

Pursuant to the provisions of Article 7 of the Articles of Association of the Zagreb Stock Exchange Inc., Ivana Lučića 2a/22 (hereinafter: Exchange), on 21 February 2014, the Exchange Management Board passed the following

**R E S O L U T I O N**  
**on the CROBEXtr<sup>®</sup> index**

**1. General provisions**

**Article 1**

This resolution defines the index name, selection criteria in respect of the index constituents, index base calculation and adjustment method as well as the composition and authority of the Index Committee.

**2. Index name**

**Article 2**

- (1) The name of the index is CROBEXtr<sup>®</sup> (CROBEX Total Return Index).
- (2) CROBEXtr<sup>®</sup> is the property of the Zagreb Stock Exchange.

**3. Index constituents**

**Article 3**

- (1) CROBEXtr<sup>®</sup> has the same constituents as CROBEX<sup>®</sup> index.
- (2) Base date is set on 21 February 2014.
- (3) Base value is set at 1000 index points on base date.
- (4) The index shall be calculated continuously in the course of the trading session and rounded to two decimal points.

**4. Index calculation and adjustment method**

**Article 4**

- (1) The CROBEXtr<sup>®</sup> index shall be calculated as a ratio of the free float market capitalisation and the free float market capitalisation on the base date.

- (2) The free float market capitalisation of a particular share shall be calculated as the product of the number of shares in the issue, the free float factor and the last share price.
- (3) The portion of the share's free float market capitalisation in the total market capitalisation of the CROBEXtr® on the regular revision date may not exceed 10%.
- (4) If the share is not traded on a particular day, its last price in the previous session shall be used.
- (5) Dividends are taken into calculation of CROBEXtr® index after the first trade is made on ex-dividend date. In the course of regular revision, the index value shall be rebalanced by reinvesting the dividend payments made between two regular revisions in index constituents, in accordance with their respective weighting. The index shall be calculated continuously in the course of the trading session according to the following formula:

$$I_t^j = \frac{\sum_{i=1}^n (p_{i,t}^j + d_{i,t}) \cdot q_{i,T} \cdot f_{i,T}}{K_T \cdot \sum_{i=1}^n p_{i,T} \cdot q_{i,T} \cdot f_{i,T}} \cdot B$$

$I_t^j$	CROBEXtr® index value on day $t$ at time $j$
$p_{i,t}^j$	last price of share $i$ on day $t$ at time $j$
$d_{i,t}$	dividends paid on share $i$ on day $t$ or since the last revision date
$q_{i,T}$	number of shares $i$ in the issue of their portion on revision day $T$
$f_{i,T}$	free float factor of share $i$ on the last day of the month preceding revision day $T$
$B$	index base value
$p_{i,T}$	last price of share $i$ on base date or the day preceding its inclusion in the CROBEXtr® index (in case of subsequent inclusion)
$K_T$	index base adjustment coefficient on revision day $T$

**5. Free float**

**Article 5**

The following shall not be deemed free float:

- 1. shares held by the persons controlling 5% or more of the total outstanding in the respective issue, unless shares are held by pension and investment funds.
- 2. the Issuer's own (treasury) shares

**5.1. Free float factor**

**Article 6**

- (1) In respect of the shares with a free float below 20%, the free float factor shall be determined by rounding up the free float figure to the next integer.
- (2) In respect of the shares with a free float exceeding 20%, the free float factor shall be determined by

rounding up the free float figure to the next multiple of 5 (five).

**6. Index base adjustment**

**Article 7**

(1) The CROBEXtr® index base shall be adjusted if new shares are included in the index or if current constituents are removed from the index and whenever the free float factor changes due to an alteration in the number of shares in the issue of a constituent to ensure the time comparability of the index.

(2) The CROBEXtr® index base adjustment coefficient is calculated as follows:

$$K_{T+1} = K_T \cdot \frac{I(T')}{I(T)}$$

$I(T')$	CROBEXtr® index value after the change on day $T'$
$I(T)$	CROBEXtr® index value prior to the change on day $T$
$T$	revision date

**7. Index revision**

**Article 8**

The index revision may be regular or extraordinary.

**7.1. Regular index revision**

**Article 9**

(1) The CROBEXtr® index shall be revised after the close of trading on the third Friday in March and September, with the revision applying as of the following trading session.

(2) The CROBEXtr® index shall be revised on the basis of trading data from the six-month period preceding the revision, and any change in the index composition shall be disclosed to the public.

**7.2. Extraordinary index revision**

**Article 10**

(1) In case of extraordinary events which may affect the objectivity and credibility of the CROBEXtr® index occurring between two regular revisions, the Index Committee may conduct an extraordinary revision of the CROBEXtr® index.

(2) The following events in particular shall be deemed extraordinary:

1. corporate actions (e.g. stock split or reverse stock split, capital increase or reduction, squeeze out, company takeover, acquisition, merger, division of joint stock companies etc.),
2. delisting of a particular share,

3. long-term trading suspension in respect of a particular share,
4. opening of bankruptcy or liquidation proceedings against the company.

(3) When an index constituent is removed in case of events referred to in paragraph 2 of this Article, no new share shall be included in the index in the course of extraordinary revision.

### ***7.3. Extraordinary events***

#### ***7.3.1. Stock split***

##### **Article 11**

(1) Stock split is such a corporate action by which the issuer, pursuant to a resolution passed at the general meeting, without changing the company's equity capital, increases the number of shares outstanding by reducing the nominal value of shares in the initial issue or else increases the number of shares issued without a nominal value by issuing two or more shares to each shareholder instead of one previously held.

(2) The number of shares outstanding in the index shall rise, with their price falling in proportion to the stock split ratio. The index adjustment coefficient shall remain unchanged.

(3) The change referred to in paragraph 2 of this Article shall apply following a notification by the Central Depository and Clearing Company (hereinafter: CDCC) on the stock split being conducted, after the close of the last trading session in the current number of shares in the issue. The foregoing changes shall become effective in the subsequent trading session.

#### ***7.3.2. Reverse stock split***

##### **Article 12**

(1) Reverse stock split is such a corporate action by which the issuer, pursuant to a resolution passed at the general meeting, without changing the company's equity capital, reduces the number of shares outstanding by increasing the nominal value of shares in the initial issue or else reduces the number of shares issued without a nominal value by issuing one share to each shareholder instead of two or more previously held.

(2) The number of shares outstanding in the index shall fall, with their price rising in proportion to the reverse stock split ratio. The index base adjustment coefficient shall remain unchanged.

(3) The change referred to in paragraph 2 of this Article shall apply following CDCC notification on the reverse stock split being conducted, after the close of the last trading session in the current number of shares in the issue. The foregoing changes shall become effective in the subsequent trading session.

#### ***7.3.3. Stock dividend***

##### **Article 13**

(1) Stock dividend is such a corporate action by which the issuer distributes a certain number of newly issued shares to all current shareholders in proportion to their participation in the company's equity capital.

- (2) The number of shares outstanding in the index shall rise, with their price falling in proportion to the bonus issue ratio. The index base adjustment coefficient shall remain unchanged.
- (3) The change referred to in paragraph 2 of this Article shall apply following information on general assembly decision, after the close of the last trading session in the current number of shares in the issue. The foregoing changes shall become effective in the subsequent trading session.
- (4) If the first day of trading without the right to grant new shares falls before the general meeting passes a resolution on the capital increase, the Index Committee shall remove the respective constituent from the index.
- (5) On receipt of information on general assembly decision, the Index Committee shall include previously removed constituent back in the index after the close of trading. The foregoing changes shall become effective in the subsequent trading session.

**7.3.4. Rights issue**

**Article 14**

- (1) Rights issue is such a corporate action by which the issuer offers a certain number of newly issued shares for sale to all current shareholders.
- (2) If the shares are issued at a premium, i.e. at a subscription price higher than their market price, no extraordinary index revision shall be conducted.
- (3) If the shares are issued at a discount, i.e. at a subscription price lower than their market price, extraordinary index revision shall be conducted and a new index base adjustment coefficient calculated.
- (4) In the case referred to in paragraph 3 of this Article, the new index base adjustment coefficient shall be calculated after the close of trading session on the last day with the right to purchase new shares (cum = ex-date -1). The index base adjustment coefficient shall be calculated in the manner defined in Article 8 paragraph 2 of this Resolution by using a theoretical share price on the ex-date according to the following formula:

$$p_{ex} = \frac{p_{cum} * m + P_s * n}{m + n}$$

$p_{ex}$  theoretical share price on the day it trades without the right to purchase new shares (ex-date)

$p_{cum}$  theoretical share price in the last trading session with the right to purchase new shares (ex-date -1)

$P_s$  subscription price of new shares for current shareholders

m number of shares outstanding before capital increase

n new share issuance

- (5) Once the new share issue is listed on the Exchange, the number of shares outstanding in the index shall rise, provided that the new share issuance exceeds the current number of shares by at least 10%. Otherwise, the number of shares shall be altered in the first subsequent regular index revision.

(6) If the first day of trading without the right to grant new shares falls before the general meeting passes a resolution on the capital increase, the Index Committee shall remove the respective constituent from the index.

(7) On receipt of information on general assembly decision, the Index Committee shall include previously removed constituent back in the index.

#### *7.3.5. Capital increase through the public offer*

##### **Article 15**

(1) Capital increase through the public offer is such a corporate action by which the issuer offers a public a certain number of newly issued shares for sale.

(2) Once the new share issue is listed on the Exchange, the number of shares outstanding in the index shall rise, provided that the new share issuance exceeds the current number of shares by at least 10%. Otherwise, the number of shares shall be altered in the first subsequent regular index revision.

#### *7.3.6. Share cancellation*

##### **Article 16**

(1) Share cancellation is such a corporate action by which the issuer, pursuant to a resolution passed at the general meeting, cancels a certain number of treasury shares.

(2) On receipt of information on general assembly decision on share cancellation, the number of shares in the index shall be altered, provided that the number of shares cancelled accounts for at least 10% of shares in the issue. Otherwise, the number of shares in the issue shall be altered in the first subsequent regular index revision.

#### *7.3.7. Squeeze out*

##### **Article 17**

(1) Squeeze out is such a corporate action by which, pursuant to a resolution passed at the general meeting, all the shares of minority shareholders are transferred to the majority shareholder against payment of an adequate cash compensation.

(2) On receipt of information on general assembly decision, the share shall be removed from the index after the close of trading.

#### *7.3.8. Takeover*

##### **Article 18**

(1) Company takeover is the takeover of the joint stock company pursuant to the Joint Stock Companies Takeover Act (OG 109/07, 36/09, 108/12, 90/13, 99/13 and 148/13).

(2) Once the Exchange receives notification of the takeover, depending on its outcome, the Index Committee may remove the respective share from the index, alter its weighting or keep its weighting.

### **7.3.9. Acquisition**

#### **Article 19**

(1) Company acquisition is such a corporate action by which the target (acquired company) transfers all its assets to the acquiring company in exchange for the shares in the acquiring company so it ceases to exist without going into liquidation.

(2) On receipt of information on general assembly decision, the shares of the acquired company shall be removed from the index.

(3) The shares of the acquiring company shall remain in the index provided that they had been among its constituents before, with their weighting being altered if necessary. Otherwise, the acquiring company's shares shall not be included in the index but their inclusion shall be considered during the next regular index revision.

### **7.3.10. Merger**

#### **Article 20**

(1) Company merger is such a corporate action by which the companies being merged transfer all their assets to a new company arising out of the merger (takeover company) so they cease to exist without going into liquidation.

(2) On receipt of information on general assembly decision, the shares of the acquired company or both companies shall be removed from the index.

(3) Otherwise, the takeover company's shares shall not be included in the index but their inclusion shall be considered in the next regular index revision.

### **7.3.11. Division by separation**

#### **Article 21**

(1) Division by separation is such a corporate action by which one or more parts of assets of the company being divided are transferred to:

- one or more new companies being established for the purpose of separation (division by formation) or
- one or more companies which already exist (division by acquisition),

where the company being divided does not cease to exist but its equity capital is reduced.

(2) On receipt of information on general assembly decision, the shares of the company being divided may be removed from the index or their weighting may be altered.

### **7.3.12. Division by split-off**

#### **Article 22**

(1) Division by split-off is such a corporate action by which one or more parts of assets of the company being divided are transferred to:

- one or more new companies being established for the purpose of split-off (division by formation) or

- one or more companies which already exist (division by acquisition), where the company being divided ceases to exist without going into liquidation.
- (2) On receipt of information on general assembly decision, the shares of the company being divided shall be removed from the index.
- (3) The inclusion of shares in the companies arising from the split-off shall be considered in the next regular index revision.

**7.3.13. *Delisting of a particular share***

**Article 23**

In case of delisting, the respective constituent shall be removed from the index.

**7.3.14. *Long-term trading suspension in respect of a particular share***

**Article 24**

In case of a trading suspension which exceeds 15 (fifteen) consecutive trading days, at the end of the mentioned period, the Index Committee shall convene a meeting and decide to remove the respective constituent from the index, alter its weighting or keep its weighting.

**7.3.15. *Instigation of bankruptcy or liquidation proceedings against the company***

**Article 25**

In case of bankruptcy or liquidation proceedings being instigated against the company, the respective constituent shall be removed from the index as soon as the Exchange learns of the occurrence of the said circumstance.

**7.3.16. *Other circumstances***

**Article 26**

In case of corporate actions or events which are not regulated by this Resolution occurring, the Index Committee shall consider the need for extraordinary revision and, if necessary, conduct extraordinary revision to maintain the objectivity and credibility of the index and ensure its time comparability.

**7.3.17. *Discretionary decision-making***

**Article 27**

In case of the foregoing corporate actions occurring, the Index Committee may decide to conduct an index adjustment in a manner different from those described above if it believes such an adjustment to be more appropriate to the respective circumstances.

### *7.3.18. Cash dividend payment and dividend advance*

#### **Article 28**

- (1) Cash dividend payment and dividend advance are both taken into account.
- (2) Dividends are taken into calculation of CROBEXtr<sup>®</sup> index after the first trade is made on ex-dividend date.
- (3) If the first day of trading without the right to grant dividends falls before the general meeting passes a resolution on the dividend payment, the index will be calculated with the proposed dividend. If the general meeting passes a resolution on the dividend payment which is different from the proposed one, the Index Committee will adjust the index accordingly.
- (4) The revisions of paragraph 2. and 3. of this article shall be applied in case of dividend advance accordingly.

### *7.4. Rapid index inclusion*

#### **Article 29**

- (1) The Index Committee may conduct an extraordinary revision to add a new share to the index in case that, according to share trading data, the respective share trades on 100% of all trading sessions in the first 30 (thirty) days from its listing, taking account of its market capitalisation and liquidity.
- (2) In the event referred to in paragraph 1 of this Article, instead of removing another constituent from the index, it shall include a large number of shares than that stipulated by this Resolution.

### *1.1. Data correction policy*

#### **Article 30**

In case of missed dividend, missed dividend advance or missed corporate action which influences index calculation, the Index Committee shall adjust the index accordingly.

## **2. Index Committee**

#### **Article 31**

- (1) The Index Committee shall consist of 5 (five) members appointed by the Management Board from among the Exchange staff, one of whom shall act as the Committee chairman.
- (2) The Index Committee shall operate in meetings, of which minutes shall be kept.
- (3) Committee meetings shall be convened by its chairman. Committee meetings may be regular or extraordinary. Regular meetings shall be convened for the purpose of regular index revision. Extraordinary meetings shall be convened upon occurrence of extraordinary events which may affect the objectivity and credibility of the index.
- (4) The Committee shall take its decisions by a majority of the member votes cast.

## **3. Competence**

#### **Article 32**

- (1) The Index Committee shall consider and decide on including or excluding shares from the index, altering the weighting of individual constituents, and shall continually monitor and propose ways to improve the index calculation methodology.

(2) Any other issues related to the index revision and work of the Index Committee shall be regulated by an internal index revision procedure.

**4. *Disclosure to the public***

**Article 33**

Changes in the composition of the CROBEX index shall be posted by the Exchange on its web pages.

**5. *Transitional and final provisions***

**Article 34**

(1) This Resolution shall enter into force on 21 February 2014.

Designation: OU/2014-015

Ivana Gažić

President of the Management Board

Tomislav Gračan

Member of the Management Board Member

For delivery to:

1. All Member firms
2. Exchange web pages
3. Croatian Financial Services Supervisory Agency
4. Ledger of Management Board resolutions.