COMPLIANCE QUESTIONAIRE FOR ISSUERS OF SHARES

All questions contained in this questionnaire relate to the period of one calendar year.

The Corporate Governance Code is intended for companies with two-tier governance structure considering that such a governance structure is most common in companies whose shares are listed on the Zagreb Stock Exchange. If the issuer has a one-tier structure, the questionnaire on management practices is answered in accordance with Appendix B of the Code of Corporate Governance

Companies respond to questions from the compliance questionnaire with **YES**, **NO** or **Partially** by selecting answers from a drop-down menu for each question. For questions where company has responded with **YES column Explanation is not filled**.

For questions where company has responded with NO or PARTIALLY in the column Explanation it should explain why this is so, that is:

- explain in which part it does not comply with the provisions of the Code and for what reason,
- describe the measures taken in the place of compliance with provisions of the Code in order to fulfill the objectives set out in the relevant principles of the Code
- if the company intends to comply with the provisions of the Code in the future, indicate when it will start to act accordingly.

Instructions for generating XML Schema from XLS files are published on Hanfa's website under Technical instructions and forms in section Transparency of the issuer.

Year	Institution code
2023	1271

Instructions:

- * Year is entered without period (eg. 2019)
- * Enter the year for which data are entered in the questionnaire

CHAPTER	PROVISION	ARTICLE	QUESTION	ANSWER (Each question is answered by chosing the answer from the drop-down menu)	EXPLANATION (fulfill only for questions that were answered with "NO" or "PARTIALLY")
1	Cooperation	1	The articles of association and/or other internal acts clearly define the powers of the supervisory board and management board.	YES	
1	Cooperation	1	The articles of associationand/or other internal acts are available free of charge on the website of the company.	YES	
1	Cooperation	2	The supervisory board has adopted a decision in which it stated categories of decisions and legal transactions that require prior approval by the supervisory board and those decisions about which management board must consult with the supervisory board before making a decision, and a summary thereof is available free of charge on the website of the company.	YES	
1	Cooperation	2	The articles of association and/or internal company acts provide for prior consent of the supervisory board for making important decisions that affect the strategy of the company, expenses, risk exposure and reputation.	PARTIALLY	Prior consent of the Supervisory Board is provided for most of the above to the extent necessary.
1	Cooperation	3	The articles of association and/or internal company acts stipulate that the supervisory board and its committees have timely access to documents, premises and employees when necessary for the performance of their duties.	YES	
1	Cooperation	4	The articles of association and/or other internal company acts stipulate that the management board must report to the supervisory board at regular intervals on the operating results of the company, financial situation, substantial financial and non-financial risks and results of interaction with shareholders and other stakeholders.	YES	
1	Cooperation		Statutes and/or internal company documents stipulate that the president of the management board shall immediately notify the supervisory board if there is or is likely for an event to arise that has the potential to significantly affect the results, financial position or reputation of the company.	YES	
1	Rules of conduct		The supervisory board approved the code of conduct (or other internal act), which establishes rules of conduct to be followed by members of the management and supervisory board members, employees and others acting on behalf of the company, which also contains rules and measures to be taken in case of its violations.	PARTIALLY	The Company has not developed a Code of Conduct, but a part of the Code of Conduct is prescribed by the Rules of Procedure, Rules of Procedure of the Management Board, Rules of Procedure of the Supervisory Board and Rules of Procedure of the Audit Committee.
1	Rules of conduct	h h	Code of Conduct (or other internal act) is available free of charge on the website of the company.	PARTIALLY	Since the Company has no prescribed Code of Conduct, it is not publicly available. The Rules of Procedure is available free of charge in the Company's registered seat. Rules of Procedure of the Management Board, Rules of Procedure of the Supervisory Board and Rules of Procedure of the Audit Committee are publicly available free of charge on the website of the Company.

	1				
2	Conflict of interest	7	For members of the management board and the supervisory board the prohibition of participation in decision-making in relation to which there are conflicts of interest is stipulated.	YES	
2	Conflict of interest	7	The supervisory board has given prior consent to the policy for managing conflicts of interest.	PARTIALLY	Conflict of interest is regulated by the rules of procedure on the Management Board and the Supervisory Board activities, to which prior consent has been provided.
2	Conflict of interest	7	The policy for managing conflicts of interest is available free of charge on the website of the company.	PARTIALLY	The Rules of Procedure of the Management Board and the Rules of Procedure of the Supervisory Board are available free of charge on the website of the Company, which documents govern the conflict of interest
2	Conflict of interest	8	Members of the supervisory board are obliged to inform the entire supervisory board that they are in an actual or potential conflict of interest.	YES	
2	Conflict of interest	8	Management board members have a duty to inform the president of the supervisory board and other members of the management board of an actual or potential conflict of interest.	YES	
2	Conflict of interest	8	The supervisory board keeps records of all notices pertaining to conflict of interest.	YES	
2	Conflict of interest	9	Member of the management board or the supervisory board has an obligation to inform the President and/or Vice-President of that board if it considers that another member of management or supervisory board is in an actual or potential conflict of interest.	YES	
2	Competition ban	10	Members of the supervisory board and management do not perform activities that compete with the business of the company, are not members of the management or supervisory boards of the companies that carry out such activities nor hold more than 5% stake in such companies.	YES	
2	Competition ban	10	Members of the management board and the supervisory board who hold shares in the companies with which the company is in the competition, informed the secretary of the company of all the shares in such companies and the details of these shares are available free of charge on the website of the company.	NO	Because, there were no such shares.
2	Related party transactions	11	No transactions between members of the management or supervisory board and the company (or a person affiliated with any party) can not be concluded without the prior consent of the supervisory board.	YES	
2	Related party transactions	11	The fair value of each material transaction must be confirmed by an independent expert prior to any such transaction, and his or her report has to be available free of charge on the website of the company.	YES	
2	Related party transactions	12	The company has adopted procedures for the approval and disclosure of transactions between members of the management or supervisory board and the company (or a person affiliated with any party).	YES	
2	Related party transactions	12	The audit committee annually assesses the effectiveness of these procedures.	YES	
3	The role of the supervisory board	13	The supervisory board is responsible for appointing and dismissing members of the management board and making recommendations for candidates for members of the supervisory board to the general meeting.	YES	
3	The role of the supervisory board	13	The supervisory board has approved formal and transparent procedure for the appointment to both management and supervisory boards.	PARTIALLY	The procedures for appointment are stipulated by the law.
3	The role of the supervisory board	14	The supervisory board has set as a target percentage of female members of the supervisory board and the management board, which must be achieved in the next five years and adopted a plan for the implementation of this goal. Percentage on target and plan were published in the annual report.	NO	The basic criteria for the appointment to the Supervisory Board and the Management Board are professional qualifications, knowledge, experience in leading positions and personal integrity not gender.
3	The role of the supervisory board	14	A report explaining progress on the plan has been published in the annual report.	NO	Because the Supervisory Board did not adopt the target percentage of women in the Supervisory Board and Management Board in the year 2023.
3	The role of the nomination committee	15	The nomination committee has all the tasks listed in Article 15 of the Code.	NO	The Supervisory Board has no nomination committee, but it performs this function on its own and directly.
3	Election of supervisory board members by the general meeting	16	When nominating candidates for the supervisory bord to the general meeting for election the company provides information within the general meetin materials on the items requested by Article 16. of the Code.	YES	
3	Election of supervisory board members by the general meeting	16	Informations provided by Article 16 of the Code are freely available on the company's website.	YES	
3	Election of supervisory board members by the general meeting	17	Materials for the general meeting contain all the information listed in Article 17 of the Code.	NO	Since no candidates were proposed for the Supervisory Board in 2023, the information provided in Article 17 was not indicated in the General Assembly materials. The provision of the Code will be taken into consederation upon appointment.
3	Election of supervisory board members by the general meeting	18	The information referred to in Article 17 of the Code is available free of charge on the website of the company also in cases where workers' representative or another member of the supervisory board which is not elected by the shareholders at the general meeting is apointed.	NO	Since no candidates were proposed for the Supervisory Board in 2023, the information provided in Article 17 was not available at the Company's website. The provision of the Code will be taken into consederation upon appointment.

4	Responsibilities of the supervisory board	19	The terms od reference of the supervisory bord include all the responibilities set in Article 19. of the Code.	YES	
4	Composition	20	The supervisory board has developed a supervisory board profile which specifes the minimum number of members and combination od skills, knowledge and education, as well as professionaln and practical experience that required in the supervisory board.	NO	The Supervisory Board assesses that it is not necessary because in 2023 there were no appointments to the Supervisory Board
4	Composition	21	The supervisory board includes members of different gender, age, profile and experience to ensure a diversity perspective when making decisions.	PARTIALLY	The Supervisory Board meets most of the criteria.
4	Composition	22	Majority of the members of the supervisory board are independent in accordance with the definition set out in Appendix A of the Code.	NO	The Supervisory Board is composed of five members, of whom two are independent.
4	Composition	22	The President or deputy president of the supervisory board are independent.	NO	Two members out of five members of the Supervisory Board are independent.
4	President	23	The president of the supervisory bord is responible for the activities listed in Article 23. of the Code.	YES	
4	Board committees	24	Supervisory board established the nomination committee.	NO	The nomination committee has not been established, but this function is performed by the Supervisory Board directly.
4	Board committees	24	Supervisory board established the renumeration committee.	NO	The renumeration committee has not been established, but this function is performed by the Supervisory Board directly.
4	Board committees	24	Supervisory board established the audit committee.	YES	
4	Board committees	24	The supervisory board stipulated the manadate and activities of each committee.	YES	
4	Board committees	26	Each committee of the supervisory board consists of members who have the necessary skills, knowledge and education, as well as professional and practical experience to carry out the committee responsibilities effectively.	YES	
4	Board committees	27	Each committee of the supervisory board has at least three members.	YES	
4	Board committees	27	Majority of the members of each committee of the supervisory board are independent (as defined in Appendix A of the Code).	PARTIALLY	One of the three members of the Audit Committee is independent.
4	Board committees	27	Board members are prohibited to be members of the committee of the supervisory board.	YES	
4	Board committees	28	The terms of reference of each committee is made freely available on the company's website	YES	
4	Board committees	28	The Company's annual report includes a report on the work of each committee of the supervisory board as well as information on the number of meetings held and the members of the committee.	PARTIALLY	The report includes most of the above information.
4	Time commitment	29	The minimun expected time commitmnet of each supervisory board member is specified on their appointment.	YES	
4	Time commitment	29	The annual report includes record of attendance at the meetings for each member of the supervisory board and its committees.	PARTIALLY	The report includes some of the above information.
4	Time commitment	30	The articles of association and/or internal company acts stipulate the obligation of the supervisory board member to inform the secretary of the company about their membership in the supervisory board or the management board of other companies.	YES	
4	Frequency and format of meetings	31	The supervisory board meets at least every three months.	YES	

Frequency and format of meetings	31	The supervisory board has adopted a workplan that includes time and agenda of future meetings.	YES	
Frequency and format of meetings	31	Committees of the supervisory board shall meet as often as necessary for the effective discharge of their duties, and regularly report to the supervisory board on its activities.	YES	
Frequency and format of meetings	32	The supervisory board can meet without the participation of the management board where it considers it appropriate.	YES	
Frequency and format of meetings	32	Non-Board committee memebers can participate in committee meeting only at the invitation of the committee.	YES	
Support	33	The company has designated an individual to carry out the duties of a company secretary.	PARTIALLY	The Company does not have a specific person who performs the duties of the Company Secretary, given that these tasks are performed within the existing departments in the Company, i.e. in the legal department and corporate communications department, depending on the nature of the business process.
Support	33	According to the company's internal acts, the person carrying out the duties of a company secretary is responsible for ensuring that supervisory board procedures are complied with, advising the supervisory board on governance matters, supporting the president of the supervisory board and helping the supervisory board and committees to function efficiently.	PARTIALLY	Since Company does not have a specific person who performs the duties of the Company Secretary, the tasks of the Company Secretary are performed within the existing departments in the Company and they are responsible for performing their duties.
Quality and timeliness of information	34	The board terms of reference and/or internal acts require the materials for supervisory board meetings to be provided to all its members at least one week before the meeting.	YES	
Quality and timeliness of information	34	The bord committee terms of reference and/or internal acts require the materials for board committee meetings to be provided to all its members at least one week before the meeting.	YES	
Quality and timeliness of information	35	The articles of association and/or internal company acts anticipate that the minutes of the meeting of the supervisory board must be available to all members of the supervisory board.	YES	
Quality and timeliness of information	35	Supervisory Board meeting minutes provide data on voting results including details of how individual members voted.	YES	
Quality and timeliness of information	36	The supervisory board has the right to receive information and advice from people outside the company at the expense of the company if it considers it necessary to successfully carry out its duties, provided that the procedure for it is specified in the internal documents of the company issued by the management board with the consent of the supervisory board.	YES	
Training and development	37	for their role.	YES	
Training and development	37	All supervisory bord members receive ongoing training and education to improve their sills and knowledge.	YES	
Training and development	38	The supervisory board members receive regular updates and briefings from the management board and experts on matters relevant to the company and to their duties.	YES	
Supervisory board evaluation	39	The supervisory board evaluated its effectiveness in the past 12 months.	YES	
Supervisory board evaluation	39	The supervisory board assessed the individual results of its members in the last 12 months.	YES	
Supervisory board evaluation	39	The evaluation of the supervisory board was led by the president or deputy president.	YES	
Supervisory board evaluation	40	The evaluation of the supervisory board included an assessment of all the matters specified in Article 40 of the Code	YES	
Supervisory board evaluation	41	The annual report includes the assessment report of the supervisory board and its committees in which they assessed all the circumstances set out in Article 41 of the Code.	PARTIALLY	The Annual Report includes most of the information provided.
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5	Responsibilities of the management bord	42	The duties of management board include all the activities listed in Article 42 of the Code.	YES	
5	Responsibilities of the management bord	43	The supervisory board has approved internal rules of procedure adopted by the management board that define the matters specified in Article 43. of the Code.	YES	
5	Responsibilities of the management bord	44	In the case of groups, the management board of the parent company is obliged to ensure effective oversight over the activities of other companies in the group.	NO	Because the Company is not part of the Group.
5	Responsibilities of the management bord	44	The articles of association and/or internal company acts contain rules governing responsibilities and reporting procedures at the level of the parent company and subsidiaries.	NO	Because the Company is not part of the Group.
5	Composition	45	The supervisory board ensures that management maintains a profile of the management board which determines the minimum number of members and a combination of members who possess the skills, knowledge and education, as well as professional and practical experience that are required for management board.	YES	
5	The president	46	The president of the management board is formally responsible for the activities listed in Article 46. of the Code.	YES	
5	Limits on other appointments	47	Internal company documents provide that the members of the management board must obtain the prior consent of the supervisory board before accepting appointment to the management board or supervisory board which is not part of the same group.	YES	
5	Limits on other appointments	47	Internal documents of the company provide that board members are prohibited from holding more than two positions in the management or supervisory board of other such companies.	YES	
5	Board evaluation	48	The supervisory board in the last 12 months, evaluated the effectiveness of arrangements for cooperation between the supervisory board and the management board, as well as the adequacy of support and information received from the management board.	YES	
5	Board evaluation	48	Results of the evaluation of arrangements for cooperation between the supervisory board and management are included in the annual report.	PARTIALLY	The results are included in the Report on the work of the Supervisory Board.
5	Board evaluation	49	The management board has evaluated its own effectiveness and that of its individual members in the last 12 months.	YES	
5	Board evaluation	49	The management board has reported the conclusions of the evaluations of its members to the supervisory board.	YES	

6	Role of remuneration committee	50	The duties of the remuneration board include all the activities listed in Article 50 of the Code.	PARTIALLY	A Remuneration Board has not been established in the Company, but it is done by the Supervisory Board directly.
6	Remuneration of management board members	51	accordance with the approved remuneration policy.	PARTIALLY	The Supervisory Board determines the remunerations of a member of the Management Board in accordance with the adopted remuneration policy.
6	Remuneration of management board members	52	The level of receipts of members of the management board takes into account the agreed strategy, risk appetite, the economic environment in which the company operates as well as wages and conditions of workers within companies.	YES	
6	Remuneration of management board members	53	Remuneration policy provides that a management board member may not dispose of the shares assigned to it as part of the remuneration at least two years from the date on which the shares were assigned to him or her.	NO	The remuneration policy provides no assignment of shares to the Company's Management Board.
6	Remuneration of management board members	53	Remuneration policy provides that a management board member may not make use of stock options assigned to him or her as part of the remuneration for at least two years from the date on which stock options were assigned to him or her.	NO	The remuneration policy provides no assignment of shares to the Company's Management Board.
6	Remuneration of management board members	53	Remuneration policy includes provisions that closely define the circumstances in which a portion of the remuneration of management board member was put on hold or to was asked to be returned.	YES	
6	Remuneration of supervisory board members	54	Remuneration level for the president of the supervisory board and of other members of the supervisory board reflects the time commitment and responsibilities, including the time commitment and responsibilities in the committees of the supervisory board.	YES	
6	Remuneration of supervisory board members		Remuneration policy and/or internal company documents prohibit the inclusion of variable elements or other elements related to performance in the remuneration of the supervisory board.	PARTIALLY	The members of the Supervisory Board are entitled to fixed remuneration for their work in the Supervisory Board. Members of the Supervisory Board who are the Company employees are also entitled to benefits in accordance with the employment contract.
6	Reporting on remuneration	56	Remuneration policy of the company was approved by shareholders at a general meeting.	YES	
6	Reporting on remuneration	56	The company has made freely available on its website its remuneration policy, as approved by the shareholders.	YES	
6	Reporting on remuneration	57	Annual report on remuneration includes data on remuneration of each individual member of the supervisory board as well as other information contained in Article 57 of the Code.	YES	

to achieve all the long-term strategic objectives ("risk appetite"). 7 Role of the audit committee and the long-term strategic objectives ("risk appetite"). 7 Role of the audit of terms of reference of the audit committee includes all activities listed in Article 59 of the Code. YES committee of the audit committee includes all activities listed in Article 60 of the Code. YES committee of the audit committee includes all activities listed in Article 60 of the Code. YES committee of the audit committee includes all activities listed in Article 60 of the Code. YES committee of the audit committee includes all activities of the Code. YES committee or the audit committee or the code of the Code. YES committee or the audit committee or the code of the Code. YES committee or the audit committee or the code of the Code. YES committee or the code of th	
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Risk management and internal control MO Because there is an internal audit function in the Company.	
7 Whistle-blowing 68 Management board, with the prior approval of the supervisory board, adopted a procedure for reporting violations of laws or internal rules of the company, actual or in the case of suspected violation. There is no obstacle in the Company to report violations of the law rules of the Company, regardless of whether they are suspected or violated.	
7 Whistle-blowing 69 The procedure ensures that workers and external stakeholders do not suffer negative consequences if they report suspicious behavior.	
7 Whistle-blowing 69 Details of the procedure for registration are available free of charge on the website of the company. No Not publicly available.	
Statute and/or internal company documents stipulate the duty of the management board to inform the supervisory board of any irregularities and and to agree on measures that must be implemented. Statute and/or internal company documents stipulate the duty of the management board to YES	
7 Whistle-blowing 70 The audit committee evaluated the effectiveness of the procedure and its application in the last 12 months. NO Because in 2023, there were no reported irregularities.	

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8	Use of the company website	71	All information that the company is required to disclose in accordance with the law, rules on the listing, the Code and its own Articles of Association are available free of charge on the website of the company.	PARTIALLY	The Company has published the data stipulated by the law, listing rules and a part of the data stipulated by the Code on its website free of charge.
8	Use of the company website	72	The company makes freely available and easily accessible on the website all the information requested by Article 72 of the Code.	PARTIALLY	The Company has published the data stipulated by the law, listing rules and a major part of the data stipulated by Article 72 of the Code on website.
8	Use of the company website	73	The company ensures that the information on the website is kept up to date and published in accordance with time limits prescribed in law and regulations.	YES	
8	Use of the company website	73	All data on the website are freely available in both Croatian and English.	YES	
8	Annual report	74	The annual report contains all the information referred to in Article 74 of the Code.	PARTIALLY	A part of the data referred to in Article 74 of the Code is contained in the Annual Report.
9	Relations with shareholders	75	The Company ensured that all shareholders, regardless of the number or type of shares they hold, have equal access to information about the company and about the way they can carry and protect their rights.	YES	, minual report
9	Relations with shareholders	76	The Company has established an effective formal mechanisms to ensure minority shareholders the possibility of asking questions directly to president of the management board and president of the supervisory board, and the details of the functioning of these mechanisms are available free of charge on the website of the company.	YES	
9	Relations with shareholders	77	The Company has selected a person that will for all shareholders be the person to contact in relations with investors, and contact of this person is available free of charge on the website of the company.	YES	
9	General meeting	78	The articles of associationand/or internal rules of the company do not in any way limit the ability of shareholders to call a general meeting, to participate in it or to add items to the agenda.	YES	
9	General meeting	79	The articles of association and/or internal company documents allow shareholders the opportunity to exercise their right to vote by proxy without restriction.	YES	
9	General meeting	79	The articles of associationand/or internal company documents allow shareholders the opportunity to exercise their right to vote electronically without restrictions.	NO	Electronic vote processing is enabled at the General Meeting, but attendance at the General Meeting is required for voting.
9	General meeting	79	Explanation of other ways in which shareholders can exercise its right to vote are set out in the documents for the general meeting.	YES	
9	General meeting	80	Notice of the general meeting is published no later than 30 days before it is held.	YES	
9	General meeting	80	The agenda, decisions and all other materials required for the general meeting are available free of charge on the website of the company.	YES	
9	General meeting	80	All documents are available in English and Croatian language.	YES	
9	General meeting	81	All persons referred to in Article 81 of the Code were present at the general meeting in the past 12 months.	YES	
9	General meeting	81	The external auditor was present at the general meeting where financial statements are presented.	YES	
9	General meeting	82	The company has made the desicions of a general meeting freely available on its website without delay.	YES	
9	General meeting	82	Within 30 days from the date of the general meeting the company has made available on its website free of charge answers to questions raised at the general meeting.	NO	Because at the General Meeting there were no questions posed by the shareholders.
10	Corporate social responsibility	83	The supervisory and managent boards have agreed and adopted policies listed in Article 83 of the Code.	PARTIALLY	Quality and Environmental Policy was adopted, and the Sustainability Report provided a description of the Company's sustainable development business model, with all its key operational aspects, including economic, environmental, social and management aspects.
10	Corporate social responsibility	83	These policies are available free of charge on the company's website.	PARTIALLY	The Policies developed have been published free of charge, including Sustainability Report.
10	Corporate social responsibility	84	When the management board asks prior consent from the supervisory board for the decisions, accompanying documents explain how the recommended measure is in line with the policies associated with the impact assesment of company's activities on the environment and the community, with the policies associated with the preservation of human rights and workers' rights and the measures associated with prevention and sanctioning of corruption and bribery.	YES	
10	Stakeholder engagement	85	The supervisory board and management board jointly identified which are considered key stakeholders in relation to company.	YES	
10	Stakeholder engagement	85	Management board has ensured the existence of effective mechanisms for regular interaction with key stakeholders, as well as to inform the supervisory board about the results of these communications.	YES	
10	Stakeholder engagement	86	The supervisory board is authorized, subject to prior notification to the president of the management board, to organize meetings with external stakeholders when it deems it necessary.	YES	
10	Stakeholder engagement	87	In the mandate of every committee of the supervisory board it is provided for what purpose president of the committe may communicate directly with stakeholders and what procedure to follow.	YES	