



ZAGREBAČKA
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Zagreb Stock Exchange

Home Member State: Croatia
LEI: 7478000050A040C0D041
ISIN: HRZB00RA0003
TICKER: ZB
Zagreb Stock Exchange – Official Market

Croatian Financial Services Supervisory Agency

**Officially appointed mechanism
for the central storage of regulated information**

Zagreb Stock Exchange, Inc.

Croatian Reporting News Agency

Zagreb, January 22, 2024

**SUBJECT: Decisions adopted at the General Meeting
(General Meeting)**

The General Meeting of The Zagreb Stock Exchange, Inc. (hereinafter: the Company or the Exchange) with its registered office in Zagreb, Ivana Lučića 2a, VAT ID No. (OIB): 84368186611, was held on January 22, 2024, at the Headquarters of the Company in Zagreb, Ivana Lučića 2a/22. The General Meeting was attended by 1.426.294 votes or 61.54% of the total 2.317.850 votes.

According to the announced Agenda of the general Meeting of the Company:

- Resolution on the election of members of the Exchange Supervisory Board;
- Resolution on the suitability of members of the Exchange Supervisory Board;
- Resolution on the remuneration of members of the Exchange Supervisory Board;

The General Meeting of the Company adopted the following decisions:

AD 2) Resolution on the election of members of the Exchange Supervisory Board

A Resolution on the election of members of the Exchange Supervisory Board is adopted to read as follows:

I.

The following are elected members of the Exchange Supervisory Board:



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1. *Matko Maravić, Zagreb, Kačićeva ulica 15A, OIB: 23200081172, LLB, CEO of INTERKAPITAL vrijednosni papiri d.o.o.,*
2. *Tomislav Jakšić, Ph. D., Zagreb, Ivana Cankara 21, OIB: 95763946073, LLB, Associate Professor at the Faculty of Law in Zagreb,*
3. *Silvije Orsag, Ph. D. Econ., Zagreb, Ostrovička 11, OIB: 45687720962, Full Professor, external associate at the Faculty of Economics and Business in Zagreb,*
4. *Dražen Čović, Vukovar, Naselje Matije Antuna Reljkovića 17, OIB: 57166956781, economist, CEO of Financijska agencija,*
5. *Vedrana Jelušić Kašić, Zagreb, Pantovčak 194, OIB: 67094113785, economist, member of the Management Board of Privredna banka Zagreb d.d.*

II.

Members of the Exchange Supervisory Board referred to in Article I of this Resolution are elected for a term of 3 (three) years, with their mandate commencing on 25 February 2024.

III.

This Resolution shall enter into force on the day of its adoption.

AD 3) Resolution on the suitability of members of the Exchange Supervisory Board

A Resolution on the suitability of members of the Exchange Supervisory Board is adopted to read as follows:

I.

An initial assessment of suitability to perform the function of Exchange Supervisory Board member has found

- *Matko Maravić, Member of the Supervisory Board,*
 - *Tomislav Jakšić, Member of the Supervisory Board,*
 - *Silvije Orsag, Member of the Supervisory Board,*
 - *Dražen Čović, Member of the Supervisory Board,*
 - *Vedrana Jelušić Kašić, Member of the Supervisory Board,*
- to be suitable to perform the function of members of the Exchange Supervisory Board.*

II.

Members of the Supervisory Board were found to possess collectively the expertise, competences and experience necessary to independently and autonomously supervise the affairs of the Exchange while understanding the operations and key risks of trading venues managed by the Exchange, including the



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ability of the Supervisory Board to collectively, effectively challenge and monitor decisions made by the Exchange Management Board.

III.

This Resolution shall enter into force on the day of its adoption.

AD 4) Resolution on the remuneration of members of the Exchange Supervisory Board

A Resolution on the remuneration of members of the Exchange Supervisory Board is adopted to read as follows:

I.

This Resolution is based on the principle of attracting, motivating and retaining highly qualified professionals with a view to promoting efficient supervisory function, in accordance with a sustainable long-term strategy of the Exchange to the benefit of all its stakeholders. In determining the remuneration model, various external and internal factors such as economic conditions, the status and circumstances of the Exchange, prevailing practices of relevant regional and local industry players, as well as the policies on salary and compensations applied within the Exchange and Exchange Group, have been taken into account.

II.

Each member of the Supervisory Board is entitled to a net monthly remuneration for their work of EUR 100.00 (one hundred euro). That remuneration includes no variable element.

Members of the Supervisory Board who serve on a Supervisory Board sub-committee at the same time are not entitled to additional remuneration for participation in the work of the respective sub-committee.

III.

Remuneration referred to in Article II of this Resolution is payable once a year for the preceding year after the annual financial statements of the Exchange have been defined, provided that the Exchange generates a net profit for the year which is equal or higher than the amount of EUR 100,000.00 (one hundred thousand euro). The Exchange shall pay the remuneration not later than 30 days from the receipt of declaration of the statutory auditor on the completed audit of the financial statement in question.

A part of the remuneration may be paid through the Exchange share scheme, with a retention period of at least 1 (one) year from the date of share transfer to the account of a Supervisory Board member, with the effect of long-term stimulation and increasing shareholders' confidence in the Exchange's shares, aiming to contribute to the strategic development of the Exchange.



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IV.

Where the term of office of a Supervisory Board member ends earlier, remuneration will be calculated and paid according to the actual time in office, in accordance with the conditions set forth in Article III of this Resolution, with the vesting period ending at the end of the month preceding the last month in office of the Supervisory Board member.

V.

Members of the Supervisory Board are not entitled to severance or additional payments by the Exchange or its affiliated companies.

VI.

The implementation of this Resolution at the annual level shall be monitored by the Supervisory Board, with support of the Remuneration Committee. If the Supervisory Board considers an amendment to this Resolution, it shall submit a reasoned proposal to the Annual General Meeting (AGM), in accordance with applicable legal provisions. Where the AGM does not approve the proposed amendment, the Exchange shall continue to pay remuneration to members of the Supervisory Board in accordance with this Resolution.

VII.

This Resolution shall enter into force on the day of its adoption and applies only to remuneration that members of the Supervisory Board have obtained for the year 2023.

Ivana Gažić

President of the Management Board

Tomislav Gračan

Member of the Management Board



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