

**AD Plastik d.d.**

Joint-stock company  
for automotive plastic components manufacturing

HR 21210 Solin, Matoševa 8 • [www.adplastik.hr](http://www.adplastik.hr)  
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**Announcement of regulated information**

Security: ADPL / ISIN: HRADPLRA0006

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Home Member State: Croatia

Quotation: Zagreb Stock Exchange, Prime Market

Solin, July 13, 2020

## Invitation to the General Assembly

In accordance with the provisions of the Capital Market Act and Zagreb Stock Exchange Rules, we hereby announce invitation to the General Assembly that will be held on August 24, 2020, starting at 12 o'clock in company headquarters premises in Solin.

Invitation to the General Assembly with the agenda and draft decisions are attached to this announcement.

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Based on the Article 277 of the Company Law (NN 111/93, 34/99, 52/00, 118/03, 137/09, 152/11, 111/12, 144/12, 68/13, 110/15 and 40/19) and the Article 35 of the Charter of AD PLASTIK d.d., Solin, the Management Board of AD PLASTIK d.d., Solin, on July 9, 2020 made a decision to

**CONVENE**  
**the ordinary General Assembly of AD PLASTIK d.d. Solin**

I The General Assembly shall be held on **August 24, 2020 (Monday)**, at 12 a.m. in the Administration building of the Company in Solin, Matoševa 8, according to the following

**A g e n d a**

- establishing the list of participants in the General Assembly

1. Annual Financial Statements of AD PLASTIK d.d. and Consolidated Annual Financial Statements of AD PLASTIK Group for 2019, Annual report on the status of AD PLASTIK Group for 2019, and Report by the Supervisory Board on the performed supervision over management of business of AD PLASTIK Group for 2019.
2. Decision on issue of approval to the Management Board for their work in 2019.
3. Decision on issue of approval for work to the Supervisory Board members in 2019.
4. Decision on appointment of an auditor for 2020 and defining remuneration for its work.
5. Decision on use of the profit realized in 2019.
6. Decision on the election of one member of the Supervisory Board.

**II Draft decisions:**

The Management Board and the Supervisory Board have proposed, except for the Items 4 and 6 and the Supervisory Board for Items 4 and 6, the passing of the following decisions:

**Ad 2.** Approval to the Management Board for their work in 2019 has been issued.

**Ad 3.** Approval to the members of the Supervisory Board for their work in 2019 has been issued.

**Ad 4.** I. The company KPMG Croatia, d.o.o., OIB: 20963249418, Zagreb, Ivana Lučića 2/a has been appointed as the auditor for 2020 for AD PLASTIK, d.d. Solin.  
II. Remuneration for the work of the auditor for 2020 shall be established by a special Contract between the Company and the auditor, in accordance with the valid Audit law (NN No. 127/17);

**Ad 5.**

1. Profit of AD Plastik d.d. (hereinafter: the Company) realized in 2019 after taxation amounts to HRK 90,145,751.
2. It is established that the Management Board of the Company in accordance with Article 220 of the Corporations Act and Article 19, paragraph 14 of the Accounting Act, and with the consent of the Supervisory Board of the Company, on July 2, 2020 made a decision to allocate a part of the

realized profit from item I of this Decision in the amount of HRK 21,698,677.00 to other reserves from profit to cover the unwritten-off development costs stated in the Company's assets as of December 31, 2019.

3. The remaining profit of the Company for 2019 in the amount of HRK 68,447,074.00 shall be used as follows:
  - for a dividend in the amount of HRK 16,522,104.00, which has already been paid in the form of an advance dividend in accordance with the decision of the Management Board of the Company dated February 27, 2020,
  - the rest in the amount of HRK 51,924,970.00 for retained earnings.

**Ad. 6. Decision on the election of one member of the Supervisory Board** has been made, as follows:

#### Article 1

Mr. Ivica Tolić, OIB: 36637114938, law graduate, address: Split, Ruđera Boškovića 16 has been elected as the member of the Supervisory Board of AD PLASTIK d.d.

#### Article 2

The term of office of the elected member of the Supervisory Board starts as from August 24, 2020 and lasts for 4 (four) years.

### III Explanation on the draft decisions of the General Assembly:

**Ad. 1.** Pursuant to provision of Article 280.a paragraph 1, item 2 of the Companies Act, shareholders are hereby informed that pursuant to Article 300 d of the Companies Act and Article 29 of the Company Charter, the Management Board and the Supervisory Board have established the audited Annual Financial Statements of AD PLASTIK d.d. and Consolidated Annual Financial Statements of AD PLASTIK Group for 2019, therefore the General Assembly shall not decide upon these Statements. The Supervisory Board also adopted the Annual Report on the status of AD PLASTIK Group for 2019 as well as the Report on the performed supervision over management of business of AD PLASTIK Group for 2019.

The aforementioned audited annual financial statements, together with the Annual Report on the status of AD PLASTIK Group for 2019 and the Report by the Supervisory Board on the performed supervision over management of business of AD PLASTIK Group for 2019 shall be submitted to the General Assembly, which shall not make decision upon this item of the agenda.

**Ad. 2** Pursuant to Article 280, paragraph 3 of the Companies Act, the Management Board and the Supervisory Board propose to the General Assembly to adopt a decision on granting approval (clearance) to the Management Board for their work in 2019.

**Ad. 3.** Pursuant to Article 280, paragraph 3 of the Companies Act, the Management Board and the Supervisory Board propose to the General Assembly to adopt a decision on granting approval (clearance) to the Supervisory Board members for their work in 2019.

**Ad. 4.** Pursuant to the Audit Act (Narodne novine 127/17), and Article 16 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding the statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC, the Company conducted a procedure to select a new auditor for statutory audit services of a separate financial statement of the company AD PLASTIK d.d. and the consolidated report of the AD PLASTIK Group for the business year 2020.

As part of the above mentioned procedure, on July 2, 2020 the Audit Committee of the Company made a decision in accordance with which it recommended to the Supervisory Board to adopt the draft decision on the appointment of auditor between one of the following two candidates (audit firms): a) KPMG Croatia d.o.o, OIB: 20963249418, Zagreb, Ivana Lučića 2/a, and b) Ernst & Young d.o.o., OIB: 58960122779, Zagreb, Radnička cesta 50, where the Audit Committee expressed its justified commitment to the candidate KPMG Croatia d.o.o. Zagreb.

Pursuant to Article 280, paragraph 3 of the Companies Act, the Supervisory Board proposes to the General Assembly to adopt a decision appointing KPMG Croatia d.o.o., OIB: 20963249418, Zagreb, Ivana Lučića 2/a as the Company's auditor for the business year 2020, and the said proposal is in accordance with the stated commitment of the Audit Committee.

**Ad. 5.** The Company's profit realized in 2019 after taxation amounts to HRK 90,145,751, whereby the Company's Management Board, in accordance with Article 220 of the Corporations Act and Article 19, paragraph 14 of the Accounting Act, and with the consent of the Supervisory Board of the Company, on July 2, 2020 made a decision to allocate a part of the realized profit in the amount of HRK 21,698,677.00 to other reserves from profit to cover the unwritten-off development costs stated in the Company's assets as of December 31, 2019.

Therefore, the Management Board and the Supervisory Board propose to the General Assembly to make a decision by which the remaining net profit of the Company realized in 2019 in the amount of HRK 68,447,074.00 will be used in part for a dividend in the amount of HRK 16,522,104.00, which has already been paid in the form of an advance dividend in accordance with the decision of the Management Board of the Company dated February 27, 2020, while the rest in the amount of HRK 51,924,970.00 will be allocated to retained earnings.

**Ad. 6.** Pursuant to Article 280, paragraph 3 of the Companies Act, the Supervisory Board proposes to the General Assembly to elect one member of the Supervisory Board of AD PLASTIK d.d., namely Mr. Ivica Tolić, OIB: 36637114938, law graduate, from Split, Ruđera Boškovića 16.

Term of office of Mr. Ivica Tolić as member of the Supervisory Board shall expire on July 20, 2020 so his re-election for another term of office of 4 (four) years, starting on August 24, 2020 has been proposed.

Mr. Ivica Tolić is not a member of supervisory boards or steering committees in other companies, as well as in other supervisory bodies in the country and abroad.

The CV of the aforementioned candidate nominated for the member of the Supervisory Board has been published on the Company's website [www.adplastik.hr](http://www.adplastik.hr).

**IV** In case the General Assembly is not held on August 24, 2020 because of lack of quorum or for other reasons, the next meeting of the General Assembly shall be held on September 10, 2020 (Thursday) at the same time and at the same place, and with the same agenda as stated in this Invitation.

**V** TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME OF CONVENING THE GENERAL ASSEMBLY:

The share capital of the Company is divided into totally 4,199,584 ordinary registered shares, each of them in the nominal amount of HRK 100.00.

Each ordinary share gives the right to one vote at the General Assembly, except for the own (treasury) shares of the Company, i.e. the shares without voting right, of which at the time of the convening the General Assembly the Company has 69,058. The total number of the shares with voting right at the time of convening the General Assembly amounted to 4,130,526.

## VI PREPOSITIONS FOR PARTICIPATION OF SHAREHOLDERS IN THE GENERAL ASSEMBLY AND USE OF THE VOTING RIGHT:

Only those shareholders, who at the beginning of the 21st day before the meeting of the General Assembly, i.e. on August 3, 2020 (Monday) were registered in the Central Depository and Clearing Company Inc. as the owners of the Company shares, and who six days before the meeting of the General Assembly, at the latest, or on August 17, 2020 (Monday), at the latest, registered their participation in the Assembly, in advance, in written form, with the Legal Department of the Company or with a public notary, whose official seat corresponds to the seat of the Company, are entitled to participate in the General Assembly and use their voting rights. Together with the registration for participation in the General Assembly and the use of the voting right, the shareholder must submit, in written form, proof of possessing a share at the beginning of the 21st day before the meeting of the General Assembly, issued by the Central Depository and Clearing Company Inc.

Data on the public notaries through whom the shareholders can register their participation in the Company assembly are:

1.) acting Public notary Snježana Ludvajić, 21210 Solin, Kralja Zvonimira 75, Republic of Croatia, phone/fax: +385-21-210-548, e-mail: [vd.jb.snjezana.ludvajic@gmail.com](mailto:vd.jb.snjezana.ludvajic@gmail.com);

2.) acting Public notary Maja Radovani, 21210 Solin, Kralja Zvonimira 85, Republic of Croatia, phone/fax: +385-21-213-286, e-mail: [vd.biljeznik.radovani.maja@gmail.com](mailto:vd.biljeznik.radovani.maja@gmail.com);

The use of the registration forms for participation in the General Assembly is recommended. The forms may be obtained with the Legal Department at the Company seat, and are also available at the internet site of the Company: [www.adplastik.hr](http://www.adplastik.hr).

## VII VOTING PROCEDURE BY WAY OF A PROXY:

Representatives and proxies of the shareholders, who have registered their participation in the manner and under the conditions described in Item VI of this Invitation, and who have proved their identity, may also participate in the General Assembly and use their voting rights, namely:

- representatives, based on an adequate document on representation, which is submitted to the Company as an original or as a certified copy, by way of the Legal Department, by the day when the General Assembly is held, at the latest;

- proxies, based on a proxy-granting form, in written form, which is submitted to the Company, by way of the Company's Legal Department, by the day when the General Assembly is held, at the latest. Apart from submission by direct handover or by mail, the proof of the appointment of a proxy (scan of the signed proxy-granting form) may also be sent electronically, by e-mail to the address: [prijava@adplastik.hr](mailto:prijava@adplastik.hr).

The use of the registration forms for participation in the General Assembly is recommended. The forms may be obtained with the Legal Department at the Company seat, and are also available at the internet site of the Company: [www.adplastik.hr](http://www.adplastik.hr).

#### **VIII INCLUSION OF NEW MATTERS IN THE AGENDA:**

If the shareholders, who jointly possess shares to the amount of the twentieth part of the Company's share capital, request after the General Assembly has been convened for a matter to be included in the agenda of the General Assembly and to be announced, then explanations or draft decisions must be provided for every new matter included in the agenda.

The request for inclusion of a matter in the agenda must be received by the Company at least 30 days before the General Assembly is held. This period of time does not include the day when the request was received by the Company.

#### **IX COUNTER-MOTIONS BY THE SHAREHOLDERS:**

Counter-motions by the shareholders in relation to the draft decision provided by the Management Board and/or Supervisory Board regarding a certain item on the agenda, must be available, under statement of their names and family names, explanations and possibly the standpoint of the Management Board, to the persons mentioned in Article 281, Sections 1 to 3 of the Company Act under the prepositions stated there, if a shareholder submits his/her counter-motion to the Company at least 14 days before the General Assembly is held, at the address of the Company seat: AD PLASTIK d.d., 21210 Solin, Matoševa 8.

The day when the counter-motion is received by the Company shall not be included in this period of time of 14 days. The counter-motion shall be available at the internet site of the Company: [www.adplastik.hr](http://www.adplastik.hr). If a shareholder does not exert this right, the consequence shall not be the loss of the right to include the counter-motion at the General Assembly meeting.

The above said shall also be applied, in an appropriate manner, to the filing of motion by the shareholders regarding the selection of members of the Supervisory Board or appointment of an auditor. Such a motion needs not be explained. The Management Board needs not make the motion available to the shareholders, if it does not contain any data, which must be announced with the motion for selection of members of the Supervisory Board and appointment of an auditor, or data on memberships of the persons proposed for selection in supervisory boards, i.e. steering committees of other companies, and other supervisory bodies at home and abroad.

#### **X RIGHT TO BE INFORMED ABOUT COMPANY'S BUSINESS:**

During the General Assembly, the Management Board must give every shareholder, at their request, information regarding the business of the Company, if this is necessary for the matters included in the agenda to be judged, in accordance with Article 287 of the Company Law.

#### **XI NOTICES ON THE INTERNET SITE OF THE COMPANY:**

Immediately after the announcement of the invitation for the General Assembly, the following shall be available at the internet site of the Company [www.adplastik.hr](http://www.adplastik.hr):

- invitation for the General Assembly of the Company, together with materials for the General Assembly foreseen by law,
- registration forms and proxy-granting forms for participation and casting votes at the General Assembly,
- the shareholders' request for a matter to be included in the General Assembly agenda (amendment of the agenda), which is received by the Company after the General Assembly has been convened.

**XII** The shareholders are entitled to review the materials for the General Assembly in the period from the day of the announcement of this Invitation until the day when the General Assembly is held, and with the Company's Legal Department, during working hours.

MANAGEMENT BOARD of AD PLASTIK d.d., Solin

