



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

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www.span.eu

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

OIB: 19680551758

LEI: 747800L0D5F39CX8NA43

Home Member State: Republic of Croatia

ISIN: HRSPANRA0007

Security: SPAN

Regulated market: Zagreb Stock Exchange

Market segment: Official market

Zagreb, May 3rd, 2023

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

- *Regulated information* -

we hereby inform you, as the aforementioned Issuer of the Shares which have been introduced to the Official market of the Zagreb Stock Exchange, that today, May 3rd, 2023, we have delivered to the following authorities:

- Zagreb Stock Exchange
- Croatian Financial Services Supervisory Agency - Officially appointed mechanism for the central storage of regulated information
- as well as announced on our official website: <https://www.span.eu/en/investors/>

an Invitation to the General Assembly of Span d.d., that will be held on June 14th, 2023, starting at 10:00 am at the following address: Savska cesta 32, HOTO Tower, 1st floor, 10000 Zagreb, Croatia.

The invitation to the General Assembly is published on the website of the court register, and also in all prescribed content, together with reports and other materials for the General Assembly, is published on the Company's website [INVESTORS | Span.eu](https://www.span.eu/en/investors/).

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

Span d.d.

Koturaška cesta 47, 10000 Zagreb

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: HRK 19,600,000.00 paid in full / OTP banka d.d., Split, IBAN: HR4324070001100472815 - Zagrebačka banka d.d., Zagreb, IBAN: HR5523600001101571538 - Raiffeisenbank Austria d.d., Zagreb, IBAN: HR3124840081107677905 - Addiko Bank d.d., Zagreb, IBAN: HR1025000091101019138 -Privredna banka Zagreb d.d., Zagreb, IBAN: HR512340009111016456 / Number of issued shares: 1.960.000, nominal value per share HRK 10.00 / President of the Management Board: Nikola Dujmović / Management Board Members: Marijan Pongrac, Dragan Marković, Antonija Kapović, Saša Kramar / President of the Supervisory Board: Jasmin Kotur

INVITATION TO THE GENERAL ASSEMBLY OF SPAN d.d.

Pursuant to the provisions of Article 277, paragraph 2 of the Companies Act and Article 22.1 of the Statute of Span d.d., the Management Board of Span d.d., with the registered seat in Zagreb, Koturaška cesta 47 (hereinafter: Span Plc. or "the Company"), on May 2nd 2023 passed the decision on the convocation of the General Assembly of the Company, and hereby invites the shareholders of the Company to the

GENERAL ASSEMBLY

of SPAN d.d.

which will be held on 14 June 2023, starting at 10:00 a.m. at the following address: Savska cesta 32, HOTO Tower, 1st floor, 10000 Zagreb, Croatia

with the following agenda:

1. Election of the Chairman of the General Assembly;
2. Annual financial statements of the Company and consolidated annual financial statements of Span Group for the business year 2022, including the Annual Report on the Status and Business Operations of the Company and Span Group for the business year 2022 and the Supervisory Board's Report on the Performed Supervision of Business Operations Management of the Company in the business year 2022;
3. Decision on the utilization of profit;
4. Decision on the approval of actions of the Members of the Management Board of the Company for the business year 2022;
5. Decision on the approval of actions of the Members of the Supervisory Board of the Company for the business year 2022;
6. Decision on the alignment of share capital and the nominal amount of shares due to the introduction of the euro as the official currency in the Republic of Croatia;
7. Decision on amendments to Articles 6, 21 and 23 of the Company's Statute;
8. Decision on the approval of the Report on remuneration to the Members of the Supervisory Board and to the Management Board Members in the business year 2022;
9. Decision on remuneration for Members of the Supervisory Board of the Company;
10. Decision on the election of Members of the Supervisory Board;

11. Decision on the appointment of the auditor of the Company and the Group for the business year 2023

Proposals of decisions of the General Assembly:

Ad 1) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

"Decision on the election of the Chairman of the General Assembly

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

Ad 3) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following decision:

"Decision on the utilization of profit for the year 2022

1. In the business year that ended on 31 December 2022, Span Group achieved net consolidated profit in the amount of HRK 50,536,506.14, and the net profit of Span d.d. amounts to HRK 41,944,428.10.

2. Payment of a dividend in the amount of HRK 10,00 / EUR 1.33 per share to the Company's shareholders is determined, in proportion to the number of shares they own.

3. Dividend shall be paid from the Company's profit realized in 2022.

4. Dividend shall be paid out to all shareholders that are registered as shareholders at the Central Depository and Clearing Company (SKDD) on 20th June 2023 (record date). Dividend payment claim matures on 3 July 2023 (payment date).

5. Date on which security of the Company will be traded without dividend payment right is 19th June 2023 (ex date).

6. The net profit for the business year 2022, which remains after the payment of the dividend in accordance with items 2 and 3 of this Decision, shall be allocated to the retained (undistributed) profit of the Company.

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

Ad 4) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following:

"Decision on the approval of actions of the Members of the Management Board

I. The approval of actions will be voted separately.

II. The approval of actions is given to the President of the Management Board, Mr. Nikola Dujmović, for the management of the Company's affairs in the previous business year.

III. The approval of actions is given to the Management Board Member, Mr. Marijan Pongrac, for the management of the Company's affairs in the previous business year.

IV. The approval of actions is given to the Management Board Member, Mr. Dragan Marković, for the management of the Company's affairs in the previous business year.

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

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

Ad 5) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following:

"Decision on the approval of actions of the Members of the Supervisory Board

I. The approval of actions will be voted separately.

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

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

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

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

Ad 6) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following:

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

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

- II. The nominal amount of the share, which is HRK 10.00, converted into euros according to the fixed conversion rate (which is HRK 7.53450 for EUR 1.00) amounts to EUR 1.33.
- III. For the purpose of aligning the share capital with the Companies Act, the share capital shall be increased:
 - a. from the amount of 2,601,367.04 euros
 - b. for the amount of 1,318,632.96 euros
 - c. to the amount of 3,920,000.00 euros.
- IV. The share capital increase shall be carried out by increasing the nominal amount of shares:
 - a. from the amount of 1.33 euros
 - b. for the amount of 0.67 euros
 - c. to the amount of 2.00 euros.
- V. The share capital shall be increased by the conversion of capital reserves in the amount of EUR 1,318,632.96, in accordance with the Company's financial statements for the year ending on 31 December 2022, which were adopted on 28 April 2023 and which have been without objections confirmed by the auditor, Deloitte d.o.o., Radnička cesta 80, 10 000 Zagreb, Republic of Croatia, who was previously appointed as the auditor by the Decision of the Company's Assembly.
- VI. After recalculation and alignment, the share capital amounts to EUR 3,920,000.00 and is divided into 1,960,000 ordinary shares with a nominal value of EUR 2.00.
- VII. In accordance with this Decision, the Company's Statute shall be amended.
- VIII. This Decision shall enter into force on the day of entry in the Court Register.
- IX. The Management Board and the President of the Supervisory Board of the Company are instructed to immediately take all the necessary legal actions and submit an application for the entry of this Decision in the Court Register immediately after the adoption of this Decision.
- X. The Management Board is instructed to initiate all necessary legal actions for the implementation of this corporate action in the system of the Central Depository and Clearing Company (hereinafter: SKDD) in accordance with the regulations, rules and instructions of the SKDD, upon entering this Decision in the Court Register."

Ad 7) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"23.3. Notices under Article 281(1) and (2) of the Companies Act (Official Gazette 1111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23) shall be provided by electronic communications only."

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

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

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

Ad 8) The Management Board and the Supervisory Board of the Company propose to the General Assembly to adopt the following:

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

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

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

Ad 9) The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

"Decision on remuneration for Members of the Supervisory Board of the Company

- I. Members of the Supervisory Board shall be remunerated in the amount of 1000,00 (one thousand) euros gross, per session.
- II. The Company shall deduct and pay from the amount of remuneration from item I of this Decision all fees that are paid in accordance with the applicable positive regulations for the remuneration of members of the Supervisory Board.
- III. This Decision shall enter into effect as at the day of its passing."

Ad 10) The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

"Decision on the election of Members of the Supervisory Board

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

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

1. Mrs. Ivana Šoljan, holder of Master's degree in Business Communications Management, university Bachelor's degree in Theatre Directing and Radio Broadcasting, from Zagreb, Draškovićeva ulica 12, personal identification number (OIB): 07062097987;
2. Mrs. Mirjana Marinković, holder of Master's degree in Economics, from Zagreb, V. Ruždjaka 27, personal identification number (OIB): 35088274407.

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

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

Ad 11) The Supervisory Board of the Company proposes to the General Assembly to adopt the following decision:

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

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

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

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

INVITATION AND INSTRUCTIONS FOR SHAREHOLDERS
CONCERNING THEIR PARTICIPATION IN THE GENERAL ASSEMBLY
(hereinafter – Instructions)

Total number of shares and voting rights

1. The Company's share capital is divided into 1,960,000 registered shares, in the nominal amount of HRK 10.00 / EUR 1.33. All the shares are regular and registered, and the total number of voting rights on the date of publication of this Invitation is 1,943.045 shares, given that one share gives the right to one vote and that the rights from Company shares are dormant. On the day of convening this General Assembly, Span d.d. holds 16,955 Company shares.

2. Company shares exist only in the form of dematerialized securities in the computer system of SKDD. According to the Company, only those who have registered shares of the Company in their securities account at the SKDD are considered shareholders.

Share symbols

ISIN: HRSPANRA0007

Trading symbol at Zagreb Stock Exchange: SPAN

Trading symbol at Central Depository and Clearing Company: SPAN-R-A

Invitation, time and venue of the General Assembly

1. The shareholders of the Company are invited to participate in the work of the General Assembly to be held in Savska cesta 32, HOTO Tower, 1st floor, 10000 Zagreb, Croatia, on 14 June 2023 at 10:00 a.m.

2. The participants are invited to come to the General Assembly on 14 June 2023 at least one (1) hour prior to its scheduled beginning for the purpose of timely registration of participants and in order for the Committee for Participant Registration to make a list of participants in the work of the General Assembly. When registering, the shareholders or their proxies or representatives have to submit to the Committee a valid identification document provided under law, while the proxies who are legal persons have to submit an excerpt from the court register or other appropriate register in which the legal person concerned is entered or other appropriate public document, if such a document was not

submitted with the application for participation in the General Assembly. After they have registered, the participants may leave the General Assembly only after informing the Committee for Participant Registration, until the conclusion of the General Assembly.

Participation and voting at the General Assembly

3. Each shareholder of the Company who has submitted to the Company, either personally or through their proxy or representative, an application for participation in written form and at the latest six days prior to the holding of the General Assembly, taking into account that the day the application reaches the Company is not included into that deadline, i.e., no later than 7 June 2023, shall have the right to participate in the General Assembly. A legal or natural person who is registered as Company shareholder with the SKDD on the last day for the application for participation in the General Assembly, i.e., on 7 June 2023, shall be considered a Company shareholder entitled to participate in the General Assembly.

4. The application shall have the following contents and attachments:

I. Application for shareholder – natural person

- Name and surname, residence, address and the total number of shares of the shareholder concerned

II. Application for shareholder – legal person

- Company name of the legal person, seat and address, company identification (tax) number (OIB)

- The total number of shares of the shareholder concerned

- An excerpt from the court register or from other register in which the legal person is entered or a copy of such document, a certified copy or other appropriate public document clearly showing that the application was signed by a person who is under law authorized to represent the legal person concerned shall be attached to the application

III. Application submitted by shareholder's proxy

a) Proxy – natural person:

- Name and surname, residence and address of the proxy

- List of shareholders the proxy is representing and the total number of shares of all represented shareholders

- All individual powers of authority on the recommended form shall be attached to the application

b) Proxy – legal person:

- Company name, seat and address and proxy's company identification (tax) number (OIB)

- List of shareholders the proxy is representing; for each shareholder – number of their account with the Central Depository and Clearing Company and the total number of shares of all represented shareholders

- Individual powers of authority given by shareholders in written form shall be attached to the application; if a shareholder is a legal person, the attachment shall contain an excerpt from the court register or other register in which the legal person is entered or a copy of such document, a certified copy or other public document clearly showing that the power of authority was signed by a person who is under law authorized to represent the legal person concerned.

5. For minors and legally incapable or partially capable natural persons, application shall be submitted by their statutory representative, who represents them and an original document or a copy or certified copy thereof proving the status of statutory representative shall be enclosed to the application.

6. Shareholders may be represented at the General Assembly by proxies on the basis of a valid written power of authority issued by the shareholder, or issued by a person legally authorized to represent the shareholder on behalf of a shareholder who is a legal entity.

7. The power of authority for the application for participation and/or voting at the General Assembly shall include name and surname or company name, residence or seat and address of the giver of authority, the total number of shares, name and surname or company name, residence or seat and address of the proxy, signature of the giver of authority or statutory representative or representative under law, if the giver of authority is a legal person.

The power of authority is valid only for this session of the General Assembly, that is, for the next one that will be held at the time specified in the event of a lack of quorum.

It is recommended to use forms for the application for participation in the General Assembly and for the power of authority, which can be obtained at the seat of the Company and on the web site of the Company www.span.eu

8. The application for participation in the General Assembly and the power of authority, as well as any other attachment, shall be in the Croatian language; if they are in a foreign language, they shall be translated into Croatian by an authorized court interpreter.

9. Applications for participation in the General Assembly shall be submitted directly to the Company at its seat in Zagreb, Koturaška cesta 47, or sent to the Company by registered mail to the address: Span d.d., Koturaška cesta 47, 10 000 Zagreb, Attn. Legal Department.

10. Applications for participation in the General Assembly shall be considered timely submitted if they are, in accordance with these Instructions, submitted or sent by mail to the Company by 24:00 hours on 7 June 2023, at the latest. The shareholders who have failed to apply for participation in the General Assembly correctly and in accordance with these Instructions or who have failed to attach to the application the documents provided under these Instructions shall not be entitled to participate in the General Assembly.

11. Pursuant to the Statute of the Company, the General Assembly cannot pass valid decisions unless attended by the shareholders, in person or via proxy, representing more than half of the share capital of the Company (quorum). If the quorum will not be met, the General Assembly will be held on the same day with commencement at 6:00 p.m., at the same venue, with the same agenda and will be able to pass valid decision notwithstanding to the amount of the capital represented.

Shareholder rights to ask questions, request amendments to the agenda, submit counterproposals and the right on information

12. The shareholders who intend to ask questions at the General Assembly regarding individual agenda items are hereby asked, for the purpose of efficient organization of the work of the General Assembly, to announce their intention in writing when submitting their application for participation in the General Assembly or during the registration of participants prior to the General Assembly at the latest, and to indicate the agenda item which their question or proposal will refer to and the content of their question.

13. Shareholders who together hold a twentieth part of the share capital of the Company have the right to request, after the General Assembly is convened, that an additional item is included in the agenda and published, and while doing so, the new agenda item should be accompanied by an explanation or respective decision proposal. Shareholders deliver the requests to add new items to the agenda to the seat of the Company (Span d.d., Koturaška cesta 47, 10 000 Zagreb). In order for the amended agenda to be validly published according to the Companies Act, the request to add new items to the agenda has to be received by the Company at least 30 days prior to the day the General Assembly takes place. This deadline does not include the day the request is received by the Company. In case the previously stated deadline is not observed the proposed additional items of the agenda would be considered as not validly published and no decision on them can be made at the General Assembly.

14. Shareholders have the right to submit counterproposals to the proposals submitted by the Management Board and/or Supervisory Board relating to the particular agenda item. Counterproposals, together with the names and surnames of shareholders, explanation and opinion by the Management Board shall be made available to shareholders on web pages of the Company (www.span.eu), in case a shareholder submits his/her counterproposal to the seat of the Company (Span d.d., Koturaška cesta 47, 10 000 Zagreb) at least 14 days prior to the day the General Assembly takes place. The date counterproposal is received by the Company is not included in the 14-day deadline. In case the shareholder does not exercise this right, he/she shall still be entitled to make counterproposals at the General Assembly. The same applies to shareholders proposals regarding the election of the Supervisory Board Members or appointment of the auditor of the Company.

15. At the General Assembly, the Company's Management Board shall give each shareholder, upon his/her request, notices about the Company's affairs, if this is necessary for the assessment of issues on the agenda, whereby the notice may be withheld for reasons determined by the Companies Act.

16. The materials for the General Assembly, when required so under the law, will be made available to the shareholders and for issuing of copies at the office of the Company in Zagreb, Savska cesta 32, on every working day from the day on which the Invitation to the General Assembly is published to the day of the General Assembly, from 10:00 a.m. to 2:00 p.m. At the same date the materials for the General Assembly shall be published on the Company's web pages (<https://www.span.eu/hr/investitori/>). Shareholders are kindly asked to announce their arrival to the office of the Company a day in advance by sending an e-mail to Investor Relations e-mail address (investors@span.eu) or by calling one of the telephone numbers listed as contacts below.

In Zagreb, 2nd May 2023

SPAN d.d.

Management Board

Contact:

Investor Relations:

Petra Keča Vidović | Investor Relations Manager

investors@span.eu | Phone +385 1 6690 210 | Mobile +385 91 6224 455

www.span.eu

Explanation of proposals of General Assembly decisions:

Ad 1) Explanation of the proposal for election of the Chairman of the General Assembly

Attorney Stjepan Lović is a partner in the Grubišić & Lović & Lalić law firm with many years of experience in commercial and company law. Mr. Lović has extensive experience in leading the general and extraordinary assemblies of companies and in preparing the documentation prescribed by law and the articles of association so that the assembly could validly make all the necessary decisions. He also has experience in leading meetings and other bodies of commercial companies, as well as representing members at company assemblies.

It is therefore proposed that he is elected as Chairman of the Assembly for this convocation.

Ad 2) Annual financial statements of the Company and consolidated annual financial statements of Span Group for the business year 2022, including the Annual Report on the Status and Business Operations of the Company and Span Group for the business year 2022 and the Supervisory Board's Report on the Performed Supervision of Business Operations Management of the Company in the business year 2022

Pursuant to the obligation from Article 280a, paragraph 1, item 2 of the Companies Act, Span d.d. informs its shareholders that, pursuant to Article 300d of the Companies Act and pursuant to Article 25 of the Statute of the Company, the annual financial statements of the Company and consolidated annual financial statements of Span Group for the business year 2022 are adopted both by the Management Board and the Supervisory Board and, therefore, the General Assembly does not pass a decision thereon.

The said audited financial statements, together with the auditor's report, the Annual Report on the state and operations of the Company and Span Group for the business year 2022, and the Report of the Supervisory Board on the supervision of the Company's operations in the business year 2022, will be presented to the General Assembly of the Company.

The General Assembly does not pass any decisions under this agenda item.

Ad 3) Explanation of the proposal of decision on the utilization of profit

The Management Board and the Supervisory Board of the Company propose to the General Assembly to pass a decision by which a part of the net profit in the amount of HRK 10,00 / EUR 1.33 per share will be distributed to shareholders as dividend payment, and the net profit for the business year 2022 that remains after the payment of the dividend will be allocated to retained (undistributed) profit of the Company.

The proposed dividend is within the range declared by the Company's Dividend Policy and represents a 38.5% pay-out of the distributable profits earned in the year 2022.

Ad 4) Explanation of the proposal of decision on the approval of actions of the Members of the Management Board for the business year 2022

Pursuant to Article 280, paragraph 3 of the Companies Act, the Management Board and the Supervisory Board of the Company propose to the General Assembly to pass the decision by which approval of actions is given to the Members of the Management Board of the Company for the business year 2022. It is hereby proposed that the Assembly approves the manner of the work of the Management Board for the business year 2022.

Ad 5) Explanation of the proposal of decision on the approval of actions of the Members of the Supervisory Board of the Company for the business year 2022

Pursuant to Article 280, paragraph 3 of the Companies Act, the Management Board and the Supervisory Board propose to the General Assembly to pass the decision by which approval of actions is given to the Members of the Supervisory Board of the Company for the business year 2022. It is hereby proposed that the Assembly approves the manner of the work of the Supervisory Board for the business year 2022.

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

Pursuant to the provisions of the Act on the Introduction of the Euro as the Official Currency in the Republic of Croatia (Official Gazette 57/22, 88/22) and the Companies Act (Official Gazette 111/93, 34/99, 121/99, 52/00, 118/03, 107 /07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15, 40/19, 34/22, 114/22, 18/23), the Company proposes to adopt a decision on the alignment of the share capital and the nominal amount of the Company's shares, in such a way as to increase the amount of the nominal value of the share from EUR 1.33, obtained by converting it into euros using a fixed conversion rate (which amounts to HRK 7.53450 for EUR 1.00) with rounding to the nearest cent, to the amount of EUR 2.00. The said increase in the nominal amount of the share is carried out in order to round the nominal amount of the shares to a whole number, as prescribed by Article 163, paragraph 4 of the Companies Act.

Ad 7) Explanation of the proposal of decision on amendments to Articles 6, 21 and 23 of the Company's Statute

Item 2 of the Decision adjusts the amount of share capital in euros, and the amount of the nominal value of one share, in accordance with the provisions of the Act on Amendments to the Companies Act (Official Gazette 114/22) due to the introduction of the euro as the official currency in the Republic of Croatia. Item 3 of the Decision clarifies the method of determining the quorum required for holding the General Assembly and the majority for making valid decisions of the General Assembly based on the relevant provisions of the Companies Act. Item 4 of the Decision aligns the deadline for submitting an application for the participation of shareholders at the General Assembly in accordance with the Companies Act.

Ad 8) Explanation of the proposal on decision on the approval of the Report on remuneration to the Members of the Supervisory Board and to the Management Board Members in the business year 2022

In line with Article 272.r of the Companies Act, the Management Board and the Supervisory Board compiled the Report on remuneration paid to the members of the Supervisory Board and Management Board members in the previous business year and referred it to the Auditor for review, according to the Act.

The Auditor of the Annual Financial statements, the company Deloitte d.o.o., reviewed the Report and issued their opinion on compliance of the Report with the prerequisites stated in Article 272.r, paragraphs 1 and 2 of the Companies Act. The Report, together with the Auditors' Report, has been published as Attachment 1 of the Invitation to this General Assembly.

It is proposed to approve the Report since the Company considers the remuneration of the Management Board and Supervisory Board Members to be appropriate to the engagement and work they are performing and to the status and business affairs of the Company.

Ad 9) Explanation of the proposal of decision on remuneration for Members of the Supervisory Board of the Company

Pursuant to Article 269, paragraph 3 of the Companies Act and in accordance with the existing decisions and competences of the Supervisory Board, the Supervisory Board of the Company proposes to the General Assembly to adopt a decision on remuneration for the work of members of the Supervisory Board. For the purpose of independence and complete objectivity of the members, the awards of the Supervisory Board of the Company do not depend on the results of the Company and do not contain a variable part.

Ad 10) Explanation of the proposal of decision on the election of Members of the Supervisory Board

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

Based on Article 256 of the Companies Act, the Supervisory Board proposes to the General Assembly the election of Mrs. Ivana Šoljan and Mrs. Mirjana Marinković as new members of the Company Supervisory Board.

Mrs. Ivana Šoljan graduated in theatre direction and broadcasting and business communication. Mrs. Šoljan is one of the first private entrepreneurs in Croatia, with experience in launching, financing and selling projects in the media, tourism and telecommunications industry. Since she held executive positions as executive director or board member in several management teams (IN2, Jupiter Adria, Croatian Telekom, Iskon, Europapress Holding, Z3 tv, etc.), responsible mainly for sales, marketing and business development, she also has extensive general management experience. Together with Ivica Mudrinić, she is the co-founder of the Luka Foundation, a charitable foundation that finances university tuition for gifted female students without economic means.

Mrs. Šoljan is the director or a member of the Management Board in the companies BACKSTAGE CONSULTING d.o.o., INCLUDE d.o.o. and NEST 01 d.o.o.

Mrs. Mirjana Marinković is the director of SAPIENTIA Nova d.o.o. Zagreb and a member of the Management Board of SPECIJALIST d.o.o. Zagreb. She graduated in 1998 from the Faculty of Economics of the University of Zagreb. After that, she continued her formal education by attending postgraduate studies in accounting, finance and auditing. In 2008, Mrs. Marinković was awarded by the professional organization - Croatian Association of Accountants and Financial Professionals (HZRiFD), with the annual award "Prof.dr.sc. Ferdo Spajić". She is certified as a professional TQ trainer. Her 25-year professional career began and is related to investment funds and the leasing industry in the Republic of Croatia, and includes the position of financial director/procurator on the restructuring project at Hypo in the period 2011-2012, as well as the head of Group consolidation in the restructuring project of AGROKOR Group. Mrs. Marinković specializes primarily in business start-up, risk management, IFRS/IAS and entrepreneurial activity.

Mrs. Marinković is director in the companies SAPIENTIA Nova d.o.o., SPECIJALIST d.o.o., SPECIALIST Profil d.o.o., LAZZZ d.o.o., SALTEM micro j.d.o.o., EREPTOR d.o.o., MARE ADRIATICUM NAUTIKA d.o.o. and LIME MOBILITY d.o.o.

By proposing Mrs. Šoljan and Mrs. Marinković for the election of new members of the Supervisory Board, the Company intends to comply with the provisions of the Code of Corporate Governance of the Zagreb Stock Exchange d.o.o. and Croatian financial services supervisory agency on the independence of members and the composition of the Supervisory Board, which includes members of different genders, ages, profiles and experiences.

Ad 11) Explanation of the proposal for the appointment of the auditor of the Company

Pursuant to Article 280, paragraph 3 of the Companies Act, the Supervisory Board of the Company proposes to the General Assembly to adopt the decision on the appointment of the company Deloitte Limited Liability Company for audit services, with headquarters

in Zagreb, Radnička cesta 80, (Zagreb Tower), company registration number (MBS) 030033053, company identification (tax) number (OIB) 11686457780, registered in the Register of Audit Companies maintained by the Croatian Chamber of Auditors under registration number 100001360.

INDEPENDENT LIMITED ASSURANCE REPORT ON THE REMUNERATION REPORT FOR THE YEAR 2022

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

We were engaged by the Management Board of the company SPAN d.d. ("the Company") to, in accordance with the provisions of Article 272.r (3) of the Companies Act, conduct a limited assurance engagement for the accompanying Remuneration report for the year ended 31 December 2022 ("Remuneration report") prepared by the Management and Supervisory Board of the Company.

Our task is to, based on procedures conducted and evidence obtained, provide a conclusion in the form of an independent limited assurance report on the examined Remuneration report.

Subject matter

Pursuant to the provisions of Article 272.r (3) of the Companies Act and the contract concluded with the Company, we conducted a limited assurance engagement for the accompanying Remuneration report for the year ended 31 December 2022 ("Remuneration report") prepared by the Management and Supervisory Board of the Company.

Applicable criteria

The applicable criteria for determining individuals to be included in the Remuneration report and requirements concerning the disclosure thereof have been defined in the provisions of Article 272.r (1) and (2) of the Companies Act.

Responsibilities of the Management Board and Supervisory Board

The Management and Supervisory Board are responsible for:

- Preparing the Remuneration report for the year 2022 in line with disclosure requirements defined in Article 272.r (1) and (2) of the Companies Act;
- Determining individuals to be included in the Remuneration report in line with Article 272.r (1) of the Companies Act;
- Selecting and then applying relevant remuneration policies, as well as adopting reasonable judgements and estimates in relation to data disclosed in the Remuneration report;
- Measuring remuneration for the year ended 31 December 2022 in line with the provisions of Article 272.r (1) and (2) of the Companies Act; and
- Publishing the Remuneration report on the Company website in line with the provisions of Article 272.r (4) of the Companies Act.

The Management Board of the Company is responsible for the design, implementation and maintenance of internal control systems ensuring to a reasonable extent that the previously described data contain no material misstatements, whether due to fraud or error. In addition, the Management and Supervisory Board of the Company are required to secure the completeness and accuracy of the documentation delivered.

Društvo upisano u sudski registar Trgovačkog suda u Zagrebu: MBS 030022053; uplaćen temeljni kapital: 44.900,00 kuna; direktori društva: Dražen Nimčević, Katarina Kadunc; poslovna banka: Privredna banka Zagreb d.d., Radnička cesta 50, 10 000 Zagreb, ž. račun: 2340009-1110098294; SWIFT Code: PBZGHR2X IBAN: HR3823400091110098294.

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

**INDEPENDENT LIMITED ASSURANCE REPORT ON THE REMUNERATION REPORT FOR THE YEAR 2022
(CONTINUED)***Our responsibilities*

We have completed our assurance engagement in line with Article 272.r (3) of the Companies Act and in line with the International Standard for Assurance Engagements (ISAE) 3000 – *Assurance Engagements other than Audits or Reviews of Historical Financial Information (Revised)*. This regulation requires us to meet the relevant ethical standards and plan and perform our engagement in a way that enables us to use evidence obtained to form our conclusion on whether the report contains information stipulated in the relevant legal requirements.

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. 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

The nature and scope of our actions were determined based on a risk assessment and our professional judgement with the purpose of obtaining limited assurance.

With reference to the engagement subject, we conducted the following procedures:

- We made enquiries to the members of the Management Board, Supervisory Board, and other Company staff in order to gain an understanding of remuneration policies and the Remuneration report preparation procedure;
- We obtained from the Company a list of all Management and Supervisory Board members in 2022 and verified whether their remuneration had been disclosed in the Remuneration report;
- We adjusted the remuneration data from the Remuneration report with the accounting records of the Company (general and special ledgers) for the year ended 31 December 2022;
- We examined the relevant Company documentation (contracts and remuneration) concerning remuneration data disclosed in the Remuneration report; and
- We verified whether the Remuneration report included all data required by the provisions of Article 272.r (1) and (2) of the Companies Act.

The scope of the limited assurance engagement is substantially smaller than the scope of the reasonable assurance engagement in terms of risk assessment procedures, including the understanding of internal controls and procedures implemented in response to the assessed risks.

We believe that the obtained evidence is sufficient and appropriate to provide an adequate basis for our limited conclusion.

**INDEPENDENT LIMITED ASSURANCE REPORT ON THE REMUNERATION REPORT FOR THE YEAR 2022
(CONTINUED)***Limited assurance conclusion*

Based on the procedures conducted and evidence obtained, nothing caused us to believe that the Remuneration report for the year 2022 prepared by the company SPAN d.d. did not contain data, in all material aspects, stipulated in Article 272.r (1) and (2) of the Companies Act.

Limitations on the use of our Report

Our report is intended solely for the Management and Supervisory Board of the Company for the purpose of reporting to Shareholders' assembly on the Remuneration report prepared by the Company for the year ended 31 December 2022 in line with Article 272.r of the Companies Act. We allow the publication of this report on the Company website in line with the provisions of Article 272.r (4) of the Companies Act. Our report is not, nor does it constitute, a legal opinion on the compliance with Article 272.r (4) of the Companies Act.

In the event of additional information or data that were made available or accessible to us, or erroneous or misleading oral or written representations and explanations, our findings, interpretations, or opinions in our limited assurance report might be incomplete or may result in the need for additional procedures that do not belong in the scope of this engagement.

To the greatest extent permitted by law, we do not accept or agree to any liability to any other party, except to the Management and Supervisory Board of the Company, with regard to our work or this independent limited assurance report or the conclusions we made.

The Management and Supervisory Board are responsible for publishing the Remuneration report on the Company website, as well as data accuracy. The scope of our work does not entail the review of data and we accept no responsibility for any amendments to the Remuneration report based on the Independent limited assurance report or any differences between the report we issued and the data disclosed on the Company website.

Katarina Kadunc

Director and certified auditor

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

Deloitte d.o.o.

28 April 2023

Radnička cesta 80

10 000 Zagreb

Republic of Croatia

In line with Article 272.r (3) of the Companies Act and relevant provisions of the Corporate Governance Code of Zagrebačka burza d.d. and the Croatian Financial Services Supervisory Agency, the Management Board and Supervisory Board of the company Span d.d. (hereinafter: "the Company" or "Span") have prepared the following

REPORT ON THE REMUNERATION OF THE MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD FOR THE YEAR 2022

1. Introduction

The Report on the Remuneration of the Members of the Management Board and Supervisory Board of the Company Span for the year 2022 (hereinafter: "the Remuneration Report") has been prepared in order to meet the requirements stipulated in Article 272.r of the Companies Act.

The Remuneration Report provides information on all remuneration payments that the Company made or undertook to make to current or former members of the Management Board or the Supervisory Board over the course of the last business year.

2. Management Board

In 2022, the Management Board of Span consisted of the following members:

- Nikola Dujmović – President of the Management Board
- Marijan Pongrac – member of the Management Board
- Dragan Marković – member of the Management Board
- Antonija Kapović – member of the Management Board
- Saša Kramar – member of the Management Board.

The status of the Management Board members has been defined in the provisions of the Company's Articles of Association and their Management Board Member Contracts.

2.1. Remuneration of the Management Board members

The Company's General Assembly of 13 June 2022 adopted the Decision on the Adoption of the Remuneration Policy of the Company Span d.d. (hereinafter: "the Remuneration Policy"), defining the remuneration the Management Board members are entitled to during their term in office. The aim of Span's Remuneration Policy is to secure balanced, sustainable, and transparent remuneration of the Management Board members, rewarding their contribution to the Company's successful performance.

This version of the remuneration report is a 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 remuneration report takes precedence over this translation.

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

- balance and transparency of all remuneration elements;
- performance-based compensation and accountability for the results achieved;
- special focus on fixed remuneration, discouraging excessive risk-taking, with variable remuneration related to the overall realisation of Company goals;
- setting short-term and long-term goals, as well as financial and non-financial goals;
- remuneration should be realistic and competitive, in line with the situation and practices on the relevant IT market.

The Company and the member of the Management Board agree on the following remuneration:

- (a) monthly salary;
- (b) annual bonus;
- (c) contributions and other benefits.

Fixed remuneration shall account for at least 60% of total remuneration.

- (a) Monthly salary constitutes a fixed part of the remuneration of the Management Board member, defined in the contract the relevant member concluded with the Company, approved by the Supervisory Board in the name of the Company. Monthly salary is not dependent on the Management Board member's fulfilment of objectives or performance, but it does reflect the complexity of the tasks, competences, and legal and organisational responsibilities of the Management Board members in terms of managing the Company's operations. Since the Management Board members of Span act and adopt decisions jointly and have the same scope of responsibilities in order to act in the best interest of the Company, all members receive the same fixed monthly remuneration/salary. In 2022, the gross amount of the fixed monthly remuneration/salary amounted to HRK 75,000.00, and pursuant to the decision of the Supervisory Board of the Company, in line with the recommendation issued by the Nomination and Remuneration Committee, this amount was increased to HRK 90,000.00 as of 01/12/2022.
- (b) The annual bonus constitutes a variable part of the Management Board members' remuneration and amounts to a maximum of 40% of their annual salary, which is equal to 12 monthly gross salaries, as defined in the contract concluded between individual Management Board members and the Company. The purpose of the annual bonus is to reward the performance of Management Board members based on their realisation of financial and non-financial goals in a particular business year in line with the following criteria: financial indicators, successful opening up of new markets, acquisition of new international users, increased sales for certain types of services, increased employee satisfaction, retention of key employees or other relevant HR goals etc. The relevant criteria are linked to the realisation of the Company's strategy and business growth. At the beginning of each business year, the Supervisory Board of the Company defines both financial and non-financial goals of the Company for that year as well as key performance indicators (KPIs) to be considered when determining whether the goals set were achieved. The amount of the annual bonus to be paid to a Management Board member is calculated based on the percentage of the target KPI realised, as determined by the Supervisory Board. The annual consolidated audited financial statements of the Group are used to determine whether the financial goals have been met, whereas the official report of the Company and/or quantitative and/or qualitative research by the competent independent partners are used for assessing the achievement of non-financial goals. The Supervisory Board shall adopt the Decision on the Payment and Amount of the Annual Bonus within 30 days from the adoption of the annual financial statements for the year to which the annual bonus refers by the General Assembly of the Company.
- (c) Contributions and other benefits of Management Board members include company vehicles to be used 24/7, additional health insurance, and personal liability insurance policies.

While setting the amount and type of remuneration, we considered relevant business practices in terms of defining remuneration for management staff, together with terms and conditions, and practices in the IT sector.

2.1.1. Remuneration of the Management Board members in 2022

The amount of gross remuneration paid in 2022 (regardless of the period to which the remuneration refers) for the Management Board members of Span d.d. are detailed in the table below:

Name and surname	Annual gross salary / remuneration (gross 2)	%	Other remuneration	%	Variable remuneration paid in cash	%	Variable remuneration paid in shares	%	Total annual remuneration paid
	1	2	3	4	5	6	7	8	9 (1+3+5+7)
Nikola Dujmović	HRK 1,134,296	76%	HRK 13,100	1%	HRK 7,500	1%	HRK 342,932	23%	HRK 1,497,828
Marijan Pongrac	HRK 1,109,190	76%	HRK 7,100	0%	HRK 7,500	1%	HRK 342,932	23%	HRK 1,466,722
Dragan Marković	HRK 1,093,967	67%	HRK 13,100	1%	HRK 7,500	0%	HRK 523,314	32%	HRK 1,637,881
Antonija Kapović	HRK 1,099,044	71%	HRK 15,100	1%	HRK 7,500	0%	HRK 434,232	28%	HRK 1,555,876
Saša Kramar	HRK 1,135,631	68%	HRK 14,100	1%	HRK 7,500	0%	HRK 523,314	31%	HRK 1,680,545

* Other remuneration – meal allowances, Christmas bonuses, jubilee awards, support, gifts for children, voluntary pension payments

2.1.2. Variable remuneration

Variable remuneration paid in June 2022 refers to the annual bonus for 2021 paid to the Management Board members in shares in line with Article 6 of the Remuneration Policy as detailed below.

Name and surname	Number of allotted shares	Total amount of remuneration in shares
Nikola Dujmović	1,000	HRK 342,932
Marijan Pongrac	1,000	HRK 342,932
Dragan Marković	1,526	HRK 523,314
Antonija Kapović	1,270	HRK 434,232
Saša Kramar	1,526	HRK 523,314
Damir Bočkal	916	HRK 314,126
TOTAL	7,238	HRK 2,480,850

2.1.3. Amount reserved for annual bonus payments

Pursuant to the provisions of Article 5 of the Remuneration Policy – *Annual bonus*, in 2022 the amounts detailed below have been reserved for the payments of annual bonuses to the Management Board members in 2023, if the defined goals are met. The total amount reserved for the payment of annual bonuses in 2023, which may, in line with Article 6 of the Remuneration Policy, amount to a maximum of 40% of the annual salary of a Management Board member, has been translated into a corresponding number of shares, and the amount was reserved based on the last share trading price on the Zagreb Stock Exchange as at 31/12/2022 (HRK 268).

Name and surname	Number of reserved shares	Total amount of remuneration in shares	% of annual salary
Nikola Dujmović	1,044	366,000	40%
Marijan Pongrac	1,044	366,000	40%
Dragan Marković	1,044	366,000	40%
Antonija Kapović	1,044	366,000	40%
Saša Kramar	1,044	366,000	40%
TOTAL:	5,220	1,830,000	

In line with Article 5 of the Remuneration Policy, the Supervisory Board of the Company decides on the payment and amount of the annual bonus for the year 2023 within 30 days from the adoption of the annual financial statements for the year 2023 by the General Assembly of the Company. As at the payment date, the amounts of annual bonuses will be translated into a number of shares, in compliance with the effective Remuneration Policy.

2.1.4. One-off rewards

In line with Article 247.a (2) of the Companies Act and Article 13 of the Remuneration Policy, the Supervisory Board adopted the Decision on the Derogation from the Remuneration Policy to make one-off payments to the Management Board members Antonija Kapović, Saša Kramar, and Dragan Marković for their outstanding contribution to preserving the continuity of operations of the company TOV Span Ukraine and establishing and managing a crisis management team for helping employees of the company TOV Span Ukraine. The amount of the award corresponds to the scope of work of individual members, defined in the Decision on Establishing a Crisis Management Team for the Company TOV Span Ukraine, and will be paid in own shares of the Company. The amount reserved for the payment of one-off rewards, in line with Article 6 of the Remuneration Policy, has been translated into a corresponding number of shares, and the amount was reserved based on the last share trading price on the Zagreb Stock Exchange as at 31/12/2022 (HRK 268).

Name and surname	Number of shares allotted	Total amount of remuneration in shares
Dragan Marković	574	HRK 201,351
Antonija Kapović	477	HRK 167,324
Saša Kramar	574	HRK 201,351
TOTAL:	1,625	HRK 570,026

The Supervisory Board shall adopt the Decision on the Payment of the One-off Reward within 30 days from the adoption of the annual financial statements for the year 2022 by the General Assembly of the Company. As at the payment date, the actual amount may differ from the amount reserved considering the volatility of share prices reserved based on the last share trading price on the Zagreb Stock Exchange as at 31/12/2022 (HRK 268). The number of shares allotted to the Management Board members as a one-off reward shall be equal to the reserved amount.

2.2. Comparative overview of movements in income/profit of the Company and Management Board members' remuneration

Year	In HRK '000		In HRK	
	Total Company revenue	Company net profit	Average gross annual salary per employee	Average gross annual salary per Management Board member
2018	353,775	9,346	222,416	802,881
2019	338,740	3,172	222,833	778,731
2020	418,102	6,496	238,480	1,149,532
2021	548,980	19,359	270,746	1,396,733
2022	696,599	41,944	283,468	1,562,970

When calculating the average gross annual salary per employee, we considered the fixed portions of employees' compensation (regular salaries, shift work bonuses, on-call compensation, overtime pay), variable portions such as the annual bonus (quarterly incentives or different performance-based rewards), and all material rights (transportation allowance, meal allowance, accommodation allowance, Christmas bonuses, jubilee awards, support, gifts for children etc.). The number of employees per year has been calculated as the average number of employees at the end of a year.

The average gross annual salary of Management Board members also considers all fixed and variable parts of compensation paid in the relevant period.

2.3. Additional information

The amount of remuneration paid to Management Board members is determined with the aim of attracting, motivating and retaining qualified staff, promoting good and efficient risk management and discouraging risk-taking that exceeds the level of risk acceptable for the Company.

In 2022, the Company did not request a return of any variable remuneration payment.

There are no third-party payments to or payment obligations towards Management Board members pertaining to their work performed as members of the Management Board of Span d.d.

3. Supervisory Board

In 2022, the Supervisory Board of the company Span had the following members:

- Jasmin Kotur – Chairman of the Supervisory Board
- Aron Paulić, Vice-Chairman of the Supervisory Board
- Zvonimir Banek – member of the Supervisory Board
- Ante Mandić – member of the Supervisory Board.

Jasmin Kotur and Zvonimir Banek, Supervisory Board members, are also Company employees. In the tables provided below, the fixed remuneration payments for the persons provided refer only to the remuneration payments for their role as Supervisory Board members and do not entail their remuneration resulting from the employee contracts they concluded with the Company.

3.1. Remuneration of Supervisory Board members

In line with the provisions of the Remuneration Policy, Supervisory Board members receive remuneration payments in line with the special decision of the General Assembly of the Company. The amount of the remuneration is defined in the special decision of the General Assembly. The remuneration is defined as a fixed amount at Supervisory Board meetings.

The remuneration of Supervisory Board members has been defined and approved by the Decision of the General Assembly of the Company on the Remuneration of Supervisory Board members dated 13/06/2022 in the amount of HRK 6,250 for the year 2022.

Name and surname	Position	Total gross remuneration paid
Jasmin Kotur	Chairman of the Supervisory Board	HRK 33,594
Zvonimir Banek	Member of the Supervisory Board	HRK 33,594
Ante Mandić	Member of the Supervisory Board	HRK 33,594
Aron Paulić	Vice-Chairman of the Supervisory Board	HRK 33,594

In order to maintain their independence and objectivity, remuneration of Supervisory Board members does not depend on the Company's performance and does not include variable remuneration.

All taxes, surtaxes, contributions and/or other payments are withheld from the gross amount of the remuneration.

3.2. Additional information

In 2022, the Company paid no advances or approved loans to Supervisory Board members.

Furthermore, in 2022, the Company's liabilities resulting from business cooperation agreements amounted to HRK 376,907,00, payable to the company B U G d.o.o., director Aron Paulić, for the realisation of a media and sponsorship package. This entails a multiannual business cooperation consisting of promotional activities such as marketing and advertising campaigns, and PR articles in the company's media outlets (bug.hr, mreza.bug.hr, BUG magazine, Mreža magazine) as well as sponsorships for relevant IT conferences (Bug Future Show, F2-Future of Fintech, debug, with media coverage at debug.hr).

In 2022, there were no changes to the Supervisory Board members.

4. Approval of the Report

The Report on the Remuneration of the Members of the Management Board and Supervisory Board of Span d.d. has been approved and adopted by the Management Board and Supervisory Board on 28 April 2023.

In Zagreb, 28 April 2023

President of the Management Board:

Nikola Dujmović

A blue ink signature of Nikola Dujmović, featuring a stylized 'N' and 'D'.

Chairman of the Supervisory Board:

Jasmin Kotur

A blue ink signature of Jasmin Kotur, featuring a stylized 'J' and 'K'.