



**MEDIKA d.d.**  
Capraška 1  
10000 Zagreb

**Home Member State:** Croatia  
**LEI:** 74780000O0R8ZVGJJO27  
**ISIN:** HRMDKARA0000  
**TICKER:** MDKA-R-A  
**Regulated market segment:** Zagreb Stock Exchange – Official market

On 07.10.2021. Management Board of Medika d.d. has passed the decision on the convocation of the General Assembly which will be held in the headquarters of the Company on 16.11. 2021., beginning at 12:00.

Agenda:

1. Opening of General Assembly and determination of present and represented shareholders at the General Assembly;
2. Making a decision on amending the Statute of Medika d.d. and the establishment of a consolidated text of the Statute.

**Proposed decision:**

**Ad 2)** The Management Board and Supervisory Board proposes to General Assembly to make the following decision:

Pursuant to the provisions of Article 301 of the Companies Act (OG 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 111/12, 68/13, 110/15, 40/19) the General Assembly of Medika d.d. , held on 16.11.2021. has brought the following decision on amending the Statute of and established a consolidated text of the Statute

**S T A T U T E**  
**ARTICLES OF ASSOCIATION**  
**MEDIKA d.d.**  
**-consolidated text-**

I        NAME AND REGISTERED OFFICE

**Article 1**

(1)The Company operates under the name: MEDIKA d.d. for trade in medicines and medical supplies.

(2)The short name of the Company is: MEDIKA d.d.

(3)The registered office of the Company is in Zagreb.

(4)The decision on change of the Company's business address shall be made and changed by the Management Board.

## II REGISTERED BUSINESS ACTIVITY OF THE COMPANY

### Article 2.

(1) In its business operations, the Company shall perform activities:

- Purchase and sales of good, performing commercial intermediation in domestic and foreign market.
- Retail sale in non-specialized stores
- Maintenance and repair of motor vehicles
- International transport of goods (cargo) in road transport
- Representing foreign parties/ individuals and sale of goods from the consignment warehouse

15.27 Manufacture of pet food

24.4 Manufacture of pharmaceutical, chemical and vegetable products for medical purposes

24.5 Manufacture of soap and detergents, cleaning and polishing agents, perfumes and other toilet cosmetics

15.4 Manufacture of vegetable and animal fats

60.24 Transport of goods (cargo) in road transport

65.21 Financial leasing

65.23 Other financial intermediation

72.3 Data processing

74.82 Packaging activities

- transport of medicinal products and homeopathic products
- retail sale of medical products in specialized stores
- poison traffic
- \* wholesale of medicinal products
- \* handling of medicinal products
- \* import of medicinal products
- \* testing of medicinal products
- \* manufacture of semi-finished products, medicines and / or tested drugs
- \* production of the active substance
- \* wolesale od medical devices
- \* retail sale of medical devices
- \* import of medical devices
- \* manufacturing od medical devices
- \* manufacturing and marketing of general-purpose items
- \* testing of veterinary medicinal products
- \* marketing of veterinary medicinal products

- \* manufacture of veterinary medicinal products
- \* wholesale of veterinary medicinal products
- \* retail sale of veterinary products
- \* pharmacovigilance
- \* manufacture of accessories and other products for veterinary use
- \* marketing of accessories and other veterinary products
- \* risk evaluation
- \* training to work safely
- \* inspection of machinery and equipment, personal protective equipment and other equipment
- \* professional activities of fire protection
- \* advising on business and management
- \* organizing seminars, courses, business fairs, congresses, creative workshops, exhibitions and events
- \* transportation for own use
- \* information system services
- \* other service activities related to information technology and computers
- \* rental of office machinery and equipment, including computers
- \* computer activities
- \* design and maintenance of the website
- \* activity of the electronic communication networks and services

(2) The Company may, upon the decision of the Management Board, and with the consent of the Supervisory Board in accordance with Art. 13 of this Statute, establish other companies (subsidiaries), or acquire stakes in other companies, establish subsidiaries, business units or retail outlets, according to the needs that may arise for that in the course of business activities.

### III DURATION OF THE COMPANY

#### **Article 3**

The Company is established for an indefinite period of time.

### IV THE COMPANY'S AUTHORIZED CAPITAL AND SHARES

#### **Article 4**

(1) The Company's authorized share capital amounts to 209,244.420,00 HRK

(2) The Company's authorized shared capital is paid in full

(3) The Company's authorized share capital is divided into 30.194 (thirty thousand, one hundred ninety- four) ordinary shares, named, each in a nominal value of 6.930,00 (six thousand nine hundred -thirty) HRK.

#### **Article 5**

(1)The Company may acquire its own shares only in the manner and by the procedure established by the Law.

(2)Shares shall exist in the form of an electronic record entered into the Central Depository's computer system, in accordance with the applicable regulations, of which an appropriate certificate shall be issued to the shareholder.

(3)The Register of Shares shall be kept by the Central Depository.

#### **Article 6**

(1)The Company's shares are dematerialized securities, and are freely transferable in legal transactions in accordance with applicable regulations and acts of the Central Depository.

(2)In relation to the Company, the Shareholder is only a person registered in the Central Depository as a Shareholder.

(3)The transfer of shares is carried out on the basis of transactions in a regulated market or multilateral trading platform (hereinafter: MTP), through a settlement and settlement system, or on the basis of valid legal transactions concluded outside the regulated market or MTP through appropriate postings.

(4)The Shareholder is obliged to notify the Central Depository without any delay of any transfer of shares outside the regulated market or MTP and to submit the relevant documentation for the transfer.

(5)The Management Board of the Company is authorized to suspend the registration of the transfer of shares in the Register of shares of the Company within seven days before the General Assembly of the Company until the first following day after the General Assembly is held.

(6)Regarding the application for entry in the Register of Shares submitted to the Central Registry during the period in which the subscriptions are suspended, they shall be deemed to have been filed on the first business day following the General Assembly.

## **V BODIES OF THE COMPANY**

### **1. Management Board**

#### **Article 7**

(1)The Management Board shall consist of one (1) to three (3) members.

(2)In case that the Management Board consists of one member, he holds the function of the Director.

(3)In case that the Management Board consists of several members, one member of the Management Board must be appointed as a President.

(4)The decision on the number of members of the Management Board is made by the Supervisory Board.

(5) A member of the Management Board may be a person with a university degree and five (5) years of work experience in the relevant field, and in addition to it all, he or she must fulfill the conditions determined by the decision of the Supervisory Board of the Company.

(6) The term of office of the Management Board of the Company shall last until the end of the General Assembly Meeting when it is decided about the approval of the Management Board for the fourth (4th) business year after its appointment. The financial year in which the Management Board was appointed does not count.

#### **Article 8**

(1) The President and the members of the Management Board represent the Company individually and independently.

(2) The Management Board of the Company may, with the consent of the Supervisory Board, grant and revoke the right of proclamation or commercial power of attorney to one or more persons, as well as to prescribe internal restrictions on their right to representation.

#### **Article 9**

(1) Decisions of the Management Board shall be made by a majority vote of all members of the Management Board. In case of an equal division of votes, the vote of the President of the Board is decisive.

(2) When making decisions, the President of the Management Board shall have the right of veto. Any use of the veto by the President of the Management Board shall be reported to the Supervisory Board without any delay and no later than the next business day.

## **2. Supervisory Board**

#### **Article 10**

(1) The Company has a Supervisory Board composed of 7 (seven) members, of which 5 (five) members of the Supervisory Board are elected by the General Assembly of the Company, 1 (one) member of the Supervisory Board of the Company is appointed and recalled by the employees of the Company in accordance with the Law and applicable regulations, and 1 (one) member is appointed and recalled by Pliva Croatia d.o.o. as long as it holds 20% (twenty percent) or more of the Company's share capital.

(2) The term of office of the members of the Supervisory Board shall last until the conclusion of the General Assembly at which it is decided to issue a discharge for the third (3rd) business year after their election to the Supervisory Board. The business year in which they were elected does not count.

(3) The term of office of a member of the Supervisory Board, elected to the position of a member of the Supervisory Board who ceased to hold office prior to the expiration of his term of office, shall last until the expiration of the term of the member to whose place the newly elected member enters the Supervisory Board.

(4) Persons nominated for the first time as members of the Supervisory Board will submit to the General Assembly a written statement stating that they are ready to perform the duties of a member of the Supervisory Board and that there are no obstacles prescribed by the Law.

#### **Article 11**

(1) The Supervisory Board must be constituted within eight (8) days from the election day.

(2) The Constituent Meeting shall be convened and chaired by the President of the General Assembly, until the moment of election of the President of the Supervisory Board.

(3) At the Constituent Meeting of the Supervisory Board elected at the General Assembly, the members of the Supervisory Board will elect the President and Deputy President of the Supervisory Board.

#### **Article 12.**

1) Each member of the Supervisory Board shall have one (1) vote.

(2) The Supervisory Board makes its decisions by a simple majority. In the case of equally divided votes, it shall be considered that the decision voted by the President of the Supervisory Board is decisive.

(1) The Supervisory Board, generally, makes its decisions at the meetings of the Supervisory Board.

The Supervisory Board can make decisions if more than a half of its members attend the Meeting.

(2) The Supervisory Board may make decisions without holding a Meeting in a circular manner, if no member of the Supervisory Board requests a Meeting.

#### **Article 13.**

The Supervisory Board of the Company approves the following decisions of the Management Board of the Company:

1. establishment and termination of companies (subsidiaries) in the country and abroad
2. establishment and termination of the Company's subsidiaries,
3. increase or decrease of capital in subsidiaries,
4. acquisition and disposal of the shares held by the Company in other companies,
5. acquisition and disposal of transferable securities (stocks, bonds, etc.) and money market instruments (treasury bills, commercial papers, etc.) as defined by the Law governing the capital market, transaction amounts above five (5) percent (%) of the subscribed share capital and reserves of the Company during the business year,

6. real estate business management
7. issuance of financial instruments,
8. advanced payment of dividends
9. establishment and transfer of the burden (lien, etc.) on transferable securities and instruments of the Company's money market,
10. disposal of the Company's assets exceeding five (5) percent (%) of the subscribed capital during the business year,
11. investments in excess of the amount exceeding five (5) percent (%) of the subscribed share capital and reserves during the business year,
12. in other cases when it is requested by the Management Board, and when prescribed by the Law or this Artic Statute.

#### **Article 14.**

Members of the Supervisory Board are entitled to a monthly remuneration for their work in the Supervisory Board in the amount determined by the General Assembly by their decision, upon the proposal of the Supervisory Board.

### **3. General Assembly**

#### **Article 15**

(1) The General Assembly is held at the headquarters of the Company

(2) Shareholders may attend the General Assembly of the Company if the following conditions are fulfilled:

1. they must be registered as Shareholders in the Central Depository six days before the General Assembly is held.
2. the shareholders referred to in the first item of this paragraph shall declare their intention to attend the General Assembly to the Company in writing, no later than six (6) days before the General Assembly is about to be held. This date does not include the day their application is received by the Company, nor the day when the General Assembly begins.

(3) The Invitation to the General Assembly shall state the content of the decision of the Management Board to convene the General Assembly and shall specify the conditions to be fulfilled for participation in the General Assembly and for the exercise of voting rights, as well as other conditions and data prescribed by applicable regulations. In addition to the Invitation for the General Assembly, a proposal for the decisions to be made, will be announced.

(4) Shareholders may be represented by proxies on the basis of a valid written power of attorney issued by the Shareholder or on behalf of the Shareholder who is a legal person, a person authorized to represent. The power of attorney must be deposited not later than the sixth (6th) day before the date of the General Assembly at the Company's headquarters.

(5) A Shareholder or a proxy who does not fulfill all the conditions set out in this Article and in the Invitation to the General Assembly, may attend the session, but shall not have the right to vote.

(6) Each Shareholder shall bear his or her expenses or expenses of his / her proxy related to participation in the General Assembly.

#### **Article 16**

(1) The General Assembly shall be chaired by the President of the General Assembly. In the event of his absence, the Assembly is chaired by the Deputy President of the General Assembly, and if he is prevented too, the person appointed by the General Assembly by a simple majority.

(2) The President and the Deputy President of the General Assembly shall be appointed by the General Assembly for a term of four (4) years at the proposal of the shareholders who individually or jointly hold at least one third (1/3) of the share capital of the Company.

(3) If the President of the General Assembly for any reason ceases to perform his duties before the expiration of the term of office, the Deputy President of the Assembly becomes the President of the Assembly, until the expiration of the term of office of the firstly appointed President, and the Assembly will at the next session appoint a new deputy president, whose term of office shall last until the end of the term originally appointed Deputy President.

(4) The President of the General Assembly in particular

1. presides over the sessions of the General Assembly, determines the order of discussion of particular items on the agenda, decides on the order of voting on individual proposals, on the manner of voting on individual decisions, and decides on any other procedural issue which is not explicitly within the competence of the Assembly itself by the Law or this Statute;
2. undersigns the minutes and decisions of the General Assembly,
3. on behalf of the General Assembly, communicates with other bodies of the Company and with third parties, when provided for by the Law and this Statute.

#### **Article 17**

(1) Each ordinary share shall be entitled to one (1) vote at the General Assembly.

(2) At the General Assembly voting is public.

#### **Article 18**

The Invitation to the General Assembly must be published in accordance with the Law. If all Shareholders are known by name to the Company, the General Assembly may be convened by registered letter whereby the day of sending the letter is considered to be the date of announcement of the Invitation.

### **VI PROFIT AND DIVIDENDS**

#### **Article 19**



(1) If the profit -and- loss account is determined by the General Assembly of the Company, it is authorized to distribute the amounts from the current year's profit to other reserves up to half of the current year's profit.

(2). If the profit- and- loss account is determined by the Management Board and the Supervisory Board, they are authorized to allocate to other reserves even more than half of the profit for the current year.

(3) The General Assembly is authorized to make a decision to use the profit for other purposes as well as not to pay it to the shareholders at all.

(4) Shareholders who are registered the Central Depository at the date of the General Assembly's decision on payment of the dividend are entitled to a dividend.

(5) During the financial year, the Management Board of the Company is authorized to advanced payment of dividends to Shareholders from the foreseeable part of net profit only if the provisional income statement for the previous financial year shows profit. The down payment cannot exceed half of last year's profit. Such payment shall require the approval of the Supervisory Board.

(6) In the case of advanced payment of dividends, the Shareholders registered in the Central Depository on the date specified in the Decision of the Management Board on the payment of advance, are entitled to that payment of advance.

## VII FINAL PROVISIONS

### **Article 20**

The Company shall publish the Company's data and communications through the Official Gazette of the Republic of Croatia, or in accordance with the Law.

### **Article 21**

(1) This Statute shall enter into force on the date of their entry into the Court Register of the competent court.

(2) On the day this Statute enters into force, the Statute of 22 October 2019, shall cease to have effect.

MEDIKA d.d.

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Materials that are used as basis for discussion for the point 2 of the Agenda are available to the shareholders for review in the headquarters of Medika d.d., Zagreb, Capraška 1, from the date of the publishing of this invitation to the date of General Assembly, every working day from 10:00 to 13:00, at secretary in the Management Board Office and on the web site of the Company [www.medika.hr](http://www.medika.hr).

All shareholders have the right to attend and the right to use voting rights if they fulfill the following conditions:

1. Is registered as a shareholder of the Company with the Central Depository & Clearing Company Inc. six days prior to the date of the General Assembly
2. Have in written form delivered to the Company his/her intention to attend the General Assembly at least six days prior to the date of General Assembly

Applications have to be delivered to the Company at the address stated in the Invitation, or to be given to Ms. Hana Balaško, head of treasury department, not later than 09.11.2021.

Shareholders can be represented by shareholder's proxy based on the valid written power of attorney which is issued by the shareholder or, if a shareholder is a legal person, based on a valid written power of attorney issued by a person who is under law authorized to represent them. Forms are available on the web site of the Company [www.medika.hr](http://www.medika.hr), and will also be delivered to the shareholders via mail.

Shareholders can execute their rights from the article 278, paragraph 2 of the Companies Act, under the condition that the request is received by the Company not later than 16.10.2021., that is 30 days prior to the date of the General Assembly, not taking into concern the day the request is received by the Company.

Shareholders can execute their rights from the article 282, paragraph 1 of the Companies Act, under the condition that the proposition is received by the Company not later than 01.11.2021., that is 14 days prior to the date of the General Assembly, not taking into concern the day the request is received by the Company.

Further explanation regarding execution of rights from article 278, paragraph 2, article 282, paragraph 1, article 283 and article 287, paragraph 1, are available on web site of the Company [www.medika.hr](http://www.medika.hr).

All announcements from article 280 a of Companies Act are available on web site of the Company [www.medika.hr](http://www.medika.hr).

Medika d.d.