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**POSLOVNIK
O RADU ODBORA ZA
IMENOVANJA**

**RULES OF
PROCEDURE OF THE
ELECTIONS
COMMITTEE**

Nadzorni odbor 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 članku 21. stavku 21.4 Statuta Društva („**Statut**“) donosi u Zagrebu dana 29. prosinca 2021. sljedeći:

POSLOVNIK O RADU ODBORA ZA IMENOVANJA

I. Uvodne odredbe

Članak 1.

Ovim Poslovníkom uređuje se sastav, dužnost, prava i odgovornost Odbora za imenovanja Društva, način njegova rada, odnos prema Nadzornom odboru te druga pitanja značajna za rad Odbora za imenovanja (dalje u tekstu: „**Odbor**“).

Odredbe ovog Poslovnika obvezuju sve članove Odbora, kao i sve druge osobe koje bi sudjelovale u radu Odbora. Preporuke Odbora nemaju izvršne ovlasti niti iste oslobađaju tijela Društva od njihovih odgovornosti u skladu s internim aktima Društva te primjenjivim propisima.

II. Sastav i mandat Odbora za imenovanja

Članak 2.

Odbor ima najmanje tri (3) člana od koji su u pravilu dva (2) člana ujedno i članovi Nadzornog odbora Društva.

Članovi se imenuju iz redova članova Nadzornog odbora i/ili članova koje imenuje Glavna Skupština Društva.

Većina članova Odbora mora biti neovisna, a

The Supervisory Board of MERITUS ULAGANJA d.d. with its registered office in Zagreb, Heinzelova ulica 62/a, entered in the court register of the Commercial Court in Zagreb under the company's (court) registration number (MBS): 081210030, OIB: 62230095889 (the „**Company**“) in accordance with Article 21, paragraph 21.4 of the Company's Articles of Association (the „**Articles of Association**“), in Zagreb on December 29, 2021 adopts the following:

RULES OF PROCEDURE OF THE ELECTIONS COMMITTEE

I. Introductory provisions

Article 1

These Rules of Procedure of the Elections Committee regulate the composition, duty, rights, and responsibilities of the Company's Elections Committee, the manner of its work, its relations with the Supervisory Board and other issues important for the work of the Elections Committee (hereinafter: „**Committee**“).

The provisions of these Rules of Procedure are binding on all members of the Committee, as well as all other persons who would participate in the work of the Committee. The recommendations of the Committee do not have executive power, nor do they release the Company's bodies from their responsibilities in accordance with the Company's internal acts and applicable regulations.

II. Composition and the term of office of the Elections Committee

Article 2

The Committee has at least three (3) members of which, as a general rule, two (2) members are also members of the Supervisory Board of the Company

Members are appointed from the members of the Supervisory Board and/or members are appointed by the General Assembly of the Company.

The majority of the members of the

<p>Predsjednik mora biti neovisan član Nadzornog odbora. Članovi Uprave ne mogu biti članovi Odbora.</p> <p>Predsjednika Odbora imenuje Nadzorni odbor ili ga biraju članovi Odbora na konstituirajućoj sjednici. Do izbora predsjednika Odbora, radom sjednice rukovodi najstariji član Odbora.</p> <p>Članove Odbora imenuje Nadzorni odbor na vrijeme od četiri (4) godine i isti mogu biti ponovno imenovani.</p> <p>Nadzorni odbor Društva može svojom odlukom opozvati člana Odbora i prije isteka njegova mandata, pri čemu član Odbora za imenovanja također može u svakom trenutku dati ostavku na svoje članstvo u Odboru. Ostavka se u pisanom obliku izjavljuje Nadzornom odboru Društva i ako iz nje ne proizlazi što drugo, djeluje od dana kada je dana.</p> <p style="text-align: center;">III. Nadležnost Odbora za imenovanja</p> <p style="text-align: center;">Članak 3.</p> <p>Ovlasti i odgovornosti Odbora za imenovanja su između ostalog:</p> <ul style="list-style-type: none"> - pronalazi i preporučuje Nadzornom odboru kandidate koji mogu popuniti upražnjena mjesta u Upravi i Nadzornom odboru; - razvija opis uloga i kandidata za svako upražnjeno mjesto u skladu s potrebama Uprave i Nadzornog odbora (po potrebi, uz savjetovanje s predsjednikom Uprave, odnosno Nadzornog odbora) te identificira i preporučuje odgovarajuće kandidate Nadzornom odboru; - dogovara uvjete imenovanja s potencijalnim novim članovima Uprave, odnosno Nadzornog odbora, uključujući očekivano vrijeme potrebno za vršenje njihove funkcije; - nadgleda transparentnosti procesa imenovanja članova Uprave i Nadzornog odbora; - utvrđuje stručnost i/ili neovisnost kandidata 	<p>Committee must be independent and the President of the Committee must be an independent member of the Supervisory Board. Members of the Management Board shall not be members of the Committee.</p> <p>The President of the Committee is appointed by the Supervisory Board or elected by the members of the Committee at the constituent session. Until the election of the President of the Committee, the session is managed by the most senior member of the Committee.</p> <p>Members of the Committee are appointed by the Supervisory Board for a term of four (4) years. They can be reappointed.</p> <p>The Supervisory Board of the Company may, by its decision, recall a member of the Committee even before the expiration of his/her term, whereby member of the Committee may also resign at any time for his/her position in the Committee. The resignation shall be declared in writing to the Supervisory Board of the Company and, unless otherwise specified in the resignation, shall take effect from the day the notice has been given.</p> <p style="text-align: center;">III. Competence of the Elections Committee</p> <p style="text-align: center;">Article 3</p> <p>Powers and responsibilities of the Committee are, among others, to:</p> <ul style="list-style-type: none"> - find and recommend to the Supervisory Board candidates who can fill vacancies in the Management Board and the Supervisory Board; - develop a description of roles and candidates for each vacancy in accordance with the needs of the Management Board and the Supervisory Board (if necessary, in consultation with the President of the Management Board or the Supervisory Board) and to identify and recommend appropriate candidates to the Supervisory Board; - agree on the terms of the appointment with potential new members of the Management Board, or the Supervisory Board, including the expected time required to perform their functions; - oversee the transparency of the process of
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<p>Nadzornog odbora;</p> <ul style="list-style-type: none"> - razmatra probleme u vezi s planiranjem kontinuiteta Uprave i Nadzornog odbora; - razmatra politiku Uprave o zapošljavanju višeg rukovodećeg kadra; - razmatra prijedloge Uprave i dioničara i savjetuje se s Predsjednikom Uprave koji može podnositi prijedloge Odboru, a osobito one prijedloge koji se odnose na pitanja u svezi članova Uprave i visokog rukovodećeg kadra; - priprema plan sukcesije za ponovno imenovanje ili zamjenu članova Uprave i Nadzornog odbora, uz savjetovanje s predsjednikom Uprave i Nadzornog odbora; - nadgleda napredak u postizanju ciljanog postotka ženskih članova u upravljačkoj strukturi Društva; - nadgleda politiku Uprave pri odabiru i imenovanju višeg rukovodstva; - najmanje jednom godišnje procjenjuje sastav, veličinu, članstvo i kvalitetu rada Nadzornog odbora i Uprave i sastavlja odgovarajuće preporuke Nadzornom odboru; - najmanje jednom godišnje sastavlja procjenu znanja, vještina i iskustva kojima raspolažu pojedini članovi Nadzornog odbora i o tome izvješćuje Nadzorni odbor. <p>IV. Odnos Odbora za imenovanja prema Nadzornom odboru Društva</p> <p style="text-align: center;">Članak 4.</p> <p>Za svoj rad Odbor odgovara Nadzornom odboru Društva.</p> <p>Odbor je dužan o svom radu redovito izvješćivati Nadzorni odbor, kao i uvijek kada to Nadzorni odbor od njega zatraži.</p> <p>V. Način rada Odbora za</p>	<p>appointing members of the Management Board and the Supervisory Board;</p> <ul style="list-style-type: none"> - determine the expertise and/or independence of the candidates of the Supervisory Board; - consider problems related to the continuity planning of the Management Board and the Supervisory Board; - considers the policy of the Management Board on the employment of senior management; - consider the proposals of the Management Board and shareholders and consults with the President of the Management Board, who may submit proposals to the Committee, and in particular those proposals related to issues related to members of the Management Board and senior management; - prepare a succession plan for the reappointment or replacement of members of the Management Board and the Supervisory Board, in consultation with the President of the Management Board and the Supervisory Board; - monitor the progress in achieving the target percentage of female members in the management structure of the Company; - oversee the policy of the Management Board in selection and appointment of the senior management; - assess, at least once a year, the composition, size, membership and quality of work of the Supervisory Board and the Management Board and makes appropriate recommendations to the Supervisory Board - compile, at least once a year, an assessment of knowledge, skills and experience of individual members of the Supervisory Board and report it to the Supervisory Board. <p>IV. Relationship of the Elections Committee towards the Supervisory Board of the Company</p> <p style="text-align: center;">Article 4</p> <p>The Committee is responsible for its work to the Supervisory Board of the Company.</p> <p>The Committee is obliged to report regularly on its work to the Supervisory Board, as well as whenever the Supervisory Board so requests.</p> <p>V. Manner of work of the Elections Committee</p>
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<p style="text-align: center;">imenovanja</p> <p style="text-align: center;">Članak 5.</p> <p>Rad Odbora odvija se u pravilu na sjednicama.</p> <p>Sjednice Odbora održavaju se po potrebi, a najmanje jednom godišnje.</p> <p>Sjednice Odbora održavaju se u pravilu u sjedištu Društva, ali se po potrebi sjednica može održati i izvan sjedišta Društva.</p> <p>U slučaju kada se sjednice Odbora održavaju izvan sjedišta Društva, mjesto održavanja sjednice određuje Predsjednik Odbora, odnosno osobe koje sazivaju sjednicu.</p> <p>Odbor radi na način da se informira o pojedinim pitanjima te raspravlja i odlučuje o izvješćima, informacijama i predloženim aktima, sve o poslovima iz svojeg djelokruga utvrđenog ovim Pravilnikom.</p> <p>Predsjednik i svaki član Odbora imaju pravo informirati se o poslovima iz djelokruga Odbora.</p> <p>Odbor u svom radu donosi odluke sukladno odredbama ovog Poslovnika.</p> <p>Konstituirajuću sjednicu Odbora za imenovanja saziva jedan od članova Odbora za imenovanja, u pravilu odmah nakon imenovanja članova Odbora.</p> <p>Do izbora Predsjednika Odbora, radom sjednice rukovodi najstariji član Odbora.</p> <p style="text-align: center;">Članak 6.</p> <p>Sjednice Odbora saziva Predsjednik, a u slučaju njegove spriječenosti, njegov zamjenik.</p> <p>Svaki član Odbora može uz navođenje razloga i svrhe zatražiti da Predsjednik sazove sjednicu Odbora. Sjednica se mora održati unutar roka od 15 dana od dana kada je sazvana.</p>	<p style="text-align: center;">Article 5</p> <p>The work of the Committee usually takes place in sessions.</p> <p>Sessions of the Committee are held as needed, and at least once a year.</p> <p>Sessions of the Committee are usually held at the Company's registered office, but may also be held outside the Company's registered office.</p> <p>In case the sessions are held outside the Company's registered office, the place of the session is determined by the President of the Committee, or by persons convening the session.</p> <p>The Committee works in such a way as to be informed about individual issues, and to discuss and decide on reports, information, and proposed acts, on matters within its scope determined by these Rules of Procedure.</p> <p>The President and each member of the Committee have the right to be informed about matters within the scope of the Committee.</p> <p>In its work, the Committee makes decisions in accordance with the provisions of these Rules of Procedure.</p> <p>The constituent session of the Committee is convened by one of the members of the Committee, usually after the appointment of the members of the Committee.</p> <p>Until the election of the President of the Committee, the session is managed by the most senior member of the Committee.</p> <p style="text-align: center;">Article 6</p> <p>Sessions of the Committee shall be convened by the President and, in the event of his absence, by the Deputy of the President.</p> <p>Each member of the Committee may, stating the reasons and purposes, request that the President convenes a session of the Committee. The session must be held within 15 days from the day it was convened.</p>
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<p>Ako se ne udovolji traženju iz prethodnog stavka, svaki član Odbora može sazvati sjednicu Odbora uz navođenje razloga sazivanja i dnevnog reda sjednice.</p> <p>Prijedlog dnevnog reda sjednice Odbora određuje njegov Predsjednik, odnosno zamjenik Predsjednika, koji saziva sjednicu, uvažavajući zahtjeve članova Odbora u smislu stavka 2. ovog članka.</p> <p style="text-align: center;">Članak 7.</p> <p>Članovi Odbora pozivaju se na sjednicu pisanim pozivom. U pozivu za sjednicu obvezno će se naznačiti mjesto i vrijeme održavanja sjednice kao i prijedlog dnevnog reda.</p> <p>Uz poziv za sjednicu dostavit će se svakom članu Odbora za primitke i pisani materijal iz članka 8. ovog Poslovnika.</p> <p>Ako za pojedinu točku dnevnog reda materijal nije dostavljen uz poziv za sjednicu Odbora na kojoj je uvrštena ta točka, Predsjednik Odbora za primitke u pozivu će navesti do kada će se taj materijal naknadno dostaviti i, po potrebi, na koji način (poštom, neposredno na sjednici i sl.).</p> <p>Ako se radi o točki dnevnog reda koja se odnosi na kraću informaciju ili jednostavnije pitanje o kojemu treba donijeti odluku, uz poziv za tu točku dnevnog reda ne mora se dostaviti materijal iz članka 8. ovog Poslovnika, s time da će Predsjednik Odbora u pozivu napomenuti da za tu točku dnevnog reda nije dostavljen odgovarajući materijal.</p> <p style="text-align: center;">Članak 8.</p> <p>Materijali za sjednicu Odbora izrađuju se u pisanoj formi, na hrvatskom jeziku, s time da se članovima Odbora koji ne govore hrvatski jezik, ovi materijali dostavljaju i u prijevodu na engleski jezik.</p> <p>Materijali za sjednicu Odbora obuhvaćaju: poziv za sjednicu s prijedlogom dnevnog reda i materijale koji se odnose na pojedinu točku dnevnog reda.</p>	<p>If the request referred to in the previous paragraph is not met, each member of the Committee may convene a session of the Committee, stating the reasons for convening and the agenda of the session.</p> <p>The proposed agenda of the session of the Committee shall be determined by the President of the Committee or by the Deputy of the President, who shall convene the session taking into account the requests of the members of the Committee in terms of paragraph 2 of this Article.</p> <p style="text-align: center;">Article 7</p> <p>The members of the Committee are invited to the session via written invitation. The invitation for the session shall indicate the place and time of the session as well as the proposed agenda.</p> <p>Along with the invitation for the session, written material from the Article 8 of these Rules of Procedure shall be delivered to each member of the Committee.</p> <p>If for a particular point on the agenda the material was not submitted together with the invitation for the session of the Committee at which that point was included, the President of the Committee shall state in the invitation by which time the material shall be submitted and, if necessary, in which way (by e-mail, directly at the session, etc.).</p> <p>In case the point on the agenda relates to short information or a simpler issue that has to be decided, no materials from the Article 8 of these Rules of Procedure need to be delivered along with the invitation, but the President of the Committee shall point out in the invitation that for a specific point of the agenda materials have not been delivered.</p> <p style="text-align: center;">Article 8</p> <p>Materials for the session of the Committee are made in writing, in Croatian, and for the members of the Committee who do not speak Croatian materials are delivered in translation to English.</p> <p>Materials for the session of the Committee include: invitation to the session with the proposed agenda, and materials related to a particular point on the agenda.</p>
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Članak 9.

Materijali za sjednicu dostavljaju se članovima Odbora elektroničkom poštom, a dodatno i na drugi način kako svaki od njih zahtijeva (kurirska dostava, brza pošta, telefax), najkasnije tjedan dana prije dana održavanja sjednice, s time da se vrijeme dostave računa prema vremenu (danu) kada je pojedini član dobio poziv za sjednicu s odgovarajućim materijalom na način kako je to zahtijevao.

Iznimno od stavka 1. ovog članka, u hitnim slučajevima, sjednica Odbora može se sazvati i u roku kraćem od tjedan dana obavještavanjem članova Odbora o vremenu i mjestu održavanja sjednice i to najmanje na dva načina, između ovih koji slijede: brzom poštom, kurirskom dostavom, elektroničnom poštom, telefaksom, brzojavom i telefonski. U tom će se slučaju prijedlog dnevnog reda priopćiti članovima najkasnije na samom početku sjednice, a pisani materijal podijeliti najkasnije neposredno prije početka sjednice, osim za one točke za koje nije potrebno dostaviti odgovarajući materijal u smislu članka 7. stavka 3. ovog Poslovnika. Tada je Predsjednik Odbora dužan prije prelaska na prvu točku dnevnog reda, članovima Odbora iznijeti razloge za sazivanje sjednice po hitnom postupku.

Članak 10.

Na sjednici Odbora prisutni članovi Odbora glasuju javno, dizanjem ruke, a odsutni članovi Odbora mogu glasovati tako da svoj glas dadu u pisanom obliku, putem drugog člana Odbora koji ga prenosi Odboru pri donošenju odluke.

Članak 11.

Na sjednici Odbora može se pravovaljano odlučivati ako u odlučivanju sudjeluju sva tri (3) njezina člana, računajući one članove koji su prisutni na sjednici, kao i one koji su odsutni, ali koji su dostavili svoj glas, u smislu članka 10. ovog Poslovnika.

Članak 12.

Član Odbora koji želi dopuniti dnevni red s

Article 9

Materials for the session are delivered to the members of the Committee by e-mail, and additionally in another way as required by each member (courier delivery, express mail, fax), no later than one week before the day of the session, and the time of the delivery is to be counted according to the time (day) each member individually received the invitation for the session with the adequate material and in the manner requested.

With the exception from the paragraph 1 of this Article, in urgent cases, the session of the Committee can be convened in less than one week by notifying the members of the Committee of the time and place of the session in at least two ways, including the following: express mail, courier delivery, e-mail, fax, by telegram and telephone. In that case, the proposed agenda shall be announced to the members no later than the beginning of the session, and the written material will be distributed no later than before the beginning of the session, except for those materials for which it is not necessary to submit appropriate materials according to the Article 7 paragraph 3 of these Rules of Procedure. Then, before moving on to the first point on the agenda, the President of the Committee is obliged to present to the members of the Committee the reasons for convening a session by urgent procedure.

Article 10.

At the session of the Committee, the members of the Committee that are present vote by show of hands, while absent members of the Committee may vote by casting their vote in writing, through another member of the Committee who submits it to the Committee when making a decision.

Article 11

A decision may be validly passed at the session of the Committee if at least three (3) members of the Committee participate in the decision-making process, including those members who are present at the session and those who are absent but have submitted their vote, in terms of Article 10 of these Rules of Procedure.

Article 12

A member of the Committee who wishes to

<p>novom točkom i prijedlogom nove odluke, može predložiti redovnu dopunu dnevnog reda na način da mora takav prijedlog dostaviti u pisanom obliku ostalim članovima Odbora, najkasnije u roku od tri (3) dana prije dana održavanja sjednice (redovna dopuna dnevnog reda). U slučaju redovne dopune dnevnog reda na odgovarajući se način primjenjuju odredbe članka 8. ovog Poslovnika (forma, jezik, sadržaj materijala), članka 7. stavaka 3. ovog Poslovnika (iznimka kada se materijal ne dostavlja za sjednicu) te članka 9. ovog Poslovnika (način dostave).</p> <p>Izvanrednu dopunu dnevnog reda može na samoj sjednici Odbora predložiti svaki član Odbora. U slučaju izvanredne dopune dnevnog reda na odgovarajući se način primjenjuju se odredbe članka 8. ovog Poslovnika (forma, jezik, sadržaj materijala) te članka 7. stavaka 3. ovog Poslovnika (iznimka kada se ne dostavlja materijal za sjednicu).</p> <p style="text-align: center;">Članak 13.</p> <p>Sjednicama Odbora predsjedava predsjednik Odbora, a u slučaju njegove spriječenosti zamjenjuje ga zamjenik Predsjednika Odbora, odnosno najstariji član Odbora, ne računajući predsjednika.</p> <p style="text-align: center;">Članak 14.</p> <p>Sjednicama Odbora ne mogu prisustvovati osobe koje nisu njeni članovi, osim ako su pozvani kao izvjestitelji, savjetnici i eksperti za pojedina pitanja o kojima se odlučuje.</p> <p>Sjednici Odbora prisustvuje, u svojstvu zapisničara, osoba prema izboru Predsjednika Odbora, a i koja ne mora biti član Odbora.</p> <p>Na sjednici Odbora raspravljaju i predlažu odluke članovi Odbora koji su prisutni na sjednici.</p> <p style="text-align: center;">Članak 15.</p> <p>Predsjednik Odbora dužan je prije otvaranja sjednice utvrditi jesu li ispunjeni uvjeti za pravovaljano odlučivanje, u smislu članka 11. ovog Poslovnika.</p> <p>Ako Predsjednik Odbora utvrdi da nisu</p>	<p>amend the agenda with a new point and a proposal for a new decision may propose a regular amendment to the agenda by submitting such a proposal in writing to other members of the Committee, no later than three (3) days before the session (regular amendments to the agenda). In case of regular amendments to the agenda, provisions of Article 8 (form, language, content of the material), Article 7 paragraph 3 (exception when the material does not have to be submitted) and Article 9 (method of delivery) of these shall be applied accordingly.</p> <p>Extraordinary amendment to the agenda may be proposed by any member of the Committee at the session of the Committee. In case of extraordinary amendments to the agenda provisions of Article 8 (form, language, content of the material) and Article 7 paragraph 3 (exception when the material does not have to be submitted) shall be applied accordingly.</p> <p style="text-align: center;">Article 13</p> <p>Sessions of the Committee are chaired by the President of the Committee, and in case of his impediment, he is replaced by the Deputy President of the Committee or the most senior member of the Committee, not counting the President.</p> <p style="text-align: center;">Article 14</p> <p>Sessions of the Committee may not be attended by persons who are not its members, unless they are invited as rapporteurs, advisers and experts on certain issues that are to be decided.</p> <p>The session of the Committee shall participate, as a recorder, a person elected by the President of the Committee, that does not have to be a member of the Committee.</p> <p>At the session of the Committee the members of the Committee that are present discuss and propose decisions.</p> <p style="text-align: center;">Article 15</p> <p>Before starting the session, the President of the Committee is obliged to determine whether the conditions for a valid decision-making are met, in terms of Article 11 of these Rules of Procedure.</p> <p>If the President of the Committee</p>
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<p>ispunjeni uvjeti za pravovaljano odlučivanje ni o jednoj točki dnevnog reda, u smislu članka 11. ovog Poslovnika, Predsjednik odbora odgodit će sjednicu.</p> <p>Ako Predsjednik Odbora utvrdi da su ispunjeni uvjeti za pravovaljano odlučivanje o svim točkama dnevnog reda, odnosno o jednoj ili dijelu točaka dnevnog reda, u smislu članka 11 ovog Poslovnika, Predsjednik Odbora će otvoriti sjednicu i postupak utvrđivanja dnevnog reda, sukladno članku 16. ovog Poslovnika.</p> <p style="text-align: center;">Članak 16.</p> <p>Predsjednik Odbora otvara sjednicu i postupak utvrđivanja dnevnog reda, tako da najprije konstatira točke dnevnog reda iz poziva i redovne dopune, za koje su ispunjeni uvjeti u svezi pravovaljanog odlučivanja, u smislu članka 11. ovog Poslovnika. Predsjednik Odbora nakon toga pita ima li tko kakvu primjedbu ili protuprijedlog u vezi dnevnog reda.</p> <p>Primjedba iz prethodnog stavka ovoga članka može se odnositi na kršenje ovog Poslovnika u vezi ispunjenja uvjeta za pravovaljano odlučivanje ili u vezi s pripremom sjednice Odbora, uz koju valja uvijek iznijeti i poseban prijedlog temeljem te primjedbe (npr. da se neka točka briše ili da se o nekoj točki raspravlja bez odlučivanja, itd.).</p> <p>Protuprijedlog se može odnositi na izvanrednu dopunu dnevnog reda i/ili na brisanje određene točke dnevnog reda i/ili izmjene redoslijeda dnevnog reda i sl.</p> <p>Ako je član Odbora na sjednici iznio poseban prijedlog ili protuprijedlog, u smislu članka 12. i stavaka 2. i 3. ovog članka, najprije se odlučuje o tim prijedlozima ili protuprijedlozima, redom kako su izneseni, a zatim o ukupnom dnevnom redu.</p> <p style="text-align: center;">Članak 17.</p> <p>Nakon odlučivanja o posebnim prijedlozima i protuprijedlozima, prelazi se na usvajanje</p>	<p>determines that not all conditions for a valid decision-making are met regarding any point of the agenda in terms of Article 11 of these Rules of Procedure, the President of the Committee shall adjourn the session</p> <p>If the President of the Committee determines that all of the conditions for a valid decision-making have been met regarding all, or one or some points of the agenda in terms of Article 11 of this Rules of Procedure, the President of the Committee shall open the session and the procedure for determining the agenda, according to the Article 16 of this Rules of Procedure.</p> <p style="text-align: center;">Članak 16.</p> <p>The President of the Committee opens the session and the procedure for determining the agenda, by first ascertaining the points of the agenda from the invitation and regular amendments on the agenda, for which the conditions related to a valid decision-making are met, in terms of Article 11 of these Rules of Procedure. The President then asks if anyone has any comments or counter-proposals regarding the agenda.</p> <p>The remark from the previous paragraph of this Article may refer to the violation of these Rules of Procedure regarding the fulfillment of conditions for a valid decision-making or regarding the preparation of the Committee session, which should always be accompanied by a special proposal based on that remark. (for example to delete a point on the agenda or to discuss a point on the agenda without deciding, etc.).</p> <p>The counter-proposal may refer to an extraordinary amendment to the agenda and/or to the deletion of a certain point on the agenda and/or change of the agenda, etc.</p> <p>If a member of the Committee presented a special proposal or counter-proposal at the session, in terms of Article 12 and paragraphs 2 and 3 of this Article, it shall be first decided on those proposals or counter-proposals, in order in which they were presented, and then it shall be decided on the overall agenda.</p> <p style="text-align: center;">Article 17</p> <p>After deciding on special proposals and counter-proposals, it shall be proceeded to</p>
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<p>ukupnog dnevnog reda i to prema pozivu i redovnoj dopuni te usvojenim posebnim prijedlozima i protuprijedlozima, isključujući one predložene točke dnevnog reda za koje nisu ispunjeni uvjeti za pravovaljano odlučivanje, u smislu članka 20. ovog Poslovnika.</p> <p>Usvojen je onaj dnevni red koji prihvate članovi Odbora, prema prethodnom stavku ovog članka, što Predsjednik nakon provedenog glasovanja konstatira, prije prelaska na 1. točku dnevnog reda.</p> <p style="text-align: center;">Članak 18.</p> <p>Predsjednik Odbora, dužan je prije nego što zaključi raspravu o pojedinom pitanju, ocijeniti jesu li raspravljani svi elementi značajni za donošenje pravilne i zakonite odluke.</p> <p>Ako Odbor, raspravljajući o pojedinom pitanju koje se nalazi na dnevnom redu, ocijeni da se na temelju iznesenih i raspravljenih činjenica ne može odlučivati, može zatražiti dopunsko obrazloženje ili podatke i odrediti da će se o takvoj točki dnevnog reda odlučivati na slijedećoj sjednici.</p> <p>U svojoj odluci, Odbor će zadužiti određenu osobu za davanje dopunskog obrazloženja, odnosno za prikupljanje dodatnih podataka te će joj odrediti rok u kojem je to dužna učiniti.</p> <p style="text-align: center;">Članak 19.</p> <p>Rasprava o dokumentima ili podacima tijekom sjednice Odbora predstavlja poslovnu tajnu.</p> <p style="text-align: center;">Članak 20.</p> <p>Svaki član Odbora ima jedan glas, a odluke se donose većinom danih glasova.</p> <p>Član Odbora dužan je glasovati "ZA" ili "PROTIV" predložene odluke.</p> <p>Iznimno, pojedini član Odbora može ostati suzdržan (neopredijeljen) ako se na sjednici Odbora odlučuje o nekom njegovom pojedinačnom pravu ili pravnom interesu.</p> <p>Kod utvrđivanja potrebne većine glasova</p>	<p>the overall agenda according to the invitation and regular amendment and adopted special proposals and counter-proposals, excluding those proposed points of the agenda for which the conditions for a valid decision-making are not met, in terms of Article 20 of this Rules of Procedure.</p> <p>The agenda adopted by the members of the Committee was adopted, according to the previous paragraph of this Article, which the President states after the vote, before moving on point 1 of the agenda.</p> <p style="text-align: center;">Article 18</p> <p>The President of the Committee is obliged, before concluding the discussion on a particular issue, to assess whether all the elements important for making a correct and lawful decision have been discussed.</p> <p>If the Committee, discussing a particular issue on the agenda, assesses that it is not possible to decide on the basis of the presented and discussed facts, it may request additional explanation or information and determine that such an agenda point shall be decided on at the next session.</p> <p>In its conclusion, the Committee shall instruct a specific person to provide additional explanations, or to collect additional data, and if it deems it necessary, determine the deadline within which he/she is obliged to do so.</p> <p style="text-align: center;">Article 19</p> <p>Discussions on documents or data during a session of the Committee are a business secret.</p> <p style="text-align: center;">Article 20</p> <p>Each member of the Committee has one vote, and decisions are made by a majority vote.</p> <p>A member of the Committee is obliged to vote "FOR" or "AGAINST" the proposed decision.</p> <p>Exceptionally, an individual member of the Committee may remain restrained (undecided) if a decision on any of his/ her individual rights or legal interests is to be decided at a session of the Committee.</p> <p>When determining the required majority of</p>
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<p>računaju se samo glasovi dani "ZA" ili "PROTIV" predložene odluke.</p> <p>U slučaju da su glasovi jednako podijeljeni, odlučujući glas ima Predsjednik Odbora.</p> <p>VI. Zapisnik o sjednici Odbora za imenovanja</p> <p>Članak 21. O tijeku sjednice i odlukama Odbora vodi se zapisnik koji obavezno potpisuje voditelj sjednice (u pravilu predsjednik ili njegov zamjenik u skladu s odredbom članka 13. ovog Poslovnika), a mogu ga potpisati i ostali članovi Odbora.</p> <p>Zapisnik sa sjednice Odbora mora biti dostupan svim članovima Odbora.</p> <p>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>VII. Prava i obveze članova Odbora za imenovanja</p> <p>Članak 22. Član Odbora koji u obavljanju svoje profesionalne djelatnosti stupi u pravni odnos s Društvom, dužan je u ispunjenju svoje obveze iz tog odnosa postupati s povećanom pažnjom. Pri zasnivanju takvog pravnog odnosa član ne smije koristiti svoje svojstvo člana Odbora radi stjecanja posebnih pogodnosti koje ne proizlaze iz tog svojstva.</p> <p>Članovi Odbora ne smiju u javnosti isticati svoje članstvo u Odboru radi stjecanja nedopuštenih, osobnih ili profesionalnih koristi koje mogu štetiti ugledu i drugim interesima Društva.</p> <p>Članak 23. Ako je član Odbora spriječen prisustvovati</p>	<p>votes, only the votes given "FOR" or "AGAINST" the proposed decision are counted.</p> <p>In the event that the votes are equally divided, the President of the Committee shall have the casting vote.</p> <p>VI. Minutes of the session of the Remuneration Committee</p> <p>Article 21 Minutes shall be kept on the course of the session and decisions of the Committee. The minutes must be signed by the chair of the session (usually the President or his deputy in accordance with Article 13 of these Rules of Procedure), and may be signed by other members of the Committee.</p> <p>The minutes from the session of the Committee must be available to all members of the Committee.</p> <p>The minutes must be drawn up clearly and in accordance with the provisions of the Companies Act. Reporting on all decisions must be accompanied by the results of the vote, if applicable, including details of the votes of individual members.</p> <p>VII. Rights and obligations of the members of the Elections Committee</p> <p>Article 22 A member of the Committee who, in the performance of his professional activity, enters into a legal relationship with the Company, is obliged to act with increased care in fulfilling the obligation arising from that relationship. When establishing such a legal relationship, a member may not use his capacity as a member of the Committee in order to acquire special benefits that do not arise from that capacity.</p> <p>Members of the Committee may not publicly disclose their membership in the Committee in order to gain illicit, personal, or professional benefits that may harm the reputation and other interests of the Company.</p> <p>Article 23 If a member of the Committee is prevented</p>
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<p>sjednici, dužan je o tome obavijestiti Predsjednika Odbora, bez odgađanja.</p> <p>U slučaju iz stavka 1. ovog članka, dotični član ima pravo i dužnost glasovati kao odsutni član, na način kako je određeno u članku 10. ovog Poslovnika te predati to pismeno Predsjedniku ili jednom od članova Odbora.</p> <p style="text-align: center;">VIII. Predsjednik Odbora za imenovanja</p> <p style="text-align: center;">Članak 24.</p> <p>Predsjednik Odbora organizira i rukovodi radom Odbora, sukladno odredbama ovog Poslovnika, a osobito:</p> <ul style="list-style-type: none"> - brine za pripremu sjednica Odbora; - saziva sjednice i rukovodi sjednicama Odbora; - utvrđuje postojanje uvjeta za pravovaljano odlučivanje; - stavlja na glasovanje prijedloge odluka na sjednici; - utvrđuje i objavljuje rezultate glasovanja o pojedinim prijedlozima o kojima su članovi Odbora odlučivali; - potpisuje sve akte koje donosi Odbor; - brine se o tome da se u radu Odbora poštuju odredbe Zakona, Statuta Društva, ovog Poslovnika te odluke Glavne skupštine i Nadzornog odbora Društva <p>Odredbe ovog Poslovnika o Predsjedniku odbora odnose se i na zamjenika Predsjednika Odbora, koji ga zamjenjuje za slučaj njegove spriječenosti.</p> <p style="text-align: center;">Članak. 25.</p> <p>Predsjednik Odbora mora imati mogućnost izravne komunikacije s dioničarima Društva na način da istupi na Glavnoj skupštini Društva, u slučajevima kada Glavna skupština raspravlja o prijedlogu akta Nadzornog odbora, u čijem je formuliranju sudjelovao Odbor dajući potrebna objašnjenja ili obrazloženja predloženog akta.</p> <p style="text-align: center;">IX. Javnost rada Odbora za</p>	<p>from attending the session, he/she is obliged to inform the President of the Committee, without delay.</p> <p>In case referred to in paragraph 1 of this Article, the member concerned has the right and duty to vote as an absent member. For this purpose, he/she shall vote in the manner specified in the provisions of Article 10 of these Rules of Procedure, and submit it in writing to the President or one of the members of the Committee.</p> <p style="text-align: center;">VIII. President of the Elections Committee</p> <p style="text-align: center;">Article 24</p> <p>The President of the Committee organizes and manages the work of the Committee, in accordance with the provisions of these Rules of Procedure, in particular:</p> <ul style="list-style-type: none"> - takes care of the preparation of the Committee sessions; - determines the existence of conditions for a valid decision-making; - puts to a vote proposals for decisions at the session; - determines and publishes the results of voting on individual proposals on which the members of the Committee have decided - signs all acts adopted by the Committee - ensures that the work of the Committee respects the provisions of the Law, the Articles of Association, these Rules of Procedure and the decisions of the General Assembly and the Supervisory Board of the Company; <p>The provisions of these Rules of Procedure on the President of the Committee also apply to the Deputy President of the Committee, who replaces the President of the Committee in case of his incapacity.</p> <p style="text-align: center;">Articles 25</p> <p>The President of the Committee must be able to communicate directly with the Company's shareholders by speaking at the General Assembly, in cases where the General Assembly discusses the draft act of the Supervisory Board, in the formulation of which the Committee participated by giving the necessary explanations or explanations of the proposed act.</p> <p style="text-align: center;">IX. Public nature of work of the</p>
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imenovanja	Receipts Committee
<p style="text-align: center;">Članak 26.</p> <p>Rad Odbora odvija se na zatvorenim sjednicama.</p> <p>Odbor mora jednom godišnje izraditi i dostaviti Društvu izvješće o svom radu, sastavu, broju sastanaka i nazočnosti na sastancima, kako bi ga Društvo učinilo dostupnim javnosti.</p>	<p style="text-align: center;">Article 26</p> <p>The work of the Committee takes place in closed sessions.</p> <p>Once a year, the Committee must prepare and submit to the Company a report on its work, composition, number of sessions, and attendance at sessions, so that the Company can make it available to the public.</p>
<p>X. Završne odredbe</p>	<p>X. Final provisions</p>
<p style="text-align: center;">Članak 27.</p> <p>Ovaj Poslovnik dostavlja se svakom članu Odbora.</p> <p>Ovaj Poslovnik stupa na snagu danom donošenja.</p>	<p style="text-align: center;">Article 27</p> <p>All members of the Committee shall receive these Rules of Procedure.</p> <p>These Rules of Procedure shall enter into force on the day of their adoption.</p>