

# BOSQAR INVEST

## REPORT ON REMUNERATION OF MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD FOR THE YEAR ENDED DECEMBER 31, 2024, WITH THE INDEPENDENT AUDITOR'S LIMITED ASSURANCE REPORT

ZAGREB, April 25, 2025

This version of the remuneration report is a 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 annual report takes precedence over this translation.

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## INDEPENDENT AUDITOR'S REPORT WITH EXPRESSION OF LIMITED ASSURANCE ON THE REMUNERATION REPORT FOR THE YEAR 2024

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

### Scope

Pursuant to the requirements of Article 272.r of the Companies Act and the contract concluded with the Company, we have performed an engagement to express a limited assurance on the attached Remuneration Report for the year ended 31 December 2024 ("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 2024 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, 2024, 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.

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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 2024 (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 2024 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, 2024;
- 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 reasonable 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 2024 (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 2024 prepared by BOSQAR 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 General Assembly on the Report prepared by the Company for the year ended December 31, 2024, 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.

25 April 2025  
Radnička cesta 80,  
10 000 Zagreb,  
Republic of Croatia

Pursuant to the provision of Article 272r of the Companies Act (Official Gazette 111/1993, 34/1999, 121/1999, 52/2000, 118/2003, 107/2007, 146/2008, 137/2009, 125/2011, 111 / 2012, 68/2013, 110/2015, 40/2019, 34/2022, 114/2022, 18/2023, 130/2023, 136/2024; "**Companies Act**"), the Management Board of BOSQAR d.d., Zagreb, Ulica grada Vukovara 23, entered in the court register of the Commercial Court in Zagreb under the company's (court) registration number (MBS): 081210030, OIB: 62230095889 (hereinafter: "**the Company**" and/or "**BOSQAR d.d.**") compiles the following

## REPORT

### on remuneration of members of the Management Board and the Supervisory Board for the year 2024

#### INTRODUCTION

During the last business year (2024), the following persons were, or still are, members of the Management Board and/or the Supervisory Board of the Company:

#### Management Board:

- i. **Darko Horvat, President of the Management Board**
- ii. **Tomislav Glavaš, Member of the Management Board**

#### Supervisory Board:

- i. **Tamara Sardelić, President of the Supervisory Board** since April 17, 2023, to which position she is still appointed, member of the Supervisory Board from December 3, 2018 with an extension of her mandate from November 15, 2022;
- ii. **Philipp Rösler, Deputy President of the Supervisory Board** from July 10, 2023, to which position he is still appointed, member of the Supervisory Board from June 27, 2023;
- iii. **Ulf Gartzke, Member of the Supervisory Board** since July 01, 2020 with an extension of the mandate from July 01, 2024, to which position he is still appointed;
- iv. **Joško Miliša, Member of the Supervisory Board** since July 01, 2020 with an extension of the mandate from July 01, 2024, to which position he is still appointed;
- v. **Ana Babić, member of the Supervisory Board - employees representative** from May 16, 2023, to which position she is still appointed.

Pursuant to the provisions of Article 272r of the Companies Act, the Management Board of the Company hereby reports that the above-mentioned members of the Management Board and the Supervisory Board of the Company were remunerated in 2024 as follows:

#### 1. Fixed and variable parts of the remuneration of the members of the Management Board and the Supervisory Board of the Company

##### 1.1. The Management Board of BOSQAR d.d.

With the remuneration policy for members of the Management Board approved by the General Assembly of the Company on June 27, 2023, the Company places special emphasis on personal development, stimulating environment, work environment and aims to attract and retain quality and capable professionals, which, without a doubt, contributes to the business strategy and long-term development of the Company.

The amounts of remuneration paid to the members of the Management Board and the manner of determining these amounts are defined in order to motivate, promote effective risk management, and achieve the strategic goals of the Company.

**1. Fixed and variable parts of the remuneration of the members of the Management Board and the Supervisory Board of the Company (continued)**

In addition to the fixed part of remuneration, members of the Management Board are also entitled to a variable part of remuneration, i.e., bonuses, which are determined and paid in accordance with the decision of the Supervisory Board and criteria defined by the Supervisory Board, and which will primarily include the achievement of key financial indicators and indicators related to sustainable business ("ESG" - environmental, social and corporate governance). The payment of the variable part of the remuneration of the members of the Management Board, i.e., bonuses, is generally paid (assuming the fulfillment of the criteria defined by the Supervisory Board) by the allocation of the Company's own shares according to their market value, by payment in money or by a combination of the aforementioned. The Supervisory Board is responsible for determining whether all conditions and preconditions for the payment of bonuses to a certain member of the Management Board are met, and provided that a certain member of the Management Board has earned the right to bonus payment, the Supervisory Board determines how many shares a certain member of the Management Board is entitled to. This procedure aims to ensure that the bonuses of the members of the Management Board are balanced, sustainable, and transparent. In addition, the aim is to motivate and retain qualified members of the Management Board and promote good and effective risk management and discourage members of the Management Board from assuming risks that exceed the level of acceptable risk.

Following the above, in 2024, the members of the Management Board were paid the following remuneration in gross (I) amounts:

**REMUNERATION OF MANAGEMENT BOARD MEMBERS IN 2024**

Member	Fixed remuneration	%	Variable remuneration	%	Total	%
Darko Horvat	202,076.14 €	100%	-	100%	202,076.14 €	100%
Tomislav Glavaš	201,572.36 €	100%	-	100%	201,572.36 €	100%

In addition to the above, the Company or its affiliates paid other payments to the following members of the Management Board during 2024:

- a subsidiary of the Company, M Plus Croatia d.o.o. approved and made available a loan in the amount of EUR 650.000,00 to Darko Horvat.
- a subsidiary of the Company, M Plus Croatia d.o.o. approved and made available a loan in the amount of EUR 488.000,00 to Tomislav Glavaš.

**1.2. The Supervisory Board of BOSQAR d.d.**

Remuneration is paid to the members of the Supervisory Board in accordance with the decision of the General Assembly of June 30, 2020, which in addition to the amounts provided for payment, also defines the dynamics of payment until a different decision of the Assembly of the Company. On June 17, 2024, the General Assembly of the Company adopted a new decision on the remuneration of the members of the Supervisory Board, which changed the amount of remuneration.

The General Assembly of the Company adopted a Decision on the approval of the new remuneration policy for the members of the Supervisory Board on 17 June 2024, given the expiry of the four-year period during which the Company is obliged to decide on the remuneration of the members of the Supervisory Board. The new policy was adopted in the same text as it was approved on 30 June 2020.

The remuneration policy is based on the principle of engaging, motivating, and retaining qualified individuals on the Supervisory Board and contributes to the Company's business strategy and long-term development by ensuring balanced, sustainable, and transparent remuneration for the members of the Supervisory Board, which undoubtedly plays a significant role in supporting the Company's long-term strategy and development. The remuneration paid to members of the Supervisory Board does not include variable components or other performance-related elements. It is paid as a fixed monthly fee, and no share-based compensation is foreseen.

**1. Fixed and variable parts of remuneration of members of the Management Board and the Supervisory Board of the Company (continued)**

Following the above, in 2024, the members of the Supervisory Board were paid the following remuneration in gross (I) amounts:

Member	Fixed remuneration
Tamara Sardelić	10,913.47 €
Philipp Rösler	10,913.47 €
Ulf Gartzke	10,913.47 €
Joško Miliša	10,913.47 €
Ana Babić	10,913.47 €
<b>Ukupno</b>	<b>54,567.35 €</b>

In addition to the above, the Company or its affiliates paid other payments to the following members of the Supervisory Board during 2024:

- **Ana Babić**, Member of the Supervisory Board - employees representative, in addition to remuneration for work in the Supervisory Board, received payments in accordance with the contract with the Company in the gross amount of EUR 63,289,27 and Company approved and made available a loan in the amount of EUR 32.000,00

**2. Comparative presentation of annual changes in remuneration, revenues, i.e., profits of the Company and average remuneration of full-time employees for the last five business years**

Considering exponential growth of the Group and the nature of the Company's operations (Holding operations), as well as the minimum number of people employed by the Company, the Company has prepared a comparative presentation of the requested data, taking into account the Group amounts of revenue, profit and the number of employees.

	2020	2021	2022	2023	2024
Revenues (in thousand EUR)	93,826	105,442	179,432	292,888	371,653
Profit of the year (in thousand EUR)	9,042	8,624	8,426	6,556	4,906
Average remuneration per Management Board member	31,609	64,484	89,406	196,000	201,824
Number of employees	7,928	9,880	12,517	13,930	15,285



5. Deviation from the remuneration policy in accordance with the provisions of the Companies Act

In the previous business year, and from June 30, 2020, when the Company adopted the remuneration policies, including new remuneration policy for Management board members adopted on General Assembly of the Company on June 27, 2023 and new remuneration policy for Supervisory board members adopted on General Assembly of the Company on June 17, 2024, the Company did not deviate from the remuneration policy.

6. Remuneration that the Company and/or a third party undertook to pay in case of regular and/or early termination of membership

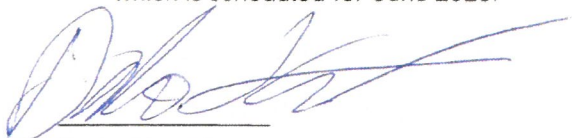
In the business year 2024:

1. there was no remuneration paid or undertaken to be paid to a member of the Management Board by a third party in connection with the activities he/she performed as a member of the Management Board;
2. The Company has not undertaken to pay any remuneration to the members of the Management Board in case of early termination of membership in the Management Board;
3. The Company has not undertaken to pay any cash value to a member of the Management Board in the event of regular termination of membership in the Management Board;
4. During the last business year, there were no changes in the composition of the members of the Management Board, and thus no members of the Management Board whose membership in the Management Board was terminated.

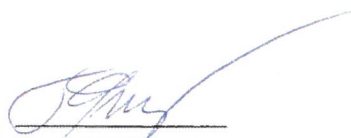
7. Final provisions

The General Assembly of the Company has so far adopted the Reports on Receipts for 2019, 2020, 2021, 2022 and 2023 together with the report of the certified auditor, which the Company in accordance with the Companies Act published on the same day after approval and made available free of charge on the Company's website.

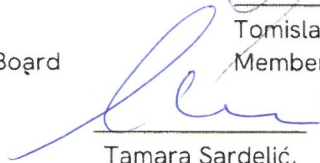
The remuneration report for 2024 will be prepared for the General Assembly of the Company, which is scheduled for June 2025.



Darko Horvat,  
President of the Management Board



Tomislav Glavaš,  
Member of the Management Board



Tamara Sardelić,

President of the Supervisory Board