

# BOSQAR INVEST

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## BOSQAR Joint Stock Company for Managing of Companies INFORMATION DOCUMENT

This information document ("**Information Document**") has been prepared pursuant to Article 1 Paragraph 4, Point (db) and Paragraph 5 Point (ba) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC, as amended from time to time, hereinafter referred to as the "**Prospectus Regulation**"), in relation to the public offer and listing of new shares of the Issuer (as defined below).

On 11 May 2026, the General Assembly of the Issuer adopted a Resolution on the increase of the share capital ("**Share Capital Increase Resolution**"), pursuant to which the share capital of the Issuer is increased from EUR 15,640,094.35 by a maximum of EUR 7,820,047.18, to a maximum of EUR 23,460,141.53, by cash contributions and the issuance of up to 5,892,185 new ordinary registered shares of the Issuer, with no par value ("**New Shares**").

On 11 May 2026, the Issuer's General Assembly also adopted a Resolution on the listing of the Issuer's shares on a regulated market, pursuant to which all New Shares issued in accordance with the Share Capital Increase Resolution will be listed on a regulated market operated by the Zagreb Stock Exchange, Inc., Zagreb ("**ZSE**").

### 1. INFORMATION ON ISSUER

BOSQAR Joint Stock Company for Managing of Companies is a joint stock company incorporated and operating under the laws of the Republic of Croatia, with its registered seat in Zagreb (City of Zagreb), Ulica grada Vukovara 23, registered with the Court Registry of the Commercial Court in Zagreb under the registration number (MBS): 081210030, OIB (PIN): 62230095889 ("**Issuer**").

Legal Entity Identifier (LEI) of the Issuer is 74780080JD6L45P7YG07.

The Issuer's website is: <https://www.bosqar.com/>

### 2. STATEMENT OF THE PERSONS RESPONSIBLE FOR THE INFORMATION DOCUMENT

The Issuer is responsible for the Information Document and declares that, having taken all necessary measures to ensure this, to the best of its knowledge, the information contained in this Information Document is in accordance with the facts and no information has been omitted that could affect the content of the Information Document.

### 3. COMPETENT AUTHORITY

Pursuant to Article 20 of the Prospectus Regulation, the competent authority in the Republic of Croatia is the Croatian Financial Services Supervisory Agency (Croatian *Hrvatska agencija za nadzor financijskih usluga*), Ulica Franje Račkog 6, 10000 Zagreb ("**HANFA**").

This Information Document does not constitute a prospectus in the sense of the Prospectus Regulation and was not subject to scrutiny and approval by HANFA.

### 4. STATEMENT OF COMPLIANCE WITH REPORTING AND DISCLOSURE OBLIGATIONS

The Issuer has continuously fulfilled its reporting and publication obligations since the date of listing of the Issuer's existing shares on a regulated market operated by ZSE in accordance with applicable regulations, including the Capital Market Act (Official Gazette No. 65/2018, 17/2020, 83/2021, 151/2022, 85/2024, 126/2025, 45/2026, "**Capital Market Act**") and Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, as amended from time to time ("**Market Abuse Regulation**").

### 5. AVAILABLE INFORMATION

All notices of the Issuer have been duly published on the Issuer's website (<https://www.bosqar.com/notifications>), on the website of ZSE (<https://zse.hr/>), on the website of HINA (<https://www.hina.hr/ots>) and on the website of HANFA, including the Officially appointed mechanism for the central storage of regulated information (<https://www.hanfa.hr/areas-of-supervision/capital-market/officially-appointed-mechanism-for-the-central-storage-of-regulated-information/>).

The latest prospectus published by the Issuer is the Simplified Prospectus for the Public Offering and Listing of Sustainability-Related Bonds dated 27 May 2025. The prospectus in question, as well as the Issuer's previously published prospectuses, are available on the Issuer's website via the link: <https://www.bosqar.com/documents>, under the "Prospectus" section.

Investors are advised to review the Issuer's financial information published on the Issuer's website at the link: <https://www.bosqar.com/financial-reports>.

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## 6. STATEMENT ON DISCLOSURE OF INSIDE INFORMATION

The Issuer declares that at the time of the offering of the New Shares, the Issuer is not delaying the disclosure of inside information pursuant to the Market Abuse Regulation.

## 7. REASONS FOR ISSUANCE AND USE OF RECEIPTS

The Issuer intends to use the net proceeds from the offering of New Shares to finance investments and acquisitions when favorable investment opportunities arise, including, but not limited to, the acquisition of a stake in PIK VRBOVEC plus d.o.o., Vrbovec (City of Vrbovec), Zagrebačka ulica 148, OIB: 41976933718, about which the Issuer informed the investment public on 6 February 2026, 2 April 2026 and 18 May 2026 via ZSE. The acquisitions in question would enable the Issuer to further expand its business and strengthen its competitive position in the market.

In addition to the above, the Issuer intends to use the net proceeds from the offering of New Shares to finance the Issuer's and the Group's regular operations, including financing capital investments, working capital, investments in technologies, development of new products and services, opening new markets and investments in new key clients across all business verticals.

## 8. RISK FACTORS

The following presents and explains certain risks that relate to the Issuer, either directly or indirectly, given the fact that they directly relate to the Issuer's subsidiaries. Also, given that the Issuer has the position of a holding company, the risks related to the Issuer's subsidiaries have a direct impact on the Issuer and its group (the Issuer and its subsidiaries together hereinafter referred to as: the " **Group** ") as a whole.

### 8.1. FINANCIAL RISKS

#### 8.1.1. Inflation and price change risk

The Issuer and the Group are exposed to the risk of inflation, i.e. an increase in the aggregate (general) price level. Inflation affects the increase in the Group's operating costs, which ultimately affects the increase in the price of products and services that the Group provides to its customers, which may negatively affect the demand for products and services. Inflation has a significant impact on the increase in the price of raw materials and materials, and operating costs, which, in the event that the Group is unable to pass on the increase in the prices of the aforementioned input raw materials, materials and services to the prices of its products and services, may have a significant negative impact on the Group's profitability.

The Group manages the aforementioned risk by contracting prices of services or products that are indexed to inflation, i.e. in the part where this is not possible due to the nature of the goods and services provided, it monitors market trends within industries and increases the prices of its products and services in the short or medium term, which is possible due to the low elasticity of demand for the Group's products and services. Because of the above, the impact of inflation on the Group's operations can only be short-term. Procurement departments within all members of the Group play a key role in stabilizing the prices of materials and services and are focused on establishing strategic partnerships with key suppliers in order to develop partnership relationships with long-standing and new suppliers.

Current events on global markets can significantly affect disruptions in supply chains, the increase in customs rates (which can be reflected in the increase in the prices of products and services), increases in energy prices and the increase in labor costs can lead to an increase in the inflation rate in the coming period.

The Group will continue to implement measures to index the prices of its products and services when concluding contracts with customers, fix the prices of input raw materials, materials and services in the short or medium term through contracts with its suppliers, regularly analyze the market and competition, and adjust the pricing of its products and services to market conditions.

#### 8.1.2. Risk of interest rate changes

The Group is exposed to the risk of changes in interest rates since, among other things, it is financed by entering into loan agreements with fixed as well as variable interest rates, as a result of which it is exposed to the risk associated with the volatility of interest rates. As of 31 March 2026, of the Group's total interest-bearing debt, the share of the Group's debt bearing interest at variable interest rates was approximately 44.3%. The majority of such variable interest rates are linked to reference interest rates (such as EURIBOR).

Changes in relevant reference interest rates affect the increase or decrease in interest costs on loans that do not have a fixed interest rate and thus the financial position of the Group. The level of overall interest rates is also affected by the country risk premium, as well as the credit rating of the Issuer, as they affect the interest margin that financial institutions maintain above the level of reference interest rates.

The Group continuously monitors changes and forecasts of interest rates, simulates different situations taking into account refinancing, restoration of the current situation as well as alternative financing. The Group also reduces the effect of interest

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costs through the continuous investment of surplus cash and funds in short-term, medium-term and long-term debt financial instruments, which generates financial income.

## **8.1.3. Currency risk**

Currency risk refers to possible significant changes in the exchange rate of foreign currencies that are significant for the Group's operations. Apart from the domestic currency (EUR), the Group is only materially exposed to the Turkish lira (TRY).

Currency risks include transaction and balance sheet risks. Transaction risk is the risk that changes in foreign exchange rates will adversely affect cash flows from operating activities. Balance sheet risk is the risk that the value of net monetary assets denominated in foreign currencies will be lower when translated into euros due to changes in foreign exchange rates. The Group is currently exposed to fluctuations in the Turkish lira exchange rate.

The Group manages the Turkish lira risk by adjusting its balance sheet position to TRY, thereby achieving a natural hedge of its exposure through the fact that a significant portion of its foreign operations in Turkey are denominated in EUR.

## **8.1.4. Risk of inability to collect payments on time (credit risk)**

This risk represents the possibility that the other party to the contract will not meet its contractual obligations on time, which would have a negative impact on the Group's financial position. The Group's credit risk is significantly diversified through the distribution of receivables across countries within and outside the EU, receivables between wholesale and retail customers, customers operating globally and locally, and the various industries within which the Group operates. The Group is not exposed to one or a smaller group of customers to the extent that, in the event of late payment by the customer(s) in question, its financial stability would be significantly jeopardized.

The Group evaluates and selects its customers based on a comprehensive analysis of their credit ratings when entering into contracts with them. Customer creditworthiness analyses are performed regularly to identify increases in credit risk in a timely manner and thus ensure that timely measures are taken. Expected credit losses for trade receivables are estimated using a provisioning matrix based on past experience with uncollected receivables and an analysis of the debtor's current financial position, adjusted for factors specific to the debtor, general economic conditions in its industry and an assessment of the current and expected direction of conditions. Furthermore, the Group reviews the recoverable amount of debt and debt investments on an individual basis at the end of the reporting period to ensure appropriate provisions for impairment for irrecoverable amounts.

Furthermore, the Group also contracts payment insurance with its customers, and contracts insurance with renowned insurance companies for the collection of receivables with which it monitors the creditworthiness of its customers.

The Group also generates a significant amount of its income through its own retail network in the bakery segment, which further diversifies and reduces the risk of impossibility of timely collection, considering that collection is realized at the time of sale.

## **8.1.5. Illiquidity risk**

The risk of insolvency is expressed as the risk that the Group will not be able to fulfill its obligations to creditors when they are due. The Management Board is responsible for managing the risk of illiquidity, which sets appropriate frameworks for managing said risk, with the aim of adequately managing short-term and long-term financing and liquidity requirements and maintaining adequate reserves of cash and cash resources and available credit lines for financing current operations.

The Group continuously monitors planned and actual cash flows as well as the maturities of receivables and liabilities that the Group has towards its customers and suppliers, credit and other financial institutions. In addition, the Group continuously monitors and analyses cash flows with the aim of optimal liquidity management, all in order to ensure a sufficient level of cash for business needs. As of 31 December 2025, the Group had EUR 119 million in cash and cash equivalents.

## **8.1.6. Risk of over-indebtedness**

The risk of over-indebtedness manifests itself in an excessive level of indebtedness that negatively affects financial stability. In order to manage the risk of over-indebtedness, the Group regularly monitors the structure of financing sources and the corresponding indicators (the ratio of equity to net debt and the ratio of net debt to EBITDA) that indicate the level of indebtedness of the Group. The Group regularly fulfills all obligations under loans, respecting all conditions from the contracts in question.

The Group finances its operations through a combination of debt financing and capital increase in order to ensure an adequate structure of debt and capital. At the end of 2025, the Group had a ratio of net debt to EBITDA of 2.64x, which represents a low level of indebtedness considering the structure of the Group.

## **8.2. LEGAL AND REGULATORY RISKS**

### **8.2.1. The risk of changes in the legal and regulatory framework in which the Group operates**

Due to the Group's operations in a large number of foreign markets, the Group may be exposed to the risk of changes in the relevant regulatory framework.

The Group may be exposed to higher costs that may arise as a result of eliminating potential violations or adapting to changes in existing regulations, or the introduction of additional regulations, which could affect the Group's operations, financial position and operating results.

In addition to the above, there is also the risk of changes in tax regulations, which represents the likelihood that legislative authorities will change tax regulations in a way that would negatively affect the profitability of the Group's operations. This risk is reflected both in possible changes in tax rates and in the objects of taxation. The risk of changes in tax regulations may also manifest itself in the introduction of completely new tax burdens that may affect the profitability of the Group.

To a certain extent, the Group protected itself from the aforementioned risk through the geographical diversification of operations in 27 countries, which reduced the impact of possible changes in tax regulations in any of these countries on the overall operations of the Issuer and the Group.

The Group also faces risks from changes in customs regulations if they are changed in a way that would negatively impact the profitability of the Group's operations. This risk is reflected in possible changes in customs rates and in the objects of customs clearance. Considering that the majority of revenues are generated within the European Union, changes in customs rates currently have a more limited impact on the Group's operations compared to companies that are more significantly exposed to international trade outside the European Union. The Group is not significantly exposed to operations with companies in the United States of America, and changes in customs regimes between the European Union and the United States of America do not affect the Group's operations.

## **8.3. RISKS ASSOCIATED WITH THE BUSINESS ENVIRONMENT AND OPERATIONS**

### **8.3.1. Risk associated with the Issuer's dependence on the results of its subsidiaries**

The Issuer is the parent company of the Group and its main registered activity is the management activity of a holding company, i.e. the Issuer strategically directs and supervises the work of the subsidiaries within the Group. As a holding company, the majority of the Issuer's assets consist of business interests that the Issuer directly or indirectly holds in its subsidiaries. The Issuer generates most of its income from dividends, management fees charged to its subsidiaries or from the realization of its investments.

Since income from dividends of subsidiaries represents a significant amount of revenue, the Issuer's operating results depend on the operating results, financial position and financial performance of the subsidiaries. The ability of the Issuer's subsidiaries to pay dividends depends on the cash flows and income of the relevant subsidiaries and may be limited by: (i) changes in applicable laws and other regulations; (ii) the terms of contracts that they may enter into, including contracts governing their existing indebtedness (if applicable); (iii) stagnation of the operations of the Issuer's subsidiaries; or (iv) other factors beyond the control of these subsidiaries.

### **8.3.2. Risk of losing workforce**

The Group is exposed to the risk of loss of workforce as it operates companies in industries whose operations are significantly impacted by workforce. The Group currently has more than 18,500 employees in 27 countries.

There may be situations where the Group does not have and/or cannot secure a sufficient number of employees, which would have a negative impact on the Group's business, financial position and operating results. Also, taking into account the still current negative trends of labor outflow from the Central and Eastern European markets in which the Group has significant activities, the Group is exposed to the risk of retaining adequate human resources necessary for successful operations and the implementation of its strategic business growth plans. However, by geographically diversifying the Group's operations and implementing a model for employing qualified labor outside the European Union, the Group reduces the risk of labor loss.

A significant business vertical of the Group is its HR business vertical. The Group uses the competencies, or services, of subsidiaries from the HR business vertical to mitigate the risk of workforce loss in all of its business segments.

### **8.3.3. BPTO industry risk**

A significant part of the Group's business takes place in the industry of business process and technology outsourcing (BPTO) and in the sector of providing information technology services. The BPTO industry and customer relationship management encompass a wide range of services that are not subject to specific regulatory restrictions, which opens up room for rapid adaptation and innovation. The key trend shaping the industry is the accelerated automation of business processes and the application of artificial intelligence. The mentioned trends lead to a complete transformation of the industry and the

appearance of new competitors in the provision of services from the technology sector, they can also affect the reduction of business volume, while the inability to adapt can affect the profitability of companies. Unlike most companies in the industry that rely on third-party solutions, the Group through its IT companies develops its own AI (artificial intelligence) solutions, which represents a key strategic advantage and the basis of resistance to market disruptions.

#### **8.3.4. Human resources industry risk**

The Group is exposed to human resources industry risks through its HR business vertical. The human resources industry is currently undergoing significant transformation primarily due to the implementation of new technologies based on AI technologies, labor shortages in the European Union and related migrations that are affecting the changing structure of the workforce, as well as employers' demands for employees with new knowledge and qualifications.

The Group uses technological solutions based on AI technology developed within its BPTO business vertical to transform its HR business vertical to adequately address the risk of technological transformation of the entire HR industry. The focus of subsidiaries within the HR business vertical is on the implementation and application of new technologies and processes in daily operations. The HR business vertical of the Group also helps other companies within the Group to reduce the pressures related to the lack of quality workforce, which enables the Group to adequately manage its human resources.

#### **8.3.5. Agricultural industry risk**

The Group is exposed to the risks of the agricultural industry, especially risks that are characteristic of farming and animal husbandry activities, taking into account that companies within the Food business vertical are engaged in agricultural production and breeding of pigs and chickens for the needs of the Group's company from the food processing industry.

Agriculture is particularly exposed to the risk of climate change and disasters that can negatively affect livestock, crops and yields, and property. The area in which the Group carries out agricultural activities is at medium to high risk of certain climate disasters such as heavy rainfall, storms and strong winds, drought, heat waves, but also late frost and hail.

There have been no recent incidents or damages related to extreme weather conditions caused by climate change. However, climate scenarios and forecasts (e.g. the European Climate Risk Assessment issued by the European Environment Agency <sup>1</sup>) indicate a worsening of the situation in Europe, especially in the south. In the event of extreme weather events affecting the area in which the Group carries out agricultural activities, the Group may be exposed to property damage to its plants, equipment and machinery, crops and fields, and animals. Such events could have an adverse effect on the Group's business, financial position and results of operations.

Furthermore, the risk of crop disease can have a significant negative impact on the expected yield.

In the animal husbandry segment, the risks of livestock diseases and death are expressed. In order to prevent diseases and deaths on farms, there are internal or contracted external veterinary services that take constant care of the condition of the livestock.

The Group has a diversified raw material procurement structure for Group companies from the processing industry segment between its own sources and external suppliers operating in different geographical locations, which reduces risks related to agricultural production.

#### **8.3.6. The risk of the processing industry**

The Group is also exposed to risks related to the processing industry in the segment of meat and bakery products production, especially risks related to the lack of raw materials and materials or the increase in their prices, the risk of competition and the risk related to the lack of labor. The rise in the prices of raw materials and materials, as well as their shortage due to possible disruptions in supply chains caused by global geopolitical and economic trends, can significantly affect the profitability of the Group's processing segment. Part of the raw materials and materials is provided through primary agricultural production, which reduces the risk of disruptions in the procurement chains for production. In addition, the Group has long-term contracts with suppliers of key raw materials and materials that ensure sufficient quantities for its production. Due to the low elasticity of demand for its products, the Group can reduce the pressure of rising costs on its profitability through product price correction in the short and medium term.

The Group is exposed to market competition, which may affect the final price of its products. However, as competitors are exposed to the same movements in the raw material and materials markets, they are unable to significantly deviate from the Group's pricing policy.

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<sup>1</sup> European Climate Risk Assessment, European Environment Agency, available at: <https://www.eea.europa.eu/en/analysis/publications/european-climate-risk-assessment> .

## **8.3.7. Risk associated with acquisitions**

In the previous period, the Group carried out a number of strategic acquisitions of business entities with the aim of ensuring the growth and profitability of the Group.

The Group may continue to pursue acquisitions of other business entities in the future. In such acquisitions, it may be the case that not all information regarding the operations of the business entity being acquired is known, and therefore the Group's ability to achieve growth through acquisitions will depend, among other things, on its ability to identify suitable investment opportunities and the success of the full implementation of such transactions. In addition, the integration of acquired entities may be challenging and the Group may not achieve the synergies and other positive effects that were expected as a result of the acquisition.

## **8.3.8. Risk of the Group's exposure to security risks (cyber-attacks and threats)**

The proper functioning of the Group's information systems has an impact on its business. Cyber-attacks and threats can lead to short-term or long-term disruptions in the provision of services, primarily in the BPTO business vertical, but also to the potential compromise or disclosure of confidential data and information, both in BPTO and in the HR or Food business verticals.

Given the nature of cyberattacks, and above all the different ways in which cyberattacks can be carried out and the speed with which hardware and software develop, stopping attacks and adapting to new types of cyberattacks in a timely manner is challenging and requires continuous adaptation. However, since the Group is aware of the exposure of information systems to cyberattacks, the Group continuously invests in security capacities and takes high-level protection measures against such attacks. A combination of several different technical solutions, accompanied by internal regulations and policies, is used to protect the server infrastructure and network.

## **8.3.9. Geopolitical risk**

Geopolitical risk refers to all risks that could potentially affect the political instability of a country and its relations with other countries, which could result in undesirable trade effects that could have a negative impact on the Group. The Group is exposed to geopolitical risk as it operates in various countries. This risk may manifest itself in the deterioration of political and economic relations and cooperation between the countries in which the Group operates, which may affect the Group's business processes and operations.

A possible worsening of relations on the global economic markets as a result of relations between the largest global economies can have a significant impact on the price of certain raw materials, materials and energy sources. Thus, certain war conflicts, such as those in Ukraine or the Middle East, can disrupt certain supply chains, increase the price of certain products, raw materials and materials, but also affect the growth of energy prices, all of which can have a negative impact on the Group's operations and profitability.

Due to its diversified business model, the Group can more easily manage risks related to geopolitical risks through different industries in which it operates, different groups of customers and different products and services, as well as geographical diversification.

## **8.3.10. Risk of failure and/or collapse of information and/or telecommunications systems**

The Group's members rely heavily on information and/or telecommunications systems in their operations. Any failure of the information and/or telecommunications systems could result in errors and interruptions or the inability to perform the Group's core business. If any such failure of the Group's information and/or telecommunications systems, including back-up systems, were to occur, even for a short period of time, the Group would not be able to provide services to certain clients in a timely manner and could be exposed to the risk of clients leaving for competitors, as well as reputational risks. Therefore, if such failures were to occur, this would have a negative impact on the Group's operations, financial position and results of operations.

In order to limit the risk in question, it is possible to develop and improve both the information systems used by the Group and their backup systems, while the possibility of limiting risks related to telecommunications system failures is limited and related exclusively to contractual relationships with end clients within the BTPO business vertical and to the regulation of mutual relations in the event of such failures.

## **8.3.11. Risks associated with environmental pollution (ecological risk)**

The Group carries out activities and operates certain facilities that may have a negative impact on the environment and public health. The Group's primary and secondary agricultural production and processing operations are activities that consume large amounts of energy and water, pollute water sources and result in large amounts of greenhouse gas emissions, particularly methane. Agricultural production involves the handling of significant quantities of petroleum products, mineral fertilizers and pesticides, the improper use of which may have a negative impact on flora and fauna and on watercourses.

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The Group's subsidiaries operating in the Food vertical have contracted third-party liability insurance. Furthermore, measures are being implemented to reduce greenhouse gas emissions, including renewable energy sources, precision agriculture measures, including optimized water use and reduced use of mineral fertilizers. Despite all the measures taken by the Group, potential risks related to environmental pollution cannot be excluded. There is also a risk that the Group could incur liabilities related to environmental protection that exceed the amount covered by the insurance or that are not covered by the contracted insurance terms. Risks related to breakdowns, sabotage and accidents.

The plants and equipment operated by the Group may be subject to breakdowns, accidents, unplanned outages, capacity constraints or physical damage due to natural disasters (e.g. floods, droughts or earthquakes), sabotage, terrorism, disruptions in the supply of raw materials and other causes. The occurrence of such events may adversely affect the Group's ability to meet its contractual obligations to business partners. This may also result in death or injury to the Group's employees, customers or third parties, damage to the Group's property or the property of third parties and may cause disruptions in operations or otherwise disrupt the Group's business.

In order to reduce the Group's exposure to such risks, the Group regularly maintains its facilities and invests in equipment. The Group also regularly enters into contracts with insurers. However, in the event of adverse events for which appropriate insurance policies are not contracted, or if they do not have sufficient coverage, such circumstances may have a negative impact on the Group's operations, results of operations and financial condition.

## 9. CHARACTERISTICS OF NEW SHARES

The subject of the public offering is New Shares, up to a maximum of 5,892,185 ordinary shares of the Issuer, in registered form, with no par value.

The New Shares will be issued in dematerialized form, in the form of an electronic record in the securities account in the CDCC computer system, with a ticker assigned by the CDCC. Each New Share entitles the holder to one vote at the Issuer's General Assembly. The New Shares are registered and grant shareholders the same rights as all existing ordinary shares of the Issuer, security symbol MRUL-R-B, ISIN: HRMRULRB0008 ("**Existing Shares**", together with the New Shares hereinafter referred to as: "**Shares**"), i.e. all rights specified in the Companies Act (Official Gazette No. 111/1993, 34/1999, 121/1999, 52/2000, 118/2003, 107/2007, 146/2008, 137/2009, 111/2012, 125/2011, 68/2013, 110/2015, 40/2019, 34/2022, 114/2022, 18/2023, 130/2023, 136/2024, "**Companies Act**") and the Issuer's Statute, from the date of registration of the increase in share capital in the Court Registry of the Commercial Court in Zagreb.

The subject of listing on the regulated market of ZSE are all New Shares, and a maximum of 5,892,185 ordinary shares of the Issuer.

The Issuer's Shares have no nominal value, and the Issuer's share capital is expressed in euros. The amount of share capital attributable to each individual Share is expressed in euros. The above applies to all Existing Shares and, upon their issuance, will also apply to New Shares.

After the subscription and payment of the New Shares, the Share Capital Increase Resolution will need to be entered in the Court Registry of the Commercial Court in Zagreb, and the New Shares will be issued in dematerialized form, in the form of an electronic record in the securities account in the CDCC computer system.

There are no restrictions on the transfer of Shares. After issuance, the New Shares will be freely transferable in accordance with applicable regulations.

In accordance with the provisions of the Companies Act and the Statute, all Shares (including Existing Shares and New Shares) give the holders the same rights, as detailed below.

**Right to dividend.** In accordance with the Statute, after the purposes specified by law have been met, the General Assembly, upon the proposal of the Issuer's Management Board, shall adopt a decision on the distribution of profit, the amount and manner of dividend payment. The General Assembly may adopt a decision on the payment of profit to shareholders in the company's shares, but may also decide to use the profit for other purposes (e.g. for payments to employees or members of the Management Board). The General Assembly may also decide not to pay the profit to shareholders. The Issuer's Management Board adopted the Dividend Payment Policy on 31 March 2026, with the consent of the Supervisory Board <sup>2</sup>.

**Right to vote at the General Assembly.** In accordance with the provisions of Article 11 of the Statute, the General Assembly may be attended by shareholders who have notified the company of their intention to participate no later than six days before the General Assembly. The quorum for the General Assembly is not determined by the Statute. At the Issuer's General Assembly, decisions are made by a majority of votes cast (simple majority), unless the Statute and the law prescribe

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<sup>2</sup> The Issuer's dividend policy is available at: [https://cdn.prod.website-files.com/671b931fedffc57a044640b5/69cbc76e98fbef52a5f1e757\\_BOSQAR%20d.d.%20-%20Prilog%20Politika%20isplate%20dividende.pdf](https://cdn.prod.website-files.com/671b931fedffc57a044640b5/69cbc76e98fbef52a5f1e757_BOSQAR%20d.d.%20-%20Prilog%20Politika%20isplate%20dividende.pdf)

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a higher majority for certain decisions or require the fulfillment of some additional prerequisites. Each Share entitles to one vote.

**Pre-emptive right in offers for subscription of securities of the same class.** The provisions of the Statute do not regulate the pre-emptive right, and therefore the relevant provisions of the Companies Act apply. Thus, the provisions of Article 308 of the Companies Act stipulate that each shareholder who requests it must be given the right to subscribe for that part of the new shares that corresponds to his share in the company's previous share capital within the legally prescribed period of at least 14 days. Furthermore, the pre-emptive right to subscribe for new shares may be fully or partially excluded by a decision of the General Assembly with votes representing at least three quarters of the votes of the share capital represented at the General Assembly when making that decision.

**The right to payment of a portion of the remainder of the Issuer's liquidation or bankruptcy estate.** The Issuer's Statute does not specifically regulate the right to payment of a portion of the remainder of the liquidation or bankruptcy estate, and the said right is exercised in accordance with applicable regulations.

**Provisions on redemption.** The right of redemption is not specifically regulated by the Issuer's Statute, and the provisions of the regulations governing the said right apply to redemption.

**Conversion Provisions.** The Statute of the Issuer does not contain provisions on conversion, and the provisions of the regulations governing the said right are applied to the conversion.

The right to be informed about the Issuer's business operations and all other management and property rights that arise for shareholders from the provisions of the Companies Act and other relevant regulations.

In addition to the aforementioned rights that the Shares grant to all holders, individual shareholders have the right to request that the Issuer withdraw their Shares under the conditions stipulated in Article 6.b of the Statute. Namely, in accordance with the aforementioned provisions of the Articles of Association, the Issuer must withdraw (ordered forced withdrawal) the Shares if requested by shareholders who have subscribed and paid for the New Shares in the process of increasing the Issuer's share capital, and who, according to applicable regulations, may not hold shares that are not listed on a regulated market within the meaning of the provisions of the Capital Market Act for a period longer than one year from the date of issue of the shares (hereinafter referred to as: "**Authorized Shareholders**"), and solely on the condition that the New Shares subscribed by the Authorized Shareholders are not listed on a regulated market within one year from the date of issue. Shares are withdrawn exclusively from those Authorized Shareholders who request this from the Issuer. The decision to withdraw the Shares is made by the Issuer's Management Board no later than fifteen days after receipt of the Authorized Shareholder's request. The Issuer shall pay each Authorized Shareholder whose Shares have been withdrawn a fee per withdrawn Share in an amount equal to the lower of the following two amounts: (i) the amount paid by the Authorized Shareholder for each withdrawn New Share in the share capital increase procedure; or (ii) the actual (fair) value of the withdrawn Shares, which is determined in the manner defined by the Articles of Association. The fee shall be paid within 15 days after the expiry of the deadline referred to in Article 345, paragraph 2 of the Companies Act.

## 10. DILUTION OF THE SHAREHOLDER STRUCTURE

If an individual shareholder of the Issuer, who before the increase in share capital holds 1.00% of the Issuer's Shares (i.e. 117,843 Shares), does not participate in the subscription of New Shares, his share in the Issuer's share capital after the increase in share capital, assuming an increase in share capital by issuing New Shares up to the highest possible number of issued New Shares (i.e. 5,892,185 New Shares), will decrease to 0.6667%.

## 11. TERMS AND CONDITIONS OF THE NEW SHARES OFFER

The increase in the Issuer's share capital is being carried out through a public offering of New Shares, by subscription and payment of New Shares in two rounds, which will begin simultaneously.

The subscription and payment of the New Shares will be carried out in the manner and within the deadlines specified in the public call for the subscription of the New Shares in the first and second round ("**Public Call**"), which the Management Board will publish on the websites of the Issuer and the ZSE. The Management Board is authorized to independently decide when to publish the Public Call and to determine the content of the Public Call (with the consent of the Supervisory Board).

New shares will be subscribed by means of a written statement (hereinafter referred to as: "**Subscription Form**"), the content of which will be determined by the Management Board. Subscription Form forms will be published on the Issuer's website together with the Public Call.

The New Shares are issued for an amount greater than the share capital they account for. The amount below which the New Shares will not be issued is set at EUR 1.33 per New Share.

The Management Board of the Issuer shall determine, with the consent of the Supervisory Board, and subject to the minimum price below which the New Shares will not be issued and taking into account the price of the Existing Shares on ZSE, the price range at which the New Shares are issued ("**Price Range**"), as well as the total amount intended to be raised

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by issuing the New Shares ("**Target Issue Amount**"). The Price Range and the Target Issue Amount will also be published in the Public Invitation.

## **First round**

In the first round, all New Shares will be offered for subscription.

The subscription of New Shares in the first round will last 14 (fourteen) days and will begin simultaneously with the second round of subscription of New Shares. The duration, location and method of subscription of New Shares in the first round will be specified in more detail in the Public Call.

In the first round, the right to subscribe for New Shares is granted to the Issuer's shareholders who, in accordance with the rules of the CDCC, have registered shares of the Issuer in their dematerialized securities account with the CDCC (hereinafter referred to as: "**Existing Shareholders**", or each individually: "**Existing Shareholder**") on the date of the Decision on the increase of share capital (hereinafter referred to as: "**Date of Determination the Right to Subscribe**").

Existing shareholders have the pre-emptive right to subscribe for New Shares in accordance with the Companies Act and in the first round may subscribe for a maximum number of New Shares corresponding to their shares in the Issuer's share capital on the Date of Determination the Right to Subscribe (hereinafter referred to as: "**Maximum Number of New Shares in the First Round**"). The maximum number of New Shares in the first round for each Existing Shareholder is calculated by dividing the total maximum number of New Shares by the total number of existing shares of the Issuer on the Date of Determination the Right to Subscribe, and multiplying the result (quotient) by the number of existing shares of the Issuer held by the respective Existing Shareholder on the Date of Determination the Right to Subscribe, rounded to the first lower whole number.

If an individual Existing Shareholder is unable to subscribe for the entire New Share in the name of the Maximum Number of New Shares in the First Round, it may transfer its right to pre-emptive subscription to another Existing Shareholder or exercise it jointly with another Existing Shareholder, or may not exercise it. The said right is transferred by means of an assignment agreement on which the signature of the transferor of the rights is notarized. If an Existing Shareholder exercises the said right jointly with another Existing Shareholder, these Existing Shareholders must open a joint account with the CDCC and, in the Subscription Form, which they jointly sign, state their joint account to which the New Shares will be transferred.

Existing shareholders who wish to subscribe for New Shares in both the first and second rounds may do so with a single Subscription Form, stating in the Subscription Form the total amount of New Shares they are subscribing for and indicating in the Subscription Form that they wish to participate in the second subscription round.

If an individual Existing Shareholder subscribes for a greater number of New Shares than the Maximum Number of New Shares in the First Round, and indicates in the Subscription Form that he/she wishes to participate in the second round of subscription, such Existing Shareholder shall be deemed to be:

- (i) subscribed the Maximum Number of New Shares in the First Round, and such New Shares, subject to the conditions set forth in the Decision on the Increase of Share Capital, will be allocated to him as if they had been subscribed in the First Round; and
- (ii) in the second round, subscribes for the number of New Shares by which the total number of subscribed New Shares exceeds the Maximum Number of New Shares in the first round, and such New Shares will be allocated to it, subject to the conditions stipulated in the Share Capital Increase Resolution and in accordance with the rules for the allocation of New Shares to be adopted by the Management Board of the Issuer with the consent of the Supervisory Board ("**Rules for the Allocation of New Shares**"), as if they had been subscribed in the second round.

However, the above shall not apply if an Existing Shareholder subscribes in the Subscription Form a number of New Shares greater than the Maximum Number of New Shares in the First Round, but does not indicate in the Subscription Form that it wishes to participate in the second round. In such case, such Existing Shareholder shall be deemed to have subscribed in the Maximum Number of New Shares in the First Round, and New Shares subscribed in excess of that number shall be deemed not to have been subscribed. If an individual Existing Shareholder subscribes in the Subscription Form a number of New Shares equal to or less than the Maximum Number of New Shares in the First Round, such Existing Shareholder shall be deemed to have subscribed in the First Round only, even if such Existing Shareholder indicates in the Subscription Form that he wishes to participate in the second round.

Existing Shareholders who are retail investors within the meaning of the Prospectus Regulation ("**Retail Investors**") are obliged to pay in full all New Shares subscribed for in the first round no later than the expiry of the subscription period for New Shares in the first round. Existing Shareholders who are qualified investors within the meaning of the Prospectus Regulation ("**Qualified Investors**", together with Retail Investors hereinafter referred to as "**Investors**", and each individually an "**Investor**") are obliged to pay in full all New Shares subscribed for in the first round no later than two Business Days from the receipt of the notification of the allocation of New Shares. The payment deadlines will be specified in more detail in the Public Call.

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## **Second round**

In the second round, all New Shares will be offered for subscription, provided that Investors who subscribe for New Shares in the second round may be allocated only the number of New Shares remaining after the allocation of New Shares to Existing Shareholders who subscribe for them in the first round.

The subscription of New Shares in the second round will last at least 10 (ten) days and will begin simultaneously with the first round of subscription of New Shares. The duration, location and method of subscription of New Shares in the second round will be specified in more detail in the Public Call.

In the second round, all Investors, including Existing Shareholders, have the right to subscribe for New Shares (whereas Existing Shareholders in the second round do not have the right to preferentially subscribe for New Shares), regardless of whether they are Qualified Investors or Retail Investors, as these terms are defined in the Capital Market Act.

The second round of the Offer will consist of:

- (a) Offer to Retail Investors: The New Shares will be offered to all retail investors in the Republic of Croatia;
- (b) Offer to Employees: The New Shares will be offered in: (a) the Republic of Croatia to persons who are employees of the Issuer and companies having their registered seat in the Republic of Croatia to be subsequently determined in an employee incentive program through the allocation of additional shares of the Issuer without compensation (the "**ESOP Program**"), to be adopted by the Management Board of the Issuer with the consent of the Supervisory Board; and (b) the Republic of Slovenia to persons who are employees of companies having its registered seat in the Republic of Slovenia to be subsequently determined in the ESOP Program;
- (c) Offer to Qualified Investors: The New Shares will be offered to qualified investors (as that term is defined in the Prospectus Regulation, "**Qualified Investors**") in the Republic of Croatia and the Republic of Slovenia.

The manner of participation of individual categories of Investors in the public offering will be specified in more detail in the Public Call.

Investors who are Retail Investors and Qualified Investors who are natural persons are obliged to pay in full all New Shares subscribed in the second round no later than the expiry of the subscription period for New Shares in the second round, and Investors who are Qualified Investors of legal entities are obliged to pay in full all New Shares subscribed in the second round no later than two Business Days from the receipt of the notification of the allocation of New Shares. The payment deadlines will be specified in more detail in the Public Call.

No later than 2 (two) business days after the expiration of the period for subscription of New Shares in the first round, the Management Board will determine the exact number of subscribed New Shares and the number of New Shares that will be allocated to each Investor who subscribed for New Shares in the first or second round.

Existing Shareholders who subscribe for New Shares in the first round will be allocated the highest permitted number of New Shares, i.e. the number of New Shares corresponding to the share of each shareholder in the Issuer's share capital prior to its increase in accordance with the Share Capital Increase Resolution. If the number of New Shares thus calculated to be allocated to an individual Existing Shareholder is not a whole number, the Issuer will allocate the first lower whole number of New Shares to that shareholder. The remaining subscribed New Shares, which remain after the allocation of New Shares to the Existing Shareholders who subscribed for them in the first round, will be allocated to Investors who subscribed for New Shares in the second round (including Existing Shareholders of the Issuer who indicated in the Subscription Form that they wish to participate in the second round).

If fewer New Shares are subscribed in the second round than were offered, each Investor will be allocated the number of New Shares that they subscribed in the second round. If more New Shares are subscribed in the second round than were offered, the Investors will be allocated New Shares in accordance with the Rules for the Allocation of New Shares adopted by the Management Board pursuant to the Share Capital Increase Resolution.

Immediately after determining the number of New Shares allocated to each individual Investor, Investors who are Qualified Investors (who subscribed for New Shares in the first and/or second round) will be notified of the allocation of New Shares and will be required to pay for the allocated New Shares no later than 2 (two) Business Days from the receipt of the notification of the allocation of New Shares.

The Management Board shall adopt, with the consent of the Supervisory Board, the Rules for the Allocation of New Shares, which shall apply in the event that a greater number of New Shares are subscribed in the second round than those offered. When determining the criteria for the allocation of New Shares, the Management Board may take into account various factors, including, among others, the principle of price and time priority, the principle of long-term investment and the principle of investor activity. In the event of increased demand for New Shares in the second round, the allocated number of New Shares may be reduced in any manner determined by the Management Board in its sole discretion in the Rules for the Allocation of New Shares. As a result, Investors may be allocated a smaller number of New Shares than those indicated

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in the Subscription Form. The Rules for the Allocation of New Shares will be published on the Issuer's website and on the website of the Zagreb Stock Exchange together with the publication of the Public Call.

The Issuer's Management Board is authorized, with the consent of the Supervisory Board, to determine the final number of New Shares to be issued depending on the number of New Shares subscribed during the Offering Period. If the number of New Shares subscribed multiplied by the Final Price exceeds the Target Issue Amount, the final number of New Shares to be issued may be less than the maximum number of New Shares offered in the public offering.

The exact amount of the increase in the Issuer's share capital will be determined based on the status of subscriptions and payments on the date of the end of the period for subscription and payment of New Shares, no later than 3 (three) business days after the end of the period for subscription and payment of New Shares, which will be specified in more detail in the Public Call, unless otherwise specified in the Public Call.

If the increase in share capital is not registered in the Court Registry within 12 (twelve) months from the date of the Share Capital Increase Resolution (i.e. by 11 May 2027), the Subscription Form ceases to be binding on the subscriber, and the payment made will be returned to the Investor within 7 (seven) business days after the expiry of the specified period and without the right to interest. In such case, the increase in share capital will be deemed not to have been successfully implemented.

## **12. REGULATED MARKET ON WHICH THE ISSUER'S SHARES ARE LISTED**

The existing shares, namely 11,784,370 ordinary registered shares, with no-par value, which are registered with the CDCC in dematerialized form under the security code MRUL-R-B and ISIN code HRMRULRB0008, have already been listed on the regulated market of ZSE, Official Market segment.

Since the New Shares are of the same class as the Existing Shares already listed on the Official Market of the Zagreb Stock Exchange, the Issuer is obliged to submit an application for listing the New Shares on the Official Market of ZSE, in accordance with Article 338 of the Capital Market Act.

Accordingly, after the issuance of the New Shares, the Issuer will submit an application for the listing of all New Shares on the Official Market of ZSE. The New Shares will be listed on the Official Market of ZSE upon the decision of ZSE on listing.

When submitting the relevant application for listing of the New Shares, the Issuer will act in accordance with all applicable regulations and the Rules of the Zagreb Stock Exchange for the purpose of approving the listing, but cannot guarantee that ZSE will approve the listing of the New Shares on the Official Market.