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**POSLOVNIK
O RADU
NADZORNOG
ODBORA**

**RULES
OF PROCEDURE
OF THE
SUPERVISORY
BOARD**

Nadzorni odbor trgovačkog 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**“) sukladno odredbi članka 267. Zakona o trgovačkim društvima te članka 21. stavka 21.4 Statuta dioničkog društva MERITUS ULAGANJA d.d. („**Statut**“) donosi u Zagrebu, 29. travnja 2022. slijedeći:

POSLOVNIK O RADU NADZORNOG ODBORA

1. Uvodna utvrđenja Članak 1.

Ovim Poslovnikom uređuje se način i organizacija rada Nadzornog odbora, sazivanje i način rada sjednica Nadzornog odbora, pravila u vezi donošenja odluka, vođenje zapisnika, davanje suglasnosti za radnje uprave i određena tehnička i sva ostala pitanja vezana uz rad i funkcioniranje Nadzornog odbora.

Odredbe ovog Poslovnika odnose se na same članove Nadzornog odbora i druge osobe koje prisustvuju sjednicama Nadzornog odbora i sudjeluju u radu Nadzornog odbora.

Članak 2.

Nadležnost Nadzornog odbora ustanovljena je i određena primjenjivim propisima zakonodavstva Republike Hrvatske i to primarno Zakonom o trgovačkim društvima te Statutom Društva.

Članovi Nadzornog odbora imaju sva prava, obaveze i odgovornosti u skladu sa primjenjivim propisima zakonodavstvu Republike Hrvatske i to primarno Zakonom o trgovačkim društvima te Statutom Društva.

Članovi Nadzornog odbora su samostalni u donošenju odluka i raspravljanju o odlukama koje se na pojedinoj sjednici Nadzornog odbora trebaju donijeti te nisu

The Supervisory Board 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**”), pursuant to Article 267 of the Companies Act and Article 21, paragraph 21.4 of the Articles of Association of the MERITUS ULAGANJA d.d. joint-stock company (“**the Articles**”), in Zagreb, on 29 April 2022, hereby adopts the following

RULES OF PROCEDURE OF THE SUPERVISORY BOARD

1. Preambles Article 1

These Rules of Procedure govern the mode and organization of work of the Supervisory Board, the process of convening and the working of Supervisory Board meetings, rules on decision-making, minute-taking, approving management actions, certain technical issues and any other matters related to the operation and functioning of the Supervisory Board.

The provisions of these Rules of Procedure apply to the members of the Supervisory Board and any other parties who attend the meetings of the Supervisory Board and participate in the work of the Supervisory Board.

Article 2

The competence of the Supervisory Board is established by and set out in any applicable regulations of Croatian law, these primarily being the Companies Act and the Company's Articles of Association.

Members of the Supervisory Board have all rights, obligations and responsibilities in accordance with applicable Croatian laws, primarily the Companies Act, and the Company's Articles of Association.

Members of the Supervisory Board make decisions and discuss any decisions to be adopted at respective Supervisory Board meetings independently, and are not

podložni nikakvim direktivama i uputama od strane bilo kojih osoba.

Članovi Nadzornog odbora su obvezni vršiti svoje dužnosti savjesno i pošteno vodeći obzira o posebnim interesima Društva.

Članak 3.

Nadzorni odbor ima do 7 (sedam) članova:

1. Skupština Društva bira do 6 (šest) članova Nadzornog odbora na prijedlog članova Društva ili članovi Društva svojom pisanom odlukom biraju članove Nadzornog odbora, dok
2. radnici društva biraju 1 (jednog) člana Nadzornog odbora Društva sukladno primjenjivim odredbama Zakona o radu.

Članak 4.

Sukladno odluci Skupštine Društva članovi Nadzornog odbora ostvaruju pravo na naknadu za rad članova Nadzornog odbora, koja će se isplatiti istima ovisno o financijskom i općem stanju Društva.

2. Konstituiranje Nadzornog odbora, predsjednik i članovi Nadzornog odbora, prestanak članstva u Nadzornom odboru opozivom i/ili ostavkom člana

Članak 5.

Prvu (konstituirajuću) sjednicu Nadzornog odbora u novoizabranom sastavu na inicijativu Uprave Društva saziva najstariji član izabranog i/ili imenovanog Nadzornog odbora najkasnije u roku od 30 (trideset) dana po izboru i/ili imenovanju novog i/ili novih članova Nadzornog odbora. Ukoliko je u trenutku imenovanja novog i/ili novih članova Nadzornog odbora član Nadzornog odbora i prethodno imenovani predsjednik Nadzornog odbora, takvu prvu (konstituirajuću) sjednicu Nadzornog odbora u novoimenovanom sastavu saziva Predsjednik Nadzornog odbora.

subject to any directives or instructions from any person.

Members of the Supervisory Board are obliged to perform their duties conscientiously and honestly, taking into account any specific interests of the Company.

Article 3

The Supervisory Board may have up to 7 (seven) members:

1. At the proposal of Company members, the General Meeting of the Company may elect up to 6 (six) members of the Supervisory Board, or Company members may appoint members of the Supervisory Board through a written decision, while
2. company employees may elect 1 (one) member of the Company's Supervisory Board, pursuant to the applicable provisions of the Labour Act.

Article 4

Pursuant to the decision made at the Company's General Meeting, the Supervisory Board members are entitled to remuneration for their work on the Supervisory Board, which will be paid depending on the financial and general status of the Company.

2. Constituting the Supervisory Board, Supervisory Board Chair and members, termination of membership on the Supervisory Board by recall and/or resignation of a member

Article 5

The first (constitutive) meeting of the Supervisory Board in its newly elected makeup is convened, on the initiative of the Management Board, by the eldest member on the elected and/or appointed Supervisory Board, no later than 30 (thirty) days after the election and/or appointment of one or more new members to the Supervisory Board. If, at the time of appointment of one or more new members to the Supervisory Board, a previously appointed Supervisory Board Chair has a seat on the Supervisory Board, the first (constitutive) Supervisory Board meeting in the new makeup is convened by the

<p>Ukoliko konstituirajuću sjednicu ne sazove najstariji član Nadzornog odbora, odnosno Predsjednik Nadzornog odbora sukladno uvjetima određenim u stavku 1. ovog članka, Nadzorni odbor može sazvati Uprava Društva najkasnije u roku slijedećih 10 (deset) dana poslije isteka roka iz stavka 1. ovog članka.</p> <p>Sve odluke koje Nadzorni odbor donese na sjednicama ili na bilo koji drugi način sukladno ovom Poslovniku prije održavanja prve konstituirajuće sjednice Nadzornog odbora sukladno ovom članku će izazivati valjane učinke, odnosno biti će valjane.</p> <p style="text-align: center;">Članak 6.</p> <p>Konstituirajuću sjednicu Nadzornog odbora saziva i vodi u prvom dijelu sjednice osoba iz članka 5. ovog Poslovnika koja je takvu konstituirajuću sjednicu sazvala, odnosno predsjednik Nadzornog odbora ukoliko je istome u trenutku održavanja takve sjednice Nadzornog odbora mandat u Nadzornom odboru valjan.</p> <p>Dodatne sjednice Nadzornog odbora mogu biti sazvane na zahtjev bile kojeg člana Nadzornog odbora uz obrazloženje zahtjeva za sazivanje.</p> <p>Predsjednika Nadzornog odbora, kao i zamjenika predsjednika Nadzornog odbora biraju članovi Nadzornog odbora između članova Nadzornog odbora većinom glasova od ukupnog broja glasova članova Nadzornog odbora.</p> <p style="text-align: center;">Članak 7.</p> <p>Izbor predsjednika i njegovog zamjenika vrijedi za cijeli mandat Nadzornog odbora. Ukoliko predsjedniku i/ili njegovom zamjeniku prijevremeno prestane članstvo u Nadzornom odboru i/ili pismeno izjavi, da ne želi više obavljati funkcije (predsjednika ili zamjenika predsjednika) u Nadzornom odboru, na prvoj slijedećoj sjednici Nadzornog odbora bira se novi predsjednik i/ili njegov zamjenik i to za vrijeme do isteka mandata tog člana u Nadzornom odboru.</p>	<p>Supervisory Board Chair.</p> <p>If the constitutive meeting is not convened by the eldest member of the Supervisory Board, or, in accordance with the terms and conditions under paragraph 1 of this Article, the Supervisory Board Chair, the Management Board may convene the Supervisory Board no later than up to 10 (ten) days following the deadline referred to in paragraph 1 of this Article.</p> <p>Any decisions made by the Supervisory Board at its meetings or in any other manner, in accordance with these Rules of Procedure, prior to the first constitutive meeting of the Supervisory Board in accordance with this Article, will be effective and valid.</p> <p style="text-align: center;">Article 6</p> <p>The first part of the constitutive meeting of the Supervisory Board is convened and chaired by the person, referred to in Article 5 hereof, who has convened the constitutive meeting, or the Supervisory Board Chair, if their term of office on the Supervisory Board is valid at the time of such Supervisory Board meeting.</p> <p>Additional meetings of the Supervisory Board may be convened at a duly substantiated request of any member of the Supervisory Board.</p> <p>The Chair and Vice-Chair of the Supervisory Board are elected by the members of the Supervisory Board from among the Supervisory Board members, by a majority vote of the total number of votes of Supervisory Board members.</p> <p style="text-align: center;">Article 7</p> <p>The Chair and Vice-Chair stay incumbent for the entire duration of the term of office of the Supervisory Board. If the Chair and/or Vice-Chair prematurely cease to be a member of the Supervisory Board and/or declare in writing that he/she no longer wishes to perform these functions (Chair or Vice-Chair, respectively) on the Supervisory Board, a new Chair and/or Vice-Chair will be elected at the next Supervisory Board meeting for the remaining duration of that member's term of office on the Supervisory Board.</p>
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<p style="text-align: center;">Članak 8.</p> <p>U slučaju opoziva člana Nadzornog odbora kao dan opoziva i isteka mandata članu računa se dan glavne skupštine na kojoj je bila donijeta odluka o opozivu člana ukoliko je isti bio prisutan na glavnoj skupštini na kojoj je takva odluka donesena, a u protivnom danom upućivanja odgovarajuće obavijesti takvom članu Nadzornog odbora preporučeno poštom uz povratnicu na posljednju poznatu adresu.</p> <p>U slučaju da član Nadzornog odbora na vlastitu želju podnese svoju ostavku, dužan ju je podnijeti u pismenom obliku. U tom slučaju, ostavka stupa na snagu protekom 30 dana od dana kad je podnijeta pisana i/ili usmena ostavka na sjednici Nadzornog odbora ako je ostavka bila podnijeta na sjednici Nadzornog odbora i/ili od dana na koji je predsjednik Nadzornog odbora ili poslovodstvo Društva primilo pisanu ostavku iz članstva u Nadzornom odboru, osim u slučaju da u pismenom obliku ostavke nije naznačen trenutak stupanja na snagu koji bi nastupio prije proteka 30 dana od podnošenja ostavke, u kojem se slučaju trenutak naznačen u ostavci uzima kao trenutak stupanja na snagu.</p>	<p style="text-align: center;">Article 8</p> <p>In case of a recall of a member of the Supervisory Board, the date of recall and expiration of the member's term is the day of the General Assembly meeting at which the decision to recall the member was made, provided that the member was present at the General Assembly meeting in question, and otherwise the date when the Supervisory Board member in question was notified thereof by registered mail with a return receipt, sent to the last known address of the member.</p> <p>In the event that a member of the Supervisory Board resigns of their own free will, they are obliged to provide a written letter of resignation. In this case, the resignation will take effect 30 days from the day of the Supervisory Board meeting at which the written and/or verbal notice was given, if the notice was given at the Supervisory Board meeting, and/or from the day of receipt of a resignation letter by the Supervisory Board Chair or the Company's management, except in the cases where the resignation letter states an effective date that would occur before the expiry of the 30 days of notice, in which case the date stated in the resignation letter will be taken as the effective date.</p>
<p style="text-align: center;">Članak 9.</p> <p>Predsjednik Nadzornog odbora, a u slučaju odsutnosti predsjednika Nadzornog odbora, zamjenik predsjednika Nadzornog odbora ima slijedeća prava i dužnosti:</p> <ol style="list-style-type: none"> 1. sazivanje i vođenje sjednica Nadzornog odbora; 2. predlaganje dnevnoga rada sjednica, njegove promjene i proširenja; 3. vođenje i usklađivanje aktivnosti priprema za sjednice Nadzornog odbora; 4. usmjeravanje i vođenje rasprave na sjednicama Nadzornog odbora; 5. odlučivanje o načinima glasanja javno/tajno; 6. odlučivanje o oblicima i opsegu priopćenja javnosti o najvažnijim donesenim odlukama Nadzornog odbora; 7. potpisivanje odluka, zapisnika, dopisa, ugovora, pribavljenih mišljenja i prijedloga drugih akata u nadležnosti Nadzornog odbora; 	<p style="text-align: center;">Article 9</p> <p>The Chair of the Supervisory Board, and in the absence of the Chair of the Supervisory Board, the Vice-Chair of the Supervisory Board has the following rights and duties to:</p> <ol style="list-style-type: none"> 1. convene and chair meetings of the Supervisory Board; 2. propose the meeting agenda and any amendments thereto; 3. run and coordinate any preparatory activities for Supervisory Board meetings; 4. direct and moderate the discussion at Supervisory Board meetings; 5. decide on the manner of voting (public/secret); 6. decide on the forms and scope of public announcements regarding the principal decisions made by the Supervisory Board; 7. sign decisions, minutes, letters, contracts, obtained opinions and proposals of other acts within the

8. skrb i briga za pravilnu upotrebu i tumačenje odredbi ovoga poslovnika i drugih donesenih akata Nadzornog odbora;
9. izvršavanje drugih poslova iz nadležnosti Nadzornog odbora u skladu sa zakonima, Statutom i drugim pozitivnim propisima Društva;
10. komuniciranje s trećim osobama u opsegu nadležnosti Nadzornog odbora i
11. odlučivanje o osobama koje mogu biti prisutne na pojedinim sjednicama Nadzornog odbora.

Članak 10.

Članovi Nadzornog odbora imaju pored zakonima propisanih i slijedeća prava i dužnosti:

1. proučavati materijale i dodatno se informirati o materiji odlučivanja na sjednicama Nadzornog odbora;
2. biti prisutni na sjednicama i aktivno odlučivati o svim pitanjima o kojima raspravlja i donosi odluke Nadzorni odbor;
3. uputiti se u rad i poslovanje Društva;
4. glasati o prijedlozima odluka o kojima odluke donosi Nadzorni odbor;
5. postavljati pitanja i davati prijedloge;
6. čuvati podatke koji su i/ili imaju značenje poslovne tajne i/ili osobne tajne komitenata Društva i o Društvu;
7. pridržavati se odredbi ovoga poslovnika; te
8. moraju obavijestiti tajnika Društva o svojem članstvu u nadzornom odboru ili upravi drugih društava.

Članak 10.a

Nadzorni odbor mora osnovati najmanje odbor za imenovanja, odbor za primitke i revizijski odbor. Nadzorni odbor mora utvrditi mandat i aktivnosti svakog svojeg odbora.

competence of the Supervisory Board;

8. ensure the proper use and interpretation of the provisions hereof and other acts adopted by the Supervisory Board;
9. perform other tasks within the competence of the Supervisory Board in accordance with the law, Articles of Association and other effective regulations of the Company;
10. communicate with third parties within the scope of competence of the Supervisory Board and
11. make decisions regarding the right of any party to attend a meeting of the Supervisory Board.

Article 10

In addition to the rights and duties prescribed by law, members of the Supervisory Board also have the following rights and duties to:

1. study materials and learn more about the matters being decided on at Supervisory Board meetings;
2. attend the meetings and actively participate in decision-making regarding all issues discussed and decided on by the Supervisory Board;
3. be familiar with the work and operations of the Company;
4. vote on the decisions proposed by the Supervisory Board;
5. ask questions and make suggestions;
6. protect data that constitute and/or have the value of a business secret and/or personal secrets of the Company and its clients;
7. comply with the provisions hereof; and
8. inform the Company Secretary in case of membership on any Supervisory Board or Management Board of any other company.

Article 10a

The Supervisory Board must establish at least an appointment committee, a remuneration committee and an audit committee. The Supervisory Board must determine the term of office and activities of each of its committees.

Nadzorni odbor mora osigurati da članovi svakog njegova odbora imaju potrebne vještine, znanje i obrazovanje, kao i profesionalno i praktično iskustvo za djelotvorno izvršavanje odgovornosti odbora.

Svaki odbor mora imati najmanje tri člana. Većina članova svakog odbora mora biti neovisna, a predsjednik mora biti neovisan član Nadzornog odbora. Članovi Uprave ne mogu biti članovi odbora Nadzornog odbora.

Opis poslova svakog odbora mora biti dostupan bez naknade na mrežnim stranicama Društva. Društvo mora uključiti izvješće o radu svakog odbora Nadzornog odbora u godišnje izvješće, u što mora uključiti informacije o broju održanih sastanaka i članovima odbora.

Članak 10.b

Nadzorni odbor najmanje jednom godišnje mora ocijeniti svoju djelotvornost i sastav, kao i djelotvornost i sastav svojih odbora te pojedinačne rezultate članova. Ocjenjivanje mora voditi predsjednik odnosno zamjenik predsjednika ako predsjednik nije neovisan, u smislu mjerila određenih Kodeksom korporativnog upravljanja kojeg je usvojilo Društvo.

Ocjenjivanje mora uključivati ocjenu potrebe poboljšanja profila nadzornog odbora i utjecati na odluku o sveukupnoj veličini i sastavu nadzornog odbora i njegovih odbora, kao i to da se pojedini članovi nadzornog odbora preporuča za ponovno imenovanje. Ocjenjivanjem je također potrebno identificirati ima li mjesta poboljšanjima u funkcioniranju i pripremanju sjednica odbora.

Izvješće o ocjeni nadzornog odbora i njegovih odbora mora biti uključeno u godišnje izvješće. U izvješću mora biti navedeno kako je ocjenjivanje provedeno, jesu li angažirani vanjski ocjenjivači i s kime se konzultiralo tijekom postupka. U izvješću moraju biti sažete radnje koje su poduzete ili će biti poduzete na temeljem rezultata ocjenjivanja.

The Supervisory Board must ensure that the members of each of its committees have the necessary skills, knowledge and training, as well as professional and practical experience to effectively carry out the responsibilities of the committee.

Each committee must have at least three members. The majority of the members of each committee must be independent, and the chair must be an independent member of the Supervisory Board. Members of the Management Board cannot be members of the Supervisory Board.

The job description of each committee must be available free of charge on the Company's website. A report on the working of every Supervisory Board committee must be included in the Company's annual report, including the information on the number of meetings held as well as board members.

Article 10b

The Supervisory Board must evaluate its effectiveness and makeup, as well as the effectiveness and makeup of its committees and the members' individual results at least once a year. This evaluation must be conducted by the Chair or, if the Chair is not independent, the Vice-Chair, in accordance with the criteria set out in the Corporate Governance Code adopted by the Company.

The evaluation must include an assessment of any area for improvement regarding the profile of the Supervisory Board and affect the decision-making on the overall size and composition of the Supervisory Board and its committees, as well as the reappointment of certain Supervisory Board members. The evaluation also needs to identify any room for improvement in the functioning and preparation of board meetings.

The evaluation report on the Supervisory Board and its committees must be included in the annual report. The report must specify the manner of evaluation and identify any external evaluators engaged as well as any parties who were consulted during the procedure. The report must summarize the actions that have been taken or will be taken based on the results of the evaluation.

<p style="text-align: center;">Članak 10.c</p> <p>Nadzorni odbor mora najmanje jednom godišnje ocijeniti djelotvornost aranžmana za suradnju između Nadzornog odbora i Uprave, kao i adekvatnost podrške i informacija koje prima od Uprave. Rezultati moraju biti uključeni u izvješće Nadzornog odbora u godišnjem izvješću.</p> <p style="text-align: center;">3. Sjednice Nadzornog odbora:</p> <p style="text-align: center;">Članak 11.</p> <p>Nadzorni odbor obavlja funkciju iz svoje nadležnosti u pravilu na sjednicama zatvorenim za javnost, osim u izuzetnom slučaju, ako Nadzorni odbor odluči drugačije (sjednice otvorene za javnost).</p> <p>Sjednice Nadzornog odbora vodi predsjednik Nadzornog odbora, osim u slučaju njegove spriječenosti kada ih vodi njegov zamjenik. Predsjednik se pored ostalih svojih nadležnosti brine i o organiziranju, pripremanju i sazivanju te o realizaciji i izvršenju odluka Nadzornog odbora.</p> <p style="text-align: center;">Članak 12.</p> <p>Sve sjednice Nadzornog odbora biti će sazvane preporučenom poštom ili e-mailom uz navođenje dnevnog reda pri, čemu poziv mora biti upućen najkasnije tjedan dana prije sjednice.</p> <p>Sjednice Nadzornog odbora saziva predsjednik Nadzornog odbora, u slučaju njegove spriječenosti njegov zamjenik.</p> <p>Poziv na sjednicu Nadzornog odbora treba sadržavati najmanje: dnevni red s pripremljenim materijalom, mjesto održavanja sjednice koje je obično u sjedištu Društva te datum i vrijeme održavanja sjednice.</p> <p>Dnevni red može se na prijedlog bilo kojeg člana Nadzornog odbora promijeniti te proširiti i na samoj sjednici, a o promjenama ili proširenjima točaka dnevnog reda odluku donosi sam Nadzorni odbor većinom glasova prisutnih članova.</p>	<p style="text-align: center;">Article 10c</p> <p>The Supervisory Board must evaluate the effectiveness of the cooperation arrangement between the Supervisory Board and Management Board as well as the suitability of the support and information it had received from the Management Board, at least once a year. The results must be included in the Supervisory Board report as part of the annual report.</p> <p style="text-align: center;">3. Supervisory Board meetings</p> <p style="text-align: center;">Article 11</p> <p>As a rule, the Supervisory Board acts, within its competence, at a closed meeting, except in exceptional cases, unless otherwise decided by the Supervisory Board (open meetings).</p> <p>Meetings of the Supervisory Board are chaired by the Chair of the Supervisory Board, and if the Chair is prevented from attending, by the Vice-Chair. In addition to other responsibilities, the Chair is in charge of the organization, preparation and convening of meetings, as well as the implementation and execution of the decisions of the Supervisory Board.</p> <p style="text-align: center;">Article 12</p> <p>All meetings of the Supervisory Board will be convened by registered mail or e-mail. The invitation to a meeting must include the agenda and be sent no later than one week before the meeting.</p> <p>Meetings of the Supervisory Board are convened by the Chair of the Supervisory Board, and if the Chair is prevented from doing so, by the Vice-Chair.</p> <p>The invitation to a Supervisory Board meeting should state at least: the agenda with supporting materials, the place of the meeting, usually at the Company's headquarters, and the date and time of the meeting.</p> <p>The agenda may be modified and expanded at the meeting, at the proposal of any member of the Supervisory Board, and any modification or extension proposals of agenda items are decided on by the Supervisory Board, by a majority vote of the members present.</p>
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Članak 13.

Nadzorni odbor je ovlašten donositi odluke pisanim putem, bez rasprave odnosno isključivo davanjem svojih glasova na način opisan u stavku 2. ovog članka, ukoliko je takav način donošenja odluka primjereniji s obzirom na sveukupne okolnosti.

Odluke Nadzornog odbora mogu biti usvojene pisanim putem bez rasprave u skladu s odredbom stavka 1. ovog članka (uključujući telefaks, teleks, telegram i e-mail), pod uvjetom da su svi članovi Nadzornog odbora pristali na takav oblik usvajanja odluke.

Davanje potvrdnog glasa pisanim putem sukladno stavku 2. ovog članka od strane člana Nadzornog odbora ujedno se smatra i njegovim pristankom na takav oblik usvajanja odluke.

Odluke Nadzornog odbora koje su donesene u pisanom obliku sukladno ovom članku su valjane ukoliko iste budu potvrđene na narednim sjednicama Nadzornog odbora na kojoj je potvrda predviđena dnevnim redom.

Članak 14.

U osobito izuzetnim prilikama i kad to zahtijeva nužnost odlučivanja i ekonomičnost postupka odlučivanja, predsjednik Nadzornog odbora ili njegov zamjenik mogu sazvati sjednicu na korespondentni način (dalje: korespondentna sjednica).

Korespondentna sjednica je valjana ukoliko donesene odluke na predmetnoj sjednici budu potvrđene na narednim sjednicama Nadzornog odbora, na kojima je potvrda predviđena dnevnim redom.

Korespondentna sjednica može se izvesti dopisnim putem i uz popratnu raspravu o prijedlozima odluka za razliku od načina održavanja sjednica iz odredbe članka 13. ovog Poslovnika, telefonski, putem e-maila i/ili upotrebom drugih elektronskih medija i/ili na neki drugi način. Predsjednik i/ili njegov zamjenik u pozivu trebaju naznačiti rok u kojem članovi Nadzornog odbora moraju najkasnije poslati svoju odluku.

Article 13

The Supervisory Board is authorized to make decisions in writing, without a discussion and exclusively by voting in the manner described in paragraph 2 of this Article, if such a method of decision-making is more appropriate given the circumstances.

Decisions of the Supervisory Board may be adopted in writing, without discussion, in accordance with the provision of paragraph 1 of this Article (including fax, telex, telegram and e-mail), provided that all members of the Supervisory Board have agreed to the manner of adoption in question.

By casting a confirmatory vote in writing, in accordance with paragraph 2 of this Article, a member of the Supervisory Board is considered to have consented to such form of decision-making.

Decisions of the Supervisory Board made in writing, in accordance with this Article, are valid if they are confirmed at the subsequent meetings of the Supervisory Board where their confirmation is on the agenda.

Article 14

In particularly exceptional circumstances and when so required by necessity and the economy of the decision-making process, the Chair or Vice-Chair of the Supervisory Board may convene a meeting by correspondence (hereinafter: a correspondence meeting).

A correspondence meeting is valid if the decisions made at the meeting are confirmed at the subsequent meetings of the Supervisory Board where their confirmation is on the agenda.

A correspondence meeting may be convened by correspondence, accompanied by a discussion on proposed decisions, as opposed to the manner of meeting referred to in Article 13 hereof, by telephone, e-mail and/or using other electronic media and/or otherwise. In the invitation, the Chair and/or Vice-Chair should define a deadline for the submission of decisions by the Supervisory Board

<p>Članovima Nadzornog odbora u slučaju korespondentne sjednice po pravilu se šalje pisano obrazloženje predmeta odlučivanja sa dodatnim materijalima i prijedlozi odluka za glasanje. Prijedlozi odluka moraju biti sasvim jasno naznačeni na način, da je moguće svoju odluku donijeti i odgovoriti samo na način: " ZA " ili " PROTIV. "</p> <p>Članovi Nadzornog odbora mogu svoju odluku o načinu glasanja i o samoj primjeni korespondentne sjednice Društvu priopćiti na isti način kao što su primili poziv za tu sjednicu te u svrhu evidencije svoju odluku o glasanju mogu ispuniti i potpisati i naknadno.</p> <p>Zapisnik s korespondentske sjednice predmet je potvrde na narednim redovnim sjednicama Nadzornog odbora, na kojima je potvrda predviđena dnevnim redom.</p> <p style="text-align: center;">Članak 15.</p> <p>Tijekom jedne poslovne godine predviđeno je održavanje najmanje 4 (četiri) sjednice, od kojih svaka u jednom kvartalu. Po potrebi može se održati i više sjednica.</p> <p style="text-align: center;">4. Donošenje odluka</p> <p style="text-align: center;">Članak 16.</p> <p>Članovi Nadzornog odbora odluke donose na sjednicama uz osobno (fizičko) prisustvo uz iznimke predviđene ovim Poslovníkom, uključujući ali ne i ograničeno na donošenje odluka pisanim putem te donošenje odluka na korespondentnim sjednicama.</p> <p>U slučaju kada Nadzorni odbor zasjeda i odlučuje na sjednicama, odluke može donositi ako je na sjednici prisutna većina imenovanih članova, a među njima obvezno Predsjednik Nadzornog odbora odnosno, u slučaju spriječenosti, njegov zamjenik.</p> <p style="text-align: center;">Članak 17.</p> <p>Svaki član Nadzornog odbora ima jedan glas, a odluke se donose većinom danih glasova.</p>	<p>members.</p> <p>In the case of a correspondence meeting, members of the Supervisory Board will usually receive a written explanation of the deciding matter, with supporting materials and decision proposals for voting. Decision proposals must be clearly formulated in such a way that enables decision-making by responding exclusively in the following way: "FOR" or "AGAINST".</p> <p>Members of the Supervisory Board may communicate their decision on the voting method and the implementation of a correspondence meeting to the Company in the same manner as they received the invitation to that meeting, and may, for recording purposes, fill in and sign their voting decision at a later time.</p> <p>The minutes from a correspondence meeting are subject to confirmation at the next regular meetings of the Supervisory Board, where the confirmation is on the agenda.</p> <p style="text-align: center;">Article 15</p> <p>At least 4 (four) meetings are planned within one business year, one for each quarter. If necessary, more meetings may be held.</p> <p style="text-align: center;">4. Decision-making</p> <p style="text-align: center;">Article 16</p> <p>Members of the Supervisory Board make decisions at meetings they attend in person (physically), with the exceptions as provided for herein, including but not limited to decision-making in writing and decision-making through correspondence meetings.</p> <p>When the Supervisory Board sits and makes decisions in regular sessions, decisions may be made if the majority of appointed members is present at the meeting, including the Chair of the Supervisory Board or, if the Chair is prevented from attending, the Vice-Chair.</p> <p style="text-align: center;">Article 17</p> <p>Every member of the Supervisory Board has one vote, and decisions are made by a majority of votes cast.</p>
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<p>Svaki član Nadzornog odbora ima pravo na jedan glas.</p> <p>Ako su glasovi jednako podijeljeni, odlučujući je glas predsjednika Nadzornog odbora</p> <p style="text-align: center;">Članak 18.</p> <p>Prva točka dnevnoga reda sjednice u pravilu je pregled i potvrda zapisnika prethodne sjednice Nadzornog odbora kao i potvrda odluka donesenih pisanim putem te odluka donesenih na korespondentnim sjednicama.</p> <p>Članovi imaju pravo davati i svoje dopune na zapisnik.</p> <p>O spornim i neraščišćenim primjedbama i dopunama zapisnika odlučuje Nadzorni odbor.</p> <p>Nadzornom odboru se u pravilu prezentira kratka informacija o izvršenju donesenih odluka iz prijašnje sjednice.</p> <p>Nadzorni odbor ovlašten je na sjednicama donositi odluke i o pitanjima koja nisu bila u dnevnom redu uz poziv članovima za sjednicu, ako su na sazvanoj sjednici nazočni svi članovi Nadzornog odbora i ako niti jedan član Nadzornog odbora nije protiv donošenja odluke o takvom pitanju.</p> <p style="text-align: center;">Članak 19.</p> <p>Nadzorni odbor raspravlja i donosi odluke po točkama dnevnog reda. Poslije usmenih izlaganja predlagatelja za svaku posebnu točku, slijedi rasprava članova po redoslijedu kojim su se javili za raspravu, a nakon rasprave prelazi se na donošenje odluka.</p> <p>U raspravi mogu samo iznimno sudjelovati i druge osobe kojima je Predsjednik Nadzornog odbora odobrio pravo sudjelovanja.</p> <p>O odlukama članovi, u pravilu, glasaju javno, na način da se svaki pojedini član o svakom prijedlogu izjasni osobno i pojedinačno.</p> <p>Zadnja točka dnevnoga reda je u pravilu namijenjena pitanjima, mišljenjima i</p>	<p>Every member of the Supervisory Board has the right to cast one vote.</p> <p>If votes are divided equally, the Chair of the Supervisory Board holds the casting vote.</p> <p style="text-align: center;">Article 18</p> <p>The first item on the agenda of a meeting is usually a review and confirmation of the minutes from the previous Supervisory Board meeting as well as confirmation of any decisions made in writing and through correspondence meetings.</p> <p>Members have the right to make additions to the minutes.</p> <p>The Supervisory Board decides on disputed and unresolved remarks and amendments to the minutes.</p> <p>As a rule, the Supervisory Board is briefed on the execution of any decisions made at the previous meeting.</p> <p>The Supervisory Board is also authorized to make decisions on any issues not originally included on the agenda that was attached to the meeting invitation sent to the members, if all members of the Supervisory Board are present at the convened meeting and if no member of the Supervisory Board is opposed to deciding on the matter.</p> <p style="text-align: center;">Article 19</p> <p>The Supervisory Board discusses and makes decisions on agenda items. Oral presentations by proposers of individual agenda items are followed by a discussion among the members, in the order in which they applied for the discussion, and the discussion is followed by decision-making.</p> <p>Exceptionally, other parties may participate in the discussion if they were granted such rights by the Chair of the Supervisory Board.</p> <p>As a rule, the vote on decisions is public, with every member casting their vote on a proposal personally and individually.</p> <p>The last item on the agenda is usually reserved for questions, opinions and</p>
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<p>prijedlozima članova Nadzornog odbora.</p> <p style="text-align: center;">Članak 20.</p> <p>Na sjednicama Nadzornog odbora mogu, na poziv Predsjednika Nadzornog odbora, sudjelovati članovi Uprave.</p> <p>U radu sjednice mogu sudjelovati drugi stručnjaci kao izvjestitelji za pojedina pitanja o kojima se odlučuje, na poziv i po točkama dnevnog reda, o čemu odlučuje voditelj sjednice.</p> <p style="text-align: center;">5. Zapisnik Nadzornog odbora</p> <p style="text-align: center;">Članak 21.</p> <p>O tijeku sjednice i odlukama Nadzornog odbora vodi se zapisnik koji obavezno potpisuje voditelj sjednice (u pravilu predsjednik ili njegov zamjenik), a mogu ga potpisati i ostali članovi Nadzornog odbora.</p> <p>Zapisnik sa sjednice Nadzornog odbora mora biti dostupan svim članovima Nadzornog odbora. Zapisnik mora biti sastavljen jasno i u skladu s odredbama Zakona o trgovačkim društvima. Izvještavanje o svim odlukama mora biti popraćeno rezultatima glasanja, ako je primjenjivo, uključujući i detalje o glasovanju pojedinih članova .</p> <p>Odluke od posebnog značaja za Društvo, uključujući ali ne i ograničeno na statusne odluke u pogledu Društva, kao i odluke kojima se bira predsjednik Nadzornog odbora i njegov zamjenik, evidentirati će se u redovnom zapisniku sukladno stavku 1. ovog članka te izdvojiti u zasebnu odluku koju će potpisati svi članovi Nadzornog odbora.</p> <p>Zapisnik sa svake prethodne sjednice Nadzornog odbora razmatra se i verificira većinom glasova prisutnih članova na sjednici na kojoj je potvrda takvog zapisnika predviđena dnevnim redom. Također se verificiraju i odluke donijete izvan sjednice u smislu odredaba ovog Poslovnika, na način predviđen prethodnom rečenicom ovog stavka.</p>	<p>proposals by the members of the Supervisory Board.</p> <p style="text-align: center;">Article 20</p> <p>Members of the Management Board may participate in the meetings of the Supervisory Board at the invitation of the Chair of the Supervisory Board.</p> <p>Other experts may participate in a meeting as rapporteurs regarding specific deciding matters, by invitation and according to the agenda items, as decided by the Chair of the meeting.</p> <p style="text-align: center;">5. Minutes of the Supervisory Board</p> <p style="text-align: center;">Article 21</p> <p>The course of the meeting and any decisions of the Supervisory Board are recorded in the Minutes, which must be signed by the Chair of the meeting (usually the Chair or Vice-Chair), and may be signed by other members of the Supervisory Board.</p> <p>The Minutes from Supervisory Board meetings must be available to all members of the Supervisory Board. The Minutes must be drawn up unambiguously and in accordance with the provisions of the Companies Act. All decisions must be reported with their respective voting results, if applicable, including the details on votes of individual members.</p> <p>Any decisions of special importance to the Company, including but not limited to any decisions on the status of the Company as well as any decisions on electing the Chair and Vice-Chair of the Supervisory Board, will be recorded in the regular Minutes, in accordance with paragraph 1 of this Article as well as formulated as a stand-alone decision, to be signed by all members of the Supervisory Board.</p> <p>The Minutes from a previous meeting of the Supervisory Board are considered and verified by a majority vote of the members present at the meeting where the confirmation of such Minutes is on the agenda. Any decisions made outside of meetings, as defined by the provisions hereof, will also be verified in the manner provided for in the previous sentence of this paragraph.</p>
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<p style="text-align: center;">Članak 22.</p> <p>Pismeni otpravak zapisnika dostavlja se svim članovima Nadzornog odbora i to odmah čim je sastavljen, a najkasnije uz materijal za sjednicu Nadzornog odbora na kojoj je dnevnim redom predviđena potvrda predmetnog zapisnika.</p> <p>Primjedbe na zapisnik imaju pravo dati samo članovi koji su prisustvovali sjednici na kojoj su donesene odluke i/ili na kojoj sjednici se raspravljalo o odlukama o kojima je pismeno glasovano.</p> <p>O primjedbama na zapisnik raspravlja i odluku donosi Nadzorni odbor na slijedećoj sjednici.</p> <p style="text-align: center;">Članak 23.</p> <p>Na zahtjev člana Nadzornog odbora u zapisnik će se unijeti njegovo izdvojeno mišljenje.</p> <p>Ukoliko voditelj sjednice (u pravilu predsjednik ili njegov zamjenik) to traži, član koji ima izdvojeno mišljenje treba ga dati u pisanom obliku. Takvo izdvojeno mišljenje će se priložiti uz zapisnik sa sjednice Nadzornog odbora te će činiti njegov sastavni dio.</p> <p style="text-align: center;">Članak 24.</p> <p>Svi zapisnici sa sjednica Nadzornog odbora s popratnom dokumentacijom, primjerice odluka Nadzornog odbora i zaključaka, uvezuju se u posebnu knjigu za svaku poslovnu godinu.</p> <p>Pravo uvida u zapisnike imaju članovi Nadzornog odbora i Tajnik Društva, a Uprava Društva i radnici Društva, kao i treće osobe, samo uz prethodno odobrenje Predsjednika Nadzornog odbora.</p> <p>Dijelovi zapisnika koji bi, prema odluci Nadzornog odbora, bili označeni kao povjerljivi podaci, pohranjuju se odvojeno, kao posebni prilog zapisnika sjednice na kojoj se odlučivalo o njima.</p> <p style="text-align: center;">Članak 25.</p> <p>Predsjednik Nadzornog odbora, u dogovoru</p>	<p style="text-align: center;">Article 22</p> <p>A written copy of the Minutes will be delivered to all members of the Supervisory Board as soon as it has been compiled, and at the latest at the time of sending of materials for the Supervisory Board meeting where the verification of the Minutes is on the agenda.</p> <p>Only those members who attended the meeting where the respective decision was made and/or discussed, with a subsequent vote in writing, have the right to comment on the Minutes.</p> <p>Any comments on the Minutes will be discussed and ruled on by the Supervisory Board at the subsequent meeting.</p> <p style="text-align: center;">Article 23</p> <p>A dissenting view may be entered in the minutes at the request of a Supervisory Board member.</p> <p>If so requested by the presiding member of the meeting (usually the Chair or Vice-Chair), a member who holds a dissenting view should substantiate their view in writing. The dissenting view will be supplemented to the minutes of the Supervisory Board meeting and will form an integral part thereof.</p> <p style="text-align: center;">Article 24</p> <p>All minutes from the Supervisory Board meetings with any supporting documentation, such as Supervisory Board decisions and conclusions, will be compiled in an annual book for each business year.</p> <p>Members of the Supervisory Board and the Company Secretary have the right to review the minutes, while the Management Board, Company employees and any third parties have this right only with the prior approval from the Supervisory Board Chair.</p> <p>Parts of the minutes that, by a decision of the Supervisory Board, would be marked as confidential are kept separately, as a special supplement to the minutes of the meeting where they were decided upon.</p> <p style="text-align: center;">Article 25</p> <p>The Supervisory Board Chair, in agreement</p>
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s Upravom određuje Tajnika Društva odnosno osobu koja za potrebe Nadzornog odbora obavlja administrativno-tehničke poslove uključujući odgovornost za postupanje u skladu s procedurama Nadzornog odbora, savjetuje Nadzorni odbor o pitanjima upravljanja, pruža potporu predsjedniku Nadzornog odbora i pomaže Nadzornom odboru i njegovim odborima da učinkovito funkcioniraju.

Predsjednik Nadzornog odbora mora osigurati da svi članovi Nadzornog odbora pri imenovanju prime uvodnu obuku za svoju ulogu, kao i kontinuiranu obuku i obrazovanje kako bi osvježili i poboljšali svoje vještine i znanje.

Predsjednik mora osigurati da Nadzorni odbor prima redovite novosti i sažetke od Uprave i stručnjaka o pitanjima koja su važna za Društvo i dužnosti članova Nadzornog odbora.

6. Davanje prethodne odnosno naknadne suglasnosti Upravi Društva

Članak 26.

Nadzorni odbor na svojim sjednicama daje suglasnost Upravi Društva za određene radnje iz svoje nadležnosti, a iste moraju biti u skladu sa zakonima i pozitivnim pravnim propisima.

Članak 27.

Radnje članova Uprave koje zahtijevaju prethodnu suglasnost Nadzornog odbora utvrđene su u Prilogu 1 koji je sastavni dio ovog poslovnika.

Za pojedinu iznimnu radnju Uprave, a uz prethodnu usmenu suglasnost Nadzornog odbora moguće je, iz hitnog razloga, da Nadzorni odbor dade naknadnu pisanu suglasnost, ali isto mora biti obrazloženo, u pisanom obliku, od strane Uprave. U takvim iznimnim slučajevima Uprava je obvezna prethodno izvršiti konzultacije s predsjednikom Nadzornog odbora.

Naknadnu pisanu suglasnost nije moguće izdati u slučajevima kada se radi o vrlo važnoj radnji od velikog značaja za Društvo, kao i kada je to izričito propisano

with the Management Board, appoints the Company Secretary to perform administrative and technical tasks for the Supervisory Board, including the responsibility for conduct in accordance with the procedures of the Supervisory Board, to advise the Supervisory Board on management issues, provides support to the Supervisory Board Chair and assists in the effective functioning of the Supervisory Board and its committees.

The Supervisory Board Chair must ensure that all members of the Supervisory Board receive induction training for their role at their appointment, as well as ongoing training and education to refresh and improve their skills and knowledge.

The Chair must ensure that the Supervisory Board receives regular news and briefs from the Management Board and other experts on issues relevant to the Company as well as duties of the members of the Supervisory Board.

6. Giving prior or subsequent consent to the Management Board

Article 26

At its meetings, the Supervisory Board may give its consent to the Company's Management Board for certain actions within its competence, in accordance with the laws and legal regulations in force.

Article 27

The actions of Management Board members that require the prior consent of the Supervisory Board are set out in Appendix 1, which is an integral part hereof.

The Supervisory Board may, for reasons of urgency, give a prior oral consent to an extraordinary action of the Management Board, followed by a subsequent consent in writing, but in that case, the Management Board must provide a written justification. In such exceptional cases, the Management Board is obliged to consult with the Chair of the Supervisory Board in advance.

Subsequent consent in writing cannot be given for major actions of great importance to the Company, as well as when this is explicitly prescribed by the applicable

primjenjivim zakonodavstvom Republike Hrvatske.

7. Povjerljivost podataka **Članak 28.**

Sve podloge i informacije koje članovi Nadzornog odbora dobivaju za vrijeme obavljanja svoje funkcije (s iznimkom podloga i informacija koje se javno objavljuju) povjerljivi su podaci koji se smatraju poslovnom tajnom te podliježu beziznimnoj povjerljivosti.

Svaki član Nadzornog odbora zna da su takve podloge i informacije poslovna tajna (i u slučaju kada to i nije na pojedinom materijalu izričito navedeno) te da se takve podatke, informacije, odnosno dokumentaciju ne smije dalje prenositi, niti osobno koristiti u poslovnim odnosima s Društvom, povezanim društvima te u bilo kojem drugom odnosu u koji takav član Nadzornog odbora ne stupa u svojstvu člana Nadzornog odbora.

Članovi Nadzornog odbora odgovaraju Društvu za svu štetu koja za Društvo nastane uslijed takvog nesavjesnog postupanja protivno stavku 2. ovog članka, odnosno takvom povredom povjerljivosti podataka.

Zapisnici sa sjednica Nadzornog odbora pohranjuju se u arhivi Društva i imaju status poslovne tajne koju su dužni čuvati svi članovi Nadzornog odbora, kao i treće osobe koje nisu članovi Nadzornog odbora, ali su prisustvovala sjednicama Nadzornog odbora i/ili na osnovi odobrenja predsjednika Nadzornog odbora imale uvid u njihov sadržaj.

8. Završne odredbe **Članak 29.**

O pojedinačnim slučajevima i pitanjima koja nisu obuhvaćena ovim Poslovníkom, proceduralno-tehničke odluke donosi Nadzorni odbor primjereno drugim aktima i okolnostima.

U slučaju dvojbi oko primjene pojedinih odredbi Poslovníka o radu Nadzornog odbora mjerodavna tumačenja daje sam Nadzorni odbor.

Croatian law.

7. Confidentiality **Article 28**

All background and other information obtained by the members of the Supervisory Board during the performance of their function (with the exception of background and other information that is publicly disclosed) is confidential, constitutes a business secret and is subject to confidentiality without exceptions.

Every member of the Supervisory Board knows that such background and other information is a business secret (even in cases when this is not explicitly stated on the material in question) and that any such data, information or documentation may not be transferred or personally used in business relations with the Company, its affiliated companies and in any other relationship concluded by the Supervisory Board member outside of their capacity as a member of the Supervisory Board.

Supervisory Board members are liable to the Company for any damage caused to the Company as a result of negligence in violation of paragraph 2 of this Article, or by any such breach of data confidentiality.

Minutes from Supervisory Board meetings are kept in the Company's archives and must be kept as a business secret by all members of the Supervisory Board, as well as any third parties who are not members of the Supervisory Board but have attended Supervisory Board meetings and have knowledge of their content.

8. Final Provisions **Article 29**

Procedural and technical decisions pertaining to individual cases and matters not covered by these Rules of Procedure will be made by the Supervisory Board, in accordance with other acts and circumstances.

In case of doubt regarding the application of certain provisions of the Rules of Procedure of the Supervisory Board, the relevant interpretations will be provided by

<p style="text-align: center;">Članak 30.</p> <p>Izmjene i dopune ovog Poslovnika donose se na isti način koji je propisan za njegovo donošenje.</p> <p style="text-align: center;">Članak 31.</p> <p>Poslovník o radu Nadzornog odbora stupa na snagu danom usvajanja i primjenjuje se do opoziva.</p> <p style="text-align: center;">Prilog 1</p> <p style="text-align: center;">RADNJE ZA KOJE UPRAVA MORA IMATI PRETHODNU SUGLASNOST NADZORNOG ODBORA</p> <p>Slijedeće radnje mogu se realizirati samo uz suglasnost Nadzornog odbora, i to donošenje sljedećih odluka:</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 	<p>the Supervisory Board itself.</p> <p style="text-align: center;">Article 30</p> <p>Amendments to these Rules of Procedure will be adopted in the same manner prescribed for their adoption.</p> <p style="text-align: center;">Article 31</p> <p>The Rules of Procedure of the Supervisory Board will enter into force on the day of their adoption and will apply until recalled.</p> <p style="text-align: center;">Appendix 1</p> <p style="text-align: center;">MANAGEMENT BOARD ACTIONS REQUIRING PRIOR CONSENT BY THE SUPERVISORY BOARD</p> <p>The following decision-making actions may be implemented only upon consent of the Supervisory Board:</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
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<p>vrijednost prelazi 3% ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva;</p> <ol style="list-style-type: none"> 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; 9. donošenju odluke o značajnim promjenama u načinu izvještavanja računovodstvenih, knjigovodstvenih i poslovnih rezultata. 	<p>last annual consolidated reports of the Company;</p> <ol style="list-style-type: none"> 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 reports of the Company or lasts longer than 5 years; 9. making a decision on significant changes in the manner of reporting accounting, bookkeeping, and business results.
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