



## CIRCULAR

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### 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 the registered seat in Zagreb, Miramarska 23 (hereinafter: Atlantic Grupa d.d. or "Company"), on December 7th, 2021 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 January 20th, 2022 at 13:00 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. Decision on the election of two members of the Company's Supervisory Board.....

#### **Proposals of decisions of the General Assembly:**

Ad 2. The Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

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1. The following persons are elected as Supervisory Board members of Atlantic Grupa d.d.:
  - 1.a Vesna Nevistić, Dr., Küsnacht / Zürich, Schiedhaldensteig 11, OIB: 61513908943, for a member of the Company's Supervisory Board,
  - 1.b Zoran Vučinić, Gornje Prekrižje 8A, Zagreb, PIN: 73176902026 for a member of the Company's Supervisory Board.
2. The members of the Company's Supervisory Board listed in items 1.a and 1.b of this Decision are elected for the term of office of 4 years commencing on 20 January 2022.
3. This Decision shall become valid on the day 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. Share capital of the Company is divided into 3,334,300 ordinary shares, each in the nominal amount of HRK 40.00, 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. Due to extraordinary circumstances caused by the coronavirus pandemic (COVID-19), when participating in the work of the General Assembly the shareholders must respect all the health and safety recommendations and decisions made by the Civil Protection Headquarters of the Republic of Croatia and all the measures in conformity thereto that will be implemented by the Company when organizing the General Assembly. This way it will be possible to hold the General Assembly of the Company in its regular annual cycle, while at the same time protecting the health of the shareholders and the Company employees, as well as service providers included in the organization of the General Assembly.**

**Accordingly, in order to minimize the number of people that are to participate in the work of the General Assembly, thus also minimizing the risk of spreading the disease, it is recommended that the shareholders exercise their rights and participation at the General Assembly through one of the following proxies provided by the Company:**

Boris Šavorić, Attorney-at-Law, Ilica 1A, 10000 Zagreb  
(contact information: tel: +385 1 4855 900, e-mail: [boris.savoric@savoric.com](mailto:boris.savoric@savoric.com))

or

Josip Madirazza, Attorney-at-Law, Masarykova 21, 10000 Zagreb  
(contact information: tel: +385 1 4877 280, e-mail: [jmadirazza@madirazza.hr](mailto:jmadirazza@madirazza.hr)).

The cost of representing the shareholders or shareholder's proxy through the proposed proxies nominated in this Invitation shall be borne by the Company.

3. The participants are invited to come to the General Assembly on January 20th, 2022 at least one hour 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:**

4. With a recommendation for appointing one of the proposed proxies, 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 in which period is not included the day the application is received at the Company, or by January 13th, 2022 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 January 13th, 2022 registered as a shareholder of the Company with the Central Depository and Clearing Company, Zagreb, is considered a shareholder of the Company.

5. 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 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 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 authorized 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 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 shareholder 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 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 shareholder 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 authorized to represent the legal person concerned.

6. 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.

7. 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.

8. 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 January 13th, 2022 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:**

9. For the reasons set out in Item 2 of this Invitation, the shareholders are referred to selecting one of the proxies cited therein provided by the Company for their representation at the General Assembly. If the shareholder does not wish to be represented at the General Assembly by the proposed proxy provided by the Company, he or she can be represented by another proxy based on a valid written power of authority given by the shareholder, i.e. given by a person who is a legal representative of a shareholder – legal person.

10. 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 account with the Central Depository and Clearing Company of the shareholder, 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.

11. 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](http://www.atlanticgrupa.com).

12. 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 authorized court interpreter.

13. 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, except for the cost of representation of shareholders or shareholder's proxy through the proposed proxies nominated in this Invitation as stated under Item 2.

### **Questions, proposals, counterproposals, materials and notifications:**

14. 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 organization 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.

15. 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

respective decision proposal. The Company has to receive requests to add items to the agenda at least 30 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.

16. 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 stand by the Management Board shall be available to persons stated in Article 281, section 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](http://www.atlanticgrupa.com). In case the shareholder does not exercise this right, he/she 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.

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

18. 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 be announced on the same day on the Company's Internet site: [www.atlanticgrupa.com](http://www.atlanticgrupa.com).

19. In case that, due to the circumstances after the convocation of the General Assembly, there will be no possibility of holding the same, in the light of the fast spreading of coronavirus (COVID-19), the Management Board of the Company will take the decision of cancelling the General Assembly in due time.

Zagreb, December 8th, 2021

Atlantic Grupa d.d.

Contact:

Katarina Mindoljević  
Company Secretary  
Tel. +385 1 2413 923  
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Attachment 1 - Application Form for Participation

GENERAL ASSEMBLY OF ATLANTIC GRUPA d.d.

Application for Participation

1. Name and family name / company name / OIB (personal identification number) of the shareholder	
2. Residence / seat of the shareholder (street, number, place, state)	
3. Name and family name / company name / OIB (personal identification number) of the proxy*	
4. Residence / seat of the proxy (street, number, place, state)	
5. Name and family name of the person who is under law authorized to sign this application for shareholder (for legal persons)	
6. Number of shares of the shareholder voted at the General Assembly**	
7. Account number with the Central Depository and Clearing Company of the shareholder	

I herewith apply for participation in the General Assembly of Atlantic Grupa d.d. Zagreb, Miramarska 23, convoked for January 20th, 2022, starting at 13:00 hours at Company's registered seat, in Zagreb, Miramarska 23.

\* In accordance with the Invitation and Instructions to the shareholders concerning their participation in the General Assembly, it is recommended to choose and register the data of one of the following proxies:

Boris Šavorić, Attorney-at-Law, Ilica 1A, 10000 Zagreb

or

Josip Madirazza, Attorney-at-Law, Masarykova 21, 10000 Zagreb

\*\* please mark if the total number of shares of the shareholder or shares on custody account is different than the number of shares with which it is voted according to the application, or for which the power of authority is held. If the number of shares is expected to change, please enter the following notice: "according to the number of shares registered on January 13th, 2022 ".

Signature of the shareholder/proxy: \_\_\_\_\_ Date: \_\_\_\_\_

Attachment 2 – Power of Authority Form:

GENERAL ASSEMBLY - ATLANTIC GRUPA d.d.

Power of Authority

1. Name and family name / company name / OIB (personal Identification number) of the shareholder	
2. Name and family name of the person who is under law authorized to sign this power of authority for shareholder (for legal persons only)	
3. Residence / seat of the shareholder (street, number, place, state)	
4. Total number of shares owned	
5. Number of the shareholder's account with the CDCC	
6. Number of shares of the shareholder voted	

I herewith give authority to the below stated proxy: */circle the number in front of one of the proxies proposed by the Company or enter the data of another proxy/*

1. Boris Šavorić, Attorney-at-Law, Ilica 1A, 10000 Zagreb
2. Josip Madirazza, Attorney-at-Law, Masarykova 21, 10000 Zagreb

\_\_\_\_\_, OIB \_\_\_\_\_  
*/name and family name, or company name/ /address or seat/*

to file, solely and independently, on my behalf and for my account, an application for participation in the General Assembly of the joint-stock company Atlantic Grupa d.d., Zagreb, Miramarska 23 to be held on January 20th, 2022 in Zagreb, to represent me at this General Assembly, to participate, on my behalf and for my account, in the work of the General Assembly and to vote on all decisions to be passed in the General Assembly, in a manner:

*/next to proposal for the decision leave a mark that indicates the vote that is being given for such proposal of the decision:/*

Number and name of the proposal for the decision from the General Assembly's agenda:	IN FAVOUR	AGAINST	ABSTENTION
2. Decision on the election of two members of the Company's Supervisory Board			
Note: *			

\* mark a question, proposal regarding certain items on the agenda that the shareholder wants to ask through the proxy at the General Assembly or an instruction on how the proxy is authorized to vote in case of a counterproposal

Shareholder's signature: \_\_\_\_\_ Date: \_\_\_\_\_

### Attachment 3

- biographies of candidates proposed in the proposal of Decision on the election of two members of the Company's Supervisory Board under the Topic 2 of the agenda

#### **BIOGRAPHY: Vesna Nevistić**



Dr Vesna Nevistic has 25 years of professional track record in management consulting, investment banking, corporate development and restructuring.

She has gained extensive experience working globally across many different industries while holding senior executive positions at some of the world's leading institutions: a Partner at McKinsey & Company, in Zurich and New York; a Managing Director at Goldman Sachs, in London and Zurich; a Group Managing Director and Head of Corporate Development at UBS in Zurich, where she was part of the senior executive team that successfully restructured the bank following the financial crisis.

Dr Nevistic currently runs her own advisory boutique, VereNovo GmbH, focusing on strategic and business transformation topics, and also serves as a Non-Executive Director at the Boards of three companies: Compagnie Financiere Richemont SA, a Geneva-based global luxury goods group encompassing brands like Cartier, Van Cleef & Arpels, Montblanc; Samskip BV, a leading Pan-European multimodal transportation and logistics company, based in Rotterdam; Constellation Acquisition Corp I, a SPAC listed at the New York Stock Exchange.

She supports various non-profit organizations and is a member of the Finance Committee of the Swiss Study Foundation.

Dr Nevistic holds a PhD in Electrical Engineering from the Swiss Federal Institute of Technology (ETH Zurich) and Diploma/Post-Diploma degrees from Zagreb University.

She is a Swiss and Croatian citizen living in Zurich.

Given the expert competencies and experience of Dr Vesna Nevistić, her ability to provide an independent and effective contribution to the work of the Company's Supervisory Board, election of Dr Vesna Nevistić is proposed.

## **BIOGRAPHY: Zoran Vučinić**



Zoran Vučinić is a global manager with exceptionally successful international career in the FMCG sector. He has 33 years of working experience, career advancement and outstanding results in international corporate business, strategic marketing and change management. He is a native and citizen of Germany with ties to Croatia and the region through his family.

Zoran has just concluded his international career at The Coca-Cola Company in Atlanta as Chief Operating Officer for the North American Operating Unit – the globally largest operating unit with more than USD 11 billion in revenue.

Right after university, he started his career with Coca-Cola in 1988 as a Marketing Manager with responsibility for the former Yugoslavia, Bulgaria and Romania unit. He was promoted to Marketing Director for Coca-Cola Poland, based in Warsaw, Poland. After that, he was named General Manager for Switzerland and Austria, based in Zurich, followed by a secondment to Coca-Cola Amatil Europe as its Marketing & Commercial Director. He then relocated to Bangkok, Thailand as Deputy Division President responsible for the 12 countries comprising the South and West Asia Division.

He then left the company to pursue a graduate degree at the Massachusetts Institute of Technology (MIT), USA and, upon its completion, he started to work as a consultant for EGON ZEHNDER International based in Vienna, Austria, a global leader in premium executive search and management appraisal, where he focused on clients across Central and Eastern Europe. He later became General Manager of the Dukat Dairy Group, a leading regional dairy group in Croatia. In 2007, he returned to Coca-Cola as President for the Russia, Ukraine and Belarus operations. Nine years later, he relocated to Dubai, U.A.E., and was promoted to lead the large Middle East and North Africa business unit, which covers 27 countries.

In addition, Zoran Vučinić has gathered considerable Board of Directors experience. He served as member of the board of directors of several companies: The Equatorial Coca-Cola Bottling Company, Barcelona; Coca-Cola Bottling Company of Egypt, National Bottling Company, Palestine; Coca-Cola Bottling Company of Pakistan and Aujan Coca-Cola.

He holds university degrees of the ESB Business School, Reutlingen University, Germany and the Middlesex Business School, London and he also earned an MBA degree from MIT, Sloan School of Management, USA. Zoran Vučinić is married and father of three children and has recently relocated from USA to Zagreb.

Given the expert competencies and experience of Mr. Zoran Vučinić, his ability to provide an independent and effective contribution to the work of the Company's Supervisory Board, election of Mr. Zoran Vučinić is proposed.