

Pursuant to Article 240 of the Companies Act (Official Gazette Nos. 111/1993, 34/1999, 118/2003, 107/2007, 146/2008, 137/2009, 111/2012, 68/2013, 110/2015, 40/2019, 34/2022, 114/2022, 18/2023, 130/2023, 136/2024) and Articles 25 and 26 of the Articles of Association of BOSQAR d.d., Zagreb, Ulica grada Vukovara 23, MBS: 081210030, PIN: 62230095889 (hereinafter: the "Company"), as well as Article IV, paragraph 4 of the General Assembly Decision on the Increase of the Share Capital dated 11 May 2026, the Management Board of the Company adopted on 19 May 2026 the following:

**DECISION
ON THE PROGRAM FOR THE GRATUITOUS ALLOCATION OF SHARES TO
EMPLOYEES PARTICIPATING IN THE PUBLIC OFFERING OF THE COMPANY'S
SHARES
("ESOP Program")**

Article 1

(1) On May 11 2026, the General Assembly of the Company adopted the Decision on the Increase of the Share Capital (the "**Decision on the Increase of the Share Capital**"), pursuant to which the share capital of the Company shall be increased through the issuance of up to 5,892,185 new ordinary registered shares of the Company with no nominal value (the "**New Shares**"). The New Shares shall be issued within the framework of a public offering (the "**Offering**").

(2) The Offering shall be conducted in the manner specified in the public invitation for subscription of the New Shares, which shall be published in accordance with the Decision on the Increase of the Share Capital (the "**Public Invitation**").

(3) Pursuant to Article IV, paragraph 4 of the Decision on the Increase of the Share Capital, the Management Board of the Company is authorised, subject to the consent of the Supervisory Board, to decide on the conditions for the allocation of additional shares of the Company free of charge to employees of the Company and employees of the companies listed in Annex 1 to this Decision (the "**Included Companies**") who participate in the Offering.

Article 2

(1) This Decision adopts the program for the gratuitous allocation of shares to employees participating in the Offering (the "**ESOP Program**").

(2) The ESOP Program shall apply to natural persons who:

(a) on the date of publication of the Public Invitation have the status of employee of the Company or any of the Included Companies pursuant to an indefinite-term employment agreement or a management agreement (the "**Employees**"); and

(b) acquire New Shares in the Offering.

(3) The ESOP Program shall be implemented in accordance with the terms set out in Annex 1 to this Decision (**ESOP Program Terms**), which forms an integral part hereof.

Article 3

The ESOP Program shall apply exclusively to Employees of the Company and the Included Companies.

Article 4

(1) The costs of transferring additional shares to Employees under the ESOP Program, as well as any related taxes and other public charges, shall be borne by the Company.

(2) The Employee's right to participate in the ESOP Program is a strictly personal right and may not be transferred.

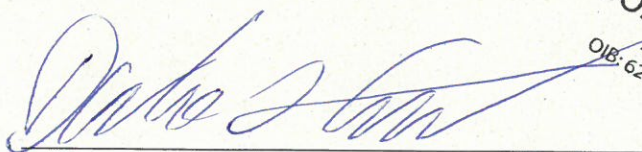
(3) The rights of Employees arising from the ESOP Program shall be independent of any other rights Employees may exercise on the basis of their employment relationship.

Article 5

The Management Board of the Company may, where necessary, adopt additional rules governing the implementation of the ESOP Program in greater detail.

Article 6

This Decision shall enter into force on the date of its adoption.



Darko Horvat,
President of the Management Board

BOSQAR d.d.
Zagreb
OIB: 62230095889

Annex: ESOP Program Terms

ESOP PROGRAM TERMS

1. The right to receive additional shares under the ESOP Program shall be granted exclusively to natural persons who, on the date of publication of the Public Invitation, have the status of Employee of any of the following companies:
 - (a) BOSQAR d.d.;
 - (b) MLINAR pekarska industrija d.o.o., Zagreb (Grad Zagreb), Radnička cesta 228C, Republika Hrvatska, PIN: 62296711978;
 - (c) SMART FLEX d.o.o., Zagreb (Grad Zagreb), Ulica grada Vukovara 23, Republika Hrvatska, PIN: 48625549392;
 - (d) MANPOWER d.o.o., Zagreb (Grad Zagreb), Ulica grada Vukovara 23, Republika Hrvatska, PIN: 35539279541;
 - (e) MANPOWER SAVJETOVANJE d.o.o., Zagreb (Grad Zagreb), Ulica grada Vukovara 23, Republika Hrvatska, PIN: 89200617014;
 - (f) M Plus BPTO d.o.o., Zagreb (Grad Zagreb), Ulica Vjekoslava Heinzela 62A, Republika Hrvatska, PIN: 27860501873;
 - (g) M Plus Croatia d.o.o., Zagreb (Grad Zagreb), Ulica Vjekoslava Heinzela 62A, Republika Hrvatska, PIN: 45680057371;
 - (h) REAL ESTATE DEVELOPMENT PROJEKTI - Projekt Vukovarska d.o.o., Zagreb (Grad Zagreb), Ulica grada Vukovara 23, Republika Hrvatska, PIN: 74904273344;
 - (i) GRAIA AI d.o.o., Zagreb (Grad Zagreb), Ulica Vjekoslava Heinzela 62A, Republika Hrvatska, PIN: 48382949903;
 - (j) BULB d.o.o., Zagreb (Grad Zagreb), Ulica grada Vukovara 23, Republika Hrvatska, PIN: 84622104798;
 - (k) MLINAR S d.o.o., Ljubljana, Cesta na Brdo 85, Republika Slovenija, ID (matična številka) 6192076000;
 - (l) Panvita d.o.o., Murska Sobota, Rakičan, Lendavska ulica 5, Republika Slovenija, ID (matična številka) 5151333000;
 - (m) Panvita Vrtnine d.o.o., Murska Sobota, Rakičan, Lendavska ulica 5, Republika Slovenija, ID (matična številka) 1795333000;
 - (n) Panvita SK Motvarjevci d.o.o., Prosenjakovci, Motvarjevci 48, Republika Slovenija, ID (matična številka) 7095279000;
 - (o) Panvita Kmetijstvo d.o.o., Murska Sobota, Rakičan, Lendavska ulica 5, Republika Slovenija, ID (matična številka) 1794892000;
 - (p) Panvita Prašičereja d.o.o., Murska Sobota, Rakičan, Lendavska ulica 5, Republika Slovenija, ID (matična številka) 1794884000;
 - (q) Panvita Veterina d.o.o., Murska Sobota, Rakičan, Lendavska ulica 5, Republika Slovenija, ID (matična številka) 1270427000;
 - (r) Panvita PRM d.o.o., Gornja Radgona, Ljutomerska cesta 28B, Republika Slovenija, ID (matična številka) 1808702000;
 - (s) Panvita Agromerkur d.o.o. Murska Sobota, Industrijska ulica 8, Republika Slovenija, ID (matična številka) 5151309000;
 - (t) Panvita MIR d.d., Gornja Radgona, Ljutomerska cesta 28A, Republika Slovenija, ID (matična številka) 5458897000;
 - (u) Manpower d.o.o., Ljubljana, Vilharjeva cesta 46, Republika Slovenija, ID (matična številka) 5674115000;
 - (v) M Plus Slovenija d.o.o., Koper, Pristaniška ulica 4, Republika Slovenija, ID (matična številka) 2186179000.

2. The right to receive additional shares of the Company under the ESOP Program shall be granted to Employees who acquire New Shares in the Offering and continuously hold such New Shares for a period of two years commencing from the date on which the Company publishes the results of the Offering. The ESOP Program shall apply exclusively to the New Shares.
3. Each Employee who acquires at least 3 (three) New Shares in the Offering addressed to Employees shall be entitled to participate in the ESOP Program.
4. Every 3 (three) New Shares acquired in the Offering shall constitute one ESOP Share Package (an "Individual ESOP Share Package"), on the basis of which the total number of additional shares of the Company to which an Employee is entitled under the ESOP Program shall be calculated. In the Offering addressed to Employees, an individual Employee may acquire a maximum of 231 New Shares, corresponding to a total of 77 Individual ESOP Share Packages.
5. Following the expiry of the two-year period during which the Employee retains ownership of one or more Individual ESOP Share Packages, the Company shall allocate to the Employee, free of charge, an aggregate additional number of shares of the Company equal to 33.33% of the total number of shares held by the Employee within all of such Employee's Individual ESOP Share Packages (the "Total ESOP Share Package") (the "Additional Shares"). The Company shall allocate such Additional Shares to the Employee free of charge no later than 30 days following the expiry of the second year from the date on which the Company publishes the results of the Offering, in a number corresponding to 33.33% of the shares comprising such Employee's Total ESOP Share Package.
6. The Company shall determine the number of shares held by each Employee as of the second anniversary calculated from the date on which the Company publishes the results of the Offering, in accordance with the conditions set out in the Public Invitation, whereby only the New Shares acquired in the Offering addressed to Employees shall be taken into account, and not any New Shares that may have been acquired in the Offering addressed to other investors.
7. If the number of New Shares acquired by an Employee in the Offering addressed to Employees is not divisible by 3, then, for the purpose of calculating the number of Additional Shares to be allocated under the ESOP Program, it shall be deemed that the Employee acquired the next lower number of New Shares divisible by 3, i.e. the number of New Shares on the basis of which complete Individual ESOP Share Packages may be formed.
8. The following Employees shall lose the right to participate in the ESOP Program:
 - (i) Employees whose status as Employees ceases during the term of the ESOP Program on any basis other than retirement;
 - (ii) Employees who, during the term of the ESOP Program, dispose of the acquired New Shares in such manner that they cease to hold at least 3 New Shares acquired in the Offering addressed to Employees.

9. Employees who lose the right to participate in the ESOP Program shall not receive a separate notice from the Company regarding the loss of their right to participate in the ESOP Program.