



Ordinary share IGH-R-A, ISIN HRIGH0RA0006
Listed on the official market of the Zagreb Stock Exchange
Home Member State: Croatia
LEI mark: 74780000W0UQ8MF2FU71

ZAGREB STOCK EXCHANGE
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Zagreb, June 13th 2025.

Pursuant to the Article 277. of the Companies Act (Official Gazette 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23) (hereinafter „Act“), the Management Board of the company INSTITUT IGH, joint-stock company for research and development in civil engineering (short: INSTITUT IGH, d.d., hereinafter „Company“), on June 12th 2025, adopted a decision to convene the General Assembly, and hereby invites the shareholders of the Company to the:

GENERAL ASSEMBLY OF THE COMPANY INSTITUT IGH, d.d.

which will be held on **July 25th 2025**, at **12:00 AM**, at the Company's headquarters, **Janka Rakuše 1, Zagreb**, with the following **agenda**:

1. Opening of the General Assembly, determination of the number of present and represented shareholders;
2. Presentation of the consolidated annual report by the auditor Russel Bedford Croatia - Revizija d.o.o., which includes the annual report on the status of the Company for the 2024 financial year, with the basic financial statements being an integral part thereof;
3. Presentation of the Supervisory Board's Report on the supervision of the Company's operations during the 2024 financial year;
4. Decision on the distribution of the profit for the 2024 financial year;
5. Decision on granting discharge to the members of the Management Board for the 2024 financial year;
6. Decision on granting discharge to the members of the Supervisory Board for the 2024 financial year;
7. Decision on appointing the Company's auditor for the years 2025 and 2026;
8. Amendments to the Company's Articles of Association.

INSTITUT IGH, d.d.
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10000 Zagreb, Croatia

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EMAIL: igh@igh.hr
WEB: www.igh.hr

Business bank:
Hrvatska poštanska banka d.d.
IBAN: HR3423900011198006586
SWIFT code: HPBZHR2X

Reg.No.: 3750272
PIN: 79766124714

Competent court:
Commercial Court in Zagreb
Register entry with company registration No. 080000959

Share capital:
EUR 14,814,630.00, Paid in full

No. of issued shares: IGH 1,481,463
Nominal share value EUR 10

Management Board:
Robert Petrosian, President of the Management Board
Marija Đuroković, Member of the Management Board
Tatjana Bičanić, Member of the Management Board
Josip Majer, Member of the Management Board

Supervisory Board:
Žarko Dešković, MEng.CE
President of the Supervisory Board



ISO 9001:2015	No.33310/0
ISO 14001:2015	No.05415/0
ISO 45001:2018	No.02047/0
ISO 50001:2018	No.00375/0
ISO 27001:2022	No.00074/0

Ad 2.

It is proposed that the General Assembly acknowledges and adopts the consolidated annual report by Russel Bedford Croatia – Revizija d.o.o., which includes the annual report on the status of the Company for the 2024 financial year, with the basic financial statements being an integral part thereof.

Ad 3.

It is proposed that the General Assembly acknowledges and adopts the Report of the Supervisory Board on the supervision of the Company's operations during the 2024 financial year.

Ad 4.

It is proposed to adopt a decision on the distribution of profit generated by the Company in 2024, in such a way that the profit earned during the year 2024, which after taxation amounts to EUR 1.239.182,93, shall be used to cover accumulated losses incurred by the Company in the previous periods.

Ad 5.

It is proposed to adopt a decision granting discharge to the members of the Management Board, thereby approving their work in the 2024 financial year.

Ad 6.

It is proposed to adopt a decision granting discharge to all members of the Supervisory Board, thereby approving their work in the 2024 financial year.

Ad 7.

It is proposed to adopt a decision appointing Russel Bedford Croatia - Revizija d.o.o., headquartered in Zagreb, Selska cesta 90B, OIB 64094041583, as the Company's auditor for the years 2025 and 2026.

Ad 8.

The provision of Article 5., Paragraph 1. of the Articles of Association of the Company INSTITUT IGH, d.d. is amended to read as follows:

1. The Company performs the following activities:

- 09.90.0 Auxiliary activities for other mining and extraction*
- 18.13.0 Services for printing preparation and publishing*
- 18.20.0 Reproduction of recorded media*
- 26.51.0 Manufacturing of instruments and devices for measuring, testing, and navigation*
- 39.00.0 Environmental remediation activities and other waste management activities*
- 43.60.0 Intermediation services in providing specialized construction services*
- 49.32.0 Infrequent road transport of passengers*
- 58.13.0 Publishing of magazines and publications*
- 58.29.0 Other software publishing*
- 62.90.0 Other service activities related to information technology and computers*
- 68.12.0 Project management for buildings*
- 68.20.0 Renting and management of own real estate or leased real estate (leasing)*
- 69.20.1 Accounting and bookkeeping activities*
- 70.10.0 Management activities*
- 70.20.0 Business and other management consulting*
- 71.11.1 Architectural design*
- 71.11.2 Urban and spatial planning*
- 71.12.1 Geodetic and geoinformatics activities*
- 71.12.9 Other engineering and related technical consulting*
- 71.20.0 Technical testing and analysis*
- 72.10.0 Research and experimental development in natural, technical, and technological sciences*
- 73.20.0 Market research and public opinion polling*
- 74.14.0 Other specialized design activities*
- 74.99.9 All other various professional, scientific, and technical activities*
- 74.30.1 Written translation activities*
- 74.30.2 Oral translation activities*

77.11.0 Renting and leasing of cars and light motor vehicles

77.21.1 Renting and leasing of recreational boats

82.30.0 Organization of meetings and business fairs

82.40.0 Service activities of business intermediary services

85.61.0 Service activities of intermediary services for courses and mentoring

- Purchase and sale of goods*
- Provision of services in trade*
- Performing commercial mediation in the domestic and foreign markets*
- Information society services*
- Web design*
- Creation and maintenance of websites*
- Activities of electronic communication networks and services*
- Universal services in the field of electronic communications*
- Special rate services*
- Provision of electronic publication services*
- Energy certification, energy inspection of buildings, and regular inspection of heating and cooling or air conditioning systems in buildings.*

The provision of Article 8b. of the Articles of Association of the company INSTITUT IGH, d.d. is deleted.

The provision of Article 9. of the Articles of Association of the company INSTITUT IGH, d.d. is amended by deleting paragraph 2.

The provision of Article 20. of the Articles of Association of the company INSTITUT IGH, d.d. is amended to read as follows:

- 1. The work of the General Assembly may be transmitted by sound and image.*
- 2. Shareholders may participate in the work of the General Assembly either personally or through a proxy and exercise their rights at the General Assembly via electronic communication, even if they do not attend in person at the location where it is held (hybrid General Assembly).*
- 3. The General Assembly may be held exclusively through electronic communication, in which case shareholders, either personally or through a proxy, shall participate in the work of the General Assembly, and exercise their rights solely through electronic communication (virtual General Assembly).*
- 4. Shareholders who do not participate in the work of the General Assembly are authorized, after the publication of the invitation to the General Assembly and before its holding, to cast their votes in writing or via electronic communication (postal voting). The Management Board is authorized by a special decision to determine appropriate measures to ensure the identification of shareholders casting postal votes. A shareholder who, after casting a postal vote, participates in the work of the General Assembly is not bound by the previously cast postal vote and is allowed to participate in decision-making at the General Assembly.*
- 5. The General Assembly is presided by the Chairman of the Supervisory Board. In the event of his/her absence, the Chairman will appoint one of the Supervisory Board members or a third person of his/her choice to preside over the General Assembly. If the Chairman is unable to preside over the General Assembly and has not appointed another person for this purpose, the General Assembly will be presided over by the Supervisory Board member present at the meeting who is the oldest in age.*
- 6. The Chairman of the General Assembly:*

- a) *Presides over the meetings of the General Assembly, determines the order of discussions for individual agenda items, decides on the order of voting on individual proposals, the method of voting on individual proposals, the method of voting on individual decisions, and all other procedural issues not regulated by law or this Articles of Association;*
 - b) *Signs the minutes and decisions of the General Assembly;*
 - c) *Communicates on behalf of the General Assembly with other bodies of the Company and with third parties, when provided by law and this Articles of Association;*
 - d) *Performs other duties assigned to him/her by law and this Articles of Association.*
7. *Before proceeding with the agenda, the Chairman of the General Assembly or the person presiding over the meeting shall determine whether the shareholder proxies have valid authorizations in accordance with the provisions of this Articles of Association.*

The provision of Article 24. of the Articles of Association of the company INSTITUT IGH, d.d. is amended to read as follows:

The Supervisory Board and its committees shall have timely access to documents, premises, and employees when necessary for the execution of their duties.

The provision of Article 25. of the Articles of Association of the company INSTITUT IGH, d.d. is amended to read as follows:

The members of the Supervisory Board of the Company are elected by the General Assembly. As a rule, the members of the Supervisory Board are elected from among experts in fields relevant to the Company's operations.

The provision of Article 28., Paragraph 1. of the Articles of Association of the company INSTITUT IGH, d.d. is amended to read as follows:

1. *Supervisory Board performs the following tasks:*
 1. *appoints and dismisses Management Board members and plans succession,*
 2. *oversees the Company business affairs and evaluates the performance of the Management Board in achieving goals and executing duties, as well as the way the Management Board cooperates with shareholders and other stakeholders,*
 3. *calls for the General Assembly when necessary,*
 4. *submits a written report to the General Assembly on its supervisory activities,*
 5. *contributes to the development and approves the Company's strategy, business plan, and budget,*
 6. *represents the Company in matters involving Management Board,*
 7. *grants consent on decisions of the Management Board when required by law or this Articles of Association,*
 8. *amends and supplements provisions of the Articles of Association based on the decisions of the General Assembly, to the extent that such changes are editorial in nature,*
 9. *adopts the Rules of Procedure for the Management Board and for itself if deemed purposeful,*
 10. *appoints and dismisses members of its committees for the purpose of preparing decisions and monitoring their implementation,*
 11. *carries out other tasks expressly assigned to it by law or this Articles of Association,*
 12. *concludes contracts with the Management Board members and authorizes them to conclude contracts with persons to whom authority is delegated,*
 13. *ensures at least 40% representation of the underrepresented gender in the Supervisory Board or in the Supervisory Board and Management Board combined.*

The provision of Article 30. of the Articles of Association of the company INSTITUT IGH, d.d. is amended to read as follows:

Members of the Supervisory Board are entitled to remuneration for their work in the Supervisory Board. The amount of remuneration for the members of the Supervisory Board shall be determined annually by a decision of the General Assembly.

The provision of Article 32. of the Articles of Association of the company INSTITUT IGH, d.d. is amended to read as follows:

The Management Board of the Company is authorized to adopt an internal act regulating the structure of the Company as a scientific institute, which shall govern the composition and manner of appointment of the Governing Council and the Scientific Council, as well as the procedure and conditions for the appointment of the Director, in accordance with the Law on Higher Education and Scientific Activity.

The provision of Article 34. of the Articles of Association of the company INSTITUT IGH, d.d. is amended by adding Paragraph 2. and 3. to read as follows:

- 2. The Management Board shall report to the Supervisory Board at regular intervals, at least once every three months, on the operational results of the Company, the financial situation, significant financial and non-financial risks, and the outcomes of interactions with shareholders and other stakeholders.*
- 3. The President of the Management Board shall immediately inform the Supervisory Board if an event occurs or is likely to occur that could significantly affect the results, financial position, or reputation of the Company.*

Articles 35, 36, 37, 38, and 39 of the Articles of Association of the company INSTITUT IGH, d.d. are deleted.

The provision of Article 47. of the Articles of Association of the company INSTITUT IGH, d.d. is amended to read as follows:

The original of the Articles of Association is considered to be the version validly adopted at the General Assembly, with all pages initialed by the Chairman of the General Assembly and duly signed.

The General Assembly authorizes the Management Board to amend the Articles of Association of the company INSTITUT IGH, d.d. for the purpose of aligning article numbering, the text itself, and editorial corrections.

INSTRUCTIONS FOR THE SHAREHOLDERS ON PARTICIPATION IN THE GENERAL ASSEMBLY:

Conditions for Participation and Exercising Voting Rights

Shareholders of the Company who are registered as holders of the Company's shares in the Central Depository of the Central Clearing Depository Company (SKDD - Središnjeg klirinškog depozitarnog društva) six days prior to the General Assembly are entitled to participate in its work. They must also notify the Company in advance of their intention to participate by submitting a notice to the Company's registered business address. The notice must be received by the Company no later than six calendar days before the date of the General Assembly, excluding the day of receipt.

Shareholders may participate in the General Assembly either in person or via a proxy.

The proxy must be in written form and must include the name of the proxy holder, the shareholder issuing the proxy, the total nominal value of shares and votes the proxy covers, the authority to act and vote on behalf of the shareholder at the General Assembly, the date of issuance, and the duration of the proxy. The proxy must be submitted to the Company no later than the last day for registering participation in the General Assembly.

Materials for the General Assembly

Materials for the General Assembly, including the registration and proxy forms, are available to shareholders on the Company's website www.igh.hr or at the Company's headquarters on working days from 9:00 to 13:00 until the day of the General Assembly.

Inclusion of New Items on the Agenda

Shareholders holding together at least one-twentieth (1/20) of the Company's share capital may request the inclusion of additional items on the agenda, and that such a request be published. The request must include a draft resolution and an explanation and must be received by the Company at least 30 days before the General Assembly, excluding the day the Company receives the request.

Shareholder Counterproposals

Counterproposals by shareholders, including the full name or company name of the shareholder and an explanation, may be submitted to the Company no later than 14 days before the General Assembly, excluding the day the counterproposal is received by the Company. Failure to exercise this right does not prevent a shareholder from submitting a counterproposal during the General Assembly.

Right to Information

At the General Assembly, the Management Board is obligated to provide each shareholder, upon request, with information about the Company's business if such information is necessary to evaluate any item on the agenda, unless the disclosure is prohibited under the Companies Act. The relevant record for participation in the General Assembly shall be the state of the SKDD depository on July 19th 2025.

Adjourned General Assembly

If a quorum is not present at the scheduled General Assembly, the next General Assembly will be held on July 25th 2025, at 13:00 at the same location, with the same agenda. At that meeting, valid decisions may be made regardless of the quorum.

**INSTITUT IGH, d.d.
Management Board**

INSTITUT IGH, JSC