

U skladu s člankom 272.r Zakona o trgovačkim društvima (ZTD), Uprava i Nadzorni odbor Brodogradilišta Viktor Lenac d.d. sastavljaju sljedeće:

IZVJEŠĆE O PRIMICIMA UPRAVE I NADZORNOG ODBORA ZA 2025. GODINU

1. Uvod

Sustav korporativnog upravljanja Brodogradilišta Viktor Lenac d.d. (dalje u tekstu: Društvo) temelji se na dualističkom ustroju organa upravljanja, koji se sastoji od Nadzornog odbora i Uprave, a koji zajedno s Glavnom skupštinom čine obvezne organe upravljanja sukladno Statutu Društva i ZTD-u.

Sustav primitaka članova Uprave i članova Nadzornog odbora, uređen je internim aktima Društva, s ciljem usklađenja primitaka s dugoročnim interesima i etičkim provođenjem strategije Društva, vodeći računa o mogućnostima i motivaciji upravljačkih struktura za stvaranje novih vrijednosti za Društvo i njegove dioničare, odgovorno i stabilno donošenje odluka bez poduzimanja nepotrebnih rizika, transparentno poslovanje i promicanje temeljnih vrijednosti u poslovnim odnosima i korporativnoj kulturi, istovremeno razumijevajući uvjete tržišta i okruženja u kojima Društvo posluje.

Primanja Uprave i članova Nadzornog odbora za 2025. godinu temelje se na Ugovoru o radu članova Uprave, kojeg članovi Uprave zaključuju s Nadzornim odborom i Odluci o naknadama za rad članovima Nadzornog odbora koju je ranije donijela Glavna Skupština Društva. Politiku primitaka Društvo je usvojilo u prosincu 2020. godine i ista je u svojim glavnim odredbama u skladu s ugovorima s članovima Uprave, važećim tijekom 2025. godine.

Na redovnoj skupštini održanoj 27.06.2024. godine donijeta je odluka o potvrđivanju ranije odobrene Politike primitaka (2021.-2024.) za naredno razdoblje 2025.-2028.

2. Uprava

Sukladno Statutu Društva, Upravu Društva čine ukupno do 3 člana Uprave, odnosno predsjednik i do dva člana Uprave, koju imenuje i opoziva Nadzorni odbor na mandat do najviše pet godina.

Do 30.6.2025. godine Uprava Društva je dvočlana i čine ju predsjednik Uprave Sandra Uzelac i član Uprave Luka Hrboka, a počev od 1.7.2025. godine Uprava je tročlana i čine ju predsjednik Uprave Sandra Uzelac, član Uprave Luka Hrboka i novi član Uprave Francesco Ciaramella.

Sandra Uzelac je radnik Društva od 24.7.1994. godine. U trenutku prvog imenovanja članom Uprave imala je status radnog odnosa

Pursuant to Article 272.r of the Companies Act (hereinafter referred to as the "CA"), the Management Board and the Supervisory Board of VIKTOR LENAC SHIPYARD JSC submit the following

REPORT ON REMUNERATION OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD FOR 2025

1. Introduction

Corporate governance system of VIKTOR LENAC SHIPYARD JSC (hereinafter: the "Company") is based on a dualistic structure of governing bodies, consisting of the Supervisory Board and the Management Board, which together with the General Assembly constitute mandatory governing bodies in accordance with the Company's Articles of Association and CA.

The remuneration system for the members of the Management Board and members of the Supervisory Board is regulated by internal acts of the Company, with the aim of aligning remuneration with long-term interests and ethical implementation of the Company's strategy, taking into account the possibilities and motivation of management structures for creating new values for the Company and its shareholders, responsible and stable decision-making without taking unnecessary risks, transparent operations and promotion of fundamental values in business relations and corporate culture, while understanding the market conditions and environments in which the Company operates.

Remuneration of the members of the Management Board and the members of the Supervisory Board for 2025 was agreed on the employment contracts concluded between the members of the Management Board and the Supervisory Board and the Decision on Remuneration of the members of the Supervisory Board previously adopted by the General Assembly. The Remuneration Policy was adopted by the Company in December 2020. The policy is in line with the existing Management Board members' employment contracts in its main provisions.

At the regular meeting of the General Assembly held on June 27, 2024 a decision was made to confirm the previously approved Remuneration Policy (2021-2024) for the next period 2025-2028.

2. Management Board

Pursuant to the Company's Articles of Association, the Company's Management Board consists of a total of up to 3 members of the Management Board or the President and up to two members of the Management Board, appointed and revoked by the Supervisory Board for a maximum term of five years.

Until June 30, 2025, the Management Board of the Company had two members and consisted of the President of the Management Board Sandra Uzelac and the Member of the Management Board Luka Hrboka, and starting from July 1, 2025, the Management Board has three members consisting of the President of the Management Board Sandra Uzelac, the Member of the Management Board Luka Hrboka and the new Member of the Management Board Francesco Ciaramella.

Sandra Uzelac has been employed with the Company since July 24, 1994. At the time of her first appointment as a member of the

na neodređeno vrijeme. Funkciju člana, a zatim i predsjednika Uprave, obavlja u Društvu neprekidno od 10.4.2008. godine, odnosno od datuma prvog imenovanja. Luka Hrboka je radnik Društva od 13.10.2009. godine te je u trenutku ovog, prvog imenovanja članom Uprave također imao status radnog odnosa na neodređeno vrijeme.

Status predsjednika Uprave Sandre Uzelac reguliran je Menadžerskim ugovorom o obavljanju poslova iz djelokruga Uprave za razdoblje od 1.3.2024. do 28.2.2027. godine.

Status člana Uprave Luke Hrboke reguliran je također Menadžerskim ugovorom o obavljanju poslova iz djelokruga Uprave, zaključen na razdoblje od 1.3.2024. do 28.2.2027. godine, te Dodacima 1 i 2 navedenog Ugovora, kojima su članu Uprave naknadno revidirana prava iz ugovora.

Status novog člana Uprave Francesca Ciaramella reguliran je Ugovorom o obvezama, odgovornostima, pravima i obvezama člana Uprave bez zasnivanja radnog odnosa, zaključen za razdoblje od 1.7.2025. do 1.7.2028. godine.

Prava i obveze članova Uprave regulirana su i proizlaze iz navedenih Ugovora, akata Društva i zakonskih propisa.

Management Board, she had an indefinite-term employment contract. She has been performing the function of Member and then President of the Management Board continuously since April 10, 2008 or from the date of her first appointment. Luka Hrboka has been employed with the Company since October 13, 2009. At the time of his first appointment as a member of the Management Board, he had an indefinite-term employment contract.

The status of Management Board member Sandra Uzelac is regulated by a Managerial contract for performing administration and management functions of the Company, concluded for the period from March 1, 2024 to February 28, 2027.

The status of Management Board member Luka Hrboka is regulated by the Managerial contract for performing administration and management functions of the Company, concluded for the period from March 1, 2024 to February 28, 2027, and by Appendices 1 and 2 to the Contract, which subsequently revised the rights of the Management Board member from the contract.

The status of the new Management Board member Francesco Ciaramella is regulated by the Agreement on the obligations, responsibilities, rights and liabilities of a Management Board member without employment, concluded for the period from July 1, 2025 to July 1, 2028.

The rights and obligations of the Management Board members are stipulated and derived from the Managerial contract, the Company's acts and legal regulations.

2.1. Primici članova Uprave

2.1.1. Fiksni primici

Sukladno odredbama Menadžerskog ugovora, članovi Uprave Društva za svoj rad imaju pravo na fiksni primitak određen u mjesečnom neto iznosu i to predsjednik Uprave 5.500 eura, a član Uprave 5.000 eura. Član Uprave koji nema zasnovan radni odnos prima mjesečnu neto naknadu u iznosu od 500 eura.

Fiksni primici, određeni Menadžerskim ugovorima usklađeni su s Politikom primitaka, vodeći računa o poticanju povećanja učinka u Društvu, postizanju rezultata razvoja i kompetencija Društva, te raspodjeli ovlasti, odgovornosti i zakonske odgovornosti između članova Uprave.

Prema oba dokumenta, fiksni primici predstavljaju ukupnu naknadu za rad u i izvan redovnog radnog vremena, kao naknada plaće u neradnim danima i za vrijeme spriječenosti za rad i godišnjih odmora, bez prava na dodatke plaće za prekovremeni rad i druge dodatke plaći koji se primjenjuju na ostale radnike Društva, kao ni naknade i nagrade za rad u drugim organima Grupe.

2.1. Remuneration paid to Management Board members

2.1.1. Fixed remuneration

In accordance with the Managerial contract provisions, the Management Board members are entitled to a fixed remuneration for their work, determined in a monthly net amount, specifically the President of the Management Board EUR 5,500, and the Member of the Management Board EUR 5,000. Member of the Management Board who does not have an established employment relationship receives a monthly net remuneration of EUR 500.

Fixed remuneration, determined by the Managerial contract is aligned with the Remuneration Policy, with the aim of encouraging better performance, achieving results in developing and increasing the Company's competencies, and the distribution of powers, responsibilities and authorities among members of the Management Board.

According to both documents, fixed remuneration represents the total remuneration for work in and out of regular working hours, and compensation for non-working days and sick and annual leave, without the right to overtime allowance or other allowances paid to other Company's employees, as well as fees and rewards for work in other bodies of the Group.

2.1.2. Varijabilni primici

Menadžerskim ugovorima članovima Uprave predviđena je mogućnost odobrenja posebne nagrade za rad i postignute rezultate u poslovanju Društva, koja se može odrediti kao sudjelovanje u dobiti ili u određenom novčanom iznosu, i koji se može isplatiti u novcu ili ustupanjem vlastitih dionica Društva.

Postojeći menadžerski ugovori u skladu su s Politikom primitaka Društva, koja predviđa mogućnost odobrenja i isplate varijabilnih primitaka u novcu i/ili dionicama Društva, a sukladno odluci Nadzornog odbora temeljem ostvarenja financijskih i nefinancijskih ciljeva Društva. Metode za ispunjenje ciljeva utvrđuje Nadzorni odbor na osnovu pokazatelja iz revidiranih godišnjih izvješća i temeljem procjene o ispunjenju nefinancijskih ciljeva. Kriteriji nisu utvrđeni, kao što još temeljem Politike primitaka nisu utvrđene metode za ispunjenje ciljeva. Slijedom toga, niti predsjedniku niti članovima Uprave nije određena niti isplaćena posebna nagrada za rad i postignute rezultate u poslovanju Društva, kako za 2025. godinu, tako ni za prethodne godine.

2.1.3. Druge pogodnosti u novcu, stvarima i pravima

Članovi Uprave imaju pravo na druge pogodnosti u novcu, stvarima i pravima, koji proizlaze iz menadžerskih ugovora, odnosno pravilnika Društva ukoliko takve pogodnosti nisu regulirane menadžerskim ugovorima.

Naime, politikom primitaka utvrđeno je da članovi Uprave mogu ostvariti takve primitke sukladno važećim pravilnicima Društva, ukoliko svrha takvih primitaka već nije osigurana putem menadžerskih ugovora (osiguranje, liječnički pregledi, prigodne neoporezive isplate i slično) ili naknade troškova prijevoza na posao i s posla, ukoliko član Uprave nema na raspolaganju službeni automobil za korištenje 24 sata.

Posebne pogodnosti koje su članovi Uprave tijekom 2025. godine ostvarivali, regulirano menadžerskim ugovorima bile su kako slijedi:

- Korištenje službenog automobila 24 sata tijekom čitavog razdoblja,
- Prigodne neoporezive naknade i slične neoporezive primitke temeljem Kolektivnog ugovora na jednak način i uz iste uvjete kao i za sve radnike Društva, osim prava na nadoknadu troškova prijevoza, a s obzirom na stečeno pravo korištenja službenog automobila
- Nadoknada troškova putovanja iz mjesta boravka u sjedište Društva i s tim u vezi troškova smještaja. Navedena pogodnost odnosi se isključivo za člana Uprave koji nema zasnovan radni odnos

2.1.2. Variable remuneration

Managerial contract provides for the possibility to pay a special remuneration for work and results achieved in managing the Company's operations, which can be approved as participation in profit or a certain amount of money, which can be paid in cash or by granting the Company's own shares.

The existing Managerial contracts are in accordance with the Company's Remuneration Policy, which provides for the possibility to approve and pay variable remuneration in cash and / or the Company's shares, and in accordance with a decision of the Supervisory Board based on financial and non-financial goal achievement-based assessment. Methodologies to determine the fulfilment of objectives are established by the Supervisory Board based on indicators from the audited annual statements and based on an assessment of the achievement of non-financial objectives. The criteria have not been established, just as the methodologies to determine the fulfilment of objectives have not yet been established under the Remuneration Policy. Accordingly, the Management Board members were not approved or paid a special remuneration for work and achieved results in managing the Company's operations for 2025, and neither for the previous years.

2.1.3. Other benefits in money, rights, and things

Management Board members are entitled to other benefits in money, rights and things, which arise from their Managerial contracts or the Company's Regulations if such benefits are not regulated by Managerial contract.

Specifically, the Remuneration Policy stipulates that members of the Management Board may receive such remuneration in accordance with the applicable regulations of the Company, if the purpose of such remuneration is not already established through managerial contracts (insurance, medical examinations, occasional non-taxable payments, etc.) or reimbursement of transportation costs to-from work, if a member of the Management Board does not have a Company's car available for use 24 hours a day.

The special benefits that the Management Board members received during 2025, regulated by Managerial contract, were as follows:

- Use of a company car 24 hours a day throughout the entire period;
- Nontaxable benefits in the same manner and in the same amounts as other employees of the Company as collectively arranged, except for reimbursement of travel expenses, considering the acquired right to use the Company's car;
- Reimbursement of travel expenses from the place of residence to the Company's headquarters and related accommodation expenses. The above benefit applies exclusively to a member of the Management Board who does not have an established employment relationship.

2.1.4. Ukupni primitici članova Uprave za 2025. godinu

2.1.4.1. Sandra Uzelac
(za period od 1.1.2025. do 31.12.2025.)

R.br.	Vrsta primitka	Ukupan trošak za 2025.	Ukupni bruto primitak za 2025.	Ukupni neto primitak za 2025.
a)	Fiksni mjesečni primitak	120.328	103.286	66.000
b)	Neoporezivi primitici i naknade	1.033		1.033
c)	Primitici u naravi	24.381	20.928	11.720
Ukupno:		145.742	124.214	78.753

2.1.4.1. Luka Hrboka
(za period od 1.1.2025. do 31.12.2025.)

R.br.	Vrsta primitka	Ukupan trošak za 2025.	Ukupni bruto primitak za 2025.	Ukupni neto primitak za 2025.
a)	Fiksni mjesečni primitak	103.452	88.800	60.000
b)	Neoporezivi primitici i naknade	1.173		1.173
c)	Primitici u naravi	17.152	14.723	8.696
Ukupno:		121.777	103.523	69.869

2.1.4.1. Francesco Ciaramella
(za period od 1.7.2025. do 31.12.2025.)

R.br.	Vrsta primitka	Ukupan trošak za 2025.	Ukupni bruto primitak za 2025.	Ukupni neto primitak za 2025.
a)	Fiksni mjesečni primitak	3.750	3.750	3.000
b)	Neoporezivi primitici i naknade			
c)	Primitici u naravi	17.300	16.093	11.587
Ukupno:		21.050	19.843	14.587

Iskazani iznos primitaka u naravi odnosi se na obračunatu naknadu za korištenje službenog automobila na stalnom raspolaganju 24 sata, te na uplaćenu premiju poslovnog osiguranja od odgovornosti direktora i menadžera (D&O polica), koja ne predstavlja životno osiguranje, a zbog pravila oporezivanja raspoređena je dohodovno na članove Uprave te direktore prodaje i proizvodnje, u jednakim iznosima.

2.1.4. Total remuneration of the Management Board members in 2025

2.1.4.1. Sandra Uzelac
(January 1, 2025 - December 31, 2025)

No	Type of remuneration	Total cost for 2025	Total gross remuneration for 2025	Total net remuneration for 2025
a)	Fixed monthly remuneration	120,328	103,286	66,000
b)	Non-taxable compensations and fees	1,033		1,033
c)	Receipts in kind	24,381	20,928	11,720
Total:		145,742	124,214	78,753

2.1.4.1. Luka Hrboka
(January 1, 2025- December 31, 2025)

No	Type of remuneration	Total cost for 2025	Total gross remuneration for 2025	Total net remuneration for 2025
a)	Fixed monthly remuneration	103,452	88,800	60,000
b)	Non-taxable compensations and fees	1,173		1,173
c)	Receipts in kind	17,152	14,723	8,696
Total:		121,777	103,523	69,869

2.1.4.1. Francesco Ciaramella
(July 1, 2025 - December 31, 2025)

No	Type of remuneration	Total cost for 2025	Total gross remuneration for 2025	Total net remuneration for 2025
a)	Fixed monthly remuneration	3,750	3,750	3,000
b)	Non-taxable compensations and fees			
c)	Receipts in kind	17,300	16,093	11,587
Total:		21,050	19,843	14,587

The stated amount of receipts in kind refers to the calculated receipt for the use of a Company’s car for use 24 hours a day and to the paid business insurance premium from the liability of directors and managers (D&O policy), which is not life insurance and which was distributed in equal amounts between member of the Management Board and directors of sales and production, for the taxation purposes.

Za člana Uprave koji nema zasnovan radni odnos iskazani iznos primitaka u naravi odnosi se na plaćene troškove putovanja i troškove smještaja.

Svi isplaćeni iznosi imaju karakter fiksnih unaprijed definiranih primitaka, koji ne ovise o rezultatima Društva, slijedom čega fiksni primici predstavljaju 100% ukupnih primitaka isplaćenih za 2025. godinu.

2.2. Usporedni prikaz kretanja prihoda i dobiti/(gubitka) Društva i primitaka radnika i članova Uprave za posljednjih 5 godina

U usporednom prikazu kretanja u posljednjih 5 godina, ukupni prihodi i neto dobit Društva iskazani su prema ostvarenom u pojedinoj poslovnoj godini, kao i primici radnika i članova Uprave, koji se iskazuju prema isplatama koje se odnose na pojedinu godinu, neovisno o razdoblju kada su isplate izvršene.

Društvo izvršava uplate s osnova primitaka radnika i Uprave do 10. u mjesecu za prethodni mjesec, pa je pomak između razdoblja isplate i razdoblja na koje se primitak odnosi najviše jedan mjesec.

Iskazani trošak primitaka uključuje sve neto i bruto naknade, s uključenim svim pripadajućim porezima i doprinosima, uključivo i onima koji se obračunavaju na bruto primitke odnosno plaće.

Iznosi u EUR

Godina	Ukupni prihod Društva	Neto dobit Društva	Prosječni trošak godišnjih primitaka po zaposlenom	Prosječni trošak godišnjih primitaka po članu Uprave
2021	39.996.436	2.500.762	22.467,25	134.119,51
2022	86.506.710	5.342.382	27.211,98	144.040,80
2023	87.463.111	4.716.185	28.614,49	145.676,22
2024	89.991.464	5.415.073	33.955,60	135.287,95
2025	100.238.426	3.821.420	36.041,88	108.507,60

U izračun prosječnog troška (s uključenim svim pripadajućim porezima i doprinosima iz i na plaće) godišnjih primitaka po zaposlenom u Društvu, uključeni su svi fiksni i varijabilni dijelovi plaće zaposlenih, svi dodaci koji radnicima pripadaju temeljem Pravilnika o radu i Kolektivnom ugovoru Društva, kao i dodatne stimulacije i nagrade za učinak temeljem akata Društva. Iskazani primici radnika uključuju i materijalna prava i druge neoporezive prigodne isplate temeljem pravilnika Društva, poput naknada za prijevoz, prigodne godišnje neoporezive nagrade i potpore, jubilarne nagrade, otpremnina za mirovinu i otpremnina sukladno Zakonu o radu i slično.

Iskazani prosječni bruto godišnji primitak po zaposlenom iskazan je dijeljenjem ukupnog troška godišnjih primitaka radnika s prosječnim brojem radnika, izračunatog temeljem broja radnika koncem svakog mjeseca za svaku iskazanu godinu. Time je u najvećoj mjeri anulirana fluktuacija radnika, budući je tijekom godine postojao broj radnika koji su primili plaću radeći na puno radno vrijeme, ali za dio mjeseca, odnosno poslovne godine.

For the member of the Management Board who does not have an established employment relationship, the stated amount of receipts in kind refers to paid travel expenses and accommodation expenses.

All paid amounts have the character of fixed predefined remuneration, which do not depend on the Company's results, therefore the total remuneration paid for 2025 is fixed remuneration.

2.2. Comparative presentation of the trends of revenues and profit/(loss) and remuneration of employees and members of the Management Board for the last 5 years

In a comparative presentation of trends in the last 5 years, total revenues and net profit of the Company are indicated per business year, as well as remuneration of employees and members of the Management Board, paid per year, regardless of the period when the payments were made.

The Company makes payments to employees and members of the Management Board by the 10th of the month for the previous month, so the shift between the payment period and the period to which the remuneration relates is a maximum of one month.

The remuneration cost includes all net and gross compensations, including all related taxes and contributions, as well as those calculated on gross remuneration or salaries.

Amounts in EUR

Year	Total revenue of the Company	Net profit of the Company	Average cost of annual remuneration per employee	Average cost of annual remuneration per member of the Management Board
2021	39,996,436	2,500,762	22,467.25	134,119.51
2022	86,506,710	5,342,382	27,211.98	144,040.80
2023	87,463,111	4,716,185	28,614.49	145,676.22
2024	89,991,464	5,415,073	33,955.60	135,287.95
2025	100,238,426	3,821,420	36,041.88	108,507.60

The average cost (including all related taxes and contributions) of annual remuneration per employee includes all fixed and variable salaries, all allowances paid to employees based on the Rules of Procedure and the Company's Collective Agreement, as well as additional incentives and performance rewards based on Company acts. The employee remuneration cost includes material rights and other non-taxable occasional payments based on the Company's regulations, such as transportation fees, occasional annual non-taxable rewards and grants, jubilee awards, severance pay for retirement and severance pay in accordance with the Labor Act etc.

The average gross annual remuneration per employee is expressed by dividing the total cost of annual employee remuneration by the average number of employees, calculated based on the number of employees at the end of each month for each reported year. This largely eliminated the turnover of workers, since during the year there was a few workers who received a salary working full time, but for part of the month, or business year.

U troškovima primitaka Uprave iskazani su svi troškovi za članove Uprave i to:

- Za 2021., 2022., i 2023. godinu iskazan je trošak primitaka samo za jedinog člana Uprave
- Za 2024. godinu iskazani prosječni troškovi odnose se na oba člana Uprave čiji broj prosječno iznosi 1,83, obzirom na imenovanje drugog člana Uprave tek od 1.3.2024.
- Za 2025. godinu iskazani prosječni troškovi odnose se na tri člana Uprave čiji broj prosječno iznosi 2,5, obzirom na imenovanje trećeg člana Uprave tek od 1.7.2025.

2.3. Ostale informacije u svezi primitaka Uprave

Uprava nije primila niti dionice Društva niti opcije na dionice Društva.

Članovi Uprave nisu primili varijabilne dijelove primitka, pa nije bilo osnove za postavljanje zahtjeva za njihov povrat.

Politika primitaka Društva usvojena je u prosincu 2020. godine i potvrđena je odlukom od 27.06.2024. za naredno razdoblje 2025.-2028. te u svojem bitnom sadržaju usklađena je s menadžerskim ugovorima svakog od članova Uprave važećim u 2025. godini. Nadzorni odbor Društva tijekom godine nije odstupio od odredbi menadžerskog ugovora, a s obzirom usklađenost ugovora i politike, može se zaključiti da nije bilo odstupanja niti od politike primitaka.

Ovo izvješće o primicima Uprave će se podnijeti Glavnoj skupštini na odobrenje u skladu s člankom 276. a Zakona o trgovačkim društvima.

Članovi Uprave nisu primili nikakve isplate, niti imaju bilo kakvo potraživanje od trećih osoba u vezi poslova koje obavljaju kao članovi Uprave Društva ili članovi Uprave društava u Grupi.

3. Nadzorni odbor i primici članova Nadzornog odbora

Članovi Nadzornog odbora Društva, temeljem važeće odluke Glavne skupštine od 22. prosinca 2020. godine i odluke od 27.06.2024. (potvrđena odluka za naredno razdoblje 2025.-2028.), imaju pravo na naknadu za članstvo u Nadzornom odboru i to:

- Predsjednik Nadzornog odbora neto mjesečnu naknadu u iznosu od 298,63 EUR, a
- Članovi Nadzornog odbora na neto mjesečnu naknadu u iznosu od 199,08 EUR.

Odlukom Glavne skupštine od 22. prosinca 2020. godine, kao niti odlukom od 27.06.2024. (potvrđena odluka za naredno razdoblje 2025.-2028.) nisu predviđene druge naknade i nadoknade troškova predsjedniku i članovima Nadzornog odbora Društva, kao ni naknade za rad u komisijama Nadzornog odbora u kojima su pojedini članovi imenovani.

The Management Board member remuneration total cost includes:

- For 2021, 2022 and 2023, the cost of remuneration is reported only for the single-member Management Board;
- The average costs reported for 2024 relate to both members of the Management Board, whose average number is 1.83, considering that the second member of the Management Board was appointed on 1 March 2024.
- The average costs reported for 2025 relate to three members of the Management Board, whose average number is 2.5, considering that the third member of the Management Board was appointed on July 1, 2025.

2.3. Other information regarding the remuneration of the members of the Management Board

The Management Board did not receive any shares of the Company or options on the Company's shares.

The Management Board members did not receive any variable remuneration, so there was no basis for requesting its return.

The Company's Remuneration Policy was adopted in December 2020 and was confirmed by the decision of June 27, 2024 for the next period 2025-2028, and in its essential content it is aligned with the Managerial contracts of the Management Board members valid in 2025. The Supervisory Board did not deviate from the provisions of the Managerial contract during the year and given the compliance of the contract and the policy, it can be concluded that there were no deviations from the Remuneration Policy.

This Report on Remuneration of the Management Board is prepared for the first time and shall be submitted to the General Assembly for approval in accordance with Article 276.a of the Companies Act.

The Management Board members have not received any payments, nor have had any receivables from third parties in connection with the activities they perform as members of the Management Board of the Company or members of management boards of the Group companies.

3. Supervisory Board and remuneration of members of the Supervisory Board

Members of the Supervisory Board of the Company, based on the General Assembly's decision of December 22, 2020 and decision of June 27, 2024 (confirmed decision for the next period 2025-2028) are entitled to compensation for membership in the Supervisory Board, as follows:

- President of the Supervisory Board is entitled to a net monthly fee in the amount of EUR 298,63;
- Members of the Supervisory Board are entitled to a net monthly fee in the amount of EUR 199,08.

The decision of the General Assembly of December 22, 2020, as well as the decision of June 27, 2024 (confirmed decision for the next period 2025-2028), do not provide for other fees or reimbursement of expenses to the President and members of the Supervisory Board of the Company, as well as fees for work in the committees of the Supervisory Board in which they are appointed.

Tijekom 2025. godine članove Nadzornog odbora Društva činili su:

- Antonio Palumbo, predsjednik nadzornog odbora
- Francesco Ciaramella, zamjenik predsjednika nadzornog odbora (do 30.06.2025.)
- Antonietta Capodanno, član nadzornog odbora (imenovana zamjenikom predsjednika nadzornog odbora 26.06.2025.)
- Damir Amić, predstavnik radnika u Nadzornom odboru društva (do 13.04.2025.),
- Robert Rogić, predstavnik radnika u Nadzornom odboru društva (od 14.04.2025.)

Članovima Nadzornog odbora su za 2025. godinu isplaćeni sljedeći primici, iskazani u ukupnom trošku isplate (neto primici s pripadajućim porezima i doprinosima).

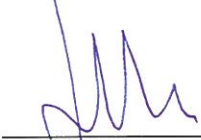
u EUR			
Red. br.	Ime i prezime	Funkcija	Ukupno isplaćena bruto nagrada za 2025. godinu
1.	Francesco Ciaramella	Član	1.783,44
2.	Antonio Palumbo	Predsjednik	5.350,54
3.	Antonietta Capodanno	Član	3.566,86
4.	Damir Amić	Član	1.046,68
5.	Robert Rogić	Član	2.546,32
Ukupno:			14.293,84

4. Zaključne odredbe

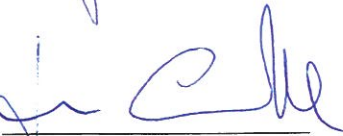
Ovo Izvješće o primicima Društvo podnosi revizoru na ispitivanje, te će se zajedno s Izvješćem revizora o ispitivanju Izvješća o primicima podnijeti na usvajanje na redovnoj Glavnoj skupštini Društva, koja će se održati u 2026. godini.

Po odobrenju ovog Izvješća od strane Glavne skupštine Društva, Izvješće će se, zajedno s Izvješćem revizora o ispitivanju Izvješća objaviti na internet stranici Društva te učiniti besplatno dostupnim na razdoblje od deset godina.

Ovo Izvješće odobreno je od strane Uprave i Nadzornog odbora, dana 28.4.2026.


Luka Hrboka
Predsjednik Uprave


Antonio Palumbo
Predsjednik Nadzornog odbora


Francesco Ciaramella
Član Uprave

During 2025, the Supervisory Board of the Company consisted of the following members:

- Antonio Palumbo, President of the Supervisory Board
- Francesco Ciaramella, Vice-President of the Supervisory Board (until June 30, 2025)
- Antonietta Capodanno, Member of the Supervisory Board (appointed Vice-President of the Supervisory Board on June 26, 2025)
- Damir Amić, Workers’ representative in the Supervisory Board (until April 13, 2025)
- Robert Rogić, Workers’ representative in the Supervisory Board (from April 14, 2025)

The following compensation was paid to the members of the Supervisory Board for 2025, expressed as the total cost (net remuneration with related taxes and contributions).

in EUR			
No.	Name and surname	Position	Total gross remuneration paid for 2025
1.	Francesco Ciaramella	Member	1,783.44
2.	Antonio Palumbo	President	5,350.54
3.	Antonietta Capodanno	Member	3,566.86
4.	Damir Amić	Member	1,046.68
5.	Robert Rogić	Member	2,546.32
Total:			14,293.84

4. Final provisions

This Report on remuneration is submitted by the Company to the auditor for review, and together with the Auditor's Report on the Report on remuneration shall be submitted for adoption at the regular General Assembly of the Company, which shall be held in 2026.

Upon approval of this Report by the General Assembly, the Report, together with the Auditor's Report, shall be published on the Company's website and made available free of charge for a period of ten years.

This Report was approved by the Management Board and the Supervisory Board on April 28, 2026.


Luka Hrboka
President of the Management Board


Antonio Palumbo
President of the Supervisory Board


Francesco Ciaramella
Member of the Management Board