

**SECURITIES:** CROS / CROS-R-A / HRCROSRA0002

CROS2 / CROS-P-A / HRCROSPA0004

**LISTING:** Official market of the Zagreb Stock Exchange (Zagrebačka burza d.d.)

**LEI:** 74780000MoGHQ1VXJU20

**HOME MEMBER STATE:** Republic of Croatia

**CROATIAN FINANCIAL SERVICES**

**SUPERVISORY AGENCY**

**Franje Račkoga 6**

**10 000 Zagreb**

**ZAGREB STOCK EXCHANGE**

**Ivana Lučića 2a**

**10 000 Zagreb**

**CROATIAN NEWS AGENCY (HINA – OTS)**

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In Zagreb, 08 April 2025

**Submission of Announcement of Convocation of the 57th General Assembly of CROATIA osiguranje d.d.**

***(General Assembly)***

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Herewith we enclose the Announcement of Convocation of the 57<sup>th</sup> General Assembly of CROATIA osiguranje d.d., which is to be held on 5 June 2025 at 10:00 hours, at the Company's Head Office in Zagreb, Vatroslava Jagića 33.

Sincerely,

CROATIA osiguranje d.d.

Pursuant to the provision of Article 277 of the Companies Act and Article 33 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the Management Board, and the Supervisory Board of CROATIA osiguranje d.d. issued the Decision on Convocation of the 57th General Assembly, and hereby invites the shareholders to the

**57th General Assembly of CROATIA osiguranje d.d.  
to be held on 5 June 2025, at 10:00 hours  
at the Company's head office in Zagreb, Vatroslava Jagića 33**

**I. The following agenda is determined for the 57<sup>th</sup> General Assembly:**

- 1 Review of the Management report for 2024 and Statements on implementing corporate governance code
- 2 Review of the Supervisory Board's Report on Performed Supervision of Business Management of the Company for 2024
- 3 Review of the Annual Consolidated and Non-consolidated financial statements for 2024, jointly approved by the Management Board and the Supervisory Board of CROATIA osiguranje d.d., and related thereto the following:
  - a Issuing of Decision on the Utilization of Profit of CROATIA osiguranje d.d. realized in 2024
  - b Issuing of Decision on Granting Discharge to Members of the Management Board of CROATIA osiguranje d.d.
  - c Issuing of Decision on Granting Discharge to Members of the Supervisory Board of CROATIA osiguranje d.d.
- 4 Issuing of Decision on approval of the Remuneration Report for 2024
- 5 Issuing of Decision on Appointment of Auditor of CROATIA osiguranje d.d. for the audit of financial statements and verification of the sustainability report for the business year 2025 and 2026

**II. PROPOSALS OF DECISIONS OF THE GENERAL ASSEMBLY**

**Ad 3 a Issuing of Decision on the Utilization of Profit of CROATIA osiguranje d.d. realized in 2024**

*Pursuant to the provision of Article 275, paragraph 1, item 2 of the Companies Act (Official Gazette No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23, 136/24) and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 57th General Assembly of CROATIA osiguranje d.d., held on 5 June 2025, issued the following*

**DECISION**  
**on the Utilization of the Profit of CROATIA osiguranje d.d. realized in 2024**

**Article 1**

*It is established that CROATIA osiguranje d.d. realized a profit (after taxation) in the amount of 65,572,773,04 euro for the year ending on 31 December 2024.*

**Article 2**

*Realized profit after taxation shall be allocated to:*

|    |                          |                           |
|----|--------------------------|---------------------------|
| 2. | <i>Dividend</i>          | <i>45.641.124,44 eura</i> |
| 3. | <i>Retained earnings</i> | <i>19.931.648,60 eura</i> |

**Article 3**

*On the basis of the rights belonging to the shareholders of the preference shares, CROATIA osiguranje d.d. has reserved the amount of 130,200.00 euro for the payment of the preference shares dividend in the Statement of comprehensive income for the year ended 31 December 2024.*

**Article 4**

*Total amount for dividend payment to Company's shareholders who are holders of ordinary shares marked CROS-R-A (CROS) and preference shares marked CROS-P-A (CROS2) is 45.771.324,44 euro or 106,52 euro per share. The right to dividend payout (claim) belongs to all shareholders of the shares marked as CROS-R-A and CROS-P-A inscribed on their accounts of dematerialized securities that are registered in computational system of The Central Depository and Clearing Company Inc. as of 2 July 2025 (record date). The date from which shares will be traded without the right to dividend payments is 1 July 2025 (ex date). The dividend will be paid on 31 July 2025 (payment date).*

**Article 5**

*This Decision enter into force on the day of its issuance.*

**Ad 3 b Issuing of Decision on Granting Discharge to Members of the Management Board of CROATIA osiguranje d.d.**

*Pursuant to the provision of Article 275, paragraph 1, item 4 and Article 276 of the Companies Act (Official Gazette No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23, 136/24) and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 57th General Assembly of CROATIA osiguranje d.d., held on 5 June 2025, issued the following*

#### **DECISION**

##### ***on Granting Discharge to Members of the Management Board of CROATIA osiguranje d.d.***

*It is determined that the Management Board of CROATIA osiguranje d.d. had the following members in 2024:*

- 1. Davor Tomašković, Chairman of the Management Board in the period between 1 January 2024 and 31 December 2024*
- 2. Robert Vučković, Member of the Management Board in the period between 1 January 2024 and 31 December 2024*
- 3. Luka Babić, Member of the Management Board in the period between 1 January 2024 and 31 December 2024*
- 4. Vančo Balen, Member of the Management Board in the period between 1 January 2024 and 30 April 2024*
- 5. Vesna Sanjković, Member of the Management Board in the period between 11 October 2024 and 31 December 2024*

*The 57th General Assembly approves the work of the Management Board in 2024 and grants discharge to the members of the Management Board of CROATIA osiguranje d.d.*

##### **Ad 3 c Issuing of Decision on Granting Discharge to Members of the Supervisory Board of CROATIA osiguranje d.d.**

*Pursuant to the provision of Article 275, paragraph 1, item 4 and Article 276 of the Companies Act (Official Gazette No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23, 136/24) and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 57th General Assembly of CROATIA osiguranje d.d., held on 5 June 2025, issued the following*

#### **DECISION**

##### ***on Granting Discharge to Members of the Supervisory Board of CROATIA osiguranje d.d.***

*It is determined that the Supervisory Board of CROATIA osiguranje d.d. had the following members in 2024:*

- 1. Roberto Škopac, Chairman of the Supervisory Board in the period between 1 January 2024 and 31 December 2024,*
- 2. Željko Lovrinčević, Vice Chairman of the Supervisory Board in the period between 1 January 2024 and 31 December 2024,*
- 3. Vitomir Palinec, Member of the Supervisory Board in the period between 1 January 2024 and 31 December 2024,*
- 4. Hrvoje Patajac, Member of the Supervisory Board in the period between 1 January 2024 and 31 December 2024,*

5. *Zoran Barac, Member of the Supervisory Board in the period between 1 January 2024 and 31 December 2024,*
6. *Hrvoje Šimović, Member of the Supervisory Board in the period between 1 January 2024 and 31 December 2024,*
7. *Pero Kovačić, Member of the Supervisory Board in the period between 1 January 2024 and 31 December 2024.*

*The 57th General Assembly approves the work of the Supervisory Board in 2024 and grants discharge to the members of the Supervisory Board of CROATIA osiguranje d.d.*

#### **Ad 4 Issuing of Decision on approval of the Remuneration Report for 2024**

*Pursuant to the provision of Article 275, paragraph 1, item 3 and Article 276.a of the Companies Act (Official Gazette No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23, 136/24), and Article 32 of the Articles of Association of CROATIA osiguranje d.d. as of 31 May 2023, the 57th General Assembly of CROATIA osiguranje d.d. held on 5 June 2025, issued the following*

#### ***DECISION*** ***on approval of the Remuneration Report for 2024***

##### ***Article 1***

*Remuneration Report for 2024 is approved in the text that was published as the Attachment to the Invitation to this General Assembly, together with Auditor Report, and which make an integral part of this Decision.*

##### ***Article 2***

*This Decision enters into force on the day of its issuance.*

#### **Ad 5 Issuing of Decision on Appointment of Auditor of CROATIA osiguranje d.d. for the audit of financial statements and verification of the sustainability report for the business year 2025 and 2026**

*Pursuant to the provision of Article 275, paragraph 1, item 5 of the Companies Act (Official Gazette, No. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/2019, 34/22, 114/22, 18/23, 130/23, 136/24) and Article 32 of the Articles of Association of CROATIA osiguranje d.d., at the proposal of the Supervisory Board, the 57th General Assembly of CROATIA osiguranje d.d., held on June 5, 2025, issued the following*

## **DECISION**

***on the appointment of the auditor of CROATIA osiguranje d.d. for the audit of the financial reports and verification of the sustainability report of CROATIA osiguranje d.d. for the business year 2025 and 2026.***

### **Article 1.**

*Deloitte d.o.o., Radnička cesta 80, Zagreb, OIB: 11686457780, is appointed as the auditor of CROATIA osiguranje d.d. for the years 2025 and 2026, for the audit of the financial reports and verification of the sustainability report of CROATIA osiguranje d.d. for business year 2025 and 2026.*

### **Article 2**

*This Decision enters into force on the day of its issuance.*

## **III. NOTICE TO SHAREHOLDERS AND INSTRUCTIONS FOR PARTICIPATION AND EXERCISING VOTING RIGHTS**

### **APPLICATION**

Shareholders who wish to participate in the General Assembly are obliged to apply for participation in writing. The application is to be submitted directly at the Company's head office or sent by registered mail to the following address: CROATIA osiguranje d.d., Legal Department, Vatroslava Jagića 33, 10000 Zagreb (with the wording: Application for General Assembly), six days prior to the General Assembly being held.

The said deadline of 6 days does not include the day when the application is received by the Company, or the day of the General Assembly session, i.e. the right to participate and vote in the General Assembly shall be granted to those shareholders whose application is received at the above stated address on 29 May 2025 at the latest, and who are registered as shareholders of CROATIA osiguranje d.d. with the Central Depository and Clearing Company (CDCC) on that same day.

If the shareholder is a legal person, the application form shall be certified by its usual stamp and signed by an authorized person, with the excerpt from the court register enclosed. If the shareholder is a natural person, the application form shall be signed by him/her personally. The application form is available to all shareholders at the Company's website [www.crosig.hr](http://www.crosig.hr).

### **POWER OF ATTORNEY**

A shareholder fills out the power of attorney by writing down the correct name/company name of a legal person, its seat, personal identification number (PIN) and the account number with CDCC, or the correct name and family name of a natural person, their address, personal identification number (PIN) and the account number with CDCC. When the

shareholder appoints a proxy, the power of attorney form should contain the following data written in capital letters on the line provided for that purpose: name and family name of the proxy, personal identification number (PIN) as well as his/her residence/address. If the shareholder is a legal person, the power of attorney shall be certified by its usual stamp and signed by an authorized person, with the excerpt from the court register enclosed.

If the shareholder is a natural person, the power of attorney shall be signed either in the presence of an authorized employee of the Legal Department at the Head Office of CROATIA osiguranje d.d. prior to the General Assembly meeting, or the signature has to be certified by a Notary Public.

Please send the filled out power of attorney for shareholder's representation at the General Assembly enclosed with the application for participation in the General Assembly. The power of attorney form, with detailed explanations on how it should be filled out, is available to all shareholders at the Company's website [www.crosig.hr](http://www.crosig.hr).

Proof of appointment of a proxy (a scan of the signed power of attorney) may also be sent by e-mail to: [gs@crosig.hr](mailto:gs@crosig.hr), whereas the original is to be submitted to the authorized employees of the Company on the day of the General Assembly meeting.

#### **MATERIALS FOR GENERAL ASSEMBLY**

This invitation, together with the application form, power of attorney form and all the materials for the 57<sup>th</sup> General Assembly shall be available to the shareholders at the Company's website [www.crosig.hr](http://www.crosig.hr) from the day of publication of this invitation on the website of the Court Register. All the materials for the 57<sup>th</sup> General Assembly of CROATIA osiguranje d.d. shall also be available at the Company's registered head office, in the Legal Department.

#### **PROPOSING NEW AGENDA ITEMS**

Shareholders who jointly hold a twentieth of the share capital of the Company have the right to request that an additional item be included in the agenda of the General Assembly, whereupon the new agenda item should be accompanied by an explanation and respective decision proposal.

Such request has to be received by the Company at least 24 days prior to the General Assembly meeting. This deadline does not include the day the request is received by the Company.

#### **SHAREHOLDERS' COUNTERPROPOSALS**

Shareholders' counterproposals to the proposals of the Management Board and the Supervisory Board of the Company, relating to a particular agenda item, submitted with names and surnames of the shareholders and an accompanying explanation, as well as the shareholders' proposals regarding the appointment of Supervisory Board members or appointment of the Company's auditor, submitted without an explanation, have to be received at the Company at least 14 days prior to the day of General Assembly meeting. The date on which such counterproposals are received by the Company shall not be included in

this 14-day deadline. If a shareholder does not exercise this right, he/she shall still be entitled to make counterproposals at the General Assembly meeting.

## **RIGHT TO INFORMATION**

At the General Assembly meeting, the Management Board is obliged to provide information about the Company's operations to any shareholder at his/her request, in case this information is necessary to judge the issues included in the agenda. However, such information may be withheld due to the reasons defined in the Companies Act.

## **GENERAL INFORMATION FOR SHAREHOLDERS**

CROATIA osiguranje d.d. informs the shareholders that, at the moment of issuing the Decision on Convocation of the 57<sup>th</sup> General Assembly, the share capital of CROATIA osiguranje d.d. is divided in 429,697 shares in nominal value of EUR 186.00, of which 307,598 are ordinary registered shares of the 1st issue, marked CROS-R-A; 113,349 are ordinary registered shares of the 2nd issue, marked CROS-R-A; and 8,750 are preference registered shares of the 1st issue, marked CROS-P-A, with each share entitling to one vote.

Pursuant to Article 277, paragraph 4, item 4 of the Companies Act, CROATIA osiguranje d.d. informs the shareholders that all information pursuant to Article 280a of the Companies Act is available at the Company's website [www.crosig.hr](http://www.crosig.hr).

The participants are invited to arrive at the General Assembly meeting 30 minutes prior to its scheduled beginning, so that the list of participants can be made in a timely manner.

Pursuant to the Articles of Association of CROATIA osiguranje d.d., the General Assembly cannot adopt valid decisions unless attended by shareholders whose shares represent a half of the total share capital of the Company.

In case the quorum is not met, pursuant to the provision of Article 36, paragraph 2 of the Articles of Association of CROATIA osiguranje d.d., the next General Assembly meeting shall be held on 5 June 2025, at 15:00 hours, with the same agenda and at the same venue, and this General Assembly shall be able to adopt valid decisions notwithstanding the amount of the share capital represented. Granted powers of attorney will be valid for this General Assembly as well.

In Zagreb, 07 April 2025

Member of the Management Board

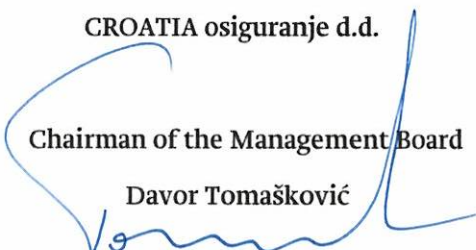
Luka Babić



CROATIA osiguranje d.d.

Chairman of the Management Board

Davor Tomašković



This translation consists of 17  
pages / 18 sheets  
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Date: 7 April 2025

**Certified translation from the Croatian language**

**CROATIA osiguranje d.d.**

# **REMUNERATION REPORT**

Zagreb, April 2025

Pursuant to Article 272r of the Companies Act (Official Gazette 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23, hereinafter: "the Companies Act" or "the CA"), the Management Board and the Supervisory Board of CROATIA osiguranje d.d. on 4 April 2025 adopt the following:

## **REMUNERATION REPORT**

### **for 2024**

#### **1. INTRODUCTION**

CROATIA osiguranje d.d. (hereinafter: "the Company") is the largest and oldest insurance company in Croatia. We are a market leader particularly focused on digitalisation and responding to challenges of the future. For over a century, we have been continuously investing resources in the development of new products and supporting projects that encourage positive social change. CROATIA osiguranje is a leader in the Croatian insurance market, a successful member of Adris grupa d.d. (hereinafter: "Adris grupa") and a reliable partner to all internal and external stakeholders. Our business operations are driven by excellence, social responsibility and dedication, with the aim of achieving continuous growth and providing our clients with top-quality services.

In accordance with Article 247a of the CA, on 8 April 2024, the Company's Supervisory Board adopted the revised Remuneration Policy for Management Board members, which was approved by the Company's General Assembly at a meeting held on 11 June 2024 (hereinafter: "the Remuneration Policy"). The Policy applies to the fiscal year in which it was adopted. The Company's Remuneration Policy is the Company's fundamental document which pertains to establishing a system of defining the remuneration and reward policy for the Company's Management Board. The Policy complies with the Company's and CROATIA osiguranje Group's (hereinafter: "Group") business strategy, tradition, objectives, values and long-term interests.

The Remuneration Report provides an overview of the remuneration of the Company's Management and Supervisory Board members.

##### **1.1. Main principles of the Company's Remuneration Policy**

As part of its corporate strategy, the Company's aim is to strengthen and expand its position as the leading company in Croatia and the region even further and to remain a leader by the criteria of competitiveness, profitability and innovativeness. In other words, the Company's principal strategic focus is on achieving growth and adjusting its procedures according to long-term and sustainable success of the Company and the Group.

The Remuneration Policy is reviewed and assessed each fiscal year, whereby the Supervisory Board decides whether any adjustments or amendments to the established Remuneration Policy are necessary, taking into account market conditions and the Company's economic environment. In this

regard, the primary focus is on assessing the effectiveness and adequacy of the Company's Remuneration Policy.

Accordingly, the Supervisory Board adopted on 8 April 2024 the revised Remuneration Policy for Management Board members, which includes updated key financial indicators and performance results, assessed with a weighting of 75%, and non-financial targets and achievements, which carry a 25% impact on the annual bonus. For the multi-year bonus, the ratio between financial and non-financial targets is set at 70:30. By doing so, the Company's Supervisory Board reaffirmed the purpose of the Remuneration Policy—specifically, to create a clear incentive for Management Board members to ensure long-term success of the Company and the Group as a whole, at the same time defining an appropriate combination of fixed and variable remuneration.

Fixed remuneration is paid as base salary with other common benefits (use of company car, insurance policies and other benefits in kind), while variable remuneration comprises short-term remuneration in the form of annual bonus and long-term remuneration in the form of multiannual bonus, where variable remuneration is limited by a maximum portion of the fixed remuneration. The Remuneration Policy also provides for defining different fixed and variable remuneration in relation to the President and members of the Management Board, taking into account the position and responsibility of individual persons and performance analysed on an individual basis, but also on the basis of achieving the Company's and the Group's financial and nonfinancial objectives arising from the long-term business strategy. Variable remuneration is usually focused on a multiannual assessment, which takes into account positive and negative changes in the Company's and the Group's performance.

Regarding the reward system, the Company's Supervisory Board is entitled to temporarily deviate from the Remuneration Policy in accordance with Article 247a, paragraph 2 of the CA, if such action is necessary for the long-term benefit of the Company.

## 1.2. Financial reporting year

The Company's mission is to achieve long-term financial security for individuals and community, as well as to provide top-quality and innovative services tailored to clients' needs, while also providing employees with a stimulating work environment and meeting the expectations of our shareholders.

Clients are among the key stakeholders in the Company's business sustainability. We analyse client needs and satisfaction at various points of contact in order to improve our services and meet clients' expectations, but also to clearly distinguish ourselves as a digital and market leader.

***Revenue and profit continued to grow at the end of another year of record-breaking results, while the Company's strategic focus remained on investments in the areas of health and digitalisation.***

Total income from insurance contracts in the reporting period amounts to EUR 448.8 million, representing an increase of 13.5% compared to the same period of the previous year. Of this amount, total income from non-life insurance stands at EUR 441.1 million, representing an increase of 13.4%, while total income from life insurance recorded a 20.2% increase, amounting to EUR 7.7 million.

Total expenses from insurance contracts in the reporting period amount to EUR 408.6 million, representing an increase of 8.7% compared to the same period of the previous year. Of this amount, total expenses from non-life insurance amount to EUR 405.6 million, showing an increase of 8.6%. Total expenses from life insurance recorded an increase of 19.2% and amount to EUR 3.1 million.

Total net result from insurance contracts in the reporting period amounts to EUR 25.4 million, which is higher compared to the same period of the previous year, when it amounted to EUR 11.8 million. The Company's total net profit amounts to EUR 65.6 million, representing an increase of 39.9% compared to the same period of the previous year, which was impacted by storm-related claims that significantly reduced profit during that period.

The digital segment of the business continued to grow in 2024. Gross written premium from all digital operations increased by 30% compared to the previous year, while the number of clients using the Moja Croatia mobile application grew by 16%. The digital brand LAQO recorded a 29% increase in premium compared to 2023. Koreqt, an advanced digital platform for comparing and selecting products and services, launched by the Company in February 2024, continues to deliver positive results. The number of active products increased by 30% compared to the previous quarter, while the number of partner referrals (click-throughs) increased by 11% quarter-on-quarter. In 2024, a new functionality was introduced in the Moja Croatia mobile application, allowing clients to independently and easily book appointments for medical check-ups, view all services covered by their policy, and access records of services already used. To mark its fourth anniversary, the digital brand LAQO launched an advanced AI-powered digital assistant— the first in Croatia capable of calculating insurance premium quotes via WhatsApp in a matter of seconds. The Company was also the first on the market to introduce artificial intelligence in motor vehicle claims assessment, and it implemented online property damage claims reporting, enabling the entire process—from claim submission to settlement—to be completed within 24 hours. The digitalisation of claims handling processes will remain a strategic focus in 2025.

Investments in high-standard private healthcare continued, with over EUR 20 million invested over the past four years. CROATIA Poliklinika further strengthened its market position through the acquisition of Polyclinic Marin Med in Dubrovnik in May and Polyclinic Medros in Osijek in October 2024. Top medical teams and healthcare services, as well as state-of-the-art technology, are available to all residents of Croatia at the CROATIA Polyclinics located in nine cities: Zagreb, Split, Rijeka, Osijek, Varaždin, Zadar, Pula, Koprivnica, and Dubrovnik. A 54% increase in revenue compared to the same period of the previous year marked 2024, including the revenues of Marin Med Polyclinic in Dubrovnik and Medros in Osijek. The team of top physicians and medical staff increased by 40% compared to the same period last year, and the positive trend in patient satisfaction continued, with 95% of patients highlighting the kindness and dedication of the staff at the CROATIA Polyclinic.

CROATIA osiguranje's Spektar loyalty program also continued to achieve excellent results. By the end of 2024, more than 93 thousand households with over 121 thousand members were included in the Spektar program. This means that the majority of eligible clients were successfully enrolled in the program, laying the groundwork for the planned expansion of the program in 2025.

In November 2024, Fitch Ratings awarded the Company a long-term financial strength rating of A with a stable outlook. The Company thus became the first insurance company in Croatia to receive an external rating from one of the world's most renowned rating agencies. The high Fitch rating was awarded in the year in which the Company celebrated the 140th anniversary of its founding, as well as 10 years of operations as part of Adris grupa. In 2024, the Company also received two other important recognitions – the Zlatna Kuna award for the most successful insurance company and the Charter of the Republic of Croatia for contributions to the development of the Croatian economy.

Management Board member Vančo Balen left the Management Board on 30 April 2024, which marked the end of his term of office, following a personal request and for private reasons.

At its meeting held on 11 October 2024, and following the prior decision of the Croatian Financial Services Supervisory Agency (hereinafter "HANFA"), the Company's Supervisory Board appointed Vesna Sanjković as a member of the Management Board of CROATIA osiguranje d.d. for a term of office lasting from 11 October 2024 to 31 December 2026. Vesna Sanjković's previous position was that of the Director of the Claims Management Department, which she held from 1 January 2020.

## 2. TOTAL REMUNERATION OF MANAGEMENT BOARD MEMBERS

### 2.1. Total remuneration of Management Board members

In accordance with the Remuneration Policy and Article 272r, paragraph 1, item 1 of the CA, below is an overview of total fixed and variable remuneration of the Company's Management Board members subject to the Remuneration Policy, their percentage shares in total remuneration, an explanation as to how remuneration was adjusted to the applicable Remuneration Policy, including how it supports the Company's long-term success and how the criteria for measuring success were applied.

Members of the Management Board in 2024:

1. Mr. Davor Tomašković, President of the Management Board
2. Mr. Robert Vučković, member of the Management Board
3. Mr. Vančo Balen, member of the Management Board – up to 31 April 2024
4. Mr. Luka Babić, member of the Management Board
5. Mrs Vesna Sanjković, member of the Management Board – from 11 October 2024

In the financial reporting year, current Management Board members were paid total remuneration in the gross 1 amount of EUR 1,447,319, where the gross 1 amount of EUR 753,133 pertains to fixed remuneration, and the gross 1 amount of EUR 694,186 pertains to variable remuneration.

**TABLE 1 – Remuneration of the Company's Management Board members in the financial reporting year (gross 1 EUR)**

| MANAGEMENT<br>BOARD<br>MEMBER                                              | Fixed remuneration |                           | Variable remuneration |                         | Total remuneration | Percentage shares of fixed and variable remuneration in total remuneration | Remuneration from a third party | Remuneration due to early termination of term of office | Remuneration due to regular expiry of term of office |
|----------------------------------------------------------------------------|--------------------|---------------------------|-----------------------|-------------------------|--------------------|----------------------------------------------------------------------------|---------------------------------|---------------------------------------------------------|------------------------------------------------------|
|                                                                            | Salary<br>a)       | Additional benefits<br>b) | Annual bonus<br>a)    | Multiannual bonus<br>b) |                    |                                                                            |                                 |                                                         |                                                      |
| Davor Tomašković,<br>President of the<br>Management Board                  | 286,056            | 6,388                     | 222,328               | 113,297                 | 628,069            | 47/53                                                                      | -                               | -                                                       | -                                                    |
| Robert Vučković,<br>member of the<br>Management Board                      | 190,488            | 6,965                     | 96,473                | 49,977                  | 343,903            | 57/43                                                                      | -                               | -                                                       | -                                                    |
| Vančo Balen,<br>member of the<br>Management Board<br>up to 30/04/2024*     | 58,720             | 5,990                     | 76,029                | 35,582                  | 176,322            | 37/63                                                                      | -                               | 117,440                                                 | -                                                    |
| Luka Babić,<br>member of the<br>Management Board                           | 158,640            | 6,152                     | 68,395                | 32,105                  | 265,292            | 62/38                                                                      | -                               | -                                                       | -                                                    |
| Vesna Sanjković,<br>member of the<br>Management Board<br>from 11/10/2024** | 33,002             | 731                       | 0                     | 0                       | 33,733             | 100/0                                                                      | -                               | -                                                       | -                                                    |
| <b>TOTAL</b>                                                               | <b>726,906</b>     | <b>26,227</b>             | <b>463,225</b>        | <b>230,961</b>          | <b>1,447,319</b>   | <b>52/48</b>                                                               | <b>-</b>                        | <b>117,440</b>                                          | <b>-</b>                                             |

\*Vančo Balen was a Management Board member until 30 April and, as of 1 May 2024, received remuneration based on an agreement due to early termination of mandate, which is presented in the table in a separate column.

\*\* Vesna Sanjković held the position of Director of the Claims Management Department from 1 January 2024 to 10 October 2024.

Additional benefits pertain to personal use of a company vehicle, life insurance policy, personal accident insurance policy, additional health insurance policy, payments into a voluntary pension fund, liability insurance policy and other benefits in kind.

For performance in fiscal year 2023, the listed Management Board members were entitled to receive the multiannual part of the bonus in the total gross 1 amount of EUR 462,165, where the portion in the gross 1 amount of EUR 230,961 was paid through award of shares immediately together with the bonus for 2023 and is shown in Table 1. Remainder of EUR 122 was also paid as a gross payment representing the difference of the rounded-up awarded shares, while the payment of the portion in the gross 1 amount of EUR 231,082 was deferred. Individual gross 1 amounts were the following: for Davor Tomašković EUR 113,302; for Robert Vučković EUR 50,027; for Vančo Balen EUR 35,648; and for Luka Babić EUR 32,106. Payment of said gross amounts will be made with a three-year delay (in 2027),

in accordance with the Remuneration Policy, and will be confirmed by virtue of the Decision on Annual and Multiannual Bonus for 2026.

## **2.2. Compliance of remuneration presented with the Remuneration Policy, including how it supports the Company's long-term success**

This overview of the remuneration of the Company's Management Board members represents application of the fixed and variable remuneration system defined in the Remuneration Policy.

The requirements for granting and determining the amount of fixed remuneration are based on the Company's internal documents, the employment contract and relevant applicable regulations. They are not dependent on performance evaluation, but remain consistent throughout the period in relation to a specific function and organisational responsibility.

The variable remuneration system applicable to the Company's Management Board members has been defined in accordance with the Company's and the Group's strategic indicators, values and long-term interests, all in accordance with achieved financial and specific nonfinancial objectives. The final calculation of a multiannual bonus as long-term variable remuneration is paid out after expiry of term of office based on the fulfilment of multiannual objectives in accordance with the performance plan.

Moreover, in order to support the Company's long-term success, fixed remuneration ensures financial independence from variable remuneration at an individual level, including the possibility of non-payment of variable remuneration. This incentivises the Company's Management Board members to perform their duties in the best interest of the Company and always act in accordance with the principle of good faith and with due care of a prudent businessman. Variable elements of rewards are aimed at the results set out to be accomplished in the future and based on a period of several years, taking into account positive and negative changes in the Company's and the Group's performance, as well as the criteria for payment of variable remuneration as they are defined in the Remuneration Policy.

### **2.3. Application of criteria for performance evaluation in terms of remuneration under 2.1. and 2.2.**

For the purpose of evaluating the fulfilment of criteria for payment of variable remuneration to the Company's Management Board members, the Company has performed certain actions to determine and evaluate whether the objectives have been met and whether the criteria for payment of variable remuneration to the Management Board members have been fulfilled.

Fixed remuneration comprises base salary and applicable benefits in accordance with item 4.3. of the Remuneration Policy. Base salary is not based on work performance and it is aligned with the remuneration paid in other comparable companies in the market, because the objective is for the base salary to reflect the demands of the position and the skills and experience required to perform the relevant type of work.

Variable remuneration is intended to reward the Management Board members' work performance, which is determined based on the fulfilment of the Company's and the Group's financial and specific nonfinancial objectives arising from the long-term business strategy.

Out of the total variable remuneration, 75% depends on the Company's and the Group's performance, and 25% depends on specific nonfinancial objectives. The evaluation of the Company's and Group's performance included market share in Croatia, gross premium income earned, operating profit at the Group level, while the evaluation of nonfinancial objectives achieved included successful deliveries in accordance with ESG initiatives, business digitalisation project management and achievement of the health segment strategy with promotion of the Company's corporate culture and image.

Variable remuneration is paid if the KPIs reach 95% of the values planned for the relevant year.

### 3. COMPARISON OF ANNUAL CHANGES IN REMUNERATION, THE COMPANY'S PERFORMANCE AND AVERAGE REMUNERATION OF FULL-TIME EMPLOYEES

| TABLE 3 – Comparison of annual changes in remuneration and performance of the Company (EUR) |         |         |         |         |         |
|---------------------------------------------------------------------------------------------|---------|---------|---------|---------|---------|
| Year                                                                                        | 2024    | 2023    | 2022    | 2021    | 2020    |
| <b>1) Performance of CROATIA osiguranje d.d.*</b>                                           |         |         |         |         |         |
| Revenue from insurance contracts                                                            | 448,837 | 395,384 | 357,229 | -       | -       |
| Gross written premium (income)                                                              | -       | -       | 411,311 | 384,334 | 363,902 |
| Profit before tax (profit) – IFRS 17                                                        | 71,499  | 55,153  | 54,048  | -       | -       |
| Profit before tax (profit) – IFRS 4                                                         | -       | -       | 48,915  | 52,113  | 36,385  |
| <b>2) Average remuneration of the Company's full-time employees (gross 1 in EUR)</b>        |         |         |         |         |         |
| Company employees                                                                           | 30,221  | 29,699  | 26,053  | 23,567  | 25,559  |

\*Due to change in the manner of reporting under IFRS (International Financial Reporting Standard) 17, data for 2022, 2023 and 2024 are presented in accordance with the new standard, while data for 2021 and 2020 were converted into EUR pursuant to IFRS 4.

When calculating average remuneration of employees, the following is taken into account: fixed parts of remuneration (base salary and other types of benefits, such as reimbursement of transportation costs, Christmas bonus, vacation allowance, etc.), variable parts of remuneration (such as annual bonuses, performance bonus, etc.), and other material rights arising from employment, divided by the average number of employees corresponding to the number of full-time employees.

### 4. COMPANY SHARES AND SHARE OPTIONS GRANTED TO MANAGEMENT BOARD MEMBERS AS REMUNERATION

In accordance with the Remuneration Policy, annual and/or multiannual bonus is paid in cash and/or Company shares, which is decided upon by the Company.

In 2024, variable remuneration to Management Board members was paid as shares, in the form of preference shares of Adris grupa d.d., in the established number of shares, all in accordance with the regulations.

Management Board members were allocated the following number of shares in 2024, for the fulfilment of annual and multiannual objectives:

| TABLE 4 – Remuneration of the Company's Management Board members in the financial reporting year – shares (EUR) |                      |                                 |                                      |                                                    |                                              |                    |
|-----------------------------------------------------------------------------------------------------------------|----------------------|---------------------------------|--------------------------------------|----------------------------------------------------|----------------------------------------------|--------------------|
| MANAGEMENT BOARD MEMBER                                                                                         | Year of remuneration | Number of shares / annual bonus | Number of shares / multiannual bonus | Total value of shares as at the date of allocation | Price of shares as at the date of allocation | Date of allocation |
| Davor Tomašković, President of the Management Board                                                             | 2023                 | 2,749                           | 1,401                                | 255,059                                            | 61.46                                        | 2 July 2024        |
| Robert Vučković, member of the Management Board                                                                 | 2023                 | 1,192                           | 618                                  | 111,243                                            | 61.46                                        | 2 July 2024        |
| Vančo Balen, member of the Management Board                                                                     | 2023                 | 939                             | 440                                  | 84,753                                             | 61.46                                        | 2 July 2024        |
| Luka Babić, member of the Management Board                                                                      | 2023                 | 845                             | 397                                  | 76,333                                             | 61.46                                        | 2 July 2024        |
| <b>TOTAL</b>                                                                                                    |                      | <b>5,725</b>                    | <b>2,856</b>                         | <b>527,388</b>                                     |                                              |                    |

The indicated value of shares is included in Table 1 under Variable remuneration, gross annual bonus.

In 2024, Supervisory Board members did not acquire shares and/or share options in the Company or in a related company, and the Company did not undertake to provide them therewith.

## 5. RETURNS OF VARIABLE REMUNERATION

In the fiscal reporting year, the Company did not make any requests for return of variable remuneration paid to the Management Board members.

## 6. DEVIATION FROM THE REMUNERATION POLICY

There were no deviations from the Remuneration Policy.

## 7. REMUNERATION OF SUPERVISORY BOARD MEMBERS

In 2024, the Supervisory Board adopted the revised Remuneration Policy defining the reward system for the Management Board members. In addition, the Company's Supervisory Board also monitored the Management Board's performance as well as compliance of their work with the Company's long-term interests and multiannual business plans.

In 2024, there were no changes in the Supervisory Board, and its members were as follows:

1. Roberto Škopac, President of the Supervisory Board in the period 1 Jan 2024 – 31 Dec 2024,
2. D.Sc. Željko Lovrinčević, Deputy President of the Supervisory Board in the period 1 Jan 2024 – 31 Dec 2024,
3. Vitomir Palinec, member of the Supervisory Board in the period 1 Jan 2024 – 31 Dec 2024,
4. Hrvoje Patajac, member of the Supervisory Board in the period 1 Jan 2024 – 31 Dec 2024,
5. Zoran Barac, member of the Supervisory Board in the period 1 Jan 2024 – 31 Dec 2024,
6. Pero Kovačić, member of the Supervisory Board in the period 1 Jan 2024 – 31 Dec 2024,
7. Hrvoje Šimović, member of the Supervisory Board in the period 1 Jan 2024 – 31 Dec 2024.

On 31 May 2023, the Company's General Assembly adopted a decision on the amount of remuneration for members of the Supervisory Board of CROATIA osiguranje d.d. Said decision applies to the members of the Supervisory Board, as well as to the members of the Audit Committee, and Appointment and Remuneration Committee, as committees of the Supervisory Board. In accordance with said decision, members of the Supervisory Board and its committees are entitled to monthly remuneration in the fixed net amount of EUR 265.45.

Any Supervisory Board member who is also a member of a Supervisory Board committee is entitled to remuneration for their engagement at each individual position in the Supervisory Board or its committee. All Supervisory Board members who are also employed at another Group member company have given up fixed remuneration.

In the financial reporting year, Supervisory Board members were paid total remuneration in the amount of EUR 23,736.

Supervisory Board members are entitled to reimbursement of costs incurred in relation to performance of their duties. However, in 2024, no Supervisory Board member sought reimbursement of such costs. Calculation of benefits in kind under liability insurance policy is found in the column pertaining to reimbursement of costs.

**TABLE 5 – Remuneration of Supervisory Board members (EUR)**

| Supervisory Board member | Fixed remuneration | Variable remuneration | Reimbursement of costs | Total in 2024 |
|--------------------------|--------------------|-----------------------|------------------------|---------------|
| Željko Lovrinčević*      | 9,265              | -                     | 83                     | 9,439         |
| Zoran Barac              | 4,633              | -                     | 83                     | 4,716         |
| Pero Kovačić             | 4,633              | -                     | 83                     | 4,716         |
| Hrvoje Šimović           | 4,633              | -                     | 83                     | 4,716         |

|                 |               |          |            |               |
|-----------------|---------------|----------|------------|---------------|
| Roberto Škopac  | -             | -        | 83         | 83            |
| Vitomir Palinec | -             | -        | 83         | 83            |
| Hrvoje Patajac  | -             | -        | 83         | 73            |
| <b>TOTAL</b>    | <b>23,164</b> | <b>0</b> | <b>571</b> | <b>23,736</b> |

\*In addition to receiving remuneration as Supervisory Board member, Mr. Željko Lovrinčević also received fixed remuneration as member of the Audit Committee. Remuneration for work in the Audit Committee is paid on a monthly basis, in the net amount of EUR 265.45.

#### 8. DECISION OF THE GENERAL ASSEMBLY OF 11 JUNE 2024

At the meeting of the Company's General Assembly held on 11 June 2024, the Decision Approving the Management Board Members' Remuneration Policy of 8 April 2024 was adopted, and was applied in 2024. The Remuneration Policy is essentially determined so that key financial indicators and performance results are assessed with a weighting of 75%, while non-financial targets and achievements carry a 25% impact on the annual bonus. For the multi-year bonus, the ratio between financial and non-financial targets is set at 70:30. The Remuneration Policy is publicly available free of charge at the Company's website.

#### 9. FINAL PROVISIONS

Company's auditor, Deloitte d.o.o., assessed the Remuneration Report in accordance with Article 272r of the CA. In that regard, the auditing company Deloitte d.o.o. prepared the Independent Auditor's Limited Assurance Report on the Remuneration Report for 2024, which is enclosed to the Remuneration Report and forms an integral part thereof.

The Company's Remuneration Report, together with the Independent Auditor's Limited Assurance Report on the Remuneration Report for 2024 made by the auditing company Deloitte d.o.o., is submitted to the Company's General Assembly for approval. Upon approval by the Company's General Assembly, the Company will publish the Remuneration Report and the Independent Auditor's Limited Assurance Report on the Remuneration Report for 2024 on its website, which reports will be available free of charge.

**CROATIA osiguranje d.d.**

PRESIDENT OF THE MANAGEMENT BOARD  
DAVOR TOMAŠKOVIĆ

*(Handwritten signature)*

MEMBER OF THE MANAGEMENT BOARD  
LUKA BABIĆ

*(Handwritten signature)*

PRESIDENT OF THE SUPERVISORY BOARD  
ROBERTO ŠKOPAC

*(Handwritten signature)*

Addendum:

Independent Auditor's Limited Assurance Report on the Remuneration Report for 2024, Deloitte  
d.o.o., 4 April 2025

**CROATIA OSIGURANJE d.d., Zagreb**

**INDEPENDENT AUDITOR'S LIMITED ASSURANCE REPORT ON THE  
REMUNERATION REPORT FOR 2024**

## INDEPENDENT AUDITOR'S LIMITED ASSURANCE REPORT ON THE REMUNERATION REPORT FOR 2024

To the Management Board and Supervisory Board of the company CROATIA osiguranje d.d., Zagreb.

### *Subject of assessment*

Pursuant to Article 272r, paragraph 3 of the Companies Act and the agreement concluded with CROATIA osiguranje d.d. ("the Company"), we carried out our engagement, expressing limited assurance on the accompanying Remuneration Report for the year ended 31 December 2024 ("Remuneration Report"), prepared by the Company's Management and Supervisory Boards.

Our engagement with expressing of limited assurance pertains to the subject of assessment whether the Remuneration Report contains information in accordance with Article 272r, paragraphs 1 and 2 of the Companies Act.

### *Applicable criteria*

The applicable criteria for identifying the individuals to be included in the Remuneration Report and requirements pertaining to the disclosure of their remuneration are specified in Article 272r, paragraphs 1 and 2 of the Companies Act.

### *Responsibilities of the Management Board and Supervisory Board*

The Company's Management Board and Supervisory Board are responsible for the following:

- Drawing up the Remuneration Report for 2024 in accordance with the disclosure requirements referred to in Article 272r, paragraphs 1 and 2 of the Companies Act;
- Identifying the individuals to be included in the Remuneration Report in accordance with Article 272r, paragraph 1 of the Companies Act;
- Selecting and applying appropriate remuneration policies and making reasonable judgements and assessments in relation to the information disclosed in the Remuneration Report;
- Measuring remuneration for the year ended 31 December 2024 in accordance with Article 272r, paragraphs 1 and 2 of the Companies Act; and
- Publishing the Remuneration Report on the Company's website in accordance with Article 272r, paragraph 4 of the Companies Act.

The Company's Management Board is responsible for designing, implementing and maintaining an internal control system which provides reasonable assurance that the aforementioned information is free from material misstatement, whether due to fraud or error. In addition, the Company's Management Board and Supervisory Board are responsible for ensuring that the documents provided to us are complete and accurate.

Company registered in the Court Register of the Commercial Court in Zagreb: Company's Reg. No. (MBS): 030022053; subscribed share capital: EUR 5,930.00; company directors: Katarina Kadunc, Goran Končar and Helena Schmidt; commercial bank: Privredna banka Zagreb d.d., Radnička cesta 50, 10 000 Zagreb, giro account: 2340009-1110098294; SWIFT Code: PBZGHR2X, IBAN: HR3823400091110098294.

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**INDEPENDENT AUDITOR'S LIMITED ASSURANCE REPORT ON THE REMUNERATION REPORT FOR 2024 (CONTINUED)***Our responsibility*

Our responsibility is to publish a report on the Remuneration Report in accordance with the requirements of Article 272r, paragraph 3 of the Companies Act. We conducted our engagement with expression of limited assurance in accordance with the *International Standard on Assurance Engagements 3000 (Revised) – Assurance Engagements other than Audits and Reviews of Historical Financial Information ("ISAE 3000")*. These regulations require that we meet ethical standards and plan and perform the procedures so as to form a conclusion, based on the evidence obtained, about whether the Remuneration Report contains the information required under the relevant legal requirements.

*Our independence and quality management*

We conducted our engagement in accordance with the requirements concerning independence and ethical requirements set out in the Code of Ethics for Professional Accountants (including International Independence Standards) ("Code"), issued by the International Ethics Standards Board for Accountants. The Code is based on principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. We act in accordance with the *International Standard on Quality Management for audits or reviews, or other assurance or related services engagements ("ISQM 1")* and, accordingly, maintain a comprehensive system of quality management, including documented policies and procedures regarding compliance with ethical requirements and professional standards, as well as applicable legal and regulatory requirements.

*Summary of the work performed*

With regard to the subject of assessment, we have performed the following procedures:

- We inquired the members of the Management Board, Supervisory Board and other persons within the Company to gain understanding of remuneration policies and the process applied in preparing the Remuneration Report;
- We received from the Company a list of all members of the Management and Supervisory Boards during 2024 and checked whether their remuneration has been disclosed in the Remuneration Report;
- We reconciled the remuneration data presented in the Remuneration Report with the Company's accounting records (general ledger and subledgers) for the year ended 31 December 2024;
- We reviewed, on a sample basis, relevant documents of the Company (contracts and payments) related to the remuneration data presented in the Remuneration Report; and
- We checked whether the Remuneration Report contains all the information required by Article 272r, paragraphs 1 and 2 of the Companies Act.

The nature and extent of our procedures were determined based on risk assessment and our professional judgement in order to issue a limited assurance conclusion.

An engagement for expressing a limited assurance conclusion is substantially less in scope than an engagement for expressing a reasonable assurance conclusion in relation to both the risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for expressing our limited assurance conclusion.

**INDEPENDENT AUDITOR'S LIMITED ASSURANCE REPORT ON THE REMUNERATION REPORT FOR 2024 (CONTINUED)***Limited assurance conclusion*

Based on the work performed and evidence obtained, nothing has come to our attention that causes us to believe that the Remuneration Report for 2024, prepared by CROATIA osiguranje d.d., does not comply, in all material respects, with the requirements specified in Article 272r, paragraphs 1 and 2 of the Companies Act.

*Restrictions on the use of our report*

This report has been prepared solely for the Company's Management Board and Supervisory Board, for the purpose of notifying the Company's General Assembly of the Remuneration Report prepared by the Company for the year ended 31 December 2024, pursuant to Article 272r of the Companies Act. We permit that this report be published on the Company's website in accordance with Article 272r, paragraph 4 of the Companies Act. Our report is not, nor is it intended to be, a legal opinion on the Company's compliance with Article 272r, paragraph 4 of the Companies Act.

In the case of additional information or data provided to us, or in the case of misleading verbal or written statements or explanations, our findings, interpretations or conclusions in our Independent Auditor's Limited Assurance Report may be incomplete or may result in the need for additional procedures not included in the scope of this engagement.

To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than the Company's Management Board and Supervisory Board for our work, for this Independent Auditor's Limited Assurance Report, or the conclusions we have reached.

The Company's Management Board and Supervisory Board are responsible for publishing the Remuneration Report on the Company's website and for accuracy of the information disclosed in the Report. The scope of our work performed does not include a review of said matters; therefore, we do not assume any responsibility for any amendments that may be made to the Remuneration Report based on the Independent Auditor's Limited Assurance Report or for any differences between the report we issued and the information published on the Company's website.

*(Handwritten signature)*

**Goran Končar**

Director and Certified Auditor

*(Stamp of Deloitte d.o.o.)*

Deloitte d.o.o.

4 April 2024  
Radnička cesta 80  
10 000 Zagreb  
Republic of Croatia

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I, Ana Brezovac, authorized court interpreter for the English and German language, as appointed by the Decree of the Minister of Justice and Public Administration, Class: UP/I-710-02/23-01/606, Reg. No.: 514-03-03-03/02-23-09 of 9 January 2024 do hereby certify that the above translation fully corresponds to the original document written in the Croatian language, a copy of which is attached.

Cert. No.: 565/2025

Zagreb, 7 April 2025





CROATIA osiguranje d.d.  
Vatroslava Jagića 33, 10 000 Zagreb  
[www.crosig.hr](http://www.crosig.hr)

**CROATIA osiguranje d.d.**

## **IZVJEŠĆE O PRIMICIMA**

Zagreb, travanj 2025. godine

Temeljem članka 272.r. Zakona o trgovačkim društvima (NN 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23, 130/23, 136/24 dalje u tekstu: „Zakon o trgovačkim društvima“ ili „ZTD“) Uprava i Nadzorni odbor Croatia osiguranja d.d., dana 4. travnja 2025. godine donose slijedeće

## IZVJEŠĆE O PRIMICIMA za 2024. godinu

### 1. UVOD

CROATIA osiguranje d.d. (dalje u tekstu: „Društvo“) najveće je i najstarije osiguravajuće društvo u Hrvatskoj. Tržišni smo lider sa snažnim usmjerenjem k digitalizaciji i odgovaranju na izazove budućnosti. Nakon više od stoljeća povijesti, kontinuirano ulažemo u razvoj novih proizvoda i pomažemo projekte koji potiču pozitivne društvene promjene. Društvo je lider na hrvatskom tržištu osiguranja, uspješan član Adris grupe d.d. (dalje u tekstu: „Adris grupe“) i pouzdan partner svim internim i eksternim dionicima. U poslovanju se vodimo vrijednostima izvrsnosti, društvene odgovornosti i posvećenosti, sve s ciljem kontinuiranog rasta i pružanja vrhunske usluge klijentima.

Nadzorni odbor Društva je u skladu s člankom 247.a ZTD-a dana 8. travnja 2024. godine usvojio revidiranu Politiku primitaka članova Uprave koju je odobrila Glavna skupština Društva održana dana 11. lipnja 2024. godine (dalje u tekstu: „Politika primitaka“), a koja se primjenjuje na poslovnu godinu u kojoj je donesena. Politika primitaka Društva predstavlja temeljni akt Društva koji se odnosi na uspostavljanje sustava određivanja primitaka i politike nagrađivanja Uprave Društva i usklađena je s poslovnom strategijom, tradicijom, ciljevima, vrijednostima i dugoročnim interesima Društva i CROATIA osiguranja Grupe (dalje u tekstu: „Grupe“).

Izvješće o primicima daje pregled primitaka za članove Uprave i Nadzornog odbora Društva.

#### 1.1. Glavna načela Politike primitaka Društva

U okviru svoje korporativne strategije, cilj Društva je ojačati i dodatno proširiti svoju poziciju vodeće hrvatske i regionalne kompanije, te održati se kao lider po kriterijima kompetitivnosti, profitabilnosti i inovativnosti. Dakle, glavni strateški fokus Društva usmjeren je na rast i usklađivanje svojih postupaka s dugoročnim i održivim uspjehom Društva i Grupe.

Politika primitaka se provjerava i razmatra svake poslovne godine, pri čemu Nadzorni odbor odlučuje da li je potrebna dodatna prilagodba ili izmjena utvrđene Politike primitaka imajući u vidu stanje na tržištu te gospodarsko okruženje Društva. U tom smislu, glavni fokus temelji se na provjeri svrhovitosti i adekvatnosti Politike primitaka Društva.

Sukladno tome Nadzorni odbor je usvojio revidiranu Politiku primitaka članova Uprave 8. travnja 2024. godine, u kojoj su revidirani ključni financijski pokazatelji i ostvarenja koja se procjenjuju s ponderom 75%, a nefinancijski ciljevi i ostvarenja s 25% utjecaja na godišnji bonus, dok je za višegodišnji bonus omjer financijskih ciljeva prema nefinancijskima 70:30. Nadzorni odbor Društva time je potvrdio svrhu Politike primitaka na način da stvori jasan poticaj za članove Uprave Društva kako bi se osigurao dugoročni uspjeh samog Društva i Grupe u cjelini, pritom definirajući odgovarajuću kombinaciju fiksnog i varijabilnog dijela primitaka.

Fiksni dio primitaka isplaćuje se kao osnovna plaća uz druge uobičajene pogodnosti (korištenje službenog vozila, police osiguranja i ostali primici u naravi), dok se varijabilna komponenta sastoji od kratkoročnog primitka u pogledu godišnjeg bonusa te dugoročnog primitka u vidu višegodišnjeg bonusa, pri čemu je varijabilna komponentna ograničena maksimalnim iznosom određenog dijela fiksnog primitka. Ujedno, Politika primitaka predviđa različito određivanje fiksnog i varijabilnog primitka u odnosu na predsjednika i članove Uprave, uzimajući u obzir položaj i odgovornost pojedinih osoba, kao i rezultate rada analizirane na pojedinačnoj osnovi, ali i na osnovi ostvarenja financijskih i nefinancijskih ciljeva Društva i Grupe koji proizlaze iz dugoročne strategije poslovanja. Varijabilna komponenta primitaka u pravilu je usredotočena na godišnju i višegodišnju procjenu pri čemu se uzimaju u obzir pozitivna i negativna kretanja poslovanja Društva i Grupe.

U okviru sustava nagrađivanja Nadzorni odbor Društva ima pravo privremeno odstupiti od Politike primitaka u skladu s člankom 247.a stavkom 2. ZTD-a, ako je to potrebno radi dugoročne dobrobiti Društva i Grupe.

## 1.2. Financijska godina izvještavanja

Misija Društva je omogućiti dugoročnu financijsku sigurnost pojedinca i zajednice te pružati vrhunske i inovativne usluge prilagođene potrebama klijenata, omogućujući zaposlenicima poticajno radno okruženje i ostvarujući očekivanja naših dioničara.

U Društvu je klijent jedan od ključnih dionika za održivost poslovanja. Pratimo potrebe i zadovoljstvo potrošača na različitim dodirnim točkama kako bismo unaprijedili svoju uslugu i prilagodili se očekivanjima klijenata, ali i jasno se diferencirali od konkurencije kao digitalni i tržišni lider.

***Nastavljen je rast prihoda i dobiti na kraju još jedne godine rekordnih rezultata, dok je strateški fokus kompanije bio na investicijama u područja zdravlja i digitalizacije.***

Ukupan prihod od ugovora o osiguranju u promatranom razdoblju iznosi 448,8 milijuna eura te bilježi povećanje od 13,5% u odnosu na usporedno razdoblje prethodne godine. Od toga ukupan prihod od neživotnih osiguranja iznosi 441,1 milijuna eura te bilježi povećanje za 13,4% dok ukupan prihod od životnog osiguranja bilježi povećanje za 20,2% i iznosi 7,7 milijuna eura.

Ukupni rashodi od ugovora o osiguranju u promatranom razdoblju iznose 408,6 milijuna eura te bilježe povećanje od 8,7% u odnosu na usporedno razdoblje prethodne godine. Od toga ukupni rashodi od

neživotnih osiguranja iznose 405,6 milijuna eura te bilježe povećanje za 8,6%. Ukupni rashodi od životnog osiguranja bilježe povećanje od 19,2% te iznose 3,1 milijuna eura.

Ukupan neto rezultat iz ugovora o osiguranju u promatranom razdoblju iznosi 25,4 milijuna eura te je veći u odnosu na usporedno razdoblje prethodne godine kada je iznosio 11,8 milijuna eura, dok ukupna neto dobit Društva iznosi 65,6 milijuna eura te je za 39,9% veća u odnosu na usporedno razdoblje prethodne godine, koje je bilo pod utjecajem šteta oluje, što je značajnije snizilo dobit u navedenom razdoblju.

Digitalni segment poslovanja u 2024. godini nastavio je s rastom. Ostvarena premija iz ukupnog digitalnog poslovanja rasla je 30% u odnosu na prethodnu godinu, a broj klijenata koji koriste Moja Croatia mobilnu aplikaciju porastao je za 16%. Digitalni brand LAQO ostvario je rast premije od 29% u odnosu na 2023. godinu. Koreqt, napredna digitalna platforma za usporedbu i odabir proizvoda i usluga, koju je Društvo pokrenulo u veljači 2024. godine, nastavlja s ostvarivanjem pozitivnih rezultata. Broj aktivnih proizvoda u odnosu na prethodni kvartal povećan je za 30%, a broj klikova prema partnerima rastao je za 11%. U 2024. godini, unutar mobilne aplikacije Moja Croatia uvedena je nova funkcionalnost koja klijentima omogućava samostalno i jednostavno rezerviranje termina za sistematski pregled te pregled svih usluga koje njihova polica pokriva, kao i uvid u već iskorištene usluge. Povodom svog četvrtog rođendana, digitalni brend LAQO lansirao je naprednog digitalnog asistenta temeljenog na umjetnoj inteligenciji koji prvi u Hrvatskoj preko WhatsApp aplikacije korisnicima može u samo nekoliko sekundi izračunati cijenu police osiguranja. Društvo je prvo na tržištu uvelo umjetnu inteligenciju i u procjeni šteta na motornim vozilima, a uvedena je web prijava šteta za osiguranje imovine uz koju je cijeli proces od prijave do likvidacije moguće provesti u roku od 24 sata. Digitalizacija procesa u štetama bit će u fokusu i u 2025. godini.

Nastavlja se s ulaganjima u privatno zdravstvo najviših standarda u koje je tijekom posljednje četiri godine uloženo više od 20 milijuna eura. CROATIA Poliklinika dodatno je osnažila svoju tržišnu poziciju akvizicijom poliklinike Marin Med u Dubrovniku u svibnju te poliklinike Medros u Osijeku u listopadu 2024. godine. Vrhunski liječnički timovi i medicinske usluge te najmodernija tehnologija dostupni su svim stanovnicima Hrvatske u CROATIA Poliklinikama u devet gradova: Zagrebu, Splitu, Rijeci, Osijeku, Varaždinu, Zadru, Puli, Koprivnici i Dubrovniku. Rast prihoda u iznosu od 54% u odnosu na isto razdoblje prethodne godine obilježili su 2024. godinu, a uključuju i prihode poliklinika Marin Med u Dubrovniku i Medros u Osijeku. Tim vrhunskih liječnika i medicinskog osoblja povećan je za 40% u odnosu na isto razdoblje lani, a nastavljen je i pozitivan trend zadovoljstva pacijenata među kojima je 95% onih koji ističu ljubaznost i angažiranost osoblja CROATIA Poliklinike.

Croatijin paket pogodnosti Spektar nastavlja s izvrsnim rezultatima. Do kraja 2024. godine u Spektar pakete je uključeno više od 93.000 kućanstava s više od 121.000 članova. Na taj način u Spektar je uključena većina klijenata koji su ostvarili pravo na korištenje paketa te su stvoreni preduvjeti za planirano proširenje programa u 2025. godini.

Agencija Fitch u studenom 2024. dodijelila je Društvu dugoročni rejting financijske snage A sa stabilnim izgledima. Društvo je tako postalo prva osigurateljna kompanija u Hrvatskoj koja je dobila eksterni

rejting jedne od najpoznatijih svjetskih rejting agencija. Visoki rejting Fitcha stigao je u godini u kojoj je Društvo obilježilo 140. obljetnicu od svog osnutka, kao i 10 godina poslovanja u sastavu Adris grupe. Društvu su tijekom 2024. dodijeljena još dva važna priznanja – Zlatna kuna za najuspješnije društvo za osiguranje te Povelja Republike Hrvatske za doprinose razvoju hrvatskog gospodarstva.

Član Uprave Vančo Balen napustio je Upravu društva s 30. travnjem 2024. kao zadnjim danom mandata, na osobni zahtjev, iz privatnih razloga.

Nadzorni odbor CROATIA osiguranje d.d. na sjednici održanoj 11. listopada 2024., a nakon prethodnog donesenog rješenja Hrvatske agencije za nadzor financijskih usluga (dalje u tekstu: HANFA), donio je odluku o imenovanju Vesne Sanjković, za obavljanje funkcije članice Uprave društva CROATIA osiguranje d.d., na mandat u trajanju od 11. listopada 2024. do 31. prosinca 2026. godine. Vesna Sanjković je prethodno bila na poziciji direktorice Sektora za upravljanje naknadama šteta od 1.1.2020. godine.

## 2. UKUPNI PRIMICI ČLANOVA UPRAVE

### 2.1. Ukupni primici članova Uprave

Sukladno Politici primitaka i članku 272.r stavku 1. toč. 1. ZTD-a, u nastavku se daje prikaz svih fiksnih i varijabilnih dijelova primitaka članova Uprave Društva na koje se odnosi Politika primitaka, njihove postotne udjele u ukupnom primitku, objašnjenje kako su usklađeni s važećom Politikom primitaka, uključujući način na koji podupiru dugoročnu uspješnost Društva te kako su se primjenjivala mjerila za ocjenu te uspješnosti.

Članovi Uprave koji su tijekom 2024. obnašali tu dužnost:

- |                            |                                        |
|----------------------------|----------------------------------------|
| 1. Gosp. Davor Tomašković, | Predsjednik Uprave Društva,            |
| 2. Gosp. Robert Vučković,  | član Uprave                            |
| 3. Gosp. Vančo Balen,      | član Uprave – do 30.4.2024. godine     |
| 4. Gosp. Luka Babić,       | član Uprave                            |
| 5. Gđa. Vesna Sanjković,   | članica Uprave – od 11.10.2024. godine |

U financijskoj godini izvještavanja, aktualnim članovima Uprave isplatili su se ukupni primici u bruto 1 iznosu od 1.447.319 eura, pri čemu se bruto 1 u iznosu od 753.133 eura odnosi na fiksne primitke, dok se bruto 1 u iznosu od 694.186 eura odnosi na varijabilne primitke.

**TABLICA 1 – Primici članova Uprave Društva u financijskoj godini izvještavanja (bruto 1 EUR)**

| ČLAN UPRAVE                                   | Fiksni primici |                          | Varijabilni primici  |                          | Ukupni primici | Postotni udjel fiksno i varijabilnog primitka u ukupnom primitku | Primici od treće osobe | Primici u slučaju prijevremenog prestanka mandata | Primici u slučaju redovitog prestanka mandata |
|-----------------------------------------------|----------------|--------------------------|----------------------|--------------------------|----------------|------------------------------------------------------------------|------------------------|---------------------------------------------------|-----------------------------------------------|
|                                               | Plaća<br>a)    | Dodatne pogodnosti<br>b) | Godišnji bonus<br>a) | Višegodišnji bonus<br>b) |                |                                                                  |                        |                                                   |                                               |
| Davor Tomašković, predsjednik Uprave          | 286.056        | 6.388                    | 222.328              | 113.297                  | 628.069        | 47/53                                                            | -                      | -                                                 | -                                             |
| Robert Vučković, član Uprave                  | 190.488        | 6.965                    | 96.473               | 49.977                   | 343.903        | 57/43                                                            | -                      | -                                                 | -                                             |
| Vančo Balen, član Uprave do 30.4.2024.*       | 58.720         | 5.990                    | 76.029               | 35.582                   | 176.322        | 37/63                                                            | -                      | 117.440                                           | -                                             |
| Luka Babić, član Uprave                       | 158.640        | 6.152                    | 68.395               | 32.105                   | 265.292        | 62/38                                                            | -                      | -                                                 | -                                             |
| Vesna Sanjković, član Uprave od 11.10.2024.** | 33.002         | 731                      | 0                    | 0                        | 33.733         | 100/0                                                            | -                      | -                                                 | -                                             |
| UKUPNO                                        | 726.906        | 26.227                   | 463.225              | 230.961                  | 1.447.319      | 52/48                                                            | -                      | 117.440                                           | -                                             |

\* Vančo Balen je do 30.4. bio član Uprave, a od 1.5.2024. je imao primitke ugovorene sporazumom zbog prijevremenog prestanka mandata, a isti su prikazani u tablici u odvojenom stupcu.

\*\* Vesna Sanjković je od 1.1.2024.-10.10.2024. bila na poziciji direktorice Sektora za upravljanje naknadama šteta.

Dodatne pogodnosti odnose se na korištenje službenog vozila u privatne svrhe, policu životnog osiguranja, policu osiguranja osoba od nesretnog slučaja, policu dodatnog zdravstvenog osiguranja, uplate u dobrovoljni mirovinski fond, policu osiguranja od odgovornosti i ostale primitke u naravi.

Za ostvarene rezultate za poslovnu 2023. godinu navedeni članovi Uprave ostvarili su pravo na višegodišnji dio bonusa u ukupnom bruto iznosu od 462.165 eura, čiji dio u bruto 1 iznosu od 230.961 eura se isplatio kroz dodjelu dionica odmah zajedno sa godišnjim bonusom za 2023. i nalazi se u Tablici 1, preostali dio od 122 eura također odmah kroz bruto isplatu kao ostatak od zaokružene dodjele dionica, a dio u bruto 1 iznosu od 231.082 eura je odgođen za isplatu. Pojedinačni bruto 1 iznosi su sljedeći: za Davora Tomaškovića - 113.302 eura, Roberta Vučkovića - 50.027 eura, Vanču Balena - 35.648 eura i Luke Babića - 32.106 eura. Vesna Sanjković kao direktorica Sektora ostvarila je pravo na odgođeni dio bonusa za 2023. godinu u bruto 1 iznosu od 8.447 eura. Navedeni bruto iznosi isplatit će se s odgodom od 3 godine (2027.) prema Politici primitaka i potvrditi na Odluci o godišnjem i višegodišnjem bonusu za 2026. godinu.

## **2.2. Usklađenost prikazanih primitaka s Politikom primitaka, uključujući način na koji podupiru dugoročnu uspješnost Društva**

Navedeni prikaz primitaka članova Uprave Društva predstavlja primjenu utvrđenog sustava fiksnih i varijabilnih primitaka kako su predviđeni u Politici primitaka.

Uvjeti za dodjelu i iznos fiksnog primitka temelje se na internim aktima Društva i ugovora o radu te mjerodavnim i važećim propisima, pri čemu ne ovise o ocjeni uspješnosti, već su stalni tijekom razdoblja vezanog za specifičnu funkciju i organizacijsku odgovornost.

Sustav varijabilnih primitaka za članove Uprave Društva definiran je u skladu sa strateškim pokazateljima, vrijednostima i dugoročnim interesima Društva i Grupe, a sve sukladno ostvarenim financijskim i specifičnim nefinancijskim ciljevima. Pritom, konačni obračun višegodišnjeg bonusa, kao dugoročnog varijabilnog primitka, isplaćuje se nakon isteka mandata na temelju ispunjenja višegodišnjih ciljeva u skladu s planom uspješnosti.

Nadalje, kako bi služili kao podrška dugoročnoj uspješnosti Društva, fiksni primici osiguravaju financijsku neovisnost od varijabilnih primitaka na pojedinačnoj razini, uključujući mogućnost neplaćanja varijabilnih primitaka. Na taj način, stvara se poticaj za članove Uprave da izvršavaju svoje dužnosti u najboljem interesu Društva, te da pri poduzimanju radnji postupaju u skladu s načelom savjesnosti i poštenja, te pažnjom dobrog gospodarstvenika. Varijabilni elementi nagrađivanja usmjereni su na postizanje rezultata, predviđenih za ostvarenje u budućnosti, utemeljeni na razdoblju od više godina, te uzimajući u obzir pozitivna i negativna kretanja poslovanja Društva i Grupe, pri čemu se u obzir uzimaju mjerila za isplatu varijabilnih primitaka kako su utvrđena Politikom primitaka.

### 2.3. Primjena mjerila za ocjenu uspješnosti u pogledu primitaka pod 2.1. i 2.2.

U svrhu ocjenjivanja ispunjavanja mjerila za isplatu varijabilnog primitka članova Uprave provedene su radnje kojima se utvrdilo, odnosno ocijenilo da li su ostvareni ciljevi, odnosno ispunjena mjerila za isplatu varijabilnog dijela primitaka članovima Uprave.

Fiksni primici sastoje se od osnovne plaće i primjenjivih pogodnosti u skladu s točkom 4.3. Politike primitaka. Osnovna plaća nije utemeljena na radnom učinku, a usklađuje se s primicima koji se na tržištu plaćaju u usporedivim trgovačkim društvima, jer je cilj da osnovna plaća odražava zahtjeve uloge, te vještine i iskustvo potrebno za obavljanje takve vrste poslova.

Varijabilni primici namijenjeni su nagrađivanju radne uspješnosti člana Uprave, a uspješnost se utvrđuje na temelju ostvarenja financijskih i specifičnih nefinancijskih ciljeva Društva i Grupe koji proizlaze iz dugoročne strategije poslovanja.

Od ukupnog varijabilnog primitka, 75% varijabilnog primitka ovisi o ostvarenim rezultatima Društva i Grupe te 25% o specifičnim nefinancijskim ciljevima, pri čemu su se pod ostvarenim rezultatima Društva i Grupe vrednovali ostvareni ciljevi: tržišni udio u Hrvatskoj, ostvareni bruto prihodi od premije, rezultat operativne dobiti Grupe, dok su se pod ostvarenim nefinancijskim ciljevima vrednovali uspješnost isporuke prema ESG (eng. Environmental Social Governance) inicijativama, upravljanjem projektima digitalizacije poslovanja te ostvarenjem strategije zdravstvenog segmenta uz promicanje korporativne kulture i ugleda Društva.

Varijabilni primici se u pravilu isplaćuju u slučaju da ostvarenje KPI-jeva dosegne 95% planiranih vrijednosti za tu godinu.



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### 3. USPOREDNI PRIKAZ GODIŠNJIH IZMJENA PRIMITAKA, REZULTATA DRUŠTVA I PROSJEČNIH PRIMITAKA RADNIKA ZAPOSLENIH NA PUNO RADNO VRIJEME

| TABLICA 3 – Usporedni prikaz godišnjih izmjena primitaka i rezultata Društva (EUR)      |         |         |         |         |         |
|-----------------------------------------------------------------------------------------|---------|---------|---------|---------|---------|
| Godina                                                                                  | 2024.   | 2023.   | 2022.   | 2021.   | 2020.   |
| 1) Poslovni rezultati Croatia osiguranje d.d.*                                          |         |         |         |         |         |
| Prihodi od ugovora u osiguranju                                                         | 448.837 | 395.384 | 357.229 | -       | -       |
| Zaračunata bruto premija (Prihod)                                                       | -       | -       | 411.311 | 384.334 | 363.902 |
| Dobit prije poreza (dobit) – MSFI 17                                                    | 71.499  | 55.153  | 54.048  | -       | -       |
| Dobit prije poreza (dobit) – MSFI 4                                                     | -       | -       | 48.915  | 52.113  | 36.385  |
| 2) Prosječni primici radnika zaposlenih u Društvu na puno radno vrijeme (bruto 1 u EUR) |         |         |         |         |         |
| Radnici Društva                                                                         | 30.221  | 29.699  | 26.053  | 23.567  | 25.559  |

\*Zbog promjene načina izvještavanja po MSFI (Međunarodni standard financijskog izvještavanja) 17, podaci za 2022., 2023. i 2024. su izraženi prema novom standardu, a podaci za 2021. i 2020. preračunati su u EUR po MSFI 4.

Kod izračuna prosječnog primitka radnika u obzir su uzeti fiksni dijelovi primitaka radnika (osnovna plaća i druge vrste pogodnosti kao što su primjerice naknada za troškove prijevoza, božićnica, regres i slično), varijabilni dijelovi (kao što su godišnji bonusi, nagrade za radni učinak i slično) te ostala materijalna prava koja proizlaze iz radnog odnosa, podijeljene s prosječnim brojem zaposlenika koji odgovara broju radnika zaposlenih na puno radno vrijeme prema ostvarenom broju radnih sati (eng. Full-Time Employee, „FTE“).

### 4. DIONICE I OPCIJE NA DIONICE DRUŠTVA DODIJELJENE ČLANOVIMA UPRAVE KAO PRIMITAK

U skladu s Politikom primitaka godišnji i/ili višegodišnji bonus plaća se u novcu i/ili u dionicama Društva, o čemu odlučuje Društvo.

Tijekom 2024. članovima Uprave isplata dijela varijabilne nagrade provedena je u dionicama u obliku vlastitih povlaštenih dionica Adris grupe d.d. u utvrđenom broju dionica, a sve u skladu s regulativom.

Članovima Uprave je u 2024. godini dodijeljen slijedeći broj dionica za godišnje i višegodišnje ciljeve za 2023. godinu:

| TABLICA 4 – Primici članova Uprave Društva u financijskoj godini izvještavanja – dionice (EUR) |                     |                             |                                 |                                               |                               |                 |
|------------------------------------------------------------------------------------------------|---------------------|-----------------------------|---------------------------------|-----------------------------------------------|-------------------------------|-----------------|
| ČLAN UPRAVE                                                                                    | Godina nagrađivanja | Broj dionica godišnji bonus | Broj dionica višegodišnji bonus | Ukupna neto vrijednost dionica na dan dodjele | Cijena dionica na dan dodjele | Datum prijenosa |
| Davor Tomašković, predsjednik Uprave                                                           | 2023                | 2.749                       | 1.401                           | 255.059                                       | 61,46                         | 2.7.2024        |
| Robert Vučković, član Uprave                                                                   | 2023                | 1.192                       | 618                             | 111.243                                       | 61,46                         | 2.7.2024        |
| Vančo Balen, član Uprave                                                                       | 2023                | 939                         | 440                             | 84.753                                        | 61,46                         | 2.7.2024        |
| Luka Babić, član Uprave                                                                        | 2023                | 845                         | 397                             | 76.333                                        | 61,46                         | 2.7.2024        |
| UKUPNO                                                                                         |                     | 5.725                       | 2.856                           | 527.388                                       |                               |                 |

Navedena vrijednost dionica je uključena u Tablici 1 pod varijabilni primici, bruto godišnji bonus.

Članovi Nadzornog odbora nisu u 2024. godini stjecali dionice i/ili opcije na dionice Društva niti povezanog Društva, niti im se Društvo obvezalo na iste.

#### 5. VRAĆANJE VARIJABILNIH DIJELOVA PRIMITAKA

U poslovnoj godini izvještavanja, Društvo nije podnosilo zahtjeve za povrat varijabilnih dijelova primitaka isplaćenih članovima Uprave.

#### 6. ODSUPANJE OD POLITIKE PRIMITAKA

Nije bilo odstupanja od provedbe Politike primitaka.

#### 7. PRIMICI ČLANOVA NADZORNOG ODBORA

Nadzorni odbor je u 2024. godini usvojio revidiranu Politiku primitaka kojom se definirao sustav nagrađivanja članova Uprave. Pored toga, Nadzorni odbor Društva nadzirao je učinkovitost rada Uprave, kao i usklađenost njihova rada s dugoročnim interesima Društva, te višegodišnjim poslovnim planovima.

Tijekom 2024. godine nije bilo promjena u Nadzornom odboru te je isti djelovao u sastavu:

1. Roberto Škopac, predsjednik Nadzornog odbora u razdoblju 1.1.2024. - 31.12.2024.
2. Dr. sc. Željko Lovrinčević, zamjenik predsjednika Nadzornog odbora u razdoblju 1.1.2024. – 31.12.2024.,
3. Vitomir Palinec, član Nadzornog odbora u razdoblju 1.1.2024. - 31.12.2024.,
4. Hrvoje Patajac, član Nadzornog odbora u razdoblju 1.1.2024. - 31.12.2024.,
5. Zoran Barac, član Nadzornog odbora u razdoblju 1.1.2024. - 31.12.2024.,
6. Pero Kovačić, član Nadzornog odbora u razdoblju 1.1.2024. - 31.12.2024.,
7. Hrvoje Šimović, član Nadzornog odbora u razdoblju od 1.1.2024. - 31.12.2024.

Glavna skupština Društva dana 31. svibnja 2023. godine donijela je Odluku o naknadi za rad članova Nadzornog odbora te se ista primjenjuje na članove Nadzornog odbora te članove Revizijskog odbora i Odbora za imenovanja i primitke, kao odbora Nadzornog odbora. Sukladno navedenoj odluci članovi Nadzornog odbora i njegovih Odbora imaju pravo na naknadu za rad u fiksnom mjesečnom iznosu od 265,45 eura neto.

Član Nadzornog odbora koji je ujedno i član pododbora Nadzornog odbora ostvaruje pravo na naknadu za angažman na svakoj pojedinačnoj funkciji u Nadzornom odboru ili njegovom Odboru. Svi članovi Nadzornog odbora, koji su ujedno i zaposlenici neke od članica Grupe, odrekli su se fiksnog iznosa nagrade.

U financijskoj godini izvještavanja, članovima Nadzornog odbora isplatila se ukupna nagrada u iznosu od 23.736 eura.

Članovi Nadzornog odbora imaju pravo na nadoknadu troškova koje su imali vezano uz obavljanje svoje dužnosti, ali tijekom 2024. godine niti jedan član Nadzornog odbora nije tražio nadoknadu takvih troškova. U stupcu nadoknade troškova nalazi se obračun primitka u naravi po polici osiguranja od odgovornosti.

| TABLICA 5 – Primici članova Nadzornog odbora Društva (EUR) |                |                     |                    |                |
|------------------------------------------------------------|----------------|---------------------|--------------------|----------------|
| Član Nadzornog odbora                                      | Fiksna nagrada | Varijabilna nagrada | Nadoknada troškova | Ukupno u 2024. |
| Željko Lovrinčević*                                        | 9.265          | -                   | 83                 | 9.349          |
| Zoran Barac                                                | 4.633          | -                   | 83                 | 4.716          |
| Pero Kovačić                                               | 4.633          | -                   | 83                 | 4.716          |
| Hrvoje Šimović                                             | 4.633          | -                   | 83                 | 4.716          |
| Roberto Škopac                                             | -              | -                   | 83                 | 83             |
| Vitomir Palinec                                            | -              | -                   | 83                 | 83             |
| Hrvoje Patajac                                             | -              | -                   | 73                 | 73             |
| <b>UKUPNO</b>                                              | <b>23.164</b>  | <b>0</b>            | <b>571</b>         | <b>23.736</b>  |

\*Gosp. Željko Lovrinčević je pored nagrade za člana Nadzornog odbora primio i fiksnu nagradu kao član Revizijskog odbora. Naknada za rad u Revizijskom odboru isplaćuje se mjesečno u neto iznosu od 265,45 EUR.

## **8. ODLUKA GLAVNE SKUPŠTINE OD 11. LIPNJA 2024. GODINE**

Na Glavnoj skupštini Društva održanoj 11. lipnja 2024. godine, donesena je Odluka kojom se usvaja Politika primitaka članova Uprave od 8. travnja 2024. godine, a koja se primjenjivala u 2024. godini. Politika primitaka suštinski određuje da se ključni financijski pokazatelji i ostvarenja procjenjuju s ponderom 75%, a nefinancijski ciljevi i ostvarenja sa 25% utjecaja na godišnji bonus, dok je za višegodišnji bonus omjer financijskih ciljeva prema nefinancijskima 70:30. Politika primitaka je javno dostupna bez naknade na internet stranicama Društva.

## **9. ZAVRŠNE ODREDBE**

Neovisni revizor Društva, Deloitte d.o.o., ispitao je sadržaj Izvješća o primicima sukladno članku 272.r ZTD-a. U tom smislu, revizor Deloitte d.o.o. je izradio Izvješće neovisnog revizora s izražavanjem ograničenog uvjerenja o Izvješću o primicima za 2024. godinu, koje se prilaže Izvješću o primicima i čini njegov sastavni dio.

Izvješće o primicima Društva, zajedno s Izvješćem neovisnog revizora s izražavanjem ograničenog uvjerenja društva Deloitte d.o.o. o Izvješću o primicima za 2024. godinu, dostavlja se na odobrenje Glavnoj skupštini Društva. Po odobrenju Glavne skupštine Društva, Društvo će objaviti i učiniti besplatno dostupnim na svojim internetskim stranicama Izvješće o primicima i Izvješće neovisnog revizora s izražavanjem ograničenog uvjerenja o Izvješću o primicima za 2024. godinu.

CROATIA osiguranje d.d.

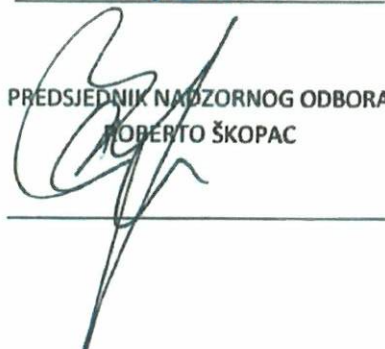
PREDSJEDNIK UPRAVE  
DAVOR TOMAŠKOVIĆ



ČLAN UPRAVE  
LUKA BABIĆ



PREDSJEDNIK NADZORNOG ODBORA  
ROBERTO ŠKOPAC



Prilog:

Izvešće neovisnog revizora s izražavanjem ograničenog uvjerenja o Izvješću o primicima za 2024. godinu, Deloitte d.o.o., 4. travnja 2025. godine

CROATIA OSIGURANJE d.d., Zagreb

IZVJEŠĆE NEOVISNOG REVIZORA S IZRAŽAVANJEM OGRANIČENOG UVJERENJA O IZVJEŠĆU  
O PRIMICIMA ZA 2024. GODINU

## IZVJEŠĆE NEOVISNOG REVIZORA S IZRAŽAVANJEM OGRANIČENOG UVJERENJA O IZVJEŠĆU O PRIMICIMA ZA 2024. GODINU

Upravi i Nadzornom odboru društva Croatia osiguranje d.d.

### *Predmet ispitivanja*

Na temelju odredbi članka 272.r stavka 3. Zakona o trgovačkim društvima i ugovora zaključenog s CROATIA osiguranje d.d. („Društvo“), obavili smo angažman s izražavanjem ograničenog uvjerenja priloženog Izvješća o primicima za godinu koja je završila 31. prosinca 2024. („Izvješće o primicima“) koje su sastavili Uprava i Nadzorni odbor Društva.

Naš angažman s izražavanjem ograničenog uvjerenja odnosi se na predmet ispitivanja sadrži li Izvješće o primicima podatke u skladu s člankom 272.r stavcima 1. i 2. Zakona o trgovačkim društvima.

### *Primjenjivi kriteriji*

Primjenjivi kriteriji za utvrđivanje pojedinaca koji će biti uključeni u Izvješće o primicima i zahtjevi vezani uz objavu njihovih primitaka sadržani su u odredbama članka 272.r stavcima 1. i 2. Zakona o trgovačkim društvima.

### *Odgovornosti Uprave i Nadzornog odbora*

Uprava i Nadzorni odbor Društva odgovorni su za:

- sastavljanje Izvješća o primicima za 2024. godinu u skladu sa zahtjevima za objavom iz članka 272.r stavcima 1. i 2. Zakona o trgovačkim društvima,
- utvrđivanje pojedinaca koji će biti uključeni u Izvješće o primicima u skladu s člankom 272.r stavkom 1. Zakona o trgovačkim društvima,
- odabir i primjenu odgovarajućih politika primitaka, kao i za donošenje razumnih prosudbi i procjena u odnosu na podatke objavljene u Izvješću o primicima,
- mjerenje primitaka za godinu koja je završila 31. prosinca 2024. u skladu s odredbama članka 272.r stavaka 1. i 2. Zakona o trgovačkim društvima, i
- objavljivanje Izvješća o primicima na internetskoj stranici Društva u skladu s odredbama članka 272.r stavka 4. Zakona o trgovačkim društvima.

Uprava Društva odgovorna je za dizajn, implementaciju i održavanje sustava internih kontrola koji u razumnoj mjeri osiguravaju da prethodno opisani podaci ne sadrže materijalne greške, bilo zbog prijevare ili pogreške. Dodatno, Uprava i Nadzorni odbor Društva odgovorni su osigurati potpunost i točnost dokumentacije koja nam je dostavljena.

Društvo upisano u sudski registar Trgovačkog suda u Zagrebu. MBS 030022053; uplaćen temeljni kapital: 5.930,00 eura; direktori društva: Katarina Kadunc, Goran Končar i Helena Schmidt; poslovna banka: Privredna banka Zagreb d.d., Radnička cesta 50, 10 000 Zagreb, i račun: 2340009-1110098294, SWIFT Code: PBZGHR2X IBAN: HR3823400091110098294

Deloitte se odnosi na Deloitte Touche Tohmatsu Limited, skraćeno DTTL, i mrežu njegovih članova i s njima povezanih subjekata (zajednički „organizacija Deloitte“) DTTL („Deloitte Global“) i svaki njegov član i njegovi povezani subjekti su pravno odvojeni i samostalni subjekti, koji se ne mogu međusobno obvezati na određene radnje u odnosu na treće strane. DTTL i svi njegovi povezani subjekti odgovorni su isključivo za vlastita, a ne međusobna, djela i propuste. Usluge klijentima ne pruža DTTL. Detaljan opis DTTL-a i njegovih članova možete pronaći na adresi [www.deloitte.com/hr/o-nama](http://www.deloitte.com/hr/o-nama)

## IZVJEŠĆE NEOVISNOG REVIZORA S IZRAŽAVANJEM OGRANIČENOG UVJERENJA O IZVJEŠĆU O PRIMICIMA ZA 2024. GODINU (NASTAVAK)

### *Naša odgovornost*

Naša odgovornost je izdati izvješće o Izvješću o primicima u skladu sa zahtjevima članka 272.r stavka 3. Zakona o trgovačkim društvima. Obavili smo angažman s izražavanjem ograničenog uvjerenja u skladu s *Međunarodnim standardom za angažmane s izražavanjem uvjerenja 3000 (izmijenjeni) – Angažmani s izražavanjem uvjerenja različiti od revizija ili uvida povijesnih financijskih informacija („MSIU 3000“)*. Ova regulativa zahtijeva da zadovoljavamo etičke standarde te planiramo i izvršimo angažman kako bismo na osnovi prikupljenih dokaza formirali zaključak o tome sadrži li izvješće informacije zahtijevane sukladno relevantnim zakonskim zahtjevima.

### *Naša neovisnost i upravljanje kvalitetom*

Angažman smo obavili u skladu sa zahtjevima u pogledu neovisnosti i etičkim zahtjevima Kodeksa etike za profesionalne računovođe (uključujući Međunarodne standarde neovisnosti) („Kodeks“) koji je izdao Odbor za međunarodne standarde etike za računovođe. Kodeks je utemeljen na načelima integriteta, objektivnosti, stručnosti i dužne pažnje, povjerljivosti i profesionalnog ponašanja. Postupamo sukladno *Međunarodnom standardu upravljanja kvalitetom, revidiranja, uvida, ostalih izražavanja uvjerenja i povezanih usluga („MSUK 1“)* i u skladu s njim održavamo sveobuhvatan sustav upravljanja kvalitetom, uključujući dokumentirane politike i postupke za usklađenost s etičkim zahtjevima, profesionalnim standardima te primjenjivim zakonskim i regulatornim zahtjevima.

### *Sažetak obavljenog posla*

U vezi predmeta ispitivanja proveli smo sljedeće postupke:

- postavili smo upite članovima Uprave, Nadzornog odbora i drugim osobama u Društvu, u svrhu stjecanja razumijevanja politika primitaka i postupka sastavljanja Izvješća o primicima;
- od Društva smo dobili popis svih članova Uprave i Nadzornog odbora Društva tijekom 2024. godine i provjerili smo jesu li njihovi primici objavljeni u Izvješću o primicima;
- podatke o primicima prikazane u Izvješću o primicima uskladili smo s računovodstvenim evidencijama Društva (glavna knjiga i pomoćne knjige) za godinu koja je završila 31. prosinca 2024.;
- pregledali smo, na osnovu uzorka, relevantnu dokumentaciju Društva (ugovore i isplate) vezanu za podatke o primicima prikazane u Izvješću o primicima; i
- provjerili smo sadrži li Izvješće o primicima sve podatke koje zahtijevaju odredbe članka 272.r stavaka 1. i 2. Zakona o trgovačkim društvima.

Priroda i opseg naših postupaka utvrđeni su na temelju procjene rizika i naše stručne prosudbe kako bismo izrazili zaključak s ograničenim uvjerenjem.

Opseg angažmana s izražavanjem zaključka s ograničenim uvjerenjem znatno je manji od opsega angažmana s izražavanjem zaključka s razumnim uvjerenjem u pogledu postupaka procjene rizika, uključujući razumijevanje interne kontrole i postupaka provedenih kao odgovor na procijenjene rizike.

Vjerujemo da su dokazi koje smo dobili dostatni i primjereni te da čine odgovarajuću osnovu za izražavanje našeg zaključka s ograničenim uvjerenjem.

## IZVJEŠĆE NEOVISNOG REVIZORA S IZRAŽAVANJEM OGRANIČENOG UVJERENJA O IZVJEŠĆU O PRIMICIMA ZA 2024. GODINU (NASTAVAK)

### *Zaključak s izražavanjem ograničenim uvjerenjem*

Temeljeno na obavljenim postupcima i pribavljenim dokazima, ništa nam nije skrenulo pažnju što bi uzrokovalo da vjerujemo kako Izvješće o primicima za 2024. godinu pripremljeno od strane CROATIA osiguranja d.d. ne sadrži podatke, u svim značajnim aspektima, sukladno članku 272.r stavcima 1. i 2. Zakona o trgovačkim društvima.

### *Ograničenja upotrebe našeg Izvještaja*

Naše izvješće namijenjeno je isključivo Upravi i Nadzornom odboru Društva u svrhe izvještavanja Skupštine Društva o Izvješću o primicima koje je Društvo pripremlilo za godinu koja je završila 31. prosinca 2024. godine u skladu s člankom 272.r Zakona o trgovačkim društvima. Dopuštamo objavljivanje ovog izvješća na web stranici Društva u skladu s člankom 272.r stavkom 4. Zakona o trgovačkim društvima. Naše izvješće nije, niti ono predstavlja, pravno mišljenje o usklađenosti s člankom 272.r stavkom 4. Zakona o trgovačkim društvima.

U slučaju dodatnih informacija ili podataka koji su nam dostavljeni, ili u slučaju obmanjujućih usmenih ili pisanih izjava ili objašnjenja, naši nalazi, tumačenja ili zaključci u našem Izvješću neovisnog revizora s izražavanjem ograničenog uvjerenja mogu biti nepotpuni ili mogu rezultirati potrebom za dodatnim postupcima koji nisu uključeni u opseg ovog angažmana.

U najvećoj mjeri u kojoj je to dopušteno zakonima, ne prihvaćamo nikakvu odgovornost i ne pristajemo ni na kakve obveze prema bilo kojoj drugoj strani, osim prema Upravi i Nadzornom odboru Društva, vezano uz naš rad ili ovaj Izvještaj neovisnog revizora s izražavanjem ograničenog uvjerenja ili zaključke do kojih smo došli.

Uprava i Nadzorni odbor Društva odgovorni su za objavljivanje Izvješća o primicima na web stranici Društva kao i za točnost sadržanih podataka. Opseg našeg obavljenog posla ne uključuje pregledavanje navedenoga te ne preuzimamo nikakvu odgovornost za bilo kakve izmjene i dopune do kojih bi moglo doći u Izvješću o primicima na temelju Izvješća neovisnog revizora s izražavanjem ograničenog uvjerenja ili bilo kakve razlike između izvješća koje smo izdali i podataka prikazanih na web stranici Društva.



Goran Končar

Direktor i ovlašteni revizor



Deloitte d.o.o.

4. travanj 2025. godine

Radnička cesta 80,

10 000 Zagreb,

Republika Hrvatska

