

This translation consists of
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CERTIFIED TRANSLATION FROM THE CROATIAN LANGUAGE

Certificate

BOSQAR Joint Stock Company for Managing of Companies



Reference number: OU-645/2025-2

*/Coat of arms/
Republic of Croatia
Notary Public Kristian Hukelj
Ulica Matije Mrazovića 6
HR – 10 000 Zagreb*

AUTHENTICATED COPY

CERTIFICATE

by which I, notary public Kristian Hukelj from Zagreb, Mrazovićeve ulica 6, certify that on 16 June 2025 (sixteenth of June two thousand and twenty-five) by insight into the Minutes of the Ordinary General Assembly of the Company dated 16 June 2025 (sixteenth of June two thousand and twenty-five) for the Company **BOSQAR d.d., registration number (MBS) 081210030, PIN (OIB) 62230095889, Zagreb, Ulica grada Vukovara 23**, I established the following:

By resolution of the Company's General Assembly of 16 June 2025 (sixteenth of June two thousand and twenty-five), the Company's Articles of Association of 14 October 2024 (fourteenth of October two thousand and twenty-four) were amended, namely Articles 6.2, 6.a, 9.3, 13.6, 13.7, 15.2, 24.1, 26.6, 27.1 of the Articles of Association of 14 October 2024 (fourteenth of October two thousand and twenty-four) while all other provisions remain in force and unchanged.

The Articles of Association of 16 June 2025 (sixteenth of June two thousand and twenty-five), with the amendments made, correspond in full to the text of the Articles of Association filed with the court register of the competent commercial court.

The full text of the Articles of Association dated 16 June 2025 (sixteenth of June two thousand and twenty-five) is also integral part of this certificate.

The notary fee is charged on the basis of Tar. No. 11 paragraph 8 of the Notary Public Fee Act (Official Gazette No. 72/1994, 74/1995, 87/1996, 112/2012, 110/2015 and 10/2023) in the amount of EUR 13.27. Notarial award is charged on the basis of Article 26 of the Regulations of temporary notary tariff (Official Gazette No. 38/1994, 82/1994, 52/1995, 115/2012, 120/2015, 64/2019, 17/2023, 139/2024) in the amount of EUR 320.00 + 25% VAT. The parties were issued two authenticated copies of the notarial certificate, 1 (in words: one) was issued for the needs of the court register of the competent commercial court and 1 (letter: one) for the needs of the Company.

L.S.

NOTARY PUBLIC
KRISTIAN HUKELJ, by his own hand

I, **notary public Kristian Hukelj**
from Zagreb, Mrazovićeve ulica 6

confirm that I have compared this authenticated copy
with the original in my file and found that it is literally identical with the original.

**THIS AUTHENTICATED COPY COMPLETELY REPLACES
THE ORIGINAL IN LEGAL TRANSACTIONS**

This authenticated copy is CERTIFIED AND COMPLETE,
and to it / copies of the notarial act were attached.

This copy was drawn up for the: **Party**

Notary public fee based on tariff number 1 of the Act on Notarial Fees in
the amount of --- HRK was collected and annulled on a copy of the document
remaining in the archive.

Stamp fee charged in the amount of --- HRK + VAT.

Number: OU-645/2025-2
In Zagreb, on the 16 June 2025

**NOTARY PUBLIC
KRISTIAN HUKELJ**

Handwritten signature

Stamp:
REPUBLIC OF CROATIA
ZAGREB
KRISTIAN HUKELJ
NOTARY PUBLIC

FOR THE NOTARY PUBLIC
KRISTIAN HUKELJ
ASSESSOR REA JOZIĆ

ARTICLES OF ASSOCIATION OF THE JOINT STOCK COMPANY

BOSQAR d.d.

I. BASIC PROVISIONS

Company Name

Article 1

- 1.1 Company name: **BOSQAR dioničko društvo za upravljanje društvima.**
 - 1.2 Short company name: **BOSQAR d.d.**
 - 1.3 Company name in English: **BOSQAR Joint Stock Company for Managing of Companies**
 - 1.4 Short company name in English: **BOSQAR Inc**
 - 1.5 The company name and the short company name can be changed by a decision on the amendments to the Articles of Association of the Company
- Company Headquarters
- Article 2
- 2.1 The Company's headquarters are in Zagreb, at the business address determined by the Company's Management Board.
 - 2.2 The decision to change the headquarters of the Company is made by the General Assembly.
 - 2.3 The decision on the first business address and change of the Company's business address is made by the Company's Management Board.
- Article 3
- 3.1 The Company may have its subsidiaries, which are established by a decision of the Management Board of the Company in the manner prescribed by law.
- Article 4
- 4.1 The Company has a stamp.
 - 4.2 The form, content, size, manner of use and storage the stamp are determined by the Company's Management Board.

II. BUSINESS OBJECTIVE OF THE COMPANY

Article 5

- 5.1 In its operations, the Company performs activities that form the subject of its operations, and those are the following:
 - management activities of holding companies;
 - market research and public opinion polling;

/Court interpreter's note: Starting on this page, all pages are initialed in the middle and in the bottom right corner of the page./

- publicity (advertising and propaganda);_____
- purchase and sale of goods;_____
- performing trade mediation on the domestic and foreign markets;_____
- representation of foreign companies;_____
- business and management consultancy;_____
- real estate business;_____
- accounting and bookkeeping services._____

III. SHARE CAPITAL OF THE COMPANY_____

_____Article 6_____

- 6.1. The share capital of the Company amounts to 15,640,094.35 EUR (fifteen million, six hundred and forty thousand, ninety-four euros and thirty-five cents) and was partially paid in by investing material possessions or rights and partly by payments in cash:_____
- 6.2. The share capital of the Company is divided into 11,784,370 (eleven million, seven hundred and eighty-four thousand, three hundred and seventy) ordinary registered shares without a nominal amount.

- 6.3. In addition to ordinary shares as specified in Article 6.2 of the Articles of Association, the Company may also issue preference shares without voting rights, with preferential rights to dividend payments (cumulative preference shares). The total amount of the share capital related to such shares may not exceed half of the Company's total share capital. _____

_____Article 6.a._____

- 6.a.1. The Management Board is authorized, with the prior consent of the Supervisory Board, to, all at once or in several instalments, increase the share capital of the Company within five years from the date of entry of amendments to these Articles of Association into the court register, for not more than the nominal amount which does not exceed half of the nominal amount of share capital at the time authorization was given._____
- 6.a.2. Based on the authorisations from paragraph 6.a.1. of this Article, the Management Board is authorized, with the prior consent of the Supervisory Board, to increase the share capital by issuing new shares by paying contributions in cash._____
- 6.a.3. By a decision to increase the share capital in accordance with the provision of paragraph 6.a.1 of this Article, the Management Board shall, with the prior consent of the Supervisory Board, determine the rights attached to the new shares and the conditions of their issuance, including whether ordinary shares or preference shares under the provision of Article 6.3 of the Articles of Association will be issued. _____
- 6.a.4. The Supervisory Board is authorized to harmonize the provisions of the Articles of Association with the changes resulting from such an increase in share capital and the issuance of new shares.

_____Article 6.b._____

- 6.b.1. The company must withdraw (ordered forced withdrawal) shares if so required by shareholders who subscribed and paid for shares in the process of increasing the Company's share capital, and who according to applicable regulations may not hold shares not listed on the regulated market in terms of capital market law for a period longer than one year from the date of issue of shares (hereinafter: **"Authorized Shareholders"**), provided that the shares subscribed by Authorized Shareholders are not listed on the regulated market within one year from the date of issue. The provisions of the Articles of Association on ordered compulsory withdrawal of

shares shall apply to any issue of shares within any increase in the share capital of the company by contributions by issuing new shares, subject to the conditions defined in this Article._

6.b.2. The decision to withdraw shares in the case referred to in paragraph 6.b.1 of this Article is issued by the Management Board. The Management Board of the Company must make a decision on the withdrawal of shares no later than fifteen days after receipt of the request of the Authorized Shareholder in accordance with paragraph 6.b.1. of this Article. Failure of the Management to comply with the provisions of this Article on the ordered forced withdrawal of shares constitutes important ground for revoking the appointment of members of the Management Board.

6.b.3. In accordance with the previous provisions of this Article, the Company will withdraw all shares that, on the day of adopting the decision on withdrawal of shares in the Central Depository & Clearing Company (hereinafter: CDCC) depository, were registered in the accounts of Authorized Shareholders who requested their withdrawal, and which were not listed on the regulated market.-----

6.b.4. In the event of a withdrawal of shares in accordance with this Article, the Company shall pay to each Authorized Shareholder, whose shares are withdrawn, a fee per withdrawn share in the amount equal to the lower of the following two amounts: (i) the amount paid by the Authorized Shareholder for each withdrawn share in the share capital increase procedure; or (ii) the actual (fair) value of the shares withdrawn (per each withdrawn share) on the date of the decision to withdraw the shares, determined as follows: (a) if the Company's shares already listed on the regulated market were traded in more than 1/3 trading days within the last three months before the date of the decision to withdraw shares: the actual value of withdrawn shares is determined as the average price of the Company's shares realized on the regulated market, which is calculated as a weighted average of all prices realized on the regulated market in the last three months, before adopting the decision on withdrawal of shares counting from the day preceding the day the decision was adopted; or (b) if the shares of the company already listed on the regulated market have not been traded for more than 1/3 of the trading days within the last three months before the decision to withdraw: the actual value of the withdrawn shares is estimated by a certified auditor on internationally recognized valuation standards commonly used among market participants in determining the fair value of shares.-----

6.b.5. The fee referred to in paragraph 6.b.4. of this Article, the Company shall pay to the Authorized Shareholders within 15 (fifteen) days after the expiration of the deadline referred to in Article 345, paragraph 2 of the Companies Act. The fee is paid to the account specified by the Authorized Shareholder in the request for withdrawal of shares.-----

6.b.6 In case of withdrawal of shares in accordance with the provisions of this Article, the Management Board of the Company is authorized to make a decision on the decrease of the share capital of the Company. The Company's Management Board is also authorized to harmonize the text of the Articles of Association with the changes resulting from such a decrease in share capital (provisions on the Company's share capital and number of shares), and the Supervisory Board is authorized to determine the harmonized text of the Articles of Association. The Management Board and the Supervisory Board of the Company are authorized to take all other actions necessary to enter the decision to withdraw shares and decrease the share capital of the company in the court register and to implement the appropriate corporate action of the CDCC.-----

IV. SHARES**Article 7**

- 7.1. The Company's shares are dematerialized securities that exist only in the form of an electronic record in a computer system (hereinafter referred to as the "Depository") of the Central Depository and Clearing Company, a joint stock company (hereinafter: "CDCC").
- 7.2. In relation to the Company, only those registered in the CDCC Depository will be considered a shareholder of the company.
- 7.3. The Company may also keep a book of shares as a subsidiary record.

V. BODIES OF THE COMPANY**Article 8**

- 8.1. The bodies of the Company are: the General Assembly, the Supervisory Board and the Management Board.

General Assembly**Article 9**

- 9.1. The General Assembly of the Company consists of the shareholders of the company.
- 9.2. The right to vote is exercised according to the number of shares without a nominal amount. Each share entitles to one vote.
- 9.3. Members of the Management Board and the Supervisory Board must participate in the work of the General Assembly. Members of the Supervisory Board may participate in the work of the General Assembly via audio and video transmission, with the ability to communicate in real time with participants of the General Assembly, in cases provided for under Article 13, paragraph 13.6, items (i) and/or (iii) of the Articles of Association.
- 9.4. The General Assembly is competent to decide on issues explicitly determined by law and the Articles of Association, and in particular on:
- election and dismissal of members of the Supervisory Board;
 - use of profits;
 - giving discharge to the members of the Management Board and the Supervisory Board;
 - the appointment of the Company's auditor;
 - amendments to the Articles of Association;
 - increase and decrease of the share capital of the Company;
 - listing of the Company's shares on the regulated market for trading and withdrawal of shares from that listing;
 - termination of the Company;
 - as well as on all other important issues of the Company.
- 9.5. The General Assembly may decide on the Company's Management Board affairs only on the basis of requests from the Company's Management Board.

Article 10

- 10.1. The General Assembly must be convened in cases determined by law and the Articles of Association, as well as always when the interests of the Company require it._____
- 10.2. The General Assembly must be held in the first eight months of the business year._____
- 10.3. The General Assembly is convened by the Management Board of the Company, which decides on it by a simple majority of votes._____
- 10.4. The General Assembly may also be convened by the Supervisory Board._____
- 10.5. The Company's Management Board is obliged to convene the General Assembly when requested by the Supervisory Board or if requested in writing by shareholders who together hold shares in the amount of 1/20 of the Company's share capital and state the purpose and reason for convening the General Assembly. The request to convene the General Assembly is sent to the Management Board in writing._____

- 10.6. The Company's Management Board determines the place where the General Assembly is held._____

_____Article 11_____
- 11.1. Shareholders who have notified the Company of their participation in the General Assembly no later than 6 (six) days before the General Assembly may participate in the General Assembly of the Company. The day of delivery of the notification to the Company is not included in this deadline._____
- 11.2. The General Assembly must be convened at least thirty days before the day it is held. The day of publication of the invitation is not included in that deadline._____

_____Article 12_____
- 12.1. Decisions at the General Assembly are made by a majority of the votes cast (simple majority), except when the law prescribes a special qualified majority required to make specific decisions._____

- 12.2. Excluding the provision of the previous paragraph of this Article, the decision to withdraw the Company's shares from listing on the regulated market shall be made by the qualified majority, i.e., votes representing at least 85% (in words: eighty-five percent) of share capital represented at the General Assembly._____
- 12.3. The right to vote at the General Assembly is exercised according to the number of shares. Each share entitles to one vote._____
_____Article 13_____
- 13.1. Shareholders participate in the General Assembly in person or through proxies._____

- 13.2. For the purposes of the Articles of Association, a person authorized to represent a shareholder – legal person, is a person authorized to represent that legal person on the basis of the law or a general act of the legal person._____
- 13.3. Shareholders may be represented by proxies on the basis of a written Power of Attorney. The proxy can be a legal or natural person. If the proxy is a legal entity, the person authorized to represent the proxy in terms of these Articles of Association is a person authorized to represent the proxy whose Power of Attorney is entered in the court register, i.e., the person he authorizes._____

- 13.4. The written Power of Attorney must contain an indication of the proxy, an indication of the shareholder issuing the Power of Attorney, the total number of shares, the authority to participate and vote on behalf of the shareholder at the General Assembly and the day of issuance and validity of the Power of Attorney._____
- 13.5. In order to avoid any doubt, if the shares in the Company are held by pension funds without legal personality, all rights at the General Assembly on behalf of pension funds holding shares in the Company are exercised by the pension company in its own name and on behalf of the fund without legal personality it manages._____
- 13.6. The Management Board is authorised to adopt a decision whereby: _____
- (i) it permits the work of the General Assembly to be transmitted via audio and video; __
- (ii) it allows shareholders to personally or by proxy participate in the work of the General Assembly and exercise their rights at the General Assembly via electronic communication, even if they are not physically present at the venue where it is held (hybrid General Assembly);
- (iii) it determines that the General Assembly shall be held exclusively by means of electronic communication, so that shareholders may personally or by proxy participate exclusively via electronic communication in the General Assembly and may not exercise their rights in any other way (virtual General Assembly); or _____
- (iv) it enables shareholders who do not participate in the General Assembly to vote in advance, after the notice of convocation of the General Assembly and prior to its holding, by written voting via electronic communication (postal voting), whereby the Management Board shall determine appropriate measures to ensure identification of shareholders casting postal votes, and such shareholders shall participate in the General Assembly after having voted by post. _____
- 13.7. If the right to vote is exercised via electronic communication in accordance with paragraph 13.6 of this Article, the Company must ensure that the person who cast the electronic vote is notified that their vote has been duly recorded, in accordance with Article 7, paragraph 1 and Article 9, paragraph 5, item 1 of Regulation (EU) 2018/1212. Information may be transmitted by a third party designated by the Company, an intermediary or a shareholder. If shareholders participate in the General Assembly via electronic communication, the notice of convocation must specifically state the method by which shareholders are to participate in the General Assembly. If participation in the General Assembly is only possible via electronic communication, shareholders must be informed of this in the notice of convocation. From the day the notice of convocation for the General Assembly is published at the Company's registered office, the following documents must be made available for inspection by shareholders: the annual financial statements, report on the state of the company, the management and supervisory board reports, and the draft resolution on the use of profit, when they are the subject of discussion and/or decision-making at the General Assembly. Upon request of a shareholder, the Company shall provide them with a copy of the above documents._____
- 13.8. Use of electronic communication for the purposes stated in paragraphs 13.6. and 13.7. of this Article is allowed if the conditions provided for by the Companies Act are met._____
- _____Article 14_____
- 14.1. The General Assembly is chaired by the President of the General Assembly, who is appointed by the General Assembly of the Company._____

- 14.2. Prior to the election of the President of the General Assembly, or if for any reason the President is not elected, the session of the General Assembly is chaired by a member of the Supervisory Board appointed by the Supervisory Board. _____

- 14.3. The President of the General Assembly: _____
- presides over the sessions of the Assembly and determines the order of discussion on individual items on the agenda, decides on the order of voting on individual proposals, on the manner of voting on individual decisions and on all procedural issues not determined by law and the Articles of Association _____
 - signs the minutes and decisions of the Assembly _____
 - communicates on behalf of the General Assembly with other bodies of the Company and third parties, when provided by law and the Articles of Association _____

 - performs other tasks assigned to it by law and the Articles of Association _____

- 14.4. Prior to the transition to the scheduled agenda, the President of the General Assembly shall determine whether the proxies of the shareholders have valid Powers of Attorney in terms of the provisions of the Articles of Association. _____

_____ Article 15 _____
- 15.1. The shareholders carry their own costs of participating in the work and at the sessions of the General Assembly. The costs of holding the session are borne by the Company. _____

- 15.2. A list of all present and represented shareholders and their representatives must be compiled at the General Assembly, stating the name, surname and residence and stating the total number of shares. The list should be compiled on the basis of an authentic document issued by the CDCC, i.e., on the basis of a Power of Attorney to represent the shareholders at the General Assembly in writing. _____
_____ Article 16 _____
- 16.1. The President of the General Assembly will give the floor to the shareholders or their proxies. _____

- 16.2. The present shareholders and their proxies are obliged to, by their conduct, enable the General Assembly to be held in accordance with the provisions of the Articles of Association and the law. _____

- 16.3. Peace and order at the General Assembly are maintained by the President of the General Assembly and for that purpose he is authorized to take the floor, and he is authorized to remove a person who permanently disrupts the work of the General Assembly from the General Assembly. _____
_____ Article 17 _____
- 17.1. If it is expedient for orderly work, for appropriate duration and efficiency of the work of the General Assembly, the President of the General Assembly may limit the total time of discussion, asking questions and requesting information on each agenda item and determine the maximum time for each shareholder or proxy who properly requests to speak to ask questions, discuss or ask for information. _____

- 17.2. In determining the restrictions referred to in the preceding paragraph, the President of the General Assembly shall take into account the total number of agenda items, the complexity of the matter to be decided and the number of shareholders or their proxies who have requested to speak. _____
_____ Article 18 _____
- 18.1. After discussing the individual items on the agenda in accordance with the previous article, the General Assembly shall decide on it by voting. _____

- 18.2. Voting is done by raising ballots or filling out ballots indicating the number of votes held by each shareholder, and voting can be with "for", "against" or "abstained" for each item on the agenda. The Management Board and the Supervisory Board are authorized to make a decision enabling voting at the General Assembly using an electronic voting device. _____

- 18.3. Forms of ballot cards i.e. ballot papers or electronic voting devices for the purposes of exercising the right to vote at the General Assembly will be provided by the Company. _____

- 18.4. Every decision of the General Assembly must be recorded in the records drawn up by a notary public. The records state the manner and result of voting and the determinations of the President on the decisions made, which includes each decision and the number of shares on the basis of which valid votes were given, part of the share capital of the company which is bound to the shares on the basis of which valid votes were given and the number of votes cast for a particular decision, votes cast against and, according to the circumstances, the number of votes that would be given by those who abstained from voting. _____

- 18.5. The Company must publish the voting results on its website within 7 (seven) days after the General Assembly. _____

_____ Supervisory Board _____
_____ Article 19 _____
- 19.1. The Supervisory Board has up to 7 (seven) members. _____

- 19.2. Members of the Supervisory Board are elected for a period of up to 4 (four) years as of the date of the decision on appointment, and the same persons may be re-elected. _____

- 19.3. The members of the Supervisory Board are elected by the General Assembly of the company. The election of members of the Supervisory Board at the General Assembly is done by voting for each member individually, and the decision on election is made by a simple majority. _____

- 19.4. One (1) member of the Supervisory Board has the right to be appointed by employees in accordance with the provisions of a special law governing work and labour relations. This does not apply to the appointment of members of the first supervisory board during the establishment of the Company. _____

- 19.5. Pursuant to Article 256 of the Companies Act, the company Orso plan d.o.o. with its registered office in Zagreb, Vjekoslava Heinzela 65A, registered in the Court Register of the Commercial Court in Zagreb under the registration number of the entity (MBS): 080539329, PIN:

65457266171 has the right to appoint two (2) members of the Supervisory Board and to determine the duration of the term of office for the appointed members of the Supervisory Board. _____

_____Article 20_____

20.1. The members of the Supervisory Board elect a chairman and a deputy chairman among themselves. _____

20.2. The Deputy Chairman of the Supervisory Board replaces the Chairman in his absence. _____

_____Article 21_____

21.1. The Supervisory Board works and makes its decisions at its meetings and may decide if at least half of the prescribed number of its members are present at the meeting, but not less than three. _____

21.2. The Supervisory Board makes its decisions by a majority of votes cast. Each member of the Supervisory Board is entitled to one vote. If the votes are divided equally, the vote of the Chairman of the Supervisory Board is decisive. _____

21.3. The Supervisory Board may make decisions without holding a meeting, electronically, by letter, telephone, telegraph, fax, and using other necessary technical means. Such decisions must be verified at the next meeting of the Supervisory Board. _____

21.4. The Supervisory Board adopts a rulebook on its work and the manner of voting, as well as other issues within its competence. _____

21.5. The Supervisory Board holds meetings at least four times a year. _____

_____Article 22_____

22.1. The Supervisory Board supervises the management of the Company's affairs. _____

22.2. Within its competencies, the Supervisory Board is authorized to: _____
- appoint and recall the President and members of the Management Board; _____
- convene the General Assembly of the Company; _____
- examine the annual financial reports and confirm them together with the Management Board; _____
- submit a written report on the performed supervision to the General Assembly; _____
- propose to the General Assembly to make decisions in accordance with the law; _____
- give consent to the decisions of the Management Board, when it is prescribed by regulations or the Articles of Association; _____
- order the auditor to examine the annual financial statements; _____
- represent the Company towards members of the Management Board. _____

22.3. The Supervisory Board and each of its members are obliged to protect the interests of the Company. _____

_____Article 23_____

23.1. The Supervisory Board may appoint committees for the purpose of preparing the decisions of the Supervisory Board and supervising their implementation. _____

23.2. Members of the Supervisory Board are entitled to remuneration for their work, and the amount of remuneration to members of the Supervisory Board is determined by the General Assembly

of the Company by a written decision. _____
_____ Management Board _____
_____ Article 24 _____

- 24.1. The Company's Management Board consists of 1 (one) to 6 (six) members. If it consists of more than one member, one of them must be appointed President of the Management Board.

- 24.2. The President and members of the Management Board are appointed and dismissed by the Supervisory Board. _____
- 24.3. The term of office of the President and members of the Management Board is up to five years, and they may be reappointed. _____
- 24.4. If during the term of office of a member of the Management Board there is a legal impediment to performing a function or it is subsequently determined that an individual member does not meet the conditions for performing that function, the Supervisory Board will revoke the decision to appoint that member and appoint a new member of the Management Board. _____

- 24.5. If the term of office of a member of the Management Board ends for other reasons (retirement, death, or other), the Supervisory Board will confirm the termination of the term of office of a member of the Management Board and appoint a new member of the Management Board.
_____ Article 25 _____
- 25.1. The Management Board is obliged and authorized to take all actions and make all decisions it deems necessary for the successful management of the Company. _____

- 25.2. Business management of the Company includes decision-making for the purpose of implementing the business strategy, business plans and programs, activities arising from a common goal, but also any real and legal action within the Company and for its benefit. The Management Board manages the Company's affairs at its own risk, ensuring the orderly performance of all activities and professional affairs. Decisions within the management of the Company's affairs (orders, instructions, guidelines, etc.) made by members of the Management Board within their powers are mandatory for employees at lower levels of the organization.

25. 3. In particular, the Management Board performs the following tasks: _____
- manages the affairs of the Company; _____
- determines the business policy of the Company; _____
- prepares decisions and general acts of the Company for the adoption of which the General Assembly is competent; _____
- convenes the General Assembly in cases determined by law and the Articles of Association;
- adopts internal acts and decisions in the field of the Company's operations in accordance with regulations and the Articles of Association; _____
- submits a report to the Supervisory Board; _____
- keeps business books of the Company and reports to other bodies of the Company; _____
- performs other tasks in accordance with the law and other regulations. _____
_____ Article 26 _____
- 26.1. The Management Board meets when there is a need for it. _____

- 26.2. If the Management Board consists of several members, the quorum for meetings of the Management Board consists of 2 (two) members of the Management Board, and the

- Management Board makes decisions by a majority vote of present or represented members of the Management Board. _____
- 26.3. Decisions of the Management Board are stated in the records from the session of the Management Board. _____
- 26.4. The President of the Management Board has the rights and obligations determined by law, these Articles of Association, the Rules of Procedure of the Management Board, and other general acts of the Company and decisions of the Company's bodies. The President of the Management Board chairs the sessions of the Management Board, coordinates the management of the Company's affairs, and submits reports on behalf of the Management Board to the Supervisory Board and the General Assembly of the Company. _____

- 26.4. A member of the Management Board has the powers and duties determined in accordance with the law, the Articles of Association, the Rules of Procedure of the Management Board and other internal acts of the Company. _____

- 26.5. The management of the Company's affairs and the work of the Management Board are regulated by the Rules of Procedure of the Management Board, which are adopted by the Management Board with the prior consent of the Supervisory Board. _____

- 26.6. The Management Board is authorised, solely with the express prior consent of the Supervisory Board, to make the following decisions: _____
- i. on any form of acquisition or disposal of assets whose book value exceeds 3% of the total assets reported in the latest annual consolidated financial statements of the Company; _
 - ii. on any form of acquisition or disposal of shares or business interests in affiliated companies where the book value exceeds 3% of the total assets reported in the latest annual consolidated financial statements of the Company; _____
 - iii. on any form of status changes of the Company, including any form of merger, consolidation, restructuring, or dissolution of the Company; _____
 - iv. on any investment in equipment where the book value exceeds 3% of the total assets reported in the latest annual consolidated financial statements of the Company; _____
 - v. on taking or granting loans where the amount exceeds 3% of the total assets reported in the latest annual consolidated financial statements of the Company, except for loans taken or granted to affiliated companies under International Financial Reporting Standards as adopted by Commission Regulation (EC) No. 1126/2008 of 3 November 2008, provided that the Company is directly or indirectly their sole member or that none of such affiliated companies nor the Company is directly or indirectly related to any unrelated third party; _____
 - vi. on entering into any contract where the value exceeds 3% of the total assets reported in the latest annual consolidated financial statements of the Company;
 - vii. on the adoption of the Company's annual financial plan; _____
 - viii. on the assumption of guarantees, sureties, or similar obligations in cases where the obligation of the principal debtor for which such guarantee, surety or similar obligation is assumed exceeds 3% of the total assets reported in the latest annual consolidated financial statements of the Company; _____

ix. on making decisions on significant changes in the manner of reporting accounting, book, and business results. _____

 _____Article 27_____

27. 1. If the Management Board has multiple members, the decision appointing the members of the Management Board shall determine the authority of each individual member to represent the company, in such a way that it may be specified whether each of them is authorised to represent the company individually and independently, jointly with another member of the Management Board, or jointly with the President of the Management Board. _____

27.2. The Management Board may give another person a procuracy (special type of Power of Attorney) and a written Power of Attorney for concluding a certain type of contract and undertaking other legal actions, or for concluding individually determined contracts or undertaking other specially determined legal actions. _____

27.3. The procuracy is given by the Management Board with the consent of the Supervisory Board, and the power of attorney is given by the Management Board in accordance with its powers of representation. _____

27.4. When representing the Company, the members of the Management Board state the Company name and their position as members of the Management Board. _____

27.5. Members of the Management Board are obliged to adhere to the restrictions set by the decisions of the General Assembly, the Supervisory Board and the provisions of the Rules of Procedure of the Management Board in representing and conducting business. _____

VI. ANNUAL STATEMENT AND USE OF PROFITS _____

 _____Article 28_____

28.1. The business year of the Company is the calendar year. _____

28.2. The Management Board of the Company is obliged to prepare annual reports and a report on the Company's operations after the end of the business year and submit them to the Company's auditor. _____

28.3. The Management Board submits the audit report to the Supervisory Board without delay, together with the annual financial report, the report on the Company's operations and the proposed decision to the General Assembly on the use of profits. _____

28.4. The Supervisory Board examines the annual financial reports, the report on the state of the Company and the proposal of the decision on the use of profits and submits to the General Assembly a written report on the examined management of the Company in accordance with the law. _____

28.5. The Supervisory Board is obliged to submit its report to the Management Board within one month after all reports to be examined have been submitted to it. If it fails to do so, the

Management Board is obliged to give an additional deadline for submitting it, which may not be longer than one month. If the Supervisory Board does not submit its report within that period, it is considered that it did not give its consent to the reports of the Management Board.

28.6. If the Supervisory Board approves the annual financial reports, they are thereby determined by the Management Board and the Supervisory Board if they do not decide to leave the determination of these reports to the General Assembly. Decisions of the Management Board and the Supervisory Board on this must be stated in the report of the Supervisory Board to the General Assembly and must be attached to it.

28.7. The General Assembly determines the annual financial reports when the Management Board and the Supervisory Board delegate it to do so or when the Supervisory Board does not approve the reports submitted to it by the Management Board. In determining the annual financial statements, the regulations governing the drawing up of these reports apply. When determining the annual financial reports, the General Assembly may allocate to the Company's reserves only the amounts that need to be entered in them in accordance with the law and the Articles of Association. If the General Assembly amends the annual financial report examined by the auditor, its decision to establish that report and the decision on the use of profits shall have legal effect only after it has been examined by the auditor and submitted without reserves. These decisions are void if the auditor does not submit the report without reserves within two weeks from the date of their adoption.

28.8. Annual financial reports, report on the Company's operations, audit report and proposal of the Management Board on the use of profits and the report of the Supervisory Board on the supervision of the Company's affairs must be made available to shareholders in the Company's business premises.

Article 29

29.1. The manner of determining the Company's profit for each business year is determined by law.

29.2. After settling the purposes determined by law, at the proposal of the Management Board, the General Assembly makes a decision on the distribution of the Company's profit, amount and manner of dividend payment.

29.3. The General Assembly may decide on the payment of profits to shareholders in the Company's shares.

29.4. The General Assembly of the Company may decide that the profit be used for payment to shareholders as well as for other purposes, such as payment to employees or members of the Management Board.

29.5. The General Assembly may decide that the Company's profit is not paid to shareholders (retained earnings).

29.6. The deadline for dividend payment is 30 (thirty) days from the date of the decision on payment, unless otherwise determined by the General Assembly.

29.7. During the business year and with the consent of the Supervisory Board, the Management Board is authorized to pay shareholders an advance on dividends from the projected part of net profit,

but only if the interim profit and loss account for the previous year shows profit._____

29.9. A maximum of half of the amount of profit, less the amounts that by law must be entered in the Company's reserves, may be paid in the name of the advance._____

29.10. Payment of an advance in the name of dividend may not exceed the amount of half of last year's profit._____

VII. ANNOUNCEMENTS AND NOTICES OF THE COMPANY_____

_____Article 30_____

30.1. Data and announcements of the Company are published in accordance with the provisions of the Companies Act and other accompanying regulations._____

30.2. If the Company's shares are listed on a regulated market or other trading place in the Republic of Croatia, the Company's data and announcements will be published in accordance with regulations governing the obligations of issuers whose instruments are listed on a regulated market or other trading place and in accordance with applicable rules of the respective regulated market or other trading place._____

VIII. TRADE SECRET_____

_____Article 31_____

31.1. Trade secrets are acts, documents and data in the Company whose disclosure to an unauthorized person could harm the business interests and business reputation of the Company, and which are determined as such by a special act or marked with a trade secret mark or other mark of the same meaning._____

31.2. The members of the Management Board and the Supervisory Board are obliged to keep the trade secret even after the expiration of their term of office._____

IX. DURATION AND TERMINATION OF THE COMPANY_____

_____Article 32_____

32.1. The Company is established for an indefinite period of time and terminates in one of the ways prescribed by law and in the procedure determined by law and the provisions of the Articles of Association._____

X. TRANSITIONAL AND FINAL PROVISIONS_____

_____Article 33_____

33.1. The Articles of Association shall enter into force on the day of their entry in the court register of the competent court._____

33.2. The Articles of Association are the basic act of the Company, and all other general acts must be in accordance with its provisions._____

33.3. The Management Board of the Company is responsible for keeping the Articles of Association and is obliged to provide an insight into the Articles of Association at the request of the shareholders or to provide a copy of the Articles of Association at their expense._____

33.4. Amendments to the Articles of Association are possible only in the manner prescribed by law.

In Zagreb, on 16 June 2025 (sixteenth of June two thousand and twenty-five) -----

BOSQAR d.d.

Handwritten signature

Horvat Darko, President of the Management Board

I, Marija Viljušić, court interpreter for English and German, as reappointed by the decision of the Ministry of Justice and Public Administration in Zagreb Class: UP/I-710-02/23-01/669, File no.: 514-03-03-03/02-24-06 of 19 January 2024, do hereby certify that the above translation is a faithful and complete translation of the original document written in the Croatian language.

In Osijek, 22 July 2025
Cert. No.: 491/07-25





Republika Hrvatska
Javni bilježnik Kristian Hukelj
Mrazovićeve ulica 6
HR-10 000 Zagreb

OTPRAVAK

POTVRDA

kojom ja, javni bilježnik Kristian Hukelj iz Zagreba, Mrazovićeve ulica 6, potvrđujem da sam 16.6.2025. (šesnaestog lipnja dvije tisuće dvadeset pete) godine uvidom u Zapisnik s redovne Glavne skupštine Društva od 16.6.2025. (šesnaestog lipnja dvije tisuće dvadeset pete) godine za društvo **BOSQAR d.d.**, **MBS 081210030, OIB 62230095889, Zagreb, Ulica grada Vukovara 23**, utvrdio sljedeće:-----

Odlukom glavne skupštine društva od 16.6.2025. (šesnaestog lipnja dvije tisuće dvadeset pete) godine promijenjen je Statut društva od 14.10.2024. (četрнаestog listopada dvije tisuće dvadeset četvrte) godine, i to odredbe čl. 6.2, 6.a, 9.3, 13.6, 13.7, 15.2, 24.1, 26.6, 27.1 Statuta društva od 14.10.2024. (četрнаestog listopada dvije tisuće dvadeset četvrte) godine, dok ostale odredbe ostaju na snazi i nepromijenjene.-----

Statut društva od 16.6.2025. (šesnaestog lipnja dvije tisuće dvadeset pete) godine zajedno s učinjenim izmjenama u potpunosti odgovara tekstu Statuta koji je pohranjen u sudskom registru nadležnog Trgovačkog suda.-----

Sastavni dio ove Potvrde je i potpuni tekst Statuta od 16.6.2025. (šesnaestog lipnja dvije tisuće dvadeset pete) godine.-----

Javnobilježnička pristojba naplaćena na temelju Tar. br. 11. st. 8. ZJBP (Narodne novine broj: 72/1994, 74/1995, 87/1996, 112/2012, 110/2015 i 10/2023) u iznosu od 13,27 EUR. Javnobilježnička nagrada naplaćena na temelju čl. 26. PPJT (Narodne novine 38/1994, 82/1994, 52/1995, 115/2012, 120/2015, 64/2019, 17/2023, 139/2024) u iznosu od 320,00 EUR + 25% PDV. Strankama izdana dva otpravka javnobilježničke potvrde, 1 (slovima: jedan) za potrebe sudskog registra nadležnog Trgovačkog suda i 1 (slovima: jedan) za potrebe Društva.-----

M.P.

JAVNI BILJEŽNIK
KRISTIAN HUKELJ, v.r.

Ja, javni bilježnik Kristian Hukelj iz Zagreba,
Mrazovićeve ulica 6

potvrđujem da sam ovaj otpравак usporedio s izvornikom koji se nalazi u
mojim spisima i utvrdio da je doslovno podudaran s izvornikom.

**OVAJ OTPRAVAK U PRAVNOM PROMETU U CIJELOSTI
ZAMJENJUJE IZVORNIK**

Ovaj je otpравак OVJEREN I POTPUN
kojem je priloženo / prijepisa priloga javnobilježničkog akta.

Ovaj je otpравак sastavljen za **Stranku**.

Javnobilježnička pristojba po tar. br. 1 ZJP u iznosu od kn naplaćena i
poništena na primjerku isprave koji ostaje za arhivu.

Javnobilježnička nagrada zaračunata u iznosu od kn.

**Broj: OU-645/2025-2
U Zagrebu, 16.6.2025.**



JAVNI BILJEŽNIK
KRISTIAN HUKELJ

ZA JAVNOG BILJEŽNIKA
KRISTIANA HUKELJA
PRISJEDNIK REA JOŽIĆ

STATUT DIONIČKOG DRUŠTVA**BOSQAR d.d.****I. OSNOVNE ODREDBE****Tvrtka društva****Članak 1.**

1.1 Tvrtka društva glasi:

BOSQAR dioničko društvo za upravljanje društvima.1.2. *Skraćena tvrtka društva glasi:***BOSQAR d.d.**

1.3. Tvrtka društva na engleskom jeziku glasi:

BOSQAR Joint Stock Company for Managing of Companies

1.4. Skraćena tvrtka društva na engleskom jeziku glasi:

BOSQAR Inc.

1.5. Tvrtka i skraćena tvrtka društva mogu se mijenjati odlukom o izmjenama i dopunama Statuta Društva.

Sjedište društva**Članak 2.**

2.1. Sjedište društva je u Zagrebu, na poslovnoj adresi koju utvrđuje Uprava društva.

2.2. Odluku o promjeni sjedišta društva donosi Glavna skupština.

2.3. Odluku o prvoj poslovnoj adresi i promjeni poslovne adrese društva donosi Uprava društva.

Članak 3.

3.1. Društvo može imati svoje podružnice, koje se osnivaju odlukom Uprave društva na način koji je propisan zakonom.

Članak 4.

4.1. Društvo ima pečat.

4.2. Oblik, sadržaj, veličinu, način uporabe i čuvanje pečata utvrđuje Uprava društva.

II. PREDMET POSLOVANJA DRUŠTVA**Članak 5.**

5.1. Društvo u svom poslovanju obavlja djelatnosti koje čine predmet njegovog poslovanja i to:--

- upravljačke djelatnosti holding-društava;
- istraživanje tržišta i ispitivanje javnog mijenja;
- promidžba (reklama i propaganda);
- kupnja i prodaja robe;
- obavljanje trgovačkog posredovanja na domaćem i inozemnom tržištu;
- zastupanje inozemnih tvrtki;
- savjetovanje u vezi s poslovanjem i upravljanjem;
- poslovanje nekretninama;
- računovodstvene i knjigovodstvene usluge.

III. TEMELJNI KAPITAL DRUŠTVA

-----Članak 6.-----

- 6.1. Temeljni kapital društva iznosi 15.640.094,35 eura (petnaest milijuna šesto četrdeset tisuća devedeset četiri eura i trideset pet centi) te je djelomično uplaćen ulaganjem stvari i prava te djelomično uplatama u novcu.-----
- 6.2. Temeljni kapital društva podijeljen je na 11.784.370 (jedanaest milijuna sedamsto osamdeset četiri tisuće tristo sedamdeset) redovnih dionica na ime bez nominalnog iznosa.-----
- 6.3. Pored redovnih dionica iz odredbe članka 6.2. Statuta, Društvo može izdati i povlaštene dionice bez prava glasa, s pravom prvenstva pri isplati dividende (kumulativna povlaštena dionica). Ukupni iznos temeljnog kapitala koji se odnosi na takve dionice ne može preći polovinu iznosa temeljnoga kapitala Društva.-----

-----Članak 6.a.-----

- 6.a.1. Uprava je ovlaštena uz prethodnu suglasnost Nadzornog odbora, u roku od pet godina od dana upisa ovih izmjena Statuta u sudski registar, jednokratno ili u više navrata, povećati temeljni kapital Društva, najviše za nominalni iznos koji ne prelazi polovinu nominalnog iznosa temeljnog kapitala u vrijeme davanja ovlasti.-----
- 6.a.2. Na temelju odobrenja iz članka 6.a.1 ovog članka, Uprava je ovlaštena uz prethodnu suglasnost Nadzornog odbora po-većati temeljni kapital izdavanjem novih dionica uplatama uloga u novcu.-----
- 6.a.3. Odlukom o povećanju temeljnog kapitala u skladu s odredbom stavka 6.a.1 ovog članka Uprava će uz prethodnu suglasnost Nadzornog odbora utvrditi sadržaj prava iz novih dionica i uvjete njihovog izdavanja, uključujući hoće li se izdati redovne dionice ili povlaštene dionice iz odredbe članka 6.3. Statuta.-----
- 6.a.4. Nadzorni odbor ovlašten je uskladiti odredbe Statuta s promjenama koje su posljedica takvog povećanja temeljnog kapitala i izdavanja novih dionica.-----

-----Članak 6.b.-----

- 6.b.1. Društvo mora povući (naređeno prisilno povlačenje) dionice ako to zahtijevaju dioničari koji su upisali i uplatili dionice u postupku povećanja temeljnog kapitala društva, a koji prema primjenjivim propisima ne smiju držati dionice koje nisu uvrštene na uređeno tržište u smislu odredbi zakona koji uređuje tržište kapitala u razdoblju duljem od godine dana od dana izdanja dionica (dalje u tekstu: "**Ovlašteni dioničari**"), i to isključivo pod uvjetom da dionice koje su Ovlašteni dioničari upisali ne budu uvrštene na uređeno tržište u roku od godine dana od dana izdanja. Dionice se povlače isključivo od onih Ovlaštenih dioničara koji to zatraže od društva. Odredbe ovog Statuta o naređenom prisilnom povlačenju dionica primjenjuju se na bilo koje izdanje dionica u okviru bilo kojeg povećanja temeljnog kapitala društva ulozima izdavanjem novih dionica, uz uvjete koji su definirane u ovom članku.-----
- 6.b.2. Odluku o povlačenju dionica u slučaju iz stavka 6.b.1. ovog članka donosi Uprava društva. Uprava društva mora donijeti odluku o povlačenju dionica najkasnije u roku od petnaest dana po primitku zahtjeva Ovlaštenog dioničara u skladu sa stavkom 6.b.1. ovog članka. Nepostupanje Uprave društva u skladu s odredbama ovog članka o naređenom prisilnom povlačenju dionica predstavlja važan razlog za opoziv imenovanja članova Uprave društva. --
- 6.b.3. Društvo će u skladu s prethodnim odredbama ovog članka povući sve dionice koje su na dan donošenja odluke o povlačenju dionica u depozitoriju SKDD-a, upisane na računima Ovlaštenih dioničara koji su zatražili da se njihove dionice povuku i koje nisu uvrštene na uređeno tržište.-----

6.b.4. U slučaju povlačenja dionica u skladu s ovim člankom, društvo će svakom Ovlaštenom dioničaru čije su dionice povučene isplatiti naknadu po povučenoj dionici u iznosu koji je jednak nižem od sljedeća dva iznosa: (i) iznosu koji je Ovlašteni dioničar uplatio za svaku povučenu dionicu u postupku povećanja temeljnog kapitala; ili (ii) stvarnoj (fer) vrijednosti povučenih dionica (po pojedinoj povučenoj dionici) na dan donošenja odluke o povlačenju dionica koja se određuje kako slijedi: (a) ako se dionicama društva koje su već uvrštene na uređeno tržište trgovalo u više od 1/3 trgovinskih dana unutar zadnja tri mjeseca prije dana donošenja odluke o povlačenju dionica: stvarna vrijednost povučenih dionica određuje se kao prosječna cijena dionica društva ostvarena na uređenom tržištu, a koja se računa kao ponderirani prosjek svih cijena ostvarenih na uređenom tržištu u zadnja tri mjeseca prije donošenja odluke o povlačenju dionica računajući od dana koji prethodi danu donošenja te odluke; ili (b) ako se dionicama društva koje su već uvrštene na uređeno tržište nije trgovalo u više od 1/3 trgovinskih dana unutar zadnja tri mjeseca prije dana donošenja odluke o povlačenju dionica: stvarnu vrijednost povučenih dionica procjenjuje ovlašteni revizor kojeg imenuje društvo pomoću metoda utemeljenih na međunarodno priznatim standardima za procjenu vrijednosti koje se uobičajeno koriste između sudionika tržišta u određivanju fer vrijednosti dionica. -----

6.b.5. Naknadu iz stavka 6.b.4. ovog članka društvo će isplatiti Ovlaštenim dioničarima u roku od 15 (petnaest) dana po proteku roka iz članka 345. stavaka 2. Zakona o trgovačkim društvima. Naknada se isplaćuje na račun koji Ovlašteni dioničar navede u zahtjevu za povlačenje dionica. -----

6.b.6. U slučaju povlačenja dionica u skladu s odredbama ovog članka, Uprava društva ovlaštena je donijeti odluku o smanjenju temeljnog kapitala društva. Uprava društva također je ovlaštena uskladiti tekst Statuta s promjenama do kojih je došlo slijedom takvog smanjenja temeljnog kapitala (odredbe o temeljnom kapitalu društva i o broju dionica), a Nadzorni odbor ovlašten je utvrditi pročišćeni tekst Statuta. Uprava i Nadzorni odbor društva ovlašteni su poduzeti i sve druge radnje potrebne radi upisa odluke o povlačenju dionica i smanjenja temeljnog kapitala društva u sudski registar te radi provedbe odgovarajuće korporativne akcije SKDD-a. -----

IV. DIONICE -----

Članak 7. -----

7.1. Dionice društva su nematerijalizirani vrijednosni papiri koji postoje samo u obliku elektroničkog zapisa u računalnom sustavu (u daljnjem tekstu "Depozitorij") Središnjeg klirinškog depozitarnog društva dioničko društvo (u daljnjem tekstu "SKDD") -----

7.2. U odnosu prema društvu dioničarom društva smatrat će se samo onaj tko je evidentiran u Depozitoriju SKDD-a. -----

7.3. Društvo može voditi i knjigu dionica kao pomoćnu evidenciju. -----

V. ORGANI DRUŠTVA -----

Članak 8. -----

8.1. Organi društva su: Glavna skupština, Nadzorni odbor i Uprava društva. -----

Glavna skupština -----

Članak 9. -----

9.1. Glavna skupština društva sastoji se od dioničara društva. -----

- 9.2. Pravo glasa ostvaruje se prema broju dionica bez nominalnog iznosa. Svaka dionica daje pravo na jedan glas. -----
- 9.3. Članovi Uprave i Nadzornog odbora moraju sudjelovati u radu Glavne skupštine. Članovi Nadzornog odbora mogu sudjelovati u radu Glavne skupštine prijenosom zvuka i slike uz mogućnost da u stvarnom vremenu komuniciraju sa sudionicima glavne skupštine u slučajevima predviđenim odredbom članka 13. stavka 13.6 točke (i) i/ili (iii) Statuta.-----
- 9.4. Glavna skupština je nadležna odlučivati o pitanjima koja su izričito određena zakonom i ovim Statutom, a osobito o: -----
- izboru i razrješenju članova Nadzornog odbora;-----
 - upotrebi dobiti; -----
 - davanju razrješnice članovima Uprave i Nadzornog odbora; -----
 - imenovanju revizora društva;-----
 - izmjenama statuta;-----
 - povećanju i smanjenju temeljnoga kapitala društva; -----
 - uvrštenju dionica društva na uređeno tržište radi trgovanja i o povlačenju dionica s tog uvrštenja;-----
 - prestanku društva; -----
 - kao i o svim drugim važnim pitanjima društva. -----
- 9.5. Glavna skupština može odlučivati o pitanjima vođenja poslova društva samo na temelju zahtjeva Uprave društva. -----
- Članak 10.-----
- 10.1. Glavnu skupštinu mora se sazvati u slučajevima određenim zakonom i ovim Statutom kao i uvijek onda kada to zahtijevaju interesi društva. -----
- 10.2. Glavna skupština se mora održati u prvih osam mjeseci poslovne godine. -----
- 10.3. Glavnu skupštinu saziva Uprava društva koja o tome odlučuje običnom većinom glasova. ----
- 10.4. Glavnu skupštinu može sazivati i Nadzorni odbor društva. -----
- 10.5. Uprava društva dužna je sazvati Glavnu skupštinu kada to zatraži Nadzorni odbor ili ako to u pisanom obliku zatraže dioničari koji zajedno imaju udjele u visini od dvadesetoga dijela temeljnoga kapitala društva i navedu svrhu i razlog sazivanja te skupštine. Zahtjev za sazivanje Glavne skupštine upućuje se Upravi društva u pismenom obliku.-----
- 10.6. Uprava društva određuje mjesto održavanja Glavne skupštine.-----
- Članak 11.-----
- 11.1. Na Glavnoj skupštini društva mogu sudjelovati dioničari koji su prijavili društvu svoje sudjelovanje na Glavnoj skupštini najkasnije 6 (šest) dana prije održavanja Glavne skupštine. U taj rok se ne uračunava dan prispjeća prijave društvu.-----
- 11.2. Glavna skupština mora se sazvati najmanje trideset dana prije dana njezina održavanja. U taj rok se ne uračunava dan objave poziva.-----
- Članak 12.-----
- 12.1. Odluke na Glavnoj skupštini donose se većinom danih glasova (obična većina) osim kad se zakonom propisuje posebna kvalificirana većina koja je potrebna za donošenje točno određenih odluka. -----

- 12.2. Izuzetno od odredbe prethodnog stavka ovog članka za odluku o povlačenju dionica Društva s uvrštenja na uređenom tržištu donosi se kvalificiranom većinom tj. glasovima koji predstavljaju najmanje 85% (slovima: osamdeset pet posto) temeljnog kapitala zastupljenog na glavnoj skupštini pri donošenju odluke. -----
- 12.3. Pravo glasa na Glavnoj skupštini ostvaruje se prema broju dionica. Svaka dionica daje pravo na jedan glas. -----
- Članak 13.-----
- 13.1. Dioničari na Glavnoj skupštini sudjeluju osobno ili preko punomoćnika.-----
- 13.2. Osobom ovlaštenom za zastupanje dioničara - pravne osobe, u smislu ovog Statuta, smatra se osoba koja je ovlaštena zastupati tu pravnu osobu na osnovi zakona ili općeg akta pravne osobe. -----
- 13.3. Dioničare mogu zastupati punomoćnici temeljem pisane punomoći. Punomoćnik može biti pravna ili fizička osoba. Ako je punomoćnik pravna osoba, osobom ovlaštenom za zastupanje punomoćnika u smislu ovog Statuta smatra se da je osoba ovlaštenik za zastupanje punomoćnika osoba čija je ovlast za zastupanje upisana u sudski registar odnosno osoba koju ona ovlasti. -----
- 13.4. Pisana punomoć mora sadržavati naznaku punomoćnika, naznaku dioničara koji izdaje punomoć, ukupan broj dionica, ovlast da sudjeluje i glasuje u ime dioničara na Glavnoj skupštini društva te dan izdavanja i vrijeme važenja punomoći.-----
- 13.5. Radi izbjegavanja svake dvojbe, ukoliko dionice u društvu drže i mirovinski fondovi bez pravne osobnosti, sva prava na Glavnoj skupštini za račun mirovinskih fondova koji drže dionice u društvu ostvaruje mirovinsko društvo u vlastito ime i za račun fonda bez pravne osobnosti kojim upravlja. -----
- 13.6. Uprava je ovlaštena donijeti odluku kojom se: -----
- (i) dopušta da se rad glavne skupštine prenosi zvukom i slikom;-----
 - (ii) omogućuje dioničarima da osobno ili putem punomoćnika sudjeluju u radu glavne skupštine i svoja prava na glavnoj skupštini ostvaruju elektroničkom komunikacijom i ka-da ne sudjeluju na njoj u mjestu gdje se održava (hibridna glavna skupština); ----
 - (iii) utvrđuje da će se glavna skupština održati isključivo elektroničkom komunikacijom te da će dioničari osobno ili putem punomoćnika moći isključivo elektroničkom komunikacijom sudjelovati u radu glavne skupštine i na njoj ostvarivati svoja prava (virtualna glavna skupština); ili kojom se-----
 - (iv) omogućuje dioničarima koji ne sudjeluju u radu glavne skupštine da nakon objave poziva za glavnu skupštinu, a prije njezina održavanja, svoje glasove daju pisanim putem ili putem elektroničke komunikacije (dopisno glasovanje), u kom slučaju će se predmetnom odlukom odrediti primjerene mjere kojima se osigurava identifikacija dioničara koji daju dopisni glas, a koji neće biti vezan ranije danim dopisnim glasom ako, nakon što je dopisno glasovao, sudjeluje u radu glavne skupštine. -----
- 13.7. Ostvaruje li se pravo glasa elektroničkom komunikacijom u skladu s odredbom stav-ka 13.6 ovoga članka, Društvo je dužno osobi koja je dala glas elektronički potvrditi da mu je prispio tako dan glas, u skladu s člankom 7. stavkom 1. i člankom 9. stavkom 5. podstavkom 1. Provedbene uredbe (EU) 2018/1212. Informacije može prenositi treća osoba koju odredi Društvo, posrednik ili dioničar. Ako dioničari sudjeluju u radu glavne skupštine elektroničkom komunikacijom, u pozivu se posebno mora naznačiti na koji će se način dioničari uključiti u rad glavne skupštine. Ako je sudjelovanje na glavnoj skupštini moguće isključivo elektroničkom komunikacijom, dioničari će se na to upozoriti pozivom za glavnu skupštinu. Od dana objave poziva za glavnu skupštinu u poslovnim prostorijama u sjedištu Društva moraju

se izložiti za razgledanje dioničarima godišnja financijska izvješća, izvješće o stanju društva, izvješće nadzornog odnosno upravnog odbora i prijedlog odluke o upotrebi dobiti, kada su predmet razmatranja i/ili odlučivanja na glavnoj skupštini. Na zahtjev pojedinog dioničara, Društvo će mu staviti na raspolaganje presliku spomenutih isprava. -----

- 13.8. Upotreba elektroničke komunikacije za potrebe iz stavaka 13.6. i 13.7. ovog članka dopuštena je ako su za to ispunjeni uvjeti predviđeni Zakonom o trgovačkim društvima. -----

-----Članak 14.-----

- 14.1. Glavnoj skupštini predsjedava predsjednik Glavne skupštine, kojeg imenuje Glavna skupština društva. -----

- 14.2. Prije izbora predsjednika Glavne Skupštine, ili ako se iz bilo kojeg razloga predsjednik nije izabran, zasjedanjem Glavne skupštine predsjedava član Nadzornog odbora kojeg imenuje Nadzorni odbor. -----

- 14.3. Predsjednik Glavne skupštine:-----

- predsjedava sjednicama Skupštine te utvrđuje redoslijed raspravljanja o pojedinim točkama dnevnog reda, odlučuje o redoslijedu glasovanja o pojedinim prijedlozima, o načinu glasovanja o pojedinim odlukama te o svim proceduralnim pitanjima koja nisu utvrđena Zakonom i ovim Statutom; -----
- potpisuje zapisnike i odluke Skupštine; -----
- u ime Glavne skupštine komunicira s drugim organima društva i trećim osobama, kada je to predviđeno Zakonom i ovim Statutom; -----
- obavlja i druge poslove što su mu stavljeni u nadležnost Zakonom i ovim Statutom. -----

- 14.4. Prije prelaska na predviđeni dnevni red, predsjednik Glavne skupštine utvrdit će imaju li punomoćnici dioničara valjane punomoći u smislu odredbi ovog Statuta. -----

-----Članak 15.-----

- 15.1. Dioničari sami snose vlastite troškove sudjelovanja u radu i na sjednicama Glavne skupštine. Troškove održavanja sjednice snosi društvo. -----

- 15.2. Na Glavnoj skupštini mora se sastaviti popis svih prisutnih i zastupanih dioničara te njihovih zastupnika uz navođenje imena i prezimena te navođenje ukupnog broja dionica. Popis treba sastaviti na temelju vjerodostojne isprave koju izda SKDD, odnosno na temelju punomoći za zastupanje dioničara na Glavnoj Skupštini u pismenom obliku. -----

-----Članak 16.-----

- 16.1. Dioničarima ili njihovim punomoćnicima riječ će davati Predsjednik Glavne skupštine. -----

- 16.2. Prisutni dioničari i njihovi punomoćnici dužni su svojim ponašanjem omogućiti da se Glavna skupština održi u skladu s odredbama ovog Statuta i zakona. -----

- 16.3. Mir i red Glavne skupštine održava Predsjednik Glavne skupštine te je u tu svrhu ovlašten oduzimati riječ, a osobu koja trajno remeti rad Glavne skupštine, ovlašten je udaljiti s Glavne skupštine.-----

-----Članak 17.-----

- 17.1. Ukoliko je to svrsishodno za uredni rad, primjereno trajanje i učinkovitost rada Glavne skupštine, Predsjednik Glavne skupštine može ograničiti ukupno vrijeme raspravljanja, postavljanja pitanja i traženja obavještenja koje otpada na pojedinu točku dnevnog reda kao i odrediti maksimalno vrijeme u kojem svaki dioničar ili punomoćnik koji se propisno javi za riječ, može postavljati pitanja, raspravljati ili tražiti obavještenja. -----

- 17.2. Pri određivanju ograničenja iz prethodnog stavka, Predsjednik Glavne skupštine vodit će računa o ukupnom broju točaka dnevnog reda, složenosti materije o kojoj treba odlučiti te o broju dioničara ili njihovih punomoćnika koji su se prijavili za riječ. -----

-----Članak 18.-----

- 18.1. Nakon raspravljanja o pojedinim točkama dnevnog reda u skladu s prethodnim člankom, Glavna skupština će o tome donijeti odluku glasovanjem. -----
- 18.2. Glasovanje se vrši podizanjem glasačkih kartona ili popunjavanjem glasačkih listića na kojima je označen broj glasova koji pripada pojedinom dioničaru, a glasovati se može sa "za", "protiv" ili "suzdržan" za svaku točku dnevnog reda. Ovlašćuju se Uprava i Nadzorni odbor da donesu odluku kojom se omogućuje glasovanje na Glavnoj skupštini pomoću elektroničke naprave za glasovanje. -----
- 18.3. Obrasce glasačkih kartona odnosno glasačkih listića ili elektroničke naprave za glasovanje za potrebe ostvarenja prava glasa na Glavnoj skupštini pripremit će društvo. -----
- 18.4. Svaka odluka Glavne skupštine mora se navesti u zapisnik koji sastavlja javni bilježnik. U zapisniku se navodi način i rezultat glasovanja i utvrđenje predsjednika o donesenim odlukama koje obuhvaća za svaku odluku i broj dionica na temelju kojih su dani valjani glasovi, udio temeljnog kapitala društva koji otpada na dionice na temelju kojih su dani valjani glasovi, udio temeljnog kapitala društva koji otpada na dionice na temelju kojih su dani valjani glasovi te broj glasova danih za pojedinu odluku, glasova danih protiv i prema okolnostima broj glasova koji bi otpao na one koji su se suzdržali od glasovanja. -----
- 18.5. Društvo mora u roku od 7 (sedam) dana nakon što je održana Glavna skupština rezultate glasovanja objaviti na svojim internetskim stranicama. -----

----- Nadzorni odbor -----

-----Članak 19.-----

- 19.1. Nadzorni odbor ima do 7 (sedam) članova. -----
- 19.2. Članovi Nadzornog odbora biraju se na razdoblje do 4 (četiri) godine počevši od dana donošenja odluke o imenovanju, a iste osobe mogu biti ponovno birane. -----
- 19.3. Članove nadzornog odbora bira Glavna skupština društva. Izbor članova Nadzornog odbora na Glavnoj skupštini vrši se glasovanjem za svakog člana pojedinačno, a odluka o izboru donosi se običnom većinom. -----
- 19.4. Jednog (1) člana Nadzornog odbora imaju pravo imenovati radnici sukladno odredbama posebnog zakona kojim se uređuje rad i radnopravni odnosi. Navedeno se ne odnosi na imenovanje članova prvog nadzornog odbora prilikom osnivanja društva. -----
- 19.5. Sukladno odredbi članka 256. Zakona o trgovačkim društvima, društvo Orso Global d.o.o., sa sjedištem u Zagrebu, Ulica Vjekoslava Heinzela 62A, upisano u sudski registar Trgovačkog suda u Zagrebu pod matičnim brojem subjekta upisa (MBS): 081393625, OIB: 64606431733 ima pravo imenovati dva (2) člana Nadzornog odbora te imenovanim članovima Nadzornog odbora odrediti trajanje njihovog mandata. -----

-----Članak 20.-----

- 20.1. Članovi Nadzornog odbora između sebe biraju predsjednika i njegovog zamjenika. -----
- 20.2. Zamjenik predsjednika Nadzornog odbora zamjenjuje predsjednika u njegovoj odsutnosti. ---

-----Članak 21.-----

21.1. Nadzorni odbor radi i donosi svoje odluke na sjednicama, a može odlučivati ako je na sjednici prisutna najmanje polovina od propisanoga broja njegovih članova, ali ne manje od tri. -----

21.2. Nadzorni odbor donosi svoje odluke većinom od danih glasova. Svaki član Nadzornog odbora ima pravo na jedan glas. Ako su glasovi jednako podijeljeni, odlučujući je glas predsjednika Nadzornog odbora. -----

21.3. Nadzorni odbor može donositi odluke i bez održavanja sjednice, elektronskim putem, pismom, telefonom, telegrafom, telefaksom i korištenjem drugih za to potrebnih tehničkih sredstava. Takve odluke obavezno se verificiraju na prvoj sljedećoj sjednici Nadzornog odbora. -----

21.4. Nadzorni odbor donosi pravilnik o svom radu i načinu glasovanja te drugim pitanjima iz svoje nadležnosti. -----

21.5. Nadzorni odbor održava sjednice najmanje četiri puta godišnje. -----

-----Članak 22.-----

22.1. Nadzorni odbor nadzire vođenje poslova društva. -----

22.2. U okviru svojih nadležnosti, Nadzorni odbor je ovlašten: -----

- imenovati i opozvati predsjednika i članove Uprave društva; -----
- sazvati Glavnu skupštinu društva; -----
- ispituje godišnja financijska izvješća te ih zajedno s Upravom društva utvrđuje; -----
- podnosi Glavnoj skupštini pismeno izvješće o obavljenom nadzoru; -----
- predlaže Glavnoj skupštini donošenje odluka sukladno Zakonu; -----
- davati suglasnost na odluke Uprave, kada je to propisano propisima ili ovim Statutom; -----
- davati nalog revizoru za ispitivanje godišnjih financijskih izvješća; -----
- zastupati društvo prema Članovima uprave. -----

22.3. Nadzorni odbor i svaki njegov član, obvezni su štititi interese društva. -----

-----Članak 23.-----

23.1. Nadzorni odbor može imenovati komisije u svrhe pripreme odluka Nadzornog odbora i nadzora njihova provođenja. -----

23.2. Članovi Nadzornog odbora imaju pravo na nagradu za njihov rad, a koji iznos nagrade članovima Nadzornog odbora određuje Glavna skupština društva pisanom odlukom. -----

-----Uprava-----

-----Članak 24.-----

24.1. Uprava Društva sastoji se od 1 (jednog) do 6 (šest) članova. Ukoliko se sastoji od više od jednog člana, jedan od njih mora se imenovati za predsjednika Uprave. -----

24.2. Predsjednika i članove Uprave imenuje i razrješuje Nadzorni odbor društva. -----

24.3. Mandat predsjednika i članova Uprave traje do pet godina, s time da ih se može ponovno imenovati. -----

24.4. Ako se u tijeku mandata člana Uprave pojavi zakonska smetnja za obavljanje funkcije ili se naknadno utvrdi da pojedini član ne ispunjava uvjete za obavljanje te funkcije, Nadzorni odbor će opozvati odluku o imenovanju toga člana i umjesto njega imenovati novog člana Uprave društva. -----

24.5. Ako mandat člana Uprave prestane iz drugih razloga (umirovljenje, smrt ili drugo), Nadzorni odbor će potvrditi prestanak mandata člana Uprave i imenovati novog člana Uprave.-----

-----Članak 25.-----

25.1. Uprava je obvezna i ovlaštena poduzimati sve radnje i donositi sve odluke koje smatra potrebnim za uspješno vođenje poslova društva. -----

25.2. Vođenje poslova društva obuhvaća donošenje odluka u svrhu realizacije poslovne strategije, planova i programa poslovanja, aktivnosti koje proizlaze iz zajedničkog cilja, ali i svako stvarno i pravno djelovanje unutar društva i u njegovu korist. Uprava vodi poslove društva na vlastitu odgovornost, osiguravajući uredno obavljanje svih djelatnosti i stručnih poslova. Odluke u okviru vođenja poslova društva (nalozi, upute smjernice itd.) koje donesu članovi Uprave u okviru svojih ovlasti obvezne su za djelatnike na nižim razinama organizacije.-----

25.3. Uprava osobito obavlja sljedeće poslove:-----

- vodi poslove društva; -----
- utvrđuje poslovnu politiku društva; -----
- priprema odluke i opće akte društva za donošenje kojih je nadležna Glavna Skupština; -----
- saziva Glavnu Skupštinu u slučajevima određenim zakonom i ovim Statutom; -----
- donosi interne akte i odluke iz područja poslovanja društva sukladno propisima i Statutu; --
- podnosi izvješće Nadzornom odboru; -----
- vodi poslovne knjige društva i izvještava druge organe društva; -----
- obavlja i druge poslove sukladno zakonu i drugim propisima.-----

-----Članak 26.-----

26.1. Uprava se sastaje kad za to postoji potreba. -----

26.2. Ako se Uprava sastoji od više članova, kvorum za sjednice Uprave čine 2 (dva) člana Uprave, a Uprava donosi odluke većinom glasova nazočnih ili zastupljenih članova Uprave. -----

26.3. Odluke Uprave navode se u zapisniku sa sjednice Uprave. -----

26.4. Predsjednik uprave ima prava i obveze utvrđene zakonom, ovim Statutom, Poslovníkom o radu Uprave, i drugim općim aktima društva i odlukama organa društva. Predsjednik uprave predsjedava sjednicama Uprave, koordinira vođenje poslova društva, i u ime Uprave podnosi izvještaje Nadzornom odboru i Glavnoj skupštini društva. -----

26.4. Član uprave ima ovlasti i dužnosti utvrđene u skladu sa zakonom, ovim Statutom, Poslovníkom o radu uprave i drugim internim aktima društva. -----

26.5. Vođenje poslova društva i rad Uprave uređuje se Poslovníkom o radu uprave, kojeg donosi Uprava uz prethodnu suglasnost Nadzornog odbora. -----

26.6. Uprava je ovlaštena isključivo uz izričitu prethodnu suglasnost Nadzornog odbora, donijeti sljedeće odluke: -----

- i. svakom obliku stjecanja ili raspolaganja imovine čija knjigovodstvena vrijednost prelazi 3% ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva; ---
- ii. o svakom obliku stjecanja ili raspolaganja dionica ili poslovnih udjela u povezanim društvima čija knjigovodstvena vrijednost prelazi 3% ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva; -----
- iii. o svakom obliku statusne promjene Društva, uključujući svaki oblik pripajanja, spajanja, restrukturiranja te prestanka Društva; -----
- iv. o svakom ulaganju u opremu čija knjigovodstvena vrijednost prelazi 3% ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva;-----

- v. o uzimanju ili davanju zajma čiji iznos prelazi 3% ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima Društva, osim uzimanju ili davanju zajmova prema ovisnim društvima u smislu Međunarodnih standarda financijskog izvješćivanja koji su preuzeti Uredbom Komisije (EZ) br. 1126/2008 od 3. studenoga 2008. ako je Društvo izravno ili neizravno njihov jedini član ili ako u tim ovisnim društvima ni jedna s Društvom nepovezana osoba nije član, bilo izravno bilo neizravno; -----
- vi. sklapanje bilo kojeg ugovora čija vrijednost prelazi 3% ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva; -----
- vii. utvrđenju godišnjeg financijskog plana Društva; -----
- viii. preuzimanju jamstva, sudužništva ili slične obveze u slučajevima kada obveza glavnog dužnika za koju se preuzima takvo jamstvo, sudužništvo ili slična obveza, prelazi 3% ukupne imovine iskazane u posljednjim godišnjim konsolidiranim izvještajima društva; ---
- ix. donošenju odluke o značajnim promjenama u načinu izvještavanja računovodstvenih, knjigovodstvenih i poslovnih rezultata.-----

-----Članak 27.-----

- 27.1. Ako Uprava ima više članova, odlukom o imenovanju članova uprave utvrdit će se ovlast svakog pojedinog člana uprave za zastupanje, na način da se može odrediti da je svatko od njih ovlašten zastupati društvo pojedinačno i samostalno, skupno s drugim članom uprave ili skupno s predsjednikom uprave.-----
- 27.2. Uprava može dati drugoj osobi prokuru (specijalna vrsta punomoći) i pisanu punomoć za sklapanje određene vrste ugovora i poduzimanje drugih pravnih radnji, ili za sklapanje pojedinačno određenih ugovora ili poduzimanje drugih posebno određenih pravnih radnji.----
- 27.3. Prokuru daje Uprava uz suglasnost Nadzornog odbora, a punomoć daje Uprava u skladu sa svojim ovlastima za zastupanje.-----
- 27.4. Pri zastupanju društva, članovi Uprave navode tvrtku društva i svoj položaj članova Uprave.-----
- 27.5. Članovi uprave dužni su se u zastupanju i vođenju poslova držati ograničenja koja su postavljena odlukama Glavne skupštine, Nadzornog odbora i odredbama Poslovnika o radu Uprave.-----

VI. GODIŠNJI OBRAČUN I UPOTREBA DOBITI -----

-----Članak 28.-----

- 28.1. Poslovna godina društva je kalendarska godina.-----
- 28.2. Uprava društva je dužna u rokovima predviđenim Zakonom, nakon završetka poslovne godine pripremiti godišnja izvješća i izvješće o poslovanju društva te ih predati revizoru društva.-----
- 28.3. Revizorsko izvješće Uprava društva bez odgode dostavlja Nadzornom odboru zajedno s godišnjim financijskim izvješćem, izvješćem o poslovanju društva i prijedlogom odluke Glavnoj skupštini o upotrebi dobiti.-----
- 28.4. Nadzorni odbor ispituje godišnja financijska izvješća, izvješće o stanju društva i prijedlog odluke o upotrebi dobiti te podnosi Glavnoj skupštini pisano izvješće o ispitanom vođenju poslova društva u skladu s zakonom.-----
- 28.5. Nadzorni odbor dužan je svoje izvješće dostaviti Upravi u roku mjesec dana nakon što su mu podnesena sva izvješća koja treba ispitati. Ne postupi li tako, Uprava mu je dužna dati dodatni rok za dostavljanje istog, koji ne može biti dulji od mjesec dana. Ne dostavi li Nadzorni odbor svoje izvješće ni u tom roku, smatra se da nije dao suglasnost na izvješća Uprave.-----

- 28.6. Ukoliko Nadzorni odbor da suglasnost na godišnja financijska izvješća, time su ih utvrdili Uprava i Nadzorni odbor ako oni ne odluče da se utvrđenje tih izvješća prepusti Glavnoj skupštini. Odluke Uprave i Nadzornog odbora o tome moraju se navesti u izvješću Nadzornog odbora Glavnoj Skupštini i moraju mu se priložiti. -----
- 28.7. Glavna skupština utvrđuje godišnja financijska izvješća kada joj Uprava i Nadzorni odbor prepuste da to učini ili kada Nadzorni odbor ne da suglasnost na izvješća koja mu podnese Uprava. Pri utvrđivanju godišnjih financijskih izvješća primjenjuju se propisi kojima se uređuje sastavljanje tih izvješća. Glavna skupština smije pri utvrđivanju godišnjih financijskih izvješća rasporediti u rezerve društva samo iznose koje u njih treba unijeti po Zakonu i ovom Statutu. Izmijeni li Glavna skupština godišnje financijsko izvješće koje je ispitao revizor, njena odluka o utvrđenju tog izvješća i odluka o uporabi dobiti imaju pravni učinak tek nakon što ih ispita revizor i o tome podnese izvješće bez rezerve. Te su odluke ništave ako revizor ne podnese izvješće bez rezerve u roku dva tjedna od dana njihova donošenja. -----
- 28.8. Godišnja financijska izvješća, izvješće o poslovanju društva, revizorsko izvješće i prijedlog Uprave društva o upotrebi dobiti te izvješće Nadzornog odbora o nadzoru poslova društva moraju biti dani na uvid dioničarima društva u poslovnim prostorijama društva, od dana objave poziva za Glavnu skupštinu. -----
- Članak 29.-----
- 29.1. Način utvrđivanja dobiti Društva za svaku poslovnu godinu određen je zakonom. -----
- 29.2. Nakon podmirenja namjena određenih zakonom, na prijedlog Uprave društva, Glavna skupština donosi odluku o raspodjeli dobiti Društva, svoti i načinu isplate dividende. -----
- 29.3. Glavna skupština može donijeti odluku o isplati dobiti dioničarima u dionicama društva. -----
- 29.4. Glavna skupština društva može odlučiti da se dobit upotrijebi i za isplatu dioničarima kao i za druge namjene, primjerice za isplatu zaposlenima ili članovima Uprave. -----
- 29.5. Glavna skupština može odlučiti da se dobit društva ne isplati dioničarima (zadržana dobit). --
- 29.6. Rok za isplatu dividende je 30 (trideset) dana od dana donošenja odluke o isplati, osim ako Glavna skupština nije drugačije odredila. -----
- 29.7. Tijekom poslovne godine i uz suglasnost Nadzornog odbora Uprava je ovlaštena isplatiti dioničarima predujam na ime dividende iz predviđenog dijela neto dobiti, ali samo ako privremeni račun dobiti i gubitka za proteklu godinu pokazuje dobit. -----
- 29.9. Na ime predujma može se isplatiti najviše polovinu iznosa dobiti umanjenog za iznose koji se po zakonu moraju unijeti u rezerve društva. -----
- 29.10. Isplata predujma na ime dividende ne može prijeći iznos polovine prošlogodišnje dobiti. -----

VII. OBJAVE I PROPĆENJA DRUŠTVA

- Članak 30.-----
- 30.1. Podatci i priopćenja društva objavljuju se u skladu s odredbama Zakona o trgovačkim društvima i ostalim pratećim propisima. -----
- 30.2. Ako dionice društva budu uvrštene na uređeno tržište ili na drugo mjesto trgovanja u Republici Hrvatskoj, podatci i priopćenja društva objavljuivat će se u skladu s propisima koji reguliraju obveze izdavatelja čiji su instrumenti uvršteni na uređeno tržište ili na drugo mjesto trgovanja

te u skladu s primjenjivim pravilima odnosnog uređenog tržišta odnosno drugog mjesta trgovanja.-----

VIII. POSLOVNA TAJNA-----

-----Članak 31.-----

31.1. Poslovnom tajnom smatraju se akti, isprave i podaci u društvu čije bi priopćavanje neovlaštenoj osobi moglo nanijeti štetu poslovnim interesima i poslovnom ugledu društva, a koji su kao takvi predviđeni posebnim aktom ili označeni oznakom poslovna tajna ili drugom oznakom istog značenja.-----

31.2. Poslovnu tajnu dužni su čuvati članovi Uprave i Nadzornog odbora i nakon isteka njihovog mandata.-----

IX. TRAJANJE I PRESTANAK DRUŠTVA-----

-----Članak 32.-----

32.1. Društvo se osniva na neodređeno vrijeme i prestaje na jedan od načina koji su propisani zakonom i u postupku koji je određen zakonom i odredbama ovog Statuta.-----

X. PRIJELAZNE I ZAVRŠNE ODREDBE-----

-----Članak 33.-----

33.1. Ovaj Statut stupa na snagu danom upisa u sudski registar nadležnog suda.-----

33.2. Statut je osnovni akt društva i svi ostali opći akti moraju biti u skladu s njegovim odredbama.-----

33.3. Uprava društva odgovorna je za čuvanje Statuta i obvezna je na zahtjev dioničara omogućiti uvid u Statut ili na njegov trošak osigurati presliku statuta.-----

33.4. Izmjene i dopune ovog Statuta moguće su samo na način koji je propisan zakonom.-----

U Zagrebu dana 16.06.2025. (šesnaestog lipnja dvije tisuće dvadeset pete) godine.-----

BOSQAR d.d.



Darko Horvat, predsjednik Uprave