

Pursuant to Article 277 of the Companies Law ("Official Gazette" no. 152/11 – cleared text, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23 and 136/24), and the Resolution on convocation of the General Assembly of PODRAVKA Inc., Management Board of PODRAVKA Inc. announces this

**INVITATION
TO THE GENERAL ASSEMBLY OF PODRAVKA Inc.**

I. General Assembly of PODRAVKA Inc., headquartered in Koprivnica, A. Starčevića 32 (hereinafter: Company) will be held in Koprivnica, on 10th July 2025 (Thursday), at 12 a.m. in the conference hall on the ground floor of the Company headquarters in Koprivnica, A. Starčevića 32 Street.

II. For this General Assembly it is hereby determined and published

the following Agenda:

1. Opening of the General Assembly, determination of present and represented shareholders and their proxies
2. Annual financial reports for the Company and Annual consolidated financial reports for Podravka Group for the year 2024 together with authorized auditor's reports, the consolidated Sustainability Statement with the Report of the authorized auditor and the Annual Report by the Company Management Board on the state of the Company and its related companies in 2024, and the Report of the Company Supervisory Board on performed supervision over managing business in 2024.
3. Passing a Resolution on the PODRAVKA Inc. profit distribution for the year 2024
4. Passing a Resolution on discharging the PODRAVKA Inc. Management Board's members for the year 2024
5. Passing a Resolution on discharging the PODRAVKA Inc. Supervisory Board's members for the year 2024
6. Passing a Resolution on approving of the Remuneration Report of the Supervisory Board's members as well as the Management Board's members in the year 2024
7. Passing a Resolution on providing authority to the Company Management Board on acquiring own Company shares
8. Passing a Resolution on appointing a member of the Audit Committee of PODRAVKA Inc.
9. Passing a Resolution on appointing the Company auditors for the business year 2025 and 2026 and determination of their respective fees.

III. The Company share capital has been divided to 7,120,003 regular shares of individual nominal amount of EUR 30.00, registered at the computer system of the Central Depository & Clearing Company under the ticker PODR-R-A. Each regular share provides one vote at the General Assembly. All shareholders of PODRAVKA Inc. are entitled to attend and vote at the General Assembly (1 share = 1 vote), who have been entered into the computer system kept by the Central Depository & Clearing Company six days before the General Assembly is being held, i.e. on 3rd July 2025 as the last day to apply to participate in the work of the General Assembly, and who have by that day – i.e. by 3rd July 2025 provided notice of attendance and intention on participating in work of this Assembly to the Company.

IV. Shareholders may attend and vote at the General Assembly in person or through a proxy. Authorizations for participation and exercising the right to vote at the General Assembly are provided in written form.

Shareholders may be represented by proxies under the condition they have valid powers of attorney issued by shareholders, or in behalf of shareholders being legal entities, and by persons authorized for representation pursuant to provisions in Article 28 of the Company's Articles of Association.

V. To be valid, notice of attendance must contain, and be accompanied with:

a) shareholders – natural persons:

- name and surname, residence, PIN, account no. at CDCC and total number of shares (no. of votes at the General Assembly).

b) shareholders – legal entities:

- company, legal entity name, headquarters and residence, PIN, account no. at CDCC and total number of shares (no. of votes at the General Assembly).
- photocopy of an excerpt from court or any other register of authorized persons for representation of that legal entity in the current year,
- proxy's power of attorney for representation of legal entity (if legal entity is not represented by a person authorized for representation pursuant to legal provisions).

c) proxies of shareholders – natural persons:

- name and surname, residence and proxy PIN;
- list of shareholders they represent, for each of them no. of account opened at the CDCC and the total number of shares (number of votes at the General Assembly) of all the represented shareholders;
- attached to the application are all individual powers of attorney on the recommended form.

d) proxies of shareholders – natural persons:

- company, i.e. name of the legal entity, headquarters and address and PIN of the proxy;
- list of shareholders they represent, for each of them no. of account opened at the CDCC and the total number of shares (number of votes at the General Assembly) of all the represented shareholders;
- attached to this application are individual powers of attorney in written form, and if the shareholder is a legal entity, attached is the photocopy of the excerpt from the court register or some other register from the current year in which this legal entity is registered, certified transcript or other public document showing that the power of attorney was signed by the person lawfully authorized to represent that legal entity.

VI. Application for participation at the General Assembly and the power of attorney, along with all the attachments have to be in Croatian language, and if they are in foreign language they need to be attached with a translation to Croatian language by the registered court interpreter.

Shareholders, representatives and proxies of shareholders who fail to meet obligations to give proper notice of attendance at the General Assembly pursuant to this Invitation, shall not be entitled to attend and make decisions at the General Assembly of the Company.

VII. Pursuant to provision in Article 28, item 4 of the Company Articles of Association, shareholders, their proxies and representatives shall bear expenses of their attendance at the General Assembly.

VIII. At the Company web-site www.podravka.com, as of the day this Invitation to the General Assembly is published, the following forms are available: application for participation at the General Assembly, recommended form of the power of attorney, recommended form of the recall of the existing power of attorney, the Report of the Company Supervisory Board on performed supervision over the Company business in 2024 and other information and material proscribed by the Article 280.a of the Companies Act.

IX. This invitation and draft resolutions which are being proposed to the General Assembly by the Company Supervisory and Management Boards will be published on the register web-site of Commercial Court in Bjelovar, HINA and web-site of the Zagreb Stock Exchange (www.zse.hr), HANFA (www.hanfa.hr) and the Company (www.podravka.com). All the relevant data and documents related to the agenda of the Company General Assembly will be available to the shareholders at the Company headquarters, at the headquarters

helpdesk, working days from 10 to 14, and at the Company web-site as of the day this invitation is publicly announced.

X. Shareholders jointly having shares amounting to 5% of the Company share capital, can request in writing that a subject be placed on the Agenda of the General Assembly. The request in question, along with its explanation and proposed Resolution, the Company needs to receive at least 24 days prior to holding of the General Assembly, or on 16th June 2025 at the latest.

Stating their name and last name, each shareholder has been authorized to submit a counter-proposal and an explanation to the proposed resolutions of the Management and Supervisory Boards, referring to the items on the agenda and deliver it to the Company's address at least 14 days prior the General Assembly is being held, or on 26th July 2025 at the latest. Missing this deadline does not have a repercussion in losing the right to place the counter-proposal at the General Assembly.

It is the obligation of the Management Board to provide an explanation to shareholders questions at the General Assembly on business operations of the Company, if such explanation is necessary for resolving issues on the Agenda.

XI. Participants in the General Assembly are kindly invited to arrive to the reception desk of the Company at least one hour earlier than the specified time of the General Assembly for the purpose of registration and delivery of materials for participation at the General Assembly.

The public is excluded from the work of the General Assembly.

XII. If a quorum is not present at the General Assembly called for the 10th July 2025, as provided in Article 29 of the Company Articles of Association, the next General Assembly will be held on 17th July 2025 at 12 a.m. at the same venue and with the same agenda. This General Assembly will be held and valid resolutions will be passed regardless of the number of present and represented shareholders.

DRAFT RESOLUTIONS

Ad 2) Annual financial statements of PODRAVKA Inc. and Annual consolidated financial statements by Podravka Group for the business year 2024 with reports by authorized auditors, the consolidated Sustainability Statement with the Report of the authorized auditor and the Annual Report by the Company Management Board on the state of the Company and its related companies in 2024 based on Article 300 d of the Companies Law have been verified by the Company Management and Supervisory Boards and they are not subject to voting. The stated financial statements have been published at the Zagreb Stock Exchange, HANFA, HINA and Company web site (www.podravka.com).

The Report of the PODRAVKA Inc. Supervisory Board on performed supervision over the PODRAVKA Inc. managing business in 2024 has been published as prescribed and there can be a discussion under this item, but the General Assembly makes no resolutions.

Ad 3) Passing a Resolution on the PODRAVKA Inc. profit distribution for the year 2024

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It is determined that net profit of PODRAVKA Inc. (hereinafter: the Company) for the year 2024 stated in the audited annual financial statements of the Company, amounts to EUR 52,766,677.98.

II

From the net profit referred to in point I of this Decision, a dividend in the gross amount of EUR 3.20 per share will be paid to the shareholders of the Company.

The dividend will be paid to the Company's shareholders, holders of shares that are registered as an electronic record in their book-entry securities accounts, and which are registered in the central depository of the Central Depository and Clearing Company Inc. on July 17th 2025 (record date).

Date on which shares of the Company will be traded without dividend payment right is July 16th 2025 (ex date).

Dividend payment claim will be due on July 30th 2025 (payment date).

The total maximum amount of dividend amounts to EUR 22,784,009.60. Paid amount of dividend will depend on the number of shares belonging to registered shareholders at the Central Depository & Clearing Company Inc. (reduced for dividend on treasury shares).

III

After the dividend referred to in point II of this Decision has been paid, the remaining part of the net profit shall be allocated to retained earnings.

Ad 4) Passing a Resolution on discharging the PODRAVKA Inc. Management Board's members for the year 2024

Discharge is given to the members of the PODRAVKA Inc. Management Board in respect of their duties carried out in managing the Company in the year 2024.

Ad 5) Passing a Resolution on discharging the PODRAVKA Inc. Supervisory Board's members for the year 2024

Discharge is given to the members of the PODRAVKA Inc. Supervisory Board by which their duties and supervision over managing Company business in the year 2024 have been approved.

Ad 6) Passing a Resolution on approving the Remuneration Report of the Supervisory and Management Board's members in the year 2024

The Remuneration Report of the Supervisory and Management Board's members in the year 2024 is approved.

Ad 7) Passing a Resolution on providing authority to the Company Management Board on acquiring own Company shares

I

Pursuant to the provisions of Article 233 of the Companies Act, General Assembly provides authority to the Company Management Board to acquire own Company shares with the ticker PODR-R-A during the 5 (five) year period, since the day this Resolution is passed, without further special approval from the Company General Assembly, under the following conditions:

1. total number of Company shares acquired based on this Resolution, together with own shares that the company is already holding, should not be more than 10% (ten percent) of the Company share capital, at the moment of acquiring (the maximum permitted number of shares that the Company should acquire),
2. Company Management Board has to acquire own shares in the organized market of securities,
3. price at which own shares are being purchased must not be above 10% (ten percent), i.e. below 10% (ten percent) of the average market price which was realized for those shares during previous trading day,
4. in the business year in which the Company acquired own shares, into the reserves for those shares, in that year, the Company needs to enter a part of the profit and show amounts that correspond to the amounts paid for acquiring of own shares, so that the net assets of the Company shown in the financial reports for the last business year, due to acquiring of own shares do not become smaller than the share capital amount and the reserves which, according to the law, Articles of Association or as decided by the Company General Assembly it needs to have, and which is not to be used for payments to the shareholders,

5. Company Management Board has to report to the first upcoming General Assembly on the reasons and purpose of acquiring of own shares, their number, and portion in the share capital, and on the countervalue on what the Company gave for those shares.

II

With the approval of the Supervisory Board, the Company Management Board may dispose with own shares, which it is already holding or it will acquire them based on the provisions of this resolution by the General Assembly on providing authorizations to the Company Management Board to acquire own shares, even outside organized market (for instance disposing within ESOP program, option shares awarding, Management Board members remuneration program and other programs of disposing with own shares adopted by the Management Board, with previous approval of the Supervisory Board), and that no special decision is required by the Company General Assembly, apart from this resolution, whereby with this item of the resolution by the General Assembly, the right of precedence is excluded for the existing shareholders when disposing with own shares, provided that this resolution be passed with three-quarter majority of all the votes of the share capital represented at the General Assembly during its passing.

Ad 8) Passing a Resolution on appointing a member of the Audit Committee

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Ms. Jeni Krstičević from Zagreb, Gjurkov put 18B, PIN: 04565144651, as an expert in the field of accounting and auditing is appointed as member of the Company Audit Committee.

II

Audit Committee member stated under item I of this Resolution is appointed to a 4-year term.

III

The member of the Audit Committee stated under item I of this Decision shall receive a monthly remuneration for her work in the amount of one average gross monthly salary paid per employee in the companies of the Podravka Group in the Republic of Croatia in the previous month.

Ad 9) Passing a Resolution on appointing the Company auditors for the business year 2025 and 2026 and determination of their respective fees

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In accordance with the recommendation and commitment submitted by the PODRAVKA Inc. Audit Committee, the financial statements of the parent company PODRAVKA Inc. and of its affiliated companies, along with consolidated financial statements of the Podravka Group for the business year 2025 and 2026 shall be audited by the authorized auditor companies:

ERNST & YOUNG Ltd.

headquartered in Zagreb, Radnička Street 50

and

GRANT THORNTON audit Ltd.

headquartered in Zagreb, Grada Vukovara Street 284.

II

In accordance with the recommendation and commitment submitted by the Company Audit Committee, the Sustainability Statement of the PODRAVKA Inc. and Podravka Group for the business year 2025 and 2026 shall be reviewed by the authorized auditor company:

ERNST & YOUNG Ltd.

headquartered in Zagreb, Radnička Street 50.

III

PODRAVKA Inc. Management Board is authorized to enter in appropriate agreements on audit services with the Auditing Companies from previous items in which will be determined remuneration for their work.

PODRAVKA Inc.
Koprivnica