

At the meeting held on December 8, 2020 the Supervisory Board of ATLANTIC GRUPA d.d. adopted the following

RULES OF PROCEDURE OF THE SUPERVISORY BOARD

Article 1

- 1.1 The Rules of Procedure, in line with the provisions of the Articles of Association of ATLANTIC GRUPA d.d. (hereinafter referred to as “the Company”) shall govern the preparation, convening, methods of operation, adoption of resolutions and other issues related to the functioning of the Supervisory Board.

Article 2

- 2.1 The powers of the Supervisory Board shall be determined by law and the Articles of Association of the Company.
- 2.2 The Supervisory Board, within the scope of its power, shall adopt resolutions, make assessments, issue opinions, take stands, approve the resolutions by the Company’s Management Board when the law stipulates it, appoint auditors and jointly with the Management Board prepare draft resolutions to be adopted by the General Assembly.

Article 3

- 3.1 The Supervisory Board shall perform its activities and adopt resolutions at meetings.
- 3.2 Meetings of the Supervisory board shall be prepared, convened and presided over by the President of the Supervisory Board. Any member of the Supervisory or Management Board may demand of the President of the Supervisory Board to convene a meeting, indicating the reason and purpose thereof. In case the President fails to comply with such a request, the Management Board or the member of the Supervisory Board shall have the right to convene it independently providing the reason and purpose thereof as well as the agenda.
- 3.3 The President of the Supervisory Board shall co-ordinate operations of the Board and its bodies, communicate with other Company bodies on behalf of the Board and act outside the Company on behalf of the Board.
- 3.4 The Supervisory Board shall have a President and one Vice President who shall assume the rights and responsibilities of the President when the President is prevented from executing his or her duties.
- 3.5 The Management Board shall ensure timely preparation of reports and other documents for the Supervisory Board meetings.
- 3.6 The working languages of the Supervisory Board shall be Croatian and English, unless otherwise decided by the members.

- 3.7 The President of the Supervisory Board shall propose and the Supervisory Board set the agenda even in cases when the request for convening a meeting comes from a member of the Management Board.

Article 4

- 4.1 Unless circumstances warrant an extraordinary convention, the meetings of the Supervisory Board shall be convened at least once quarterly.

Article 5

- 5.1 Invitation to the meeting of the Supervisory Board shall be sent to all members in writing no later than five working days prior to the date of the meeting.
- 5.2 The invitation shall specify the date, hour, venue and agenda of the meeting and shall be accompanied by materials and documents containing important facts and figures for adoption of resolutions.

Article 6

- 6.1 A person who is not a member of the Supervisory Board may take part in the meetings of the Supervisory Board instead of a member of the Supervisory Board, provided that he or she has been authorized in writing by such member. That person shall act in the name and on behalf of the absent member of the Supervisory Board.
- 6.2 Reporters and advisors may be invited to participate at the meetings of the Supervisory Board in relation to a specific issue. Members of the Management Board should attend Supervisory Board meetings, however the Supervisory Board should have the right to meet without the participation of the Management Board where it considers it appropriate. Members of the Management Board should not be present at meetings where the Supervisory Board discusses the performance and remuneration of the Management Board and its members. Reporters and advisors may be invited to participate at the meetings of the Supervisory Board in relation to a specific issue.

Article 7

- 7.1 In addition to the members of the Supervisory Board, provisions of these Rules of Procedure shall also apply to all persons referred to in Article 6 of these Rules invited to attend the meetings and participate in the work of the Supervisory Board.

Article 8

- 8.1 Items on the agenda shall be discussed after the adoption of the agenda at the meeting.
- 8.2 After the discussion of each item, the Supervisory Board shall adopt a resolution, take a stand as an opinion, assessment, grant or refusal of an approval of the resolution by the Management Board or in other ways.

Article 9

- 9.1 Resolutions shall be adopted by a majority of votes casted – by open ballot.
- 9.2 The Supervisory Board may also adopt resolutions without formally holding the meeting, by means of regular mail, telephone, e-mail or other appropriate means of communication, providing that authenticity of the message and the sender has

been ensured and no member of the Supervisory Board objects to that way of voting. Resolutions adopted in this way shall be verified at the subsequent meeting of the Supervisory Board.

Article 10

- 10.1 In exceptional cases, the President of the Supervisory Board may propose for a certain item to be included on the agenda at the meeting itself.

Article 11

- 11.1 Minutes shall be taken of all meetings of the Supervisory Board.
- 11.2 Minutes shall contain the agenda, the consecutive number of the meeting, the date of the meeting, the names of present and absent members, the manner and results of the vote, and the resolutions adopted.
- 11.3 Minutes shall be signed by the President of the Supervisory Board or his or her Vice President who presided over the meeting.
- 11.4 Minutes shall be distributed to all members of the Supervisory Board and the Management Board.
- 11.5 The first item on the agenda of each subsequent meeting of the Supervisory Board shall be the approval of the minutes of the preceding meeting submitted to the members of the Board in advance. In case the members of the Supervisory Board cannot agree whether the minutes represent a true and accurate record of the last meeting regarding a certain issue, voting shall be held on amending the minutes according to the proposition by a member of the Supervisory Board. Amendments to the minutes of the meeting shall not affect the validity of the adopted resolution when the validity of adoption has been verified. To change the validly adopted resolution, a new resolution is required which shall be voted by members of the Supervisory Board who considered its proposal beforehand.

Article 12

- 12.1 The President of the Supervisory Board shall be responsible for holding regular meetings of the Supervisory Board and timely execution of all activities within the Supervisory Board's scope of business, determined by law and the Articles of Association of the Company.

Article 13

- 13.1 The Supervisory Board may revoke the President and his or her Vice President at any time after which they remain members of the Supervisory Board until being revoked by the General Assembly. The Supervisory Board shall pass that resolution with the same majority as required for the election of its President and the Vice President.
- 13.2 The President and the Vice President of the Supervisory Board may resign from their functions at any time except at inopportune times after which they remain members of the Supervisory Board. Their resignations shall be considered by the Supervisory Board in accordance with the provisions effective at the time of consideration, that is, by a majority of votes casted.

Article 14

- 14.1 President of the Management Board shall appoint a person to perform administrative – technical tasks for the Supervisory Board needs.

Article 15

- 15.1 Documents and decisions by the Supervisory Board shall be stored in the archives and kept permanently.

Article 16

- 16.1 The Supervisory Board shall make amendments to the Rules of Procedure in the usual manner, that is, by a simple majority of votes casted.

Article 17

- 17.1 These Rules of Procedure shall enter into effect and be applicable as of the day of adoption at the Supervisory Board meeting.

Zdenko Adrović,
President of the Supervisory Board