



**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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**Official company website**

[www.span.eu](http://www.span.eu)

**Span d.d.**

Koturaška cesta 47  
10000 Zagreb  
OIB: 19680551758

**Security:**

SPAN/ ISIN: HRSPANRA0007  
3SPN/ISIN: HRSPAN0307A0

**LEI:** 747800L0D5F39CX8NA43

**Home Member State:** Croatia

**Market segment:** Official market of Zagreb Stock Exchange

Zagreb, 6 May 2026

**Subject:** Invitation to the General Assembly of Span d.d.

- *Regulated information* -

we hereby delivering an Invitation to the General Assembly of Span d.d. ("Company"), which will be held on 17 June 2026, starting at 11:00 a.m. at the following address: Savska cesta 32, HOTO Tower, 1st floor, 10000 Zagreb, Croatia

The invitation to the General Assembly has been filed and will be published on the website of the court register, and is also in all prescribed content, together with reports and other materials for the General Assembly, published on the Company's website [INVESTORS | Span.eu](#).

An Invitation to the General Assembly of the Company is enclosed to this notice.

Span d.d.

Koturaška cesta 47, 10000 Zagreb  
[investors@span.eu](mailto:investors@span.eu)  
<https://www.span.eu/en/investors/>

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: 3.920.000,00 eur 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: HR5123400091111016456 / Number of issued shares: 1.960.000, nominal value per share 2,00 eur / President of the Management Board: Nikola Dujmović / Management Board Members: Ana Vukšić, Saša Kramar, Mihaela Trbojević / President of the Supervisory Board: Ante Mandić.

## **NOTICE OF THE GENERAL ASSEMBLY OF SPAN d.d.**

Pursuant to Article 277(2) of the Companies Act and Article 22.1 of the Articles of Association of SPAN d.d., the Management Board of SPAN d.d., with its registered office in Zagreb, Koturaška cesta 47 (hereinafter: SPAN d.d. or the “Company”), adopted on April 30<sup>th</sup> 2026 a resolution convening the Company’s General Assembly, and hereby invites the Company’s shareholders to attend the

### GENERAL ASSEMBLY

of SPAN d.d.

to be held on June 17<sup>th</sup> 2026, starting at 11:00 a.m., at: Savska cesta 32, HOTO Tower, 1st floor, 10000 Zagreb, Croatia

with the following agenda:

1. Election of the Chair of the General Assembly;
2. Annual Financial Statements of the Company and Consolidated Annual Financial Statements of the Span Group for 2025, the Annual Report on the Company’s and the Span Group’s status and operations for the 2025 financial year, and the Supervisory Board Report on the supervision of the management of the Company’s business in the 2025 financial year;
3. Resolution on the allocation of profit;
4. Resolution on a separate vote on the granting of discharges to the members of the Management Board for the 2025 financial year.
5. Resolution granting discharge to the members of the Management Board of the Company for the 2025 financial year;
6. Resolution on a separate vote on the discharge of the members of the Supervisory Board of the Company for the 2025 financial year;
7. Resolution granting discharge to the members of the Supervisory Board of the Company for the 2025 financial year;
8. Resolution approving the Report on Remuneration of the Management Board and the Supervisory Board of the Company in the 2025 financial year;
9. Resolution approving the Remuneration Policy for members of the Management Board and the Supervisory Board of the Company
10. Decision on remuneration of the Members of the Supervisory Board;
11. Decision on the Election of a Member of the Supervisory Board

Proposed resolutions of the General Assembly:

Re agenda item 1: The Management Board and the Supervisory Board propose that the General Assembly adopts the following resolution:

“Resolution on the election of the Chair of the General Assembly

Mr. Stjepan Lović, attorney-at-law, is elected as the Chair of the Company’s General Assembly for this term.”

Re agenda item 3: The Management Board and the Supervisory Board propose that the General Assembly adopts the following resolution:

“Resolution on the allocation of profit for 2025

I.  
The Span Group generated net consolidated profit in the amount of EUR 5,706,930.98 for the financial year ended 31 December 2025, while the Company’s net profit amounts to EUR 6,261,669.39.

II.  
A dividend is to be paid to the Company’s shareholders in the amount of EUR 1.35 per share, in proportion to the number of shares they hold.

III.  
The dividend shall be paid from the Company’s profit generated in 2025.

IV.  
The dividend shall be paid to the Company’s shareholders recorded as shareholders in the depository of the Central Depository & Clearing Company Inc. (SKDD d.d.) on 25 June 2026 (record date). The dividend claim becomes due on 3 July 2026 (payment date). The date as of which the Company’s shares will be traded without the right to receive the dividend is 24 June 2026 (ex-date).

V.  
This Resolution shall enter into force on the date of its adoption.”

Re agenda item 4. The Management Board and the Supervisory Board of the Company propose to the General Assembly the adoption of the following decision:

“Resolution on separate voting on granting discharge to the members of the Management Board of the Company for the business year 2025.

I.  
The granting of discharge to each individual member of the Management Board of the Company for the financial year 2025 will be voted on separately.

II.  
This Resolution shall enter into force on the date of adoption.”

Re agenda item 5: The Management Board and the Supervisory Board propose that the General Assembly adopts the following resolution:

“Resolution granting discharge to the members of the Management Board of the Company for the 2025 financial year

I. Discharge is granted to the President of the Management Board, Mr. Nikola Dujmović, approving his management of the Company's affairs in the previous financial year.

II. Discharge is granted to the Management Board member, Ms. Ana Vukšić, approving her management of the Company's affairs in the previous financial year.

III. Discharge is granted to the Management Board member, Mr. Saša Kramar, approving his management of the Company's affairs in the previous financial year.

IV. Discharge is granted to the Management Board member, Ms. Mihaela Trbojević, approving her management of the Company's affairs in the previous financial year."

Re agenda item 6: The Management Board and the Supervisory Board propose that the General Assembly adopts the following resolution:

„Resolution on a separate vote on granting discharge to the members of the Supervisory Board of the Company for the financial year 2025

I.  
The granting of discharge to each individual member of the Supervisory Board of the Company for the financial year 2025 will be voted on separately.

II.  
This decision shall enter into force on the date of adoption."

Re agenda item 7: The Management Board and the Supervisory Board propose that the General Assembly adopts the following resolution:

“Resolution granting discharge to the members of the Supervisory Board of the Company for the 2025 financial year

I. Discharge is granted to the President of the Supervisory Board, Mr. Ante Mandić, approving his supervision of the Company's affairs in the previous financial year.

I. Discharge is granted to the Deputy President of the Supervisory Board, Mr. Aron Paulić, approving his supervision of the Company's affairs in the previous financial year.

III. Discharge is granted to the Supervisory Board member, Ms. Ivana Šoljan, approving her supervision of the Company's affairs in the previous financial year.

IV. Discharge is granted to the Supervisory Board member, Ms. Mirjana Marinković, approving her supervision of the Company's affairs in the previous financial year.

V. Discharge is granted to the Supervisory Board member, Ms. Barbara Gradečak, approving her supervision of the Company's affairs in the previous

financial year.”

Re agenda item 8: The Management Board and the Supervisory Board propose that the General Assembly adopts the following resolution:

“Resolution approving the Remuneration Report of the Management Board and the Supervisory Board in the 2025 financial year

I. The revised Remuneration Report of the Management Board and the Supervisory Board for the 2025 financial year is hereby approved, as published as Appendix 1 to the Notice convening the General Assembly, together with the auditor’s report, which form an integral part of this Resolution.

II. This Resolution shall enter into force on the date of its adoption.”

Re agenda item 9: The Supervisory Board proposes that the General Assembly adopts the following resolution:

“Resolution approving the Remuneration Policy for members of the Management Board and the Supervisory Board.

I. “The Remuneration Policy for members of the Management Board and the Supervisory Board is hereby approved, as published as Appendix 2 to the Notice convening the General Assembly, which forms an integral part of this Resolution.

II. This Resolution shall enter into force on the date of its adoption.”

Re agenda item 10. The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

“Decision on the remuneration of the Members of the Supervisory Board

I. The members of the Supervisory Board are entitled to a compensation of 1.350,00 (one thousand three hundred and fifty) euros gross per meeting.

II. The Company undertakes to withhold and pay from the compensation amount referred to in Point I. of this Decision all contributions and charges that, in accordance with the applicable regulations, are to be paid on the compensation of the members of the Supervisory Board.

III. This Decision enters into force on the day of its adoption”

Re Agenda item 11. The Company’s Supervisory Board proposes that the General Meeting adopt the following decision:

“Decision on the Election of a Member of the Supervisory Board

I. The following person is elected as a member of the Company’s Supervisory Board:

Mr Krešimir Mlinarić, Personal Identification Number (OIB): 98084362650, Medveščak 26, Zagreb, mag. ing. el.

II. The member of the Company’s Supervisory Board referred to under item I of this Decision is elected for a term commencing on the date of adoption of the General Meeting’s decision and lasting until the expiry of the mandates of the other members of the Company’s Supervisory Board, i.e. until September 30th 2028.”

INVITATION AND INSTRUCTIONS TO SHAREHOLDERS  
FOR PARTICIPATION IN THE GENERAL ASSEMBLY  
(hereinafter: the “Instructions”)

*Total number of shares and voting rights*

1. The Company’s share capital is divided into 1,960,000 registered shares, with a nominal value of EUR 2.00. All shares are ordinary registered shares, and the total number of voting rights on the date of publication of this notice amounts to 1.952.186 shares, given that one share carries one vote and that rights attached to treasury shares are suspended. On the date of convening the General Assembly, Span d.d. holds 7.814 treasury shares.
2. The Company’s shares exist only in the form of dematerialised securities within the computer system of the Central Depository & Clearing Company Inc. (SKDD d.d.). With respect to the Company, only a person who has the Company’s share recorded in their securities account maintained with SKDD d.d. shall be deemed a shareholder.

Share designations

ISIN: HRSPANRA0007

Ticker symbol on the Zagreb Stock Exchange: SPAN

Share designation at SKDD d.d.: SPAN-R-A

*Invitation; time and venue of the General Assembly*

1. Shareholders of the Company are invited to participate in the work of the General Assembly to be held on June 17<sup>th</sup> 2026 at Savska cesta 32, HOTO Tower, 1st floor, 10000 Zagreb, Croatia, starting at 11:00 a.m.
2. Participants are invited to arrive at the General Assembly on June 17<sup>th</sup> 2026 at least one (1) hour before the scheduled start time in order to ensure timely registration of participants and preparation of the list of participants by the Participants Registration Committee. Upon registration, shareholders and/or their authorised representatives or proxies must present a valid identification document as prescribed by law; for proxies that are legal entities, an extract from the court register or another appropriate register in which the legal entity is entered, or another suitable public document, must also be submitted if it has not already been submitted when filing the application to participate in the General Assembly. After registration, participants may leave the General Assembly only after prior notice to the Participants Registration Committee, and only until the closing of the General Assembly.

### *Participation and voting at the General Assembly*

3. Every shareholder of the Company who applies to the Company in writing to participate in the General Assembly, either in person or through their representative/proxy, no later than six days prior to the date of the General Assembly (excluding the day on which the application is received by the Company), i.e., no later than June 10<sup>th</sup> 2026, shall be entitled to participate in the General Assembly. A shareholder of the Company entitled to participate in the General Assembly shall be any legal entity or natural person recorded as a shareholder of the Company in the SKDD d.d. depository on the last day for applying to participate in the General Assembly, i.e., June 10<sup>th</sup> 2026.

4. Applications to participate in the General Assembly shall be submitted:

(i) directly to the Company at its registered office in Zagreb, at Savska cesta 32 – HOTO Tower, 4th floor; or

(ii) sent to the Company by registered mail to: Span d.d., Savska cesta 32 – HOTO Tower, 10000 Zagreb, attn: Legal Department; or

(iii) via SKDD d.d., through the e-Investor application on the website [www.skdd.hr](http://www.skdd.hr); or

(iv) through the My SKDD user interface for participants.

### **Applications submitted directly to the Company or sent to the Company by registered mail**

5. An application submitted directly to the Company under item 4. (i) or sent to the Company by registered mail under item 4. (ii) must contain the following information and attachments:

I. Application for a shareholder – natural person

- first and last name, residence, address, and the total number of shares held by such shareholder

II. Application for a shareholder – legal entity

- company name, registered office and address, and OIB (personal identification number)

- the total number of shares held by such shareholder

- An extract from the court register or another register in which the legal entity is entered, or a copy thereof, a certified transcript, or another appropriate public document must be attached, showing that the application was signed by a person authorised by law to represent such legal entity.

III. Application submitted by a shareholder's proxy

a) Proxy – natural person:

- first and last name, residence and address of the proxy

- list of shareholders represented by the proxy and the total number of shares of all represented shareholders
- All individual powers of attorney of shareholders executed on the recommended form shall be attached to the application.
  - b) Proxy – legal entity:
    - company name, registered office and address, and OIB (personal identification number) of the proxy
    - list of shareholders represented, including for each of them the account number opened with the SKDD d.d., and the total number of shares of all represented shareholders
    - Individual written powers of attorney of shareholders shall be attached to the application; if the shareholder is a legal entity, an extract from the court register or another register in which the legal entity is entered, or a copy thereof, a certified transcript, or another public document must also be attached, showing that the power of attorney was signed by a person authorised by law to represent such legal entity.

6. For minors and legally incapacitated persons, or natural persons with limited legal capacity, the application shall be submitted by and they shall be represented by their legal representative, who must attach to the application an original, copy, or certified transcript of a document evidencing their status as legal representative.

7. Shareholders may be represented at the General Assembly by proxies on the basis of a valid written power of attorney issued by the shareholder, or, if the shareholder is a legal entity, issued in the shareholder's name by a person authorised by law to represent such legal entity.

8. A power of attorney for applying to participate and/or voting at the General Assembly must contain: the name/company name, residence/registered office and address of the principal, the total number of shares, the name/company name, residence/registered office and address of the proxy, and the handwritten signature of the principal or the legal representative/statutory representative if the principal is a legal entity.

A power of attorney shall be valid only for this session of the General Assembly, or for the subsequent session to be held at the time specified below in the event that the quorum is not met.

Use of the application forms to participate in the General Assembly and the power of attorney forms is recommended. These forms may be obtained at the Company's registered office and are also available on the Company's website [www.span.eu](http://www.span.eu).

9. The application to participate in the General Assembly and the power of attorney, as well as all attachments, must be in Croatian; if they are in a foreign language, they must be translated into Croatian by a certified court interpreter.

## Applications submitted via SKDD d.d. through the e-Investor application or through the My SKDD user interface for participants

10. Applications to participate in the General Assembly submitted via SKDD d.d., either through the e-Investor application on the website [www.skdd.hr](http://www.skdd.hr) under item 4. (iii) or through the My SKDD user interface for participants under item 4. (iv) of this Notice are considered written applications and must include all information required when submitting an application via the e-Investor inbox intended for digital communication with SKDD d.d. An application shall be considered duly submitted once the mandatory fields are completed through the user interface and the data are successfully saved by clicking the “Participation application” button.

SKDD d.d. user instructions for using the e-Investor application are available on the SKDD d.d. website under the title “User manual for e-Investor – notice of the general Assembly” ([https://www.skdd.hr/portal/SDAWEB.pkg\\_public.show\\_lob\\_hr?p\\_id=3036](https://www.skdd.hr/portal/SDAWEB.pkg_public.show_lob_hr?p_id=3036)).

Applicants are enabled to enter data on the proxy, whether a natural person or a legal entity. In the event that participation is applied for through a proxy, it shall be deemed that the proxy is authorised, on behalf of the shareholder, to discuss and make proposals at the General Assembly and to vote in accordance with the given instructions on all matters on which the Assembly may validly decide, based on shareholders’ rights.

In the event of any limitations of the above authority in the power of attorney for a shareholder who applied for participation through a proxy via SKDD d.d., it is necessary to submit the signed original power of attorney directly to the Company at its registered office in Zagreb, at Savska cesta 32 – HOTO Tower, or to send it to the Company by registered mail to: Span d.d., Savska cesta 32 – HOTO Tower, 10000 Zagreb, attn: Legal Department, in accordance with items 6–8 of this Notice.

11. Applications to participate in the General Assembly shall be considered timely if, in accordance with these instructions, they are submitted to the Company (during business hours), received by the Company by mail no later than 24:00 (midnight) on June 10<sup>th</sup> 2026, or submitted through SKDD d.d. no later than 17:59 on June 10<sup>th</sup> 2026. Shareholders who have not duly applied to participate in the General Assembly in accordance with these instructions, or who (when applying directly or by mail) have not enclosed the documents required under these instructions, shall not be entitled to participate in the General Assembly.

12. In accordance with the Company’s Articles of Association, the General Assembly may validly adopt resolutions if shareholders whose shares represent more than one half of the Company’s share capital are present in person or through proxies (quorum). If the quorum is not met, the General Assembly shall be held again on the same day at 12:00 noon at the same venue and with the same agenda, and such General Assembly shall validly adopt all resolutions regardless of the amount of represented share capital.

*Shareholders' rights to ask questions, request agenda supplements, submit counterproposals, and the right to be informed*

13. Shareholders who intend to ask a question regarding a particular agenda item at the General Assembly are requested, in order to ensure a more efficient organisation of the General Assembly, to announce such question in writing when submitting the application to participate in the General Assembly or at the latest upon registration of participants immediately prior to the General Assembly, indicating the agenda item to which the question relates and its content.

Shareholders who together hold shares amounting to one twentieth of the Company's share capital have the right, after the General Assembly has been convened, to request that an item be added to the agenda of the General Assembly and published, whereby an explanation or a proposed resolution must be provided for each new item on the agenda. Requests to add a new item to the agenda shall be delivered to the Company at its registered office address (Span d.d., Savska cesta 32, 10000 Zagreb). In order for the agenda supplement to be validly published in accordance with the Companies Act, the Company must receive the request to add a new agenda item at least 24 days prior to the General Assembly, excluding the day the request is received by the Company. Failure to meet the above deadline results in the proposed agenda items not being validly published and the General Assembly may not adopt resolutions on them.

14. Shareholders have the right to submit a counterproposal to a proposed resolution put forward by the Management Board and/or the Supervisory Board regarding an agenda item. The counterproposal, stating the shareholder's first and last name, the reasoning and any position of the Company's Management Board, shall be made available to shareholders on the Company's website ([www.span.eu](http://www.span.eu)) if the shareholder delivers their counterproposal to the Company at its registered office address (Span d.d., Savska cesta 32, 10000 Zagreb) at least 14 days prior to the date of the General Assembly. The day the counterproposal is received by the Company shall not be included in the 14-day period. If a shareholder does not exercise this right, this shall not result in the loss of the right to submit a counterproposal at the General Assembly. The above applies accordingly to shareholders' proposals for the election of members of the Supervisory Board or the appointment of the Company's auditor.

15. At the General Assembly, the Company's Management Board shall, at the request of any shareholder, provide information on the Company's affairs if this is necessary for the assessment of matters on the agenda; the provision of information may be refused for reasons prescribed by the Companies Act.

16. Materials for the General Assembly, where required by law, are available to shareholders for inspection and for issuing copies at the Company's registered office in Zagreb, at Savska cesta 32, on each working day from the date of publication of the notice convening the General Assembly until the date of the General Assembly, from 10:00 a.m. to 2:00 p.m. The materials were published on the same day on the Company's website ([www.span.eu/hr/investors/](http://www.span.eu/hr/investors/)). Shareholders are kindly requested to announce their visit to the Company's registered office one day in advance by email to

the investor relations address ([investors@span.eu](mailto:investors@span.eu)) or by phone using the contacts stated below.

In Zagreb, May 6th 2026

For Span d.d.

President of the Management Board

Nikola Dujmović

Contact:

Investor relations:

Petra Keča Vidović | Head of Investor Relations

[investors@span.eu](mailto:investors@span.eu) | T +385 1 6690 210 | M +385 91 6224 455

[www.span.eu](http://www.span.eu)

Explanations of the proposed resolutions of the General Assembly:

Re agenda item 1: Explanation regarding the proposed election of the Chair of the General Assembly

Attorney-at-law Stjepan Lović is a partner at the law firm Grubišić & Lović & Lalić and has many years of experience in commercial law and company law. Mr. Lović has extensive experience in chairing annual and extraordinary general Assemblies of companies and in preparing the documentation prescribed by law and by the company's constitutive documents to ensure that the Assembly may validly adopt all necessary resolutions. He also has experience in chairing sessions and other bodies of companies, as well as representing members at company Assemblies.

Therefore, his election as the Chair of the General Assembly for this term is proposed.

Re agenda item 2: Annual Financial Statements of the Company and Consolidated Annual Financial Statements of the Span Group for 2025, the Annual Report on the Company's and the Span Group's status and operations for the 2025 financial year, and the Supervisory Board Report on the supervision of the management of the Company's business in the 2025 financial year

In accordance with the obligation under Article 280.a(1)(2) of the Companies Act, Span d.d. informs shareholders that, pursuant to Article 300.d of the Companies Act and Article 25 of the Company's Articles of Association, the Management Board and the Supervisory Board have adopted the Company's Annual Financial Statements and the Span Group's Consolidated Annual Financial Statements for 2025, and the General Assembly does not adopt a resolution on these items.

The audited financial statements, together with the auditor's report, the Annual Report on the status and operations of the Company and the Span Group for the 2025 financial year, and the Supervisory Board Report on the supervision of the management of the Company's affairs in the 2025 financial year, will be presented to the Company's General Assembly.

Under this agenda item, the General Assembly does not adopt any resolution.

Re agenda item 3: Explanation regarding the proposed resolution on the allocation of profit

The Management Board and the Supervisory Board propose that the General Assembly adopts a resolution under which net profit in the amount of EUR 1.35 per share will be used to pay dividends to shareholders.

The proposed dividend is within the range set out in the Company's Dividend Payment Policy and represents a payout of 46.36% of consolidated profit generated in 2025.

Re agenda item 4: Explanation regarding the proposed resolution on a separate vote for granting discharge to the members of the Management Board for the 2025 financial year

Based on Article 280(3) of the Companies Act, the Management Board and the Supervisory Board propose that the General Assembly, in accordance with Article 276.(1) of the Companies Act, adopts a resolution to vote separately

on granting discharge to the members of the Company's Management Board for the 2025 financial year.

Re agenda item 5: Explanation regarding the proposed resolution granting discharge to the members of the Management Board for the 2025 financial year

Based on Article 280(3) of the Companies Act, the Management Board and the Supervisory Board propose that the General Assembly adopts a resolution granting discharge to the members of the Company's Management Board for the 2025 financial year. The General Assembly is hereby proposed to approve the manner in which the Company's Management Board performed its duties in the 2025 financial year.

Re agenda item 6: Explanation regarding the proposed resolution granting discharge to the members of the Company's Supervisory Board for the 2025 financial year

Based on Article 280(3) of the Companies Act, the Management Board and the Supervisory Board propose that the General Assembly adopts a resolution granting discharge to the members of the Company's Supervisory Board for the 2025 financial year. The General Assembly is hereby proposed to approve the manner in which the Company's Supervisory Board performed its duties in the 2025 financial year.

Re agenda item 7: Explanation regarding the proposed resolution on a separate vote for granting discharge to the members of the Supervisory Board for the 2025 financial year

Based on Article 280(3) of the Companies Act, the Management Board and the Supervisory Board propose that the General Assembly, in accordance with Article 276.(1) of the Companies Act, adopts a resolution to vote separately on granting discharge to the members of the Company's Supervisory Board for the 2025 financial year.

Re agenda item 8: Explanation regarding the proposed resolution approving the Remuneration Report of the Management Board and the Supervisory Board in the 2025 financial year

Pursuant to Article 272.r of the Companies Act, the Management Board and the Supervisory Board of the Company prepared the Remuneration Report on remuneration paid to the members of the Supervisory Board and the members of the Management Board during the previous financial year and submitted it to the statutory auditor for review in accordance with the Act.

The auditor of the annual financial statements, Deloitte d.o.o., reviewed the Remuneration Report and issued its opinion on the compliance of the report with the requirements set out in Article 272r(1) and (2) of the Companies Act. The Report, together with the auditor's opinion, has been published as Appendix 1 to the Notice convening this General Assembly.

Approval of the Remuneration Report is proposed. The Company considers that the remuneration of the members of the Management Board and the Supervisory Board is appropriate in light of their engagement and responsibilities, as well as the Company's financial position and performance.

Re agenda item 9: Explanation regarding the proposed Resolution approving the

## Remuneration Policy for members of the Management Board and the Supervisory Board

Pursuant to Article 247.a of the Companies Act, the Company's Supervisory Board, in cooperation with and following the recommendations of the Nomination and Remuneration Committee, prepared the proposed Remuneration Policy. The Remuneration Policy sets out the remuneration of the Company's Management Board members to which they are entitled during their service with the Company, with the aim of ensuring balanced, sustainable, and transparent remuneration that rewards their contribution to the Company's success. The Remuneration Policy applies for a period of three (3) years, including the financial year in which it is adopted. The Policy will be revised as needed, and the Supervisory Board is required to seek approval of the General Assembly for each material amendment to the Remuneration Policy.

Adoption of a new text of the Remuneration Policy is proposed in order to align it with the applicable legal and corporate governance framework and to further increase transparency and sustainability of remuneration. Compared to the previous Policy, the categories of remuneration for Management Board members are regulated in greater detail, the remuneration structure is elaborated with the definition of an annual target remuneration, whereby the share of fixed remuneration remains at least 60%, and additional variable remuneration elements (SPOT bonus and a multi-year bonus) are introduced with clearer rules, criteria and the Supervisory Board's discretionary powers. In addition, ESG objectives are clearly established as one of the criteria for variable remuneration; an obligation to retain shares for at least one year when the bonus is paid in shares is prescribed; and malus and clawback mechanisms are strengthened for better risk control and compliance. The Policy is adopted for a period of 3 (three) years (instead of the previous 4 years), including the financial year in which it is adopted. Pursuant to Article 276.a of the Companies Act, the Company's Supervisory Board submits to the General Assembly for approval the Remuneration Policy, published as Appendix 2 to the Notice convening the General Assembly.

Re Agenda item 10.) Explanation of the proposal for the decision on the remuneration of the Members of the Supervisory Board

Pursuant to Article 269, paragraph 3 of the Companies Act and in accordance with existing decisions and the competences of the Supervisory Board, the Supervisory Board of the Company proposes that the General Assembly adopts a decision on remuneration for the work of the Members of the Supervisory Board.

The decision is made in accordance with the valid Remuneration Policy of the Company Span d.d. and in order to ensure the independence and complete objectivity of the members, the remuneration of the Supervisory Board of the Company is not tied to the Company's performance and does not include a variable component.

Re Agenda item 11). Explanation of the proposed resolution on the appointment of member of the Supervisory Board

The Supervisory Board received, on 4 May 2026, the resignation of Ms Ivana Šoljan, a member of the Supervisory Board.

Pursuant to Article 256 of the Companies Act, the Supervisory Board proposes that the General Meeting elect Mr Krešimir Mlinarić as a member of the Supervisory Board.

Mr Krešimir Mlinarić graduated from the Faculty of Electrical Engineering and Computing in Zagreb and has extensive experience in management, business consulting, digital transformation and organizational development. During his professional career, he has held senior management positions, including the role of Managing Director at BE-terna, a member of the Telefónica Group, where he was responsible for business development, team management and the implementation of complex digital transformation projects. He is currently a Managing Partner at Span Evolve, a specialized consulting firm focused on the implementation of global business solutions and business digital transformation. He is a member of the Supervisory Board of GNK Dinamo, which includes participation in the oversight of the club's operations, management and strategic development.

Mr Mlinarić is not appointed as an independent member of the Supervisory Board.

Following Mr Mlinarić's appointment, the Supervisory Board will have a majority of independent members.

## INDEPENDENT AUDITOR'S REPORT WITH EXPRESSION OF LIMITED ASSURANCE ON THE REMUNERATION REPORT FOR THE YEAR 2025

To the Management Board and Supervisory Board of Span d.d.

### *Scope*

Pursuant to the requirements of Article 272.r, paragraph 3 of the Companies Act and the contract concluded with Span d.d. ("the Company"), we have performed an engagement to express a limited assurance on the attached Remuneration Report for the year 2025 ("the Report") prepared by the Company's Management Board and Supervisory Board.

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

### *Applicable Criteria*

The applicable criteria for determining individuals to be included in the Report and requirements related to the disclosure of their receipts are contained in the requirements of Article 272.r, paragraphs 1 and 2 of the Companies Act.

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

Management Board and Supervisory Board are responsible for:

- preparing the Report for the year 2025 in accordance with the disclosure requirements outlined in Article 272.r, paragraphs 1 and 2, of the Companies Act,
- determining the individuals to be included in the Report in accordance with Article 272.r, paragraph 1, of the Companies Act,
- selecting and applying appropriate receipt policies, as well as making reasonable judgments and assessments regarding the data disclosed in the Report,
- measuring receipts for the year ended December 31, 2025, in accordance with the requirements of Article 272.r, paragraphs 1 and 2, of the Companies Act, and
- publishing the Report on the Company's website in accordance with the requirements of Article 272.r, paragraph 4, of the Companies Act.

The Management Board of the Company is responsible for designing, implementing, and maintaining a system of internal controls that reasonably ensures that the Remuneration Report does not contain material errors, whether due to fraud or error. Additionally, the Management Board and the Supervisory Board of the Company are responsible for ensuring the completeness and accuracy of the documentation provided to us.

*This version of the auditor's report is translation from the original, which was prepared in the Croatian language. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of the report takes precedence over this translation.*

The company was registered at Zagreb Commercial Court: MBS 030022053; paid-in initial capital: EUR 5,930.00; Company Directors: Katarina Kadunc, Goran Končar and Helena Schmidt, Bank: Privredna banka Zagreb d.d., Radnička cesta 80, 10 000 Zagreb, bank account no. 2340009-1110098294; SWIFT Code: PBZGHR2X IBAN: HR3823400091110098294.

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## INDEPENDENT AUDITOR'S REPORT WITH EXPRESSION OF LIMITED ASSURANCE ON THE REMUNERATION REPORT FOR THE YEAR 2025 (CONTINUED)

### *Auditor's Responsibility*

Our responsibility is to issue an independent auditor's limited assurance report on the Report in accordance with the requirements of Article 272.r of the Companies Act. We have performed an engagement to express a limited assurance in accordance with the *International Standard on Assurance Engagements 3000 (Revised) – Assurance Engagements other than Audits or Reviews of Historical Financial Information ('ISAE 3000')*. This standard requires that we comply with ethical standards and plan and perform the engagement to obtain sufficient appropriate evidence to provide a basis for our conclusion as to whether the Report contains the information required by relevant legal requirements.

### *Our Independence and Quality Management*

We have conducted the engagement in compliance with independence and ethical requirements as provided by the Code of Ethics for Professional Accountants (including International Independence Standards) ('Code') issued by the International Ethics Standards Board for Accountants as well as in compliance with the independence and ethical requirements applicable in Croatia. The Code is based on the principles of integrity, objectivity, professional competence and due diligence, confidentiality, and professional conduct. We comply with the International Standard on Quality Management 1, Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements ('ISQM 1') and accordingly maintain an overall management control system, including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and statutory requirements.

### *Summary of the work performed*

As part of our engagement, we have planned and performed the following procedures:

- inquiries to the Management Board, the Supervisory Board, and other individuals within the Company to gain an understanding of receipt policies and the process of compiling the Report;
- we received a list of all members of the Management Board and the Supervisory Board of the Company during 2025 and verified whether their receipts were disclosed in the Report;
- we reconciled the receipt data presented in the Report with the Company's accounting records (general ledger and subledgers) for the year ended December 31, 2025.;
- we reviewed, based on a sample, the relevant documentation of the Company (contracts and payments) related to the receipt data presented in the Report; and
- we verified whether the Report contains all the data required by the provisions of Article 272.r, paragraphs 1 and 2, of the Companies Act.

The nature and scope of our procedures were determined based on risk assessment and our professional judgment to express a conclusion with limited assurance.

The scope of the engagement to express a conclusion with limited assurance is significantly smaller than the scope of the engagement to express a conclusion with limited assurance regarding risk assessment procedures, including procedures related to obtaining an understanding of internal controls and procedures performed in response to assessed risks.

We believe that the evidence we obtained is sufficient and appropriate and forms a reasonable basis for expressing our conclusion with limited assurance.

## INDEPENDENT AUDITOR'S REPORT WITH EXPRESSION OF LIMITED ASSURANCE ON THE REMUNERATION REPORT FOR THE YEAR 2025 (CONTINUED)

### *Conclusion with limited assurance*

Based on the procedures performed and evidence obtained, nothing has come to our attention that would cause us to believe that the Report for the year 2025 prepared by Span d.d. is not, in all material respects, in accordance with Article 272.r, paragraphs 1 and 2 of the Companies Act.

### *Limitations*

Our report is intended solely for the Management and the Supervisory Board of the Company for the purpose of reporting to the Company's Assembly on the Report prepared by the Company for the year ended December 31, 2025, in accordance with Article 272.r of the Companies Act. We permit the publication of this report on the Company's website in accordance with Article 272.r, paragraph 4, of the Companies Act. Our report does not constitute, nor is it intended to represent, legal advice on compliance with Article 272.r, paragraph 4, of the Companies Act.

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

To the fullest extent permitted by law, we do not accept any responsibility and do not agree to any obligations to any other party, except to the Management and the Supervisory Board of the Company, regarding our work or this Report of Independent Auditor with Limited Assurance or the conclusions we have reached.

The Management and the Supervisory Board of the Company are responsible for publishing the Report on the Company's website as well as for the accuracy of the data contained therein. The scope of our work does not include a review of the aforementioned, and we do not accept any responsibility for any changes or amendments that may be made to the Report based on the Report of Independent Auditor with Limited Assurance or for any discrepancies between the report we issued and the data displayed on the Company's website.

**Katarina Kadunc**

Director and Certified auditor

For signatures, please refer to the original Croatian auditor's report, which prevails.

Deloitte d.o.o.

30 April 2026  
Radnička cesta 80,  
10 000 Zagreb,  
Republic of Croatia

In accordance with Article 272.r of the Companies Act and the relevant provisions of the Corporate Governance Code of Zagreb Stock Exchange plc and the Croatian Financial Services Supervisory Agency, the Management Board and the Supervisory Board of Span d.d. (hereinafter: the Company or Span) have determined the following:

## REMUNERATION REPORT OF THE MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD FOR THE YEAR ENDING 31 DECEMBER 2025

### 1. Introduction

The Remuneration Report of the members of the Management Board and the Supervisory Board of Span d.d. for the financial year 2025 has been prepared in order to comply with the obligation set out in Article 272.r of the Companies Act.

The Remuneration Report provides information on all benefits that the Company has paid or has undertaken to pay to current and former members of the Management Board and the Supervisory Board during the last financial year.

### 2. Management Board

The Management Board of Span in 2025 consisted of the following members:

- Nikola Dujmović – President of the Management Board,
- Saša Kramar – Member of the Management Board,
- Ana Vukšić – Member of the Management Board,
- Mihaela Trbojević – Member of the Management Board<sup>1</sup>.

The status of the members of the Management Board is regulated by the provisions of the Company's Articles of Association and the employment contracts of the members of the Management Board.

#### 2.1. Remuneration of Management Board Members

The benefits to which the members of the Management Board are entitled during their engagement with the Company are determined by the Remuneration Policy of Span d.d. (hereinafter: the Remuneration Policy). The objective of Span's Remuneration Policy is to ensure balanced, sustainable and transparent benefits for the members of the Management Board, rewarding their contribution to the success of the Company.

The Remuneration Policy is based on the following principles for rewarding the members of the Management Board:

- balance and transparency of all components of benefits;
- performance-based remuneration and responsibility for achieved results;
- emphasis on fixed benefits, thereby avoiding incentives for excessive risk-taking, while variable benefits are linked to the overall achievement of the Company's objectives;
- definition of short-term and long-term objectives, including both financial and non-financial objectives;
- benefits should be realistic and competitive and should reflect conditions and practices in the relevant IT market.

<sup>1</sup> Mihaela Trbojević was appointed as a member of the Management Board on April 1, 2025.

The Company agrees with a member of the Management Board on the right to the following benefits:

- a. monthly salary;
- b. annual bonus;
- c. salary-related allowances and benefits.

Fixed benefits account for at least 60% of total benefits.

- a. Monthly salary represents the fixed component of a Management Board member's benefits. It is defined in the contract concluded with the Company and approved by the Supervisory Board on behalf of the Company. The monthly salary is not dependent on the achievement of objectives or the performance of the Management Board member; however, it reflects the complexity of responsibilities, professional competence, and the statutory and organisational responsibility of the members of the Management Board for managing the Company's operations. Given that the members of the Management Board of Span act and make decisions jointly and therefore bear the same scope of responsibility in order to act in the best interests of the Company, the fixed monthly remuneration/salary of the Company's Management Board members is determined as a uniform amount for all members. In 2025, it amounted to a gross amount of EUR 11,945.05 for the period from 1 January 2025 to 28 February 2025, and from 1 March 2025 onwards it amounted to a gross amount of EUR 13,750.00.
- b. Annual bonus represents the variable component of a Management Board member's benefits and may amount to up to 40% of the Management Board member's annual salary, whereby the annual salary comprises 12 monthly gross salaries of the Management Board member as defined in the employment contract concluded between the individual Management Board member and the Company. The purpose of the annual bonus is to reward the work performance of the Management Board member based on the achievement of financial and non-financial objectives for a particular financial year, according to criteria such as: financial indicators, successful entry into new markets, acquisition of new international clients, growth in sales of specific types of services, increased employee satisfaction, retention of key employees, achievement of the Company's ESG objectives, or other relevant objectives. These criteria are linked to the achievement of the Company's strategy and business growth. At the beginning of each financial year, the Supervisory Board of the Company defines the financial and non-financial objectives of the Company for that year, as well as the key performance indicators (KPIs) to be taken into account when determining whether the set objectives have been achieved. A Management Board member becomes entitled to the payment of the annual bonus in proportion to the achieved percentage of the target KPI values defined by the Supervisory Board. The method for determining whether the financial objectives have been achieved is based on the annual consolidated audited financial statements of the Group, while the assessment of non-financial objectives is based on the Company's official report and/or quantitative and/or qualitative assessments conducted by appropriate independent partners. The decision on the payment and the amount of the annual bonus is made by the Supervisory Board of the Company within 30 days from the adoption of the annual financial statements for the year to which the annual bonus relates by the Company's General Meeting.
- c. Benefits and salary-related allowances of the members of the Management Board include an official company car assigned for use 24 hours a day and a personal liability insurance policy.

In determining the level and structure of benefits, due consideration was given to relevant business practices regarding the remuneration of executive management, as well as market conditions and practices in the IT industry.

### 2.1.1. Benefits of the Members of the Management Board in 2025

The amount of gross benefits paid in 2025 (regardless of the period to which the payment relates) to the members of the Management Board of Span d.d. is presented in the table below:

Name and surname	Annual gross salary / remuneration (Gross 2)	%	Other benefits	%	Variable component paid in cash	%	Variable component – shares / annual bonus for 2024	%	Total annual benefits paid
	1	2	3	4	5	6	7	8	9 (1+3+5+7)
Nikola Dujmović	194,719 €	76.45%	2,533 €	0.99%	1,200 €	0.47%	56,252 €	22.09%	254,704 €
Saša Kramar	194,630 €	76.56%	2,133 €	0.84%	1,200 €	0.47%	56,252 €	22.13%	254,215 €
Ana Vukšić	190,944 €	98.69%	1,336 €	0.69%	1,200 €	0.62%	0 €	0.00%	193,480 €
Mihaela Trbojević	146,667 €	92.90%	10,012 €	6.34%	1,200 €	0.76%	0 €	0.00%	157.879 €

\*Other benefits include: meal allowance, Christmas bonus, anniversary awards, financial support, gifts for children, voluntary pension pillar contributions, and similar

During 2025, Mihaela Trbojević received remuneration in the form of other income for performing the duties of President of the Management Board of the subsidiary Inkubator kibernetičke sigurnosti d.o.o., in a total amount of EUR 8,277.

### 2.1.2. Variable benefits

The variable benefits paid in June 2025 relate to the annual bonus for 2024, which was awarded to the members of the Management Board in the form of shares, in accordance with Article 6 of the Remuneration Policy.

The total number of shares awarded in 2025 as variable benefits referred to in the paragraph above for the members of the Management Board of Span d.d. is presented in the table below. The amount has been calculated based on the last trading price of the Company's shares on the Zagreb Stock Exchange on the business day preceding the award date, namely 20 June 2025.

Name and surname	Number of shares granted	Total value of benefits in shares
Nikola Dujmović	783	56,252 €
Saša Kramar	783	56,252 €
<b>Total</b>	<b>1,566</b>	<b>112,505 €</b>

During 2025, Span d.d. paid benefits also to former members of the Management Board of Span in respect of the variable component of the bonus for 2024, as follows:

**Span d.d. for Information Systems Design**, Koturaška cesta 47, HR-10000 Zagreb / Registered with the Zagreb Commercial Court Register, MBS: 080192242, OIB: 19680551758 / Share capital: EUR 3,920,000.00, fully paid in / 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 / Total number of issued shares: 1,960,000, nominal value EUR 2.00 / President of the Management Board: Nikola Dujmović / Members of the Management Board: Ana Vukšić, Saša Kramar, Mihaela Trbojević / President of the Supervisory Board: Ante Mandić.

Name and surname	Number of shares granted	Total value of benefits in shares
Marijan Pongrac	750	53,882 €
Dragan Marković	750	53,882 €
<b>TOTAL</b>	<b>1,500</b>	<b>107,763 €</b>

2.2. Comparative overview of changes in the Company's revenues/profit and the benefits of the members of the Management Board

Year	u '000 EUR			u EUR
	Total revenues of the Company	Net profit of the Company	Average annual gross benefit per employee	Average annual gross benefit of the members of the Management Board
2021	72,862	2,569	35,934	185,378
2022	92,455	5,567	37,623	207,442
2023	100,882	461	40,163	249,588
2024	112,716	2,756	42,879	201,909
2025	152,226	6,262	47,387	250,715

In calculating the average annual gross benefit per employee, consideration was given to the fixed components of compensation of all employees (regular salaries, shift work allowances, on-call duty, overtime, etc.), variable components such as annual bonuses (quarterly incentives or various performance-related rewards), as well as all material rights (reimbursement of transportation costs, meal allowances, accommodation costs, Christmas bonuses, anniversary awards, supports, gifts for children, etc.). The number of employees for each year was calculated as the average closing headcount during the respective year.

The average annual gross benefits of the members of the Management Board also include all fixed and variable components of compensation paid during the observed period.

During the analysed period, a parallel increase in the average annual gross benefits of employees and the benefits of the members of the Management Board is evident, with fluctuations reflecting the Company's business performance in individual years. This indicates alignment of the Management Board remuneration policy with trends in employee remuneration as a whole. The ratio between the benefits of the Management Board and employees remains relatively stable and correlates with the growth of the Company's revenues and profit, thereby ensuring that Management Board benefits are aligned with the Company's long-term interests, business performance and overall trends in the employee remuneration system. The ratio of total remuneration for the reporting period amounts to 5.78, meaning that the total annual remuneration of the highest-paid employee is 5.78 times higher than the median remuneration of the other employees of the Company. This ratio indicates a moderate difference in remuneration levels and reflects the practice of remunerating key management with competitive remuneration packages, while at the same time maintaining balance and fairness within the overall employee remuneration system. The ratio is in line with the Company's policy and market practices and contributes to transparency and accountability in remuneration management.

### 2.3. Additional information

The level of benefits paid to the members of the Management Board is determined with the aim of attracting, motivating and retaining qualified professionals, as well as promoting sound and effective risk management and discouraging risk-taking exceeding the level acceptable to the Company.

In 2025, the Company did not demand the recovery of any variable component of benefits.

No benefits were paid to, nor is there any obligation to pay benefits from third parties to, the members of the Management Board in connection with the duties performed by them as members of the Management Board of Span d.d.

During 2025, Span also paid benefits to former members of the Management Board of Span, Dragan Marković and Marijan Pongrac, in respect of the variable component of the bonus for 2024 in the total amount of EUR 53,822. Furthermore, based on the Agreement on Termination of the employment contract of a Management Board member, severance pay was paid to Dragan Marković in a gross amount of EUR 83,495.90, corresponding to six (6) monthly gross salaries as at 13 February 2025.

The objectives that the Management Board was required to achieve in relation to the payment of the annual bonus in accordance with the criteria defined in the Remuneration Policy for 2025 were as follows:

- financial performance results;
- customer satisfaction;
- entry into new markets;
- employee satisfaction;
- the Company's ESG objectives.

## 3. Supervisory Board

During 2025, the Supervisory Board of Span d.d. consisted of the following members:

- Ante Mandić – President of the Supervisory Board,
- Aron Paulić – Deputy President of the Supervisory Board,
- Ivana Šoljan – Member of the Supervisory Board,
- Mirjana Marinković – Member of the Supervisory Board,
- Barbara Gradečak – Member of the Supervisory Board, employees' representative.

### 3.1 Benefits of the Members of the Supervisory Board

In accordance with the provisions of the Remuneration Policy, the members of the Supervisory Board are entitled to receive remuneration for their work pursuant to a specific decision of the Company's General Meeting. The amount of remuneration is determined by the General Meeting in such decision. The remuneration is set as a fixed amount per Supervisory Board meeting attended.

The remuneration for the work of the members of the Supervisory Board was determined and approved by the Decision of the Company's General Meeting on the remuneration of the members of the Supervisory Board dated 14 June 2023, in the gross amount of EUR 1,000.00. The remuneration was subsequently amended by the Decision of the Company's General Meeting on the remuneration of the members of the Supervisory Board dated 11 June 2025, increasing the amount to EUR 1,150.00 gross.

Name and surname	Position	Total gross remuneration paid
Ante Mandić	President of the Supervisory Board	4,461 €
Aron Paulić	Deputy President of the Supervisory Board	5,536 €
Ivana Šoljan	Member of the Supervisory Board	3,386 €
Mirjana Marinković	Member of the Supervisory Board	5,536 €
Barbara Gradečak	Member of the Supervisory Board	5,536 €

For the purposes of ensuring the independence and full objectivity of the Supervisory Board members, the remuneration of the Supervisory Board does not depend on the Company's performance and does not include any variable component.

All taxes, surtaxes, contributions and/or other statutory charges are withheld by the Company from the gross amount of the remuneration.

### 3.2. Additional information

During 2025, the Company did not grant any advances or loans to the members of the Supervisory Board.

## 4. Approval of report

The Remuneration Report of the Management Board and the Supervisory Board of Span d.d. was approved and adopted by the Management Board and the Supervisory Board on 30 April 2026.

In Zagreb, 30 April 2026.

President of the Management Board:

Nikola Dujmović



President of the Supervisory Board:

Ante Mandić



Pursuant to Article 247.a of the Companies Act (Official Gazette no. 111/1993, 34/1999, 121/1999, 52/2000, 118/2003, 107/2007, 146/2008, 137/2009, 111/2012, 125/2011, 68/2013, 110/2015, 40/2019, 34/2022, 114/2022, 18/2023, 130/2023, 136/2024) and the Corporate Governance Code of the Zagreb Stock Exchange and the Croatian Financial Services Supervisory Agency (HANFA), the Supervisory Board of the Span IT System Design Joint Stock Company, with the registered office in Zagreb (City of Zagreb), Koturaška cesta 47, entered in the Court Register of the Commercial Court in Zagreb under the Reg. number of the registered entity (MBS): 080192242, OIB: 19680551758, (hereinafter referred to as: Company) proposes to the General Assembly to adopt, at the session to take place on 17<sup>th</sup> June 2026, a Decision adopting the following

## **REMUNERATION POLICY OF SPAN D.D.**

### **INTRODUCTION**

#### **Article 1**

The remuneration policy (hereinafter referred to as: Remuneration Policy) shall specify the remuneration of the members of the Management Board and the Supervisory Board they are entitled to during their work in the Company. The purpose of the Remuneration Policy shall be to ensure balanced, sustainable and transparent remuneration, which rewards contributions to the success of the Company.

### **REMUNERATION POLICY PRINCIPLES**

#### **Article 2**

The Remuneration Policy shall be based on the following principles of remuneration of members of the Management Board:

1. Balance and transparency of all elements of remuneration;
2. Remuneration according to performance and responsibility for the achieved results;
3. Emphasis on fixed remuneration, which does not encourage excess risk-taking, whereby the variable remuneration is connected to the total achievement of the Company goals;
4. Defining short-term and long-term goals as well as financial and non-financial goals;
5. The remuneration should be real and competitive and should follow the condition and practice on the relevant IT industry market.

### **REMUNERATION OF MEMBERS OF THE MANAGEMENT BOARD**

#### **Article 3**

The Company agrees on the right to the following remuneration with the member of the Management Board:

1. Fixed remuneration:

- monthly salary
2. Variable remuneration which may include:
    - Annual bonus;
    - SPOT bonus;
    - Multi-annual bonus.
  3. Allowances and fringe benefits

When determining the amount and type of remuneration, the relevant business practices are taken into account in determining the remuneration for the managing staff and the conditions and practices on the IT industry market.

The annual target remuneration of a member of the Management Board includes fixed remuneration and the annual bonus.

Fixed remuneration shall be at least 60% of the annual target remuneration.

Additionally, subject to a decision of the Supervisory Board, members of the Management Board may be granted an additional right to a SPOT bonus for exceptional achievements up to a maximum of three (3) monthly salaries.

Additionally, subject to a decision of the Supervisory Board, members of the Management Board may be granted an additional right to participate in a multi-annual bonus plan, in a maximum aggregate amount of up to 100% of the annual target remuneration.

The annual salary of a member of the Management Board shall amount to twelve monthly gross salaries of the respective member of the Management Board, as determined in the agreement on the rights and obligations of the member of the Management Board concluded between the individual member of the Management Board and the Company.

## **MONTHLY SALARY**

### **Article 4**

The monthly salary shall be a fixed part of the remuneration of the member of the Management Board and is agreed in gross amount.

The monthly salary shall not depend on meeting the goals and performance by the member of the Management Board, and it shall reflect the complexity of jobs, competence and legal and organizational responsibility of the members of the Management Board for managing the operations of the Company.

## **VARIABLE REMUNERATION**

### **Article 5**

The purpose of variable remuneration shall be to reward the performance of the member of the Management Board based on the achievement of financial and non-

financial goals for a particular financial year or a multi-year period, according to the criteria such as:

- Financial criteria (consolidated operating income, consolidated EBITDA, consolidated net profit etc.);
- Successful opening of new markets, acquisition of new international users, etc.;
- Growth of sale of certain types of services;
- Increasing satisfaction of employees, retaining key employees or other relevant HR goals;
- Achievement of the Company's ESG objectives (in one or more areas: environmental, social or governance).

The above criteria are related to accomplishing the strategy and the operating growth of the Company.

The method of determining whether the financial goals were met shall be the annual consolidated audited financial statement of the Group, whereas the assessment of non-financial goals shall be based on an official report of the Company and/or quantitative and/or qualitative surveys by adequate independent partners.

The right to the payment of variable remuneration (in whole or in part) shall be acquired exclusively if the following conditions are cumulatively fulfilled:

- a) the member of the Management Board has been employed by the Company or its affiliated companies for a period exceeding six months (at least six months plus one day) during the business year for which variable remuneration is determined, in which case such remuneration shall be calculated pro rata to the period worked during the financial year;
- b) as of the date of the end of the rewarding period in the case of a multi-annual bonus, the mandate/ employment agreement or other engagement of the member of the Management Board has not ceased, except in the cases referred to in Article 6, paragraph 2;
- c) as of the date of the adoption of the decision on payment, the Company has not identified circumstances that would justify the application of a malus or clawback mechanism pursuant to Article 14.

The financial and non-financial goals, the key performance indicators and the amounts of bonuses shall not be necessarily identical for all members of the Management Board.

## **CONDITIONS FOR THE PAYMENT OF VARIABLE REMUNERATION**

### **Article 6**

No category of variable remuneration of a member of the Management Board determined under this Remuneration Policy shall be paid to a member of the Management Board if the employment relationship with such member of the Management Board terminates as a result of the dismissal of the member of the Management Board, termination by the member of the Management Board, or

termination by the Company due to a breach of obligations, culpable conduct, or for reasons justifying summary dismissal.

In the event of termination of the employment relationship/mandate due to death, permanent incapacity for work, or termination without fault of the member of the Management Board (e.g. termination by the Company without culpable conduct), the Supervisory Board may approve the payment of a proportional part of the bonus (pro rata temporis) and/or a bonus based on the achievement of KPI targets up to the relevant date.

## **ANNUAL BONUS**

### **Article 7**

As a rule, at the beginning of each business year, the Supervisory Board of the Company shall determine the financial and non-financial objectives of the Company for that year, as well as the key performance indicators (KPIs) to be taken into account in assessing whether the defined objectives have been achieved.

A member of the Management Board shall be entitled to the payment of the annual bonus based on the achieved percentage of the target KPI values as determined by the Supervisory Board for the members of the Management Board, provided that at least 80% of the set objectives have been achieved.

A decision on payment and the amount of the annual bonus shall be made by the Supervisory Board of the Company within 30 days from the date the annual financial statements for the year the annual bonus relates to have been adopted by the General Assembly of the Company.

If the achieved objectives of the Span Group referred to in Article 5 exceed 100% but are less than or equal to 130% of the planned objectives, a member of the Management Board shall be entitled to the amount of the full annual bonus that would otherwise be payable, increased proportionally in such a manner that, for each full percentage point by which the achieved objectives referred to in Article 5 exceed the level corresponding to 100% of the planned objectives, the bonus shall be increased by 1%, up to a maximum of 130% of the bonus amount.

If the achieved objectives of the Span Group referred to in Article 5 exceed 130% of the planned objectives, a member of the Management Board shall be entitled to an annual bonus in the amount of 130%.

The amount of the annual bonus shall be paid to the member of the Management Board within 60 days from the adoption of the decision by the Supervisory Board of the Company on payment and amount of the annual bonus.

## **SPOT BONUS**

### **Article 8**

The variable component of the remuneration of members of the Management Board may, subject to a decision of the Supervisory Board, include an individual award for exceptional achievements, granted either in the form of a one-off cash payment or in the form of a one-off allocation of treasury shares.

## **MULTI-ANNUAL BONUS**

### **Article 9**

The Company may grant to members of the Management Board a multi-annual bonus as a variable component of remuneration, linked to the achievement of pre-defined long-term business objectives. The multi-annual bonus constitutes a discretionary right of the Company and shall not be considered an acquired right until a decision on payment is adopted in accordance with this Article.

The multi-annual bonus is aimed at the long-term retention and encouragement of motivation and engagement, as well as at providing appropriate remuneration to members of the Management Board whose work and results contribute to the sustainable business success and increase in the value of the Company.

The right to a multi-annual bonus shall be acquired upon the expiry of a pre-determined period established by a decision of the Supervisory Board, provided that the pre-defined criteria and performance indicators assessed for the same period have been fulfilled.

The multi-annual bonus shall be determined in multi-year cycles with a duration of two (2) to five (5) years (hereinafter referred to as the "Reward Period"). The Reward Period shall cover the financial years [n], [n+1 / n+2 to n+4].

The business objectives, key performance indicators (KPIs), their weightings, target and maximum values, as well as the methodology for calculating the multi-annual bonus, shall be determined in accordance with the criteria set out in Article 5, by a prior written decision of the Supervisory Board, based on a proposal of the Appointments and Remuneration Committee.

The target amount of the multi-annual bonus shall be up to 100% of the annual target remuneration of a member of the Management Board.

Following the completion of the Reward Period, the Supervisory Board of the Company shall prepare an assessment of the achievement of KPIs and a proposal regarding the amount of the multi-annual bonus. The Supervisory Board shall decide on the payment and the final amount of the multi-annual bonus, taking into account the Company's results, business sustainability, risks, compliance, and other relevant circumstances. The decision of the Supervisory Board shall be final.

In the event of a change of control of the Company, the Supervisory Board shall decide on the treatment of outstanding multi-annual bonus periods that are ongoing and may adopt a decision on measures such as accelerated vesting, pro rata payment, or continuation of the Reward Period, taking into account the interest of the Company and the contractual obligations towards the members of the Management Board.

All taxes, surtaxes, contributions and/or other levies shall be withheld by the Company from the gross amount of the bonus.

## **SHARES**

### **Article 10**

The Company may decide to pay annual and/or multi-annual bonus in Company shares.

In case of payment in shares, the Company shall transfer on a member of the Management Board shares from the contingent of treasury shares.

Where the annual and/or multi-annual bonus is paid in shares, members of the Management Board shall be required to retain such shares for a minimum period of one (1) year from the date of their allocation (share trading restriction period).

The number of shares to be allocated to the Member of the Management Board shall be determined in a manner that the amount of the bonus specified by the Supervisory Board is divided by the latest price of the share on the regulated market on the day preceding the date the decision on payment of the bonus was adopted by the Supervisory Board. The number of shares shall not be rounded downwards.

Payment of the variable remuneration in shares shall contribute to the balance of interests of the Management Board and shareholders of the Company.

## **ALLOWANCES AND FRINGE BENEFITS**

### **Article 11**

Allowances and fringe benefits of a Member of the Management Board shall be as follows:

- Business car given for use 24 hours a day;
- Personal liability insurance policy;
- pension insurance – third pillar voluntary pension insurance.

## **CONTRACT WITH THE MEMBER OF THE MANAGEMENT BOARD**

### **Article 12**

A contract with the member of the Management Board shall establish employment for indefinite term and shall contract the performance of jobs of the member of the Management Board in line with the term of office which the member of the Management Board is appointed to. Presumptions for termination of the contract and termination, i.e. dismissal notices are adequately regulated by the provisions of the contract and applicable legal regulations.

The contracted termination notice shall be 3 months.

A liability for payment of severance pay shall occur in case of cancellation of the contract at the time it is valid by the Company, except in case of recall from the position of the member of the Management Board due to gross violation of duty. The severance pay shall be determined in the amount of 6 (six) gross monthly salaries specified in the contract with the member of the Management Board.

The Company shall not have any obligation to purchase pension service in case a member of the Management Board retires upon the termination of the Contract.

## **CONFLICT OF INTEREST**

### **Article 13**

To avoid conflict of interest, this Remuneration Policy specifies:

- The member of the Management Board shall not decide on their remuneration, rather the Remuneration Policy shall be proposed to the General Assembly of the Company by the Supervisory Board;
- The Supervisory Board, at the proposal of the Appointments and Remuneration Committee, shall specify the amount and method of payment of variable remuneration;
- Goals of members of the Management Board shall be set so as to pay attention to ethical proceeding and sustainable development of the Company

Except for the above, all the members of the Management Board, based on the employment contract, the Rules of Procedures of the Management Board, and the Conflict of Interest Management Policy shall be:

- Obligated to keep trade secrets during and after working for the Company;
- Prohibited to compete and get employed in companies that are in market competition with the Company in a 12 month period
- Prohibited to hold more than 5% business stakes or shares in companies performing activities competing the operation of the Company
- Entitled to be members in supervisory boards or other bodies only of companies that are a constituent part of Span Group or upon consent of the Supervisory Board and the Appointments and Remuneration Committee

## **APPOINTMENTS AND REMUNERATION COMMITTEE**

### **Article 14**

The Supervisory Board shall establish and appoint members of the Appointments and Remuneration Committee.

Members of the Appointments and Remuneration Committee shall be appointed by the Supervisory Board for the time of 4 (four) years and they can be re-elected.

Names of members of the Appointments and Remuneration Committee and description of jobs shall be made available at the Company websites.

## **SUPERVISORY BOARD**

### **Article 15**

The Supervisory Board shall be obliged:

- To check regularly and as required adjust the Remuneration Policy,
- Change the goals of the annual and multi-annual bonus, and the right to withdraw from payment of the annual or multi-annual bonus in case of financial jeopardy of the Company or change of the circumstances on the market, in a manner that it adopts decision on non-payment of variable remuneration or delay of payment of the variable remuneration,
- To withdraw temporarily from the Remuneration Policy if that is necessarily required by the long-term welfare of the Company
- to adopt a decision pursuant to which it may reduce or cancel the unpaid and/or deferred portion of the multi-annual bonus where it is determined that: (i) materially inaccurate financial reporting has occurred; (ii) there has been a significant breach of laws or internal policies (including compliance obligations or personal data protection requirements); (iii) significant losses or risks have arisen as a result of decisions or omissions of a member of the Management Board; (iv) a serious breach of duties or non-compete obligations has occurred; or (v) any other circumstance which, in the assessment of the Supervisory Board, would justify the reduction or cancellation of variable remuneration (malus – reduction or cancellation prior to payment)
- if it is determined within a period of [36] months from the date of payment that the payment was based on inaccurate data, fraud, deliberate concealment of facts, material breaches of obligations or other circumstances, to require the refund of variable remuneration already paid or to suspend the payment of approved variable remuneration to a member of the Management Board (clawback – recovery after payment).

## **Article 16**

The Supervisory Board shall be authorised to withdraw from this Policy in exceptional cases such as:

- Significant changes of market circumstances,
- Need for emergency reduction of expenses
- Impossibilities to employ a new member of the Management Board or retain a member of the Management Board due to the limitations from this Policy, which are the consequence of trends in the labour market.

In case of application of authorisations from this Article, the Supervisory Board shall adopt a Decision on Withdrawal from the Remuneration Policy and its statement of the reasons shall be a constituent part of the Remuneration Report for the year in which the withdrawal applied.

## **REMUNERATION OF MEMBERS OF THE SUPERVISORY BOARD**

## **Article 17**

Members of the Supervisory Board shall receive remuneration for their work in line with a special decision of the General Assembly of the Company. The amount of the remuneration shall be determined by the General Assembly in that decision.

The remuneration shall be determined in a fixed amount after the meeting of the Supervisory Board.

To keep independence and complete impartiality of the members of the Board, the remuneration of the Supervisory Board shall not depend on the results of the Company and shall not contain a variable part.

The Company shall deduct all the taxes, surcharges, contributions and/or other charges from the gross amount of the award.

## **PROCEDURE OF ADOPTION, IMPLEMENTATION AND SUPERVISION OF THE REMUNERATION POLICY**

### **Article 18**

The Supervisory Board shall adopt the Remuneration Policy on the recommendation of the Appointments and Remuneration Committee, and at least once in four years shall submit it to the General Assembly for adoption.

If the General Assembly does not adopt the Remuneration Policy, it shall be reconsidered and resubmitted to the General Assembly for adoption.

At resubmission for adoption, the proposal of the Remuneration Policy shall contain a review on the extent to which the new reconsidered Remuneration Policy has accepted the results of voting and views of shareholders on the previous Remuneration Policy and reports on the remuneration.

The Remuneration Policy shall be a basis for compilation of the Remuneration Report submitted to the General Assembly once a year.

The Remuneration Policy shall be publicly available on the Company websites, for a period of 10 years at minimum.

## **FINAL PROVISIONS**

### **Article 19**

The HR Department shall provide professional assistance in interpretation and support to the Supervisory Board and the Appointments and Remuneration Committee related to the Remuneration Policy and any amendments.

The Remuneration Policy shall be released on the Company websites.

### **Article 20**

This Policy shall enter into force on the date of its adoption by the General Assembly of the Company and shall apply for a period of 3 (three) years, including the financial year in which it was adopted.

Review of the Policy shall be carried out as required, and any decision on amendment of the Remuneration Policy shall be adopted in line with the Rules of Procedures of the Supervisory Board of the Company, and in compliance with this Remuneration Policy and relevant legal provisions.

The Supervisory Board shall be obliged to request approval from the General Assembly of the Company for any significant amendments of the Remuneration Policy.

President of the Supervisory Board

Ante Mandić

SPAN d.d.

Supervisory Board

Pursuant to Article 263.(3) and Article 300.c of the applicable Companies Act, and Article 16 of the Articles of Association of Span d.d. for information systems, with its registered office in Zagreb, Koturaška cesta 47, OIB 19680551758 (hereinafter: the Company), the Company's Supervisory Board hereby submits to the Company's General Meeting the following

## **REPORT ON THE SUPERVISION OF THE MANAGEMENT OF THE COMPANY**

I. The Company's Supervisory Board was established following the transformation of the Company from a limited liability company into a joint-stock company on December 13<sup>th</sup> 2019.

In 2025, the Supervisory Board of Span consisted of five (5) members:

1. Ante Mandić, Chairman of the Supervisory Board;
2. Aron Paulić, Deputy Chairman of the Supervisory Board;
3. Ivana Šoljan, Member of the Supervisory Board;
4. Mirjana Marinković, Member of the Supervisory Board
5. Barbara Gradečak, Member – employee representative on the Supervisory Board

The term of office of the Supervisory Board members listed under items 1–4 runs until September 30<sup>th</sup> 2029, while the term of office of the employee representative on the Supervisory Board runs until December 29<sup>th</sup> 2027.

Independent members account for 80% of the Supervisory Board.

The term of office of Supervisory Board members lasts no more than four (4) years. The powers of the Supervisory Board are determined by the provisions of the Companies Act, the Company's Articles of Association and the Rules of Procedure of the Supervisory Board.

Within its scope of authority, the Supervisory Board adopts decisions, assessments and opinions, grants approvals to Management Board decisions where required by the Rules of Procedure, the law or the Articles of Association, issues instructions to auditors, and together with the Management Board determines proposals of resolutions to be adopted by the General Meeting.

The Supervisory Board of the Company supervised the legality of operations, the keeping of business records in accordance with regulations, and discussed, analysed and accepted the Management Board's information relating to the overall circumstances of the Company.

- In 2025, the Supervisory Board held five (5) meetings at which it adopted the Work Plan for 2025, the Business Plan/Budget for 2025, and assessed the work of the Management Board and the work of the Supervisory Board for 2024. It also adopted the Internal Audit Work Plan and the Work Plan of the appointed auditor of the Span Group for 2025, examined and determined the annual financial statements prepared by the Management Board and the decision on profit allocation, the Auditor's Report prepared by Deloitte d.o.o., as well as the Remuneration Reports of the Management Board and the Supervisory Board. Based on the recommendation of the Audit Committee, the Supervisory Board proposed to the General Meeting the appointment of Deloitte d.o.o. as auditor of the Span Group for 2025 and 2026. The Supervisory Board adopted a decision appointing Mihaela Trbojević as the fourth member of the Management Board and granted consent to the Management Board Decision to consider the issuance of Sustainability-Linked Bonds and their listing on the Official Market of the Zagreb Stock Exchange. Cooperation between the Supervisory Board and the Management Board was assessed positively.
- Attendance at the meetings amounted to 88%. Mirjana Marinković, Barbara Gradečak and Aron Paulić attended all meetings; Ante Mandić attended four meetings and Ivana Šoljan attended three meetings.
- In 2025, the Supervisory Board adopted decisions by written procedure on three occasions, approving agreements with related parties, adopting the decision on the payment of the variable component of remuneration for the performance of Management Board members in 2024, and approving the Corporate Governance Practices Questionnaire and the Compliance Questionnaire for issuers.
- The Supervisory Board conducted a self-assessment of the profile and competencies of the Supervisory Board members and the members of its committees, in which all circumstances referred to in Article 42 of the Corporate Governance Code ("Code") were assessed. The self-assessment was carried out by the Deputy Chairman of the Supervisory Board without engaging an external assessor. The Supervisory Board determined that its composition and profile, as well as the composition and profile of its committees, meet the needs and activities of the Company. No recommendations were issued, as it was determined that all members of the Supervisory Board and its committees possess the knowledge, abilities and professional experience required to decide on all matters included on the agendas of meetings of the Supervisory Board and its committees.

- The Management Board assessed its effectiveness, as well as the effectiveness of individual members, and informed the Supervisory Board of its conclusions.
- All members of the Supervisory Board (except for the employee representative) are independent, and women account for 60% of Supervisory Board members. Administrative support in preparing Supervisory Board meetings is provided by the Company Secretary in an efficient and timely manner.
- The Supervisory Board was duly, timely and transparently informed by the Management Board of all key matters related to the operations of the Company and its subsidiaries that are important for the Company's sustainability.
- In addition to remuneration for their work on the Supervisory Board, no other remuneration was paid to Supervisory Board members in 2025.

**II.** The Supervisory Board of Span established the Audit Committee and the Nomination and Remuneration Committee.

**Audit Committee** performed its duties in accordance with the Audit Act, Regulation (EU) No 537/2014, other applicable regulations and the Rules of Procedure of the Audit Committee.

The Rules of Procedure of Span's Audit Committee are available on the Company's website: [Rules of Procedure of the Audit Committee](#)

In 2025, the Audit Committee operated in the following composition:

1. Ante Mandić – Chairman
  2. Nataša Zelenika – Member
  3. Tomislav Skorin – Member
- In 2025, the Audit Committee held four (4) meetings, with 100% attendance of its members. At the meetings, the Audit Committee considered and adopted the Internal Audit Report for 2024 and the annual work plan for 2025.
  - The Audit Committee considered and issued recommendations to the Supervisory Board regarding the adoption of the annual financial statements and consolidated annual financial statements of the Span Group, as well as the report on the status of the Company and its subsidiaries, together with the reports of the statutory auditors Deloitte d.o.o. for 2024. The Audit Committee recommended to the Supervisory Board to adopt the submitted proposal of the Decision on the appointment of the auditor for 2025 and 2026, whereby Deloitte d.o.o. is appointed as auditor of the Span Group, and to submit it to

the General Meeting for decision-making, where the proposal was adopted. It also adopted the annual audit work plan for 2025.

- The Audit Committee assessed the effectiveness of risk management and the internal control system, the status of the personal data protection system, procedures for approving and disclosing transactions between members of the Management Board or Supervisory Board and the Company (or persons connected with any party), and the effectiveness and application of the whistleblowing procedure.
- The Audit Committee regularly presented its conclusions and recommendations to the Supervisory Board.

**Nomination and Remuneration Committee** performed the duties determined by the Supervisory Board Decision on the establishment of the Nomination and Remuneration Committee and the provisions of the Committee's Rules of Procedure, which are available on the Company's website: [Rules of Procedure of the Nomination and Remuneration Committee](#).

In 2025, the Committee operated in the following composition:

1. Aron Paulić – Chairman
  2. Hana Horak – Member
  3. Lucia Ana Tomić – Member
- The Nomination and Remuneration Committee determined the proposal of the Management Board's objectives for 2025 and the key performance indicators (KPIs) for determining the amount of the annual bonus for the Management Board, which was submitted to the Supervisory Board and adopted. It also determined the achievement of objectives for determining the amount of the annual bonus for the Management Board for the previous year.
  - It supervised the amount and structure of remuneration for senior management and employees as a whole, issued a positive assessment and recommendations to the Management Board regarding its policies, and assessed the composition, size, membership and quality of the work of the Supervisory Board.
  - It determined the proposal of the Remuneration Report of the Management Board and the Supervisory Board for 2024.
  - The Committee reviewed the results of the 2025 organisational climate survey and approved the proposed amendments to the Rules of Procedure of the Nomination and Remuneration Committee in accordance with the new Code.
  - At an extraordinary meeting, it issued a positive opinion on the proposal to appoint Management Board member Mihaela Trbojević for a five-year

term and recommended to the Supervisory Board to adopt the submitted proposal. In the new composition of the Management Board, the share of female members amounts to 50%, in accordance with the provisions of the Directive on improving the gender balance among non-executive directors of listed companies.

- The Nomination and Remuneration Committee regularly reported to the Supervisory Board on its meetings and recommendations and submitted to it an annual report on its work.
- The Committee held four (4) meetings, attended by all members.

**III.** In the period from 1 January 2025 to 31 December 2025, pursuant to the powers set out in the Companies Act and the Company's Articles of Association, the Supervisory Board supervised the legality of the management of the Company's affairs, the keeping of business records in accordance with regulations, and the application of responsible business conduct in line with the principles of business practice relevant to the sustainability, welfare and protection of the Company's interests.

On the basis of Article 300b of the Companies Act, the Company's Management Board submitted the separate and consolidated financial statements of the Company and its subsidiaries (the Span Group), comprising the Management Board's Annual Report, the Independent Auditor's Report of Deloitte d.o.o., the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the Notes to the Financial Statements, as well as the report on relations with affiliated companies and the proposal of the decision on the allocation of profit generated from operations in 2025.

The Supervisory Board examined the annual financial statements for 2025, the report on relations with affiliated companies prepared by the Management Board, and the proposal of the decision on the use of profit reported for 2025.

At the same meeting, the Supervisory Board examined the auditor's report prepared by Deloitte d.o.o., which audited the annual financial statements for the 2025 financial year, following their prior examination by the Company's Management Board.

Within the meaning of Article 300.d of the Companies Act, and based on the review of financial and other relevant business documents, the Annual Report on the status of the Company and affiliated companies for 2025 (management report), together with the Corporate Governance Code Compliance Statement, and based on the Company auditor's report and other documentation presented to the Supervisory Board, the Supervisory Board concluded as follows:

- Span d.d. operates in accordance with the law, the Company's acts and the resolutions of the Company's General Meeting;
- The annual financial statements (consolidated and separate) have been prepared in accordance with the balances recorded in the Company's books and correctly present the assets and business position of the Company;
- The Supervisory Board has no objections to the submitted auditor's report on the financial statements (consolidated and separate);
- The Supervisory Board has no objections to the submitted Annual Report on the status of the Company and affiliated companies for 2025 (Management Report), together with the Corporate Governance Code Compliance Statement;
- The Supervisory Board has no objections to the submitted audited report on relations with affiliated companies;
- The Supervisory Board agrees with the proposal of the Management Board's decision regarding the use of profit reported for 2025.

In accordance with the above findings, the Supervisory Board agrees with the annual financial statements for 2025 and the auditor's opinion, whereby, pursuant to Article 300.d of the Companies Act, the Management Board and the Supervisory Board determined the Company's annual financial statements.

The Supervisory Board agrees with the Annual Report on the status of the Company and affiliated companies for 2025 (Management Report), together with the Corporate Governance Code Compliance Statement.

The Company's Management Board presented to the Supervisory Board a proposal of the decision on the use of profit for the 2025 financial year. The Supervisory Board agrees with the proposal of the Company's Management Board and will submit such proposal to the Company's General Meeting for adoption.

**IV.** In view of the foregoing, the Supervisory Board proposes that the General Meeting acknowledges the annual financial statements for 2025, the Annual Report on the status of the Company submitted by the Management Board, and this Report of the Supervisory Board on the supervision of the management of the Company, and that, accordingly, it adopts a resolution granting discharge to the members of the Management Board and the Supervisory Board of the Company for 2025 and other resolutions within its competence, in line with the proposals of the Management Board and the Supervisory Board.

Chairman of the Supervisory Board

Ante Mandić

*Application form for a shareholder for participation at the General Assembly of*

Span d.d.  
Management  
Board  
Koturaška cesta 47  
10000 Zagreb

APPLICATION FOR PARTICIPATION IN THE GENERAL ASSEMBLY OF SPAN d.d.

Acting in the capacity of a shareholder of Span d.d., I

\_\_\_\_\_  
(name and surname of the shareholder – natural person / title – company of the shareholder – legal entity)

\_\_\_\_\_  
(residential address of the shareholder - natural person / address of the registered office of the shareholder – legal entity)

\_\_\_\_\_  
(OIB (personal identification number) of the shareholder)

\_\_\_\_\_  
(number of shares of the shareholder)

hereby apply for participation at the General Assembly of Span d.d. (hereinafter referred to as: Company), which will take place on June 17th, 2026, starting at 11:00 a.m. at the following address: Savska cesta 32, HOTO Tower, 1st floor, 10000 Zagreb, Croatia and at a possibly postponed General Assembly.

I hereby state that I am aware of the fact that I will have the right to take part and vote at the General Assembly of the Company only if I apply in writing for participation to the Company and if my application is received by the Company not later than six (6) days before the day the General Assembly takes place within which period the day of receipt of the application to the Company is not included, i.e. is received by the Company not later than by June 10th 2026, provided that I am recorded as a shareholder in the depository of Središnje klirinško depozitarno društvo d.d. six (6) days before the General Assembly takes place, or on June 10th 2026, and that my related number of votes at the General Assembly is equal to the number of shares registered at my account in the depository of Središnje klirinško depozitarno društvo d.d. on June 10th 2026,

I also state that I will take part in the General Assembly (circle):

- a) In person (shareholder – natural person) / legal representative (shareholder - legal entity)
- b) Through an attorney-in-fact, according to the enclosed power of attorney.

\_\_\_\_\_  
(place and date)

\_\_\_\_\_  
(signature of the shareholder – natural person / name, surname and signature of the legal representative and stamp of the shareholder – legal entity)

Enclosed (*cross out the unnecessary item*):

1. Power of Attorney
2. An excerpt from the court or another register of the shareholder – legal entity

## POWER OF ATTORNEY

---

(name and surname of the shareholder – natural person / title – company of the shareholder – legal entity)

---

(residential address of the shareholder – natural person / address of the registered office of the shareholder – legal entity)

hereby authorize:

---

(name and surname of the proxy)

---

(address and ID card number of the proxy)

- to perform all preparatory actions that are required for participation in the General Assembly of the Span d.d. with the registered office in Zagreb, Koturaška cesta 47 (hereinafter referred to as: Company), which will take place on June 17th, 2026, starting at 11:00 a.m. at the following address: Savska cesta 32, HOTO Tower, 1st floor, 10000 Zagreb, Croatia and at a possibly postponed General Assembly.
- to discuss, give proposals and vote at the Assembly in line with the instructions given concerning all the issues that can be validly decided on at the Genral Assembly based on the shareholder rights

that belong to me based on \_\_\_\_\_ shares of the Span d.d. or, the number of shares registered in my account on June 10th 2026. in the depository of Središnje Klirinško Depozitarno Društvo d.d.

---

(place and date)

---

(signature of the shareholder – natural person / name, surname and signature of the legal representative and stamp of the shareholder – legal entity)

*Enclosed:*

*- an excerpt from the court or another register of the shareholder – legal entity*

*Application form for a shareholder's proxy for participation at the General Assembly of*

Span d.d.  
Management Board  
Koturaška cesta 47  
10000 Zagreb

APPLICATION FOR PARTICIPATION IN THE GENERAL ASSEMBLY OF SPAN d.d.

Acting in the capacity of a proxy of the shareholder of Span d.d., I

\_\_\_\_\_  
(name and surname of the shareholder – natural person / title – company of the shareholder – legal entity)

\_\_\_\_\_  
(residential address of the shareholder – natural person / address of the registered office of the shareholder – legal entity)

\_\_\_\_\_  
(OIB of the shareholder)

\_\_\_\_\_  
(number of shares of the shareholder)

(hereinafter referred to as: Shareholder) hereby apply for participation at the General Assembly of Span d.d. (hereinafter referred to as: Company), which will take place on June 17th 2026, starting at 11:00 a.m. at the following address: Savska cesta 32, HOTO Tower, 1st floor, 10000 Zagreb, Croatia and at a possibly postponed General Assembly.

I hereby state that I am aware of the fact that I will have the right to take part and vote at the General Assembly of the Company only if I apply in writing for participation to the Company and if my application is received by the Company not later than six (6) days before the day the General Assembly takes place within which period the day of receipt of the application to the Company is not included, i.e. is received by the Company not later than by June 10th 2026, provided that I am recorded as a shareholder in the depository of Središnje Klirinško Depozitarno Društvo d.d. six (6) days before the General Assembly takes place, or on June 10th 2026, and that my related number of votes at the General Assembly is equal to the number of shares registered at my account in the depository of Središnje klirinško depozitarno društvo d.d. on June 10th 2026.

\_\_\_\_\_  
(place and date)

\_\_\_\_\_  
(name, surname and signature of the proxy – natural person / name, surname and signature of the legal representative and stamp of the proxy – legal entity)

Enclosed:  
- Power of Attorney

*Form of power of attorney to a proxy authorized to submit an application for participation*

## POWER OF ATTORNEY

\_\_\_\_\_  
(name and surname of the shareholder – natural person / title – company of the shareholder – legal entity)

\_\_\_\_\_  
(residential address of the shareholder – natural person / address of the registered office of the shareholder – legal entity)

hereby authorize:

\_\_\_\_\_  
(name and surname of the proxy – natural person / title – company of the proxy – legal entity)

\_\_\_\_\_  
(address and number of ID card of the proxy – natural person / address of the registered office and MBS of the proxy – legal entity)

- to be able on my behalf and for my account to submit an application for participation, perform all preparatory actions that are needed for participation at the General Assembly of the Span d.d. with the registered office in Koturaška cesta 47 (hereinafter referred to as: Company), which will take place on June 17th 2026, starting at 11:00 a.m. at the following address: Savska cesta 32, HOTO Tower, 1st floor, 10000 Zagreb, Croatia and at a possibly postponed General Assembly.
- to discuss, give proposals and vote at the Assembly in line with the instructions given concerning all the issues that can be duly decided on at the Assembly based on the shareholder rights

that belong to me based on \_\_\_\_\_ shares of the Span d.d. or, the number of shares registered at my account on June 10th 2026, in the depository of Središnje Klirinško Depozitarno Društvo d.d.

\_\_\_\_\_  
(place and date)

\_\_\_\_\_  
(signature of the shareholder – natural person / name, surname and signature of the legal representative and stamp of the shareholder – legal entity)

*Enclosed:*

*- an excerpt from the court or another register of the shareholder – legal entity*