



CIRCULAR

INVITATION TO THE GENERAL ASSEMBLY OF ATLANTIC GRUPA d.d.

Pursuant to the provisions of Article 277, paragraph 2 of the *Companies Act*, the Management Board of the company ATLANTIC GRUPA d.d. for domestic and international trade, with its registered seat in Zagreb, Miramarska 23 (hereinafter: "Atlantic Grupa d.d." or "Company"), on 30 April 2025 passed the decision on the convocation of the General Assembly of the Company and hereby invites the shareholders of the Company to the

GENERAL ASSEMBLY of Atlantic Grupa d.d.

**to be held on 24 June 2025 at 14:00 hours at the Headquarters of the Company, Miramarska 23,
Zagreb**

With the following agenda:

1. Opening of the General Assembly, establishing the present and represented shareholders.....
2. Annual financial statements and consolidated financial statements of Atlantic Grupa for 2024, Annual Report on the Status and Business Operations Management of the Company for 2024 and the Supervisory Board's Report on the Performed Supervision of the Company's Business Operations Management in the year 2024.....
3. Decision on the approval of the Remuneration Report for 2024.....
4. Decision on use of retained earnings of the Company and on use of earnings for 2024.....
5. Decision on issuing the note of release to the members of the Supervisory Board of the Company for BY 2024.....
6. Decision on issuing the note of release to the members of the Management Board for BY 2024
7. Decision on the election of members of the Company's Supervisory Board
8. Decision on the election of a member of the Audit Committee of the Company's Supervisory Board.....
9. Decision on amendments to the Articles of Association.....
10. Decision on the approval of amendments to the Decision on the remuneration of members of the Supervisory Board
11. Decision on the election of auditors of the Company for the years 2025 and 2026.....

Proposals of decisions of the General Assembly:

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

“

1. The Remuneration Report for 2024 with the accompanying Auditor's Report, which are published as Attachment 3 to the Invitation to this General Assembly, and which make an integral part of this Decision, are approved.
2. This Decision enters into force as of the date of its adoption.”

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

“

1. In the business year ending on 31 December 2024, Atlantic Grupa has realised a consolidated net income after minority interests in the amount of EUR 26,451,491.00, while Atlantic Grupa d.d. has realised a net profit in the amount of EUR 10,149,742.87.
2. The dividend in the amount of EUR 1,50 per share shall be distributed to the shareholders of the Company in proportion to the number of shares held by each shareholder. The dividend shall be paid from the retained (undistributed) earnings of the Company realised in the business year 2021 and a part of the retained (undistributed) earnings realised in the business year 2022.
3. The dividend shall be paid to all shareholders of the Company registered as such in the depository of the Central Depository and Clearing Company on 02 July 2025 (record date). The date on which the Company shares will be traded without the right to dividend payment shall be 01 July 2025 (ex date). The claim for dividend payment shall become due on 03 July 2025 (payment date).
4. The net profit realised in the business year 2024 shall remain in the retained (undistributed) profit of the Company.”

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

“

1. The note of release has been given to Zoran Vučinić, the Chairman and a member of the Supervisory Board of Atlantic Grupa d.d., for the business year 2024;
2. The note of release has been given to Siniša Petrović, the Vice Chairman and a member of the Supervisory Board of Atlantic Grupa d.d., for the business year 2024;
3. The note of release has been given to Monika Elisabeth Schulze, the Vice Chairwoman and a member of the Supervisory Board of Atlantic Grupa d.d., for the business year 2024;
4. The note of release has been given to Zdenko Adrović, a member of the Supervisory Board of Atlantic Grupa d.d., for the business year 2024;
5. The note of release has been given to Lars Peter Elam Håkansson, a member of the Supervisory Board of Atlantic Grupa d.d., for the business year 2024;
6. The note of release has been given to Franz Josef Flosbach, a member of the Supervisory Board of Atlantic Grupa d.d., for the business year 2024;
7. The note of release has been given to Vesna Nevistić, a member of the Supervisory Board of Atlantic Grupa d.d., for the business year 2024;
8. The note of release has been given to Aleksandar Pekeč, a member of the Supervisory Board of Atlantic Grupa d.d., for the business year 2024;
9. The note of release has been given to Anja Svetina Nabergoj, a member of the Supervisory Board of Atlantic Grupa d.d., for the business year 2024.”

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

- “
1. The note of release has been given to Emil Tedeschi, the President and a member of the Management Board of Atlantic Grupa d.d., for the business year 2024;
 2. The note of release has been given to Srećko Nakić, a member of the Management Board of Atlantic Grupa d.d., for the business year 2024;
 3. The note of release has been given to Enzo Smrekar, a member of the Management Board of Atlantic Grupa d.d., for the business year 2024;
 4. The note of release has been given to Zoran Stanković, a member of the Management Board of Atlantic Grupa d.d., for the business year 2024;
 5. The note of release has been given to Mate Štetić, a member of the Management Board of Atlantic Grupa d.d., for the business year 2024;
 6. The note of release has been given to Lada Tedeschi Fiorio, a member of the Management Board of Atlantic Grupa d.d., for the business year 2024;
 7. The note of release has been given to Neven Vranković, a member of the Management Board of Atlantic Grupa d.d., for the business year 2024.”

Ad 7. The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

- “
1. The following persons are elected as members of the Supervisory Board of Atlantic Grupa d.d.:
 - 1.a Andrea Gisle Joosen, Våktarstigen 5, Bromma, Sweden, entrepreneur, passport number AA3943202, independent within the meaning of Article 255, paragraph 6 of the Companies Act, is elected as a member of the Company's Supervisory Board for a term of office of four years, commencing on 04 September 2025;
 - 1.b Florence Jeantet, 66 Rue Des Martyrs, Paris, France, entrepreneur, passport number 21CA50304, independent within the meaning of Article 255, paragraph 6 of the Companies Act, is elected as a member of the Company's Supervisory Board for a term of office of four years, commencing on 04 September 2025;
 - 1.c Siniša Petrović, Zvonarnička 5a, Zagreb, Croatia, professor, PIN: 69590126082, not independent within the meaning of Article 255, paragraph 6 of the Companies Act, is elected as a member of the Company's Supervisory Board for a term of office of four years, commencing on 04 September 2025;
 - 1.d Branislav Bibić, 121 Wolfberg Close, Stonehurst Mountain Estate, Westlake, Cape Town, South Africa, manager, PIN: 87748623867, independent within the meaning of Article 255, paragraph 6 of the Companies Act, is elected as a member of the Company's Supervisory Board for a term of office of four years, commencing on 21 January 2026;
 - 1.e Zoran Vučinić, Gornje Prekrižje 8A, Zagreb, Croatia, investor, PIN: 73176902026, not independent within the meaning of Article 255, paragraph 6 of the Companies Act, is elected as a member of the Company's Supervisory Board for a term of office of four years, commencing on 21 January 2026;
 2. The proposed election of members of the Supervisory Board fully respects the balanced representation of women and men on the Supervisory Board.
 3. This decision enters into force as of the date of its adoption.”

Ad 8. The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

“

1. Karl Weinfurtner, Dechant-Tücking-Str. 11, Pulheim, Germany, passport number C776WCL8F, is elected as a member of the Audit Committee of the Supervisory Board of Atlantic Grupa d.d.
2. The member of the Audit Committee of the Company's Supervisory Board listed in item 1 of this Decision is elected for a term of office of four years, commencing on 04 September 2025.
3. This decision enters into force as of the date of its adoption.”

Ad 9. The Management Board and Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

“

1. The Articles of Association of Atlantic Grupa d.d. dated 29 June 2023 are amended in the following manner:

1.a In the Article 12, paragraph 3 the existing number of days “30” is changed to “24”.

1.b In the Article 11 the existing paragraphs 5 and 6 are deleted and new ones are added, which read:

“The Management Board is authorised to decide that shareholders may participate in the work of the General Assembly in person or through a proxy and exercise their rights at the General Assembly by electronic communication even when they do not participate in it at the place where it is held.

The Management Board is authorised to decide that the General Assembly will be held exclusively by electronic communication and that shareholders may participate in the work of the General Assembly in person or through a proxy and exercise their rights at it exclusively by electronic communication.

The Management Board is authorised to decide that shareholders who do not participate in the work of the General Assembly, after the announcement of the invitation to the General Assembly and before it is held, cast their votes in writing or by electronic communication, in which case it will also determine appropriate measures to ensure the identification of shareholders who cast a postal vote.”

1.c In the Article 9, paragraph 1 the existing sentence: “Members of the Company's Supervisory Board may partake in the work of the General Assembly via video link.” is deleted and a new one is added, which reads: “In the event of a justified reason for their absence, they may participate in the work of the General Assembly via audio and video transmission with the possibility of communicating in real time with the participants of the General Assembly”.

2. All other provisions of the Articles of Association of Atlantic Grupa d.d. dated 29 June 2023 shall remain unchanged.
3. This Decision on Amendments to the Articles of Association shall enter into force and apply from the date of registration in the Court Registry.
4. The Supervisory Board is hereby authorised to establish the complete version of the Articles of Association in accordance with this Decision on Amendments to the Articles of Association.”

Ad 10. The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

"

1. The proposal of Amendments to the Decision on the remuneration of members of the Supervisory Board dated 29 June 2023 is approved in the following manner:
 - in item 3, the amount and the currency "EUR 1,990.84 (HRK 15,000.00)" is replaced by "EUR 2,700.00"
 - in item 3, the amount and the currency "EUR 3,981.68 (HRK 30,000.00)" is replaced by "EUR 5,000.00"
 - in item 3, the amount and the currency "EUR 2,654.46 (HRK 20,000.00)" is replaced by "EUR 3,300.00"
 - in item 4, the amount and the currency "EUR 796.34 (HRK 6,000.00)" is replaced by "EUR 1,000.00"
 - the text in item 11 is deleted and a new one is added which reads: "This Decision becomes effective on 01 January 2026."
3. The consolidated text of the Decision on the remuneration of members of the Supervisory Board, which is published as Attachment to the Invitation to this General Assembly and which makes an integral part of this Decision, is approved and it repeals the former version of the Decision on the remuneration of members of the Supervisory Board.
4. This Decision enters into force as of the date of its adoption."

Ad 11. The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

"

1. For the purpose of conducting the audit of the financial reports of the parent company Atlantic Grupa d.d. and its affiliated companies, as well as the audit of the consolidated financial reports of Atlantic Grupa d.d. for business years 2025 and 2026 by performing a joint audit, the following certified audit companies are appointed:
 - Ernst & Young d.o.o., Radnička cesta 50, Zagreb, Croatia
 - and
 - Kulić i Sperk d.o.o., Radnička cesta 52, Zagreb, Croatia.
2. For the purpose of conducting the assurance of the sustainability report for business years 2025 and 2026, the following certified audit company is appointed:
 - Ernst & Young d.o.o., Radnička cesta 50, Zagreb, Croatia
3. This decision enters into force as of the date of its adoption."

**INSTRUCTIONS FOR SHAREHOLDERS
CONCERNING THEIR PARTICIPATION IN THE GENERAL ASSEMBLY
(hereinafter – the Instructions):**

Invitation, time and venue of the General Assembly:

1. The share capital of the Company is divided into 13,337,200 ordinary shares, each in the nominal amount of EUR 8.00, which are administered in the computer system of the Central Depository and Clearing Company (CDCC/SKDD) under the designation ATGR-R-A. Each share of the Company gives the right to one vote at the General Assembly.

2. The participants are invited to come to the General Assembly on 24 June 2025 at least 30 minutes prior to its scheduled beginning for the purpose of timely registration of participants and in order for the Committee for Participant Registration to make a list of participants in the General Assembly. When registering, the shareholders or their proxies or representatives have to submit to the Committee a valid identification document provided under law, while the proxies who are legal persons have to submit an excerpt from the court register or other appropriate register in which the legal person concerned is entered, or other appropriate public document, if such a document was not submitted with the application for participation in the General Assembly. After registration, the participants may leave the General Assembly only after informing the Committee for Participant Registration, until the conclusion of the General Assembly.

Participation and voting at the General Assembly:

Registration:

3. Each shareholder of the Company who has submitted to the Company, either personally or through their proxy or representative, an application for participation in written form at the latest six days prior to the General Assembly meeting, which period does not include the day the application is received at the Company, or by 17 June 2025, has the right to participate in the General Assembly. A legal or natural person who is on the last day for application for participation in the General Assembly, i.e. on 17 June 2025, registered as a shareholder of the Company with the Central Depository and Clearing Company, Zagreb, is considered a shareholder of the Company.

4. The application shall have the following contents and attachments:

I. Application for shareholder – natural person

- name and family name, residence, address, OIB (personal identification number)
- number of the account opened with the Central Depository and Clearing Company and the total number of shares of the shareholder concerned

II. Application for shareholder – legal person

- company name of the legal person, seat and address, OIB (personal identification number)
- number of the account opened with the Central Depository and Clearing Company and the total number of shares of the shareholder concerned
- an excerpt from the court register or from other register in which the legal person is entered or a copy of such document, a certified copy or other appropriate public document clearly showing that the application was signed by a person who is under law authorised to represent the legal person concerned shall be attached to the application

III. Application submitted by shareholder's proxy

- a) Proxy of natural person:
 - name and family name, residence and address, OIB (personal identification number) of the proxy

- name and family name/company name; residence/seat, address, OIB (personal identification number) of the shareholder(s) which the proxy is representing, number of the account opened with the Central Depository and Clearing Company of each shareholder concerned and the total number of shares of the shareholder(s) concerned
- all individual powers of authority given by the shareholder(s) shall be attached to the application on the recommended form

b) Proxy of legal person:

- company name, seat and address and proxy's OIB (personal identification number)
- name and family name/company name; residence/seat, address, OIB (personal identification number) of the shareholder(s) which the proxy is representing, number of the account opened with the Central Depository and Clearing Company of each shareholder concerned and the total number of shares of the shareholder(s) concerned
- individual powers of authority given by the shareholder(s) in written form shall be attached to the application; if a shareholder is a legal person, the attachment shall contain an excerpt from the court register or other register in which the legal person is entered or a copy of such document, a certified copy or other public document clearly showing that the power of authority was signed by a person who is under law authorised to represent the legal person concerned.

5. As to minors and legally incapable or partially capable natural persons, the application shall be submitted by their statutory representative, who also represents them and who shall enclose with the application an original document or a copy or a certified copy thereof, showing their status as a statutory representative.

6. The applications for participation in the General Assembly shall be submitted directly to the Company at its seat in Zagreb, Miramarska 23, or sent to the Company by registered mail to the address: Atlantic Grupa d.d., Miramarska 23, 10000 Zagreb.

7. The applications for participation in the General Assembly shall be considered timely submitted if they are, in accordance with these Instructions, submitted or sent by mail to the Company by 24:00 hours on 17 June 2025 at the latest. The shareholders who have failed to apply for participation in the General Assembly correctly and in accordance with these Instructions or who have failed to attach to the application the documents provided under these Instructions shall not be entitled to participate in the General Assembly.

Power of Authority:

8. The power of authority for the application for participation and/or voting at the General Assembly shall include the name and family name or company name, residence or seat and address of the giver of authority, OIB (personal identification number) of the giver of authority, number of the shareholder's account with the Central Depository and Clearing Company, the total number of shares, name and family name or company name, residence or seat and address of the proxy, OIB (personal identification number) of the proxy, signature of the giver of authority or statutory representative or representative under law, if the giver of authority is a legal person.

9. It is recommended to use forms for the application for participation in the General Assembly and for the power of authority, which can be obtained on the website of the Company: www.atlanticgrupa.com.

10. The application for participation in the General Assembly and the power of authority, as well as any other attachments, shall be in the Croatian language; if they are in a foreign language, they also have to be translated into Croatian language by an authorised court interpreter.

11. The Company shall bear the costs of holding the General Assembly. Shareholders shall bear their own costs of arrival and participation in the activities of the Company's General Assembly.

Questions, proposals, counterproposals, materials and notifications:

12. The shareholders who intend to ask questions or submit proposals in the General Assembly regarding individual agenda items are hereby asked, for the purpose of more efficient organisation of

the work of the General Assembly, to announce their intention in writing when submitting their application for participation in the General Assembly, or during the registration of participants prior to the General Assembly at the latest, and to indicate the agenda item which their question or proposal will refer to, as well as the content thereof.

13. In case the shareholders who together own 5% of the share capital of the Company should request, after the General Assembly is convened, an additional subject to be included in the General Assembly's agenda and disclosed, then any new agenda item should be accompanied by an explanation and the respective decision proposal. The Company has to receive requests to add items to the agenda at least 24 days prior to the day of the General Assembly. This period does not include the day the request is received at the Company. In case the deadline is not observed, the proposed additional items of the agenda would be considered as not duly announced and no decision on them can be made at the General Assembly.

14. Counterproposals to the decision proposals submitted by the Management Board and/or Supervisory Board relating to the particular agenda item, made by shareholders with their names/family names, explanation and possible position of the Management Board shall be available to persons stated in Article 281, paragraphs 1 to 3 of the Companies Act as defined in Article 282 of the Companies Act, in case a shareholder submits a counterproposal to the address of the Company Headquarters (Atlantic Grupa d.d., Miramarska 23, 10000 Zagreb), at least 14 days prior to the General Assembly date. The date counterproposal is received at the Company is not counted in the 14-day deadline. The counterproposal shall be available at the Company's Internet site: www.atlanticgrupa.com. In case the shareholder does not exercise this right, they shall still be entitled to make a counterproposal at the General Assembly. The stated applies accordingly to shareholders' proposals regarding the appointment of members of the Supervisory Board and the Company Auditor.

15. At the General Assembly, the Management Board is obliged to provide information about the Company operations to any shareholder at their request, in case such information is necessary to evaluate an agenda item.

16. The materials for the General Assembly, for which it is prescribed so by law, will be made available to the shareholders for inspection and for issuing of copies at the seat of the Company in Zagreb, every working day from the day on which the invitation to the General Assembly is published to the day of the General Assembly, from 10:00 to 14:00 hours. Those materials will also be published on the same day on the Company's Internet site: www.atlanticgrupa.com.

Zagreb, 02 May 2025

Atlantic Grupa d.d.

Contact:

Katarina Mindoljević
Company Secretary
Tel. +385 1 2413 950
E-mail: katarina.mindoljevic@atlanticgrupa.com

Ivana Bračun
Investor Relations
Tel. +385 91 2413 322
E-mail: ir@atlanticgrupa.com