



ING-GRAD

Kalinovica 3/IV | 10000 Zagreb | HRVATSKA
tel.: +385(1)30 33 000 | www.ing-grad.hr

Based on the Decision of the Management Board of ING-GRAD joint-stock company for special construction works, headquartered in Zagreb, Kalinovica 3/IV, registered in the Court Register of the Commercial Court in Zagreb under company registration number (MBS): 080189931, VAT number (OIB): 93245284305 ("Issuer"), dated February 13, 2025, regarding the sale of treasury shares through a public offering and their listing on the Official Market of the Zagreb Stock Exchange ("Decision on the sale of treasury shares through a public offering"), the Management Board of the Issuer adopted the following on February 20, 2025:

ALLOCATION RULES FOR PURCHASED OFFERED SHARES

Article 1

Sale of treasury shares through a public offering

The Decision on the sale of treasury shares through a public offering determines the sale through a public offering ("Offering") of up to 1,200,000 ordinary registered shares of the Issuer, each with a nominal value of EUR 1.00, which are recorded with the Central Depository & Clearing Company Jsc., Zagreb ("SKDD") in dematerialized form under the security code IG-R-A and ISIN code HRIG00RA0009 ("Offered Shares").

By the Decision of the Croatian Financial Services Supervisory Agency dated February 19, 2025, class: UP/I 996-02/25-01/01, registration number: 326-01-60-62-25-19, the Issuer has been approved a unified Prospectus concerning the Offering of the Offered Shares and the listing of the Issuer's shares on the regulated market (hereinafter: "Prospectus"). The Prospectus has been published on the Issuer's website: <https://ipo.ing-grad.hr/>

In connection with the Offering, the Issuer will publish a Public Call for the submission of Declarations of Acceptance of the Offer or Declarations of Intent to Purchase regarding the purchase of the Offered Shares ("Public Call").

Article 2

Application and Purpose of the Allocation Rules

Terms used in these Allocation Rules for purchased Offered Shares ("Allocation Rules") have the same meaning as in the Prospectus, unless the context suggests otherwise.

These Allocation Rules shall apply if the demand for Offered Shares exceeds the number of Offered Shares, meaning that during the Offering period, Investors submit Declarations of Acceptance of the Offer or Declarations of Intent to Purchase for more than 1,200,000 Offered Shares.

These Allocation Rules define the criteria for determining the number of purchased Offered Shares by Employees, Qualified Investors, and Retail Investors. These Allocation Rules will be published on the Issuer's website.



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Article 3

Criteria for Allocating Purchased Offered Shares

When allocating the Offered Shares, the Management Board may take into account, including but not limited to, the following principles:

- i. The principle that Employees and Retail Investors should be given priority in the allocation of Shares over other categories of Investors;
- ii. The principle of price and time priority, meaning that preference may be given to those Investors who offered a higher price per share and submitted their offer earlier;
- iii. The principle of long-term investment, meaning that priority in the allocation of the Offered Shares may be given to those Investors who contribute to an appropriate long-term shareholder structure of the Company; and
- iv. The principle of Investor activity, meaning that priority in the allocation of Offered Shares may be given to Investors who actively participated in the Offering (including participation in marketing campaigns, attendance at roadshow presentations, providing feedback, demonstrating sector knowledge, etc.).

Article 4

Allocation of Purchased Offered Shares

The Offering and Listing Agent will send each individual Investor confirmation of the number of purchased Offered Shares and the total purchase price of the Offered Shares in accordance with the terms of the Offering set forth in the Prospectus and the Public Call.

If Investors submit Declarations of Acceptance of the Offer or Declarations of Intent to Purchase for an amount equal to or less than the maximum number of Offered Shares, these Allocation Rules will not apply.

In the case of increased demand for the Offered Shares during the Offering period, the number of purchased Offered Shares determined by the Issuer for certain Qualified Investors may be lower than the number of Offered Shares they specified in their Declarations of Intent to Purchase, and the number of purchased Offered Shares determined by the Issuer for certain Retail Investors and Employees may be lower than the number of Offered Shares calculated based on the Total Offered Price and the Final Price.

If the total interest in purchasing the Offered Shares, as expressed in the Declarations of Acceptance of the Offer from Retail Investors and Employees, and the Declarations of Intent to Purchase from Qualified Investors, exceeds 1,200,000 shares (at any price within the Price Range), the Offering Agent may execute an over-allotment of up to 120,000 additional Offered Shares in accordance with section 6.4.7 of the Prospectus, thereby increasing the total amount of Offered Shares to 1,320,000.



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Article 5 Effective Date

These Allocation Rules shall enter into force on the date of their adoption.

ING-GRAD Jsc.

ING-GRAD d.d.
OIB 93245284305
Trgovački sud u Zagrebu - MBS 080189931
Iznos temeljnog kapitala 3.990.000,00 €, u cijelosti uplaćen
Broj izdanih dionica: 3.990.000
Nominalni iznos dionice 1,00 €

Predsjednik Uprave
Branislav Brizar
Članovi Uprave
P. Klarić, S. Jondić, M. Zovko
Predsjednica Nadzornog odbora
N. Topić

IBAN ZABA HR9323600001101297023
IBAN ERSTE HR5324020061100826369
IBAN PBZ HR3023400091110490318
IBAN HPB HR9723900011101434968
IBAN RBA HR4724240081135245211

