

THIS TRANSLATION CONSISTS OF:  
9 pages / 20 sheets  
AUT NO: 11/2024  
Date: 29 January 2024  
Document title: STATUTE

*Certified translation from Croatian  
to English language*





**REPUBLIC OF CROATIA**  
**NOTARY PUBLIC**  
**VESNA PUČAR**  
**Zagreb, Miramarska 24**

I, notary public Vesna Pučar from Zagreb, Miramarska 24, at the request of the party - public limited company **SPAN d.d.**, with its registered office in Zagreb, Koturaška cesta 47, entered in the court register of the Commercial Court in Zagreb under company registration number (MBS) 080192242, company (tax) identification number (OIB) 19680551758 (hereinafter: the Company), have drafted the following:

**CERTIFICATE**

This is to **certify** that the following text of the Statute of **public limited company SPAN d.d. for information systems**, headquartered in Zagreb, Koturaška cesta 47, entered in the court register of the Commercial Court in Zagreb under company registration number (MBS) 080192242, company identification number (OIB) 19680551758, which is attached to this certificate, fully complies with the unchanged provisions of the Statute of 24 May 2021 (the twenty-fourth of May, two thousand and twenty-one), along with the changes made based on the Decision of the General Assembly of the Company to amend the Company's Statute, as contained in the form of a notarial record of 14 June 2023 (the fourteenth of June, two thousand and twenty-three), under reference number: OU-381/23-1.

In Zagreb, 14 June 2023  
(the fourteenth of June, two thousand and twenty-three)

*(Stamp)*  
On behalf of the Notary Public  
Notary Public Associate  
Tamara Pučar

Notary Public  
*(Illegible signature)*  
Vesna Pučar

*(Stamp)*  
Republic of Croatia, Zagreb  
Notary Public  
Vesna Pučar

Notary Public reward was pursuant to Article 26 of the Ordinance on Temporary Notary Public Tariff charged in the amount of EUR 212.80 (two hundred twelve euros and eighty cents), and Notary Public fee was according to Tariff Nos. 1 and 14 of the Bill of Changes and Additions of the Bill of the Notary rules of procedure charged in the amount of EUR 18.58 (eighteen euros and fifty-eight cents).

## **STATUTE**

### **SPAN Plc.**

#### **INTRODUCTORY PROVISION**

##### **Article 1**

- 1.1. This Statute is the highest general act of the company SPAN Plc. (hereinafter: the "**Company**")

#### **NAME OF THE COMPANY**

##### **Article 2**

- 2.1. The name of the Company reads: SPAN public limited company for information systems.
- 2.2. The abbreviated name of the Company reads: SPAN d.d. (*Plc.*)
- 2.3. The decision on changes to the Company's name and the Company's abbreviated name is made by the Management Board with the consent of the Company's General Assembly.

#### **REGISTERED SEAT OF THE COMPANY**

##### **Article 3**

- 3.1. Registered seat of the Company is located in Zagreb.
- 3.2. The decision on the business address of the Company is made by the Management Board of the Company.
- 3.3. The decision to change the registered seat is made by the General Assembly of the Company.

#### **BUSINESS ACTIVITIES**

##### **Article 4**

- 4.1. The subject of the Company's business includes the following business activities:
- Publishing and printing activities,
  - Manufacture of office machinery and computers,
  - Renting of office machinery and equipment including computers,
  - Computer and related activities,
  - Business and management consultancy activities,
  - Other business activities n.e.c.
  - Engineering, project management and technical activities
  - Providing education in computer science and designing information systems,
  - Agent involved in wholesale and retail trade on domestic and international market,
  - Representation of foreign companies,
  - Wholesale and retail trade of goods,
  - Copying of recordings,
  - New media design (multimedia),
  - Creation and maintenance of web sites,
  - Web design,
  - Graphic design,
  - Industrial design,
  - Repair of computers,
  - Repair and maintenance of machinery and equipment,
  - Electronic signature certification services,
  - Information society services,
  - Provision of trade services,

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- Advertising (commercials and promotion),
- Transportation of persons and cargo for own use,
- Electronic communication networks and services,
- Universal services in electronic communications,
- Services under special tariffs,
- Provision of audio and/or audio-visual media services,
- Provision of electronic publication services,
- Performing audio-visual and radio programs,
- Provision of television and/or radio media services,
- Audio-visual activities,
- Production of audio-visual works,
- Circulation of audio-visual works,
- Public presentation of audio-visual works,
- Complementary activities in audio-visual activities,
- Organization of concerts, shows, entertainment games, fairs, seminars, courses and congresses,
- Accounting activities,
- Administrative activities.

- 4.2. The decision on changing the subject of business of the Company is made by the General Assembly.

#### **DURATION OF THE COMPANY**

##### **Article 5**

- 5.1. The Company is established for an indefinite period of time and ceases to operate on the basis of a decision of the General Assembly, or in other cases as provided by the law.

#### **SHARE CAPITAL AND STOCKS OF THE COMPANY**

##### **Article 6**

- 6.1. The share capital of the Company amounts to EUR 3,920,000.00 (three million nine hundred twenty thousand euros).
- 6.2. The share capital of the Company is divided into 1,960,000 (one million nine hundred sixty thousand) stocks, each with a nominal amount of EUR 2.00 (two euros).
- 6.3. All stocks of the Company referred to in Article 6.2. of this Statute are regular and named. Each stock entitles to one vote. If the Company holds its own shares, all rights arising from them shall be suspended.
- 6.4. The Company's stocks exist only in the form of dematerialized securities in the computer system of the Central Depository and Clearing Company.
- 6.5. A shareholder of the Company is a person who holds a subscribed stock of the Company in its securities account in the computer system of the Central Depository and Clearing Company.
- 6.6. The acquisition, change or termination of ownership and other rights in dematerialized securities shall be performed by proper entry of data into the electronic records of the Central Depository and Clearing Company's computer system.

#### **BODIES OF THE COMPANY**

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## **Article 7**

- 7.1. Company has the following bodies:
1. Management Board
  2. Supervisory Board and
  3. General Assembly of the Company.

## **MANAGEMENT BOARD**

## **Article 8**

- 8.1. The Management Board of the Company consists of at least one and at most nine members of the Management Board.
- 8.2. The number of members of the Management Board is established by the Supervisory Board of the Company.
- 8.3. If the Company's Supervisory Board appoints more than one member of the Management Board, then the Company's Supervisory Board shall appoint one of these members as the President of the Management Board.
- 8.4. The term of office of the members of the Company's Management Board and the President of the Management Board of the Company shall last for a maximum of 5 years. After the expiration of the term of office, the members of the Company's Management Board and the President of the Company's Management Board may be reappointed without limitation of the number of terms of office.
- 8.5. If the Company's Supervisory Board appoints a new member of the Company's Management Board in previously appointed Management Board of the Company, the term of office of the newly appointed member shall last until the regular termination of the term of previously appointed members.

## **Article 9**

- 9.1. The Management Board manages the affairs of the Company at its own risk, with the attention of orderly and conscientious businessman.
- 9.2. The Management Board is responsible and authorised to take into account the best interests of the Company when making decisions and taking actions in its operations.
- 9.3. If the Management Board of the Company has more than one member, it shall adopt the Rules of Procedure of the Management Board. The decision to adopt the Rules of Procedure of the Management Board must be unanimous.
- 9.4. The Rules of Procedure of the Management Board may establish for which decisions other than those for which it is prescribed by law, the required approval of the Supervisory Board is reached by simple majority.
- 9.5. The Management Board shall conduct the Company's operations in accordance with the law, the Statute and the Rules of Procedure of the Management Board.

## **Article 10**

- 10.1. Notwithstanding the Rules of Procedure of the Management Board, the Management Board jointly makes all decisions for which this is provided by law.

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- 10.2. Decisions on the affairs that the members of the Management Board conduct together are made at the sessions of the Management Board.
- 10.3. The Management Board holds sessions when circumstances require so, or when required by law or by the Rules of Procedure of the Management Board.
- 10.4. President of the Management Board may convene a session of the Management Board at any time. President of the Management Board must convene a session also at the request of the Management Board member. If the President fails to convene the session within five days from the date of the request, the member of the Management Board who requested the convening of the session may convene the session in question.
- 10.5. At least two members must be present at the session of the Management Board for the decisions to be valid.
- 10.6. In the event that for a given decision or against the same the number of votes is equal, the vote of the President of the Management Board shall be decisive.

#### **Article 11**

- 11.1. Members of the Management Board represent the Company individually and independently.

#### **Article 12**

- 12.1. When concluding individual contracts with members of the Management Board which regulate their rights and obligations in detail, the Company is represented by the Supervisory Board.

### **SUPERVISORY BOARD**

#### **Article 13**

- 13.1. The Supervisory Board has five members. Four members of the Supervisory Board are elected and dismissed by the General Assembly.
- 13.2. The Workers' Council appoints one employee representative to the Supervisory Board, who, as the fifth member of the Supervisory Board, takes an equal part in its work. If the Workers' Council is not established in the Company, the employees of the Company have the right to appoint and dismiss one member of the Supervisory Board. In this case, the employees of the Supervisory Board elect their representative by direct and secret ballot, or in the manner prescribed by law.
- 13.3. The term of office of members of the Supervisory Board is 4 years maximum.
- 13.4. The newly elected Supervisory Board must be constituted within 8 (eight) days from the election day. The constituent session shall be convened and chaired by the President of the General Assembly, until the election of the President of the Supervisory Board.

#### **Article 14**

- 14.1. Members of the Supervisory Board among themselves elect the President of the Supervisory Board and his/her Deputy.
- 14.2. If the President of the Supervisory Board is prevented, he/she shall be replaced by his/her Deputy.

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### **Article 15**

- 15.1. Members of the Supervisory Board must perform their function in an orderly and conscientious manner, taking into account primarily the work ethic, moral qualities and well-being of the Company.

### **Article 16**

- 16.1. The Supervisory Board supervises the management of the Company's affairs.
- 16.2. The Supervisory Board is specifically authorized to:
1. Examine and monitor the Company's books and records, treasury, securities and other items, and submit to the General Assembly a written report on the performed supervision,
  2. Order the auditor to review annual financial statements of the Company, and submit to the General Assembly a written report on the performed supervision,
  3. Convene the General Assembly of the Company.

### **Article 17**

- 17.1. The Supervisory Board may appoint committees to prepare the decisions it makes and to monitor their implementation.
- 17.2. Members of the Supervisory Board must participate in the work of the General Assembly.

### **Article 18**

- 18.1. A reasoned request to convene a meeting of the Supervisory Board with a draft agenda may be forwarded to the President of the Supervisory Board by any member of the Supervisory Board and of the Management Board.
- 18.2. Invitations for the Supervisory Board meeting shall be sent to members of the Supervisory Board at least 8 (eight) days before the meeting. The invitation should include time and place of the meeting, agenda and relevant documentation.
- 18.3. In urgent cases, a meeting of the Supervisory Board may be convened within the aforementioned deadline, that is, beyond the provisions of this Statute, with the consent of all members of the Supervisory Board.
- 18.4. Meetings of the Supervisory Board shall be held at least four times a year. Meetings can also be held via telephone or video conference. Members of the Supervisory Board who are prevented from attending the meeting of the Supervisory Board may cast their vote in writing or through another person authorized by the prevented member of the Supervisory Board by means of a written power of attorney.
- 18.5. Minutes of the meetings and decisions of the Supervisory Board shall be kept.
- 18.6. The Supervisory Board may make decisions if at least three members of the Supervisory Board participate in the decision-making process.
- 18.7. The Supervisory Board may adopt decisions outside the session by voting in writing, by telephone, telegraph, facsimile, video conference or using other appropriate technical means, if no member of the Supervisory Board opposes it within a reasonable time established by the President of the Supervisory Board.

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## **Article 19**

- 19.1. The work of the Supervisory Board can be further regulated by the Rules of Procedure of the Supervisory Board, adopted by the Supervisory Board.

## **Article 20**

- 20.1. Members of the Supervisory Board are entitled to a remuneration for their work, and the amount and manner of payment of such remuneration shall be established by the General Assembly.

## **GENERAL ASSEMBLY**

### **Article 21**

- 21.1. The General Assembly consists of the Company's shareholders in accordance with Article 6.5. of this Statute.
- 21.2. The General Assembly may make valid decisions if it is attended personally or by proxy by shareholders whose stocks represent more than half (50%) of the share capital of the Company at the time of the General Assembly meeting. In case of postponement of the General Assembly due to lack of quorum, the next General Assembly may validly decide regardless of the number of shareholders represented in it.
- 21.3. If the Company holds its own shares at the time of the General Assembly, such shares shall not be taken into account when establishing the quorum.
- 21.4. The General Assembly shall decide on issues established by law and this Statute.
- 21.5. Decisions at the General Assembly shall be made by the majority of votes cast, except when otherwise prescribed by law.

### **Article 22**

- 22.1. The General Assembly is convened by the Management Board in cases provided by the law, and whenever the interests of the Company require so.
- 22.2. The Management Board is obliged to convene the General Assembly when requested by the Supervisory Board of shareholders who together hold shares in the amount of twenty percent of the share capital of the Company, and state the purpose and reason for convening that General Assembly.
- 22.3. Invitation to the General Assembly may be sent to known shareholders of the Company by registered letter.

### **Article 23**

- 23.1. Shareholders who have a registered stock of the Company in their securities account in the Central Depository and Clearing Company's computer system and have pre-registered their participation in the General Assembly, and if the application for participation has arrived to the Company at the address specified no later than six days before the General Assembly, not including the day of application receipt, shall be entitled to participate in the General Assembly.
- 23.2. Invitation to the General Assembly may regulate in more detail the conditions for registering participation in the General Assembly.
- 23.3. Notices under Article 281(1) and (2) of the Companies Act (Official Gazette 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13,110/15, 40/19, 34/22,

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114/22 and 18/23) shall be provided by electronic communications only.

## **Article 24**

- 24.1. The General Assembly is chaired by the President of the General Assembly, elected by the General Assembly. If the General Assembly failed to elect a President, the Assembly shall be chaired by the President of the Supervisory Board or his/her deputy.
- 24.2. The General Assembly shall be held at the Company's registered seat, unless the Management Board decides otherwise in justified cases.
- 24.3. The Management Board is authorized to allow broadcasting of the work of the Assembly by video conference, which implies simultaneous transmission of sound and images and, in that case, the participation of members of the Company in the work of the Assembly in the place where the Assembly is held is not required.
- 24.4. The Management Board is authorized to enable the Members of the Company to exercise all their rights in full through video conferences, i.e. to cast their votes by videoconference in cases when, neither in person nor through a proxy, members of the Company do not participate in the place where the Assembly is held.
- 24.5. The use of videoconferencing for the purposes of paragraphs 3 (three) and 4 (four) of this Article shall be permitted only if all of the following conditions are met simultaneously:
  - Communication is done in real time during the Assembly;
  - Mutual communication is provided which enables the Members of the Company to address the Assembly in real time during the Assembly from a place other than the place where the Assembly is held;
  - Members of the Company were allowed to vote during the Assembly;
  - Identification of Members of the Company, security of videoconference and immutability of the expression of will demonstrated by such communication are ensured.

## **ANNUAL FINANCIAL STATEMENTS AND USE OF PROFITS**

### **Article 25**

- 25.1. The business year is the calendar year.
- 25.2. The Management Board shall keep the books in accordance with the law.
- 25.3. The Management Board shall submit to the Company's Supervisory Board the annual financial statements, the Annual report on the state of the Company and the proposal on the use of profit within the statutory deadlines after the end of each business year.
- 25.4. The Supervisory Board shall, after examining the submitted reports and proposals of the Management Board, inform the General Assembly of the results of the examination, in writing. The Auditor of the Company shall attend the session of the Supervisory Board at which the examination is conducted, and provide the requested explanations.
- 25.5. Within the statutory time limits, the Supervisory Board shall inform the General Assembly, in writing, of the conducted supervision of the management of the Company's operations and the results of the examinations referred to in this Article.
- 25.6. The Supervisory Board shall submit to the Management Board the report on the performed supervision and test results from this Article within the legally prescribed period. If the Supervisory Board or Management Board approves the annual financial statements, they shall be considered

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approved by the Management and the Supervisory Board, i.e. Executive Directors and the Board of Directors, unless they decide to concede the establishment of these reports to the General Assembly. Decisions of the Management Board and the Supervisory Board, respectively Executive Directors and the Board of Directors, must be stated in the report of the Supervisory Board and the Management Board to the General Assembly, and must be attached to the said report.

- 25.7. After the actions and procedures referred to in paragraphs 1, 2, 3 and 4 of this Article have been completed, the Management Board shall convene the General Assembly of the Company, which must be held within the deadlines set by the law. The General Assembly decides in particular on the use of profit, discharge of members of the Management Board and of the Supervisory Board, and on the appointment of the Company's auditors.

## Article 26

- 26.1. The General Assembly decides on the distribution of profits.
- 26.2. In the event that the General Assembly decides to distribute profits or a portion of the profits to shareholders, the shareholders' shares in the profits shall be established in the form of a dividend according to the number of stocks in their possession.
- 26.3. The Management Board is authorized, with the consent of the Supervisory Board, to pay a dividend advance to shareholders from the foreseeable part of the net profit, only if the provisional profit and loss account for the previous year shows profit. Up to one half of the amount of profit less the amounts required by law and statute to be deposited in the Company's reserves may be paid in the form of the above advance. In addition, the advance cannot exceed half of last year's profit.

## ANNOUNCEMENTS OF THE COMPANY

### Article 27

- 27.1. Data and announcements of the Company shall be published on the Company's website.
- 27.2. The Company may provide information to shareholders using electronic means.

## FINAL AND TRANSITIONAL PROVISIONS

### Article 28

- 28.1. This Statute shall enter into force at the time of registration of SPAN Plc. in the court register of the Commercial Court in Zagreb.
- 28.2. General acts of SPAN Ltd. which do not contravene the provisions of this Statute and the law shall remain in force.

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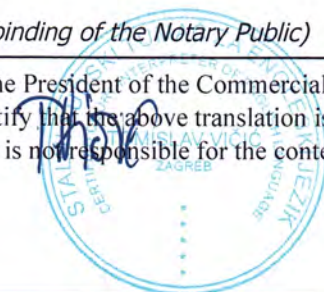
President of the Supervisory Board  
Ante Mandić

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*(Seal and binding of the Notary Public)*

I, Tomislav Vičić, certified court interpreter for English, as appointed by the President of the Commercial Court in Zagreb by Decree No. 4Su-201/2020, dated 10 March 2020, do hereby certify that the above translation is a faithful and complete translation of the original document. However, the translator is not responsible for the content of the document.

Aut. no.: 11/2024  
Zagreb, 29 January 2024





REPUBLIKA HRVATSKA  
JAVNI BILJEŽNIK  
VESNA PUČAR  
Zagreb, Miramarska 24

Ja, javni bilježnik Vesna Pučar iz Zagreba, Miramarska 24, na zahtjev stranke **SPAN d.d.**, sa sjedištem u Zagrebu, Koturaška cesta 47, upisano u sudski registar Trgovačkog suda u Zagrebu pod MBS 080192242, OIB 19680551758 (dalje u tekstu: Društvo), sastavila sam nastavno navedenu:-----

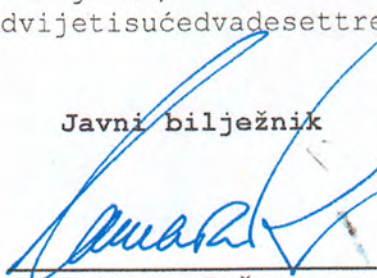
**POTVRDU**

Ovime se **potvrđuje** da ovaj tekst Statuta društva **SPAN dioničko društvo za projektiranje informacijskih sustava**, sa sjedištem u Zagrebu, Koturaška cesta 47, upisano u sudski registar Trgovačkog suda u Zagrebu pod MBS 080192242, OIB 19680551758, koji se prilaže ovoj potvrdi, u potpunosti odgovara neizmijenjenim odredbama Statuta od 24.05.2021. (dvadesetčetvrtogsvibnjadvijetisućedvadesetprve) godine, zajedno s izmjenama učinjenim temeljem odluke Glavne skupštine Društva o izmjeni Statuta Društva, kako je sadržana u obliku javnobilježničkog zapisnika, od dana 14.06.2023. (četrnaestoglipnjadvijetisućedvadesettreće) godine, pod poslovnim brojem: OU-381/23-1.-----

U Zagrebu, 14.06.2023.  
(četrnaestoglipnjadvijetisućedvadesettreće) godine.-----

Za javnog bilježnika  
prisjednik  
Tamara Pučar

Javni bilježnik

  
Vesna Pučar



Javnobilježnička nagrada naplaćena po čl.26. PPJT u iznosu od 212,80 EUR (dvjestodvanaest eura i osamdeset centi), a pristojba po tbr. 1. i 14. st. 2. ZIDZJP u iznosu od 18,58 EUR (osamnaest eura i pedesetosam centi).-----

## STATUT

SPAN d.d.

### UVODNA ODREDBA

#### Članak 1.

- 1.1. Ovaj statut najviši je opći akt društva SPAN d.d. (dalje u tekstu: „Društvo“)

### TVRTKA DRUŠTVA

#### Članak 2.

- 2.1. Tvrtka Društva glasi: SPAN dioničko društvo za projektiranje informacijskih sustava
- 2.2. Skraćena tvrtka Društva glasi: SPAN d.d.
- 2.3. Odluku o promjeni tvrtke Društva i skraćene tvrtke Društva, donosi Uprava uz suglasnost Glavne skupštine Društva.

### SJEDIŠTE DRUŠTVA

#### Članak 3.

- 3.1. Sjedište Društva je u Zagrebu.
- 3.2. Odluku o poslovnoj adresi Društva donosi Uprava Društva.
- 3.3. Odluku u promjeni sjedišta donosi Glavna skupština Društva.

### PREDMET POSLOVANJA

#### Članak 4.

- 4.1. Predmet poslovanja Društva uključuje obavljanje slijedećih djelatnosti:
- izdavačka i tiskarska djelatnost,
  - proizvodnja uredskih strojeva i računala,
  - iznajmljivanje uredskih strojeva i opreme, uključujući računala,
  - računalne i srodne aktivnosti,
  - savjetovanje u vezi s poslovanjem i upravljanjem,
  - ostale poslovne djelatnosti, d.n.
  - inženjering, projektni menadžment i tehničke djelatnosti,
  - davanje poduke u informatici i projektiranje informacijskih sustava,
  - obavljanje trgovačkog posredovanja na domaćem i inozemnom tržištu,
  - zastupanje stranih tvrtki,
  - kupnja i prodaja robe,
  - umnožavanje snimljenih zapisa,
  - dizajn novih medija (multimedija),
  - izrada i održavanje web stranica,
  - web dizajn,
  - grafički dizajn,
  - industrijski dizajn,
  - popravak računala,
  - popravak i održavanje strojeva i opreme,
  - usluge certificiranja elektroničkog potpisa,
  - usluge informacijskog društva,

- pružanje usluga u trgovini,
- promidžba (reklama i propaganda),
- prijevoz osoba i tereta za vlastite potrebe,
- djelatnost elektroničkih komunikacijskih mreža i usluga,
- univerzalne usluge s područja elektroničkih komunikacija,
- usluga s posebnom tarifom,
- djelatnost pružanja audio i/ili audiovizualnih medijskih usluga,
- djelatnost pružanja usluga elektroničkih publikacija,
- djelatnost objavljivanja audiovizualnog i radijskog programa,
- djelatnost pružanja medijskih usluga televizije i/ili radija,
- audiovizualne djelatnosti,
- djelatnost proizvodnje audiovizualnih djela,
- promet audiovizualnih djela,
- javno prikazivanje audiovizualnih djela,
- komplementarne djelatnosti audiovizualnim djelatnostima,
- organiziranje koncerata, revija, zabavnih igara, priredaba, sajmova, seminara, tečajeva i kongresa,
- računovodstveni poslovi,
- administrativne djelatnosti.

4.2. Odluku o promjeni predmeta poslovanja Društva donosi Glavna skupština.

### **TRAJANJE DRUŠTVA**

#### **Članak 5.**

5.1. Društvo se osniva na neodređeno vrijeme, a prestaje s radom na osnovi odluke Glavne skupštine ili u drugim slučajevima određenim zakonom.

### **TEMELJNI KAPITAL I DIONICE DRUŠTVA**

#### **Članak 6.**

- 6.1. Temeljni kapital društva iznosi 3.920.000,00 (tri milijuna devetsto i dvadeset tisuća) eura.
- 6.2. Temeljni kapital podijeljen je na 1.960.000 (milijun devetsto šezdeset tisuća) dionica, svaka u nominalnom iznosu 2,00 (dva) eura.
- 6.3. Sve dionice Društva iz članka 6.2. ovog Statuta su redovite i glase na ime. Svaka dionica daje pravo na jedan glas. Ukoliko Društvo drži vlastite dionice, sva prava iz istih miruju.
- 6.4. Dionice Društva postoje samo u obliku nematerijaliziranih vrijednosnih papira u računalnom sustavu Središnjeg klirinškog depozitarnog društva.
- 6.5. Dioničar Društva je osoba koja na svom računu vrijednosnih papira u računalnom sustavu Središnjeg klirinškog depozitarnog društva ima upisanu dionicu Društva.
- 6.6. Stjecanje, promjena ili prestanak vlasništva i drugih prava na nematerijaliziranim vrijednosnim papirima obavlja se odgovarajućim unosom podataka u elektroničke zapise računalnog sustava Središnjeg klirinškog depozitarnog društva.

### **ORGANI DRUŠTVA**

#### **Članak 7.**

7.1. Organi društva su:

1. Uprava,
2. Nadzorni odbor i
3. Glavna skupština Društva.

## **UPRAVA DRUŠTVA**

### **Članak 8.**

- 8.1. Uprava Društva sastoji se od najmanje jednog, a najviše devet članova Uprave.
- 8.2. Broj članova Uprave određuje svojom odlukom Nadzorni odbor Društva.
- 8.3. Ako Nadzorni odbor Društva imenuje više članova uprave, tada će Nadzorni odbor Društva imenovati jednog od njih za Predsjednika Uprave.
- 8.4. Mandat članova Uprave Društva i Predsjednika Uprave Društva traje najviše 5 godina. Nakon isteka mandata, članovi Uprave Društva i Predsjednik Uprave Društva mogu biti ponovno imenovani bez ograničenja broja mandata.
- 8.5. Ukoliko Nadzorni odbor Društva imenuje novog člana Uprave Društva u već ranije imenovanu Upravu Društva, mandat novoimenovanog člana trajat će do redovnog završetka mandata ranije imenovanih članova.

### **Članak 9.**

- 9.1. Uprava vodi poslove društva na vlastitu odgovornost, pozornošću urednog i savjesnog gospodarstvenika.
- 9.2. Uprava je dužna i ovlaštena prilikom donošenja odluka i poduzimanja radnji u svom djelovanju voditi se najboljim interesima Društva.
- 9.3. Ukoliko Uprava Društva ima više članova, donijeti će Poslovnik o radu Uprave. Odluka o donošenju Poslovnika o radu Uprave mora biti jednoglasna.
- 9.4. Poslovníkom o radu Uprave može se odrediti za koje odluke osim onih za koje je to određeno zakonom, je potrebna suglasnost Nadzornog odbora donesena običnom većinom.
- 9.5. Poslove Društva Uprava vodi sukladno zakonu, Statutu i Poslovníku o radu Uprave.

### **Članak 10.**

- 10.1. Neovisno o Poslovníku o radu Uprave, Uprava zajednički donosi sve odluke za koje je to zakonom predviđeno.
- 10.2. Odluke o poslovima koje članovi Uprave vode zajedno, donose se na sjednicama Uprave.
- 10.3. Uprava održava sjednice kada to okolnosti zahtijevaju ili kada je to propisano zakonom ili Poslovníkom o radu Uprave.
- 10.4. Predsjednik Uprave može sazvat sjednicu Uprave u bilo kojem trenutku. Predsjednik Uprave mora sazvat sjednicu i na zahtjev člana Uprave. Ukoliko ne sazove sjednicu u roku od pet dana od dana postavljenog zahtjeva isto može učiniti član Uprave koji je zatražio sazivanje sjednice.
- 10.5. Na sjednici Uprave mora biti prisutno najmanje dva člana kako bi odluke bile važeće.



- 10.6. U slučaju kada je za određenu odluku, odnosno protiv iste dan jednak broj glasova, odlučujući je glas Predsjednika Uprave.

#### **Članak 11.**

- 11.1. Članovi Uprave zastupaju Društvo pojedinačno i samostalno.

#### **Članak 12.**

- 12.1. Prilikom sklapanja pojedinačnih ugovora s članovima Uprave kojima se potanko uređuju njihova prava i obveze Društvo zastupa Nadzorni odbor.

### **NADZORNI ODBOR**

#### **Članak 13.**

- 13.1. Nadzorni odbor ima pet članova. Četiri člana Nadzornog odbora bira i razrješava Glavna skupština.
- 13.2. Radničko vijeće imenuje u Nadzorni odbor jednog predstavnika radnika, koji kao peti član Nadzornog odbora ravnopravno sudjeluje u njegovom radu. Ukoliko u Društvu nije utemeljeno Radničko vijeće, pravo imenovanja i opoziva jednog člana Nadzornog odbora imaju radnici Društva. U tom slučaju radnici svog predstavnika u Nadzornom odboru biraju neposrednim i tajnim glasanjem, odnosno na način predviđen zakonom.
- 13.3. Mandat članova Nadzornog odbora traje najviše 4 godine.
- 13.4. Novoizabrani Nadzorni odbor mora se konstituirati u roku od 8 (osam) dana od dana izbora. Konstituirajuću sjednicu sazvat će i njome predsjedavati predsjednik Glavne skupštine, sve do trenutka izbora predsjednika Nadzornog odbora.

#### **Članak 14.**

- 14.1. Članovi Nadzornog odbora između sebe biraju Predsjednika Nadzornog odbora i njegovog Zamjenika.
- 14.2. U slučaju spriječenosti Predsjednika Nadzornog odbora zamjenjuje ga njegov Zamjenik.

#### **Članak 15.**

- 15.1. Članovi Nadzornog odbora moraju svoju funkciju obavljati uredno i savjesno, vodeći se pritom prvenstveno radnom etikom, moralnim osobinama i dobrobiti Društva.

#### **Članak 16.**

- 16.1. Nadzorni odbor nadzire vođenje poslova Društva.
- 16.2. Nadzorni odbor je posebno ovlašten:
1. pregledavati i ispitivati poslovne knjige i dokumentaciju Društva, blagajnu, vrijednosne papire i druge stvari i podnijeti glavnoj skupštini pisano izvješće o obavljenom nadzoru,
  2. dati nalog revizoru za ispitivanje godišnjih financijskih izvješća društva i podnijeti glavnoj skupštini pisano izvješće o obavljenom nadzoru,
  3. sazvati Glavnu skupštinu Društva.


### **Članak 17.**

- 17.1. Nadzorni odbor može imenovati komisije radi pripreme odluka koje donosi i nadzora njihova provođenja.
- 17.2. Članovi Nadzornog odbora moraju sudjelovati u radu Glavne skupštine.

### **Članak 18.**

- 18.1. Obrazloženi zahtjev za sazivanje sjednice Nadzornog odbora s prijedlogom dnevnog reda mogu predsjedniku Nadzornog odbora uputiti svaki član Nadzornog odbora i Uprave.
- 18.2. Poziv za sjednicu Nadzornog odbora šalje se članovima Nadzornog odbora najmanje 8 (osam) dana prije održavanja sjednice. Poziv treba sadržavati vrijeme i mjesto održavanja sjednice, dnevni red i odgovarajuću dokumentaciju.
- 18.3. U hitnim slučajevima sjednica Nadzornog odbora može se sazvati i unutar navedenog roka, odnosno mimo odredbi ovog Statuta, uz suglasnost svih članova Nadzornog odbora.
- 18.4. Sjednice Nadzornog odbora održavaju se najmanje četiri puta godišnje. Sjednice se mogu održati i putem telefonske ili video konferencije. Članovi Nadzornog odbora koji su spriječeni prisustvovati na sjednici Nadzornog odbora mogu svoj glas dati pisanim putem ili putem druge osobe koju je spriječeni član Nadzornog odbora ovlastio glasati pisanom punomoći.
- 18.5. O sjednicama i odlukama Nadzornog odbora vodi se zapisnik.
- 18.6. Nadzorni odbor može donositi odluke ako najmanje tri člana Nadzornog odbora sudjeluju u odlučivanju.
- 18.7. Nadzorni odbor može donositi odluke i izvan sjednice putem glasovanja u pisanom obliku, telefonom, telegrafom, telefaksom, putem video konferencije ili korištenjem drugih za to podobnih tehničkih sredstava ako se tome, u primjerenom roku koji odredi Predsjednik Nadzornog odbora, ne usprotivi nijedan član Nadzornog odbora.

### **Članak 19.**

- 19.1. Rad Nadzornog odbora može se pobliže urediti Poslovníkom o radu Nadzornog odbora kojeg donosi Nadzorni odbor.

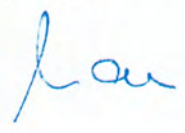
### **Članak 20.**

- 20.1. Za svoj rad članovi Nadzornog odbora imaju pravo na nagradu, čiju visinu i način isplate utvrđuje Glavna skupština.

## **GLAVNA SKUPŠTINA**

### **Članak 21.**

- 21.1. Glavnu skupštinu čine dioničari Društva sukladno članku 6.5. ovog Statuta.
- 21.2. Glavna skupština može donositi valjane odluke ako su na njoj osobno ili putem punomoćnika prisutni dioničari čije dionice predstavljaju više od polovine (50 %) temeljnog kapitala Društva



u vrijeme održavanja Glavne skupštine (kvorum). U slučaju odgode Glavne skupštine zbog nedostatka kvoruma, naredna Glavna skupština može valjano odlučivati bez obzira na broj dioničara koji su na njoj zastupljeni.

- 21.3. Ukoliko u vrijeme održavanja Glavne skupštine Društvo drži vlastite dionice, iste se neće uzeti u obzir prilikom određivanja kvoruma.
- 21.4. Glavna skupština odlučuje o pitanjima koja su određena zakonom i ovim Statutom.
- 21.5. Odluke se na Glavnoj skupštini donose većinom danih glasova, osim kada je zakonom propisano drukčije.

#### **Članak 22.**

- 22.1. Glavnu skupštinu saziva Uprava u slučajevima predviđenim zakonom, a i uvijek kada to zahtijevaju interesi Društva.
- 22.2. Uprava Društva je obvezna sazvati Glavnu skupštinu kada to zatraži Nadzorni odbor dioničari koji zajedno imaju udjele u visini od dvadesetoga dijela temeljnoga kapitala Društva i navedu svrhu i razlog sazivanja te Glavne skupštine.
- 22.3. Poziv na Glavnu skupštinu može se poslati poimenično poznatim dioničarima Društva preporučenim pismom.

#### **Članak 23.**

- 23.1. Pravo na sudjelovanje na Glavnoj skupštini imaju dioničari koji na svom računu vrijednosnih papira u računalnom sustavu Središnjeg klirinškog depozitarnog društva imaju upisanu dionicu Društva i unaprijed su prijavili sudjelovanje na Glavnoj skupštini te da je prijava za sudjelovanje prispjela Društvu na za to u pozivu navedenu adresu najkasnije šest dana prije održavanja Glavne skupštine, s tim da se u taj rok ne uračunava dan prispijeća prijave Društvu.
- 23.2. Pozivom za Glavnu skupštinu mogu se detaljnije urediti uvjeti za prijavu sudjelovanja na Glavnoj skupštini.
- 23.3. Priopćenja iz članka 281. stavak 1. i 2. Zakona o trgovačkim društvima (NN 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23) daju se samo elektroničkom komunikacijom.

#### **Članak 24.**

- 24.1. Glavnoj skupštini predsjedava Predsjednik Glavne skupštine kojeg bira Glavna skupština. Ukoliko Glavna skupština nije izabrala Predsjednika istoj će predsjedati Predsjednik Nadzornog odbora ili njegov zamjenik.
- 24.2. Glavna skupština održava se u sjedištu Društva, ukoliko Uprava nije u opravdanim slučajevima odlučila drugačije.
- 24.3. Uprava je ovlaštena dopustiti da se rad Skupštine prenosi video konferencijom koja podrazumijeva simultani prijenos zvuka i slike, te u tom slučaju nije potrebno sudjelovanje Članova društva u radu Skupštine u mjestu u kojem se Skupština održava.
- 24.4. Uprava je ovlaštena omogućiti Članovima društva da putem video konferencije ostvaruju sva svoja prava u cijelosti, odnosno da svoje glasove daju putem video konferencije u slučajevima

kada ni osobno ni putem punomoćnika Članovi društva ne sudjeluju u mjestu gdje se Skupština održava.

- 24.5. Upotreba video konferencije za potrebe iz stavka 3 (tri) i 4 (četiri) ovog članka dopuštena je samo ako su svi dolje navedeni uvjeti zajedno ispunjeni:
- da se komuniciranje obavlja u stvarnom vremenu održavanja Skupštine;
  - da je osigurano obostrano komuniciranje kojim se omogućuje Članovima društva da se u stvarno vrijeme održavanja Skupštine obraćaju Skupštini s mjesta koje nije mjesto na kojem se Skupština održava;
  - da je Članovima društva omogućeno glasovanje za vrijeme održavanja Skupštine;
  - da je osigurana identifikacija Člana društva, sigurnost video konferencije i nepromjenjivost očitovanja volje izjavljene takvim komuniciranjem.

## **GODIŠNJA FINACIJSKA IZVJEŠĆA I UPOTREBA DOBITI**

### **Članak 25.**

- 25.1. Poslovna godina je kalendarska godina.
- 25.2. Uprava je dužna voditi poslovne knjige u skladu sa zakonom.
- 25.3. Uprava je dužna u zakonom predviđenim rokovima po isteku svake poslovne godine Nadzornom odboru Društva dostaviti godišnja financijska izvješća, Godišnje izvješće o stanju Društva te prijedlog o upotrebi dobiti.
- 25.4. Nadzorni odbor će nakon ispitivanja dostavljenih izvješća i prijedloga Uprave, u pisanom obliku izvijestiti Glavnu skupštinu o rezultatima ispitivanja. Na sjednici Nadzornog odbora na kojoj se vrši ispitivanje sudjelovat će i revizor Društva te dati tražena objašnjenja.
- 25.5. U zakonom predviđenim rokovima Nadzorni odbor će pisano izvijestiti Glavnu skupštinu o provedenom nadzoru vođenja poslova Društva i rezultatima ispitivanja iz ovog članka.
- 25.6. Nadzorni odbore će izvješće o provedenom nadzoru i rezultatima ispitivanja iz ovog članka dostaviti Upravi u zakonom propisanom roku. Dade li nadzorni, odnosno upravni odbor suglasnost na godišnja financijska izvješća, time su ih utvrdili uprava i nadzorni, odnosno izvršni direktori i upravni odbor, ako oni ne odluče da se utvrđenje tih izvješća prepusti glavnoj skupštini. Odluke uprave i nadzornog, odnosno izvršnih direktora i upravnog odbora o tome moraju se navesti u izvješću nadzornog, odnosno upravnog odbora glavnoj skupštini i moraju mu se priložiti.
- 25.7. Nakon obavljenih radnji i postupaka navedenih u stavcima 1., 2., 3. i 4. ovoga članka, Uprava je dužna sazvati Glavnu skupštinu Društva koja se mora održati u rokovima određenima zakonom. Glavna skupština odlučuje osobito o uporabi dobitka, davanju razrješnice članovima Uprave i Nadzornog odbora, te o imenovanju revizora Društva.

### **Članak 26.**

- 26.1. Glavna skupština odlučuje o podijeli dobiti.
- 26.2. U slučaju da Glavna skupština odluči da se dobit ili dio dobiti podijeli dioničarima, udjeli dioničara u dobitku određuju se u obliku dividende prema broju dionica kojima raspolažu.
- 26.3. Uprava je ovlaštena, uz suglasnost Nadzornog odbora, po proteku poslovne godine iz predvidivog dijela neto dobiti isplatiti dioničarima predujam na ime dividende, i to samo onda ako privremeni račun dobitka i gubitaka za proteklu godinu pokazuje dobit. Na ime predujma

može se isplatiti najviše polovinu iznosa dobiti umanjenog za iznose koji se po zakonu i statutu moraju unijeti u rezerve Društva. Uz to isplata predujma ne može prijeći iznos polovine prošlogodišnje dobiti.

### **PRIOPĆENJA DRUŠTVA**

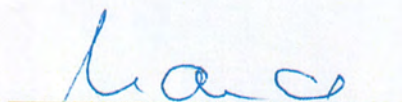
#### **Članak 27.**

- 27.1. Podaci i priopćenja Društva se objavljuju na internetskoj stranici Društva.
- 27.2. Društvo može dioničarima dostavljati informacije korištenjem elektroničkih sredstava.

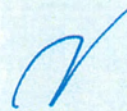
### **ZAVRŠNE I PRIJELAZNE ODREDBE**

#### **Članak 28.**

- 28.1. Ovaj Statut stupa na snagu trenutkom upisa Društva SPAN d.d. u sudski registar Trgovačkog suda u Zagrebu.
- 28.2. Opći akti društva SPAN d.o.o. koji nisu u suprotnosti s odredbama ovog Statuta i zakona ostaju na snazi.



Predsjednik Nadzornog odbora  
Ante Mandić







STALNI SUDSKI TUMAC ZA ENGLJSKI JEZIK  
CERTIFIED COURT INTERPRETER OF ENGLISH LANGUAGE  
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