

INDEPENDENT LIMITED ASSURANCE REPORT ON THE REMUNERATION REPORT FOR THE YEAR 2021

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

We were engaged by the Management Board of SPAN d.d. ("Company") to conduct, in accordance with the provisions of Article 272.r paragraph 3 of the Companies Act, a limited assurance engagement for the accompanying Remuneration Report for the year ended on 31 December 2021 ("Remuneration Report"), prepared by the Management Board and the Supervisory Board of the Company.

Our task is, based on procedures conducted and evidence collected, to provide a conclusion in the form of an independent limited assurance report on the examined Remuneration Report.

Subject matter

Pursuant to the provisions of Article 272.r paragraph 3 of the Companies Act and the contract concluded with the Company, we conducted a limited assurance engagement for the accompanying Remuneration Report for the year ended on 31 December 2021 ("Remuneration Report") prepared by the Management Board and the Supervisory Board of the Company.

Applicable criteria

The applicable criteria for determining individuals to be included in the Remuneration Report and requirements concerning the disclosure thereof have been defined in the provisions of Article 272.r paragraphs 1 and 2 of the Companies Act.

Responsibilities of the Management Board and the Supervisory Board

The Management Board and the Supervisory Board of the Company are responsible for:

- Preparing the Remuneration Report for the year 2021 in line with the disclosure requirements specified in Article 272.r paragraphs 1 and 2 of the Companies Act,
- Specifying individuals to be included in the Remuneration Report in line with Article 272.r paragraph 1 of the Companies Act,
- Selecting and applying relevant remuneration policies as well as making reasoned judgments and assessments concerning data disclosed in the Remuneration Report,
- Measuring remuneration for the year ended 31 December 2021 in line with the provisions of Article 272r paragraphs 1 and 2 of the Companies Act,
- Releasing the Remuneration Report on the Company website in line with the provisions of Article 272.r paragraph 4 of the Companies Act.

The Management Board of the Company is responsible for the design, implementation and maintenance of internal control systems that reasonably ensure that the data described above does not contain material misstatements, whether due to fraud or error. Additionally, the Management Board and the Supervisory Board of the Company are responsible to ensure completeness and accuracy of documentation provided to us.

The company was registered at Zagreb Commercial Court: MBS 030022053; paid-in initial capital: Kn 44,900.00; Company Directors: Marina Tonžetić, Dražen Nimžević, Katarina Kadunc; Bank: Privredna banka Zagreb d.d., Radnička cesta 50, 10 000 Zagreb, bank account no. 2340009-1110098294; SWIFT Code: PBZGHR2XIBAN: HR3823400091110098294.

Deloitte refers to one or more of Deloitte Touche Tohmatsu Limited ("DTTL"), its global network of member firms, and their related entities (collectively, the "Deloitte organization"). DTTL (also referred to as "Deloitte Global") and each of its member firms and related entities are legally separate and independent entities, which cannot obligate or bind each other in respect of third parties. DTTL and each DTTL member firm and related entity is liable only for its own acts and omissions, and not those of each other. DTTL does not provide services to clients. Please see www.deloitte.com/en/about to learn more.

INDEPENDENT LIMITED ASSURANCE REPORT ON THE REMUNERATION REPORT FOR THE YEAR 2021 (CONTINUED)

Our responsibilities

We have completed our assurance engagement in line with Article 272.r paragraph 3 of the Companies Act and in line with the *International Standard for Assurance Engagements 3000 – (Revised) – Assurance Engagements other than Audits or Reviews of Historical Financial Information (ISAE 3000)*. This regulation requires us to meet the relevant ethical standards and plan and perform our engagement in a way that enables us to use evidence obtained to form our conclusion on whether the report contains information stipulated in the relevant legal requirements.

Quality assurance

We apply the *International Standard on Quality Management 1 (ISQM1)*, and in accordance with the above, we maintain an overall quality control system including documented policies and procedures related to the compliance with the ethical requirements and professional standards, and with applicable legal and regulatory requirements.

We comply with the independence and other ethical requirements set out in the Code of Ethics for Professional Accountants, which sets out the basic principles of integrity, objectivity, professional competence and due diligence, confidentiality and professional conduct.

Summary of the work performed

The nature and scope of our procedures are determined in terms of assessment of risk and our professional judgment in order to obtain limited assurance.

Concerning the engagement subject, we implemented the following procedures:

- We made inquiries to the members of the Management Board, the Supervisory Board and other Company staff in order to acquire understanding of remuneration policies and the Remuneration Report preparation procedures;
- We obtained from the Company a list of all the members of the Management Board and the Supervisory Board of the Company during 2021 and verified whether their remuneration was disclosed in the Remuneration Report;
- We adjusted information on the remuneration shown in the Remuneration Report with the accounting records of the Company (general and special ledgers) for the year ended 31 December 2021;
- We verified, based on a sample, the relevant documentation of the Company (contracts and payments) related to remuneration data disclosed in the Remuneration Report; and
- We verified whether the Remuneration Report contains all data required by the provisions of Article 272.r paragraphs 1 and 2 of the Companies Act.

The scope of the limited assurance engagement is substantially smaller than the scope of the reasonable assurance engagement in terms of risk assessment procedures including the understanding of internal controls and procedures implemented in response to the risks assessed.

We believe that the evidence we obtained is sufficient and adequate to make an appropriate basis for our limited conclusion.

INDEPENDENT LIMITED ASSURANCE REPORT ON THE REMUNERATION REPORT FOR THE YEAR 2021 (CONTINUED)

Limited assurance conclusion

Based on the procedures performed and evidence collected, nothing attracted our attention prompting us to believe that the Remuneration Report for the year 2021 prepared by SPAN d.d. did not contain data, in all material aspects, in line with Article 272.r paragraphs 1 and 2 of the Companies Act.

Limitations on the use of our Report

Our Report is intended solely for the Management Board and the Supervisory Board of the Company for the purpose of reporting on the Remuneration Report prepared by the Company for the year ended 31 December 2021 in line with Article 272.r of the Companies Act. We allow publication of this report on the Company website in line with provisions of Article 272.r paragraph 4 of the Companies Act. Our Report is not, nor does it constitute, a legal opinion on the compliance with Article 272.r paragraph 4 of the Companies Act.

In case of additional information or data provided to us, or in case of misleading oral or written statements or explanations, our findings, interpretations or conclusions in our independent report with the limited assurance engagement might be incomplete or might result in a need for additional procedures not included in the scope of this engagement.

To the greatest extent as permitted by law, we do not accept any responsibility and do not accede to any obligations to any party other than the Management Board and the Supervisory Board of the Company, related to our work or this independent report with limited assurance engagement or conclusions we came to.

The Management Board and the Supervisory Board of the Company are responsible for publishing the Remuneration Report on the Company website, and the accuracy of the data contained. The scope of our published work does not include the review of the above and we do not take any responsibility for any amendments that could occur in the Remuneration Report based on the Independent assurance engagement report or any difference between the report we issued and the data disclosed on the Company website.

Marina Tonžetić

Director

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

Deloitte d.o.o.

29 April 2022

Radnička cesta 80

10 000 Zagreb

Republic of Croatia

Pursuant to Article 272.r of the Companies Act (Official Gazette no. 111/1993, 34/1999, 121/1999, 52/2000, 118/2003, 107/2007, 146/2008, 137/2009, 111/2012, 125/2011, 68/2013, 110/2015, 40/2019, 34/2022, hereinafter referred to as: Companies Act), the Management Board and the Supervisory Board of SPAN d.d. (hereinafter referred to as: Company or Span d.d.) hereby compile the following:

REMUNERATION REPORT FOR THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD FOR 2021

1. Introduction

The Remuneration Report for members of the Management Board and the Supervisory Board of Span d.d. for the 2021 financial year is made with a purpose of meeting the obligation from Article 272.r of the Companies Act.

The Remuneration Report provides information on all the remuneration the Company paid to or undertook to pay to the current and former member of the Management Board and the Supervisory Board during the last financial year.

On the date of compilation of the Report, Span d.d. has not adopted the Remuneration Policy.

Given that the shares of SPAN d.d. were listed on the regulated market of the Zagreb Stock Exchange on 21 September 2021, the Supervisory Board of SPAN d.d. pursuant to Articles 247 and 276a of the Companies Act will propose to the General Assembly to adopt a decision, at the session in 2022, on adopting the Remuneration Policy to be submitted by the Supervisory Board.

The remuneration of members of the Management Board that was paid during 2021, or which the Company undertook to pay before the adoption of the Remuneration Policy, were paid in line with the provisions of the Articles of Association of the Company, the Employment Contract of the members of the Management Board and the Decision of the Supervisory Board on the variable part of remuneration for the performance of members of the Management Board for 2021. Remuneration and valuation of the work of the Management Board of Span d.d. is focused on the sustainable development and growth of the Company.

Remuneration for the work of the members of the Supervisory Board is defined and approved by a Decision of the General Assembly on remuneration of members of the Supervisory Board of 19 February 2021 for the period from 1 January 2021 until the adoption of the Decision of the General Assembly on remuneration of the members of the Supervisory Board for 2021, which was adopted on 18 June 2021.

The Remuneration Report provides information on all remuneration the Company paid to or undertook to pay to the current and former member of the Management Board and the Supervisory Board during the last financial year. The remuneration strategy is oriented to accomplishment of the company goals. By constructing rewarding schemes, the Company strives to adjust the amount of the total remuneration of the managers and employees to their personal interests, the Company strategic goals and to interests of the shareholders of the Company.

2. Management Board

The Management Board of Span d.d. included 6 members by 30 November 2021, and 5 members as of 30 November 2021. All 6 members exercise the right to remuneration based on the employment contract of members of the Management Board and the Decision of the Supervisory Board on the variable part of remuneration for the achieved results of members of the Management Board for 2021.

In 2021, the Management Board of Span d.d. 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
- Saša Kramar – Member of the Management Board, and
- Damir Bočkal – Member of the Management Board by 30 November 2021

The status of the members of the Management Board is regulated through provisions of the Company Articles of Association and employment contracts of members of the Management Board.

2.1 Remuneration of members of the Management Board

In 2021, the members of the Management Board of Span d.d. exercised their right to the following remuneration:

- Monthly salary,
- Annual bonus,
- Allowances and fringe benefits

All the above remuneration, including cash and non-cash one, is related to the values and strategies of the Company. The remuneration is fixed and variable. The fixed remuneration reflects relevant professional experience, competence and organizational responsibility of the members of the Management Board whereas the variable remuneration is based on the performance.

Since the members of the Management Board of Span d.d. act and adopt decisions jointly, they have the same scope of responsibilities so that to act in the best interest of the Company, the fixed monthly remuneration/salary for membership in the Management Board of the Company is defined as a single amount for all the members and amounts to gross HRK 75,000. The monthly salary does not depend on meeting the goals and performance of a member of the Management Board but reflects the complexity

of jobs, competence and legal and organizational responsibilities of the members of the Management Board for managing the operations of the Company.

Defining the variable part of the salary/bonuses for the members of the Management Board of Span d.d. is related to rewarding work performance of the members of the Management Board based on their meeting financial and non-financial criteria set by the Supervisory Board for 2021.

The amount of gross remuneration in 2021 (independent on the period which the disbursement relates to) for the members of the Management Board of Span d.d. is presented in the table below:

Name and surname	Gross annual salary/remuneration (Gross 2)	%	Other receipts	%	Variable part shares	%	Total disbursed annual remuneration
	1	2	3	4	5	6	7 (1+3+5)
Nikola Dujmović	HRK 1,115,433	81%	HRK 20,820	2%	HRK 240,408	17%	HRK 1,376,661
Marijan Pongrac	HRK 1,089,900	72%	HRK 14,320	1%	HRK 400,681	27%	HRK 1,504,901
Dragan Marković	HRK 1,075,454	81%	HRK 17,820	1%	HRK 240,408	18%	HRK 1,333,682
Antonija Kapović	HRK 1,072,144	81%	HRK 19,020	1%	HRK 240,408	18%	HRK 1,331,572
Saša Kramar	HRK 1,128,667	84%	HRK 18,420	1%	HRK 200,340	15%	HRK 1,347,427
Damir Bočkal	HRK 1,003,269	71%	HRK 3,960	0%	HRK 400,681	28%	HRK 1,407,910

*Other receipts - transportation, Christmas allowance, jubilee awards, supports, gift for children, non-taxable rewards, voluntary pension pillar

The variable remuneration paid out in April 2021 relates to reward for 2020, and is derived from the allocated shares as stated below:

Name and surname	Number of allocated shares	Total amount of receipt in shares
Nikola Dujmović	300	240,408
Marijan Pongrac	500	400,681
Dragan Marković	300	240,408
Antonija Kapović	300	240,408
Saša Kramar	250	200,340
Damir Bočkal	500	400,681
TOTAL		1,722,926

Based on the Decision of the Supervisory Board on the variable part of the remuneration for achieved results by the members of the Management Board for 2021, the amounts below were reserved on behalf of the variable remuneration for the members of the Management Board in 2021.

- Annual bonus

The annual bonus is defined in line with the accomplishment of financial and non-financial goals and related KPIs for 2021. In case the KPIs are met, the highest amount of the annual bonus that can be paid to any member of the Management Board is 1,000 shares of SPAN.

Name and surname	Number of allocated shares	Total amount of receipts in shares
Nikola Dujmović	1000	282,723
Marijan Pongrac	1000	282,723
Dragan Marković	1000	282,723
Antonija Kapović	1000	282,723
Saša Kramar	1000	282,723
Damir Bočkal	1000	282,723
TOTAL:	6000	1,696,335

- IPO bonus

In addition to the annual bonus, the members of the Management Board who are also the members of the IPO project team are entitled to a bonus that relates to remuneration for participation in the procedure for enlisting the Company on the market of the Zagreb Stock Exchange and the Initial Public Offering (IPI) of shares, according to their engagement.

Name and surname	Number of shares intended for allocation	Total amount of remuneration in shares in HRK
Dragan Marković	526	148,712
Antonija Kapović	223	63,047
Saša Kramar	526	148,712
TOTAL:	1275	360,471

A decision on payment and the amount of the total bonus is taken by the Supervisory Board within 30 days from the date the annual financial statements for 2021 have been adopted.

2.2. Comparative presentation of movements of revenues/profits of the Company and receipts of the members of the Management Board

Year	in HRK '000		in HRK	
	Total revenues of the Company	Net profit of the Company	Average gross annual receipts per employee	Average gross annual receipts per member of the Company Management Board
2017	323,442	8,865	211,690	796,528
2018	353,775	9,346	222,416	802,881
2019	338,740	3,172	222,833	778,731
2020	418,102	6,496	238,480	1,149,532
2021	548,980	19,359	270,746	1,396,733

The calculation of the average gross annual receipts of employees takes into account the fixed parts of the compensation of the employee (regular salary, allowances for work in shifts, alert-by, overtime etc.), variable parts such as the annual bonus (quarterly incentives or various remuneration for work performance) and all material rights (compensation for transportation expenses, Christmas allowances, jubilee awards, supports, gifts for children, etc.). The number of employees for an individual year is calculated as the average of the final status during the working year.

The average gross annual remuneration of the members of the Management Board has also taken into account both fixed and variable parts of remuneration paid during the stated period.

2.3. Additional information

The amount of remuneration paid to the members of the Management Board is defined with the purpose of attracting, motivating, and retaining skilled staffs and promoting the good and effective risk management and discouraging risk-taking above the level the Company deems acceptable.

In 2021, the Company did not request refund of any variable part of the salary.

During 2021, there were changes of members of the Management Board of Span d.d. (Damir Bočkal was the Member of the Management Board by 30 November 2021), however, there were no payments by the Company based on early cessation of the membership in the Management Board.

The members of the Management Board were also not paid nor is there any liability for payment of receipts from third parties in relation to jobs they performed as the members of the Management Board of Span d.d.

3. Supervisory Board

The Supervisory Board of Span d.d., in line with the Articles of Association, supervises the work of the Management Board, and consists of 4 members who exercise their right to remuneration for their participation in the Supervisory Board in line with a Decision of the General Assembly of the Company.

During 2021, from 1 January to 31 December, the Supervisory Board of Span d.d. consisted of the following members:

- Jasmin Kotur – President of the Supervisory Board,
- Aron Paulić – Vice-President of the Supervisory Board (changed position of the member of the Management Board as of 14 October 2021)
- Zvonimir Banek – Member of the Supervisory Board (stopped being the Vice-President of the Supervisory Board on 14 October 2021),
- Ante Mandić – Member of the Supervisory Board,

Jasmin Kotur and Zvonimir Banek, members of the Supervisory Board, are also employees of the Company. In the tables below, the fixed remuneration for the stated persons relates only to compensation for work as the members of the Supervisory Board and does not include their remuneration based on the employment contracts as employees of the Company.

3.1. Remuneration of members of the Supervisory Board

Remuneration for the work of the members of the Supervisory Board was defined and approved by Decision of the General Assembly on receipts of members of the Supervisory Board of 19 February 2021 in the amount of HRK 2,500.00 gross per session for the period from 1 January 2021 until the adoption of the Decision of the General Assembly on remuneration of the members of the Supervisory Board for 2021, adopted on 18 June 2021, by which the remuneration for work of the members of the Supervisory Board was determined in the amount of HRK 6,250 per session.

Name and surname	Position	Total paid gross remuneration for 2021
Jasmin Kotur	President of the Supervisory Board	22,844
Zvonimir Banek	Member of the Supervisory Board	22,844
Ante Mandić	Member of the Supervisory Board	14,781
Aron Paulić	Vice-President of the Supervisory Board	14,781

Former Members of the Supervisory Board who were paid remuneration during 2021 for sessions that took place in 2020:

Name and surname	Position	Total paid gross remuneration for 2021
Denis Smolar	Member of the Supervisory Board	8,063
Herbert Zornpfenning	Member of the Supervisory Board	8,063

The Company believes that the remuneration paid to the members of the Supervisory Board corresponds to the engagement and jobs they perform within the Board and the status and operations of the Company.

3.2. Additional information

In order to keep their independence and objectivity, remuneration of the members of the Supervisory Board does not depend on the results of the Company and does not contain a variable part of the remuneration (bonus) or entitlement to any additional receipt/benefit in kind.

During 2021, the Company did not give any advance payments or loans to members of the Supervisory Board.

In 2021, the Company had liabilities in the amount of HRK 293,314 under a contract on business cooperation towards B U G d.o.o., a company whose director is Aron Paulić. This is a years-long business cooperation that includes services of announcement, advertising campaigns, writing PR articles and sponsorships at conferences relevant for the IT industry (sponsorship of Bug Future Show, Fintech conference, debug conference with media coverage on debug.hr sites).

During 2021, there was no change of members of the Supervisory Board.

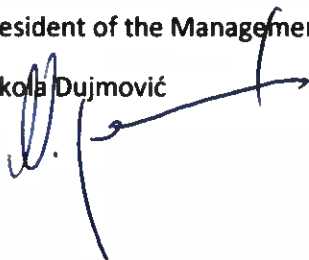
4. Approval of the Report

The Remuneration Report for the Management Board and the Supervisory Board of Span d.d. was approved and adopted by the Management Board and the Supervisory Board on 29 April 2022.

In Zagreb, 29 April 2022

President of the Management Board:

Nikola Dujmović



President of the Supervisory Board:

Jasmin Kotur

