

**AD Plastik d.d.**

Joint-stock company  
for automotive plastic components manufacturing

HR 21210 Solin, Matoševa 8 • [www.adplastik.hr](http://www.adplastik.hr)  
tel.: +385 (0) 21 206 444 • fax: +385 (0) 21 206 599



**Announcement of regulated information**

Security: ADPL / ISIN: HRADPLRA0006

LEI: 549300NFX18SRZHNT751

Home Member State: Croatia

Quotation: Zagreb Stock Exchange, Prime Market

Solin, July 20, 2023

## General Assembly held

In accordance with the provisions of the Capital Market Act and Zagreb Stock Exchange Rules, we hereby inform you that the ordinary General Assembly meeting was held today in Solin, where all draft decisions stated in the Invitation to the General Assembly were confirmed.

The decisions of the General Assembly are attached to this announcement.

AD Plastik d.d.

**DECISIONS**  
**of the ordinary General Assembly of AD Plastik d.d. Solin**  
**as of July 20, 2023**

Ordinary General Assembly of AD Plastik d.d. was held on July 20, 2023, in the premises of the headquarters of AD Plastik d.d., Matoševa 8, Solin with the following agenda:

1. Annual Financial Statements of AD Plastik d.d. and Consolidated Annual Financial Statements of AD Plastik Group for 2022, Annual report on the status of AD Plastik Group for 2022, and Report by the Supervisory Board on the performed supervision over the management of the business of AD Plastik Group for 2022;
2. Decision on the issuance of approval to the Management Board for their work in 2022;
3. Decision on the issuance of approval for work to the Supervisory Board members in 2022;
4. Decision on the appointment of an auditor for 2023 and defining remuneration for their work;
5. Decision on the coverage of loss for 2022;
6. Decision on approval of the Remuneration Report of Management and Supervisory Board Members for 2022;
7. Decision on the adjustment of the share capital and nominal value of AD Plastik d.d. shares by reducing the share capital;
8. Decision on amendments to the Charter of AD Plastik d.d.;
9. Decision on amendments to the Rules of Procedure of the General Assembly of AD Plastik d.d.;
10. Decision on the election of one member of the Supervisory Board.

General Assembly of AD Plastik d.d., on which 2,600,946 votes were present, that is represented, comprising 61.93 percent of the total number of shares and the Company's share capital, has adopted decisions with the voting results, as follows:

**Ad 2 Decision on the issuance of approval to the Management Board for their work in 2022:**

Approval to the Management Board for their work in 2022 has been issued.

The aforementioned decision has been adopted unanimously, with 2,600,946 votes "pro".

**Ad 3 Decision on the issuance of approval for work to the Supervisory Board members in 2022:**

Approval to the Supervisory Board members for their work in 2022 has been issued.

The aforementioned decision has been adopted unanimously, with 2,600,946 votes "pro".

**Ad 4 Decision on the appointment of an auditor for 2023 and defining remuneration for their work:**

- I. The company KPMG Croatia, d.o.o., OIB: 20963249418, Zagreb, Ivana Lučića 2/a has

been appointed as the auditor for 2023 for AD Plastik d.d. Solin.

II. Remuneration for the work of the auditor for 2023 shall be established by a special Contract between the Company and the auditor, in accordance with the valid Audit law (NN No. 127/17).

The aforementioned decision has been adopted unanimously, with 2,600,946 votes "pro".

#### **Ad 5 Decision on the coverage of loss for 2022:**

Loss of AD Plastik d.d. Solin (hereinafter: the Company) for the year 2022 amounted to HRK 103,550,248, which according to the fixed HRK to EUR exchange rate amounts to EUR 13,743,479.73, and will be covered as follows:

1. from retained earnings of previous years in the amount of HRK 98,715,707 (EUR 13,101,825.87),
2. from capital reserves in the amount of HRK 4,834,541 (EUR 641,653.86).

The aforementioned decision has been adopted unanimously, with 2,600,946 votes "pro".

#### **Ad 6 Decision on approval of the Remuneration Report of Management and Supervisory Board Members for 2022:**

The audited Remuneration Report of Management and Supervisory Board Members for 2022 has been approved in the text published as Annex 1 of the Invitation to the General Assembly, together with the auditor's report, which form an integral part of this Decision.

The aforementioned decision has been adopted by a majority of 2,575,642 votes "pro", while there were 25,304 votes "con".

#### **Ad 7 Decision on the adjustment of the share capital and nominal value of AD Plastik d.d. shares by reducing the share capital:**

##### **Article 1**

The share capital of AD PLASTIK, d.d. (hereinafter: the Company) entered in the court register amounts to HRK 419,958,400.00 (four hundred and nineteen million nine hundred and fifty-eight thousand four hundred kunas) and is divided into a total of 4,199,584 (four million one hundred ninety-nine thousand five hundred eighty-four) ordinary registered shares, each with a nominal value of HRK 100.00 (one hundred kunas), which are kept in the computer system of the Central Depository and Clearing Company as dematerialized securities under the designation ADP-R-A.

By applying the fixed exchange rate of the kuna to the euro, in accordance with Article 65, paragraph 2 of the Law on the introduction of the euro as the official currency of the Republic of Croatia (Official Gazette No. 57/22 and 88/22), with rounding to the nearest cent, the Company's recalculated share capital amounts to EUR 55,738,058.27 (fifty-five million seven hundred thirty-eight thousand fifty-eight euros and twenty-seven cents), and the recalculated nominal value of the share amounts to EUR 13.27 (thirteen euros and twenty-seven cents).

##### **Article 2**

For the purpose of adjusting the share capital in accordance with the provisions of Article 21 of the Act on Amendments to the Corporations Act (Official Gazette No. 114/2022 and 18/2023), the share capital of the Company is reduced from the amount of EUR 55,738,058.27 (fifty-five million seven hundred thirty-eight thousand fifty-eight euros and twenty-seven cents) by the amount of EUR 1,143,466.27 (one million

one hundred forty-three thousand four hundred sixty-six euros and twenty-seven cents) to the amount of EUR 54,594,592.00 (fifty-four million five hundred ninety-four thousand five hundred and ninety-two euros) by reducing the nominal value of shares from the amount of EUR 13.27 (thirteen euros and twenty-seven cents) by the amount of EUR 0.27 (zero euro and twenty-seven cents) to the amount of EUR 13.00 (thirteen euros), in order to round the nominal value of shares to a whole number.

The amount of EUR 1,143,466.27 (one million one hundred forty-three thousand four hundred sixty-six euros and twenty-seven cents) by which the share capital is reduced is transferred into the Company's capital reserves.

### **Article 3**

After recalculation and adjustment, the Company's share capital amounts to EUR 54,594,592.00 (fifty-four million five hundred ninety-four thousand five hundred and ninety-two euros), divided into a total of 4,199,584 (four million one hundred ninety-nine thousand five hundred eighty-four) ordinary registered shares, each with a nominal value of EUR 13.00 (thirteen euros).

### **Article 4**

Following the adjustment of the share capital and the nominal value of the Company's shares as determined by the previous articles of this Decision, as well as in accordance with the provisions of Article 21, Paragraph 4 of the Act on Amendments to the Corporations Act (Official Gazette No. 114/2022 and 18/2023) in the Charter of AD PLASTIK d.d. Solin (consolidated text), (hereinafter: Charter), Article 11 is amended to read as follows:

"The share capital of the Company amounts to EUR 54,594,592.00 (say: fifty-four million five hundred and ninety-four thousand five hundred and ninety-two euros)."

### **Article 5**

Article 14 of the Charter is amended to read as follows:

"The Company's share capital is divided into 4,199,584 (say: four million one hundred ninety-nine thousand five hundred and eighty-four) ordinary registered shares, each with a nominal value of EUR 13 (say: thirteen euros)."

In Article 15 of the Charter, the words: "HRK 100" are replaced by the words: "EUR 13".

### **Article 6**

The Supervisory Board is authorized to determine and issue a consolidated text of the Charter.

### **Article 7**

The Management Board of the Company is obliged to undertake all necessary legal actions and submit an application to the Commercial Court in Split in order to enter this Decision into the court register.

The aforementioned decision has been adopted unanimously, with 2,600,946 votes "pro".

## **Ad 8 Decision on amendments to the Charter of AD Plastik d.d.:**

### **Article 1**

In the Charter of AD PLASTIK d.d. Solin (consolidated text, which includes the Charter, dated December 18, 1995, and its amendments dated April 28, 1997, July 21, 2000, July 26, 2001, April 15, 2002, July 8, 2004, June 21, 2007, July 18, 2008, July 16, 2009, July 14, 2011, and July 19, 2012, hereinafter: Charter), in Article 26, paragraph 3, the words: "Open joint-stock company" shall be replaced by the words: "Joint-stock company".

#### **Article 2**

In Article 35 of the Charter, paragraph 3 is amended to read:

„(3) The invitation to the General Assembly with the agenda, draft decisions for each item on the agenda, and draft acts, the content of which must be published by law, shall be published on the website where the court register is located and on the official website of the Company [www.adplastik.hr](http://www.adplastik.hr).“

#### **Article 3**

In Article 42 of the Charter, paragraph 1 is amended to read:

“(1) Information and announcements of the Company, which must be made public by law and this Charter, shall be published on the website where the court register is located and on the official website of the Company [www.adplastik.hr](http://www.adplastik.hr).”

#### **Article 4**

The Supervisory Board is authorized to pass and issue a consolidated text of the Charter.

#### **Article 5**

These amendments to the Charter shall come into force on the day they are entered in the court register at the Commercial Court in Split.

The aforementioned decision has been adopted unanimously, with 2,600,946 votes "pro".

### **Ad 9 Decision on amendments to the Rules of Procedure of the General Assembly of AD Plastik d.d.:**

#### **Article 1**

Article 7, paragraph 2 of the Rules of Procedure of the General Assembly of AD PLASTIK d.d. Solin, (consolidated text, which includes the Rules of Procedure dated July 14, 2011, and its amendments dated July 18, 2013, hereinafter: Rules of Procedure), is amended to read:

“The invitation from the previous paragraph shall be published on the website where the court register is located and on the official website of the Company [www.adplastik.hr](http://www.adplastik.hr). ”

#### **Article 2**

Article 20 of the Rules of Procedure is amended to read:

“If the invitation for the Assembly that was not held due to lack of quorum did not specify when and where the repeated Assembly will be held, the shareholders will be invited to the repeated Assembly in the same way as it was done for the Assembly that was not held.”

#### **Article 3**

Article 24 of the Rules of Procedure is amended to read:

"The right to vote at the General Assembly of the Company is exercised in proportion to the nominal amount of shares of each shareholder, so that every 13 EUR of the nominal amount of shares, i.e. each share of the nominal amount of 13 EUR gives the right to one (1) vote."

#### **Article 4**

The Supervisory Board is authorized to pass and issue a consolidated text of the Rules of Procedure.

#### **Article 5**

This Decision shall enter into force on the day of its adoption.

The aforementioned decision has been adopted unanimously, with 2,600,946 votes "pro".

#### **Ad 10 Decision on the election of one member of the Supervisory Board:**

##### **Article 1**

Mr. Igor Anatolyevich Solomatin, OIB: 57326820923, Electrical Engineer, address: Ryleeva 2-2, Saint Petersburg, Russian Federation, has been elected as a 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 on July 25, 2023, and lasts for 4 (four) years.

The aforementioned decision has been adopted by a majority of 2,573,942 votes "pro", while there were 27,004 votes "con".