

Pursuant to Article 277, Paragraph 2 of the Companies Act, and according to the Decision made on 17 June 2019 by the Management Board of the company INSTITUT IGH d.d., with its registered seat in Zagreb, Janka Rakuše 1, MBS: 080000959, OIB: 79766124714, (hereinafter referred to as: the Company), the Management Board extends its invitation to the

### **GENERAL ASSEMBLY MEETING**

of the Company, to be held on Monday, 26 August, 2019 at 09:00h in Zagreb at the Company's premises, at Janka Rakuše 1.

With the following

#### **Agenda**

1. Opening of the General Assembly meeting of shareholders and establishing the number of the Company's shareholders present or represented at this meeting,
2. Submittal of the Company's annual consolidated report including the annual report of the Company's financial standing in the business year 2018, with basic financial reports for the year 2018 as its integral part,
3. Submittal of the Supervisory Board's Report on the performed supervision of the Company's activities in the business year 2018,
4. Decision on the utilization of profit of the company INSTITUT IGH d.d. for the financial year 2018,
5. Decision on granting the Note of Release to the Company's Management Board,
6. Decision on granting the Note of Release to the Company's Supervisory Board members,
7. Decision on the appointment of the Company's auditor for the business year 2019,
8. Decision on the election of the Company's Supervisory Board member.

#### **DECISION PROPOSALS:**

##### **Ad 4.)**

The Management Board and the Supervisory Board propose that the following Decision be made at the General Assembly meeting:

**DECISION**  
on the utilization of the realized profit  
of the company INSTITUT IGH, d.d.  
in the financial year 2018

#### **Article 1**

It is herewith established that INSTITUT IGH, d.d. in the year ending 31 December 2018, after taxation, realized profit amounting to:..... 1.319.974,31 HRK.

## Article 2

The profit realized by the company INSTITUT IGH, d.d. as defined in Article 1 of this Decision, shall be used to cover the loss from the Company's previous business periods.

### **Ad 5.)**

The Management Board and the Supervisory Board propose that the following Decision be made at the General Assembly meeting:

„The Note of Release is given to the Company's Management Board for the business year 2018.

This Decision comes into force on the day of its adoption”.

### **Ad 6.)**

The Management Board and the Supervisory Board propose that the following Decision be made at the General Assembly meeting:

„The Note of release is given to the Company's Supervisory Board members for the business year 2018.

This Decision comes into force on the day of its adoption“.

### **Ad 7.)**

The Supervisory Board proposes that the following Decision be made at the General Assembly meeting:

„The company PricewaterhouseCoopers d.o.o. for auditing and consulting, from Zagreb, Heinzelova 70, VAT no: OIB 81744835353, is herewith appointed as the Company's auditor for the business year of 2019.

With reference to and in compliance with Article 275, Paragraph 1, Subparagraph 7, of the Companies Act, it is herewith determined that the auditor's fee will amount to HRK 200.000,00, which does not include applicable taxes (VAT) and dependant costs.

This Decision comes into force on the day of its adoption“.

### **Ad 8.)**

The Supervisory Board proposes that the following Decision be made at the General Assembly meeting:

“Mr. Mariyan Tkach, Versoix 1290, Chemin Depont-Ceard 18, Switzerland, PIN no: OIB 200591396734 to be elected as member of the Supervisory Board, for a term of four years from the day the Decision is adopted ”.

### **Invitation to shareholders**

Shareholders are invited to participate in the work of the General Assembly. Each and every shareholder of the Company has the right to come to and participate in the work of the General Assembly, and this either personally or by representative or proxy and, in this respect, he has to submit to the Company a written application for participation in the work of General Assembly no later than 6 days before the General Assembly meeting, at the following address: Janka Rakuše 1, 10000 Zagreb, contact person: Ms. Sandra Skendžić. The deadline for applications is 19 August 2019.

Each shareholder having one or more Company's shares at his/her intangible securities account kept at the Central Depository & Clearing Company on 19 August 2019 is considered to be a Company's shareholder.

Each shareholder may also use his/her voting rights at the General Assembly meeting by electing a proxy/attorney. If a shareholder elects more than one proxy/attorney to act on his/her behalf, then the Company has the right to refuse one or several proxies/attorneys nominated in this way. The power of attorney must be prepared in written form and must contain information about the proxy, information about the shareholder who delivers the power of attorney, total nominal value of shares, number of votes the shareholder has, authorization to act on behalf of shareholder at the General Assembly meeting, date on which the power of attorney is issued, and the shareholder's signature. This power of attorney can also be submitted to the Company in electronic form, in PDF format, and via e-mail (IR@igh.hr). The above mentioned application submittal deadline does not limit in any way the right of the shareholder or his attorney/proxy with regard to the timeframe for submittal of the power of attorney. In fact, the latter may be delivered to the Company at any time prior to the start of the General Assembly meeting.

The following forms will be available at the Company's web site as of the day the invitation to the general Assembly Meeting is made public: invitation to the General Assembly meeting, application for participation at the General Assembly meeting, recommended power of attorney form, recommended form for revocation of the existing power of attorney, and all other information as required according to Article 280.a of the Companies Act. Shareholders may consult all available written materials on every working day from 10:00 to 14:00 hours in the period starting on the day the invitation to the General Assembly meeting is published and ending one day before the date on which the General Assembly meeting is held

Each shareholder shall bear the costs incurred by him/her because of participation in the General Assembly meeting. The Company shall bear the costs relating to the organization and holding of the General Assembly meeting.

Shareholders who together hold shares amounting to twenty percent of the Company's equity capital may request that an additional issue/topic is included in the agenda of the General Assembly meeting, and that such information is made public. However, a justification of the issue/topic and the relevant decision proposal shall be given with every new issue to be included in the agenda. The request for adding a new issue/topic to the agenda must be received by the Company no less than 30 days before the date on which the General Assembly meeting is to be held. This time period does not include the day on which the request has been received by the Company.

Shareholders wishing to formulate their counterproposals to the decision proposals given by the Management Board and Supervisory Board, must do so no less than 14 (fourteen) days before the General Assembly meeting, and this by submitting their justified counterproposals to the Company's address: INSTITUT IGH, d.d., Janka Rakuše 1, 10000 Zagreb, to the attention of: Ms. Sandra Skendžić. The day on which the proposal has been received by the Company is not included in this time period.

INSTITUT IGH, d.d.  
President of the Management Board

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Oliver Kumrić