



**CROATIAN FINANCIAL SERVICES SUPERVISORY AGENCY
- Officially appointed mechanism for the central storage of
regulated information -**

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ZAGREB STOCK EXCHANGE

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Company and registered office of the issuer: Span d.d, Koturaška cesta 47, 10000 Zagreb

OIB: 19680551758

LEI: 747800L0D5F39CX8NA43

Home Member State: Republic of Croatia

ISIN: HRSPANRA0007

Ticker: SPAN

Regulated market: Zagreb Stock Exchange

Market segment: Official market

Zagreb, June 14th, 2023

Subject: General Assembly Span d.d. – A Notice on the General Assembly held and decisions adopted

- Regulated information -

Pursuant to the provisions of the Capital Market Act and the Stock Exchange Rules, Span d.d. (hereinafter referred to as the Company) announces that a regular session of the General Assembly of the Company has taken place today, June 14th, 2023, starting at 10:00, at the address: Savska cesta 32, HOTO Tower, 1st floor, 10000 Zagreb, Croatia.

Mr. Stjepan Lović, Attorney at Law, presided over the General Assembly, with 1.370.326 votes being present, or represented, which made 70.52% of the total number of shares with voting rights of the Company, or 69.91% of the share capital of the Company.

According to the announced Agenda of the General Assembly of the Company:

1. Election of the Chairman of the General Assembly;
2. Annual financial statements of the Company and consolidated annual financial statements of Span Group for the business year 2022, including the Annual Report on the Status and Business Operations of the Company and Span Group for the business year 2022 and the Supervisory Board's Report on the Performed Supervision of Business Operations Management of the Company in the business year 2022;
3. Decision on the utilization of profit;
4. Decision on the approval of actions of the Members of the Management Board of the Company for the business year 2022;
5. Decision on the approval of actions of the Members of the Supervisory Board of the Company for the business year 2022;
6. Decision on the alignment of share capital and the nominal amount of shares due to the introduction of the euro as the official currency in the Republic of Croatia;

Span d.d. for information systems, Koturaška cesta 47, CRO – 10000 Zagreb / Registered with the Commercial Court in Zagreb under registration number (MBS): 080192242 / Company identification number (OIB): 19680551758 / Equity: HRK 19,600,000.00 paid in full / OTP banka d.d., Split, IBAN: HR4324070001100472815 - Zagrebačka banka d.d., Zagreb, IBAN: HR5523600001101571538 - Raiffeisenbank Austria d.d., Zagreb, IBAN: HR3124840081107677905 - Addiko Bank d.d., Zagreb, IBAN: HR1025000091101019138 -Privredna banka Zagreb d.d., Zagreb, IBAN: HR512340009111016456 / Number of issued shares: 1.960.000, nominal value per share HRK 10.00 / President of the Management Board: Nikola Dujmović / Management Board Members: Marijan Pongrac, Dragan Marković, Antonija Kapović, Saša Kramar / President of the Supervisory Board: Jasmin Kotur

7. Decision on amendments to Articles 6, 21 and 23 of the Company's Statute;
8. Decision on the approval of the Report on remuneration to the Members of the Supervisory Board and to the Management Board Members in the business year 2022;
9. Decision on remuneration for Members of the Supervisory Board of the Company;
10. Decision on the election of Members of the Supervisory Board;
11. Decision on the appointment of the auditor of the Company and the Group for the business year 2023

The General Assembly of the Company adopted the following Decisions:

Ad 1) "Decision on the election of the Chairman of the General Assembly"

Mr. Stjepan Lovrić, attorney at law, is elected as Chairman of the General Assembly of the Company for this convocation."

Ad 3) "Decision on the utilization of profit for the year 2022"

1. In the business year that ended on 31 December 2022, Span Group achieved net consolidated profit in the amount of HRK 50,536,506.14, and the net profit of Span d.d. amounts to HRK 41,944,428.10.
2. Payment of a dividend in the amount of HRK 10,00 / EUR 1.33 per share to the Company's shareholders is determined, in proportion to the number of shares they own.
3. Dividend shall be paid from the Company's profit realized in 2022.
4. Dividend shall be paid out to all shareholders that are registered as shareholders at the Central Depository and Clearing Company (SKDD) on 20th June 2023 (record date). Dividend payment claim matures on 3 July 2023 (payment date).
5. Date on which security of the Company will be traded without dividend payment right is 19th June 2023 (ex date).
6. The net profit for the business year 2022, which remains after the payment of the dividend in accordance with items 2 and 3 of this Decision, shall be allocated to the retained (undistributed) profit of the Company.
7. This Decision shall enter into effect as at the day of its passing."

Ad 4) "Decision on the approval of actions of the Members of the Management Board"

- I. The approval of actions will be voted separately.
- II. The approval of actions is given to the President of the Management Board, Mr. Nikola Dujmović, for the management of the Company's affairs in the previous business year.
- III. The approval of actions is given to the Management Board Member, Mr. Marijan Pongrac, for the management of the Company's affairs in the previous business year.
- IV. The approval of actions is given to the Management Board Member, Mr. Dragan Marković, for the management of the Company's affairs in the previous business year.

V. The approval of actions is given to the Management Board Member, Mrs. Antonija Kapović, for the management of the Company's affairs in the previous business year.

VI. The approval of actions is given to the Management Board Member, Mr. Saša Kramar, for the management of the Company's affairs in the previous business year."

Ad 5) "Decision on the approval of actions of the Members of the Supervisory Board

I. The approval of actions will be voted separately.

II. The approval of actions is given to the President of the Supervisory Board, Mr. Jasmin Kotur, for the supervision of the Company's affairs in the previous business year.

III. The approval of actions is given to the Deputy President of the Supervisory Board, Mr. Aron Paulić, for the supervision of the Company's affairs in the previous business year.

IV. The approval of actions is given to the Supervisory Board Member, Mr. Ante Mandić, for the supervision of the Company's affairs in the previous business year.

V. The approval of actions is given to the Supervisory Board Member, Mr. Zvonimir Banek, for the supervision of the Company's affairs in the previous business year."

Ad 6) "Decision on the alignment of share capital and the nominal amount of shares due to the introduction of the euro as the official currency in the Republic of Croatia

I. The share capital, which amounts to HRK 19,600,000.00, converted into euros according to the fixed conversion rate (which is HRK 7.53450 for EUR 1.00) amounts to EUR 2,601,367.04.

II. The nominal amount of the share, which is HRK 10.00, converted into euros according to the fixed conversion rate (which is HRK 7.53450 for EUR 1.00) amounts to EUR 1.33.

III. For the purpose of aligning the share capital with the Companies Act, the share capital shall be increased:

a. from the amount of 2,601,367.04 euros

b. for the amount of 1,318,632.96 euros

c. to the amount of 3,920,000.00 euros.

IV. The share capital increase shall be carried out by increasing the nominal amount of shares:

a. from the amount of 1.33 euros

b. for the amount of 0.67 euros

c. to the amount of 2.00 euros.

V. The share capital shall be increased by the conversion of capital reserves in the amount of EUR 1,318,632.96, in accordance with the Company's financial statements for the year ending on 31 December 2022, which were adopted on 28 April 2023 and which have been without objections confirmed by the auditor, Deloitte d.o.o., Radnička cesta 80, 10 000 Zagreb, Republic of Croatia, who was previously appointed as the auditor by the Decision of the Company's Assembly.

VI. After recalculation and alignment, the share capital amounts to EUR 3,920,000.00 and is divided into 1,960,000 ordinary shares with a nominal value of EUR 2.00.

VII. In accordance with this Decision, the Company's Statute shall be amended.

VIII. This Decision shall enter into force on the day of entry in the Court Register.

IX. The Management Board and the President of the Supervisory Board of the Company are instructed to immediately take all the necessary legal actions and submit an application for the entry of this Decision in the Court Register immediately after the adoption of this Decision.

X. The Management Board is instructed to initiate all necessary legal actions for the implementation of this corporate action in the system of the Central Depository and Clearing Company (hereinafter: SKDD) in accordance with the regulations, rules and instructions of the SKDD, upon entering this Decision in the Court Register."

Ad 7) "Decision on amendments to the Articles 6., 21. and 23. of Statute of Span d.d.

I. This Decision amends and supplements the provisions of the Company's Statute dated 24 May 2021 (hereinafter: the Statute) as specified by the following articles of this Decision.

II. This Decision amends paragraph 1, paragraph 2 and paragraph 3 of Article 6, which now read as follows:

"6.1. The share capital of the Company amounts to EUR 3,920,000.00 (three million nine hundred and twenty thousand euros).

6.2. The share capital of the Company is divided into 1,960,000 (one million nine hundred sixty thousand) shares, each with a nominal amount of EUR 2.00 (two euros).

6.3. All shares of the Company referred to in Article 6.2. of this Statute are regular and registered. Each share entitles to one vote. If the Company holds Company shares, all rights arising from them are dormant."

III. This Decision completely amends Article 21, which now reads as follows:

"21.1. The General Assembly consists of the Company's shareholders in accordance with Article 6.5. of this Statute.

21.2. The General Assembly may make valid decisions if it is attended personally or by proxy by shareholders whose shares represent more than half (50%) of the Company's share capital at the time of the General Assembly (quorum). In case of postponement of the General Assembly due to lack of quorum, the next General Assembly may make valid decisions regardless of the number of shareholders represented.

21.3. If the Company holds Company shares at the time of the General Assembly, they will not be taken into account when determining the quorum.

21.4. The General Assembly shall decide on the issues specified by law and this Statute.

21.5. Decisions shall be made at the General Assembly by a majority of the votes cast, except when otherwise prescribed by law."

IV. This Decision amends paragraph 1 and paragraph 3 of Article 23, which now read as follows:

"23.1. Shareholders who have a registered share of the Company in their securities account in the Central Depository and Clearing Company's computer system and have pre-registered their participation in the General Assembly, and if the application for participation has arrived to the Company at the address specified no later than six days before the General Assembly, not including the day of application receipt, shall be entitled to participate in the General Assembly."

"23.3. Notices under Article 281(1) and (2) of the Companies Act (Official Gazette 1111/93, 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) shall be provided by electronic communications only."

V. All other provisions of the Statute shall remain unchanged.

VI. This Decision on amendments to the Statute shall enter into force and shall apply from the day of its entry in the Court Register.

VII. The Supervisory Board shall be authorized to draft the refined text of the Statute in accordance with this Decision on amendments to the Statute."

Ad 8) "Decision on the approval of the Report on remuneration to the Members of the Supervisory Board and to the Management Board Members in the business year 2022"

1. The revised Report on remuneration to the Members of the Supervisory Board and to the Management Board Members in the business year 2022 is hereby approved, in the text published as Attachment 1 of the Invitation to the General Assembly, together with the auditor's report, which form integral parts of this Decision.

2. This Decision shall enter into effect as at the day of its passing."

Ad 9) "Decision on remuneration for Members of the Supervisory Board of the Company"

I. Members of the Supervisory Board shall be remunerated in the amount of 1000,00 (one thousand) euros gross, per session.

II. The Company shall deduct and pay from the amount of remuneration from item I of this Decision all fees that are paid in accordance with the applicable positive regulations for the remuneration of members of the Supervisory Board.

III. This Decision shall enter into effect as at the day of its passing."

Ad 10) "Decision on the election of Members of the Supervisory Board"

I. It is established that Mr. Jasmin Kotur, personal identification number (OIB): 79837905061, Zagreb, Miroševička cesta 95, and Mr. Zvonimir Banek, personal identification number (OIB): 01526625610, Buzin, Buzinska cesta 54, have resigned from their membership in the Company Supervisory Board, with the effective date on 14 June 2023.

II. The following persons are elected as members of the Company's Supervisory Board:

1. Mrs. Ivana Šoljan, holder of Master's degree in Business Communications Management, university Bachelor's degree in Theatre Directing and Radio Broadcasting, from Zagreb, Draškovićeva ulica 12, personal identification number (OIB): 07062097987;

2. Mrs. Mirjana Marinković, holder of Master's degree in Economics, from Zagreb, V. Ruždjaka 27, personal identification number (OIB): 35088274407.

III. Members of the Company Supervisory Board d. from item II. of this Decision are elected for the period that lasts from the adoption of the Decision of the General Assembly until the expiration of the mandate of other members of the Supervisory Board of the Company, that is, until 30 September 2024.

IV. This Decision shall enter into effect as at the day of its passing."



Ad 11) "Decision on the appointment of the auditor of the Company and Group for the business year 2023"

The following company is hereby appointed as the auditor of the Company's and Group's operations in the business year 2023:

- Deloitte limited liability company for audit services, with headquarters in Zagreb, Radnička cesta 80, (Zagreb Tower), company registration number (MBS) 030033053, company ID (tax) number (OIB) 11686457780, registered in the Register of Audit Companies maintained by the Croatian Audit Chamber under registration number 100001360.

II. This Decision shall enter into effect as at the day of its passing."

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