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**POSLOVNIK
O RADU
UPRAVE DRUŠTVA**

**RULES
OF PROCEDURE
OF THE
MANAGEMENT
BOARD**

Na temelju odredbe članka 26. stavka 26.5. Statuta dioničkog društva MERITUS ULAGANJA d.d. sa sjedištem u Zagrebu, Heinzelova ulica 62/a upisano u sudski registar Trgovačkog suda u Zagrebu pod matičnim brojem subjekta upisa (MBS): 081210030, OIB: 62230095889 („**Društvo**“), Uprava Društva donosi dana 29. travnja 2022. sljedeći

POSLOVNIK O RADU UPRAVE DRUŠTVA

I. OPĆE ODREDBE

Članak 1.

Ovim Poslovnikom o radu Uprave Društva („**Poslovnik**“) uređuje se način vođenja poslova Društva, organizacija i način rada Uprave Društva („**Uprava**“), način donošenja odluka način odlučivanja Uprave, način sazivanja sjednica Uprave te druga pitanja vezana uz rad Uprave.

Članak 2.

Odredbe ovog Poslovnika obvezuju sve članove Uprave, kao i osobe koje prisustvuju sjednicama Uprave.

Članak 3.

Uprava obavlja poslove koji su utvrđeni Zakonom o trgovačkim društvima i ostalim primjenjivim pravnim propisima, Statutom Društva i ovim poslovníkom te pravilima poslovnog ponašanja.

Uprava je obvezna i ovlaštena poduzimati sve radnje i donositi sve odluke koje smatra potrebnim za uspješno vođenje poslova Društva.

Članak 4.

Vođenje poslova Društva obuhvaća donošenje odluka u svrhu realizacije poslovne strategije, planova i programa poslovanja, aktivnosti koje proizlaze iz zajedničkog cilja, ali i svako stvarno i pravno djelovanje unutar Društva i u

Pursuant to the provision of Article paragraph 26.5 of the Articles of Association of MERITUS ULAGANJA d.d., with its registered office in Zagreb, Heinzelova ulica 62/a, recorded in the court register of the Commercial Court in Zagreb under registration number (MBS): 081210030, PIN (OIB): 62230095889 (“**the Company**“), on 29 April 2022, the Company's Management Board hereby adopts the following

RULES OF PROCEDURE OF THE MANAGEMENT BOARD

I. GENERAL PROVISIONS

Article 1

These Rules of Procedure of the Company's Management Board (“**the Rules of Procedure**“) regulate the manner of managing the affairs of the Company, the organization and mode of work of the Company's Management Board (“**the Board**“), the manner of decision-making of the Board, the manner of convening Board meetings and other matters concerning the working of Board.

Article 2

The provisions of these Rules of Procedure binding on all members of the Board as well as any other parties attending Board meetings.

Article 3

The Board performs tasks defined by the Companies Act and other applicable legal regulations, the Company's Articles of Association and these Rules of Procedure, as well as the code of business conduct.

The Board is obliged and authorized to take all actions and make all decisions it deems necessary for the successful running of the Company.

Article 4

The management of the Company's affairs includes decision-making for the purpose of implementing the business strategy, plans and programs, activities arising from the common goal as well as any real and legal actions within the Company and in its

njegovu korist. Uprava vodi poslove Društva na vlastitu odgovornost, osiguravajući uredno obavljanje svih djelatnosti i stručnih poslova. Odluke u okviru vođenja poslova Društva (nalozi, upute smjernice itd.) koje donesu članovi Uprave u okviru svojih ovlasti obvezne su za djelatnike na nižim razinama organizacije.

Uprava osobito obavlja sljedeće poslove:

- vodi poslove Društva;
- utvrđuje poslovnu politiku Društva;
- priprema odluke i opće akte Društva za donošenje kojih je nadležna Glavna Skupština;
- saziva Glavnu Skupštinu u slučajevima određenim primjenjivim zakonodavstvom te Statutom Društva;
- donosi interne akte i odluke iz područja poslovanja Društva sukladno propisima i Statutu Društva;
- podnosi izvješće Nadzornom odboru;
- vodi poslovne knjige Društva i izvještava druge organe Društva;
- upravljanje djelatnostima i resursima Društva;
- ostvarivanje vrijednosti i etike Društva;
- odabir i imenovanje članova višeg rukovodstva
- implementaciju djelotvornih sustava upravljanja rizicima i unutarnje kontrole;
- održavanje konstruktivnih odnosa sa svim dioničarima i važnim dionicima; i
- obavlja i druge poslove sukladno Zakonu o trgovačkim Društvima i drugim propisima.

Članak 5.

Članovi Uprave zastupaju Društvo u granicama svojih ovlasti, sukladno Statutu i ovlaštenjima upisanim u sudski registar.

favour. The Board manages the Company's operations at its own risk while ensuring the orderly performance of all activities and professional affairs. Decisions on the management of the Company made by Board members within their competence (orders, instructions, guidelines, etc.) are binding for employees at lower levels of the organization.

In particular, the Board performs the following tasks:

- managing the affairs of the Company;
- creating the Company's business policy;
- drafting decisions and general acts of the Company to be adopted by the General Assembly;
- convening the General Assembly in cases defined by the applicable legislation and the Articles of Association;
- adopting bylaws and decisions on the Company's operations in accordance with regulations and the Articles of Association;
- submitting reports to the Supervisory Board;
- keeping the Company's business books and reporting to other Company bodies;
- managing the Company's activities and resources;
- promoting the Company's values and ethics;
- selecting and appointing senior management;
- implementing effective risk management and internal control systems;
- maintaining constructive relationships with all shareholders and important stakeholders; and
- performing other tasks in accordance with the Companies Act and other regulations.

Article 5

Members of the Management Board represent the Company within their respective authorizations, in accordance with the Articles of Association and

<p>Svaki član Uprave ima ovlasti i zaduženja koji su utvrđeni Zakonom o trgovačkim društvima, Statutom Društva, ovim Poslovníkom i drugim aktima Društva te ovlasti i zaduženja svakog člana Uprave koje je utvrdila Uprava.</p> <p>Ovlasti i zaduženja svakog člana Uprave mogu se tijekom mandata dopunjavati i mijenjati prema potrebama Uprave.</p> <p style="text-align: center;">Članak 6.</p> <p>Članovi Uprave snose zajedničku odgovornost za vođenje poslova i rade zajedno.</p> <p>Uprava skupno donosi odluke o svim pitanjima za koje je prema Zakonu ili Statutu određeno da ih donosi Uprava.</p> <p style="text-align: center;">Članak 7.</p> <p>Uprava društva ovlaštena je imenovati izvršne direktore za pojedina poslovna područja.</p> <p>Broj, podjelu poslova, ovlaštenja, primanja te druga prava i obveze izvršnih direktora reguliraju se posebnom odlukom koju donosi Uprava Društva.</p> <p>Na izvršne direktore ne mogu se prenijeti ovlasti, prava i obveze članova Uprave u vođenju poslova Društva.</p> <p style="text-align: center;">Članak 8.</p> <p>Članovi Uprave zastupaju i potpisuju Društvo u ime Uprave na način utvrđen Statutom.</p> <p style="text-align: center;">II. NAČIN DONOŠENJA ODLUKA</p> <p style="text-align: center;">Članak 9.</p> <p>Uprava u vođenju poslova Društva, u pravilu odlučuje na sjednicama te se sastaje kad za to postoji potreba.</p> <p>Ako se Uprava sastoji od više članova, kvorum za sjednice Uprave čine 2 (dva) člana Uprave.</p>	<p>authorizations recorded in the court register.</p> <p>Authorizations and responsibilities of every Board member are defined under the Companies Act, the Company's Articles of Association, these Rules of Procedure and other Company acts, as well as by the Board.</p> <p>The respective authorizations and responsibilities of Board members may be amended during their term of office to meet the needs of the Board.</p> <p style="text-align: center;">Article 6</p> <p>Members of the Board mutually cooperate and are jointly responsible for the management of affairs.</p> <p>The Board makes decisions collectively on all deciding matters assigned to the Board under the Act or the Articles of Association.</p> <p style="text-align: center;">Article 7</p> <p>The Board is authorized to appoint executive officers in charge of respective fields of operation.</p> <p>The number, division of tasks, authorizations, salaries and other rights and obligations of executive officers are regulated by a special decision of the Company's Board.</p> <p>The managerial powers, rights and obligations of the members of the Board cannot be transferred to the executive officers.</p> <p style="text-align: center;">Article 8</p> <p>Board members represent the Company and sign on its behalf as the Board in the manner defined under the Articles of Association.</p> <p style="text-align: center;">II. METHOD OF DECISION-MAKING</p> <p style="text-align: center;">Article 9</p> <p>As a rule, the Board decides on the managing of the Company's affairs at meetings, which convene as needed.</p> <p>If the Board consists of several members, the quorum at Board meetings is 2 (two) members of the Board.</p>
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<p>Odluke Uprave navode se u zapisniku sa sjednice Uprave.</p> <p>Odluke koje su izrađene u formalnom obliku i usvojene na sjednici, za Upravu potpisuje predsjednik Uprave.</p> <p>Ako je u skladu sa Zakonom o trgovačkim društvima, Statutom ili drugim aktom, potrebno da svi članovi Uprave potpišu neki prijedlog ili drugi akt, oni to čine na samoj sjednici, na prijedlog odluke ili akta.</p> <p style="text-align: center;">Članak 10.</p> <p>Uprava radi i donosi odluke u pravilu u punom sastavu.</p> <p>U iznimnim slučajevima Uprava može odlučiti da donese odluku iako nisu prisutni svi članovi Uprave, ukoliko bi ne donošenjem odluke mogla nastati šteta za Društvo.</p> <p style="text-align: center;">Članak 11.</p> <p>Uprava može donositi odluke i bez održavanja sjednice, putem pošte, telefona, e- maila ili drugih prikladnih sredstava komunikacije, ako je osigurana autentičnost poruke i pošiljatelja i ukoliko se niti jedan član Uprave ne usprotivi takvom načinu glasovanja. O usvojenoj odluci bez održavanja sjednice moraju se izvijestiti svi članovi Uprave.</p> <p style="text-align: center;">Članak 12.</p> <p>Uprava donosi odluke većinom glasova nazočnih ili zastupljenih članova Uprave.</p> <p>Prilikom glasovanja glasovati se može samo "ZA" ili "PROTIV". Glas "PROTIV" mora se obvezno dati u pisanom obliku uz obrazloženje razloga neslaganja s odlukom i zašto se glasuje "PROTIV".</p> <p>U slučaju da su za pojedinu odluku Uprave glasovi raspoređeni na način da je jednak broj glasova "ZA" kao i glasova "PROTIV", Uprava će takvu odluku i raspored glasova, sa obrazloženjima iz stavka 2. ovog članka, proslijediti Nadzornom odboru te će se smatrati da je odluka usvojena isključivo ukoliko Nadzorni odbor da svoju suglasnost za donošenje takve odluke.</p> <p style="text-align: center;">Članak 13.</p> <p>Uprava nadzire provođenje odluka,</p>	<p>Board decisions are recorded in the minutes from Board meetings.</p> <p>Formal decisions that have been adopted at a meeting are signed by the Chair of the Board on behalf of the Board.</p> <p>If the Companies Act, the Articles of Association or another act requires all members of the Board to sign a proposal or another act, they will do so at the meeting, at the proposal of a decision or act.</p> <p style="text-align: center;">Article 10</p> <p>As a rule, the full Board cooperates and makes decisions.</p> <p>In exceptional cases, the Board may opt to make a decision even when some members of the Board are absent, if the failure to make a decision could harm the Company.</p> <p style="text-align: center;">Article 11</p> <p>The Board may make decisions without holding a meeting, by mail, telephone, e-mail or other means of communication, as appropriate, if the authenticity of the message and the sender is ensured and if no member of the Board objects to such voting. All members of the Board must be informed about any decision adopted outside of a meeting.</p> <p style="text-align: center;">Article 12</p> <p>The Board makes decisions by a majority vote of the present or represented members of the Board.</p> <p>The vote is strictly and exclusively "FOR" or "AGAINST". When voting "AGAINST", the vote must be cast in writing and substantiated by reasons for disagreement with the decision by the opposing vote.</p> <p>In the event that there is an equal number of "FOR" and "AGAINST" votes, the Board will forward the decision and voting outcome to the Supervisory Board with explanations referred to in paragraph 2 of this Article, and the decision will be adopted only if the Supervisory Board approves of its adoption.</p> <p style="text-align: center;">Article 13</p> <p>The Board supervises the implementation</p>
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<p>zaključaka i drugih akata koje je donijela.</p> <p>Član Uprave u čiji djelokrug ovlaštenja i zaduženja spada određeno pitanje o kojem je Uprava donijela odluku, zaključak ili drugi akt, redovito izvješćuje Upravu o načinu kako se oni provode.</p> <p>Svaki član Uprave dužan je bez odlaganja izvijestiti Upravu o svakom problemu koji se javlja u svezi s provođenjem bilo koje odluke, zaključka ili drugog akta Uprave, čim sazna za postojanje problema, i predložiti Upravi način za rješavanje tog problema.</p> <p style="text-align: center;">Članak 14.</p> <p>Uprava Društva određuje uvjete i način zastupanja interesa Društva u društvima u kojima je Društvo član ili dioničar, u skladu sa odredbama Statuta Društva, Zakona o trgovačkim društvima te ovog Poslovnika.</p> <p>Uprava je odgovorna za aktivnosti osoba koje zastupaju interesa Društva u društvima u kojima je Društvo član ili dioničar u skladu sa uvjetima i načinom zastupanja kako je to predviđeno stavkom 1. ovog članka te je dužna osigurati da se svaka takva osoba pri zastupanju interesa Društva pridržava obvezujućih uputa danih od strane Uprave Društva.</p> <p>Na davanje obvezujućih uputa iz stavka 2. ovog članka za poduzimanje radnji iz članka 15. ovog Poslovnika u društvu u kojima je Društvo član ili dioničar, odgovarajuće se primjenjuju ograničenja iz članka 15. ovog Poslovnika.</p> <p style="text-align: center;">III. OGRANIČENJA U ZASTUPANJU DRUŠTVA</p> <p style="text-align: center;">Članak 15.</p> <p>Uprava je ovlaštena upravljati Društvom te zastupati isto prema trećima u skladu sa ovlastima predviđenim Statutom te</p>	<p>of decisions, conclusions and other acts adopted by it.</p> <p>The Board member whose scope of competence and duties includes the subject-matter of the Board's decision, conclusion or other act will regularly report to the Board on the manner of its implementation.</p> <p>Every member of the Board is obliged to notify the Board without delay of any problem that arises in connection with the implementation of any decision, conclusion or other act of the Board as soon as the problem is known and propose a solution to the Board.</p> <p style="text-align: center;">Article 14</p> <p>The Company Board sets the terms, conditions and manner of representing the Company's interests in the companies in which the Company is a member or shareholder, in accordance with the provisions of the Company's Articles of Association, the Companies Act and these Rules of Procedure.</p> <p>The Board is liable for any actions of persons who represent the interests of the Company in companies in which the Company is a member or shareholder in accordance with the terms and conditions and manner of representation, as provided in paragraph 1 of this Article, and is obliged to ensure that every such person observes the binding instructions by the Company's Board when representing the Company's interests.</p> <p>The limitations referred to in Article 15 hereof apply, as appropriate, to the binding instructions referred to in paragraph 2 of this Article, regarding actions referred to in Article 15 hereof, taken in respect of a company in which the Company is a member or shareholder.</p> <p style="text-align: center;">III. LIMITATIONS TO THE REPRESENTATION OF THE COMPANY</p> <p style="text-align: center;">Article 15</p> <p>The Board is authorized to manage the Company and represent it before any third parties, in accordance with the authorizations provided by the Articles of</p>
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<p>upisanim u sudski registar nadležnog trgovačkog suda.</p> <p>Uprava je ovlaštena isključivo uz izričitu prethodnu suglasnost Nadzornog odbora, donijeti sljedeće odluke:</p> <ol style="list-style-type: none"> 1. o svakom obliku stjecanja, raspolaganja ili opterećivanja nekretnina ili druge imovine čija knjigovodstvena vrijednost prelazi 3% ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva; 2. o svakom obliku stjecanja, raspolaganja ili opterećivanja dionica ili poslovnih udjela u povezanim društvima čija knjigovodstvena vrijednost prelazi 3% ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva; 3. o svakom obliku statusne promjene Društva, uključujući svaki oblik pripajanja, spajanja, restrukturiranja te prestanka Društva; 4. o svakom ulaganju u opremu čija knjigovodstvena vrijednost prelazi 3% ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva; 5. o uzimanju ili davanju zajma čiji iznos prelazi 3% ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva ili na razdoblje dulje od 5 godina; 6. sklapanje bilo kojeg ugovora čije je trajanje dulje od pet godina ili čija vrijednost prelazi 3% ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva; 7. utvrđenju godišnjeg financijskog plana Društva; 8. preuzimanju jamstva, sudužništva ili slične obveze u slučajevima kada obveza glavnog dužnika za koju se preuzima takvo jamstvo, sudužništvo ili slična obveza, prelazi 3% ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva ili traje dulje od 5 godina; 	<p>Association and recorded in the court register of the competent commercial court.</p> <p>The Board is authorized, with the express prior consent of the Supervisory Board, to make the following decisions on:</p> <ol style="list-style-type: none"> 1. any form of acquisition, disposition, or encumbrance of real estate or other property owned by the Company, the book value of which exceeds 3% of the total assets stated in the last annual consolidated reports of the Company; 2. any form of acquisition, disposition, or encumbrance of business shares in affiliated companies, the book value of which exceeds 3% of the total assets stated in the last annual consolidated reports of the Company; 3. any form of status change of the Company, including any form of merger, acquisition, restructuring, and termination of the Company; 4. any investment in equipment the book value of which exceeds 3% of the total assets stated in the last annual consolidated reports of the Company; 5. taking or granting a loan the amount of which exceeds 3% of the total assets stated in the last annual consolidated reports of the Company or for a period longer than 5 years; 6. concluding any contract, the duration of which is longer than five years or the value of which exceeds 3% of the total assets stated in the last annual consolidated reports of the Company; 7. the determination of the annual financial plan of the Company; 8. the assumption of a guarantee, co-debt, or similar obligation in cases when the obligation of the principal debtor for which such a guarantee, co-debt, or similar obligation is assumed exceeds 3% of the total assets stated in the last annual consolidated
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<p>9. donošenju odluke o značajnim promjenama u načinu izvještavanja računovodstvenih, knjigovodstvenih i poslovnih rezultata.</p> <p>Godišnji financijski plan Društva iz stavka 2. točke 12. ovog članka mora sadržavati najmanje detaljno razrađene planirane aktivnosti i to po vrijednosti te očekivanom trajanju svake pojedine aktivnosti. Po utvrđenju tako pripremljenog godišnjeg financijskog plana, Uprava Društva ovlaštena je poduzeti sve aktivnosti predviđene takvim godišnjim financijskim planom vrijednosti do 1.000.000,00 HRK (jedan milijun kuna) i u trajanju do godine dana bez ikakvog daljnjeg ograničenja i/ili suglasnosti. Za sve aktivnosti predviđene vrijednosti iznad 1.000.000,00 HRK (jedan milijun kuna) ili u trajanju dužem do godine dana, neovisno o tome da li su predviđene godišnjim financijskim planom ili ne, odgovarajuće se primjenjuju ograničenja iz stavka 2. ovog članka.</p> <p style="text-align: center;">IV. PREDSJEDNIK UPRAVE</p> <p style="text-align: center;">Članak 16.</p> <p>Predsjednik uprave ima prava i obveze utvrđene Zakonom o trgovačkim društvima, Statutom Društva, Poslovníkom o radu Uprave, i drugim općim aktima Društva i odlukama organa Društva.</p> <p>Predsjednik uprave koordinira vođenje poslova Društva i u ime Uprave podnosi izvještaje Nadzornom odboru i Glavnoj skupštini Društva.</p> <p>Predsjednik Uprave obavlja poslove utvrđene Zakonom, Statutom, Odlukom Skupštine, Nadzornog odbora ili Uprave.</p> <p>Predsjednik Uprave mora biti osoba sa sveobuhvatnom odgovornošću za svakodnevno poslovanje Društva. Predsjednik mora:</p>	<p>reports of the Company or lasts longer than 5 years;</p> <p>9. making a decision on significant changes in the manner of reporting accounting, bookkeeping, and business results.</p> <p>The annual financial plan of the Company referred to in paragraph 2, item 12 of this Article must contain, at the minimum, a detailed plan of activities, specifying the value and expected duration of respective activities. After creating an annual financial plan prepared in the above manner, the Company Board is authorized to undertake any activities planned under the financial plan not exceeding HRK 1,000,000.00 (one million kunas) and lasting no longer than one year without any further limitations and/or consent. The limitations referred to in paragraph 2 of this Article apply to all activities with a projected value exceeding HRK 1,000,000.00 (one million kunas) or lasting over one year, as appropriate, regardless of whether they have been foreseen in the annual financial plan.</p> <p style="text-align: center;">IV. CHAIR OF THE BOARD</p> <p style="text-align: center;">Article 16</p> <p>The Chair of the Board has the rights and obligations set out in the Companies Act, the Company's Articles of Association, the Rules of Procedure of the Management Board, and other general acts of the Company and decisions of the Company's bodies.</p> <p>The Chair of the Board coordinates the management of the Company's affairs and submits reports to the Supervisory Board and the General Assembly of the Company on behalf of the Board.</p> <p>The Chair of the Board performs tasks set out in the Act, Articles and Decisions of the Assembly, Supervisory Board or Management Board.</p> <p>The Chair of the Board must have overall responsibility for the day-to-day operations of the Company. The Chair must:</p> <ul style="list-style-type: none"> - lead the development and implementation of
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<ul style="list-style-type: none"> - voditi razvoj i provedbu strategije Društva, poslovnog plana i proračuna, - dodijeliti odgovornosti drugim članovima Uprave i nadgledati njihovu izvedbu - osigurati da Uprava funkcionira djelotvorno i - održavati kontakt s Nadzornim odborom, dioničarima i važnim dionicima. <p>Ukoliko je predsjednik Uprave spriječen ili odsutan, radom Uprave rukovodi zamjenik predsjednika Uprave.</p> <p style="text-align: center;">Članak 17.</p> <p>Predsjednik Uprave predsjedava i vodi sjednicu Uprave.</p> <p>Predsjednik Uprave Društva utvrđuje dnevni red sjednice.</p> <p>Predsjednik Uprave utvrđuje redoslijed izlaganja i način donošenja odluka.</p> <p>Predsjednik Uprave može zbog podrobnijeg objašnjenja odgoditi pojedine točke dnevnog reda.</p> <p style="text-align: center;">V. SJEDNICE UPRAVE</p> <p style="text-align: center;">Članak 18.</p> <p>Sjednice Uprave saziva i vodi Predsjednik Uprave, a po potrebi i drugi član Uprave.</p> <p style="text-align: center;">Članak 19.</p> <p>Svi članovi Uprave obvezno prisustvuju sjednici Uprave, izuzev u slučaju opravdane odsutnosti ili spriječenosti člana Uprave.</p> <p style="text-align: center;">Članak 20.</p> <p>U slučaju odsutnosti ili spriječenosti člana Uprave da prisustvuje sjednici Uprave, član Uprave izvijestiti će predsjednika Uprave prije održavanja sjednice o razlozima nemogućnosti prisustvovanja sjednici.</p> <p>Članovi Uprave obvezno obavještavaju predsjednika Uprave o odsutnosti dužoj od 3 dana (službeno putovanje, godišnji odmor i sl.) najmanje 3 dana prije početka</p>	<p>the Company's strategy, business plan and budget</p> <ul style="list-style-type: none"> - assign responsibilities to other members of the Board and monitor their performance - ensure the effective working of the Board - maintain contact with the Supervisory Board, shareholders and important stakeholders. <p>If the Chair of the Board is prevented or absent, the Board is run by the Vice-Chair.</p> <p style="text-align: center;">Article 17</p> <p>Board meetings are chaired and moderated by the Chair of the Board.</p> <p>The Chair of the Board draws up the agenda of the meeting.</p> <p>The Chair of the Board establishes the order of presenters and the manner of decision-making.</p> <p>The Chair of the Board may postpone certain items on the agenda in order to obtain a more detailed explanation.</p> <p style="text-align: center;">V. BOARD MEETINGS</p> <p style="text-align: center;">Article 18</p> <p>Meetings of the Board are convened and chaired by the Chair of the Board and may be convened and chaired by another member of the Board, if necessary.</p> <p style="text-align: center;">Article 19</p> <p>All Board members must attend Board meetings, except when their absence or preclusion is justified.</p> <p style="text-align: center;">Article 20</p> <p>If a member of the Board is absent from a Board meeting or prevented from attending, the Board member will notify the Chair of the Board prior to the meeting of the reason for the absence.</p> <p>Members of the Board must notify the Chair of the Board of any absence lasting longer than 3 days (business trip, annual leave, etc.) at least 3 days before the start of the</p>
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<p>odsustvovanja.</p> <p style="text-align: center;">VI. PREDLAGANJE I ODLUKE UPRAVE</p> <p style="text-align: center;">Članak 21.</p> <p>Prijedlog za donošenje odluke ili akta svaki član Uprave podnosi Upravi u pravilu u pisanom obliku uz obrazloženje, na način da isti dostavlja neposredno predsjedniku Uprave i to najkasnije dva radna dana prije održavanja sjednice.</p> <p>Od dobivenih prijedloga Predsjednik uprave sastavlja dnevni red sjednice.</p> <p>Prijedlog iz stavka 1. ovog članka može se dostavljati članovima Uprave i u elektronskom obliku.</p> <p style="text-align: center;">VII. ZAPISNIK</p> <p style="text-align: center;">Članak 22.</p> <p>Zapisnik sa sjednice Uprave vodi Predsjednik uprave.</p> <p>U zapisnik ulazi samo zaključak ili odluka Uprave o pojedinim pitanjima koja su na dnevnom redu, a rasprava samo ako predstavlja prijedloge odluke ili zaključka, odnosno prijedlog za izmjenu odluke ili zaključka koji je Uprava usvojila.</p> <p>Zapisnik i materijali za točke dnevnog reda čuvaju se u izvorniku u Društvu.</p> <p>Kompletan zapisnik sa svim točkama dnevnog reda Predsjednik Uprave dostavlja svim članovima Uprave Društva.</p> <p>Zapisnik o sjednici sastavlja se najkasnije u roku od 3 dana od dana održane sjednice i u tom roku mora se dostaviti svim članovima Uprave Društva.</p> <p>Ukoliko nema primjedbi na tekst zapisnika, on se usvaja i potpisuje od strane predsjednika Uprave, kao i odluke, rješenja, zaključke koji proizlaze iz teksta zapisnika.</p> <p>Ukoliko netko od članova Uprave ima</p>	<p>absence.</p> <p style="text-align: center;">VI. PROPOSALS AND DECISIONS OF THE MANAGEMENT BOARD</p> <p style="text-align: center;">Article 21</p> <p>As a rule, every Board member submits their substantiated proposal of a decision or act to the Board in writing, by sending it directly to the Chair of the Board no later than two working days before the meeting.</p> <p>The Chair of the Board compiles the meeting agenda based on the received proposals.</p> <p>The proposal referred to in paragraph 1 of this Article may also be submitted to the members of the Board digitally.</p> <p style="text-align: center;">VII. MINUTES</p> <p style="text-align: center;">Article 22</p> <p>The Chair of the Board keeps minutes from Board meetings.</p> <p>The minutes include only the Board's conclusion or decision regarding an agenda item, and may include the discussion only if it contains a proposal of a decision or conclusion, or a proposal to amend a decision or conclusion previously adopted by the Board.</p> <p>The original copy of Minutes and supporting materials for agenda items are kept at the Company.</p> <p>The Chair of the Board will deliver the final version of the minutes with all agenda items to all members of the Board.</p> <p>The minutes from the meeting are drawn up no later than 3 days from the day of the meeting and must be delivered to all members of the Board within the same period.</p> <p>If there are no objections, the minutes, as well as any decisions, rulings and conclusions arising from the minutes are adopted and signed by the Chair of the Board.</p> <p>If any members of the Board objects to the</p>
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primjedbe na tekst zapisnika, o njima se raspravlja prilikom usvajanja zapisnika i ovisno o iskazanim mišljenjima većine članova Uprave, one se usvajaju ili odbijaju.

Članak 22.a

Najmanje jednom godišnje Uprava mora ocijeniti vlastitu djelotvornost, kao i djelotvornost pojedinih članova te o zaključcima izvijestiti Nadzorni odbor.

VIII. ZAVRŠNE ODREDBE

Članak 23.

Pitanja koja nisu uređena ovim Poslovníkom, Uprava može urediti svojom posebnom odlukom, uz prethodnu suglasnost Nadzornog odbora.

Ovaj Poslovník stupa na snagu i primjenjuje se danom donošenja.

version of the minutes, this is discussed during the adoption of the minutes and then adopted or rejected, in accordance with the majority opinion of Board members.

Article 22a

The Board must evaluate its effectiveness as well as the effectiveness of its members and notify the Supervisory Board of its conclusions, at least once a year.

VIII. FINAL PROVISIONS

Article 23

The Management Board may regulate any matters that are not regulated hereby through a special decision, with the prior consent of the Supervisory Board.

These Rules of Procedure will enter into force and apply on the date of their adoption.