

BOSQAR INVEST

**Procedure za imenovanje
članova Uprave i Nadzornog
odbora**

**Procedures for the
appointment of members of
the Management Board and
the Supervisory Board**

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") dana 31.07.2025. godine usvojio je:

PROCEDURE ZA IMENOVANJE ČLANOVA UPRAVE I NADZORNOG ODBORA

Struktura Uprave i Nadzornog odbora

Članak 1.

Postupak imenovanja članova Uprave i Nadzornog odbora provodi se u skladu s Zakona o trgovačkim društvima i Statutom Društva.

Postupak imenovanja članova mora biti transparentan, utemeljen na objektivnim kriterijima, te mora promicati raznolikost, uključivost i jednake mogućnosti, uz osiguravanje uravnotežene zastupljenosti spolova te zabranu bilo kakvog oblika diskriminacije.

Članovi Uprave i Nadzornog odbora u svakom trenutku moraju biti osobe koje će zajedno imati stručna znanja, sposobnosti i iskustvo potrebno za obavljanje svojih dužnosti te njihova struktura mora biti dovoljno raznolika.

Imenovanje članova Uprave

Članak 2.

Sastav Uprave usklađuje se s definiranim profilom Uprave, koji određuje potrebne kompetencije, iskustvo, vrijednosti, kao i ciljeve raznolikosti i zastupljenosti spolova.

Uprava Društva sastoji se od jednog do šest članova.

The Supervisory Board of the company BOSQAR d.d. with its headquarters 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, PIN: 62230095889 ("the Company") adopted, on July 31, 2025, the following:

PROCEDURES FOR THE APPOINTMENT OF MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD

Structure of the Management Board and the Supervisory Board

Article 1

The procedure for appointing members of the Management Board and the Supervisory Board is carried out in accordance with the Corporations Act and the Company's Articles of Association.

The procedure for appointing members must be transparent, based on objective criteria, and must promote diversity, inclusiveness, and equal opportunities, while ensuring gender balance and prohibiting any form of discrimination.

Members of the Management Board and the Supervisory Board must at all times be persons who, together, have the professional knowledge, skills, and experience necessary to perform their duties, and their structure must be sufficiently diverse.

The appointment of members of the Management Board

Article 2

The composition of the Management Board is aligned with the defined profile of the Management Board, which sets out the required competencies, experience, values, as well as the objectives related to diversity and gender representation.

The Management Board of the Company consists of

Ako se sastoji od više od jednog člana, jedan od njih mora se imenovati za predsjednika Uprave. Predsjednika i članove Uprave imenuje i razrješuje Nadzorni odbor Društva. Mandat predsjednika i članova Uprave traje do pet godina, s time da ih se može ponovno imenovati. 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. 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.	one to six members. If it consists of more than one member, one of them must be appointed as the Chairperson of the Management Board. The Chairperson and members of the Management Board are appointed and recalled by the Supervisory Board of the Company. The term of office of the Chairperson and members of the Management Board is up to five years, and they may be reappointed. If, during the term of office of a member of the Management Board there is a legal impediment to performing the 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. If the term of office of a member of the Management Board ends for other reasons (retirement, death or otherwise), the Supervisory Board will confirm the termination of the term of office of the member of the Management Board and appoint a new member of the Management Board.
Izbor članova Nadzornog odbora Članak 3. Sastav Nadzornog odbora određuje se sukladno unaprijed definiranom profilu Nadzornog odbora, kojim se utvrđuju potrebne kolektivne i pojedinačne kompetencije, stručnost, iskustvo, kao i ciljevi uravnotežene spolne zastupljenosti i raznolikosti. Nadzorni odbor ima do sedam članova. Članovi Nadzornog odbora biraju se na razdoblje do četiri godine počevši od dana donošenja odluke o imenovanju, a iste osobe mogu biti ponovno birane. Nadzorni odbor, odnosno Odbor za imenovanja predlaže kandidate Nadzornog odbora Glavnoj skupštini. 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.	Electing members of the Supervisory Board Article 3 The composition of the Supervisory Board is determined in accordance with a pre-defined profile of the Supervisory Board, which sets out the required collective and individual competencies, expertise, experience, as well as the objectives of balanced gender representation and diversity. The Supervisory Board shall have up to seven members. The members of the Supervisory Board are elected for a period of up to four years starting from the day of the decision on appointment, and the same persons may be re-elected. The Supervisory Board, i.e. the Committee on Appointments, proposes the candidates of the Supervisory Board to the General Assembly. 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 majority of votes cast.

Jednog člana Nadzornog odbora imaju pravo imenovati radnici sukladno odredbama posebnog zakona kojim se uređuje rad i ravnopravni odnosi. Navedeno se ne odnosi na imenovanje članova prvog nadzornog odbora prilikom osnivanja Društva. Sukladno odredbi članka 256. Zakona o trgovačkim društvima, društvo Orso Global d.o.o., sa sjedištem u Zagrebu, 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, kao i opozvati iste prije isteka mandata na koji su imenovani. Članovi Nadzornog odbora između sebe biraju predsjednika i njegovog zamjenika. Zamjenik predsjednika Nadzornog odbora zamjenjuje predsjednika u njegovoj odsutnosti. Informacije o kandidatima za Nadzorni odbor Članak 4. Prilikom predlaganja kandidata za Nadzorni odbor Glavnoj skupštini, Društvo će učiniti dostupnima bez naknade na mrežnim stranicama društva sljedeće informacije: • životopis kandidata, u kojem su navedene dob, spol, državljanstvo, vještine, znanje, obrazovanje i iskustvo koje će omogućiti da djelotvorno obavlja ulogu člana Nadzornog odbora; • objašnjenje o tome kako kandidat pridonosi profilu Nadzornog odbora te uravnoteženoj zastupljenosti oba spola; • bilo koje odnose između kandidata i Društva ili osoba povezanih s Društvom, uključujući informaciju je li kandidat dioničar Društva ili ne; • je li kandidat predložen kao neovisni član Nadzornog odbora i ako jest, zašto Nadzorni odbor smatra da je kandidat neovisan i na temelju kojih kriterija; te	One 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 equal relations. This does not apply to the appointment of members of the first supervisory board during the establishment of the Company. Pursuant to the provisions of Article 256 of the Companies Act, the company Orso Global d.o.o., with headquarters in Zagreb, Vjekoslava Heinzela 62A, registered in the court register of the Commercial Court in Zagreb under the court registration number (MBS): 081393625, PIN: 64606431733 has the right to appoint two (2) members of the Supervisory Board and determine the duration of the mandate of appointed members of the Supervisory Board, as well as to withdraw them before the end of the mandate they were appointed for. The members of the Supervisory Board elect the Chairperson and his/her Deputy from among themselves. The Deputy Chairperson of the Supervisory Board replaces the Chairperson in his/her absence. Information on candidates for the Supervisory Board Article 4 When proposing candidates for the Supervisory Board to the General Assembly, the Company will make the following information available free of charge on the Company's website: • the candidates curriculum vitae, providing information on their age, gender and citizenship, their skills, knowledge, education, and experience that will allow them to effectively perform the role of the member of the Supervisory Board; • an explanation of how the candidate contributes to the profile of the Supervisory Board and to a balanced representation of both gender; • any relationship between the candidate and the Company or persons associated with the Company, including the information as to whether or not the candidate is a Company's shareholder; • whether the candidate has been proposed as an independent member of the Supervisory Board, and if so, why and based on what criteria the Supervisory Board considers the candidate to be independent; and
--	---

• ostale aktivnosti kandidata, uključujući članstvo u Nadzornom odboru ili upravi drugih društava. U slučaju da je kao kandidat predložen trenutni član Nadzornog odbora, materijali za Glavnu skupštinu moraju uključivati informacije o prisutnosti toga člana sjednicama Nadzornog odbora i njegovih odbora tijekom prijašnjeg mandata, kao i zaključke posljednje procjene njegovih rezultata. Navedeni podaci također moraju biti dostupni bez naknade na mrežnim stranicama Društva kada se imenuje predstavnik radnika ili drugi član Nadzornog odbora kojeg ne biraju dioničari na Glavnoj skupštini. Odbor za imenovanja Članak 5. Odbor za imenovanja ima tri člana. Većina članova Odbora za imenovanja mora biti neovisna, a predsjednik mora biti neovisan član Nadzornog odbora. Članovi Uprave ne mogu biti članovi Odbora za imenovanja. Neovisnost Odbora ne može se postići imenovanjem neovisnog člana koji nije član Nadzornog odbora, već se može ostvariti isključivo imenovanjem neovisnih članova Nadzornog odbora. Uloga Odbora za imenovanja Članak 6. Glavne uloga Odbora za imenovanja: • nadgledanje procesa imenovanja članova Nadzornog odbora i Uprave kako bi se osiguralo da je pošten, transparentan i nediskriminirajući, da promovira raznolikost, uključivost i jednake prilike te da se istim postiže uravnotežena zastupljenost oba spola; • razvijanje opisa uloga i kandidata za svako upražnjeno mjesto u skladu s profilom Uprave ili Nadzornog odbora (po potrebi, uz savjetovanje s predsjednikom Uprave odnosno Nadzornog odbora) te identificiranje i preporuka odgovarajućih kandidata Nadzornom odboru; • prilikom traženja neovisnih kandidata Nadzornog odbora utvrđuje da su kandidati neovisni i na temelju kojih	• other activities of the candidate, including the membership in the Supervisory Board or Management Board of other Companies. In the case that a current member of the Supervisory Board is proposed as a candidate, the materials for the General Assembly must include information on the attendance of that member at the meetings of the Supervisory Board and its committees during the previous term, as well as the conclusions of the last evaluation of his/her results. This information must also be available free of charge on the Company's website when appointing an employee representative or other member of the Supervisory Board not elected by the shareholders at the General Assembly. Committee on appointments Article 5 The Committee on Appointments has three members. The majority of the members of the Committee on Appointments must be independent, and the chairperson must be an independent member of the Supervisory Board. Members of the Management Board may not be members of the Committee on Appointments. Independence of the Committee cannot be achieved by appointing an independent non-supervisory board member, but can only be achieved by appointing independent Supervisory board members. Role of the Committee on appointments Article 6 The main roles of the Committee on Appointments: • overseeing the process of appointing members of the Supervisory Board and the Management Board to ensure that it is fair, transparent and non-discriminatory, that it promotes diversity, inclusiveness and equal opportunities, and that it manages to achieve a balanced representation of both gender; • developing job descriptions and candidates for each vacancy in accordance with the profile of the Management Board or the Supervisory Board (if necessary, after consulting the Chairperson of the Management Board, i.e. Supervisory Board) and identification and recommendation of suitable candidates to the Supervisory Board; • when searching for independent candidates for the Supervisory Board, it determines that
--	---

kriterija; • dogovaranje uvjeta imenovanja s potencijalnim novim članovima Uprave odnosno Nadzornog odbora, uključujući očekivano vrijeme potrebno za vršenje njihove funkcije; • pripremanje plana nasljeđivanja za ponovno imenovanje ili zamjenu članova Nadzornog odbora i Uprave, uz savjetovanje s predsjednikom Nadzornog odbora, odnosno Uprave; • nadgledanje napretka u postizanju ciljanog postotka ženskih članova Uprave i Nadzornog odbora te višeg rukovodstva; • nadgledanje politike Uprave pri odabiru i imenovanju višeg rukovodstva; te • praćenje internog ocjenjivanja i ankete o percepciji radnika o ravnopravnosti spolova i jednakosti prilika u Društvu.	the candidates are independent and determines the independence criteria; • agreeing on the terms of appointment with potential new members of the Management Board or the Supervisory Board, including the expected time required to perform their function; • preparation of a succession plan for reappointment or replacement of members of the Supervisory Board and the Management Board, in consultation with the Chairperson of the Supervisory Board, i.e. the Management Board; • monitoring progress in achieving the target percentage of female members of the Management Board, the Supervisory Board and in senior management; • monitoring the policy of the Management Board in selecting and appointing senior management; and • monitor the internal evaluation and the survey on workers' perceptions of gender equality and equal opportunities in the Company.
--	--

Procjena učinka Procedura imenovanja članova Uprave i Nadzornog odbora na ravnopravnost spolova Zagreb, 19. rujna 2025. godine 1. Uvod Ova procjena izrađena je u skladu s Kodeksom Zagrebačke burze i HANFA-e (dalje u tekstu: "Kodeks") i prikazuje učinke provedbe Procedura imenovanja članova Uprave i Nadzornog odbora na ravnopravnost spolova u društvu BOSQAR d.d. 2. Metodologija Analiziran je sastav Uprave i Nadzornog odbora u 2025. godini u odnosu na minimalne zahtjeve Kodeksa, kako bi se procijenio stvarni napredak u postizanju rodne ravnoteže. 3. Ciljevi ravnoteže spolova prema Kodeksu - Nadzorni odbor mora imati najmanje 40 % članova podzastupljenog spola. - Kombinacija Nadzornog odbora i Uprave mora imati najmanje 40 % članova podzastupljenog spola. 4. Trenutno stanje (2025.) - Uprava: 4 člana (1 žena → 25 %) - Nadzorni odbor: 5 članova (2 žene → 40 %) - Ukupno Nadzorni odbor i Uprava: 9 članova, 3 žene → 33 % Trenutna zastupljenost žena u Nadzornom odboru iznosi 40 %, što zadovoljava minimalne zahtjeve Kodeksa. Zastupljenost u Upravi iznosi 25 %, a kombinirana zastupljenost Nadzornog odbora i Uprave iznosi 33 %, što je ispod cilja od 40 % za ukupnu kombinaciju. 5. Procjena učinka procedure imenovanja - Za postizanje ukupne zastupljenosti ≥	Assessment of the Impact of the Procedure for Appointing Members of the Management Board and the Supervisory Board on Gender Equality Zagreb, 19 September 2025 1. Introduction This assessment has been prepared in accordance with the Code of the Zagreb Stock Exchange and HANFA (hereinafter: the "Code") and presents the effects of implementing the Procedure for Appointing Members of the Management Board and the Supervisory Board on gender equality at BOSQAR d.d. 2. Methodology The composition of the Management Board and the Supervisory Board in 2025 was analyzed in relation to the minimum requirements of the Code, in order to assess actual progress in achieving gender balance. 3. Gender balance objectives under the Code - The Supervisory Board must have at least 40% of members from the underrepresented gender. - The combination of the Supervisory Board and the Management Board must have at least 40% of members from the underrepresented gender. 4. Current situation (2025) - Management Board: 4 members (1 woman → 25%) - Supervisory Board: 5 members (2 women → 40%) - Combined Supervisory Board and Management Board: 9 members, 3 women → 33% The current representation of women in the Supervisory Board amounts to 40%, which meets the minimum requirements of the Code. Representation in the Management Board is 25%, and the combined representation of the Supervisory Board and the Management Board is 33%, which is below the 40% target for the overall composition. 5. Assessment of the impact of the appointment procedure
--	---

40 % potrebno je imenovati 1 dodatnu osobu ženskog spola, bilo u Upravu ili u Nadzorni odbor. - Nakon imenovanja: - Ako se imenuje u Upravu: Uprava → 5 članova, 2 žene → 40 % - Ako se imenuje u Nadzorni odbor: Nadzorni odbor → 6 članova, 3 žene → 50 % - Ukupno Nadzorni odbor i Uprava: 10 članova, 4 žene → 40% - Time će se odmah postići ili premašiti minimalna zastupljenost od 40 %, u skladu s novim pravilima Kodeksa. 6. Zaključak i preporuke - Procedura imenovanja jedne dodatne osobe ženskog spola, bilo u Upravu, bilo u Nadzorni odbor, omogućava da ukupna zastupljenost Nadzornog odbora i Uprave dosegne 40 %. - Preporučuje se nastavak transparentnog imenovanja temeljenog na objektivnim kriterijima. - Preporučuje se godišnje praćenje i ažuriranje ove procjene kako bi se osigurao kontinuitet u postizanju ravnoteže spolova i usklađenost s Kodeksom.	- To achieve overall representation $\geq 40\%$, it is necessary to appoint 1 additional woman, either to the Management Board or to the Supervisory Board. - After the appointment: - If appointed to the Management Board: Management Board → 5 members, 2 women → 40% - If appointed to the Supervisory Board: Supervisory Board → 6 members, 3 women → 50% - Combined Supervisory Board and Management Board: 10 members, 4 women → 40% - This will immediately achieve or exceed the minimum 40% representation, in accordance with the new rules of the Code. 6. Conclusion and recommendations - The appointment of one additional woman, either to the Management Board or to the Supervisory Board, will ensure that the combined representation of the Supervisory Board and the Management Board reaches 40%. - It is recommended to continue with transparent appointments based on objective criteria. - It is recommended to monitor and update this assessment annually to ensure continuity in achieving gender balance and compliance with the Code.
--	--