



GENERAL ASSEMBLY

No. GS-1-3-2023
Koprivnica, 17th May 2023

Pursuant to Article 275 of the Companies Act (Official Gazette No. 152/11-full text, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22 and 18/23), the General Assembly of PODRAVKA Inc. hereinafter: "Company") held on 17th May 2023 passed the following

**RESOLUTION
on the Company profit distribution for the year 2022**

I

It is determined that net profit of PODRAVKA Inc., M.B. 03454088, PIN 18928523252 for the year 2022 stated in the audited annual financial statements of the Company, amounts to HRK 198,078,794.46 (26,289,573.89 EUR).

II

The net profit of the Company for year 2022 from article I of this Decision shall be allocated as follows:

- legal reserves in the amount of EUR 1,314,478.69 (HRK 9,903,939.69),
- other reserves in the amount of EUR 6,107,087.25 (HRK 46,013,848.89).

III

It is approved that dividend to shareholders of the Company, owners of ordinary shares under the ticker PODR-R-A, shall be paid out in the gross amount of EUR 2,65 (HRK 19,97) per share. Dividend shall be paid out to all shareholders that are registered as shareholders at the Central Depository & Clearing Company Inc. on June 16th 2023 (record date). Date on which securities of the Company will be traded without dividend payment right is June 15th 2023 (ex date).

Dividend payment claim will be due on July 14th 2023 (payment date).

The total maximum amount of dividend amounts to EUR 18,868,007.95 (HRK 142,161,005.90). 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).

IV

After the net profit of the Company has been allocated in accordance with articles II and III of this Resolution, the remaining part of net profit shall be retained in retained earnings.

V

This Resolution comes to force as of the date it is passed.

President of the
General Assembly

Hrvoje Markovinović
(signed)



GENERAL ASSEMBLY

No. GS-1-4-2023
Koprivnica, 17th May 2023

Pursuant to Article 275 of the Companies Act (Official Gazette No. 152/11-full text, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22 and 18/23), the General Assembly of PODRAVKA Inc. (hereinafter: "Company") held on 17th May 2023 passed the following

RESOLUTION
on discharging the Company Management Board members
for the year 2022

I

Discharge is given to the members of the Company Management Board in respect of their duties carried out in managing the Company in the year 2022.

II

This Resolution comes to force as of the date it is passed.

President of the
General Assembly

Hrvoje Markovinović
(signed)



GENERAL ASSEMBLY

No. GS-1-5-2023
Koprivnica, 17th May 2023

Pursuant to Article 275 of the Companies Act (Official Gazette No. 152/11-full text, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22 and 18/23), the General Assembly of PODRAVKA Inc. (hereinafter: "Company") held on 17th May 2023 passed the following

**RESOLUTION
on discharging the Company Supervisory Board members
for the year 2022**

I

Discharge is given to the members of the Company Supervisory Board by which their duties and supervision over managing Company business in the year 2022 have been approved.

II

This Resolution comes to force as of the date it is passed.

President of the
General Assembly

Hrvoje Markovinović
(signed)



GENERAL ASSEMBLY

No. GS-1-6-2023
Koprivnica, 17th May 2023

Pursuant to Articles 272.r, 275 and 276.a of the Companies Act (Official Gazette No. 152/11-full text, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22 and 18/23), the General Assembly of PODRAVKA Inc. (hereinafter: "Company") held on 17th May 2023 passed the following

RESOLUTION
on approving the Remuneration Report
of the Supervisory Board's members as well as the Management Board's members
in the year 2022

I

The Remuneration Report of the Supervisory Board's members as well as the Management Board's members in the year 2022 is approved, which is attached to this Resolution and makes its integral part.

II

This Resolution comes to force as of the date it is passed.

President of the
General Assembly

Hrvoje Markovinović
(signed)



GENERAL ASSEMBLY

No. GS-1-7-2023
Koprivnica, 17th May 2023

Pursuant to Articles 161, 163 and 275 of the Companies Act (Official Gazette No. 152/11-full text, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22 and 18/23), the General Assembly of PODRAVKA Inc. (hereinafter: "Company") held on 17th May 2023 passed the following

RESOLUTION
on alignment of Company equity and shares
through an increase in Company equity

1. It is established that the Company equity totals HRK 1,566,400,660.00; when calculated at the fixed currency exchange rate of HRK 7.53450 to the euro and rounded to the nearest cent, in accordance with the rules for calculation and rounding as governed by the Act on Introduction to the Euro as the Official Currency in the Republic of Croatia, this is EUR 207,897,094.70 and is paid in full.
2. The Company equity is divided into 7,120,003 registered ordinary shares, each of a nominal value of HRK 220.00; when calculated at the fixed currency exchange rate of HRK 7.53450 to the euro and rounded to the nearest cent, in accordance with the rules for calculation and rounding as governed by the Act on Introduction to the Euro as the Official Currency in the Republic of Croatia, this is EUR 29.20 per share.
3. For the purpose of aligning the equity with the Companies Act, due to the introduction of the Euro as the official currency in the Republic of Croatia, the Company equity is increased at the expense of capital reserves from the amount of EUR 207,897,094.70 by the amount of EUR 5,702,995.30 to the amount of EUR 213,600,090.00. The number of the Company shares does not change.
4. After calculation into the Euro and alignment with the legal provisions, the Company equity totals EUR 213,600,090.00 and is divided into 7,120,003 registered ordinary shares, each with a nominal value of EUR 30.00.
5. This Resolution comes to force as of the date it is passed.

President of the
General Assembly

Hrvoje Markovinović
(signed)



GENERAL ASSEMBLY

No. GS-1-8-2023
Koprivnica, 17th May 2023

Pursuant to Articles 275 and 301 of the Companies Act (Official Gazette No. 152/11-full text, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22 and 18/23), the General Assembly of PODRAVKA Inc. (hereinafter: "Company") held on 17th May 2023 passed the following

RESOLUTION
on changes and amendments
of the Articles 6, 13 and 14 of the Company Articles of Association

I

The Articles of Association of PODRAVKA Inc. (hereinafter: Articles of Association) is changing and amending as follows:

Amending Article 6 of the Articles of Association named „Scope of activities“ the Company shall perform besides the aforementioned activities as follows:

- ❖ *Electric energy production and distribution.*

Article 13 of the Articles of Association named „Amount of share capital“ is in item 1 changed as follows:

- 1) The share capital of the Company amounts to EUR 213.600.090,00 (two hundred and thirteen million six hundred thousand and ninety euros).

Article 14 of the Articles of Association named „Number, nominal value and type of shares“ is in item 1 changed as follows:

- 1) The share capital of the Company is divided into 7,120,003 (seven million one hundred and twenty thousand and three) registered ordinary shares of the nominal value of EUR 30,00 (thirty euros) each.

II

Other provisions of the Articles of Association remained completely unchanged.

III

Supervisory Board of the Company is authorised to establish the purified text of the Articles of Association in compliance with this Resolution.

IV

This Resolution on changes and amendments of the Articles of Association will entry into effect and is applied as of the day it is entered in the register of Commercial court in Bjelovar.

President of the
General Assembly

Hrvoje Markovinović
(signed)



GENERAL ASSEMBLY

No. GS-1-9-2023
Koprivnica, 17th May 2023

Pursuant to Article 275 of the Companies Act (Official Gazette No. 152/11-full text, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22 and 18/23), the General Assembly of PODRAVKA Inc. (hereinafter: "Company") held on 17th May 2023 passed the following

**RESOLUTION
on election
of the members of the Company's Supervisory Board**

I

It is hereby determined that Mr. Želimir Vukina from Zagreb, Nova Ves 9, PIN: 29600917751, his membership at Supervisory Board of PODRAVKA Inc. is terminated by his resignation with effect as of 1st November 2022.

II

It is determined that on 30th June, 2023 term of office of the PODRAVKA Inc. Supervisory Board members expires as follows:

1. Marina Dabić, PhD, Zagreb, Zvonigradska ulica 26, PIN: 74095156482 and
2. Tomislav Kitonić, M. Econ, Bojana, Bojana 2, PIN: 33272109066.

III

Members elected to the Supervisory Board of PODRAVKA Inc. are:

1. Darko Prpić, M. Econ., Zagreb, Radnička cesta 34A, PIN: 15621535691,
2. Damir Čukman, M. Econ., Zagreb, Zelenjak 37, PIN: 70742915118 and
3. Ante Jelčić, Msc. Math, Zagreb, Haendelova Street 4, PIN: 51655867395.

IV

The Supervisory Board members of PODRAVKA Inc. from item III of this Resolution are elected to a 4-year term.

V

Term from item IV of this Resolution for the Supervisory Board members mr. Darko Prpić and mr. Damir Čukman begins on 1st July 2023 and for mr. Ante Jelčić as of 17th May 2023.

VI

This Resolution comes to force as of the date it is passed.

President of the
General Assembly

Hrvoje Markovinović
(signed)



GENERAL ASSEMBLY

No. GS-1-10-2023
Koprivnica, 17th May 2023

Pursuant to Article 275 of the Companies Act (Official Gazette No. 152/11-full text, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22 and 18/23), the General Assembly of PODRAVKA Inc. (hereinafter: "Company") held on 17th May 2023 passed the following

RESOLUTION
on appointing the Company auditors
for the business year 2023
and determination of their respecting fees

I

In accordance with the recommendation and commitment submitted by the Company Audit Committee, the financial statements of the parent company PODRAVKA Food Processing Industry Inc. and of its affiliated companies, along with consolidated financial statements of the PODRAVKA Group for the business year 2023 shall be audited by the authorised auditor companies:

ERNST & YOUNG Ltd.

headquartered in Zagreb, Radnička Street 50

and

GRANT THORNTON audit Ltd.

headquartered in Zagreb, Grada Vukovar Street 284

II

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

III

This Resolution comes to force as of the date it is passed.

President of the
General Assembly

Hrvoje Markovinović
(signed)