointment**

- 1) The Supervisory Board may decide that the President and the members of the Management Board shall be elected pursuant to a public invitation for applications and determine all the necessary requirements for such invitation.
- 2) The procedure of the public invitation and appointment of the President and members of the Management Board, respectively, shall be carried out prior to the expiry of the term of office of the existing Management Board.

**Article 21**  
**Conduct of business operations**

- 1) The members of the Management Board shall manage the business operations of the Company and their decisions, by rule, shall be made at their meetings and only in exceptional occasions outside meetings whereby their will shall be expressed in writing.
- 2) The decisions of the Management Board shall be specified in the protocol of the meeting of the Management Board.
- 3) All other affairs of the Company shall be managed by the President and the members of the Management Board severally and solely on a job sharing basis among the members of the Management Board for specific areas of activity or for specific tasks.
- 4) The functioning of the Management Board and job sharing among the members of the Management Board in accordance with the previous item shall be regulated by the Rules of Procedure of the Management Board which shall be adopted by the Management Board, accordingly.

**Article 22**  
**Meetings of the Management Board**

- 1) The meetings of the Management Board shall be convened and chaired by the President of the Management Board or, in the event of his absence, by the member of the Management Board who acts as his deputy.

- 2) The decisions of the Management Board shall be valid if they have been adopted with the majority of votes of the members of the Management Board, unless otherwise provided by the Law.
- 3) If the votes are divided evenly, the vote of the President of the Management Board prevails.

**Article 23**  
**Representation**

- 1) Each member of the Management Board shall be authorized to represent the Company severally and solely.
- 2) When representing and conducting business, the members of the Management Board shall be due to abide by the restrictions set by the decisions of the General Assembly, the Supervisory Board and by provisions of the Rules of Procedure of the Management Board.
- 3) The decision with regard to the grant of a power of attorney to represent the Management Board and to the cancellation of such power shall be made by the Management Board.

**Article 23.a**  
**Approved Increase of the Share Capital**

- 1) The Management Board is authorized upon prior consent from the Supervisory Board, to increase the Company share capital, in one or more portions, within a period of five years from the date of subscription of this Articles of Association into the Court Register, up to the nominal value that does not exceed half of the value of the share capital at the time of giving authorisation.
- 2) The Management Board is authorized upon prior consent from the Supervisory Board, to increase the share capital by issuing of the new shares to be contributed in cash.
- 3) In the Decision on increase of the share capital, the Management Board shall define the content of rights arising from new shares and conditions for their issue.
- 4) The Management Board is authorized upon prior consent from the Supervisory Board to make decision on overall and/or partial exclusion of the priority rights for the subscription of the new shares that have to be issued under authorisation given under this Article.
- 5) The Supervisory Board is authorized to ensure compliance of the provisions of the Articles of Association with the changes that result from such increase of share capital and the issuance of new shares, accordingly.

**V/2 THE SUPERVISORY BOARD**

**Article 24**  
**Number of members and term of office**

- 1) The Supervisory Board shall consist of 9 (nine) members.
- 2) The members of the Supervisory Board shall be elected for a 4 (four) year term of office.
- 3) The term of office of each member of the Supervisory Board begins to run as of the day of their election, if not stipulated otherwise by decision on election.

**Article 25**  
**Election**

- 1) The General Assembly shall elect 8 (eight) members of the Supervisory Board.

- 2) The Works Council of the Company shall appoint one representative of employees in the Supervisory Board in the manner and following the procedure in compliance with the provisions of the Labour Act.

**Article 26**  
**Procedure of election**

- 1) The General Assembly shall elect the members of the Supervisory Board upon the proposal of the existing Supervisory Board or of the counter-proposal of a shareholder.
- 2) The proposal, namely the counter-proposal mentioned under the previous item shall consist of as many candidates as shall be elected members of the Supervisory Board by the General Assembly.
- 3) The statements in writing of the candidates about the fact that they accept their candidacy and membership in the Supervisory Board shall be attached to the proposal, namely the counter-proposal.
- 4) The proposal, namely the counter-proposal of the list of candidates shall be voted at the General Assembly as a whole. The adopted list shall be the one which has received more than three quarters of the votes cast.

**Article 26.a**  
**Way of dealing of the Supervisory Board**

- 1) The Supervisory Board regularly acts and makes decisions at the meeting and may decide only if the majority of its members are present at the meeting.
- 2) The decisions of the Supervisory Board shall be valid if adopted by majority votes of the present members. If the votes are divided equally, the vote of the president of the Supervisory Board is decisive.
- 3) The Supervisory Board may pass decisions out of the meeting, by email, fax and other appropriate technical devices. Such decisions must be verified at the immediate next meeting of the Supervisory Board.
- 4) The Supervisory Board enact the Rules of Procedure regulating way of voting and other issues within the scope of its authority.

**Article 27**  
**Competence**

Besides the competence and authority defined by the Law, the Supervisory Board shall decide on granting its prior (and only exceptionally posterior) consent to the Management Board for the performance of the following tasks:

- incorporation of new companies and dissolution of the existing ones,
- adoption of the Rules of Procedure of the Management Board,
- legal matters, investments and other contributions of an amount exceeding 3% (three percent) of the share capital of the Company, and which do not relate to regular business operations.

As the regular business operations is considered activities that the Company is undertaking under customary, regular commercial terms within its core business in accordance with the Business Plan for the relevant year established by the Management Board and approved by the Supervisory Board.

**V/3 GENERAL ASSEMBLY**

## **Article 28 Composition**

- 1) The shareholders, holders of voting shares, shall exercise such voting right and make decisions at the General Assembly in the framework of the competence defined by the Law.
- 2) The shareholders shall exercise their voting right at the General Assembly personally, or through their representative or proxy.
- 3) The right to attend the General Assembly and to exercise the voting right at such meeting shall be granted to the shareholders, the representatives and the proxies of the shareholders, provided that the shareholders have been recorded in the computer system of the CDCC and to announce to the Company their attendance to the General Assembly at least six days prior to the meeting of the General Assembly. The deadline does not include the day the announcement of attendance has been received by the Company.
- 4) The costs of attendance to the General Assembly shall be borne by the shareholders, representatives and proxies themselves.

## **Article 29 Quorum**

The decisions made by the General Assembly shall be valid if at least 30% (thirty percent) of the whole number of voting shares is represented at the General Assembly.

## **Article 30 President of the General Assembly**

- 1) The president of the General Assembly shall chair the General Assembly and is appointed by the Supervisory Board on the proposal of the Management Board.
- 2) The president of the General Assembly shall:
  - chair the meetings of the Assembly and establish the order of discussion on each item of agenda,
  - decide on the order of voting for certain proposals, manner of voting on certain decisions and all procedural matters not determined by the Law and this Articles of Association,
  - sign the list of the shareholders present at the General Assembly and decisions of the General Assembly,
  - undertake other activities proscribed by the Law and these Articles of Association.
- 3) In order to ensure the efficient way of dealing at the General Assembly, the president of the General Assembly may fix overall time for discussion under certain item on agenda as well as specifying the maximum time in which each shareholder or proxy that is duly registered to speak, can ask questions, discuss or request informations.

## **Article 31 Voting**

- 1) At the General Assembly, the shareholders, representatives and proxies shall vote by means of ballot papers bearing the mention of the number of votes to which each participant to the General Assembly shall be entitled.
- 2) The Company Management Board is entitled to make a decision enabling the shareholders, representatives and proxies to vote by means of electronic communication.

- 3) The shareholders, representatives and proxies may also vote at the General Assembly in the manner that they deliver a completed ballot before the meeting, but only on condition that they be present at the General Assembly when deciding on this subject.

## **VI. PROFIT ALLOCATION**

### **Article 32 Allocation of net profit**

The net profit earned by the Company in the course of the financial year shall be allocated in the order as follows:

- to cover loss brought forward from previous years,
- to legal reserves,
- to provisions for own shares if the Company has acquired or intends to acquire them,
- to other reserves,
- for distribution to shareholders in the name of dividends and / or for other purposes in accordance with the Law.

### **Article 33 Decision-making with regard to net profit allocation**

- 1) The General Assembly shall make the decision with regard to the net profit allocation of the financial year.
- 2) The General Assembly may decide that the net profit is distributed to the shareholders and/or allocated to legal or other reserves, and/or used for other purposes.

### **Article 34 Advance on dividend**

Upon the expiry of the financial year, the Management Board may upon prior consent of the Supervisory Board decide to pay to shareholders an advance on the dividend out of the forecast net profit for shareholder distribution.

## **VII. FINAL PROVISIONS**

### **Article 35 Coming into force**

The present Articles of Association shall enter into effect as of the day of entry in the Register of Companies of the Commercial Court of Bjelovar.

President of the  
Supervisory Board:

Damir Grbavac

