



POLITIKA
upravljanja sukobom
interesa

POLICY
on the Management of
Conflicts of Interest

Zagreb, 29. veljače 2024**Zagreb, 29 February 2024****1. UVOD****1. INTRODUCTION**

MERITUS ULAGANJA d.d., OIB 62230095889 („**Društvo**“) ovime donosi Politiku upravljanja sukobima interesa („**Politika**“).

MERITUS ULAGANJA d.d., OIB 62230095889 (the "**Company**") hereby adopts the Policy on the management of conflicts of interest (the "**Policy**").

Ova Politika nastala je na prijedlog uprave Društva, a odobrio ju je nadzorni odbor Društva. Ova politika obvezuje kako članove uprave tako i članove nadzornog odbora Društva i njegovih odbora, ali i same zaposlenike te ostale osobe kada djeluju za račun Društva. Osim istih, ova Politika se na jednak način primjenjuje i kod povezanih osoba Društva odnosno obvezuje, ovisno o konkretnom slučaju, članove uprave, članove nadzornog odbora Društva i njegovih odbora, zaposlenike i ostale osobe kada djeluju za račun povezanih osoba Društva.

This Policy was created at the proposal of the Company's Management Board, and it was approved by the Company's Supervisory Board. This policy binds both the members of the Management Board and the members of the Supervisory Board of the Company and its committees, as well as the employees and other persons when they act on behalf of the Company. In addition to these, this Policy is equally applied to other subsidiaries in which the Company has a direct or indirect dominant influence, i.e. obligates, depending on the specific case, the members of the Management Board, members of the Supervisory Board of the Company and its committees, employees and other persons when they act for account of related persons of the Company.

Ova Politika primjenjuje se od gore naznačenog dana (od odobrenja nadzornog odbora) te zamjenjuje prethodnu Politiku upravljanja sukobima interesa.

This Policy applies from the date indicated above (from the approval of the Supervisory Board) and replaces the previous Policy on the management of conflicts of interest.

Ova Politika kao i svaka njena izmjena objavljuje se te je dostupna na važećim internet stranicama Društva kao i na oglasnoj ploči Društva.

This Policy, as well as any changes to it, is published and available on the Company's current website as well as on the Company's bulletin board.

2. OSNOVA**2. BASIS**

Ovom Politikom provode se pravila i zahtjevi iz sljedećih propisa i kodeksa:

This Policy implements the rules and requirements from the following regulations and codes:

- Kodeks korporativnog upravljanja ZSE, HANFA iz 2019. godine („**Kodeks**“);
- Zakon o trgovačkim društvima, zadnja promjena NN 130/2023 („**ZTD**“).

- Code of Corporate Governance of ZSE, HANFA from 2019 ("**Code**");
- Companies Act, latest amendment NN 130/2023 ("**ZTD**").

Ovom Politikom se posebice provode sljedeći zahtjevi:

This one in particular, the policy implements the following requirements:

- Definira se što to znači sukob interesa, kako u smislu Kodeksa tako i u smislu ZTD-a;

- It defines what this means as a conflict of interest, both in the sense of the Code and in the sense of ZTD;

<ul style="list-style-type: none"> • Uvode pravila u slučaju sukoba interesa; • Uvode mehanizmi / sustavi kojima se otklanjaju situacije sukoba interesa. <p>Cilj ove Politike je utvrditi pravila i način postupanja kada privatni interes POJEDINCA potencijalno utječe na samo poslovanje Društva odnosno kosi se s interesima Društva. Ovom Politikom se ne uređuje poslovanje Društva kao niti sklapanje ili procedura sklapanja ugovora s povezanim osobama Društva.</p> <p style="text-align: center;">3. DONOSITELJI ODLUKA</p> <p>Obuhvaćene osobe: Ova Politika se odnosi na sljedeće osobe:</p> <ul style="list-style-type: none"> - Članove uprave, za vrijeme mandata u upravi Društva; - Članove nadzornog odbora i drugih njegovih odbora, za vrijeme mandata u dotičnim odborima Društva (uključujući eventualne njihove zamjenike); - Radnike Društva, za vrijeme njihova radnog odnosa u Društvu, kada imaju ovlasti odlučivanja ili zastupanja Društva u okviru svog radnog položaja ili temeljem posebne punomoći; - Ugovorne partnere Društva, kada dobiju ovlast odlučivanja ili zastupanja Društva temeljem zasebne punomoći ili ugovora. <p>Donositelji Odluke: Ova Politika obvezuje relevantne pojedince samo kada:</p> <ul style="list-style-type: none"> - odlučuju ili nastupaju u ime i za račun Društva u situaciji koja za njih osobno predstavlja sukob interesa; - su uključeni u nadzor ili drugo izvještavanje o situaciji gdje postoji njihov osobni sukob interesa. <p>Tada dotične osobe smatramo „Donositeljima Odluke“.</p>	<ul style="list-style-type: none"> • They introduce rules in case of conflict of interest; • They introduce mechanisms / systems that eliminate situations of conflicts of interest. <p>The goal of this Policy is to determine the rules and procedure when the private interest of an INDIVIDUAL potentially affects the Company's operations, i.e. conflicts with the Company's interests. This Policy does not regulate the Company's operations, nor the conclusion or procedure of concluding contracts with related persons of the Company.</p> <p style="text-align: center;">3. DECISION MAKERS</p> <p>Included persons: This Policy applies to the following persons:</p> <ul style="list-style-type: none"> - Members of the Management Board, during their mandate in the Management Board of the Company; - Members of the Supervisory Board and other related boards, during the term of office in the respective boards of the Company (including their possible deputies); - Employees of the Company, during their employment relationship with the Company, when they have the authority to make decisions or represent the Company within the scope of their work position or on the basis of a special power of attorney; - Contractual partners of the Company, when they receive the authority to make decisions or represent the Company based on a separate power of attorney or contract. <p>Decision Makers: This Policy binds relevant individuals only when they:</p> <ul style="list-style-type: none"> - decide or act in the name and on behalf of the Company in a situation that represents a conflict of interest for them personally; - are involved in monitoring or other reporting on a situation where there is a personal conflict of interest. <p>Then we consider the persons in question as "Decision Makers".</p>
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Prošireno djelovanje: Zbog zahtjeva ZTD-a i jedinstvenog položaja članova uprave Društva, svaki član uprave Društva dužan se pridržavati ove Politike i smatra se Donositeljem Odluke čak i onda kada nije osobno uključen u postupak odlučivanja / nije potpisnik (kada se izuzeo iz predmetne odluke ili potpisa odnosno kada predmetna odluka ili potpis ne ulaze u njegovo područje nadležnosti).

Primjerice:

Za ove potrebe se ne procjenjuje potencijalni sukob interesa koji bi mogao postojati na razini bilo kojeg radnika ili bilo kojeg člana nadzornog odbora u konkretnoj situaciji već isključivo potencijalni sukob interesa ONOG radnika ili člana nadzornog odbora koji je uključen u odlučivanje / potpisivanje / nadzor / izvještavanje o dotičnom poslu. **Drugačije pravilo vrijedi za članove uprave koji su dužni prijaviti potencijalni sukob interesa iako nisu osobno uključeni u odlučivanje / potpisivanje / nadzor / izvještavanje o dotičnom poslu.** Ako je Donositelj Odluke uključen samo u postupku nadzora, onda se njegov sukob procjenjuje isključivo za dotičnu aktivnost (a ne i primjerice za potpisivanje jer u njemu nije sudjelovao).

4. SUKOB INTERESA

Sukob interesa: Sukob interesa predstavlja svaku situaciju u kojoj Donositelj Odluke, kada djeluje u ime i za račun Društva, ne nastupa neovisno i objektivno u odnosu na predmet odlučivanja odnosno kada ima, direktno ili indirektno, osobne, profesionalne ili financijske interese koji su moguće suprotni interesima Društva. Interese treba gledati široko te uzeti u obzir ne samo direktni interes Donositelja Odluke već i interes njegovih povezanih osoba.

4.1. DIREKTNI SUKOB INTERESA

Sukob interesa postoji kada Donositelj Odluke ima ili je imao **direktni osobni, profesionalni ili financijski odnos s DRUGOM OSOBOM ili S ČLANOM**

Extended action: Due to the requirements of ZTD and the unique position of the members of the Company's Management Board, each member of the Company's Management Board is obliged to comply with this Policy and is considered a Decision Maker even when he is not personally involved in the decision-making process / is not a signatory (when he is exempted from the decision in question or signature, i.e. when the relevant decision or signature does not fall within his jurisdiction).

For example:

For these purposes, the potential conflict of interest that could exist at the level of any employee or member of the supervisory board in a specific situation is not assessed, but only the potential conflict of interest of THAT employee or member of the supervisory board who is involved in deciding / signing / monitoring / reporting on the job in question. **A different rule applies to Management Board members who are required to report a potential conflict of interest even though they are not personally involved in decision-making/signing/supervision/reporting on the business in question.** If the Decision Maker is involved only in the supervision procedure, then his conflict is assessed exclusively for the activity in question (and not, for example, for signing because he did not participate in it).

4. CONFLICT OF INTEREST

Conflict of interest: Conflict of interest represents any situation in which the Decision Maker, when acting in the name and on behalf of the Company, does not act independently and objectively in relationship on case of decision-making or when has, directly or indirectly, personal, professional or financial interests that may be contrary to the interests of the Company. Interests should be viewed broadly and take into account not only the direct interest of the Decision Maker but also the interest of his related persons.

4.1. DIRECT CONFLICT OF INTEREST

A conflict of interest exists when the Decision Maker has or had a **direct personal, professional or financial relationship with ANOTHER PERSON or WITH A**

UPRAVE ILI OPUNOMOĆENIKOM ILI PROKURISTOM te druge osobe (s kojom Društvo ulazi ili se nalazi u određenom poslovnom odnosu).

Promatra se **aktualno stanje** kao i period od prethodnih **12 mjeseci**.

Primjerice:

Ako u trenutku odlučivanja / potpisa / nadzora postoji ili je u prethodnom periodu od 12 mjeseci postojala bilo koja niže navedena situacija ili odnos, postoji sukob interesa.

4.1.1. Osobni odnos s drugom osobom osobito predstavlja situacija kada se Donositelj Odluke nalazi u krvnom srodstvu (ravna linija bez ograničenja, pobočna linija do drugog stupnja, bračni / izvanbračni drug ili partner, srodnik po tazbini do drugog stupnja, bez obzira na to je li brak prestao ili nije, ili postoji odnos posvojitelja / posvojenika, ili čine dio istog kućanstva) s drugom osobom ili se nalazi u istom odnosu s članom uprave / prokuristom / opunomoćenikom te druge osobe (s kojom Društvo ulazi ili se nalazi u određenom poslovnom odnosu).

Primjerice:

Krvno srodstvo primjerice uključuje odnos muž / žena, djeca i drugi potomci, otac / majka i drugi preci, brat / sestra, djecu braće i sestara, bračni i izvanbračni partneri tih osoba. Ako postoji takav odnos Donositelja Odluke s osobom koja zastupa drugu stranu, postoji sukob interesa.

4.1.2. Profesionalni odnos s drugom osobom osobito predstavlja situacija kada Donositelj Odluke ima bilo kakav položaj (člana uprave, člana nadzornog ili drugog odbora, prokuriste ili radni odnos) kod druge osobe (s kojom Društvo ulazi ili se nalazi u određenom poslovnom odnosu).

Primjerice:

Kada Društvo potpisuje ugovor s drugom pravnom osobom u kojoj Donositelj Odluke ima ili je u posljednjih 12 mjeseci imao radni odnos.

BOARD MEMBER OR ATTORNEY OR PROXY of that other person (with whom the Company enters into or is in a certain business relationship).

The current situation is observed as well as the period of the previous **12 months**.

For example:

If at the moment of decision / signature / supervision there is or existed in the previous period of 12 months any of the following situations or relationships, there is a conflict of interest.

4.1.1. A personal relationship with another person is particularly a situation when the Decision Maker is related by blood (straight line without restrictions, lateral line up to the second degree, spouse/common-law partner or partner, in-law relative up to the second degree, regardless of whether the marriage has ended or is not, or there is a relationship of adopter/adoptee, or they are part of the same household) with another person or is in the same relationship with a member of the board / procurator / proxy of that other person (with whom the Company enters into or is in a certain business relationship).

For example:

Consanguinity, for example, includes husband / wife, children and other descendants, father / mother and other ancestors, brother / sister, children of brothers and sisters, marital and extramarital partners of these persons. If there is such a relationship between the Decision Maker and the person representing the other party, there is a conflict of interest.

4.1.2. A professional relationship with another person is particularly a situation when the Decision Maker has any position (member of the Management Board, member of the Supervisory or other board, procurator or employment relationship) with another person (with whom the Company enters into or is in a certain business relationship).

For example:

When the Company signs a contract with another legal entity in which the Decision Maker has or has had an employment relationship in the last 12 months.

<p>4.1.3. Financijski odnos s drugom osobom osobito predstavlja situacija kada Donositelj Odluke ima bilo kakav suvlasnički udio (ili pravo na suvlasnički udio) viši od 5% temeljnog kapitala druge osobe (s kojom Društvo ulazi ili se nalazi u određenom poslovnom odnosu).</p> <p>4.2. INDIREKTNI SUKOB INTERESA</p> <p>Kada Donositelj Odluke ima INDIREKTNI financijski odnos s drugom osobom (s kojom Društvo ulazi ili se nalazi u određenom poslovnom odnosu).</p> <p>Indirektni znači da iako Donositelj Odluke nema direktni interes, povezane osobe Donositelja Odluke imaju financijski odnos s drugom osobom ili s njom povezanim osobama;</p> <p>Povezanim osobama Donositelja Odluke smatraju se osobito muž / žena, djeca i drugi potomci, otac / majka i drugi preci, brat / sestra, bračni i izvanbračni partneri tih osoba odnosno drugi članovi kućanstva Donositelja Odluke.</p> <p>Primjerice: INDIREKTNI financijski odnos postoji kada muž / žena (ili drugi članovi obitelji) Donositelja Odluke imaju financijski interes u drugoj osobi (s kojom Društvo ulazi ili se nalazi u određenom poslovnom odnosu).</p> <p>4.3. DRUGI SUKOB INTERESA</p> <p>Kada Donositelj Odluke ima drugi financijski interes u dotičnom poslu te zbog svoje odluke može ostvariti korist, dar ili nagradu izvan svog angažmana s Društvom.</p> <p>4.4. KADA NE POSTOJI SUKOB INTERESA</p> <p>Sukob interesa NE POSTOJI u gore navedenim situacijama kada: povezanost ili interes ili položaj Donositelja Odluke s drugom osobom (s kojom Društvo ulazi ili se nalazi u određenom poslovnom odnosu) proizlazi isključivo iz okolnosti da je druga osoba društvo kćer ili druga osoba u kojoj</p>	<p>4.1.3. Financial relationship with another person is particularly a situation when the Decision Maker has any co-ownership share (or the right to a co-ownership share) higher than 5% of the share capital of another person (with whom the Company enters into or is in a certain business relationship).</p> <p>4.2. INDIRECT CONFLICT OF INTEREST</p> <p>When the Decision Maker has an INDIRECT financial relationship with another person (with whom the Company enters or is in a certain business relationship).</p> <p>Indirect means that although the Decision Maker has no direct interest, related persons of the Decision Maker have a financial relationship with another person or related persons;</p> <p>Related persons of the Decision-Maker are especially the husband/wife, children and other descendants, father/mother and other ancestors, brother/sister, marital and extramarital partners of these persons, i.e. other members of the Decision-Maker's household.</p> <p>For example: An INDIRECT financial relationship exists when the husband / wife (or other family members) of the Decision Maker have a financial interest in another person (with whom the Company enters or is in a certain business relationship).</p> <p>4.3. SECOND CONFLICT OF INTEREST</p> <p>When the Decision-Maker has another financial interest in the business in question, and because of his decision, he may receive a benefit, gift or reward outside of his engagement with the Company.</p> <p>4.4. WHEN THERE IS NO CONFLICT OF INTEREST</p> <p>Conflict of interest DOES NOT EXIST in the above situations when: the connection or interest or position of the Decision Maker with another person (with whom the Company enters into or is in a certain business relationship) results solely from the circumstance that the other person is the company's daughter or another person</p>
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Društvo ima direktan ili indirektan vlasnički udio veći od 25%.

5. IZBJEGAVANJE SUKOPA INTERESA

Pravila u slučaju sukoba interesa: U situaciji gdje moguće postoji sukob interesa, primjenjivat će se sljedeća pravila:

- Ako se radnik ili vanjski partner nalaze u sukobu interesa, isti će prijaviti Odjelu za usklađenost poslovanja Društva te upravi Društva. U tom slučaju ne mogu nastupati u dotičnoj situaciji bez prethodnog odobrenja uprave Društva;
- Ako se član uprave nalazi u sukobu interesa, isti će prijaviti Odjelu za usklađenost poslovanja Društva kao i članovima i predsjedniku nadzornog odbora Društva. U tom slučaju isti ne može nastupati u dotičnoj situaciji bez prethodnog odobrenja nadzornog odbora Društva;
- Ako se član nadzornog odbora društva nalazi u sukobu interesa, isti će prijaviti Odjelu za usklađenost poslovanja Društva kao i predsjedniku nadzornog odbora Društva. U tom slučaju isti ne može nastupati u dotičnoj situaciji bez prethodnog odobrenja nadzornog odbora Društva – tom prilikom član nadzornog odbora Društva koji se nalazi u sukobu interesa neće imati pravo glasa na sjednici na kojoj se odlučuje o suglasnosti;
- Ako Donositelj Odluke sam ne prijavi sukob interesa, isti ili sumnju na isti može prijaviti bilo koja druga osoba koja ima saznanja o dotičnom sukobu interesa. Dužnost je članova uprave prijaviti svaki sukob interesa za koji saznaju u redovnom tijeku poslovanja;
- Kad god je to moguće, Donositelj Odluke u sukobu interesa će se isključiti iz situacije sukoba interesa te će ga zamijeniti druga ovlaštena osoba Društva. Ako to

in which the Company has a direct or indirect ownership share greater than 25%.

5. AVOIDANCE OF CONFLICTS OF INTEREST

Rules in case of conflict of interest: In a situation where there is a possible conflict of interest, the following rules will be applied:

- If an employee or an external partner is in a conflict of interest, they will report it to the Company's Business Compliance Department and the Company's management. In that case, they cannot act in the relevant situation without the prior approval of the Company's management;
- If a member of the Management Board finds himself in a conflict of interest, he shall report it to the Company's Business Compliance Department as well as to the members and chairman of the Company's Supervisory Board. In that case, he cannot act in the relevant situation without the prior approval of the Company's Supervisory Board;
- If a member of the company's Supervisory Board finds himself in a conflict of interest, he shall report it to the Company's Business Compliance Department as well as to the chairman of the company's Supervisory Board. In that case, he cannot act in the situation in question without the prior approval of the Company's Supervisory Board - in that case, a member of the Company's supervisory board who is in a conflict of interest will not have the right to vote at the session where the consent is decided;
- If the Decision Maker does not report the conflict of interest himself, any other person who has knowledge of the conflict of interest in question can report the same or the suspicion of the same. It is the duty of the Management Board members to report any conflict of interest that they learn about in the regular course of business;
- Whenever possible, the Decision Maker in a conflict of interest will exclude himself from the conflict of interest situation and will be replaced by another authorized person of the

nije moguće, potrebno je ishoditi odgovarajuću suglasnost. Ako se daje suglasnost, Donositelj Odluke u sukobu interesa bit će u najvećoj mogućoj mjeri isključen ne samo iz odlučivanja već i iz samog procesa odlučivanja o suglasnosti na način da neće sudjelovati na sjednici uprave ili nadzornog odbora na kojoj se odlučuje o sukobu interesa.

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Suglasnost: Prilikom odlučivanja o sukobu interesa, posebice će biti uzeto i obrazloženo sljedeće:

- Položaj Donositelja Odluke u Društvu;
- Položaj Donositelja u odlučivanju / ulasku u konkretni pravni posao;
- Odnos Donositelja Odluke s drugom osobom;
- U kojoj mjeri odnos Donositelja Odluke s drugom osobom utječe ili stvara sukob interesa odnosno u kojoj mjeri Donositelj Odluke može nepristrano djelovati, u interesu Društva;
- Okolnost / situacija na koju se daje suglasnost;
- Eventualne dodatne mjere koje se imaju u dotičnoj situaciji primjenjivati kako bi se otklonio sukob interesa.

6. EVIDENCIJA SUKOPA INTERESA

Evidencije: Odjel za usklađenost poslovanja Društva vodi evidenciju prijava sukoba interesa za situacije gdje se radnici ili vanjski partneri nalaze u sukobu interesa. Nadzorni odbor vodi evidenciju prijava sukoba interesa za situacije gdje se članovi uprave ili članovi nadzornog odbora nalaze u sukobu interesa. Dotične evidencije čuvaju se kroz period od 5 godina zajedno s povezanim odlukama o suglasnostima.

Company. If this is not possible, it is necessary to obtain the appropriate consent. If consent is given, the Decision Maker in a conflict of interest will be excluded to the greatest extent possible not only from decision-making, but also from the consent decision-making process in such a way that he will not participate in the meeting of the Management or Supervisory Board where the conflict of interest is decided.

Consent: When deciding on a conflict of interest, the following will be considered and explained in particular:

- Position of the Decision Maker in the Company;
- The position of the Authorizer in decision-making/entering into specific legal work;
- Relationship of the Decision Maker with another person;
- To what extent the Decision Maker's relationship with another person affects or creates a conflict of interest, i.e. to what extent the Decision Maker can act impartially, in the interest of the Company;
- Circumstance / situation to which consent is given;
- Any additional measures that are available in the respective situation shall be applied in order to eliminate the conflict of interest.

6. RECORD OF CONFLICT OF INTEREST

Records: The Company's business Compliance Department keeps records of conflict of interest reports for situations where employees or external partners are in conflict of interest. The supervisory board keeps records of reports of conflicts of interest for situations where members of the management board or members of the supervisory board are in a conflict of interest. The relevant records are kept for a period of 5 years together with the related consent decisions.
