



**CROATIAN FINANCIAL SERVICES SUPERVISORY AGENCY**  
**- Officially appointed mechanism for the central storage of regulated information -**

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**Official company website**

[www.span.eu](http://www.span.eu)

**Company and registered office of the issuer:** Span d.d., Koturaška cesta 47, 10000 Zagreb

**OIB:** 19680551758

**LEI:** 747800L0D5F39CX8NA43

**Home Member State:** Republic of Croatia

**ISIN:** HRSPANRA0007

**Security:** SPAN

**Regulated market:** Zagreb Stock Exchange

**Market segment:** Official market

Zagreb, May 6<sup>th</sup>, 2024

**Subject:** Invitation to the General Assembly of Span d.d.

- *Regulated information* -

we hereby delivering an Invitation to the General Assembly of Span d.d. ("Company"), that will be held on June 18<sup>th</sup>, 2024, starting at 11:00 am at the following address Savska cesta 32, HOTO Tower, 1st floor, 10000 Zagreb, Croatia.

The invitation to the General Assembly has been filed and will be published on the website of the court register, and also in all prescribed content, together with reports and other materials for the General Assembly, is published on the Company's website [INVESTORS | Span.eu](#).

An Invitation to the General Assembly of the Company is enclosed to this notice.

Span d.d.

Koturaška cesta 47, 10000 Zagreb

[investors@span.eu](mailto:investors@span.eu)

<https://www.span.eu/en/investors/>

Span d.d. for information systems, Koturaška cesta 47, CRO – 10000 Zagreb / Registered with the Commercial Court in Zagreb under registration number (MBS): 080192242 / Company identification number (OIB): 19680551758 / Equity: 3.920.000,00 eur paid in full / OTP banka d.d., Split, IBAN: HR4324070001100472815 - Zagrebačka banka d.d., Zagreb, IBAN: HR5523600001101571538 - Raiffeisenbank Austria d.d., Zagreb, IBAN: HR3124840081107677905 - Addiko Bank d.d., Zagreb, IBAN: HR1025000091101019138 -Privredna banka Zagreb d.d., Zagreb, IBAN: HR512340009111016456 / Number of issued shares: 1.960.000, nominal value per share 2,00 eur / President of the Management Board: Nikola Dujmović / Management Board Members: Marijan Pongrac, Dragan Marković, Saša Kramar / President of the Supervisory Board: Ante Mandić.

## INVITATION TO THE GENERAL ASSEMBLY OF SPAN d.d.

Pursuant to the provisions of Article 277, paragraph 2 of the Companies Act and Article 22.1 of the Statute of Span d.d., the Management Board of Span d.d., with the registered seat in Zagreb, Koturaška cesta 47 (hereinafter: Span Plc. or "the Company"), on May 6<sup>th</sup> 2024 passed the decision on the convocation of the General Assembly of the Company, and hereby invites the shareholders of the Company to the

### GENERAL ASSEMBLY

of SPAN d.d.

which will be held on June 18<sup>th</sup> 2024, starting at 11:00 a.m. at the following address:  
Savska cesta 32, HOTO Tower, 1st floor, 10000 Zagreb, Croatia

with the following agenda:

1. Election of the Chairperson of the General Assembly;
2. Annual financial statements of the Company and consolidated annual financial statements of Span Group for the business year 2023, including the Annual Report on the Status and Business Operations of the Company and Span Group for the business year 2023 and the Supervisory Board's Report on the Performed Supervision of Business Operations Management of the Company in the business year 2023;
3. Decision on the utilization of profit;
4. Decision on the approval of actions of the Members of the Management Board of the Company for the business year 2023;
5. Decision on the approval of actions of the Members of the Supervisory Board of the Company for the business year 2023;
6. Decision on the approval of the Report on remuneration to the Members of the Management Board and to the Supervisory Board Members in the business year 2023;
7. Decision on the election of Members of the Supervisory Board;

8. Decision on the appointment of the auditor of the Company and the Group for the business year 2024

Proposals of decisions of the General Assembly:

Ad 1) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

"Decision on the election of the Chairperson of the General Assembly

Mrs. Gorana Grubišić, attorney at law, is elected as Chairperson of the General Assembly of the Company for this convocation."

Ad 3) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

"Decision on the utilization of profit for the year 2023

1. In the business year that ended on 31 December 2023, Span Group achieved net consolidated profit in the amount of 1.246.634,97 eur, and the net profit of Span d.d. amounts to 461.445,38 eur.

2. Payment of a dividend in the amount of EUR 0,30 per share to the Company's shareholders is determined, in proportion to the number of shares they own.

3. Dividend shall be paid from the Company's profit realized in 2023 and partly from retained profit from previous years

4. Dividend shall be paid out to all shareholders that are registered as shareholders at the Central Depository and Clearing Company (SKDD) on 24th June 2024 (record date). Dividend payment claim matures on 5 July 2024 (payment date).

5. Date on which security of the Company will be traded without dividend payment right is 21st June 2024 (ex date).

6. This Decision shall enter into effect as at the day of its passing."

Ad 4) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following:

"Decision on the approval of actions of the Members of the Management Board for the business year 2023

I. The approval of actions will be voted separately.

II. The approval of actions is given to the President of the Management Board, Mr. Nikola Dujmović, for the management of the Company's affairs in the previous business year.

III. The approval of actions is given to the Management Board Member, Mr. Marijan Pongrac, for the management of the Company's affairs in the previous business year.

IV. The approval of actions is given to the Management Board Member, Mr. Dragan Marković, for the management of the Company's affairs in the previous business year.

V. The approval of actions is given to the Management Board Member, Mrs. Antonija Kapović, for the management of the Company's affairs in the previous business year.

VI. The approval of actions is given to the Management Board Member, Mr. Saša Kramar, for the management of the Company's affairs in the previous business year."

Ad 5) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following:

"Decision on the approval of actions of the Members of the Supervisory Board for the business year 2023

I. The approval of actions will be voted separately.

II. The approval of actions is given to the President of the Supervisory Board, Mr. Jasmin Kotur, for the supervision of the Company's affairs in the previous business year.

III. The approval of actions is given to the Deputy President of the Supervisory Board, Mr. Aron Paulić, for the supervision of the Company's affairs in the previous business year.

IV. The approval of actions is given to the Supervisory Board Member and Supervisory Board President from June 14<sup>th</sup> 2023, Mr. Ante Mandić, for the supervision of the Company's affairs in the previous business year.

V. The approval of actions is given to the Supervisory Board Member, Mr. Zvonimir Banek, for the supervision of the Company's affairs in the previous business year.

VI. The approval of actions is given to the Supervisory Board Member, Mrs. Ivana Šoljan, for the supervision of the Company's affairs in the previous business year."

VII. The approval of actions is given to the Supervisory Board Member, Mrs. Mirjana Marinković, for the supervision of the Company's affairs in the previous business year."

VIII. The approval of actions is given to the Supervisory Board Member, Mrs. Barbara Gradečak, for the supervision of the Company's affairs in the previous business year."

Ad 6) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following:

"Decision on the approval of the Report on remuneration to the Members of the Management Board and to the Supervisory Board Members in the business year 2023"

1. The revised Report on remuneration to the Members of the Supervisory Board and to the Management Board Members in the business year 2023 is hereby approved, in the text published as Attachment 1 of the Invitation to the General Assembly, together with the auditor's report, which form integral parts of this Decision.
2. This Decision shall enter into effect as at the day of its passing."

Ad 7) The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

"Decision on the election of Members of the Supervisory Board"

1. The following persons are elected as members of the Company's Supervisory Board:
  - 1.1. Mr. Ante Mandić, OIB: 96700400364, Zagreb, Stonska 1, graduate engineer in nuclear physics, holder of master's degree in technical sciences,
  - 1.2. Mr. Aron Paulić, OIB: 25363604444, Zagreb, Ulica Marina Tartaglie 18, holder of master's degree in electrical engineering,
  - 1.3. Mrs. Ivana Šoljan, OIB: 07062097987; from Zagreb, Draškovićeva ulica 12, holder of master's degree in business communications management, university Bachelor's degree in Theatre Directing and Radio Broadcasting,
  - 1.4. Mrs. Mirjana Marinković, OIB: 35088274407, Zagreb, V. Ruždjaka 27, holder of master's degree in economics,
2. Members of the Supervisory Board of the Company listed under points 1.1., 1.2., 1.3. and 1.4 of this Decision are elected for a period of 4 years, which begins on September 30, 2024.
3. This Decision shall enter into effect as at the day of its passing."

Ad 8) The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

"Decision on the appointment of the auditor of the Company and Group for the business year 2024"

The following company is hereby appointed as the auditor of the Company's and Group's operations in the business year 2024:

- Deloitte limited liability company for audit services, with headquarters in Zagreb, Radnička cesta 80, (Zagreb Tower), company registration number (MBS) 030022053, company ID (tax) number (OIB) 11686457780, registered in the Register of Audit Companies maintained by the Croatian Audit Chamber under registration number

100001360.

II. This Decision shall enter into effect as at the day of its passing.”

INVITATION AND INSTRUCTIONS FOR SHAREHOLDERS  
CONCERNING THEIR PARTICIPATION IN THE GENERAL ASSEMBLY  
(hereinafter – Instructions)

*Total number of shares and voting rights*

1. The Company's share capital is divided into 1,960,000 registered shares, in the nominal amount of EUR 2,00. All the shares are regular and registered, and the total number of voting rights on the date of publication of this Invitation is 1.949.535 shares, given that one share gives the right to one vote and that the rights from Company shares are dormant. On the day of convening this General Assembly, Span d.d. holds 10.465 Company shares.

2. Company shares exist only in the form of dematerialized securities in the computer system of SKDD. According to the Company, only those who have registered shares of the Company in their securities account at the SKDD are considered shareholders.

Share symbols

ISIN: HRSPANRA0007

Trading symbol at Zagreb Stock Exchange: SPAN

Trading symbol at Central Depository and Clearing Company: SPAN-R-A

*Invitation, time and venue of the General Assembly*

1. The shareholders of the Company are invited to participate in the work of the General Assembly to be held in Savska cesta 32, HOTO Tower, 1st floor, 10000 Zagreb, Croatia, on June 18th 2024 at 11:00 a.m.

2. The participants are invited to come to the General Assembly on June 18th 2024 at least one (1) hour prior to its scheduled beginning for the purpose of timely registration of participants and in order for the Committee for Participant Registration to make a list of participants in the work of the General Assembly. When registering, the shareholders or their proxies or representatives have to submit to the Committee a valid identification document provided under law, while the proxies who are legal persons have to submit an excerpt from the court register or other appropriate register in which the legal person concerned is entered or other appropriate public document, if such a document was not

submitted with the application for participation in the General Assembly. After they have registered, the participants may leave the General Assembly only after informing the Committee for Participant Registration, until the conclusion of the General Assembly.

### *Participation and voting at the General Assembly*

3. Each shareholder of the Company who has submitted to the Company, either personally or through their proxy or representative, an application for participation in written form and at the latest six days prior to the holding of the General Assembly, taking into account that the day the application reaches the Company is not included into that deadline, i.e., no later than June 11<sup>th</sup> 2024, shall have the right to participate in the General Assembly. A legal or natural person who is registered as Company shareholder with the SKDD on the last day for the application for participation in the General Assembly, i.e., on June 11<sup>th</sup> 2024, shall be considered a Company shareholder entitled to participate in the General Assembly.

4. The application shall have the following contents and attachments:

#### I. Application for shareholder – natural person

- Name and surname, residence, address and the total number of shares of the shareholder concerned

#### II. Application for shareholder – legal person

- Company name of the legal person, seat and address, company identification (tax) number (OIB)

- The total number of shares of the shareholder concerned

- An excerpt from the court register or from other register in which the legal person is entered or a copy of such document, a certified copy or other appropriate public document clearly showing that the application was signed by a person who is under law authorized to represent the legal person concerned shall be attached to the application

#### III. Application submitted by shareholder's proxy

##### a) Proxy – natural person:

- Name and surname, residence and address of the proxy

- List of shareholders the proxy is representing and the total number of shares of all represented shareholders

- All individual powers of authority on the recommended form shall be attached to the application

b) Proxy – legal person:

- Company name, seat and address and proxy's company identification (tax) number (OIB)

- List of shareholders the proxy is representing; for each shareholder – number of their account with the Central Depository and Clearing Company and the total number of shares of all represented shareholders

- Individual powers of authority given by shareholders in written form shall be attached to the application; if a shareholder is a legal person, the attachment shall contain an excerpt from the court register or other register in which the legal person is entered or a copy of such document, a certified copy or other public document clearly showing that the power of authority was signed by a person who is under law authorized to represent the legal person concerned.

5. For minors and legally incapable or partially capable natural persons, application shall be submitted by their statutory representative, who represents them and an original document or a copy or certified copy thereof proving the status of statutory representative shall be enclosed to the application.

6. Shareholders may be represented at the General Assembly by proxies on the basis of a valid written power of authority issued by the shareholder, or issued by a person legally authorized to represent the shareholder on behalf of a shareholder who is a legal entity.

7. The power of authority for the application for participation and/or voting at the General Assembly shall include name and surname or company name, residence or seat and address of the giver of authority, the total number of shares, name and surname or company name, residence or seat and address of the proxy, signature of the giver of authority or statutory representative or representative under law, if the giver of authority is a legal person.

The power of authority is valid only for this session of the General Assembly, that is, for the next one that will be held at the time specified in the event of a lack of quorum.

It is recommended to use forms for the application for participation in the General Assembly and for the power of authority, which can be obtained at the seat of the Company and on the web site of the Company [www.span.eu](http://www.span.eu)

8. The application for participation in the General Assembly and the power of authority, as well as any other attachment, shall be in the Croatian language; if they are in a foreign language, they shall be translated into Croatian by an authorized court interpreter.

9. Applications for participation in the General Assembly shall be submitted directly to the Company at its seat in Zagreb, Koturaška cesta 47, or sent to the Company by registered mail to the address: Span d.d., Koturaška cesta 47, 10 000 Zagreb, Attn. Legal Department.

10. Applications for participation in the General Assembly shall be considered timely submitted if they are, in accordance with these Instructions, submitted or sent by mail to the Company by 24:00 hours on June 11<sup>th</sup> 2024, at the latest. The shareholders who have failed to apply for participation in the General Assembly correctly and in accordance with these Instructions or who have failed to attach to the application the documents provided under these Instructions shall not be entitled to participate in the General Assembly.

11. Pursuant to the Statute of the Company, the General Assembly cannot pass valid decisions unless attended by the shareholders, in person or via proxy, representing more than half of the share capital of the Company (quorum). If the quorum will not be met, the General Assembly will be held on the same day with commencement at 12:00 pm, at the same venue, with the same agenda and will be able to pass valid decision notwithstanding to the amount of the capital represented.

*Shareholder rights to ask questions, request amendments to the agenda, submit counterproposals and the right on information*

12. The shareholders who intend to ask questions at the General Assembly regarding individual agenda items are hereby asked, for the purpose of efficient organization of the work of the General Assembly, to announce their intention in writing when submitting their application for participation in the General Assembly or during the registration of participants prior to the General Assembly at the latest, and to indicate the agenda item which their question or proposal will refer to and the content of their question.

13. Shareholders who together hold a twentieth part of the share capital of the Company have the right to request, after the General Assembly is convened, that an additional item is included in the agenda and published, and while doing so, the new agenda item should be accompanied by an explanation or respective decision proposal. Shareholders deliver the requests to add new items to the agenda to the seat of the Company (Span d.d., Koturaška cesta 47, 10 000 Zagreb). In order for the amended agenda to be validly published according to the Companies Act, the request to add new items to the agenda has to be received by the Company at least 30 days prior to the day the General Assembly takes place. This deadline does not include the day the request is received by the Company. In case the previously stated deadline is not observed the proposed additional items of the agenda would be considered as not validly published and no decision on them can be made at the General Assembly.

14. Shareholders have the right to submit counterproposals to the proposals submitted by the Management Board and/or Supervisory Board relating to the particular agenda item. Counterproposals, together with the names and surnames of shareholders, explanation and opinion by the Management Board shall be made available to shareholders on web pages of the Company ([www.span.eu](http://www.span.eu)), in case a shareholder submits his/her counterproposal to the seat of the Company (Span d.d., Koturaška cesta 47, 10 000 Zagreb) at least 14 days prior to the day the General Assembly takes place. The date counterproposal is received by the Company is not included in the 14-day deadline. In case the shareholder does not exercise this right, he/she shall still be entitled to make counterproposals at the General Assembly. The same applies to shareholders proposals regarding the election of the Supervisory Board Members or appointment of the auditor of the Company.

15. At the General Assembly, the Company's Management Board shall give each shareholder, upon his/her request, notices about the Company's affairs, if this is necessary for the assessment of issues on the agenda, whereby the notice may be withheld for reasons determined by the Companies Act.

16. The materials for the General Assembly, when required so under the law, will be made available to the shareholders and for issuing of copies at the office of the Company in Zagreb, Savska cesta 32, on every working day from the day on which the Invitation to the General Assembly is published to the day of the General Assembly, from 10:00 a.m. to 2:00 p.m. At the same date the materials for the General Assembly shall be published on the Company's web pages (<https://www.span.eu/hr/investitori/>). Shareholders are kindly asked to announce their arrival to the office of the Company a day in advance by sending an e-mail to Investor Relations e-mail address ([investors@span.eu](mailto:investors@span.eu)) or by calling one of the telephone numbers listed as contacts below.

In Zagreb, 6th May 2024

SPAN d.d.

Management Board

President

Nikola Dujmović

Contact:

Investor Relations:

Petra Keča Vidović | Investor Relations Manager

[investors@span.eu](mailto:investors@span.eu) | Phone +385 1 6690 210 | Mobile +385 91 6224 455

[www.span.eu](http://www.span.eu)

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Explanation of proposals of General Assembly decisions:

Ad 1) Explanation of the proposal for election of the Chairperson of the General Assembly

Attorney Gorana Grubišić is a partner in the Grubišić & Lović & Lalić law firm with many years of experience in commercial and company law. Mrs. Grubišić has extensive experience in leading the general and extraordinary assemblies of companies and in preparing the documentation prescribed by law and the articles of association so that the assembly could validly make all the necessary decisions. She also has experience in leading meetings and other bodies of commercial companies, as well as representing members at company assemblies.

It is therefore proposed that she is elected as Chairperson of the Assembly for this convocation.

Ad 2) Annual financial statements of the Company and consolidated annual financial statements of Span Group for the business year 2023, including the Annual Report on the Status and Business Operations of the Company and Span Group for the business year 2023 and the Supervisory Board's Report on the Performed Supervision of Business Operations Management of the Company in the business year 2023

Pursuant to the obligation from Article 280a, paragraph 1, item 2 of the Companies Act, Span d.d. informs its shareholders that, pursuant to Article 300d of the Companies Act and pursuant to Article 25 of the Statute of the Company, the annual financial statements of the Company and consolidated annual financial statements of Span Group for the business year 2023 are adopted both by the Management Board and the Supervisory Board and, therefore, the General Assembly does not pass a decision thereon.

The said audited financial statements, together with the auditor's report, the Annual Report on the state and operations of the Company and Span Group for the business year 2023, and the Report of the Supervisory Board on the supervision of the Company's operations in the business year 2023, will be presented to the General Assembly of the Company.

The General Assembly does not pass any decisions under this agenda item.

Ad 3) Explanation of the proposal of decision on the utilization of profit

The Management Board and the Supervisory Board of the Company propose to the General Assembly to pass a decision by which a part of the net profit in the amount of EUR 0,30 per share will be distributed to shareholders as dividend payment.

The proposed dividend is within the range declared by the Company's Dividend Policy and represents a 46,92% pay-out of the distributable profits earned in the year 2023.

Ad 4) Explanation of the proposal of decision on the approval of actions of the Members of the Management Board for the business year 2023

Pursuant to Article 280, paragraph 3 of the Companies Act, the Management Board and the Supervisory Board of the Company propose to the General Assembly to pass the decision by which approval of actions is given to the Members of the Management Board of the Company for the business year 2023. It is hereby proposed that the Assembly approves the manner of the work of the Management Board for the business year 2023.

Ad 5) Explanation of the proposal of decision on the approval of actions of the Members of the Supervisory Board of the Company for the business year 2023

Pursuant to Article 280, paragraph 3 of the Companies Act, the Management Board and the Supervisory Board propose to the General Assembly to pass the decision by which approval of actions is given to the Members of the Supervisory Board of the Company for the business year 2023. It is hereby proposed that the Assembly approves the manner of the work of the Supervisory Board for the business year 2023.

Ad 6) Explanation of the proposal on decision on the approval of the Report on remuneration to the Members of the Supervisory Board and to the Management Board Members in the business year 2023

In line with Article 272.r of the Companies Act, the Management Board and the Supervisory Board compiled the Report on remuneration paid to the members of the Supervisory Board and Management Board members in the previous business year and referred it to the Auditor for review, according to the Act.

The Auditor of the Annual Financial statements, the company Deloitte d.o.o., reviewed the Report and issued their opinion on compliance of the Report with the prerequisites stated in Article 272.r, paragraphs 1 and 2 of the Companies Act. The Report, together with the Auditors' Report, has been published as Attachment 1 of the Invitation to this General Assembly.

It is proposed to approve the Report since the Company considers the remuneration of the Management Board and Supervisory Board Members to be appropriate to the engagement and work they are performing and to the status and business affairs of the Company.

Ad 7) Explanation of the proposal of decision on the election of Members of the Supervisory Board

Based on Article 256 of the Companies Act, the Supervisory Board proposes to the General Assembly the election of Mr. Ante Mandić, Mr. Aron Paulić, Mrs. Ivana Šoljan and Mrs. Mirjana Marinković as new members of the Company Supervisory Board.

Mr. Ante Mandić is the founder of the company IN2 for the development and implementation of software and the provision of related services. By 2018, IN2 had grown into a group of 12 regional companies with more than 630 employees and was taken over by the Canadian group Constellation Software in the same year. Mr. Mandić is the majority owner of INsig2 and a business development consultant. He is an active participant in the Croatian IT community, and throughout his career he held the positions of president of associations at HUP and HGK. In 2014, the President of the Republic of Croatia awarded him the Order of Danica Hrvatska for his contribution to the development of the Croatian economy. He was declared Manager of the Year in 1999 and 2021, while in 2014 and 2018 he was declared Entrepreneur of the Year. He graduated from the Technical Military Academy in Zagreb in 1978, earning the title of graduate engineer in nuclear physics, i.e. expert in nuclear weapons. He obtained his master's degree in 1985 in the field of computer simulation.

Mr. Mandić is the founder and director of PINIMA, a limited liability company for trade and services, a member of Elevien, a limited liability company for services, founder and procurator of CERTIM PROVENTUS, a limited liability company for consulting and softman, a limited liability company for IT services, member of the supervisory board in the company HRVATSKA INDUSTRIJA ŠEĆERA joint-stock company for production and trade, founder and member of NavBiz limited liability company for IT services and Luppa Insights d.o.o. for services.

Mr. Aron Paulić started his career as a programmer, and throughout his working life he worked in system design and sales of advanced solutions. He spent most of his career in management positions in the media industry. He has been an active creator of the Croatian IT industry for 30 years, publisher of IT magazines, books and digital publications, author of numerous articles and interviews, and organizer of fairs, conferences and seminars. He started his business career in 1991 in the company AC NOVEL, where he worked in software development and sales. He graduated in 1991 at the then Faculty of Electrical Engineering of the University of Zagreb, today's FER.

From 1993 until today, he is the co-founder and director of BUG d.o.o.

The relationship between BUG d.o.o. and the Company is listed in the Annual Report of the Company for 2023.

Mrs. Ivana Šoljan graduated in theatre direction and broadcasting and business communication. Mrs. Šoljan is one of the first private entrepreneurs in Croatia, with experience in launching, financing and selling projects in the media, tourism and telecommunications industry. Since she held executive positions as executive director or board member in several management teams (IN2, Jupiter Adria, Croatian Telekom, Iskon, Europapress Holding, Z3 tv, etc.), responsible mainly for sales, marketing and business development, she also has extensive general management experience. Together with Ivica Mudrinić, she is the co-founder of the Luka Foundation, a charitable foundation that finances university tuition for gifted female students without economic means.

Mrs. Šoljan is the director or a member of the Management Board in the companies BACKSTAGE CONSULTING d.o.o., INCLUDE d.o.o. and NEST 01 d.o.o.

Mrs. Mirjana Marinković is the director of SAPIENTIA Nova d.o.o. Zagreb and a member of the Management Board of SPECIJALIST d.o.o. Zagreb. She graduated in 1998 from the Faculty of Economics of the University of Zagreb. After that, she continued her formal education by attending postgraduate studies in accounting, finance and auditing. In 2008, Mrs. Marinković was awarded by the professional organization - Croatian Association of Accountants and Financial Professionals (HZRiFD), with the annual award "Prof.dr.sc. Ferdo Spajić". She is certified as a professional TQ trainer. Her 25-year professional career began and is related to investment funds and the leasing industry in the Republic of Croatia, and includes the position of financial director/procurator on the restructuring project at Hypo in the period 2011-2012, as well as the head of Group consolidation in the restructuring project of AGROKOR Group. Mrs. Marinković specializes primarily in business start-up, risk management, IFRS/IAS and entrepreneurial activity.

Mrs. Marinković is director in the companies SAPIENTIA Nova d.o.o., SPECIJALIST d.o.o., SPECIALIST Profil d.o.o., LAZZZ d.o.o., SALTEM micro j.d.o.o., EREPTOR d.o.o., MARE ADRIATICUM NAUTIKA d.o.o. and LIME MOBILITY d.o.o.

All proposed candidates are experts in various fields of work with many years of experience in running companies, and as can be seen from the attached resumes, they possess the skills, knowledge, education and experience necessary to effectively perform the role of member of the supervisory board. By proposing candidates for the election of members of the Supervisory Board in the new mandate, the Company confirms its compliance with the provisions of the Code of Corporate Governance of the Zagreb Stock Exchange d.o.o. and the Croatian Financial Services Supervisory Agency on the independence of members and the composition of the supervisory board, which includes members of different genders, ages, profiles and experiences.

The attendance of the proposed Supervisory Board members during the previous mandate was 100%, except for Mr. Paulić with attendance of 93.3%, who did not attend one session.

When evaluating the work in the previous period, all candidates were evaluated positively. All candidates are proposed as independent.

#### Ad 8) Explanation of the proposal for the appointment of the auditor of the Company

Pursuant to Article 280, paragraph 3 of the Companies Act, the Supervisory Board of the Company proposes to the General Assembly to adopt the decision on the appointment of the company Deloitte Limited Liability Company for audit services, with headquarters in Zagreb, Radnička cesta 80, (Zagreb Tower), company registration number (MBS) 030022053, company identification (tax) number (OIB) 11686457780, registered in the Register of Audit Companies maintained by the Croatian Chamber of Auditors under registration number: 100001360. The proposal to renew the engagement of the auditor for 2024 by the Audit Committee is made based on Article 64 of the Audit Act (Official Gazette No. 127/2017, 27/2024).

## INDEPENDENT AUDITOR'S REPORT WITH EXPRESSION OF LIMITED ASSURANCE ON THE REMUNERATION REPORT FOR THE YEAR 2023

To the Management Board and Supervisory Board of SPAN d.d.

### *Scope*

Pursuant to the requirements of Article 272.r, paragraph 3 of the Companies Act and the contract concluded with SPAN d.d. ("the Company"), we have performed an engagement to express a limited assurance on the attached Remuneration Report for the year ended 31 Decemebr 2023 ("the Report") prepared by the Company's Management Board and Supervisory Board.

Our engagement with limited assurance relates to the subject matter of whether the Report contains information in accordance with Article 272.r, paragraphs 1 and 2 of the Companies Act.

### *Applicable Criteria*

The applicable criteria for determining individuals to be included in the Report and requirements related to the disclosure of their receipts are contained in the requirements of Article 272.r, paragraphs 1 and 2 of the Companies Act.

### *Responsibilities of the Management Board and the Supervisory Board*

Management Board and Supervisory Board are responsible for:

- preparing the Report for the year 2023 in accordance with the disclosure requirements outlined in Article 272.r, paragraphs 1 and 2, of the Companies Act,
- determining the individuals to be included in the Report in accordance with Article 272.r, paragraph 1, of the Companies Act,
- selecting and applying appropriate receipt policies, as well as making reasonable judgments and assessments regarding the data disclosed in the Report,
- measuring receipts for the year ended December 31, 2023, in accordance with the requirements of Article 272.r, paragraphs 1 and 2, of the Companies Act, and
- publishing the Report on the Company's website in accordance with the requirements of Article 272.r, paragraph 4, of the Companies Act.

The Management Board of the Company is responsible for designing, implementing, and maintaining a system of internal controls that reasonably ensures that the aforementioned data does not contain material errors, whether due to fraud or error. Additionally, the Management Board and the Supervisory Board of the Company are responsible for ensuring the completeness and accuracy of the documentation provided to us.

*This version of the auditor's report is translation from the original, which was prepared in the Croatian language. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of the report takes precedence over this translation.*

The company was registered at Zagreb Commercial Court: MBS 030022053; paid-in initial capital: EUR 5,930.00; Company Directors: Katarina Kadunc, Goran Končar and Helena Schmidt, Bank: Privredna banka Zagreb d.d., Radnička cesta 80, 10 000 Zagreb, bank account no. 2340009-1110098294; SWIFT Code: PBZGHR2X IBAN: HR3823400091110098294.

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## INDEPENDENT AUDITOR'S REPORT WITH EXPRESSION OF LIMITED ASSURANCE ON THE REMUNERATION REPORT FOR THE YEAR 2023 (CONTINUED)

### *Auditor's Responsibility*

Our responsibility is to issue a report on the Report in accordance with the requirements of Article 272.r of the Companies Act. We have performed an engagement to express a limited assurance in accordance with the *International Standard on Assurance Engagements 3000 (Revised) – Assurance Engagements other than Audits or Reviews of Historical Financial Information ('ISAE 3000')*. This standard requires that we comply with ethical standards and plan and perform the engagement to obtain sufficient appropriate evidence to provide a basis for our conclusion as to whether the Report contains the information required by relevant legal requirements.

### *Our Independence and Quality Management*

We have conducted the engagement in compliance with independence and ethical requirements as provided by the Code of Ethics for Professional Accountants (including International Independence Standards) ('Code') issued by the International Ethics Standards Board for Accountants. The Code is based on the principles of integrity, objectivity, professional competence and due diligence, confidentiality, and professional conduct. We comply with the International Standard on Quality Management 1, Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements ('ISQM 1') and accordingly maintain an overall management control system, including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and statutory requirements.

### *Summary of the work performed*

As part of our engagement, we have planned and performed the following procedures:

- inquiries to the Management Board, the Supervisory Board, and other individuals within the Company to gain an understanding of receipt policies and the process of compiling the Report;
- we received a list of all members of the Management Board and the Supervisory Board of the Company during 2023 and verified whether their receipts were disclosed in the Report;
- we reconciled the receipt data presented in the Report with the Company's accounting records (general ledger and subledgers) for the year ended December 31, 2023.;
- we reviewed, based on a sample, the relevant documentation of the Company (contracts and payments) related to the receipt data presented in the Report; and
- we verified whether the Report contains all the data required by the provisions of Article 272.r, paragraphs 1 and 2, of the Companies Act.

The nature and scope of our procedures were determined based on risk assessment and our professional judgment to express a conclusion with limited assurance.

The scope of the engagement to express a conclusion with limited assurance is significantly smaller than the scope of the engagement to express a conclusion with limited assurance regarding risk assessment procedures, including understanding internal control and procedures performed in response to assessed risks.

We believe that the evidence we obtained is sufficient and appropriate and forms a reasonable basis for expressing our conclusion with limited assurance.

## INDEPENDENT AUDITOR'S REPORT WITH EXPRESSION OF LIMITED ASSURANCE ON THE REMUNERATION REPORT FOR THE YEAR 2023 (CONTINUED)

### *Conclusion with an expression of limited assurance*

Based on the procedures performed and evidence obtained, nothing has come to our attention that would cause us to believe that the Report for the year 2023 prepared by SPAN d.d. does not contain information, in all material respects, in accordance with Article 272.r, paragraphs 1 and 2 of the Companies Act.

### *Limitations*

Our report is intended solely for the Management and the Supervisory Board of the Company for the purpose of reporting to the Company's Assembly on the Report prepared by the Company for the year ended December 31, 2023, in accordance with Article 272.r of the Companies Act. We permit the publication of this report on the Company's website in accordance with Article 272.r, paragraph 4, of the Companies Act. Our report does not constitute, nor is it intended to represent, legal advice on compliance with Article 272.r, paragraph 4, of the Companies Act.

In case of additional information or data provided to us, or in the event of misleading oral or written statements or explanations, our findings, interpretations, or conclusions in our Report of Independent Auditor with Limited Assurance may be incomplete or may result in the need for additional procedures that are not included in the scope of this engagement.

To the fullest extent permitted by law, we do not accept any responsibility and do not agree to any obligations to any other party, except to the Management and the Supervisory Board of the Company, regarding our work or this Report of Independent Auditor with Limited Assurance or the conclusions we have reached.

The Management and the Supervisory Board of the Company are responsible for publishing the Report on the Company's website as well as for the accuracy of the data contained therein. The scope of our work does not include a review of the aforementioned, and we do not accept any responsibility for any changes or amendments that may be made to the Report based on the Report of Independent Auditor with Limited Assurance or for any discrepancies between the report we issued and the data displayed on the Company's website.

### **Katarina Kadunc**

Director and certified auditor

For signatures, please refer to the original Croatian auditor's report, which prevails.

Deloitte d.o.o.

30 April 2024  
Radnička cesta 80,  
10 000 Zagreb,  
Republic of Croatia

In accordance with Article 272r of the Companies Act and the relevant provisions of the Corporate Governance Code of the Zagreb Stock Exchange d.d. and the Croatian Financial Services Supervisory Agency, the Management Board and Supervisory Board of Span d.d. (hereinafter: The Company or Span) have determined the following:

## **REPORT ON REMUNERATION OF MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD FOR 2023**

### **1. Introduction**

The Remuneration report of Management Board members and Supervisory Board members for the financial year 2023 has been prepared to fulfil the obligation under Article 272 r of the Companies Act.

The Remuneration Report provides information on all receipts paid by the Company or undertaken to be paid to the current and former members of the Management Board and Supervisory Board during the last financial year.

### **2. Management Board**

The Management of Span in 2023 consisted of the following members:

- Nikola Dujmović – President of the Management Board,
- Marijan Pongrac – Member of the Management Board,
- Dragan Marković – Member of the Management Board,
- Antonija Kapović – Member of the Management Board<sup>1</sup>,
- Saša Kramar – Member of the Management Board

The status of members of the Management Board is regulated through the provisions of the Statute of the Company and the Employment Contract of members of the Management Board.

#### **2.1. Receipts of members of the Management Board**

The receipts to which members of the Management Board are entitled during their work in the Company are determined by Span d.d. Remuneration Policy (hereinafter: The Remuneration Policy). The aim of Span's Remuneration Policy is to ensure balanced, sustainable and transparent receipts of Management Board members, which reward their contribution to the success of the Company.

The Remuneration Policy is based on the following principles of rewarding members of the Management Board:

- Balance and transparency of all elements of remuneration
- Rewarding performance and responsibility for results achieved
- Emphasis on fixed remuneration, which does not encourage excessive risk-taking, while variable remuneration is associated with the overall achievement of the Company's objectives
- Defining short-term and long-term goals as financial and non-financial objectives
- Remuneration should be realistic and competitive and monitor the situation and practice in the relevant IT industry market

The Company contracts with the Member of the Management Board the right to the following receipts:

- a. Monthly salary,
- b. Annual bonus,
- c. Salary supplements and benefits.

Fixed receipts represent at least 60% of total receipts.

- a. The monthly salary represents a fixed part of the receipt of a member of the Management Board, is determined by the contract concluded with the Company, and is approved by the Supervisory Board on behalf of the Company. The monthly salary does not depend on the fulfillment of the goals and performance of the member of the Management Board, but it reflects the complexity of the work, competence and legal

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<sup>1</sup> Antonija Kapović resigned from the position of Member of the Management Board, which entered into force on 31.12.2023.

and organizational responsibility of the members of the Management Board for the management of the Company's business. Since the members of the Management Board of Span act and make decisions jointly, have the same scope of responsibility in order to act in the best interests of the Company, the fixed monthly fee/salary of the members of the Management Board of the Company is defined in a single amount for all members and in 2023 amounted to gross EUR 11,945.05.

b. The annual bonus is a variable part of the receipt of a member of the Management Board and can amount to up to 40% of the annual salary of a member of the Management Board, whereby the annual salary is 12 monthly gross salaries of a member of the Management Board determined by the employment contract of a member of the Management Board concluded between an individual member of the Management Board and the Company. The purpose of the annual bonus is to reward the work performance of a member of the Management Board based on the achievement of financial and non-financial goals for a particular business year according to criteria such as: financial benchmarks, successful opening of new markets, acquisition of new international users, growth of sales of certain types of services, growth of employee satisfaction, retention of key employees or other relevant goals for human resources, etc. These benchmarks are related to the realization of the Company's strategy and business growth. At the beginning of each business year, the Supervisory Board of the Company determines the financial and non-financial objectives of the Company for that year and key performance indicators (KPIs) that will be taken into account when determining whether the set goals have been achieved. A member of the Management Board is entitled to the payment of an annual bonus according to the achieved percentage of the KPI target value determined by the Supervisory Board. The method of determining whether financial objectives have been met is the Group's annual consolidated audited financial statements, while the assessment of non-financial objectives is based on the Company's official report and/or quantitative and/or qualitative research by the relevant independent partners. The decision on the payment as well as on the amount of the annual bonus is made by the Supervisory Board of the Company within 30 days from the date of adoption of the annual financial statements for the year for which the annual bonus relates by the General Assembly of the Company.

c. Benefits and salary supplements of management board members are a company car assigned to use 24 hours a day, additional health insurance and a personal liability insurance policy.

The determination of the level and type of remuneration took into account relevant business practices in determining remuneration for management staff and the conditions and practices in the IT industry market.

#### 2.1.1. Receipts of members of the Management Board in 2023

The amount of gross income paid in 2023 (regardless of the period to which the payment relates) for members of the Management Board of Span d.d. is shown in the table below:

Name and surname	Annual gross salary/fee (Gross 2)	%	Other receipts	%	Variable part paid in cash	%	Variable part of the stock / annual bonus for 2022	%	Total annual receipt paid
	1	2	3	4	5	6	7	8	9 (1+3+5+7)
Nikola Dujmović	174,475 €	77.47%	2,161 €	0.96%	995 €	0.44%	47,590 €	21.13%	225,221 €
Marijan Pongrac	173,093 €	77.66%	1,206 €	0.54%	995 €	0.45%	47,590 €	21.35%	222,884 €
Dragan Marković	172,103 €	64.09%	2,161 €	0.80%	995 €	0.37%	93,269 €	34.73%	268,529 €
Antonija Kapović	168,933 €	64.04%	2,294 €	0.87%	995 €	0.38%	91,566 €	34.71%	263,788 €
Saša Kramar	174,143 €	64.33%	2,294 €	0.85%	995 €	0.37%	93,269 €	34.45%	270,702 €

\*Other receipts - hot meal, Christmas bonus, jubilee awards, grants, gift to children, voluntary pension pillar, additional health insurance

### 2.1.2. Variable remuneration

Variable remuneration paid in June 2023 refers to the annual bonus for 2022 awarded to board members in shares in accordance with Article 6. of Remuneration Policy. In accordance with point 2.1.4 of the Report on receipts of members of the Management Board and Supervisory Board of Span d.d. for 2022 "Awarding of a one-time award", which was approved by the Decision of the General Assembly of 14 June 2023, members of the Management Board of The company Antonija Kapović, Saša Kramar and Dragan Marković were awarded a one-time award for their exceptional contribution to the preservation of business continuity of TOV Span Ukraine and the establishment and management of a crisis relief team employees of TOV Span Ukraine. The award is expressed in monetary amount in accordance with the scope of work of an individual member, which was determined by the Decision on the establishment of a crisis team for TOV Span Ukraine, and was awarded in the company's own shares, namely 574 shares to Mr. Dragan Marković, 574 shares to Mr. Saša Kramar and 477 shares to Mrs. Antonija Kapović.

In addition, 94 shares were allocated according to the ESOP program to Board member Antonija Kapović in October 2023, and the amount was recalculated based on the last trading price of shares on the Zagreb Stock Exchange on the day before the award, 11.10.2023.

The total number of allocated shares in 2023 in the name of variable remuneration listed in the above point for members of the Management Board of Span d.d. is shown in the table below, and the amount was recalculated based on the last trading price of the share on the Zagreb Stock Exchange on the day before the award, 20 June 2023:

Name and surname	Number of shares allocated	Total amount of receipt in shares
Nikola Dujmović	598	47,590 €
Marijan Pongrac	598	47,590 €
Dragan Marković	1,172	93,269 €
Antonija Kapović	1,169	91,566 €
Saša Kramar	1,172	93,269 €
<b>TOTAL</b>	<b>4709</b>	<b>373,283 €</b>

### 2.1.3. Reservation of the amount for the payment of the annual bonus

Pursuant to Article 5. Remuneration policies- *Annual bonus*, in 2023, the amounts listed below are reserved for the payment of the annual bonus for the Management Board for 2023, which will be paid in 2024 after the adoption of the annual financial statements in case of achievement of the prescribed goals. The total reserved amount of the annual bonus for 2023, which may amount to a maximum of 40% of the annual salary of a member of the Management Board in accordance with Article 6 of the Regulations. The receipt policy was converted into a corresponding number of shares, and the reservation was made on the basis of the last share trading price on the Zagreb Stock Exchange on 29 December 2023 (EUR 50).

Name and surname	Number of reserved shares	Total amount of receipt in shares
Nikola Dujmović	441	29.000
Marijan Pongrac	441	29.000
Dragan Marković	441	29.000
Antonija Kapović	441	29.000
Saša Kramar	441	29.000
<b>TOTAL:</b>	<b>2,205</b>	<b>145.000</b>

In accordance with Article 5. of the Remuneration Policy the decision on the payment as well as the amount of the annual bonus for 2023 is made by the Supervisory Board of the Company within 30 days from the date of adoption of the annual financial statements for 2023 by the General Assembly of the Company. On the day of the award, the amounts of annual bonuses will be converted into the number of shares in accordance with the current Remuneration Policy.

## 2.2. Comparative presentation of the company's income/profit movements and receipts of Management Board members

Year	in '000 EUR		in EUR	
	Total revenues of the Company	The Company's net profit	Average gross annual earnings per worker	Average gross annual receipt of members of the Management Board of the Company
2019	44,959	421	29,575	103,355
2020	55,492	862	31,652	152,569
2021	72,862	2,569	35,934	185,378
2022	92,455	5,567	37,623	207,442
2023	100,882	461	40,163	249,588

In the calculation of the average gross annual salary of workers, fixed parts of workers' compensation (regular salaries, allowances for shift work, preparedness, overtime, etc.), variable parts such as annual bonuses (quarterly incentives or various rewards for work performance) and all material rights (compensation for transport costs, hot meals, accommodation, christmas bonuses, jubilee awards, grants, gifts to children, etc.) were taken into account. The number of workers for each year was calculated as the average of the final condition during the year worked.

The average gross annual remuneration of board members also took into account all fixed and variable compensation parts paid during the specified period.

## 2.3 Additional information

The amount of remuneration paid to Management Board members shall be determined with the aim of attracting, motivating and retaining qualified personnel and promoting sound and effective risk management and deterring risk-taking beyond a level acceptable to the Company.

In 2023, the company did not demand the return of any variable part of the salary.

Members of the Management Board have not been paid, nor is there an obligation to pay receipts from third parties in connection with the tasks they performed as members of the Management Board of Span d.d.

Pursuant to the Agreement on termination of the employment contract of a member of the Management Board, the Company was obliged to pay severance fee in the gross amount of EUR 83,495.90 until 31 March 2024, i.e. in the amount of 6 (six) monthly gross salaries and compensation in the amount of EUR 38,522.79 based on the competition ban referred to in Articles 14 and 15 of the Employment contract of a member of the Management Board during the period from April 1 to July 1, 2024.

The annual bonus for the results achieved for 2023 will be paid according to item 2.1.3 of this Remuneration Report.

### 3. Supervisory Board

During 2023, the Company's Supervisory Board consisted of the following members:

- Ante Mandić – President of the Supervisory Board elected on 14 June 2023,
- Aron Paulić – Deputy President of the Supervisory Board
- Ivana Šoljan – Member of the Supervisory Board appointed on 14 June 2023
- Mirjana Marinković – Member of the Supervisory Board appointed on 14 June 2023
- Barbara Građevak - Member of the Supervisory Board- workers' representative appointed on December 29, 2023
- Jasmin Kotur - President of the Supervisory Board and Member until June 14, 2023
- Zvonimir Banek - Member of the Supervisory Board until 14 June 2023

Members of the Supervisory Board, Mr. Jasmin Kotur and Zvonimir Banek resigned from the Supervisory Board of the Company with entry into force on 14 June 2023.

#### 3.1. Remuneration of members of the Supervisory Board

In accordance with the provisions of the Remuneration Policy, members of the Supervisory Board receive an award for their work in accordance with a special decision of the General Assembly of the Company. The amount of the award is determined by the General Assembly in that decision. The award is determined in a fixed amount after the Supervisory Board meeting.

Remunerations for the work of members of the Supervisory Board paid until June 14, 2023 are determined by the Decision of the General Assembly of the Company on the receipts of members of the Supervisory Board from 13 June 2022 in the amount of EUR 829.52 gross per session. The aforementioned decision was valid until the Decision of the General Assembly of the Company on the remuneration of the members of the Supervisory Board of 14 June 2023, which increased the fee to the amount of EUR 1,000.00 gross.

Name and Surname	Function	Total gross compensation paid
Ante Mandić	President of the Supervisory Board	5,900 €
Aron Paulić	Deputy President of the Supervisory Board	4,825 €
Ivana Šoljan*	Member of the Supervisory Board	3.225 €
Mirjana Marinković*	Member of the Supervisory Board	3.225 €

Former members of the Supervisory Board who were paid benefits during 2023:

Name and Surname	Function	Total gross compensation paid
Jasmin Kotur**	President of the Supervisory Board	2,675 €
Zvonimir Banek**	Member of the Supervisory Board	2,675 €

For the purpose of independence and complete objectivity of board members, the awards of the Supervisory Board do not depend on the company's results and do not contain a variable part.

All taxes, surtaxes, contributions and/or other benefits are withdrawn from the gross amount of the award.

\*For the period from June 14, 2023

\*\*For the period up to June 14, 2023



### 3.2. Additional information

During 2023, the Company did not provide any advances or loans to members of the Supervisory Board.

The Company had obligations in 2023 in the amount of EUR 54,960 under business cooperation agreements towards the company B U G d.o.o., whose director is Aron Paulić for the realization of the media and sponsorship package. It is a multi-year business cooperation that includes promotional activities such as advertising services, advertising campaigns, writing PR articles in its editions (bug.hr, mreza.bug.hr, BUG magazine, Mreža magazine) and sponsorships at conferences relevant to the IT industry (sponsorship Bug, debug conferences with media coverage on debug.hr pages).

## 4. Approval of Reports

The Remuneration Report of the Management Board and Supervisory Board of Span d.d. was approved and adopted by the Management Board and Supervisory Board on 30 April 2024.

In Zagreb, April 30, 2024.

Handwritten signature of Nikola Dujmović in blue ink.

President of the Management Board:

Nikola Dujmović

Handwritten signature of Ante Mandić in blue ink.

President of the Supervisory Board:

Ante Mandić