

# BOSQAR INVEST

**Poslovník o radu Revizijskog  
odbora**

**Rules of Procedure of the  
Audit Committee**

Zagreb, srpanj / July 2025

Nadzorni odbor društva BOSQAR d.d. sa sjedištem u Zagrebu, Ulica grada Vukovara 23, upisano u sudski registar Trgovačkog suda u Zagrebu pod matičnim brojem subjekta upisa (MBS): 081210030, OIB: 62230095889 („Društvo“) sukladno članku 21. stavka 21.4 Statuta Društva („Statut“) donosi u Zagrebu, 31. srpnja 2025. godine slijedeći:

## POSLOVNIK O RADU REVIZIJSKOG ODBORA

### I. Uvodne odredbe

#### Članak 1.

Ovim Poslovnikom uređuje se sastav, dužnost, prava i odgovornost Revizijskog odbora Društva, način njegova rada, odnos prema Nadzornom odboru, Glavnoj Skupštini i Upravi Društva, unutarnjoj reviziji, te druga pitanja značajna za rad Revizijskog odbora čije su ovlasti određene Zakonom o reviziji.

Odredbe ovog Poslovnika obvezuju sve članove Revizijskog odbora, kao i sve druge osobe koje bi sudjelovale u radu Revizijskog odbora. Preporuke Revizijskog odbora nemaju izvršne ovlasti niti iste oslobađaju tijela Društva od njihovih odgovornosti u skladu s internim aktima Društva te primjenjivim propisima.

### II. Sastav Revizijskog odbora

#### Članak 2.

Revizijski odbor ima najmanje tri (3) člana koji se imenuju u skladu s odredbama Zakona o reviziji (Narodne novine broj 145/2024; dalje: "Zakon o reviziji").

Članovi se imenuju iz redova članova Nadzornog odbora i/ili članova koje imenuje Glavna Skupština Društva.

Najmanje jedan (1) član Revizijskog odbora mora biti stručan u području računovodstva i/ili revizije, a svi članovi Revizijskog odbora moraju imati znanje o djelatnosti Društva, odnosno o sektoru u kojem

The Supervisory Board of BOSQAR d.d. with its registered office in 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 (the "Company") in accordance with Article 21, paragraph 21.4 of the Company's Articles of Association (the "Articles of Association"), in Zagreb, July 31, 2025, adopts the following:

## RULES OF PROCEDURE OF THE AUDIT COMMITTEE

### I. Introductory provisions

#### Article 1

These Rules of Procedure regulate the composition, duty, rights, and responsibilities of the Company's Audit Committee, the manner of its work, its relations with the Supervisory Board, the General Assembly, the Company's Management Board, the internal audit, and other issues important for the work of the Audit Committee.

The provisions of these Rules of Procedure are binding on all members of the Audit Committee, as well as all other persons who would participate in the work of the Audit Committee. The recommendations of the Audit Committee do not have executive power, nor do they release the Company's bodies from their responsibilities in accordance with the Company's internal acts and applicable regulations.

### II. Composition of the Audit Committee

#### Article 2

The Audit Committee has at least three (3) members who are appointed in accordance with the provisions of the Audit Act (Official Gazette No. 145/2024; hereinafter: the "Audit Act").

Members are appointed from the members of the Supervisory Board and/or members appointed by the General Assembly of the Company.

At least one (1) member of the Audit Committee must be an expert in the field of accounting and/or auditing, and all members of the Audit Committee must have knowledge related to the Company's activities, i.e.,

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| <p>posluje Društvo.</p> <p>Predsjednika Revizijskog odbora imenuje Nadzorni odbor ili ga biraju članovi Revizijskog odbora na konstituirajućoj sjednici. Do izbora predsjednika Revizijskog odbora radom sjednice rukovodi najstariji član Revizijskog odbora.</p> <p>Većina članova Revizijskog odbora mora biti neovisna, a predsjednik mora biti neovisan član Nadzornog odbora. Članovi Uprave ne mogu biti članovi Revizijskog odbora. Neovisnost Revizijskog odbora ne može se postići imenovanjem neovisnog člana koji nije član Nadzornog odbora, već se može ostvariti isključivo imenovanjem neovisnih članova Nadzornog odbora. Izuzeće od zahtjeva neovisnosti iz Zakona o reviziji primjenjuje se samo ako je u skladu s Kodeksom korporativnog upravljanja Zagrebačke burze.</p> <p>Revizijski odbor samostalan je u svom radu.</p> <p>Članove Revizijskog odbora imenuje Nadzorni odbor na vrijeme od 4 (četiri) godine i isti mogu biti ponovno imenovani.</p> <p>Nadzorni odbor Društva može svojom odlukom opozvati člana Revizijskog odbora i prije isteka njegova mandata, pri čemu član Revizijskog odbora također može u svakom trenutku dati ostavku na svoje članstvo u Revizijskom odboru. Ostavka se u pisanom obliku izjavljuje Nadzornom odboru Društva i, ako iz nje ne proizlazi što drugo, djeluje od dana kada je dana.</p> | <p>the sector in which the Company operates.</p> <p>The President of the Audit Committee is appointed by the Supervisory Board or elected by the members of the Audit Committee at the constituent session. Until the election of the President of the Audit Committee, the session is managed by the most senior member of the Audit Committee.</p> <p>The majority of the members of the Audit Committee must be independent, and the President must be an independent member of the Supervisory Board. Members of the Management Board shall not be members of the Audit Committee. Independence of the Audit committee cannot be achieved by appointing an independent non-supervisory board member, but can only be achieved by appointing independent Supervisory board members. The exemption from the independence requirement under the Audit Act applies only if it is in accordance with the Corporate Governance Code of the Zagreb Stock Exchange.</p> <p>The Audit Committee is independent in its work.</p> <p>The members of the Audit Committee are appointed by the Supervisory Board for a term of 4 (four) years. They can be reappointed.</p> <p>The Supervisory Board of the Company may, by its decision, recall a member of the Audit Committee even before the expiration of his/her term, whereby a member of the Audit Committee may also resign at any time from his/her position in the Audit Committee. The resignation shall be declared in writing to the Supervisory Board of the Company and, unless otherwise specified in the resignation, shall take effect from the day the notice has been given.</p> |
| <h3>III. Nadležnost Revizijskog odbora</h3> <p><b>Članak 3.</b></p> <p>Ovlasti i odgovornosti Revizijskog odbora:</p> <ul style="list-style-type: none"> <li>- nadzirati ispravnost i cjelovitost financijskih izvještaja i računovodstvenih politika Društva i drugih službenih priopćenja povezanih s financijskim rezultatima Društva,</li> <li>- nadzirati ispravnost i cjelovitost izvještaja o korporativnoj održivosti i politika izvještavanja o održivosti i drugih službenih priopćenja povezanih s rezultatima Društva povezanih s održivosti,</li> <li>- nadzirati provođenje poreznog planiranja</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <h3>III. Competence of the Audit Committee</h3> <p><b>Article 3</b></p> <p>Powers and responsibilities of the Audit Committee:</p> <ul style="list-style-type: none"> <li>- monitor the correctness and integrity of the Company's financial statements, accounting policies, and other official statements related to the Company's financial results,</li> <li>- monitor the integrity and completeness of corporate sustainability reports and sustainability reporting policies and other formal announcements relating to the company's sustainability-related performance,</li> <li>- monitor the implementation of tax planning,</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

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| <p>uključujući raspodjelu poreza na dobit ostvarenu iz prekograničnih aktivnosti,</p> <ul style="list-style-type: none"> <li>- nadgledati djelotvornost unutarnjih financijskih kontrola Društva,</li> <li>- najmanje jednom godišnje ocijeniti djelotvornost upravljanja rizicima i sustava unutarnje kontrole kao cjeline te po potrebi dati preporuke Nadzornom odboru i Upravi Društva,</li> <li>- osigurati neovisnost i dostatnost funkcije unutarnje revizije,</li> <li>- osigurati efikasnost sustava unutarnje revizije, osobito putem izrade preporuka prilikom odabira, imenovanja, ponovnog imenovanja i smjene rukovoditelja odjela za unutarnju reviziju i glede sredstava koja mu stoje na raspolaganju, i procjene postupaka rukovodećeg kadra povodom nalaza i preporuke unutarnje revizije,</li> <li>- usuglasiti se s unutarnjim revizorom oko godišnjeg radnog plana unutarnje revizije, zaprimati izvještaje unutarnjeg revizora i nadzirati provedbu njegovih preporuka,</li> <li>- nadgledati proces odabira i imenovanja vanjskog revizora u skladu sa zakonskim zahtjevima te dati preporuke Nadzornom odboru za izbor vanjskog revizora i uvjetima za njegovo imenovanje,</li> <li>- osigurati dostatnost, neovisnost i djelotvornost funkcije vanjske revizije,</li> <li>- nadgledati neovisnost i objektivnost vanjskog revizora te odobriti politiku o dozvoljenim nerezvizorskim uslugama koje pruža vanjski revizor i nadgledati provedbu te politike,</li> <li>- ako to ne poduzme Nadzorni odbor ili poseban odbor Nadzornog odbora, Revizijski odbor mora: <ul style="list-style-type: none"> <li>a) nadzirati djelotvornost cjelokupne unutarnje kontrole Društva i sustava upravljanja rizicima i</li> <li>b) nadzirati primjenu postupaka za prijavljivanje kršenja zakona ili unutarnja pravila ponašanja Društva te najmanje jednom godišnje ocijeniti djelotvornost postupka i njegovu primjenu,</li> </ul> </li> <li>- nadgledati provedbu mjera koje su određene kao rezultat vanjske i unutarnje revizije i vlastitog nadzora, te</li> <li>- izvršavati sve ostale obveze kako su iste predviđene internim aktima Društva i odredbom članka 66. Zakona o reviziji te Uredbe (EU) br. 537/2014 ("Uredba").</li> </ul> | <p>including the distribution of tax on profit from cross-border activities,</p> <ul style="list-style-type: none"> <li>- monitor the effectiveness of the Company's internal financial controls,</li> <li>- at least once a year, evaluate the effectiveness of risk management and the internal control system as a whole and, if necessary, make recommendations to the Supervisory Board and the Management Board of the Company,</li> <li>- ensure the independence and adequacy of the internal audit function,</li> <li>- ensure the efficiency of the internal audit system, in particular by making recommendations on the selection, appointment, reappointment, and removal of the head of the internal audit department and the resources available to him, and assessing the actions of management regarding internal audit findings and recommendations,</li> <li>- reach an agreement with the internal auditor on the annual internal audit work plan, receive the internal auditor's reports and monitor the implementation of his recommendations,</li> <li>- monitor the process of selection and appointment of the external auditor in accordance with legal requirements and make recommendations to the Supervisory Board on the selection of the external auditor and the conditions for his appointment,</li> <li>- ensure the adequacy, independence, and effectiveness of the external audit function,</li> <li>- monitor the independence and objectivity of the external auditor and approve the policy on permitted non-audit services provided by the external auditor and monitor the implementation of that policy,</li> <li>- if the Supervisory Board or a special committee of the Supervisory Board does not do so, the Audit Committee must: <ul style="list-style-type: none"> <li>a) monitor the effectiveness of the Company's overall internal control and risk management system, and</li> <li>b) monitor the application of procedures for reporting violations of the law or internal rules of conduct of the Company and should review the effectiveness of the procedure and how it has been applied at least annually,</li> </ul> </li> <li>- monitor the implementation of measures determined as a result of external and internal audit and own supervision, and</li> <li>- perform all other obligations as provided by</li> </ul> |
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| <p>Uz poslove navedene u prethodnom stavku Revizijski odbor može obavljati i druge poslove prema zahtjevu Nadzornog odbora.</p> <p><b>Članak 4.</b></p> <p>Nadziranje ispravnosti i cjelovitosti financijskih izvještaja i izvještaja o korporativnoj održivosti, računovodstvenih politika te politika izvještavanja o održivosti Društva, kao i drugih službenih priopćenja povezanih s financijskim rezultatima i pokazateljima održivosti Društva, podrazumijeva praćenje integriteta objavljenih informacija Društva, a osobito ispravnosti i konzistentnosti računovodstvenih i nefinancijskih metoda izvještavanja koje koristi Društvo, uključivši i kriterije za konsolidaciju izvještaja društava koja pripadaju grupi.</p> <p>Revizijski je odbor odgovoran za nadgledanje i pregledavanje financijskih informacija i informacija o održivosti koje se objavljuju u financijskim, nefinancijskim i drugim izvještajima prije njihovog prezentiranja i publiciranja u javnost.</p> <p><b>Članak 5.</b></p> <p>Nadgledanje djelotvornosti unutarnjih financijskih kontrola i kontrola povezanih s izvještavanjem o održivosti u Društvu podrazumijeva da Revizijski odbor najmanje jednom godišnje vrši procjenu kvalitete unutarnjeg sustava kontrole i upravljanja rizicima, s ciljem da se glavni rizici kojima je Društvo izloženo, uključujući tu i rizike povezane s pridržavanjem propisa i ESG rizike (okolišne, društvene i upravljačke na odgovarajući način identificiraju i javno objave, te da se njima na odgovarajući način upravlja.</p> <p>Zadaću praćenja neovisnosti i objektivnosti vanjskih revizora ili revizorskog društva koje obavlja reviziju Revizijski odbor obavlja, prvenstveno, prikupljanjem odgovarajućih izjava od revizora, kao i traženjem određenih informacija od uprave Društva, sve u cilju utvrđenja da li revizor ili revizorsko društvo ispunjava uvjete neovisnosti i nepristranosti utvrđenih Zakonom o reviziji.</p> <p>Zadaću osiguranja odabira i imenovanja vanjskog revizora Revizijski odbor ostvaruje na način da Nadzornom odboru Društva daje preporuke vezane uz izbor, imenovanje, ponovno imenovanje ili promjenu vanjskog revizora a koje prijedloge</p> | <p>the Company's internal acts and the provision of Article 66 of the Audit Act and Regulation (EU) no. 537/2014 (the "Regulation").</p> <p>In addition to the tasks listed in the previous paragraph, the Audit Committee may perform other tasks as requested by the Supervisory Board.</p> <p><b>Article 4</b></p> <p>Monitoring the accuracy and completeness of the Company's financial statements and corporate sustainability reports, accounting policies, and sustainability reporting policies of the Company, as well as other official statements related to the Company's financial results and sustainability indicators of the Company, includes monitoring the integrity of the Company's published information, in particular, the accuracy and consistency of accounting and non-financial reporting methods used by the Company, including criteria for consolidating the reports of companies within the Group.</p> <p>The Audit Committee is responsible for overseeing and reviewing the financial and sustainability information disclosed in the financial, non-financial and other statements prior to its presentation and publication to the public.</p> <p><b>Article 5</b></p> <p>Monitoring the effectiveness of the Company's internal financial controls and control related to sustainability reporting in the Company means that the Audit Committee evaluates the quality of the internal control and risk management system at least once a year. The aim of the evaluation is to properly identify, make public, and adequately manage the main risks to which the Company is exposed - including the risks associated with compliance with regulations and ESG (environmental, social, and governance).</p> <p>The Audit Committee performs the task of monitoring the independence and objectivity of external auditors or the audit company performing the audit primarily by collecting appropriate statements from the auditor, as well as requesting certain information from the Management Board of the Company, in order to determine whether the auditor or audit firm meets the requirements of independence and impartiality provided by the Audit Act.</p> <p>The Audit Committee performs the task of ensuring the selection and appointment of the external auditor by making recommendations to the Supervisory Board regarding the selection, appointment, reappointment, or change of the external auditor. The Supervisory</p> |
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| <p>Nadzorni odbor podnosi na usvajanje Glavnoj Skupštini Društva.</p> <p style="text-align: center;"><b>Članak 6.</b></p> <p>U postupku nadgledanja provođenja revizije godišnjih financijskih izvještaja Društva i neovisne provjere izvještaja o održivosti, Revizijski odbor surađuje s izabranim revizorom ili revizorima Društva, u slučaju da su za financijski izvještaj i izvještaj o održivosti angažirani različiti revizori.</p> <p>Revizijski odbor dogovara s revizorom Društva načine i rokove izvještavanja Revizijskog odbora o provedbi revizije financijskih izvještaja i neovisne provjere izvještaja o održivosti od strane revizora Društva.</p> <p>U okviru nadgledanja revizije godišnjih financijskih izvještaja Revizijski odbor ocjenjuje i raspravlja s revizorom Društva o primjerenost računovodstvenih politika koje je utvrdila Uprava Društva.</p> <p>Revizijski odbor dužan je svoje primjedbe i prijedloge vezane za primjenu i potrebe promjene računovodstvenih politika u pisanom obliku priopćiti Upravi Društva.</p> <p>Ako Uprava Društva ne prihvati primjedbe i prijedloge vezano na računovodstvene politike, a što bi moglo imati za posljedicu neobjektivno prezentiranje financijske situacije i uspješnosti poslovanja Društva, Revizijski odbor mora o tome, u pisanom obliku izvijestiti Nadzorni odbor prije sjednice na kojoj Nadzorni odbor ispituje odnosno utvrđuje financijske izvještaje za predmetnu poslovnu godinu.</p> <p>Za izvršavanje svojih zadataka Revizijski odbor ima pravo ostvariti uvid u sve poslovne dokumente i evidencije Društva, uključujući dokumentaciju vezanu uz izvještavanje o okolišnim, društvenim i upravljačkim aspektima (ESG) poslovanja.</p> <p>Zahtjev za korištenjem dokumenata i uvid u evidencije te za suradnju stručnih osoba u obavljanju svojih zadataka predsjednik Revizijskog odbora predaje u pisanom obliku (elektroničkom poštom) Upravi Društva.</p> <p>Sukladno zahtjevu iz prethodnog stavka Uprava Društva je dužna udovoljiti zahtjevu Revizijskog odbora.</p> | <p>Board submits these proposals for approval to the General Assembly of the Company.</p> <p style="text-align: center;"><b>Article 6</b></p> <p>In the process of monitoring the audit of the Company's annual financial statement and the independent assurance of the sustainability report, the Audit Committee cooperates with the Company's selected auditor or auditors, in cases where different auditors are engaged for the financial statement and the sustainability report.</p> <p>The Audit Committee reaches and agreement with the Company's auditor on the methods and deadlines for reporting to the Audit Committee on the implementation of the audit of financial statements and the independent assurance of the sustainability report by the Company's auditor.</p> <p>As part of monitoring the audit of annual financial statements, the Audit Committee evaluates and discusses with the Company's auditor the appropriateness of accounting policies established by the Company's Management Board.</p> <p>The Audit Committee is required to communicate its remarks and proposals related to the application and the need to change the accounting policies in writing to the Management Board of the Company.</p> <p>If the Management Board of the Company does not accept the remarks and proposals related to accounting policies, which could result in a biased presentation of the financial situation and business performance of the Company, the Audit Committee must inform the Supervisory Board in writing before the session at which the Supervisory Board examines or determines the financial statements for the business year in question.</p> <p>In order to perform its tasks, the Audit Committee has the right to inspect all business documents and records of the Company, including documentation related to the reporting on environmental, social, and governance (ESG) aspects of the Company's operations.</p> <p>The request for the use of documents and access to the records and for the cooperation of experts in performing their tasks is submitted by the President of the Audit Committee in writing (by e-mail) to the Management Board of the Company.</p> <p>In accordance with the request from the previous paragraph, the Management Board of the Company is obliged to comply with the request of the Audit Committee.</p> |
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| <p><b>IV. Odnos Revizijskog odbora prema drugim tijelima Društva te vanjskom revizoru</b></p> <p><b>Članak 7.</b></p> <p>Za svoj rad Revizijski odbor odgovara Nadzornom odboru Društva.</p> <p>Revizijski je odbor dužan o svom radu redovito izvještavati Nadzorni odbor, kao i uvijek kada to Nadzorni odbor od njega zatraži.</p> <p><b>Članak 8.</b></p> <p>Revizijski odbor treba imati otvorenu i neograničenu komunikaciju s Upravom Društva i Nadzornim odborom.</p> <p>Uprava treba dostavljati Revizijskom odboru pravovremene i periodične prikaze financijskih izvještaja i srodnih dokumenata, kao i nacrt izvještaja o održivosti prije javnog objavljivanja tih podataka, podatke o promjenama u računovodstvenim načelima i kriterijima, računovodstvene postupke prihvaćene za većinu radnji, kao i svako bitnije odstupanje između knjigovodstvene i stvarne vrijednosti po pojedinim stavkama, te svu korespondenciju s odjelom za unutarnju reviziju ili nezavisnim revizorima, uključujući i komunikaciju vezanu uz izvještavanje o okolišnim, društvenim i upravljačkim aspektima poslovanja.</p> <p>Uprava je osobito dužna izvijestiti Revizijski odbor o metodama korištenim za knjiženje značajnih i neuobičajenih transakcija i poslovnih događaja te utjecaja takvih događaja na podatke iz izvještaja o održivosti kada se knjigovodstvenom prikazu takvih događaja može pristupiti na različite načine.</p> <p><b>Članak 9.</b></p> <p>Vanjski i unutarnji revizori trebaju imati mogućnost izravne komunikacije s Revizijskim odborom.</p> <p>Samostalni vanjski revizor ili revizorsko društvo mora Revizijski odbor izvještavati o ključnim pitanjima koja proizlaze iz revizije, a posebno o značajnim slabostima unutarnje kontrole u vezi s procesom financijskog izvještavanja i/ili neovisne provjere izvještaja o održivosti.</p> <p>Pored navedenoga, nezavisni revizori dužni su izvijestiti izravno Revizijski odbor o slijedećim pitanjima:</p> | <p><b>IV. Relationship of the Audit Committee towards other bodies of the Company and the external auditor</b></p> <p><b>Article 7</b></p> <p>The Audit Committee is responsible for its work to the Supervisory Board of the Company.</p> <p>The Audit Committee is obliged to report regularly on its work to the Supervisory Board, as well as whenever the Supervisory Board so requests.</p> <p><b>Article 8</b></p> <p>The Audit Committee should have open and unrestricted communication with the Company's Management Board and the Supervisory Board.</p> <p>Management should provide the Audit Committee with timely and periodic reviews of financial statements and related documents, as well as the draft sustainability report prior to the public disclosure of such information, information on changes in accounting principles and criteria, accounting procedures accepted for most actions, as well as any significant discrepancy between the book value and the actual value of individual items, and all correspondence with the internal audit department or independent auditors, including communication related to reporting on environmental, social and governance aspects of business.</p> <p>The Management Board is, in particular, required to report to the Audit Committee on the methods used to record significant and unusual transactions and business events, and the impact of such events on the data in the sustainability report when the accounting for such events may be approached in different ways.</p> <p><b>Article 9</b></p> <p>External and internal auditors should be able to communicate directly with the Audit Committee.</p> <p>The independent external auditor or audit company must report to the Audit Committee on key issues arising from the audit, and in particular on significant weaknesses in internal control regarding the financial reporting process and/or the independent assurance of the sustainability report.</p> <p>In addition, independent auditors are required to report directly to the Audit Committee on the following issues:</p> |
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| <ul style="list-style-type: none"> <li>- raspravi o glavnoj računovodstvenoj politici i ESG pristupima;</li> <li>- važnim nedostacima i značajnim manjkavostima u unutarnjoj kontroli i postupcima;</li> <li>- alternativnim računovodstvenim postupcima i metodologijama za održivost;</li> <li>- neslaganju s Upravom, procjeni rizika, te</li> <li>- mogućim analizama prijevare i/ili zlouporabe.</li> </ul> <p>Samostalni vanjski revizor ili revizorsko društvo dostavlja dodatni izvještaj Revizijskom odboru ne kasnije od datuma podnošenja revizorskog izvještaja. Dodatni revizorski izvještaj objašnjava rezultate provedene zakonske revizije u skladu s odredbama članka 11. Uredbe.</p> <p style="text-align: center;"><b>Članak 10.</b></p> <p>U obavljanju svojih zadaća, Revizijski odbor raspravlja s nezavisnim vanjskim revizorom:</p> <ul style="list-style-type: none"> <li>- promjene ili zadržavanje računovodstvenih načela i kriterija;</li> <li>- primjenu propisa;</li> <li>- važne procjene i zaključke u pripremanju financijskih izvještaja;</li> <li>- metode procjene rizika i rezultata;</li> <li>- visoko rizična područja djelovanja;</li> <li>- uočene veće nedostatke i značajne manjkavosti u unutarnjem nadzoru;</li> <li>- djelovanje vanjskih čimbenika (ekonomskih, pravnih i industrijskih) na financijske izvještaje i revizorske postupke,</li> <li>- važna pitanja, rizici i metodologije korištene u pripremi i provjeri izvještaja o održivosti.</li> </ul> <p style="text-align: center;"><b>Članak 11.</b></p> <p>Revizijski će odbor, također, redovito procjenjivati ostale važne aspekte svojih odnosa s trećim stranama, kao što su njihova profesionalna osposobljenost i nezavisnost, i, uvijek kad je potrebno, dobiti drugo mišljenje o izvršenom poslu tih osoba.</p> <p>Revizijski odbor će osigurati dostavu kvalitetnih informacija od strane ovisnih i povezanih društava, te trećih osoba (kao što su stručni savjetnici), obzirom na utjecaj takvih podataka na konsolidirane financijske izvještaje i/ili izvještaje o održivosti.</p> <p>U cilju obavljanju svojih zadaća Revizijski odbor je ovlašten zatražiti informacije i od interne revizije, pravne službe Društva, vanjskog pravnog savjetnika,</p> | <ul style="list-style-type: none"> <li>- discussion of the main accounting policy and ESG approaches;</li> <li>- important deficiencies and significant imperfections in internal control and procedures;</li> <li>- alternative accounting procedures and methodologies for sustainability;</li> <li>- disagreement with the Management Board, risk assessment, and</li> <li>- possible analyses of fraud and/or abuse.</li> </ul> <p>The independent external auditor or audit company shall submit an additional report to the Audit Committee no later than the date of submission of the audit report. The supplementary audit report shall explain the results of the statutory audit carried out in accordance with the provisions of Article 11 of the Regulation.</p> <p style="text-align: center;"><b>Article 10</b></p> <p>In carrying out its tasks, the Audit Committee discusses the following with the independent external auditor:</p> <ul style="list-style-type: none"> <li>- changes or absence of changes of accounting principles and criteria;</li> <li>- application of regulations;</li> <li>- important estimates and conclusions in the preparation of financial statements;</li> <li>- risk and result assessment methods;</li> <li>- high-risk areas of activity;</li> <li>- observed major deficiencies and significant imperfections in internal control;</li> <li>- the effect of external factors (economic, legal, and industrial) on the financial statements and audit procedures,</li> <li>- key issues, risks, and methodologies used in the preparation and assurance of the sustainability report.</li> </ul> <p style="text-align: center;"><b>Article 11</b></p> <p>The Audit Committee shall also regularly assess other important aspects of its relations with third parties, such as their professional competence and independence, and, whenever necessary, obtain a second opinion on the work performed by those persons.</p> <p>The Audit Committee shall ensure the provision of quality information by subsidiaries and affiliates, and third parties (such as expert advisors), given the impact of such information on the consolidated financial statements and/or sustainability reports.</p> <p>In order to perform its tasks, the Audit Committee is also authorized to request information from the internal audit, the Company's legal department, an</p> |
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| <p>poreznog savjetnika te ESG stručnjaka.</p> <h2>V. Način rada Revizijskog odbora</h2> <p><b>Članak 12.</b></p> <p>Rad Revizijskog odbora odvija se u pravilu na sjednicama.</p> <p>Sjednice Revizijskog odbora održavaju se po potrebi, a najmanje četiri puta godišnje.</p> <p>Sjednice Revizijskog odbora održavaju se u pravilu u sjedištu Društva, ali se može održati i izvan sjedišta Društva sukladno odluci predsjednika Revizijskog odbora odnosno osobe koja saziva sjednicu Revizijskog odbora.</p> <p>Revizijski odbor radi na način da se informira o pojedinim pitanjima, te raspravlja i odlučuje o izvještajima, informacijama i predloženim aktima, sve o poslovima iz svog djelokruga utvrđenog ovim Poslovnikom.</p> <p>Predsjednik i ponaosob svaki član Revizijskog odbora imaju pravo informirati se o poslovima iz djelokruga Revizijskog odbora.</p> <p>Revizijski odbor u svom radu donosi odluke sukladno odredbama ovog Poslovnika.</p> <p><b>Članak 13.</b></p> <p>Sjednicu Revizijskog odbora može sazvati predsjednik Revizijskog odbora, na vlastitu inicijativu ili na zahtjev bilo kojeg člana Revizijskog odbora ili predsjednika Nadzornog odbora Društva.</p> <p>Članovi Revizijskog odbora pozivaju se na sjednicu pisanim pozivom koji članovima Revizijskog odbora mora biti upućen najkasnije tjedan dana prije dana održavanja sjednice.</p> <p>Poziv za sjednicu s prijedlozima odluka dostavlja se članovima Revizijskog odbora elektronskom poštom i/ili poštom i/ili osobnom dostavom.</p> <p>U pozivu za sjednicu će se naznačiti mjesto u kojem će se sjednica održati, dan i sat početka sjednice, kao i prijedlog dnevnog reda, a ako je to moguće i prijedlog odluka koje bi se na sjednici trebale donijeti.</p> | <p>external legal advisor, a tax advisor, and ESG experts.</p> <h2>V. Manner of work of the Audit Committee</h2> <p><b>Article 12</b></p> <p>The work of the Audit Committee usually takes place in sessions.</p> <p>Sessions of the Audit Committee are held as needed, and at least four times a year.</p> <p>Meetings of the Audit Committee are usually held at the Company's registered office but may also be held outside the Company's registered office in accordance with the decision of the President of the Audit Committee or the person convening the session of the Audit Committee.</p> <p>The Audit Committee works in such a way as to be informed about individual issues, and to discuss and decide on reports, information, and proposed acts, on matters within its scope determined by these Rules of Procedure.</p> <p>The President and each member of the Audit Committee have the right to be informed about matters within the scope of the Audit Committee.</p> <p>In its work, the Audit Committee makes decisions in accordance with the provisions of these Rules of Procedure.</p> <p><b>Article 13</b></p> <p>A session of the Audit Committee may be convened by the President of the Audit Committee, on his own initiative or at the request of any member of the Audit Committee or the President of the Supervisory Board of the Company.</p> <p>The members of the Audit Committee are invited to the session via written invitation which must be sent to the members of the Audit Committee no later than one week before the day of the session.</p> <p>The invitation for the session with the proposed decisions included is delivered to the members of the Audit Committee by e-mail and/or mail and/or personal delivery.</p> <p>The invitation for the session shall indicate the place where the session will be held, the day and hour of the beginning of the session, as well as the proposed agenda and, if possible, the proposed decisions that should be made at the session.</p> |
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| <p>Na sjednicu se pozivaju i osobe koje nisu članovi Revizijskog odbora, a bez čijeg sudjelovanja Revizijski odbor ne bi mogao raspravljati o pojedinoj točki dnevnog reda.</p> <p>Pozivu za sjednicu trebaju biti priloženi materijali važni za odlučivanje po točkama dnevnog reda.</p> <p><b>Članak 14.</b></p> <p>Na sjednici Revizijskog odbora može se pravaoaljavano odlučivati ako u odlučivanju sudjeluju najmanje 3 (tri) člana Revizijskog odbora, računajući one članove koji su prisutni na sjednici i one koji su odsutni, ali koji su dostavili svoj glas, u smislu odredbi članka 21. ovog Poslovnika.</p> <p><b>Članak 15.</b></p> <p>Revizijski odbor može donositi zaključke, odluke i davati mišljenja/preporuke bez održavanja sjednice, korespondentnim putem, ako nijedan od članova Revizijskog odbora ne zahtijeva održavanje sjednice odnosno ne protivi se donošenju odluke korespondentnim putem.</p> <p>Odlučivanje korespondentnim putem u pravilu će se provesti u hitnim slučajevima, u slučajevima kad održavanje sjednice nije moguće zbog spriječenosti članova Revizijskog odbora i u drugim opravdanim slučajevima.</p> <p><b>Članak 16.</b></p> <p>Sjednicama Revizijskog odbora predsjedava predsjednik Revizijskog odbora, a u slučaju njegove spriječenosti zamjenjuje ga zamjenik predsjednika Revizijskog odbora odnosno najstariji član Revizijskog odbora ne računajući predsjednika.</p> <p><b>Članak 17.</b></p> <p>Dnevni red se utvrđuje na sjednici, na osnovi prethodno dostavljenog pisanog poziva, ali članovi Revizijskog odbora mogu na početku sjednice staviti prijedlog za proširenje i/ili izmjenu dnevnog reda.</p> <p>Članovi Revizijskog odbora mogu predložiti i donošenje drugačije odluke od odluke koja je bila predložena u pozivu, ili odluke čije donošenje na sjednici predloži predsjednik Revizijskog odbora.</p> <p><b>Članak 18.</b></p> <p>Predsjednik Revizijskog odbora dužan je prije otvaranja sjednice utvrditi jesu li ispunjeni uvjeti za pravaoaljavano odlučivanje, u smislu članka 14. ovog</p> | <p>Persons who are not members of the Audit Committee, without whose participation the Audit Committee would not be able to discuss a particular item on the agenda, are also invited to the session.</p> <p>The invitation to the session should be accompanied by materials important for deciding on the items on the agenda.</p> <p><b>Article 14</b></p> <p>A decision may be validly passed at a session of the Audit Committee if at least 3 (three) members of the Audit Committee participate in the decision-making process, including those members who are present at the session and those who are absent but have submitted their vote, in terms of Article 21 of these Rules.</p> <p><b>Article 15</b></p> <p>The Audit Committee may make conclusions, decisions, and give opinions/recommendations without holding a session, by correspondence, if none of the members of the Audit Committee request holding a session or object to making a decision by correspondence.</p> <p>Decision-making by correspondence shall, as a rule, be carried out in urgent cases, in cases when a session is not possible due to the impediment of the members of the Audit Committee and in other justified cases.</p> <p><b>Article 16</b></p> <p>The sessions of the Audit Committee are chaired by the President of the Audit Committee, and in case of his impediment, he is replaced by the Deputy President of the Audit Committee or the most senior member of the Audit Committee, not counting the President.</p> <p><b>Article 17</b></p> <p>The agenda is determined at the session, based on a previously submitted written invitation. Still, the members of the Audit Committee may, at the beginning of the session, put in a proposal to expand and/or change the agenda.</p> <p>The Audit Committee members may also propose the adoption of a different decision from the decision proposed in the invitation or a decision whose adoption at the session is proposed by the President of the Audit Committee.</p> <p><b>Article 18</b></p> <p>Before starting the session, the President of the Audit Committee is obliged to determine whether the conditions for valid decision-making are met, in terms</p> |
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| <p>Poslovnika.</p> <p>Ako utvrdi da nisu ispunjeni uvjeti za pravovaljano odlučivanje niti o jednoj točki dnevnog reda, u smislu odredbe članka 14. ovog Poslovnika, predsjednik Revizijskog odbora će odgoditi sjednicu.</p> <p>Ako utvrdi da su ispunjeni uvjeti za pravovaljano odlučivanje o svim točkama dnevnog reda, odnosno o jednoj ili dijelu točaka dnevnog reda, u smislu odredbi članka 14. ovog Poslovnika, predsjednik Revizijskog odbora će otvoriti sjednicu i postupak utvrđivanja dnevnog reda, prema odredbama članka 17. ovog Poslovnika.</p> <p style="text-align: center;"><b>Članak 19.</b></p> <p>Predsjednik Revizijskog odbora dužan je, prije nego što zaključi raspravu o pojedinom pitanju, ocijeniti da li su raspravljani svi elementi značajni za donošenje pravilne i zakonite odluke, zaključka, mišljenja ili preporuke.</p> <p>Ako Revizijski odbor, raspravljajući o pojedinom pitanju ocijeni da se na temelju iznesenih i raspravljenih činjenica ne može odlučivati, može zatražiti dopunsko obrazloženje ili podatke i odrediti da će se o takvoj točki dnevnog reda odlučivati na sljedećoj sjednici.</p> <p>U svom zaključku, Revizijski će odbor zadužiti točno određenu osobu za davanje dopunskog obrazloženja, odnosno prikupljanje dodatnih podataka, te ukoliko smatra potrebnim odrediti i rok u kojem je to dužna učiniti.</p> <p style="text-align: center;"><b>Članak 20.</b></p> <p>Rasprava o dokumentima ili podacima tijekom sjednice Revizijskog odbora predstavlja poslovnu tajnu.</p> <p style="text-align: center;"><b>Članak 21.</b></p> <p>Svaki član Revizijskog odbora ima jedan glas, a odluke se donose većinom danih glasova.</p> <p>U slučaju da su glasovi jednako podijeljeni, odlučujući glas ima predsjednik Revizijskog odbora.</p> <p>Na sjednici se glasuje javno, podizanjem ruku. Odsutni članovi mogu svoj glas dati u pisanom obliku, preporučenom poštom ili elektronskom poštom. Iz pisanog glasa mora biti nesporno za koji prijedlog se daje te mora biti zaprimljen najkasnije do zaključenja sjednice.</p> | <p>of Article 14 of these Rules of Procedure.</p> <p>If he/she determines that the conditions for making a valid decision on any item on the agenda have not been met, in terms of the provision of Article 14 of these Rules of Procedure, the President of the Audit Committee shall adjourn the meeting.</p> <p>If he/she determines that the conditions for making a valid decision on all items on the agenda, i.e., on one or part of the items on the agenda, in terms of Article 14 of these Rules of Procedure, the President of the Audit Committee shall start the session and procedure for determining the agenda, in accordance with the provisions of Article 17 of these Rules of Procedure.</p> <p style="text-align: center;"><b>Article 19</b></p> <p>The President of the Audit Committee is obliged, before concluding the discussion on a particular issue, to assess whether all the elements important for making a correct and lawful decision, conclusion, opinion, or recommendation have been discussed.</p> <p>If the Audit Committee, discussing a particular issue, assesses that it is not possible to decide on the basis of the presented and discussed facts, it may request additional explanation or information and determine that such an agenda item shall be decided on at the next session.</p> <p>In its conclusion, the Audit Committee shall instruct a specific person to provide additional explanations, i.e., to collect additional data, and if it deems it necessary, determine the deadline within which he/she is obliged to do so.</p> <p style="text-align: center;"><b>Article 20</b></p> <p>Discussions on documents or data during a session of the Audit Committee are a business secret.</p> <p style="text-align: center;"><b>Article 21</b></p> <p>Each member of the Audit Committee has one vote, and decisions are made by a majority vote.</p> <p>In the event that the votes are equally divided, the President of the Audit Committee shall have the casting vote.</p> <p>Voting at the session is public, by show of hands. Absent members may cast their vote in writing, by registered mail or by e-mail. The vote in writing must unequivocally indicate which proposal is being voted for, and it must be received no later than the end of the session.</p> |
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| <p><b>Članak 22.</b></p> <p>O tijeku sjednice i odlukama Revizijskog odbora vodi se zapisnik koji obavezno potpisuje voditelj sjednice (u pravilu predsjednik ili njegov zamjenik u skladu s odredbom članka 16. ovog Poslovnika), a mogu ga potpisati i ostali članovi Revizijskog odbora.</p> <p>Zapisnik sa sjednice Revizijskog odbora mora biti dostupan svim članovima Revizijskog odbora.</p> <p>Zapisnik mora biti sastavljen jasno i u skladu s odredbama Zakona o trgovačkim društvima. Izvještavanje o svim odlukama mora biti popraćeno rezultatima glasanja, ako je primjenjivo, uključujući i detalje o glasovanju pojedinih članova.</p>                                    | <p><b>Article 22</b></p> <p>Minutes shall be kept on the course of the session and decisions of the Audit Committee. The minutes must be signed by the chair of the session (usually the President or his deputy in accordance with Article 16 of these Rules of Procedure), and may be signed by other members of the Audit Committee.</p> <p>The minutes from the session of the Audit Committee must be available to all members of the Audit Committee.</p> <p>The minutes must be drawn up clearly and in accordance with the provisions of the Companies Act. Reporting on all decisions must be accompanied by the results of the vote, if applicable, including details of the votes of individual members.</p>                                                                      |
| <p><b>VI. Prava i obveze članova Revizijskog odbora</b></p> <p><b>Članak 23.</b></p> <p>Član Revizijskog odbora koji u obavljanju svoje profesionalne djelatnosti stupi u pravni odnos s Društvom, dužan je u ispunjenju svoje obveze iz tog odnosa postupati s povećanom pažnjom. Pri zasnivanju takvog pravnog odnosa član ne smije koristiti svoje svojstvo člana Revizijskog odbora radi stjecanja posebnih pogodnosti koje ne proizlaze iz tog svojstva.</p> <p>Članovi Revizijskog odbora ne smiju u javnosti isticati svoje članstvo u Revizijskom odboru radi stjecanja nedopuštenih, osobnih ili profesionalnih koristi koje mogu štetiti ugledu i drugim interesima Društva.</p> | <p><b>VI. Rights and obligations of members of the Audit Committee</b></p> <p><b>Article 23</b></p> <p>A member of the Audit Committee who, in the performance of his professional activity, enters into a legal relationship with the Company, is obliged to act with increased care in fulfilling the obligation that arise from that relationship. When establishing such a legal relationship, a member may not use his capacity as a member of the Audit Committee in order to acquire special benefits that do not arise from that capacity.</p> <p>Members of the Audit Committee may not publicly disclose their membership in the Audit Committee in order to gain illicit, personal, or professional benefits that may harm the reputation and other interests of the Company.</p> |
| <p><b>Članak 24.</b></p> <p>Ako je član Revizijskog odbora spriječen da prisustvuje sjednici, dužan je o tome obavijestiti predsjednika bez odgađanja.</p> <p>U slučaju iz stavka 1. ovog članka, dotični član ima pravo i dužnost glasovati kao odsutni član. U tu svrhu će glasovati na način kako je određeno u odredbama članka 21. ovog Poslovnika, te predati to pismo predsjedniku ili jednom od članova Revizijskog odbora.</p>                                                                                                                                                                                                                                                    | <p><b>Article 24</b></p> <p>If a member of the Audit Committee is prevented from attending the session, he/she is obliged to inform the President without delay.</p> <p>In the case referred to in paragraph 1 of this Article, the member concerned has the right and duty to vote as an absent member. For this purpose, he/she shall vote in the manner specified in the provisions of Article 21 of these Rules of Procedure, and submit it in writing to the President or one of the members of the Audit Committee.</p>                                                                                                                                                                                                                                                                |
| <p><b>VII. Javnost rada</b></p> <p><b>Članak 25.</b></p> <p>Rad Revizijskog odbora se odvija na zatvorenim</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p><b>VI. Public nature of work</b></p> <p><b>Article 25</b></p> <p>The work of the Audit Committee takes place in closed</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

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| <p>sjednicama.</p> <p>Revizijski odbor mora jednom godišnje izraditi i dostaviti Društvu izvještaj o svom radu, sastavu, broju sastanaka i nazočnosti na sastancima, kako bi ga Društvo učinilo dostupnim javnosti.</p> <p><b>VIII. Završne odredbe</b></p> <p><b>Članak 26.</b></p> <p>Svakom članu Revizijskog odbora dostavlja se ovaj Poslovnik.</p> <p>Ovaj Poslovnik stupa na snagu danom donošenja.</p> | <p>sessions.</p> <p>Once a year, the Audit Committee must prepare and submit to the Company a report on its work, composition, number of meetings, and attendance at meetings, so that the Company can make it available to the public.</p> <p><b>VIII. Final provisions</b></p> <p><b>Article 26</b></p> <p>All members of the Audit Committee shall receive these Rules of Procedure.</p> <p>These Rules of Procedure shall enter into force on the day of their adoption.</p> |
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