



PEOPLE INSPIRED BY PEOPLE

**PRAVILA  
PONAŠANJA**

**RULES  
OF CONDUCT**

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| <p>Zagreb, listopad 2020.</p> <p><b>UVODNE ODREDBE</b></p> <p><b>Članak 1.</b></p> <p>Ovim Pravilima ponašanja (dalje u tekstu: "<b>Pravila</b>") postavljaju se standardi ponašanja članova Uprave, Nadzornog odbora i njegovih odbora, radnika i drugih osoba koje djeluju za račun društva MERITUS ULAGANJA d.d. (dalje u tekstu: "<b>Društvo</b>") i/ili ovisnih društava te se definiraju pravila i mjere koje će biti poduzete u slučaju kršenja Pravila od strane osoba koje su ih dužne primjenjivati.</p> <p>Ova Pravila donose se s ciljem uspostavljanja i održavanja kulture i vrijednosti društva, te definiraju jasne standarde u odnosu na ponašanje i međusobnu komunikaciju između članova Uprave, Nadzornog odbora i njegovih odbora, radnika i drugih osoba koje djeluju za račun Društva međusobno te u odnosu na njihovo ponašanje prema vanjskim dionicima i dioničarima.</p> <p><b>PODRUČJE PRIMJENE</b></p> <p><b>Članak 2.</b></p> <p>Ova Pravila obvezni su primjenjivati članovi Uprave, Nadzornog odbora i njegovih odbora, radnici i druge osobe koje djeluju za račun Društva u međusobnim odnosima i u odnosima prema vanjskim dionicima i dioničarima. Donošenje odluka i obavljanje poslovnih aktivnosti od strane prethodno navedenih osoba mora odražavati načela i standarde propisane ovim Pravilima.</p> <p>Ova Pravila obvezuju i sva ovisna društva Društva u mjeri u kojoj su na njih</p> | <p>Zagreb, October 2020</p> <p><b>INTRODUCTORY PROVISIONS</b></p> <p><b>Article 1</b></p> <p>These Rules of Conduct (hereinafter referred to as: "<b>the Rules</b>") shall set the standards of conduct for the members of the Management Board, the members of the Supervisory Board and its committees, employees and other persons acting on behalf of the company MERITUS ULAGANJA d.d. (hereinafter referred to as: "<b>the Company</b>") and/or its subsidiaries, and they shall define the rules and measures to be taken in case of a breach of the Rules by the persons required to adhere to them.</p> <p>Said Rules shall be adopted with the aim of establishing and maintaining the culture and values of the company, and they shall define clear standards pertaining to the conduct and communication between the members of the Management Board, members of the Supervisory Board and its committees, employees and other persons acting on behalf of the Company, both internally and when interacting with external stakeholders and shareholders.</p> <p><b>SCOPE</b></p> <p><b>Article 2</b></p> <p>These Rules shall be mandatory for the members of the Management Board, the members of the Supervisory Board and its committees, employees and other persons acting on behalf of the Company in their mutual relations, as well as when interacting with external stakeholders and shareholders. The decision-making process and the performance of business activities by the aforementioned persons shall reflect the principles and standards prescribed by these Rules.</p> <p>These Rules shall also be binding on all subsidiaries of the Company, to the extent</p> |
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| <p>primjenjiva.</p> <p><b>NAČELA I STANDARDI PONAŠANJA</b><br/><b>Članak 3.</b></p> <p>Temeljna načela i standardi ponašanja kojih su se dužne pridržavati osobe na koje se odnose ova Pravila su:</p> <ul style="list-style-type: none"> <li>• profesionalnost, stručnost, nepristranost;</li> <li>• savjesnost i poštenje;</li> <li>• jednakost, pravičnost i poštivanje ljudskih prava, integriteta i dostojanstva osobe;</li> <li>• odgovornost;</li> <li>• transparentnost;</li> <li>• poštivanje pravila poslovnog morala;</li> <li>• poštenje u odnosima s poslovnim partnerima, dioničarima i drugim dionicima;</li> <li>• izbjegavanje sukoba interesa;</li> <li>• upravljanje imovinom Društva s dužnom pozornošću.</li> </ul> <p>Prethodno navedena lista pravila ni na koji način ne predstavlja zatvorenu listu, nego isključivo temeljne okvire ponašanja.</p> <p><b>OBVEZE PONAŠANJA NA RADNOM MJESTU I IZVAN RADNOG MJESTA</b><br/><b>Članak 4.</b></p> <p>Na radnom mjestu se mora izbjegavati svaka vrsta ponašanja koja ne promiče pravičnost i maksimalno poštivanje dostojanstva i moralnih vrijednosti svake osobe.</p> <p>Osobe koje su dužne postupati u skladu s ovim Pravilima moraju se ponašati u skladu sa sljedećim smjernicama:</p> <ul style="list-style-type: none"> <li>• zabranjen je svaki oblik diskriminacije te svi oblici uzneniranja koji narušavaju dostojanstvo osobe i stvaraju zastrašujuću, neprijateljsku ili ponižavajuću atmosferu;</li> <li>• u prostorijama Društva potrebno je</li> </ul> | <p>to which they are applicable to them.</p> <p><b>PRINCIPLES AND STANDARDS OF CONDUCT</b><br/><b>Article 3</b></p> <p>The fundamental principles and standards of conduct to be adhered to by the persons to whom these Rules apply are the following:</p> <ul style="list-style-type: none"> <li>• professionalism, expertise, impartiality;</li> <li>• conscientiousness and honesty;</li> <li>• equality, justice and respect for human rights, as well as for the integrity and dignity of persons;</li> <li>• responsibility;</li> <li>• transparency;</li> <li>• compliance with business rules;</li> <li>• honesty in relations with business partners, shareholders and other stakeholders;</li> <li>• avoiding conflicts of interest;</li> <li>• managing the Company's assets with due care.</li> </ul> <p>The above list of rules is in no way a closed list, but only a basic framework of conduct.</p> <p><b>CONDUCT OBLIGATIONS IN THE WORKPLACE AND OUTSIDE THE WORKPLACE</b><br/><b>Article 4</b></p> <p>Any kind of behavior which does not promote fairness and maximum respect for the dignity and moral values of each person shall be avoided in the workplace.</p> <p>The persons required to comply with said Rules shall comply with the following guidelines:</p> <ul style="list-style-type: none"> <li>• all forms of discrimination and harassment violating a person's dignity and creating a frightening, hostile or degrading environment are prohibited;</li> <li>• at the Company's premises, it is</li> </ul> |
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| <p>suzdržavati se postupaka koji nisu izravno vezani za obavljanje radnih ili profesionalnih zadataka ili koji su na bilo koji način nezakoniti ili neprimjereni s etičkog stajališta;</p> <ul style="list-style-type: none"> <li>• na radnom mjestu i izvan njega potrebno je ponašati se u skladu s visokim standardima pravičnosti i integriteta;</li> <li>• štititi tajnost podataka o bilo kakvom obliku internog nagrađivanja uključujući i plaću;</li> <li>• voditi računa o tome da u svom profesionalnom nastupu primjerenog izgledaju;</li> <li>• za vrijeme radnog vremena mogu se obavljati samo one aktivnosti koje su u skladu s opisom radnog mesta.</li> </ul> | <p>necessary to refrain from activities not directly related to the performance of work or professional tasks, or activities that are in any way illegal or inappropriate from an ethical point of view;</p> <ul style="list-style-type: none"> <li>• in the workplace and outside of it, it is necessary to act in accordance with high standards of fairness and integrity;</li> <li>• one shall protect the confidentiality of data regarding any form of internal remuneration, including salaries;</li> <li>• one shall make sure that they look appropriate when performing business activities</li> <li>• only the activities included in the job description may be performed during working hours.</li> </ul> |
| <p><b>POVJERLJIVOST PODATAKA I INFORMACIJA</b><br/><b>Članak 5.</b></p> <p>Podatke i informacije koje osobe koje su dužne primjenjivati ova Pravila doznaju prilikom obavljanja dužnosti potrebno je tretirati u skladu s važećim zakonskim i podzakonskim propisima te internim aktima na način da se uvijek osigura njihova povjerljivost i tajnost.</p>   | <p><b>DATA AND INFORMATION CONFIDENTIALITY</b><br/><b>Article 5</b></p> <p>The data and information that the persons required to adhere to these Rules find out during the performance of their duties shall be treated in accordance with applicable laws, regulations and internal acts, always ensuring their confidentiality and secrecy.</p>  |
| <p><b>KORIŠTENJE IMOVINOM DRUŠTVA</b><br/><b>Članak 6.</b></p> <p>Osobe koje su dužne primjenjivati ova Pravila dužne su čuvati sredstva za rad koja osigurava Društvo i koristiti ih samo za ispunjavanje radnih obveza, osim ako Društvo ne odredi drugačije.</p>  | <p><b>USE OF THE COMPANY'S ASSETS</b><br/><b>Article 6</b></p> <p>The persons required to adhere to these Rules shall guard the instruments for work provided to them by the Company, and use them only for the fulfillment of work obligations, unless otherwise specified by the Company.</p>  |
| <p><b>PRISTUP ZGRADAMA, PROSTORIJAMA I DOKUMENTIMA</b><br/><b>Članak 7.</b></p> <p>Uprava mora osigurati Nadzornom odboru i njegovim odborima pravodoban pristup zgradama i prostorijama Društva te svim dokumentima koji su potrebni u te svrhe.</p>  | <p><b>ACCESS TO BUILDINGS, PREMISES AND DOCUMENTS</b><br/><b>Article 7</b></p> <p>The Management Board shall provide the Supervisory Board and its committees with timely access to the Company's buildings and premises, as well as to all the</p>  |

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|   | <p>Uprava ima navedenu obvezu i prema višem rukovodstvu i radnicima kada je to potrebno za izvršavanje njihovih dužnosti.</p>   |
| <p style="text-align: center;"><b>ODNOSI S DIONICIMA</b><br/><b>Članak 8.</b></p> <p>Tijekom odnosa s dionicima, osobe koje su dužne primjenjivati ova Pravila dužne su se ponašati na način da zadovolje kriterije pristojnosti, suradnje, korektnosti i transparentnosti.</p> <p>Također, navedene osobe dužne su na zahtjev dionika dostaviti potpune i točne informacije te se u ophođenju s dionicima moraju ponašati u skladu s uobičajenim standardima poslovnog ponašanja.</p>              | <p>documents required for that purpose.</p> <p>The Management Board shall have the same obligation towards the senior management and employees whenever that is necessary for the performance of their duties.</p> <p style="text-align: center;"><b>INTERACTION WITH STAKEHOLDERS</b><br/><b>Article 8</b></p> <p>When interacting with stakeholders, the persons required to adhere to said Rules shall behave in a way that meets the criteria of decency, cooperation, correctness and transparency.</p> <p>In addition, said persons are required to provide complete and accurate information at the request of the stakeholders and, in dealing with the stakeholders, they shall behave in accordance with the usual standards of business conduct.</p> |
| <p style="text-align: center;"><b>ODNOSI S DIONIČARIMA</b><br/><b>Članak 9.</b></p> <p>Društvo je dužno dioničarima davati točne, pravodobne, cjelovite i istinite podatke i obavijesti.</p> <p>Kako bi održalo povjerenje dioničara, Društvo je dužno u poslovanju voditi računa o poduzetničkom duhu i sposobnostima vodstva Društva prema načelu zdravog i mudrog upravljanja, održavati visoke standarde poslovanja, težiti poboljšanju kakvoće ponuđenih usluga te povećanju isplativosti.</p> | <p style="text-align: center;"><b>INTERACTION WITH SHAREHOLDERS</b><br/><b>Article 9</b></p> <p>The Company is required to provide the shareholders with accurate, timely, complete and true information and notices.</p> <p>In order to maintain the shareholders' trust, the Company is required to ensure the entrepreneurial spirit and capabilities of the Company's management according to the principle of sound and wise management, as well as maintain high business standards, strive to improve the quality of services and increase profitability.</p>  |
| <p style="text-align: center;"><b>MJERE U SLUČAJU KRŠENJA ODREDBI OVIH PRAVILA</b><br/><b>Članak 10.</b></p> <p>Kršenje bilo koje odredbe ovih Pravila ponašanja smatra se kršenjem obveza iz radnog odnosa ili u svezi s radnim odnosom.</p>   | <p style="text-align: center;"><b>MEASURES TO BE TAKEN IN CASE OF A BREACH OF SAID RULES</b><br/><b>Article 10</b></p> <p>A breach of any of the provision referred to in these Rules of Conduct shall be considered a breach of the obligations of or related to the employment relationship.</p>  |

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| <p>Ovisno o težini povrede i osobi koja je počinila povredu odredbama ovih Pravila mogu se izreći mjere predviđene odredbama zakona koji uređuje rad i radne odnose, zakona koji uređuje trgovačka društva i/ili mjere predviđene internim aktima Društva.</p>  | <p>Depending on the gravity of the breach and the person who committed the breach, the provisions referred to in these Rules may impose the measures provided by the provisions of the law governing work and employment relationships, the provisions of the law governing companies and/or the measures provided by the internal acts of the Company.</p>                                   |
| <p>Mjere se određuju u postupku propisanom zakonom ili internim aktima Društva.</p>   | <p>The measures to be taken shall be established in the procedure prescribed by law or by the internal acts of the Company.</p>   |
| <p><b>ZAVRŠNE ODREDBE</b><br/><b>Članak 11.</b></p>   | <p><b>FINAL PROVISIONS</b><br/><b>Article 11</b></p>  |
| <p>Svaki član Uprave, član Nadzornog odbora i njegovih odbora, rukovoditelj i zaposlenik Društva te druge osobe na koje se odnose odredbe ovih Pravila obvezni su upoznati se s odredbama ovih Pravila te su se u obavljanju svojih poslova dužni pridržavati navedenih odredbi.</p> <p>Ova Pravila objavit će se na internet stranicama Društva.</p> | <p>Every member of the Management Board, member of the Supervisory Board and its committees, manager and employee of the Company, as well as all other persons to whom the provisions of these Rules apply, are required to get acquainted with the provisions of these Rules, as well as to comply with said provisions.</p> <p>These Rules shall be published on the Company's website.</p> |