

**MEDIKA d.d.**

Capraška 1  
10000 Zagreb

**Home Member State:** Croatia**LEI:** 7478000000R8ZVGJJO27**ISIN:** HRMDKARA0000**TICKER:** MDKA-R-A**Regulated market segment:** Zagreb Stock Exchange – Official marketGeneral Assembly - Notices of convening, counter-proposals and decisions

In accordance with the provisions of Article 277 of the Companies Act (Official Gazette No. 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, 34/22, 114/22, 18/23 and 130/23) the Management Board of Medika, joint-stock company for trade in medicines and medical supplies, Zagreb, Capraška 1 (hereinafter: "Company") a decision on convening the general assembly was adopted, which contains the agenda presented below. The Management Board publishes

**CALL**

to the ordinary annual General Assembly of Medika d.d. for trade in medicines and medical supplies, Zagreb, Capraška 1.

Ordinary General Assembly will be held in Zagreb on 2 May 2024, beginning at 12:00 in the business headquarters of the Company.

The following is proposed for the ordinary annual General Assembly:

Agenda:

1. Opening of General Assembly and determination of presence of shareholders at the General Assembly
2. Discussion on financial statements for the year 2023 determined by the Management Board and the Supervisory Board, discussion on Annual report together with the auditor's report, Report of Management Board on the status of the Company and Report of the Supervisory Board
3. Passing decision on distribution of profit
4. Passing decision on issuing the note of release to the President and Members of the Management Board
5. Passing decision on issuing the note of release to the President and Members of the Supervisory Board
6. Remuneration report for the year 2023
7. Confirmation of the Receipts Policy of the members of the Management Board and members of the Supervisory Board of the Company for the four-year period 2024-2027
8. Decision on the appointment of auditor of the Company for the year 2024

### **Decision proposals:**

**Ad 3)** The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

Total profit of the Company in amount of HRK 112,784,174.84 / EUR 14,969,032.43 will be distributed in the retained earnings.

**Ad 4)** The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

The note of release is given to the President and Members of the Management Board – by which the work in 2023 is approved.

**Ad 5)** The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

The note of release is given to the President and members of Supervisory Board by which the work in 2023 is approved.

**Ad 6)** The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

The determined and audited Remuneration report for 2023 is approved.

**Ad 7)** The Supervisory Board proposes to General Assembly to make the following decision:

The Receipts Policy approved on December 20, 2020 is confirmed and the same applies for the period from 2024 to 2027.

**Ad 8)** The Supervisory Board proposes to General Assembly to make the following decision:

Ernst&Young d.o.o., Zagreb, Radnička cesta 50, OIB: 58960122779, is appointed as the auditor of the Company for the year 2024.

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Materials that are used as basis for discussion for the point 3 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 fulfil 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 25 April 2024.

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 1 April 2024, 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 17 April 2024, 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 the web site of the Company [www.medika.hr](http://www.medika.hr).

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

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