

SUBSCRIPTION FORM
for Sustainability-Linked Bonds
of the company JADRAN - GALENSKI LABORATORIJ d. d.
("Subscription Form")

JADRAN - GALENSKI LABORATORIJ d. d., having its registered seat in Rijeka (City of Rijeka), Svilno 20, registered with the Court Registry of the Commercial Court in Rijeka under registration number (MBS): 040004561, PIN: 20950636972 ("**Issuer**"), on 25 November 2024 published Bonds Subscription Public Call to subscribe the sustainability-linked bonds of the Issuer ("**Public Call**"). The Public Call relates to the public offering ("**Public Offering**") of debt securities – bonds on the domestic capital markets, i.e. sustainability-linked bonds in the intended total nominal amount of EUR 60,000,000.00, with the possibility of increasing such amount depending on the results of subscription of the Bonds by investors, fixed annual interest rate and semi-annual interest payments and one-off maturity of the principal 5 (five) years after the issuance date, with the ticker: JDGL-O-29CA and the international securities identification number (ISIN): HRJDGLO29CA5 ("**Bonds**").

On 11 November 2024 the Issuer published on its websites Public of the Public Offering and Listing of Sustainability-Linked Bonds dated 8 November 2024 ("**Prospectus**"). The Prospectus was approved by the Croatian Financial Services Supervisory Agency ("HANFA") based on the decision dated 8 November 2024, class: UP/I 996-02/24-01/01, ref. no.: 326-01-60-62-24-13. Prospectus is available on: <https://www.jgl.eu/about-jgl/corporate-documents>, under the document named "JGL Prospekt izdanja javnom ponudom i uvrštenja obveznica povezanih s održivošću".

The Issuer intends, immediately after the issuance, to submit an application for listing the Bonds on the Official Market of the Zagreb Stock Exchange Inc., Zagreb ("**ZSE**").

Capitalized terms in this Subscription Form have the same meaning as defined in the Prospectus, that is, Public Call, unless the context of the content of Subscription Form indicates otherwise.

By signing this Subscription Form, investor (subscriber) accepts the Public Call and gives its binding offer for subscription of Bonds in accordance with the Prospectus, Public Call and details stated herein.

BASIC TERMS AND CONDITIONS OF THE BONDS ISSUE

Basic terms and conditions of the Bonds issue:	
Issuer:	JADRAN - GALENSKI LABORATORIJ d. d.
Country of Offering:	Republic of Croatia
Type of Bonds:	Unsubordinated and unsecured Sustainability-Linked Bond

The expected nominal amount of the issue:	EUR 60,000,000.00, with the possibility of increasing the amount depending on the results of the subscription of Bonds by the investor
Nominal amount of single Bond:	EUR 1.00
Minimum subscription amount in the Offering Period:	EUR 100,000.00 for retail investors. The minimum subscription amount of Bonds by qualified investors has not been determined.
Settlement Currency:	EUR
Ticker:	JDGL-O-29CA
ISIN:	HRJDGLO29CA5
Issue Date:	3 December 2024
Principal Maturity Date:	3 December 2029
Settlement Date:	3 December 2024
Repayment of Principal:	One-off, at maturity
Type of the Interest rate:	Fixed
Regular Interest Payments	Semi-annual
Issue Price:	The Issue Price will be determined based on the determined Yield and the Fixed Interest Rate, no later than one Business Day after the expiry of the Offering Period.
Yield:	The Reference Interest Rate increased by the Risk Premium of the Issuer.
Fixed Interest Rate:	The Fixed Interest Rate will be determined based on the Yield until maturity.
Reference Interest Rate:	Reference interest rate of the Bonds will be determined after the end of the Offering Period on the basis of Bloomberg Generic purchase yields retrieved from the Bloomberg information terminal on Eurobonds of the Ministry of Finance of the Republic of Croatia, international identification codes (ISIN) XS1843434876, with the maturity on 27 January 2030 interpolated to a maturity of 5 years.
Aspect of Bonds linked to the sustainability:	Aspect of Bonds linked to the sustainability is, in summary, defined in section 5.4.10. of the Prospectus – Specific Conditions of Bonds Linked to the Sustainability, in which matters of the Issuer's orientation towards sustainability, Key Performance Indicators, Sustainability Performance Targets, reporting and reasons for paying a one-time additional fee (penalty) are defined in detail.
Risk Premium:	between 140 and 170 bps

Paying agent during the public offering and issue of Bonds:	ERSTE&STEIERMÄRKISCHE BANK d.d. and Privredna banka Zagreb d.d.
Depository and paying agent after the public offering and issue of Bonds:	Central Depository & Clearing Company Inc. ("CDCC")
Segment of the regulated market:	Official Market of the ZSE
Joint Lead Managers:	ERSTE&STEIERMÄRKISCHE BANK d.d. and Privredna banka Zagreb d.d.
Method of placing an order:	Pot Orderbook in relation to investors who are not retail investors (natural persons). The order of such individual investor delivered to any of the Joint Lead Manager will be visible to all Joint Lead Managers and to the Issuer.
Conditions for the swap of the Existing Bonds:	
Complete Swap Price of the Existing Bonds:	100.00%
Accrued Interest on the Existing Bonds:	Accrued interest for the period from, and including, 18 July 2024, until, but excluding, the Issue Date (3 December 2024) i.e., 0,803278728%.
Final Swap Price of the Existing Bonds:	Complete Swap Price increased for Accrued Interest, i.e., 100,803278728%

INFORMATION ON INVESTOR (SUBSCRIBER)

Information on investor that subscribes Bonds:	
Name and surname / name:	
Address of residence / registered seat:	
PIN:	
Proxy (information not compulsory and to be entered only if applicable) <i>State the name, surname and PIN</i>	
Bank account (IBAN) of the investor (subscriber) for potential refund:	
Securities account of investor (subscriber) in CDCC: <i>Specify the member's designation if it is a custodial account</i>	
Telephone/Mobile phone (for investors who are natural persons):	

E-mail address for investors who are natural persons):		
The information below is to be completed only by subscribers who are legal entities.		
LEI number:		
Authorized person(s): <i>State the name, surname and function</i>		
Confirmation slip signatory: <i>State the name, surname and function (Note: 2 signatories maximum)</i>		
Contact details	Name and surname:	
	Address:	
	Phone/Mobile phone:	
	E-mail address for delivery of confirmation slips: (note: only one e-mail address)	

SUBJECT OF SUBSCRIPTION

The investor (subscriber) hereby subscribes the Bonds in the total nominal amount as stated below, under the terms of the issue specified in the Public Call and Prospectus:

Nominal amount in the name of the subscription of Bonds:	
1. Subscription of Bonds in the nominal amount:	EUR
and <i>(only if applicable)</i>	
2. Swap of the Existing Bonds for Bonds in the nominal amount: <i>(filled in only if the investor (subscriber) swaps Existing Bonds for Bonds)</i>	HRK

Note: *If the subscriber is a fund manager company, please enter the total amount of the subscription, and submit the allocation by funds managed (with an indication of the fund name, PIN, subscription amount, LEI and account number in CDCC for each individual fund) in the text of the e-mail when sending the signed Subscription Form.*

In case of swap of Existing Bonds for Bonds, the nominal amount of Existing Bonds in HRK eligible for swap, shall be calculated as payment for Bonds in EUR, calculated by applying the irrevocably fixed conversion rate between EUR and HRK, which is EUR 1,00 for HRK 7.53450, and determined by Council Regulation (EU) 2022/1208 of 12 July 2022 amending Regulation (EC) No 2866/98 as regards the conversion rate of euro for Croatia

In the case of investor (subscriber) interest for the swap of Outstanding Bonds, the investor (subscriber) confirms that he is the legal holder of the Outstanding Bonds, which are on his investor's account with the CDCC's, for which he requests the swap.

By signing this Subscription Form, the subscriber accepts the Public Call and makes an offer to subscribe Bonds and/or swap Existing Bonds for Bonds, in accordance with the aforementioned information, and undertakes to pay for the Bonds allocated to it, i.e. to deliver the Existing Bonds for the purpose of swapping them for Bonds in accordance with the Notice on Allocation and Instructions for the Payment and/or Delivery of the Existing Bonds that will be received from the Joint Lead Managers.

Subscriber declares that it is familiar with the Prospectus and Public Call and agrees with the terms and conditions of the Bonds issue stated therein.

By signing the Subscription Form, it becomes binding for investor (subscriber), and investor specifically declares that:

- it is familiar with the conditions and content of the Prospectus, Public Call and all other documents of the Issuer published on the Issuer's website <https://www.jgl.eu/about-jgl/corporate-documents> in connection with the Bonds Issue and that it fully understands and accepts them;
- all information in Subscription Form is complete and accurate and that indicated bank account (IBAN) and CDCC securities account are opened in its name;
- that it agrees that the Issuer or the Joint Lead Managers may exchange all data contained in the Subscription Form for the purpose of realizing the acquisition of allocated Bonds and rights from the Bonds, and that it accepts to become the holder of the allocated Bonds after they are registered in the specified securities account with the CDCC;
- that it agrees to be allocated a lower nominal amount of Bonds than the amount stated above in the section "Subscription of Bonds in nominal amount";
- that it is aware that both Joint Lead Managers, in relation to the personal data contained in the Subscription Form, process personal data in their capacity as processors on behalf and for the account of the Issuer as the controller, all in accordance with the notification referred to in Article 13 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) which the Issuer as the controller published on the Issuer's website on 25 November 2024;
- to give its explicit consent to have its client status verified based on the data previously submitted to the Joint Lead Manager to whom it submits the Subscription Form and to be aware that it has the right to withdraw its consent to the processing of personal data at any time, while the natural person may request the cessation of further processing of personal data, provided that such withdrawal will not affect the lawfulness of the processing prior to its revocation;
- that it is aware that the Issuer and/or the Joint Lead Managers may, on behalf of and for the account of the Issuer, verify its identity and take actions in accordance with laws and regulations relating to the prevention of market abuse, market manipulation, money laundering, terrorist financing and the provision of financial

and other services to any persons who may be subject to economic and trade sanctions, and which actions may include, but are not limited to, a request for additional verification of data and the inability to accept and/or the obligation to return money received during or after the Offering Period;

- neither the Issuer nor the Joint Lead Managers assume any liability for the incompleteness, untruthfulness and/or inaccuracy of the data in the Subscription Form or for any damage or other consequences that may arise in this regard for the Investor.

In _____, date _____

Investor (Subscriber):

Name and surname:
Function (*if applicable*):

Name and surname:
Function (*if applicable*):