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# Certified Translation from the Croatian Language



/Court interpreter's remark: Coat of arms of the Republic of Croatia/  
Republic of Croatia

NOTARY PUBLIC  
Željka Maroslavac  
Zagreb, Avenija Dubrovnik 12

authenticated copy  
Reference number: OU-323/2021

In Zagreb, 28 April 2021 \_\_\_\_\_  
\_\_ (twenty eight of April two thousand and twenty one) \_\_\_\_\_

I, notary public Željka Maroslavac, from Zagreb, Av. Dubrovnik 12, during the Extraordinary Assembly of M SAN GRUPA d.d., Zagreb, Buzinski prilaz 10, which was held at the company's registered seat, in Zagreb, Buzinski prilaz 10, on 28 April 2021 (twenty eight of April two thousand and twenty one) starting at 10.00 am, have compiled the following \_\_\_\_\_

#### MINUTES

#### From the session of the Extraordinary ASSEMBLY of M SAN Grupa d.d. Zagreb, Buzinski prilaz 10

\_\_\_\_\_ 1. The session of the Extraordinary Assembly of M SAN Grupa d.d., Zagreb, Buzinski prilaz 10, was opened by Mr. Stipo Matić, Chairman of the General Assembly who has determined that the General Assembly consists of one shareholder with 970,000 (nine hundred and seventy thousand) shareholder votes, and that all 970,000 (nine hundred and seventy thousand) shareholder votes are present at the Assembly, which constitutes 100% (one hundred percent).\_\_  
\_\_\_\_\_ In addition, the Chairman of the Extraordinary Assembly determined that the minutes of the session were kept by the notary public Željka Maroslavac from Zagreb, Av. Dubrovnik 12. \_\_\_\_\_

\_\_\_\_\_ I have established that the manner of voting at the Extraordinary Assembly regarding the drafted decisions was conducted in the form of a public voting. \_\_\_\_\_

\_\_\_\_\_ 2. The Extraordinary Assembly of M SAN GRUPA d.d., Zagreb, Buzinski prilaz 10, was convened by the Management Board of the Company pursuant to Article 277, paragraph 2 of the Companies Act, and in accordance with the provisions of the Company's Statute. \_\_\_\_\_

\_\_\_\_\_ 3. The Chairman of the Extraordinary Assembly then determined that for today's session of the General Assembly of M SAN Grupa d.d., Zagreb, Buzinski prilaz 10, the following: \_\_

#### Agenda

is announced:

1. Opening the session of the Extraordinary Assembly and determining the presence of shareholders;

**2. Taking the decision on the transformation of a joint stock company into a limited liability company and adopting the Articles of Association of a Limited Liability Company resulting from the transformation of a joint stock company into a limited liability company;\_\_\_\_\_**

**Ad. 1.**

\_\_\_\_\_ The session of the Extraordinary Assembly of M SAN Grupa d.d., Zagreb, Buzinski prilaz 10, was opened by Mr. Stipo Matić, Chairman of the General Assembly who has determined that the General Assembly consists of one shareholder with 970,000 (nine hundred and seventy thousand) shareholder votes, and that all 970,000 (nine hundred and seventy thousand) shareholder votes are present at the Assembly, which constitutes 100% (one hundred percent).\_\_

**Ad. 2.**

\_\_\_\_\_ The Chairman of the Extraordinary Assembly put to the vote the proposal of the decision on this item of the agenda, and determined that the following decision was made unanimously, i.e. with 970,000 (nine hundred seventy thousand) votes: \_\_\_\_\_

**DECISION**

**on the transformation of a joint stock company  
into a limited liability company**

**1.**

The company M SAN GRUPA joint stock company (hereinafter: the Company) is entered in the court register of the Commercial Court of Zagreb under the registry number 080157581.\_\_\_\_\_

Pursuant to Article 557 of the Companies Act, the Company is transformed from a joint stock company into a limited liability company.\_\_\_\_\_

**2.**

The Company name is transformed from M SAN Grupa joint stock company for computer production, trade, and import-export to M SAN Grupa d.o.o. for computer production, trade, and import-export.\_\_\_\_\_

**3.**

The share capital of the Company entered in the court register in the amount of HRK 97,000,000.00 (ninety seven million) and is divided into 970,000 (nine hundred and seventy thousand) ordinary shares, each in the nominal amount of HRK 100.00 (one hundred). All 970,000 (nine hundred and seventy thousand) shares of the joint stock company are converted into business shares of the limited liability company and are converted into 485,000 (four hundred and eighty five thousand) business shares, each business share in the nominal amount of HRK 200.00 (two hundred).\_\_\_\_\_

**4.**

The sole shareholder of the Company, Stipo Matić, registered in the book of shares kept in the Središnje klirinško depozitarno društvo d.d. /Court int.rem.: SKDD d.d.= Central Depository and Clearing Company, JSC/ on the day of taking of this Decision becomes the sole member of the limited liability company by exchanging all 970,000 (nine hundred and seventy thousand) ordinary shares of the joint stock company with a nominal value of HRK 100.00 (one hundred), for the acquisition of 485,000 (four hundred and eighty five thousand) business shares of the limited liability company, each business share in a nominal amount of HRK 200.00 (two hundred), as follows:\_\_\_

No.	Name and surname	OIB	Number of ordinary shares	Nominal value	Number of business shares	Nominal value
1	Stipo Matić	61046944095	970,000	HRK 97,000,000.00	485,000	HRK 97,000,000.00

The sole shareholder of a joint stock company by this Decision becomes the sole stakeholder of a limited liability company. \_\_\_\_\_

## 5.

The General Assembly of the joint stock company thus becomes the General Assembly of the limited liability company. \_\_\_\_\_

The Supervisory Board of the joint stock company thus becomes the Supervisory Board of the limited liability company with the same composition. \_\_\_\_\_

Based on this decision brought by the founder, the Management Board of the Company simultaneously becomes the Management Board of the limited liability company with the same composition. \_\_\_\_\_

## 6.

On the day of entry into force of this Decision, the general acts of the Company shall be applied to the extent that they do not contradict the provisions of this Decision until the adoption of new general acts. \_\_\_\_\_

The competent bodies of the Company shall issue an order for implementation and shall supervise the adjustment of the existing general acts with the provisions of this Decision and the Articles of Association. \_\_\_\_\_

## 7.

This Decision shall take effect on the day of its adoption and shall apply from the day of entry in the court register. \_\_\_\_\_

## 8.

Instead of the Statutes of the joint stock company, the sole member of the Company adopts the Articles of Association of M SAN Grupa limited liability company which is an integral part of this Decision and which states: \_\_\_\_\_

**ARTICLES OF ASSOCIATION - full text****OBJECT OF THE ARTICLES OF ASSOCIATION**

## Article 1

The founder (hereinafter: the Member of the Company) hereby establishes a limited liability company for the purpose of making a profit by continuously performing economic activity. \_\_\_\_\_

## COMPANY

## Article 2

The limited liability company shall operate under the company name: \_\_\_\_\_

M SAN GRUPA limited liability company for manufacture of computers, trade, and import-export\_

Abbreviated name of the company is: \_\_\_\_\_

M SAN GRUPA d.o.o., (hereinafter: the Company) \_\_\_\_\_

The decision to change the company name is made by the member of the Company at the General Assembly of the Company. \_\_\_\_\_

## Article 3

The Company's registered office is in Zagreb. \_\_\_\_\_

The decision on the business address is made by the Member of the Company at the General Assembly of the Company. \_\_\_\_\_

ACTIVITY – BUSINESS ACTIVITY

Article 4

The business activity shall be determined by a special Decision on determining the business activity, all in accordance with the provisions of Article 33 and Article 34 of the Companies Act (Official Gazette 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 111/12, 68/13, 110/15, 40/19).\_

DURATION OF THE COMPANY

Article 5

The Company is established for an indefinite period of time. \_\_\_\_\_

SHARE CAPITAL

Article 6

Share capital of the Company amounts to HRK 97,000,000.00 (ninety seven million Croatian kuna). \_\_\_\_\_

Share capital consists of 485,000 (four hundred eighty five thousand) business shares, each business share in the nominal amount of HRK 200.00 (two hundred) which are paid in full in cash. Business shares are divisible, can be transferred in full or in part of the business share. \_\_\_\_\_

Article 7

By the decision on the increase of the share capital, the Member of the Company shall determine whether the capital shall be increased by payment or by increasing the existing business share. \_\_

By the same decision, the Member of the Company shall determine whether the capital increase shall be made in cash or items and rights, i.e. whether the capital increase shall be made from reserves or the Company's profit. \_\_\_\_\_

The provisions of the Companies Act shall apply to the manner and conditions of increasing the share capital of the Company, which are not regulated by the provisions of this Article, as well as to the manner and conditions of increasing the share capital of the Company from the Company's reserves. \_\_\_\_\_

GOVERNING BODIES OF THE COMPANY

Article 8

The governing bodies of the Company are the Management Board, the Supervisory Board and the General Assembly of the Company. \_\_\_\_\_

Management Board

Article 9

The Management Board of the Company consists of one to ten members of the Management Board. \_\_\_\_\_

The Management Board is a body consisting of the Chairman and Member of the Management Boards. \_

The Management Board of the Company manages the affairs of the Company with the attention of an orderly and conscious entrepreneur, in accordance with legislation in force, these Articles of Association, the decisions of the Member of the Company and the mandatory instructions of the General Assembly and the Supervisory Board. \_\_\_\_\_

Members of the Management Board manage certain affairs of the Company jointly, and certain affairs independently in certain areas of business (hereinafter: the area of competence of the member of the Management Board) in the manner determined by these Articles of Association. \_

\_\_\_\_\_

Regardless of whether they conduct the business activity jointly or in certain areas independently, all members of the Management Board are responsible for the overall management of the Company's business. \_\_\_\_\_

Members of the Management Board who violate their obligations are liable for damages to the Company as joint and several debtors. In the event of a dispute, members of the Management Board must prove that they have applied the attention of an orderly and conscious entrepreneur. Everything stated in the following text of the Articles of Association regarding a member of the Management Board also applies to the Chairman of the Management Board. \_\_\_\_\_

Article 10

The Supervisory Board appoints and dismisses the Chairman and members of the Management Board and makes decisions related to their employment. \_\_\_\_\_

All members of the Management Board are appointed for a term of 4 (four) years and may be reappointed. \_\_\_\_\_

A person who is a candidate for the position of a Member of the Management Board, must prior to the appointment provide a statement that he/she is ready to perform the duty of the member of the Management Board and that there are no legal obstacles to the appointment. \_\_\_\_\_

A managerial contract with a Member of the Management Board is concluded by the Supervisory Board on behalf of the Company. In determining the total remuneration of a Member of the Management Board, the Supervisory Board must ensure that the overall amount of remuneration is in an appropriate amount regarding work performed by a Member of the Management Board and the financial state of the Company. \_\_\_\_\_

Article 11

The Management Board, within its powers and responsibilities, and in accordance with legislation in force, the Articles of Association and other acts of the Company, performs the following tasks: \_\_\_\_\_

- represents the Company and coordinates the work of the Company as a whole, \_\_\_\_\_
- makes business decisions and supervises and controls their implementation, \_\_\_\_\_
- plans and adopts the business strategy of the Company, \_\_\_\_\_
- adopts plans and budgets as part of the implementation of the established business strategy, \_\_\_\_\_
- plans, prepares, and supervises the current operational operations of the Company, \_\_\_\_\_
- prepares monthly and other financial reports for the Supervisory Board and the General Assembly of the Company, \_\_\_\_\_
- adopts general acts, policies, regulations, and procedures within its powers, \_\_\_\_\_
- reports to the Supervisory Board and the General Assembly on the Company's operations, \_\_\_\_\_
- performs all other tasks that are within the competence of the Management Board under the Companies Act. \_\_\_\_\_

Article 12

The Management Board is responsible for the strategic management and long-term success of the companies that are majority owned by the Company, as well as for the establishment and expansion of business cooperation within such companies, taking into account the timely and quality exchange of information between individual companies. \_\_\_\_\_

Chairman of the Management Board

Article 13

The Chairman organizes, manages and takes care of the good and functional work of the administration, and in particular: \_\_\_\_\_

- organizes the work of the Management Board through the Management Board Sessions and chairs the Management Board Sessions, takes care of the preparation, convening of the Management Board Sessions, determines the quorum, proposes the agenda of the Management Board Sessions, determines and announces the voting results, \_\_\_\_\_

- signs the minutes from the Management Board Sessions in accordance with the Articles of Association of the Company, \_\_\_\_\_
- takes care of decisions within the competence of the Management Board for which these Articles of Association, decisions of the Member of the Company, the General Assembly and the Supervisory Board prescribe the prior consent of the Supervisory Board or the General Assembly and is obliged to ensure quality coordination of the management board, \_\_\_\_\_
- as a Member of the Management Board, performs the tasks within his/her area of competence defined by these Articles of Association and the decision of the Supervisory Board adopted on the basis of the authorization referred to in these Articles of Association, \_\_\_\_\_
- performs all other tasks of interest to the Company, within his/her area of competence. \_\_\_\_\_

The Chairman is responsible for the regular holding of the Management Board Sessions and for the application of these Articles of Association. \_\_\_\_\_

Member of the Management Board

#### Article 14

Member of the Management Board, within his/her powers and responsibilities, performs in particular the following tasks: \_\_\_\_\_

provides guidelines and goals for the development of his/her area of competence, anticipating changes based on industry insights and market trends, and is responsible for the results in his/her area of competence, \_\_\_\_\_

- makes employment decisions, leads, motivates and manages performance in his/her area of competence, and actively participates in the creation of a positive corporate culture, \_\_\_\_\_
- takes care of the functioning, coordination, processes and work, their compliance with internal policies, regulations, and procedures as well as with external prescribed standards and norms, as well as for continuous increase of business ethics, competencies of organizational units and efficiency of the entire Company, \_\_\_\_\_
- supervises, i.e. controls the implementation of adopted decisions and plans in his/her area of competence, \_\_\_\_\_
- in accordance with the established management system and assigned powers, holds the ultimate responsibility at the level of the Management Board for individual stages in the processes, \_\_\_\_\_
- proposes and makes decisions on business management, decisions on plans and budgets, acts from his/her area of competence in accordance with the decisions of the Management Board and other acts of the Company, \_\_\_\_\_
- signs acts and decisions of the Management Board in accordance with the Articles of Association, \_\_\_\_\_
- participates in the work of the Management Board Sessions, proposes changes, amendments to the agenda, as well as decision proposals, \_\_\_\_\_
- convenes Sessions in case of impediment of the Chairman, \_\_\_\_\_
- takes care of establishing and ensuring the expansion of business cooperation and synergies in his/her area of competence with affiliated companies, \_\_\_\_\_
- works on strengthening the capacity and support for business development in the region within his/her area of competence, \_\_\_\_\_
- timely and without delay informs the Supervisory Board regarding all events and activities that carry unforeseen and/or significant business risk or damage to the Company, \_\_\_\_\_
- performs other tasks of interest to the Company from his/her area of competence or that had been entrusted to him/her by the Chairman of the Management Board, and which are not inconsistent with the competencies of a Member of the Management Board, \_\_\_\_\_
- is responsible for the application of these Articles. \_\_\_\_\_

Article 15

Boards of Directors members are accountable to the Company in accordance with legislation in force. \_\_\_\_\_

A Member of the Management Board is not authorized to perform activities that are the subject of the Company's business for his own or someone else's account without the consent of the Supervisory Board nor may he/she be a member of the Management Board or supervisory board of another company, nor be a member of companies personally liable for the obligations of that company. \_\_\_\_\_

Areas of competence and limitations in conducting the Company's business

Article 16

Areas in which members of the Management Board are authorized to independently take over the management of the company's business are sales and business development in the CEIT market segment, sales and business development of the VIVAX brand, sales and business development of the enterprise business segment, non-divisional sales in various customer segments, logistics, service activities, environmental management activities, supervision and management of operations over certain markets outside the Republic of Croatia, as well as management of defined business processes and specific business areas. \_\_\_\_\_

The General Assembly of the Company adopts the Decision on the basic organizational structure of the Company which determines the organizational structure of the Company at the level of basic organizational units, which is the basis for the adoption of regulations and/or procedures and/or other acts adopted by the governing bodies of the Company. \_\_\_\_\_

The Supervisory Board of the Company makes a Decision on the competencies of members of the Management Board in managing the affairs of the Company, which by the Decision within the determined areas of business management determines a more detailed elaboration of each area of competence for each Member of the Management Board, specifically in which area which Member of the Management Board is authorized to independently take over the actions that manage the Company's affairs, which areas are in the joint jurisdiction of the Management Board regarding managing the Company's affairs and the business areas that are contractually entrusted to the management by another company. \_\_\_\_\_

Each member, including the Chairman of the Management Board, is authorized to independently take actions in the management of his/her area of competence, provided that he/she is obliged to inform other members of the Management Board regarding his/her draft decision during a regular Management Board Session and put them to vote if the requirements of Article 19 of these Articles of Association are met. \_\_\_\_\_

If these Articles of Association or Decision of the Supervisory Board stipulates that the Management Board may make certain decisions, i.e. take over certain legal affairs only with the prior consent of the Supervisory Board, the Management Board, i.e. the Management Board competent member is obliged to obtain the necessary consent. \_\_\_\_\_

If the action in managing the affairs of the Company is based on a written decision of the General Assembly, then the Management Board of the Company is not obliged to compensate the Company. Approval of the action by the Supervisory Board does not exclude the responsibility of the Management Board of the Company. \_\_\_\_\_

Representation

Article 17

The Chairman of the Management Board represents the Company individually and independently, and members of the Management Board may represent the Company independently and individually or jointly with the Chairman of the Management Board or jointly with another Member of the Management Board. The decision on the manner of representation is made by the Supervisory Board by the Decision on the Appointment of a Member of the Management Board. \_\_\_\_\_



Mode of operation of the Management Board

Article 18

The Management Board operates and makes decisions at Sessions. Ordinary Sessions are held, as a rule, once a week, on Mondays. The session may, except in the regular term, be held in another term if the Management Board determines such by its Rules of Procedure on Operations of the Management Board in a procedure prescribed by these Articles of Association. \_\_\_\_\_

\_\_\_\_\_ Sessions are usually held in the Company's business premises, and may be held outside them, if required by the reason for convening the Session, in which case the place of the Session is determined by the Chairman, i.e. a member of the Management Board convening the Session. \_\_

Sessions are attended by the Chairman and Members of the Management Board and the Management Board assistant or a person designated by the Chairman to perform the duties of the Management Board assistant. \_\_\_\_\_

Sessions may be attended by directors of divisions and sectors of the Company as proposers of decisions and other persons at the proposal of the Chairman or a Member of the Management Board. \_\_\_\_\_

In order to work more efficiently and organize Sessions, the Management Board uses a digital management system for conducting sessions. \_\_\_\_\_

Article 19

The following is discussed and voted on at Sessions: issues that fall within the joint competence of business management, issues for which it is necessary to obtain the prior consent of the Supervisory Board as well as on issues in the field of independent management of individual members of the Management Board (the area of competence of Member of the Management Boards) and only those issues whose decision has an impact on capex/opex in the amount exceeding HRK 1,000,000.00 (one million) per year which are not within the approved budget in the amount of more than HRK 250,000 (two hundred and fifty thousand) per year and on issues proposed by authorized proposers. \_\_\_\_\_

The issues that are the subject of discussion at the Sessions should be prepared in such a manner that members of the Management Board can discuss and decide on them without difficulty. \_\_\_\_\_

Article 20

Issues regarding the Company's operations that fall within the competence of a Member of the Management Board, are discussed and decided by the Management Board exclusively with that member present. \_\_\_\_\_

Preparation of Session

Article 21

The Proposal for an individual item on the agenda of the Session is made in writing, which must contain a proposal for the operative part of the decision and an explanation, and if necessary, accompanying material that explains the Proposal in more detail. \_\_\_\_\_

If the Proposal does not contain all necessary parts, it shall be returned to the proposer for finishing. \_\_\_\_\_

Article 22

A Proposal for a particular item on the agenda of the Session may be submitted by a Member of the Management Board without restrictions related to topics within the area of competence and directors of divisions and sectors of the Company as well as directors of companies owned by the Company, provided that they have previously submitted a proposal for a decision for approval to the competent Member of the Management Board and have requested the consent of other directors of organizational units whose operations shall be affected by the adoption of

the proposed decision. \_\_\_\_\_

\_\_\_\_\_
If a director of a division or sector cannot agree on the text of the Proposal with the competent Member of the Management Board and/or has not obtained the consent of the director whose business is affected by the proposed decision, he/she is nevertheless authorized to submit the Proposal, but the same should be indicated in the Proposal. \_\_\_\_\_

Article 23

The Proposal is submitted to the Chairman and the Management Board assistant 2 (two) working days before the Session (no later than Wednesday, end of the working day for regular Sessions held on Mondays). \_\_\_\_\_

The Chairman, i.e. the Management Board assistant, is obliged to include the received proposal on the agenda of the first following Session without delay. \_\_\_\_\_

If the Proposal is submitted less than 2 (two) working days before the Session, the rationale providing reasons for such delay must be included. \_\_\_\_\_

The Chairman compiles the agenda with the support of the administrative assistant, taking into account the logical sequence of proposed items and the efficiency of the Session in terms of the presence of the proposer, i.e. other Session participants, who are present only at their agenda item. Regular items on the agenda of the previous Session which for any reason were not discussed at the previous Session shall be placed at the beginning of the agenda of the next Session. \_\_\_\_\_

Convening a Management Board Session

Article 24

Sessions are convened by the Chairman, i.e. the oldest member of the Management Board by age. For regular weekly Sessions no special convening is mandatory as they are held regularly on Mondays. Notwithstanding the above, the prescribed procedure for submitting the Proposal should be followed except in exceptional cases, which should be explained, when it is possible to discuss the proposals for which the Proposal was submitted at the regular Session. \_\_\_\_\_

In case of impediment of the Chairman, any member of the Management Board may convene a Session, if it is necessary to make decisions whose adoption cannot be delayed, or whose postponement would cause damage to the Company or a failure to realize any form of profit. \_\_\_\_\_

Article 25

The Invitation to the Session is delivered by e-mail to the Management Board assistant. \_\_\_\_\_

The Invitation is delivered to all members of the Management Board and to all persons invited to certain points of the Session at least 1 (one) working day before the Session (no later than Friday for regular Sessions held on Mondays), and in urgent cases the deadline may be shorter. \_\_\_\_\_

The proposed decision and accompanying material for each item on the agenda prepared by the proposer shall be submitted to members of the Management Board together with the Invitation. \_\_\_\_\_

Article 26

The Invitation from the previous article must contain the following: \_\_\_\_\_

- an indication of the place and time of the Session, \_\_\_\_\_
- an agenda with an indication of the proposer and an estimate of the time required for making a decision on each individual item on the agenda, \_\_\_\_\_
- an indication of the persons invited to a particular item of the Session with the proposer. \_\_\_\_\_

Holding the Management Board sessions

Article 27

The Sessions are chaired by the Chairman and in case of his/her impediment, the Member of the Management Board who is the oldest in terms of age. \_\_\_\_\_

Article 28

Before the opening of the Session, the Chairman determines whether the required number of all members of the Management Board is present at the Session (quorum). \_\_\_\_\_

It is considered that there is a quorum if more than half of all members of the Management Board are present at the Session, including the presence of a Member of the Management Board in whose area of competence the subject of the agenda item is. \_\_\_\_\_

A member who participates in the work of the Session via telephone / video connection is also considered present. \_\_\_\_\_

If there is no quorum, the Chairman shall adjourn the Session and immediately convene a new one, which shall be held no later than 7 (seven) days from the day when the Session was originally scheduled. \_\_\_\_\_

If for a particular item on the agenda due to lack of quorum or impediment of the competent Member of the Management Board the discussion and voting are not conducted at the adjourned Session, even within 30 days from the date when the proposed item was first placed on the agenda of the Session, that particular item shall be considered an open question and shall be handled in the manner described in these Articles of Association. \_\_\_\_\_

Article 29

After determining the quorum, the Chairman opens the discussion on the proposed agenda. \_\_\_\_\_

Amendments or supplements to the agenda may be given with the obligatory explanation and stating the reasons for the delay by each of Member of the Management Boards, and the amended items on the agenda shall be discussed after the discussion on the originally proposed agenda items. \_\_\_\_\_

The discussion of individual items on the agenda shall be conducted after the introductory speech of the proposer. \_\_\_\_\_

After the introductory speech, the Chairman opens the discussion and gives the floor to members of the Management Board in the order of application, and to other persons present in accordance with the course of the discussion. \_\_\_\_\_

The Chairman shall ensure that the speaker who adheres to the agenda item and the subject of the debate is not disturbed during his/her presentation. \_\_\_\_\_

Article 30

While discussing certain items on the agenda, the Management Board may assess that it cannot decide on the basis of the presented data and may request additional information and determine that the subject agenda item shall be decided at one of the next Sessions, upon receipt of the requested documentation. In its conclusion, the Management Board shall instruct a certain person to provide additional explanation, i.e., data collection, and shall set an appropriate deadline within which he/she is obliged to do so. \_\_\_\_\_

If the Management Board in the case from the previous paragraph does not make a decision within 60 days from the date when the Proposal was first put on the agenda of the Session, that particular Proposal shall

be considered an open question and shall be handled in the manner described in these Articles of Association. \_\_\_\_\_

Decision making in Sessions

Article 31

After the discussion, the Chairman shall invite members of the Management Board to make a decision by public vote. \_\_\_\_\_

The basis for decision-making is the Proposal of the decision that was submitted before or at the Session, or the Proposal of the decision that is formulated by the proposer before the vote, if the Proposal was submitted before or at the Session, The Proposal of the decision should be formulated in such a way that members of the Management Board can vote "for" or "against" \_\_\_\_\_

Article 32

The Management Board decides on issues from the Company's operations by public voting. When voting, the Chairman and members of the Management Board vote "for" or "against" the decision. \_\_\_\_\_

Each Member of the Management Board holds a single vote. \_\_\_\_\_

Persons who are not Member of the Management Boards, but participate in the work of the Sessions, do not hold any voting rights. \_\_\_\_\_

Making decisions from the joint competence of Member of the Management Boards

Article 33

The decision is made by a simple majority of votes of the present Member of the Management Boards, unless the ratio of votes is such that it is not possible to make a decision by a simple majority of votes, in which case the Chairman has the dominant/decisive vote. \_\_\_\_\_

Making a decision on the proposal of a Member of the Management Board from his/her area of competence.

Article 34

The Decision shall be taken by a simple majority of the members present, except in the case of the exceptions provided below. \_\_\_\_\_

In the event that the ratio of votes is such that it is not possible to make a decision by a simple majority of votes, the dominant/deciding vote has the competent Member of the Management Board from whose area of competence the Decision is proposed. \_\_\_\_\_

In the event that all present members of the Management Board oppose the proposed Decision of the competent Member of the Management Board, there is an obligation of the remaining members of the Management Board who are not present at the meeting (physically, by phone or video) to vote "for" or "against" on a specific Proposed Decision within seven days. Voting takes place by e-mail sent to the Chairman and the Management Board assistant or in another appropriate way that can be documented (e.g. by phone to the Chairman and the Assistant, with subsequent written confirmation within seven days) or by voting at the next Management Board Session if the same is convened within seven days. \_\_\_\_\_

If, after the voting, it is established in the minutes that all members of the Management Board voted against the proposed decision, except for the member whose area of competence the area is, it is considered that the decision of the Management Board on that issue has not been made and that issue is considered an open issue. In such case, the assistant of the Board of

Directors shall ask every Member of the Management Board to delivery him/her in writing reasons/rationale for voting on the proposed decision. \_\_\_\_\_  
The Management Board assistant is obliged to inform the Supervisory Board regarding the open issue the next working day by submitting the minutes and agenda of the Session with the Proposed Decision of the competent Member of the Management Board and accompanying materials containing, among other things, reasons/rationale for voting on the proposed decision of each individual members of the Management Board and request a decision of the Supervisory Board on the open issue. If the Supervisory Board does not make a decision within ten working days, the Management Board assistant is authorized to address a member of the Company by submitting without delay the same documentation with a request for a decision of a member of the Company which is binding and final. If a member of the Company does not make a decision within ten working days, the decision of the competent Member of the Management Board is considered rejected. \_\_

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Article 35

In case the proposal of the decision is submitted by the competent director of the division or sector, and the proposal of the decision is submitted despite the opposition of the competent Member of the Management Board, the Chairman shall open the discussion on that topic and after the discussion put the Proposal to the vote. \_\_\_\_\_

If the proposal of the decision by the competent director falls within the area of joint competence of Member of the Management Boards, then the decision shall be made in the manner provided for the decision within the joint competence of Member of the Management Board by a simple majority of votes of present Member of the Management Boards, unless the ratio of votes is such that it is not possible to make a decision by a simple majority of votes, in which case the Chairman of the Management Board has the dominant/decisive vote. \_\_\_\_\_

If the proposal of the decision by the competent director falls within the area of joint competence of Member of the Management Board superior to the proposer, the decision is made by a simple majority of votes of the present members, except for the exceptions provided below. \_\_\_\_\_

In the event that the ratio of votes is such that it is not possible to make a decision by a simple majority of votes, the competent Member of the Management Board from whose area of competence the proposed decision is has dominant/deciding vote. \_\_\_\_\_

In the event that all present members of the Management Board agree with the proposed Decision of the competent Member of the Management Board, there is an obligation of the remaining members of the Management Board who are not present at the meeting (physically, by phone or video) to vote "for" or "against" on a specific Proposed Decision within seven days. Voting takes place by e-mail sent to the Chairman and the Management Board assistant or in another appropriate way that can be documented (e.g. by phone to the Chairman and the Assistant, with subsequent written confirmation within seven days) or by voting at the next Management Board Session if the same is convened within seven days. \_\_\_\_\_

If, after the voting, it is established in the minutes that all members of the Management Board voted in the favour of the proposed decision, except for the member whose area of competence the area is, it is considered that the decision of the Management Board on that issue has not been made and that issue is considered an open issue and is treated in the manner set out in these Articles of Association. \_\_\_\_\_

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A Member of the Management Board may abstain from voting only if a decision is made on some of his/her private rights or legal interests. In all other cases, members of the Management Board must clearly and specifically declare themselves as "for" or "against" the proposed decision. \_\_\_  
Members of the Management Board who, after voting procedures in which they voted contrary to the decision made, have the right to request that their dissenting opinion and explanation be stated in the minutes of the Session, and if they deem it necessary, they may request that their dissenting opinion be submitted to the Supervisory Board or Member of the Management Board.  
Regardless of his/her vote, each Member of the Management Board is obliged to abide by the legal decisions of the Management Board of the Company. \_\_\_\_\_

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Article 37

members of the Management Board make decisions at the Sessions exclusively in person and cannot authorize another person to do so in their stead. \_\_\_\_\_  
In addition to participating in decision-making by telephone during the Session, absent members of the Management Board may also participate in decision-making by giving their vote by e-mail before the beginning of the Session to the Chairman of the Management Board or Management Board assistant. \_\_\_\_\_  
Conclusion of the Session

Article 38

Under the item "Miscellaneous" issues which, by their nature, represent independent items on the agenda cannot be discussed. \_\_\_\_\_

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Article 39

After all the issues on the agenda have been exhausted, the Chairman concludes the Session. \_\_\_  
Minutes of the Session

Article 40

Minutes are kept on the procedures of the Session. \_\_\_\_\_  
The minutes are made by the Management Board assistant, as a rule, within 1 (one) working day from the day of the Session, and the minutes are signed by the Chairman who chaired the session and the Management Board assistant who keeps the minutes. \_\_\_\_\_  
The minutes shall be delivered by e-mail to all members of the Management Board for inspection and possible correction with a deadline for amendments/correction of 1 (one) working day. The Management Board is obliged to resolve any amendments /correction of the minutes on the same day. \_\_\_\_\_  
On each adopted decision, i.e. conclusion of the Management Board, and after the Minutes have been signed or the deadline for amendments/corrections has expired, the Management Board assistant prepares the authenticated copy, for the needs of the proposer, i.e. organizational unit of the Company whose work is affected by the decision. \_\_\_\_\_  
One copy of the minutes shall be kept permanently in the Office of the Management Board. \_\_\_

Article 41

The following data shall be entered in the minutes: \_\_\_\_\_

- ordinal number of the Session, \_\_\_\_\_  
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- place and date, beginning and end of the Session, \_\_\_\_\_

- the names of members of the Management Board who participated in the work of the Session, \_\_\_\_\_
- names of present persons who are not Member of the Management Boards, \_\_\_\_\_
- daily agenda, \_\_\_\_\_
- proposed amendments to the agenda, \_\_\_\_\_
- essential content of the discussion conducted, \_\_\_\_\_
- arguments of an individual Member of the Management Board contrary to the proposal of the decision in the area of competence of Member of the Management Board, \_\_\_\_\_
- decisions and conclusions made on each item on the agenda with voting results. \_\_\_\_\_

Article 42

The authenticated copy of the decision or conclusion shall contain the following elements: \_\_\_\_\_  
 number and date of adoption, \_\_\_\_\_

- the designation of the Session and the date of its convening on which it was adopted, \_\_\_\_\_
- the text of the decision or conclusion, \_\_\_\_\_
- name, surname and function of the Chairman, \_\_\_\_\_
- confidentiality note. \_\_\_\_\_

-----  
 Making decisions without convening the Session \_\_\_\_\_

Article 43

By agreement, the Management Board may make a decision without convening the Session, via correspondence, but only if no members of the Management Board object. \_\_\_\_\_

When deciding via correspondence, the Chairman i.e. Management Board assistant, by order of the Chairman, delivers the Proposal to all members of the Management Board by e-mail and, if necessary, accompanying material that explains the Proposal in more detail. The Proposal of the decision should be formulated in such a way that members of the Management Board can vote "for" or "against". \_\_\_\_\_

After receiving the votes of all Member of the Management Boards, the Chairman, i.e. the person who initiated the decision in the mentioned manner, shall determine in the minutes how each Member of the Management Board voted and determine which decision was made. The minutes shall be signed by the Chairman, i.e. the person who initiated the decision in the mentioned manner and the Management Board assistant in the capacity of a registrar and shall deliver it to other Member of the Management Boards. \_\_\_\_\_

Decisions made by correspondence must be verified at the next Session. \_\_\_\_\_

Corresponding decision-making will, as a rule, be carried out in urgent cases, when waiting for the Session would cause damage to the Company or a failure to realize any form of profit, and in matters of minor importance, when no special discussion is required regarding the Proposal. \_\_\_\_\_

For making decision by correspondence, the provisions on the quorum, the manner of voting and the required majority of votes in the manner prescribed by these Articles of Association shall apply.

-----

Governing bodies of the Management Board

Article 44

The Management Board may, as appropriate, establish temporary or permanent governing bodies (committees, working groups, commissions, etc.) for the purpose of preparing and implementing proposals for decisions or decisions it makes within the scope of its powers. \_\_\_\_\_

The scope, composition and tasks of the governing bodies are determined in more detail by the decision of the Management Board by which they are formed. \_\_\_\_\_

Governing bodies are obliged to regularly report to the Management Board and the Supervisory Board. \_\_\_\_\_

Rules of procedure of the Management Board

Article 45

For all other issues not determined by these Articles of Association, the Management Board may adopt the Rules of Procedure of the Management Board, the adoption, amendments and supplements of which require a unanimous decision of all members of the Management Board and the prior consent of the Supervisory Board. \_\_\_\_\_

Cooperation and attitude of the Management Board towards the Supervisory Board

Article 46

The Management Board is obliged to timely and completely report to the Supervisory Board on all facts and circumstances that may affect the business, financial position and condition of the assets of the Company, i.e. the companies owned by the Company. \_\_\_\_\_

Article 47

If it deems that there is such need, the Supervisory Board is authorized to send a mandatory instruction to the Management Board regarding the management of the Company's affairs, and the Management Board is obliged to manage the Company's affairs in accordance with written mandatory instructions of the Supervisory Board. \_\_\_\_\_

If the Management Board considers that the mandatory instruction of the Supervisory Board may result in the liability of members of the Management Board in relation to the Company, the Management Board is authorized to ask the General Assembly to decide on specific issues from the mandatory instruction of the Supervisory Board. \_\_\_\_\_

Article 48

members of the Management Board are obliged to respond to the invitation to the Supervisory Board session and the meetings of all Governing Bodies of the Supervisory Board to which they are invited. \_\_\_\_\_

Article 49

During the regular management of the Company, the Management Board shall report to the Supervisory Board on the form, content and dynamics prescribed by law and by the Supervisory Board, and especially on issues and areas related to the implementation of the business plan containing the Company's business guidelines for the next three years and which is audited annually by the Management Board based on corporate and business strategy and market trends in the area of: \_\_\_\_\_

- financial plan – income, expenses, opex, net profit, \_\_\_\_\_
- investment plan (capex), \_\_\_\_\_
- employment plan, \_\_\_\_\_
- planning and status of key commercial projects, \_\_\_\_\_



- planning and status of key business improvement initiatives. \_\_\_\_\_

Notwithstanding the previous paragraph, with a purpose to facilitate the performance of the duties of the Supervisory Board, the Management Board will provide access to all internal business tools, digital management system for facilitating meetings and reporting systems to Supervisory Board members as well as other persons requested by the Supervisory Board. \_\_

Article 50

If during the preparation of monthly or other financial reports or otherwise it is established that the Company is operating at a loss, the Management Board is obliged to immediately, no later than within 48 hours, inform the Supervisory Board and request the convening of a session of the Supervisory Board. \_\_\_\_\_

If the Company is insolvent or over-indebted, the Management Board must immediately notify the Supervisory Board by submitting a detailed report on the reasons and suggestions for further actions. \_\_\_\_\_

Article 51

The Supervisory Board may at any time request the Management Board to inform it of issues related to the Company's operations that can reasonably be expected to affect the Company's operations, while respecting the remaining provisions of the Companies Act governing this issue. \_\_\_\_\_

Article 52

In order to facilitate preventive supervision over the conduct of the Company's business, in addition to the decisions and tasks defined in these Articles of Association, for making the following decisions, the Management Board is obliged to obtain the prior written consent of the Supervisory Board: \_\_\_\_\_

\_\_\_\_\_ making a decision on the business strategy of the Company, goals and timeframe for implementation, \_\_\_\_\_

1. making a decision on the annual business plan, which includes the investment plan as well as changes during the business year, in the form and content prescribed by the Supervisory Board, \_\_\_\_\_
2. approval of all items of operating, financial and investment costs that are not included in the annual business plan in the amount exceeding the equivalent of HRK 500,000.00 individually or in total per business year in the amount exceeding the equivalent of HRK 1,000,000.00, \_\_\_\_\_
3. adoption and amendments to the Rules of Procedure of the Management Board, \_\_\_\_\_
4. appointment and conclusion, amendment and termination of employment contracts with directors of divisions, sectors, heads of departments of the Company and Member of the Management Boards/directors of associated companies, \_\_\_\_\_
5. adoption and amendment of acts determining the basic organization of the Company, regulate the rights and obligations arising from labour relations, salary and remuneration systems, \_\_\_\_\_
6. decisions on remuneration of directors of divisions, sectors, heads of departments and Member of the Management Boards/directors of associated companies, \_\_\_\_\_
7. giving "power of attorney" and commercial power of attorney, \_\_\_\_\_
8. decision to open new or terminate existing business areas, \_\_\_\_\_
9. all status changes of the Company as well as associated companies (mergers, acquisitions, spin-offs), establishment of branches, i.e. new companies and acquisition, sale, disposal of shares/stocks in other

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in other companies, i.e. encumbrance of these shares, \_\_\_\_\_

10. initiating, conducting, settling or waiving any court proceedings, arbitration, \_\_\_\_\_
11. individual sale or liquidation of tangible fixed assets with a book value of more than HRK 500,000.00 of the Company, i.e. associated companies, i.e. decision-making in the assembly of associated companies for individual sale, liquidation of tangible fixed assets with a book value of more than HRK 500,000.00, \_\_\_\_\_
12. acquisition and sale of real estate as well as encumbrance of own real estate, \_\_\_\_\_
13. adoption of basic internal acts for which, in accordance with the Articles of Association and regulations governing the subject of the Company's operations, the consent of the Supervisory Board is prescribed, \_\_
14. on legal transactions concluded by the Company with Member of the Management Board or members of his/her families or companies related to the same, \_\_\_\_\_
15. on the conclusion, amendment or termination of contracts between companies, interest associations or labour associations, as well as contracts on secret companies or similar contractual relations or contracts, on the basis of which personal responsibility, management or representation of another company is assumed, \_\_
16. approving indebtedness to customers-partners or delays contrary to the envisaged collection technologies, whose deviations are greater than 30% (thirty percent) of the projected values, \_\_\_\_\_
17. on orders in which total stocks (existing and ordered) exceed 45 (forty five) days of average sales in the previous 180 (one hundred and eighty) days, \_\_\_\_\_
18. opening of new business units, distribution agreements, which were not covered by the approved business plan, \_\_\_\_\_
19. providing guarantees, joint liabilities to companies that are not majority owned by the Company, \_\_\_\_\_
20. all other decisions which by law or the decision of the General Assembly are subject to the consent of the Supervisory Board. \_\_\_\_\_

In the cases referred to in the previous paragraph, the Management Board shall make decisions that shall enter into force after obtaining the consent of the Supervisory Board. \_

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SUPERVISORY BOARD

#### Article 53

The Company has a Supervisory Board consisting of 3 (three) members. \_\_\_\_\_  
The General Assembly adopts a Decision on the Rules of Procedure of the Supervisory Board which determines the manner of work of the Supervisory Board of the Company. \_\_\_\_\_

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Election of Supervisory Board members

#### Article 54

A Supervisory Board member may be a person for whom there are no legal obstacles to the election, and at the same time is a person whose knowledge and experience guarantee quality performance of the function of a Supervisory Board member. \_\_\_\_\_

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A person whose personal or business interests may be in conflict with the interests of the Company or its members may not be elected a Supervisory Board member. \_\_\_\_\_

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Article 55

The members of the Supervisory Board are elected by the General Assembly on the basis of proposals from the members of the Company. \_\_\_\_\_  
Members of the Supervisory Board are elected or appointed for a maximum of four years and may be re-elected or re-appointed. The term of office of a member of the Supervisory Board begins on the day the decision is made, regardless of the entry in the court register. \_\_\_\_\_

-----  
GENERAL ASSEMBLY OF THE COMPANY

Article 56

The General Assembly of the Company is its highest governing body, and comprises of the Member of the Company as the sole founder. The General Assembly of the Company meets at the registered seat of the Company. \_\_\_\_\_

The Member of the Company in the General Assembly makes decisions to which he/she is authorized by law and these Articles of Association. \_\_\_\_\_

The Member of the Company must, without delay, after making a decision, draft a record and sign it. \_\_\_\_\_

Article 57

The General Assembly decides on issues determined by these Articles of Association in addition to issues that are in the exclusive competence of the General Assembly pursuant to the applicable Companies Act. \_\_\_\_\_

If the General Assembly deems that there is such need, the Assembly is authorized to send a mandatory instruction to the Management Board regarding the management of the Company's affairs, and the Management Board is obliged to manage the Company's affairs in accordance with written mandatory instructions of the General Assembly. \_\_\_\_\_

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Article 58

The General Assembly is convened by the Management Board of the Company in cases prescribed by the Companies Act and whenever required by the interests of the Company, but it can also be convened by the Supervisory Board and the Member of the Company. \_\_\_\_\_

The General Assembly convenes once a year. \_\_\_\_\_

The General Assembly is convened by delivering an invitation in the hands of the Member of the Company, the receipt of which is confirmed by the Member of the Company with a signature and date of receipt. At least seven days must elapse from the day of receipt of the invitation to the day of holding the General Assembly. The agenda of the General Assembly must be determined as precisely as possible in the invitation. \_\_\_\_\_

Decisions made at the General Assembly must be entered in a special book of decisions of the General Assembly. \_\_\_\_\_

The Management Board is obliged to give a notice to the Member of the Company regarding all matter of the Company regardless of the fact that the Company has a Supervisory Board. \_\_\_\_\_

-----  
KEEPING BUSINESS SECRETS

Article 59

All members of the Management Board and Supervisory Board members are obliged to permanently, without regard to the expiration of their term of office, keep confidential all information presented during the Meetings, information on the Company and its affiliated companies and on decisions and

conclusions of the Management Board, except for those for which the Management Board explicitly decides that they do not constitute confidential information or constitute generally known information. \_\_\_\_\_

All members of the Management Board are obliged to keep confidential, regardless of the expiration of their mandate, all data, facts and circumstances that the Company has learned on the basis of providing services to clients and in dealing with individual clients, and which are presented at the Meeting or submitted to members of the Management Board in a written form. \_\_\_\_\_

-----  
SUBSIDIARY

Article 60

The Company may have subsidiaries outside its registered office in which the Company performs its activities. \_\_\_\_\_

A subsidiary is established by a decision of the Member of the Company. \_\_\_\_\_

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POWER OF ATTORNEY

Article 61

The decision on giving the power of attorney is made by the Member of the Company. \_\_\_\_\_

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COMPANY'S OFFICIAL JOURNAL

Article 62

The Company's official journal is the Company's website containing court register. \_\_\_\_\_

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AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 63

Amendments to these Articles of Association shall be valid if made on the basis of a decision of the Member of the Company, which must be made in writing. \_\_\_\_\_

The Decision on the issuance of the Articles of Association of the Company provided for in paragraph 1 (one) of this Article shall enter into force on the day of entry in the court register. . \_\_\_\_\_

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TERMINATION OF THE COMPANY

Article 64

The Company shall be terminated on the basis of the decision of the Member of the Company on the liquidation of the Company as well as on the basis of other reasons provided by law. . \_\_\_\_\_

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Article 65

These Articles of Association shall enter into force on the day of its entry in the court register. \_\_\_\_\_

-----  
Article 66

The costs of establishment are borne by the founder of the Company. \_\_\_\_\_

The Chairman of the Extraordinary Assembly ended the work of the General Assembly after the agenda was exhausted at 10.30 am (half past ten am). \_\_\_\_\_  
\_\_\_\_\_

Assembly Chairman

/Stipo Matic, in his own writing/

The following document(s) is attached to the Minutes: \_\_\_\_\_

1) List of shareholders present; \_\_\_\_\_

For drafting these minutes, a notary public fee was calculated in accordance with Articles 25 and 38 in the amount of HRK 2,160.00 plus 25% VAT in the amount of HRK 540.00 and a notary fee in the amount of HRK 140.00 according to Tariff No. 10 and Tariff No. 3 of the Notary Public Fees Act.

NOTARY PUBLIC

Željka Maroslavac, in her own writing

I, notary public Željka Maroslavac from Zagreb, Av. \_\_\_\_\_  
Dubrovnik 12, confirm that I have compared this authenticated copy \_\_\_\_\_  
with the original in my file and found \_\_\_\_\_  
that it fully coincides with the original. \_\_\_\_\_

This authenticated copy replaces the original in \_\_\_\_\_  
its entirety. \_\_\_\_\_

This authenticated copy is complete, with an attachment. \_\_\_\_\_

This authenticated copy is drafted for the Company. \_\_\_\_\_

OU-323/2021 \_\_\_\_\_

In Zagreb, 28 April 2021 \_\_\_\_\_

(twenty eight of April two thousand and twenty one) \_\_\_\_\_

NOTARY PUBLIC

Željka Maroslavac

/Round stamp:/ REPUBLIC OF CROATIA /signature illegible/

ŽELJKA MAROSLAVAC - NOTARY PUBLIC

ZAGREB

LIST OF SHAREHOLDERS PRESENT  
AT THE EXTRAORDINARY ASSEMBLY SESSION  
M SAN GRUPA d.d., Zagreb, Buzinski prilaz 10,  
held on 28 April 2021

1. Mr. Stipo Matić, OIB 61046944095, holder of 970,000 shares.

Assembly Chairman  
*/signature illegible/*

-----  
/Stipo Matić/

I, Aleksandra Basta, court interpreter for English, Italian and Czech language as appointed by the President of the County Court in Zagreb Decree No. 4 Su-1127/18 of the 2nd of October 2018 do hereby certify that the above translation is a faithful and complete translation of the original document written in the Croatian language.  
In Zagreb, 18/05/2021  
Certification no.: 535/2021

Aleksandra Basta, prof.  
COURT INTERPRETER





Republika Hrvatska

JAVNI BILJEŽNIK

Željka Maroslavac  
Zagreb, Avenija Dubrovnik 12

otpravak  
Posl.broj: OU-323/2021

U Zagrebu, 28. travnja 2021. godine-----  
----- (dvadesetosmog travnja dvijetisućedvadesetprve godine)-----

Ja, Javni bilježnik Željka Maroslavac, iz Zagreba, Av. Dubrovnik 12, sastavila sam sa izvanredne Skupštine M SAN GRUPA d.d., Zagreb, Buzinski prilaz 10, koja je održana u sjedištu trgovačkog društva, u Zagrebu, Buzinski prilaz 10, dana 28. travnja 2021. (dvadesetosmog travnja dvijetisućedvadesetprve godine) sa početkom u 10.00 sati (deset sati).-----

## Z A P I S N I K

sa sjednice izvanredne SKUPŠTINE

M SAN Grupa d.d.

Zagreb, Buzinski prilaz 10

----- 1. Sjednicu izvanredne skupštine M SAN Grupa d.d., Zagreb, Buzinski prilaz 10, otvorio je gosp. Stipo Matić, predsjedavajući Glavne skupštine i utvrdio da Glavna skupština ima jednog dioničara sa 970.000 (devetstosedamdesettisuća) glasova dioničara, a na istoj je prisutno svih 970.000 (devetstosedamdesettisuća) glasova dioničara, što čini 100% (sto posto).-----

----- Osim toga, predsjedavajući izvanredne skupštine, utvrdio je da zapisnik na sjednici vodi javni bilježnik Željka Maroslavac, iz Zagreba, Av. Dubrovnik 12.-----

----- Utvrdila sam da je na izvanrednoj skupštini način glasovanja o prijedlogu odluka obavljen javnim glasovanjem.-----

----- 2. Izvanrednu Skupštinu M SAN GRUPA d.d., Zagreb, Buzinski prilaz 10, sazvala je Uprava Društva temeljem članka 277. stavka 2. Zakona o trgovačkim društvima, a u skladu sa odredbama Statuta društva.-----

----- 3. Predsjedavajući Izvanredne skupštine zatim je utvrdio da je za današnju sjednicu Glavne skupštine M SAN Grupa d.d., Zagreb, Buzinski prilaz 10, objavljen slijedeći:-----

## D n e v n i      r e d :

1. Otvaranje sjednice Izvanredne skupštine i utvrđivanje nazočnosti dioničara;-----

2. Donošenje odluke o preoblikovanju dioničkog društva u društvo s ograničenom odgovornošću I usvajanju Izjave o osnivanju društva s ograničenom odgovornošću nastalog preoblikovanjem d.d. u d.o.o.;-----

**Ad. 1.**

-----Predsjedavajući Izvanredne skupštine utvrdio je da Skupština ima jednog dioničara sa 970.000 (devetstosedamdesettisuća) glasova dioničara, a na istoj je prisutno svih 970.000 (devetstosedamdesettisuća) glasova dioničara, što čini 100% (stoposto).-----

**Ad. 2.**

-----Predsjedavajući Izvanredne skupštine je dao na glasovanje prijedlog odluke po ovoj točki dnevnog reda, te je utvrdio da je jednoglasno, odnosno sa 970.000 (devetstosedamdesettisuća) glasova donesena sljedeća:-----

**ODLUKU**

**o preoblikovanju dioničkog društva  
u društvo s ograničenom odgovornošću**

**1.**

Trgovačko društvo M SAN GRUPA dioničko društvo (dalje: Društvo) upisano je u sudski registar Trgovačkog suda u Zagrebu s matičnim brojem subjekta 080157581.-----

Društvo se na temelju članka 557. ZTD-a preoblikuje iz dioničkog društva u društvo s ograničenom odgovornošću.-----

**2.**

Tvrtka Društva mijenja se iz M SAN Grupa dioničko društvo za proizvodnju računala, trgovinu i uvoz-izvoz u M SAN Grupa d.o.o. za proizvodnju računala, trgovinu i uvoz-izvoz.-----

Skraćena tvrtka Društva mijenja se iz M SAN Grupa d.d. u M SAN Grupa d.o.o.-

**3.**

Temeljni kapital Društva upisan u sudski registar u iznosu od 97.000.000,00kn (devedesetsedammiliona) i podijeljen je na 970.000 (devetstosedamdesettisuća) redovnih dionica svaka u nominalnom iznosu 100,00kn (sto). Svih 970.000 (devetstosedamdesettisuća) dionica dioničkog društva pretvaraju se u poslovne udjele društva s ograničenom odgovornošću i postaju 485.000 (četiristoosamdesetpettisuća)poslovnih udjela, svaki poslovni udio u nominalnom iznosu od 200,00kn (dvjesto).-----

**4.**

Jedini dioničar Društva Stipo Matić upisan u knjigu dionica koja se vodi u Središnjim klirinškom depozitarnom društvu d.d. na dan donošenja ove odluke postaje jedini član društva s ograničenom odgovornošću tako da u zamjenu za svih 970.000 (devetstosedamdesettisuća) redovnih dionica dioničkog društva nominalnog iznosa 100,00kn (sto), stječe 485.000 (četiristoosamdesetpettisuća)poslovnih udjela društva s ograničenom odgovornošću, svaki poslovni udjel u nominalnom iznosu od 200,00kn (dvjesto)kako slijedi:-----



Redni broj	Ime i prezime	OIB	Broj dionica	Nominalna vrijednost	Broj udjela	Nominalna vrijednost
1.	Stipo Matić	61046944095	970.000	97.000.000,00kn	485.000	97.000.000,00kn

Jedini dioničar dioničkog društva postaje ovom odlukom jedini udjelničar društva s ograničenom odgovornošću.-----

5.

Skupština d.d. ovom odlukom postaje Skupština d.o.o.-----  
Nadzorni odbor ovom odlukom postaje Nadzorni odbor d.o.o. u istom sastavu.--  
Uprava Društva ovom odlukom osnivača istovremeno postaje Uprava društva  
d.o.o. u istom sastavu.-----

6.

Na dan stupanja na snagu ove Odluke opći akti društva primjenjivat će se u  
mjeri u kojoj nisu suprotni odredbama ove Odluke sve do donošenja novih.----  
Nadležna tijela društva dat će nalog za provedbu i nadzirat će uskladu  
postojećih općih akata s odredbama ove Odluke i Izjave o osnivanju.-----

7.

Ova odluka stupa na snagu danom donošenja, a primjenjuje se od upisa u  
sudski registar.-----

8.

Umjesto Statuta dioničkog društva jedini član Društva donosi Izjavu o  
osnivanju M SAN Grupa društvo ograničenom odgovornošću koja je sastavni dio  
ove odluke i koja glasi:-----

## I Z J A V A

potpuni tekst

PREDMET IZJAVE

Članak 1.

Osnivač (u daljnjem tekstu: član Društva) ovom Izjavom osniva društvo s  
ograničenom odgovornošću radi ostvarivanja dobiti trajnim obavljanjem  
gospodarske djelatnosti.-----

TVRTKA

Članak 2.

Društvo s ograničenom odgovornošću će poslovati pod tvrtkom:-----  
M SAN GRUPA društvo s ograničenom odgovornošću za proizvodnju računala,  
trgovinu i uvoz-izvoz-----

Skraćena tvrtka glasi:-----

M SAN GRUPA d.o.o.-----

(u daljnjem tekstu: Društvo)-----

Odluku o promjeni tvrtke donosi član Društva na Skupštini Društva.-----

Članak 3.

Sjedište društva je u Zagrebu.-----

Odluku o poslovnoj adresi donosi član Društva na Skupštini Društva.-----

DJELATNOST - PREDMET POSLOVANJA

Članak 4.

Predmet poslovanja će se utvrditi u posebnoj Odluci o utvrđenju predmeta poslovanja, a sve sukladno odredbi članka 33. i članka 34. Zakona o trgovačkim društvima (NN 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.)

TRAJANJE DRUŠTVA

Članak 5.

Društvo se osniva na neodređeno vrijeme.

TEMELJNI KAPITAL

Članak 6.

Temeljni kapital Društva iznosi 97.000.000,00 kuna (devedeset sedam miliona kuna).

Temeljni kapital sastoji se od 485.000 (četiristo osamdeset pet tisuća) poslovnih udjela svaki poslovni udio u nominalnom iznosu od 200,00kn (dvjesto) koji su u cijelosti uplaćeni u novcu.

Poslovni udjeli su djeljivi, može se prenositi u cijelosti ili dio poslovnog udjela.

Članak 7.

Odlukom o povećanju temeljnog kapitala član Društva će odrediti hoće li se kapital povećati uplatom novog ili povećanjem postojećeg poslovnog udjela. Istom odlukom član Društva će se odrediti hoće li se povećanje kapitala izvršiti u novcu ili u stvarima i pravima, odnosno hoće li se povećanje kapitala izvršiti iz rezervi ili dobiti Društva. Na način i uvjete povećanja temeljnog kapitala Društva, koji nisu regulirani odredbama ovog članka, kao i na način i uvjete povećanja temeljnog kapitala Društva iz sredstava rezervi Društva, primjenjuju se odredbe Zakona o trgovačkim društvima.

ORGANI UPRAVLJANJA DRUŠTVOM

Članak 8.

Organi upravljanja Društvom jesu uprava, nadzorni odbor i skupština Društva.

Uprava

Članak 9.

Uprava Društva sastoji se od jednog do deset članova uprave. Uprava je tijelo koje se sastoji od predsjednika i članova uprave. Uprava vodi poslove Društva pažnjom urednog i savjesnog gospodarstvenika, u skladu s pozitivnim propisima, ovom Izjavom, odlukama člana Društva i obveznim uputama Skupštine i Nadzornog odbora. Članovi uprave vode određene poslove Društva zajedno a određene poslove samostalno po pojedinim područjima poslova (u daljnjem tekstu: područje nadležnosti člana uprave) na način utvrđen ovom Izjavom.

Neovisno o tome vode li poslove zajedno ili u određenim područjima samostalno, svi članovi uprave su odgovorni za sveukupno vođenje poslova Društva.

Članovi uprave koji povrijede svoje obveze odgovaraju za štetu Društvu kao solidarni dužnici. U slučaju spora članovi uprave moraju dokazati da su primijenili pozornost urednog i savjesnog gospodarstvenika.

Sve što je u daljnjem tekstu Izjave navedeno vezano za člana uprave odnosi se i na predsjednika uprave.

#### Članak 10.

Nadzorni odbor imenuje i razrješava predsjednika i članove uprave te donosi odluke vezano uz njihov radni odnos.

Svi članovi uprave imenuju se na mandat od 4 (četiri) godine i mogu biti ponovo imenovani.

Osoba koja je kandidat za dužnost člana uprave prije imenovanja daje izjavu da je pripravna obavljati dužnost člana uprave i da za odnosno imenovanje ne postoje zakonske prepreke.

Menadžerski ugovor s članom uprave u ime Društva sklapa Nadzorni odbor. Pri određivanju ukupnih primanja člana uprave Nadzorni odbor mora brinuti da ukupni iznos primanja bude u primjerenom iznosu posla koji obavlja član uprave i stanja Društva.

#### Članak 11.

Uprava, u okviru svojih ovlaštenja i odgovornosti, a u skladu s pozitivnim propisima, Izjavom i drugim aktima Društva obavlja sljedeće poslove:

- zastupa Društvo i koordinira rad Društva u cjelini,
- donosi poslovne odluke te nadzire i kontrolira provođenje istih,
- planira i donosi poslovnu strategiju Društva
- donosi planove i budžete u sklopu provođenja utvrđene poslovne strategije,-
- planira, priprema i nadzire tekuće operativno poslovanje Društva,
- priprema mjesečne i druga financijska izvješća za nadzorni odbor i skupštinu Društva,
- donosi opće akte, politike, pravilnike i procedure u okviru svojih ovlaštenja,
- izvještava nadzorni odbor i skupštinu Društva o poslovanju Društva,
- obavlja sve druge poslove koje su temeljem Zakona o trgovačkim društvima u nadležnosti uprave.

#### Članak 12.

Uprava je odgovorna za strateško upravljanje i dugoročni uspjeh trgovačkih društava u većinskom vlasništvu Društva, kao i za uspostavljanje i širenje poslovne suradnje unutar tih društava, vodeći pri tome računa o pravodobnoj i kvalitetnoj razmjeni informacija između pojedinih društava.

Predsjednik uprave

#### Članak 13.

Predsjednik organizira, rukovodi i brine o dobrom i funkcionalnom radu uprave, a osobito:

- organizira rad uprave kroz Sjednice uprave i predsjedava Sjednicama uprave, brine o pripremi, sazivanju Sjednica uprave, utvrđuje postojanje dnevnika, predlaže dnevni red Sjednice uprave, utvrđuje i proglašava rezultate glasanja,-

- potpisuje zapisnike sa Sjednica uprave sukladno Izjavi o osnivanju Društva-
  - brine za odluke iz nadležnosti uprave za koje je ovom Izjavom, odlukama člana Društva, skupštine te nadzornog odbora propisana prethodna suglasnost nadzornog odbora ili skupštine te je u tu svrhu dužan osigurati kvalitetnu koordinaciju rada uprave,-----
  - kao član uprave obavlja poslove iz svog područja nadležnosti definiranog ovom Izjavom te odlukom nadzornog odbora donesenog temeljem ovlaštenja iz ove Izjave,-----
  - obavlja sve druge poslove od interesa za Društvo, iz svog područja nadležnosti.-----
- Predsjednik je odgovoran za redovito održavanje Sjednica uprave te za primjenu ove Izjave.-----

Član uprave

Članak 14.

Član uprave, u okviru svojih ovlasti i odgovornosti, obavlja osobito sljedeće poslove: -----

- daje smjernice i ciljeve za razvoj svog područja nadležnosti, anticipirajući promjene temeljem industrijskog uvida i tržišnih trendova te je odgovoran za rezultate svog područja nadležnosti,-----
- donosi odluke o zapošljavanju, iz svog područja nadležnosti vodi, motivira i upravlja učinkom te svojim rukovođenjem aktivno sudjeluje u kreiranju pozitivne korporativne kulture -----
- brine o funkcioniranju, koordinaciji, procesima i radu, njihovoj usklađenosti s internim politikama, pravilnicima i procedurama kao i s vanjskim propisanim standardima te normama kao i za kontinuirano povećanje efikasnosti poslovanja nadležnih organizacijskih jedinica i efikasnosti cijelog Društva, ----
- sukladno uspostavljenom sustavu upravljanja i dodijeljenim ovlaštenjima nosi krajnju odgovornost na razini uprave za pojedine faze u procesima,-----
- predlaže i donosi odluke o vođenju poslova, odluke o planovima i budžetima, akte iz svog područja nadležnosti sukladno odlukama uprave i ostalih akata Društva,-----
- nadzire, odnosno kontrolira provedbu donesenih odluka i planova iz svog područja nadležnosti,-----
- potpisuje akte i odluke uprave sukladno Izjavi o osnivanju,-----
- sudjeluje u radu Sjednica uprave, predlaže izmjene, dopune dnevnog reda, kao i prijedloge odluka,-----
- saziva Sjednice u slučaju spriječenosti predsjednika,-----
- brine o uspostavljanju i osigurava širenje poslovne suradnje i sinergije iz svog područja nadležnosti s vlasnički povezanim trgovačkim društvima, -----
- radi na jačanju kapaciteta i podrška razvoju poslovanja u regiji iz svog područja nadležnosti,-----
- pravovremeno i bez odgađanja obavještava nadzorni odbor o svim događajima i aktivnostima koje nose nepredviđen i/ili značajni poslovni rizik ili štetu za Društvo,-----
- obavlja druge poslove od interesa za Društvo iz svog područja nadležnosti ili koje mu povjeri predsjednik uprave, a da nisu u neskladu s nadležnostima člana uprave -----
- odgovoran je za primjenu ove Izjave.-----

Članak 15.

Članovi uprave odgovaraju Društvu sukladno pozitivnim propisima.-----  
Član uprave nije ovlašten bez suglasnosti nadzornog odbora za svoj ili za  
trži račun obavljati poslove koji su predmet poslovanja Društva niti može  
biti član uprave ili nadzornog odbora u drugom društvu, niti biti član  
društava koji osobno odgovara za obveze tog društva.-----

Područja nadležnosti i ograničenja u vođenju poslova Društva.

Članak 16.

Područja u kojima su članovi uprave ovlašteni samostalno poduzimati radnje  
vođenja poslova društva su područja prodaje i razvoja poslovanja u CEIT  
tržišnom segmentu, prodaja i razvoj poslovanja VIVAX branda, prodaja i  
razvoj poslovanja enterprise poslovnog segmenta, poslovi izvan divizijske  
prodaje po različitim segmentima kupaca, poslovi logistike, poslovi servisa,  
poslovi upravljanja ekološkim zbrinjavanjem, poslovi nadzora i upravljanja  
poslovanjem nad pojedinim tržištima izvan RH kao i upravljanje definiranim  
poslovnim procesima i specifičnim područjima poslovanja.-----

Skupština Društva donosi Odluku o temeljnoj organizacijskoj strukturi  
Društva kojom se utvrđuje organizacijski ustroj Društva na razini temeljnih  
organizacijskih jedinica, a koji predstavlja osnovu za donošenje pravilnika  
i ili procedura i/ili ostalih akata koje donose organi Društva.-----

Nadzorni odbor Društva donosi Odluku o nadležnostima članova uprave u  
vođenju poslova Društva, kojom se Odlukom u okviru utvrđenih područja  
vođenja poslova utvrđuje detaljnija razrada pojedinog područja nadležnosti  
za koja je nadležan pojedini član uprave, konkretno u kojem području je koji  
član uprave ovlašten samostalno poduzimati radnje kojima se vode poslovi  
društva, koja su područja u zajedničkoj nadležnosti vođenja poslova uprave  
te o područjima poslovanja koja se ugovorno povjeravaju na upravljanje  
drugom društvu.-----

Svaki član uprave uključujući i predsjednika uprave, ovlašten je samostalno  
poduzimati radnje vođenja poslova iz svog područja nadležnosti, s tim da je  
obavezan o svojim prijedlozima odluka informirati ostale članove uprave na  
redovnoj Sjednici uprave i staviti iste na glasanje ako su ispunjeni  
preduvjeti iz Članka 19. ove Izjave.-----

Ako je ovom Izjavom ili Odlukom nadzornog odbora određeno da uprava može  
pojedine odluke donijeti odnosno pojedine pravne poslove poduzeti samo uz  
prethodnu suglasnost nadzornog odbora, uprava odnosno nadležni član uprave  
je dužan pribaviti potrebnu suglasnost.-----

Ako se radnja u vođenju poslova Društva temelji na pisanoj odluci skupštine  
tada ne postoji obveza naknade štete Društvu od strane uprave Društva.  
Dobrorenje radnje od strane nadzornog odbora ne isključuje odgovornost uprave  
Društva.-----

Zastupanje

Članak 17.

Predsjednik Uprave zastupa Društvo pojedinačno i samostalno, a članovi  
uprave mogu zastupati samostalno i pojedinačno ili zajedno s Predsjednikom  
Uprave ili zajedno s drugim članom uprave. Odluku o načinu zastupanja donosi  
Nadzorni odbor Odlukom o imenovanju člana uprave.-----

ačin rada uprave

Članak 18.

Uprava radi i odlučuje na Sjednicama. Redovne Sjednice se održavaju u pravilu jednom tjedno, ponedjeljkom. Sjednica može biti, osim u redovnom terminu, održana i u drugom terminu ako to uprava utvrdi svojim Poslovníkom o radu uprave u proceduri propisanoj ovom Izjavom.-----

Sjednice se u pravilu održavaju u poslovnim prostorijama Društva, a mogu se održati i izvan istih, ako to zahtijeva razlog sazivanja Sjednice, u kojem slučaju mjesto održavanja Sjednice određuje predsjednik, odnosno član uprave koji saziva Sjednicu.-----

Sjednicama prisustvuju predsjednik i članovi uprave te asistent uprave ili osoba koju predsjednik odredi za obavljanje poslova asistenta uprave. -----

Sjednicama mogu prisustvovati i direktori divizija i sektora Društva kao predlagači odluka te druge osobe na prijedlog predsjednika ili člana uprave.-----

U cilju efikasnijeg rada i organiziranja Sjednica Uprava koristi digitalni management sustav vođenja Sjednica.-----

Članak 19.

Na Sjednicama se raspravlja i glasa o pitanjima koja spadaju u zajedničku nadležnost vođenja poslova, o pitanjima za koju je potrebno ishoditi prethodnu suglasnost nadzornog odbora kao i o pitanjima iz domene samostalnog vođenja poslova pojedinog člana uprave (područje nadležnosti člana uprave) i to samo ona pitanja čija odluka ima utjecaj na capex/opex u iznosu većem od 1.000.000,00 ( milijun ) HRK godišnje ili koja nisu u okviru odobrenog budžeta u iznosu većem od 250.000 ( dvjesto pedeset tisuća HRK godišnje te o pitanjima koje predlože ovlašteni predlagači.-----

Pitanja koja su predmet rasprave na Sjednicama trebaju biti pripremljena tako da članovi uprave mogu bez teškoća o njima raspravljati i odlučivati.-----

Članak 20.

O pitanjima iz poslovanja Društva koja spadaju u područje nadležnosti člana uprave, uprava raspravlja i odlučuje isključivo uz njegovo prisustvo na Sjednici.-----  
Priprema Sjednice

Članak 21.

Prijedlog za pojedinu točku dnevnog reda Sjednice sastavlja se u pisanom obliku koji obavezno sadrži prijedlog izreke odluke i obrazloženje te po potrebi popratni materijal koji pobliže objašnjava Prijedlog.-----

Ukoliko Prijedlog ne sadrži sve potrebne dijelove, vratit će se predlagaču na doradu.-----

Članak 22.

Prijedlog za pojedinu točku dnevnog reda Sjednice ovlašten je podnijeti član uprave bez ograničenja vezano za tematiku iz područja nadležnosti te direktori divizija i sektora Društva kao i direktori društava u vlasništvu Društva uz uvjet da su prethodno podnijeli prijedlog odluke na usuglašavanje nadležnom članu uprave i zatražili suglasnost ostalih direktora organizacijskih jedinica na čije će poslovanje donošenje predložene odluke

na utjecaja. -----

Ukoliko direktor divizije ili sektora ne može usuglasiti tekst Prijedloga s nadležnim članom uprave i/ili nije ishodio suglasnost direktora na čije poslovanje donošenje predložene odluke ima utjecaja, ovlašten je unatoč tome potpisati Prijedlog, ali isto treba naznačiti u Prijedlogu. -----

#### Članak 23.

Prijedlog se dostavlja Predsjedniku i asistentu uprave 2 (dva) radna dana prije održavanja Sjednice (najkasnije srijeda, kraj radnog dana za redovne Sjednice koje se održavaju ponedjeljkom). -----  
Predsjednik, odnosno asistent uprave dužan je zaprimljeni Prijedlog uvrstiti na dnevni red prve sljedeće Sjednice bez odgađanja. -----  
Ukoliko se Prijedlog dostavi u roku kraćem od 2 (dva) radna dana prije održavanja Sjednice u obrazloženju se mora navesti razlog kašnjenja. -----  
Dnevni red uz podršku asistenta uprave sastavlja predsjednik, odnosno predsjedavajući vodeći računa o logičnom slijedu predloženih točaka kao i o efikasnosti same Sjednice u smislu prisustva predlagača odnosno drugih sudionika Sjednice, koji su prisutni samo na svojoj točki dnevnog reda. -----  
Redovne točke dnevnog reda prethodne Sjednice koje zbog bilo kojeg razloga nisu raspravljane prethodnoj Sjednici stavljaju se na početak dnevnog reda sljedeće Sjednice. -----

Sazivanje Sjednice uprave

#### Članak 24.

Sjednice saziva predsjednik odnosno po godinama najstariji član uprave. -----

za redovne tjedne Sjednice nije obvezujuće posebno sazivanje jer se redovito održavaju ponedjeljkom. Bez obzira na navedeno, propisana procedura za predaju Prijedloga se treba poštovati osim u izvanrednim slučajevima, koje treba obrazložiti, kada je moguće raspravljanje o prijedlozima za koje je Prijedlog dostavljen na samoj redovnoj Sjednici. -----  
U slučaju spriječenosti predsjednika bilo koji član uprave može sazvati Sjednicu ukoliko je potrebno donijeti odluke čije donošenje ne trpi odlaganje, odnosno čijim bi odlaganjem nastupila šteta za Društvo ili bi se propustila kakva korist. -----

#### Članak 25.

Poziv za Sjednicu, putem elektroničke pošte dostavlja asistent uprave. -----  
Poziv se dostavlja svim članovima uprave, te svim osobama koje su pozvane na pojedine točke Sjednice, najmanje 1 (jedan) radni dan prije održavanja Sjednice (najkasnije petak za redovne Sjednice koje se održavaju ponedjeljkom), a u hitnim slučajevima ok može biti i kraći. -----  
Prijedlog odluke i popratni materijal za pojedinu točku dnevnog reda pripremljen od strane predlagača dostavlja se članovima uprave zajedno s pozivom. -----

#### Članak 26.

Poziv iz prethodnog članka obvezno sadrži sljedeće: -----

- naznaku mjesta i vremena održavanja Sjednice, -----
- dnevni red s naznakom predlagača i procjenom vremena potrebnog za odlučivanje o svakoj pojedinoj točki dnevnog reda, -----
- naznaku osoba pozvanih na pojedinu točku Sjednice uz predlagača. -----

izavanje Sjednica uprave

Članak 27.

Sjednica uprave predsjeda predsjednik, a u slučaju njegove spriječenosti član uprave koji je po godinama najstariji.-----

Članak 28.

Prilikom otvaranja Sjednice predsjedaajući utvrđuje da li Sjednici prisustvuje potreban broj svih članova uprave (kvorum).-----

Smatra se da postoji kvorum ako je na Sjednici prisutna natpolovična većina svih članova uprave među kojima je prisutan član uprave u čijem području nadležnosti je predmet točke dnevnog reda.-----

Prisutnim se smatra i onaj član uprave koji sudjeluje u radu Sjednice putem telefonske/video veze.-----

Ukoliko ne postoji kvorum, predsjedaajući će odgoditi Sjednicu i odmah savrati novu koja će se održati najkasnije u roku od 7 (sedam) dana od dana kada je Sjednica bila prvotno zakazana.-----

Ukoliko se za pojedinu točku dnevnog reda zbog nepostojanja kvoruma ili spriječenosti nadležnog člana uprave ne uspije održati rasprava i glasovanje na pogodoj Sjednici pa ni u roku od 30 dana od datuma kada je prijedlog točke prvi put bio stavljen na dnevni red Sjednice, taj prijedlog smatrat će se otvorenim pitanjem i s istim će se postupiti na način opisan ovom Izjavom.-----

Članak 29.

Nakon utvrđivanja kvoruma predsjedaajući otvara raspravu o predloženom dnevnom redu.-----

Izjave, odnosno dopune dnevnog reda može dati, uz obvezu obrazloženja te navođenih razloga za kašnjenje, svaki od članova uprave, a o dopunjenim točkama dnevnog reda raspravlja se nakon završene rasprave o prvotno predloženim točkama dnevnog reda.-----

Raspravljajući o pojedinim točkama dnevnog reda pristupa se nakon uvodnog izlaganja predlagatelja.-----

Nakon uvodnog izlaganja, predsjedaajući otvara raspravu i daje riječ članovima uprave redoslijedom prijave, a drugim prisutnim osobama u skladu s tijekom rasprave.-----

Predsjedavajući je dužan brinuti se da se govornika koji se drži točke dnevnog reda i predmeta rasprave ne ometa u izlaganju.-----

Članak 30.

Raspravljajući o pojedinim točkama dnevnog reda, uprava može ocijeniti da na temelju iznesenih podataka ne može odlučivati, te može zatražiti dodatne informacije i odrediti da će o predmetnoj točki dnevnog reda odlučivati na nekoj od sljedećih Sjednica, po primitku tražene dokumentacije. U svom zaključku, uprava će zadužiti određenu osobu za davanje dopunskog obrazloženja, odnosno prikupljanje podataka te će joj odrediti primjereni rok u kojem je to dužna učiniti.-----

Ukoliko uprava u slučaju iz prethodnog stavka ne donese odluku u roku od 60 dana od datuma kada je Prijedlog prvi put bio stavljen na dnevni red Sjednice taj Prijedlog smatrat će se otvorenim pitanjem i s istim će se



..... na način propisan ovom Izjavom.-----  
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#### Odlučivanje na Sjednicama

##### Članak 31.

Nakon rasprave predsjedavajući će pozvati članove uprave na odlučivanje javnim glasovanjem.-----

Osnova za odlučivanje je prijedlog odluke koji je bio dostavljen prije ili na Sjednici, odnosno prijedlog odluke kojeg prije glasovanja uobliči predlagatelj, ukoliko je Prijedlog dostavljen prije ili na Sjednici, a izmijenjen je tijekom rasprave. Prijedlog odluke treba biti formuliran na način da se članovi uprave o istom mogu izjasniti „za“ ili „protiv“-----

##### Članak 32.

O pitanjima iz poslovanja Društva uprava odlučuje javnim glasanjem. Prilikom glasanja predsjednik i članovi uprave izjašnjavaju se „za“ ili „protiv“ otkrošenja odluke.-----

Svaki član uprave ima pravo na jedan glas.-----  
Osobe koje nisu članovi uprave, a sudjeluju u radu na Sjednicama nemaju pravo glasa.-----

Donošenje odluke iz zajedničke nadležnosti članova uprave

##### Članak 33.

Odluka se donosi običnom većinom glasova prisutnih članova uprave osim u slučaju da je omjer glasova takav da nije moguće donijeti odluku običnom većinom glasova, kada prevladavajući/odlučujući glas ima predsjednik uprave.-----

Donošenje odluke po prijedlogu člana uprave iz svog područja nadležnosti

##### Članak 34.

Odluka se donosi običnom većinom glasova prisutnih članova osim u slučaju iznimki predviđenih u nastavku.-----

U slučaju da je omjer glasova takav da nije moguće donijeti odluku običnom većinom glasova, prevladavajući/odlučujući glas ima nadležni član uprave iz čijeg područja nadležnosti je predložena Odluka.-----

U slučaju da se većina, ali ne svi prisutni članovi uprave protive iznesenom Prijedlogu, nadležni član uprave može koristiti prevladavajući/odlučujući glas, ali ne mora.-----

U slučaju da se svi prisutni članovi uprave protive iznesenom Prijedlogu odluke nadležnog člana uprave, postoji obveza preostalih članova uprave koji nisu prisutni na sjednici (fizički, telefonski ili putem video veze) na glasanje na konkretni Prijedlog odluke „za“ ili „protiv“ u roku od sedam dana. Glasanje se odvija putem maila poslanog predsjedavajućem i asistentu uprave ili na drugi odgovarajući način koji se može dokumentirati (npr. telefonom predsjedniku i asistentu, uz naknadnu potvrdu pisanim putem u roku od sedam dana) ili glasanjem na slijedećoj Sjednici uprave ako je sazvana u roku od sedam dana.-----

Ako je nakon provedenog glasanja zapisnički utvrđeno da su svi članovi uprave glasali protiv predložene odluke, osim člana čije je to područje nadležnosti, smatra se da odluka uprave o tom pitanju nije donesena te se to

..... pitanje smatra otvorenim pitanjem. U tom slučaju asistent uprave će zatražiti od svakog člana uprave da mu pisano dostavi razloge/argumentaciju za glasovanje o predloženoj odluci.-----

-----  
O otvorenom pitanju asistent uprave je obavezan obavijestiti nadzorni odbor slijedeći radni dan, dostavljanjem zapisnika te točke dnevnog reda Sjednice s Prijedlogom odluke nadležnog člana uprave i pratećim materijalima koji između ostalog sadrže i razloge/argumentaciju za glasovanje o predloženoj odluci od strane svakog pojedinog člana uprave te zatražiti donošenje odluke nadzornog odbora o otvorenom pitanju. Ukoliko nadzorni odbor ne donese odluku u roku od deset radnih dana, asistent uprave ovlašten je obratiti se članu Društva dostavljajući bez odgađanja istu dokumentaciju sa zahtjevom za donošenje odluke člana Društva koja je obvezujuća i konačna. Ukoliko član Društva ne donese odluku u roku od deset radnih dana smatra se da je prijedlog odluke nadležnog člana uprave odbijen.-----

#### Članak 35.

U slučaju kada prijedlog odluke podnosi nadležni direktor divizije ili sektora, a prijedlog odluke je podnesen unatoč protivljenju njemu nadležnog člana uprave, predsjedavajući će otvoriti raspravu na tu temu i nakon provedene rasprave dati Prijedlog odluke na glasovanje.-----

Ukoliko prijedlog odluke od strane nadležnog direktora ulazi u područje zajedničke nadležnosti članova uprave tada će se odluka donositi na način predviđen za donošenje odluke iz zajedničke nadležnosti članova Uprave i to običnom većinom glasova prisutnih članova Uprave osim u slučaju da je omjer glasova takav da nije moguće donijeti odluku običnom većinom glasova, kada je prevladavajući/odlučujući glas predsjednika uprave.-----

Ukoliko prijedlog odluke od strane nadležnog direktora ulazi u područje nadležnosti člana uprave nadređenog predlagatelju Odluka se donosi običnom većinom glasova prisutnih članova osim u slučaju iznimki predviđenih u nastavku.-----

U slučaju da je omjer glasova takav da nije moguće donijeti odluku običnom većinom glasova, prevladavajući/odlučujući glas ima nadležni član uprave iz čijeg područja nadležnosti je predložena Odluka.-----

U slučaju da većina, ali ne svi prisutni članovi uprave podržavaju iznesen prijedlog odluke, nadležni član uprave može koristiti prevladavajući/odlučujući glas.-----

U slučaju da su svi prisutni članovi uprave, suglasni s iznesenim prijedlogom odluke direktora divizije ili sektora postoji obveza preostalih članova uprave koji nisu prisutni na Sjednici (fizički, telefonom ili video vezom) na davanje glasa na konkretni prijedlog odluke „za“ ili „protiv“ u roku od sedam dana. Glasanje se odvija putem maila poslanog predsjedavajućem i asistentu uprave ili na drugi odgovarajući način koji se može dokumentirati (npr. telefonom predsjedniku i asistentu, uz naknadnu potvrdu pisanim putem u roku sedam dana) ili glasanjem na slijedećoj sjednici uprave ako je sazvana u roku od sedam dana.-----

Ako je nakon provedenog glasovanja zapisnički utvrđeno da su svi članovi Uprave glasali za predloženu odluku, osim člana u čijem je to području nadležnosti, smatra se da odluka Uprave o tom pitanju nije donesena te se to pitanje smatra otvorenim pitanjem te se postupa na način utvrđen ovom Izjavom.-----

Članak 36.

Član uprave može se suzdržati od glasovanja samo u slučaju ako se odlučuje o njegovom privatnom pravu ili pravnom interesu. U svim ostalim slučajevima, član uprave mora se jasno i određeno izjasniti sa „za“ ili „protiv“ prijedloga odluke.

Članovi uprave koji su nakon provedenog glasovanja u kojem su glasovali protiv donesenoj odluci, imaju pravo tražiti da se u zapisnik sa Sjednice unese njihovo izdvojeno mišljenje i obrazloženje, a ako smatraju potrebnim mogu tražiti da se njihovo izdvojeno mišljenje dostavi na znanje nadzornom odboru ili članu Društva.

Član uprave mora na to kako je glasao, svaki član uprave dužan se pridržavati donesenih zakonitih odluka uprave Društva.

Članak 37.

Članovi uprave na Sjednicama odlučuju isključivo osobno te ne mogu za to odgovarati drugu osobu.

Članovi uprave mogu sudjelovati u donošenju odluka telefonom u tijeku sjednice, odsutni članovi uprave mogu sudjelovati u donošenju odluka i na način da svoj glas daju putem maila prije početka Sjednice predsjedniku uprave ili asistentu uprave.

Zaključenje Sjednice

Članak 38.

Pod točkom «razno» ne mogu se raspravljati pitanja koja po svojoj prirodi predstavljaju samostalne točke dnevnog reda.

Članak 39.

Nakon što se iscrpe sva pitanja koja se nalaze na dnevnom redu, predsjedavajući zaključuje Sjednicu.

Zapisnik sa Sjednice

Članak 40.

O radu Sjednice vodi se zapisnik. Zapisnik izrađuje asistent uprave, u pravilu, u roku od 1 (jednog) radnog dana od dana održavanja Sjednice, a potpisuje ga predsjedavajući koji je vodi Sjednicu i asistent uprave koji vodi zapisnik.

Zapisnik se putem elektroničke pošte dostavlja svim članovima uprave na uvid i eventualnu korekciju s rokom za dopunu/ispravak od 1 (jednog) radnog dana. Eventualnu dopunu/ispravak zapisnika uprava je dužna razriješiti istog dana.

O svakoj donesenoj odluci, odnosno zaključku uprave, a nakon što je potpisan zapisnik ili je protekao rok za dopune/ispravak, asistent uprave izrađuje odgovarajući otpравak, za potrebe predlagača, odnosno organizacijske jedinice Društva na koju se zaključak, odluka odnosi tj. na čiji rad utječe.

Jedan primjerak zapisnika čuva se trajno u Uredu uprave.

Članak 41.

O zapisnik se unose sljedeći podaci:

- redni broj Sjednice,

-----  
 mjesto i datum održavanja, vrijeme početka i završetka Sjednice, -----  
 imena članova uprave koji su sudjelovali u radu Sjednice, -----  
 imena prisutnih osoba, koje nisu članovi uprave, -----  
 dnevni red, -----  
 doneseni prijedlozi izmjena dnevnog reda, -----  
 sadržaj vođene rasprave, -----  
 argumenti pojedinog člana uprave suprotni prijedlogu odluke iz područja  
 nadležnosti člana uprave -----  
 donesene odluke i zaključci po svakoj točki dnevnog reda, s rezultatima  
 glasanja. -----

Članak 42.

-----  
 Odluka ili zaključak sadrži sljedeće elemente: -----  
 -----  
 datum i datum donošenja, -----  
 članaku Sjednice i datuma održavanja iste na kojoj je donesen, -----  
 tekst odluke ili zaključka, -----  
 ime, prezime i funkcija predsjedavajućeg, -----  
 članaku tajnosti. -----

Održavanje bez održavanja Sjednica -----

Članak 43.

-----  
 Održavanje po dogovoru može donijeti odluku i bez održavanja Sjednice,  
 korespondentnim putem ako se tome nijedan član uprave ne usprotivi. -----  
 Održavanje korespondentnim putem, predsjednik odnosno asistent uprave  
 po nalogu predsjednika, dostavlja svim članovima uprave putem elektroničke  
 pošte Prijedlog te po potrebi popratni materijal koji pobliže objašnjava  
 Prijedlog. Prijedlog je formuliran na način da se o njemu članovi uprave  
 mogu izjasniti sa „za“ ili „protiv“. -----  
 Članovi uprave su dužni u roku ne dužem od 3 ( tri) dana, računajući od  
 primitka prijedloga odluke iz prethodnog stavka, dostaviti svoj glas putem  
 elektroničke pošte predsjedniku odnosno asistentu uprave. -----  
 Nakon što primi glasove svih članova uprave, predsjednik odnosno osoba koja  
 je inicirala donošenje odluke na spomenuti način, zapisnički će utvrditi  
 glasove koji član uprave glasao i utvrditi koja je odluka donesena. Zapisnik  
 predlaže predsjednik odnosno osoba koja je inicirala donošenje odluke na  
 spomenuti način i asistent uprave u svojstvu zapisničara, te će ga dostaviti  
 članovima uprave. -----  
 Odluke donesene korespondentnim putem moraju se verificirati na prvoj  
 Sjednici. -----  
 Održavanje korespondentnim putem u pravilu će se provesti u hitnim  
 slučajevima, kad bi čekanje na Sjednicu uzrokovalo nastupanje štete za  
 poduzetnik ili propuštanje kakve koristi, a i u poslovima manje važnosti, kada  
 nije potrebno posebno raspravljanje o Prijedlogu odluke koja se ima  
 izvršiti. -----

-----  
 Održavanje korespondentnim putem primjenjuju se odredbe o kvorumu  
 glasanja i potrebnoj većini glasova, na način propisan ovom  
 Zakonom. -----

Članak 44.

Uprava može prema potrebi osnivati povremena ili stalna radna tijela uprave (radne grupe, komisije i sl.) radi pripreme i provođenja prijedloga ili odluka koje donosi u okviru svojih ovlaštenja. -----  
Sastav i zadaci radnih tijela detaljnije se određuju odlukom uprave s kojom se ona formiraju. -----  
Radna tijela dužna su redovito izvještavati upravu te nadzorni odbor. -----

Članak 45.

Uprava može donijeti druga pitanja koja nisu utvrđena ovom Izjavom uprava može donijeti odluku o radu uprave za čije je donošenje, izmjene i dopune potrebna suglasnost svih članova uprave i prethodna suglasnost Nadzornog odbora. -----

Članak 46.

Uprava je dužna pravodobno i cjelovito izvješćivati nadzorni odbor o svim pitanjima i okolnostima koje mogu utjecati na poslovanje, financijski status i stanje imovine Društva, odnosno društava u njegovom vlasništvu. -----

Članak 47.

Uprava je dužna da za to postoji potreba, nadzorni odbor je ovlašten uputiti upravu na obveznu uputu vezano za vođenje poslova društva, a uprava je obvezna voditi poslove društva u skladu s pisanim obveznim uputama nadzornog odbora. -----  
Uprava smatra kako obvezna uputa nadzornog odbora može rezultirati nepovoljnim utjecajem na članova uprave u odnosu na Društvo, uprava je ovlaštena tražiti od Skupštine da odluči o konkretnoj problematici iz obvezne upute nadzornog odbora. -----

Članak 48.

Članovi uprave obvezni su odazvati se pozivu na sjednicu nadzornog odbora i presjednice svih Radnih tijela nadzornog odbora na koje su pozvani. -----

Članak 49.

Uprava će redovno izvješćivati nadzorni odbor o redovnom vođenju poslova Društva, uprava će nadzorni odbor izvješćivati u formi, sadržaju i dinamici propisanoj zakonom kao i od strane nadzornog odbora, a posebno o pitanjima i područjima vezanim za ostvarenje poslovnog plana koji sadrži smjernice poslovanja Društva za naredno godišnje razdoblje, a koji uprava revidira na godišnjoj razini temeljem operativne i poslovne strategije i tržišnih kretanja u području: -----  
- Financijskog plana - prihoda, rashoda, opex, neto dobiti -----  
- Plan ulaganja (capex) -----  
- Plan zapošljavanja -----  
- Planiranje i status ključnih komercijalnih projekata -----

Planiranje i status ključnih inicijativa poboljšanja poslovanja-----

U skladu s prethodnom stavku, a sa svrhom olakšavanja ispunjenja dužnosti Nadzornog odbora uprava će osigurati pristup svim internim poslovnim dokumentima, digitalnom management sustavu vođenja sjednica uprave kao i drugim sustavima Društva - članovima Nadzornog odbora kao i osobama za koje Nadzorni odbor isto zatraži.-----

Članak 50.

U slučaju da se kod izrade mjesečnih ili drugih financijskih izvješća i inače ustanovi da u Društvu postoji gubitak, uprava je dužna žurno, najkasnije u roku od 48 sati, izvijestiti Nadzorni odbor i zatražiti sazivanje sjednice Nadzornog odbora.-----

U slučaju da je Društvo nesposobno za plaćanje ili prezaduženo, uprava mora bez odlaganja obavijestiti Nadzorni odbor dostavljajući detaljno izvješće o razlozima te prijedloge daljnjeg postupanja.-----

Članak 51.

Nadzorni odbor može zatražiti od uprave u svako doba da ga obavijesti o pitanjima povezanim s poslovanjem Društva za koje se razumno može očekivati da bi mogla utjecati na poslovanje Društva, a uvažavajući pri tome preostale odredbe Zakona o trgovačkim društvima koja uređuju ovo pitanje.-----

Članak 52.

U skladu s svrhom olakšavanja preventivnog nadzora nad vođenjem poslova Društva, prema odluka i poslova koji se definirani Izjavom, za donošenje sljedećih odluka uprava je obvezna ishoditi prethodnu pisanu suglasnost nadzornog odbora:-----

1. donošenje odluke o poslovnoj strategiji Društva, ciljevima i vremenskom roku provedbe,-----
2. donošenje odluke o godišnjem poslovnom planu koji uključuje i plan investicija kao i promjena istog tokom poslovne godine, u formi i sadržaju propisanom od strane Nadzornog odbora,-----
3. odobrenje svih stavki operativnih, financijskih i investicijskih troškova koje nisu sadržane u godišnjem poslovnom planu u iznosu koji prelazi protuvrijednost od 500.000,00 HRK pojedinačno, ili ukupno po poslovnoj godini u iznosu koji prelazi protuvrijednost od 1.000.000,00HRK,--
4. donošenje te izmjene i dopune Poslovnika o radu uprave,-----
5. imenovanje te sklapanje, izmjena i otkazivanje ugovora o radu s direktorima divizija, sektora, voditeljima odjela Društva i članovima uprave/direktorima povezanih društava,-----
6. donošenje i izmjene akata kojima se utvrđuje temeljna organizacija Društva, reguliraju prava i obveze iz radnih odnosa, sustavi plaća i nagrađivanja,-----
7. odluke o nagrađivanjima direktora divizija, sektora, voditelja odjela te članova uprave/direktora povezanih društava,-----
8. davanje „prokure“ i trgovačke punomoći,-----
9. odluka o otvaranju novih ili prestanku postojećih poslovnih područja,-----
10. sve statusne promjene Društva kao i povezanih društava (spajanje, pripajanje, izdvajanje), osnivanje podružnica odnosno novih društava te

- 1. prodaja, raspolaganje udjelima/dionicama u drugim društvima
- 2. opterećivanje tih udjela,
- 3. pokretanje, vođenje, nagodba ili odustajanje od bilo kojeg sudskog
- 4. arbitraže,
- 5. pojedinačna prodaja ili likvidacija materijalne dugotrajne imovine
- 6. odgovornosti veće od 500.000,00 HRK Društva odnosno povezanih
- 7. odnosno odlučivanje u skupštini povezanih društava za pojedinačnu
- 8. likvidaciju materijalne dugotrajne imovine knjigovodstvene
- 9. odgovornosti veće od 500.000,00 HRK
- 10. stjecanje i prodaja nekretnina kao i opterećivanje vlastitih
- 11. imovina,
- 12. donošenje osnovnih internih akata za koje je sukladno Izjavi o
- 13. i propisima koji uređuju predmet poslovanja Društva propisana
- 14. suglasnost Nadzornog odbora,
- 15. i pravnim poslovima što ih Društvo sklapa s članom uprave ili članovima
- 16. uprave, direktorima ili trgovačkim društvima povezanim s istim,
- 17. i sklapanju, izmjeni ili raskidu ugovora između trgovačkih društava,
- 18. interesnih udruga ili radnih udruga, kao i ugovora o tajnim društvima ili
- 19. ugovornim odnosima ili ugovorima, na temelju kojih se preuzima
- 20. odgovornost, rukovođenje ili zastupanje drugog trgovačkog društva,
- 21. potpiravanje zaduženosti kupcima-partnerima ili odgoda suprotno
- 22. predviđenim tehnologijama naplata, a čija odstupanja su veća od 30%
- 23. (trideset posto) od predviđenih
- 24. i narudžbama gdje ukupne zalihe (postojeće i naručene) prelaze 45
- 25. (pedeset pet) dana prosječne prodaje u zadnjih 180 (sto osamdeset) dana
- 26. stvaranje novih poslovnih cjelina, ugovora od distribuciji, a koje nisu
- 27. bile naručene odobrenim poslovnim planom
- 28. davanje jamstva, sudužništva društvima koja nisu u većinskom vlasništvu
- 29. Društva
- 30. sve ostale odluke koje po zakonu ili odluci Skupštine podliježu
- 31. suglasnosti Nadzornog odbora.
- 32. Slijedećima iz prethodnog stavka uprava donosi odluke koje stupaju na
- 33. snagu nakon dobivene suglasnosti Nadzornog odbora.

NADZORNI ODBOR

Članak 53.

Društvo ima nadzorni odbor koji se sastoji od 3 (tri) člana. Skupština donosi Odluku o Poslovniku nadzornog odbora kojom utvrđuje način rada nadzornog odbora Društva.

Imenovanje članova nadzornog odbora

Članak 54.

Član nadzornog odbora može biti osoba koja nema smetnje za izbor propisane zakonom, a istovremeno je osoba čije znanje i iskustvo jamče kvalitetno obavljanje funkcije člana nadzornog odbora. Član nadzornog odbora ne može biti izabrana osoba čiji osobni ili poslovni interesi mogu biti u suprotnosti interesima Društva ili njegovih članova.

Članak 55.

Članovi nadzornog odbora bira Skupština na temelju prijedloga članova Društva.  
Članovi nadzornog odbora biraju se, odnosno imenuju najviše na četiri godine i mogu biti ponovno birani odnosno imenovani. Mandat članu nadzornog odbora ističe s danom donošenja te odluke bez obzira na upis u sudski registar.

SKUPŠTINA DRUŠTVA

Članak 56.

Skupština Društva je najviši organ, a čini je član Društva kao jedini osnivač.--Skupština Društva zasjeda u sjedištu Društva.--  
Član Društva u Skupštini donosi odluke na koje je ovlašten zakonom i ovom Izjavom.--  
Član Društva mora bez odgađanja po donošenju odluke o tome sastaviti zapisnik i potpisati ga.

Članak 57.

Skupština odlučuje o pitanjima određenim ovom Izjavom uz pitanja za koji su izvan isključivoj nadležnosti Skupštine temeljem važećeg Zakona o trgovačkim društvima.  
Ako procijeni da za to postoji potreba, Skupština je ovlaštena uputiti upravu obveznu uputu vezano za vođenje poslova Društva, a uprava je obvezna voditi poslove društva u skladu s pisanim obveznim uputama Skupštine.

Članak 58.

Skupštinu saziva uprava Društva u slučajevima propisanim Zakonom o trgovačkim društvima te uvijek kada to zahtijevaju interesi Društva, ali ju može sazvati i nadzorni odbor i član Društva.--  
Skupština se saziva jednom godišnje.--  
Skupština je podobna za odlučivanje ako je na njoj prisutan jedini član društva.--  
Skupština se saziva dostavom poziva na ruke člana društva, primitak kojeg član društva potvrđuje potpisom i datumom primitka. Od dana primitka poziva do dana održavanja skupštine mora proći najmanje sedam dana. U pozivu se mora što je preciznije moguće odrediti dnevni red skupštine.--  
Skupština može donijeti valjanu odluku ako zbog izvanredne potrebe za odlučivanjem nije moguće provesti propisanu proceduru, pod uvjetom da je na njoj prisutan jedini član Društva.--  
Odluke donesene na Skupštini obavezno unose se u posebnu knjigu odluka Skupštine.--  
Uprava je dužna članu Društva dati obavijest o stvarima Društva bez obzira što društvo ima nadzorni odbor.

ČUVANJE POSLOVNE TAJNE

Članak 59.

Svi članovi uprave te članovi nadzornog odbora dužni su trajno, bez obzira na istek mandata, čuvati kao povjerljive sve podatke iznesene tijekom Sjednica, podatke o Društvu i povezanim društvima te o odlukama i



zaključcima uprave, osim onih za koje uprava izrijekom odluči da ne predstavljaju povjerljive podatke ili su općepoznati. -----  
Svi članovi uprave dužni su trajno, bez obzira na istek mandata, čuvati kao povjerljive sve podatke, činjenice i okolnosti koje je Društvo saznalo na osnovi pružanja usluga klijentima i u obavljanju poslova s pojedinačnim klijentom, a koji budu izneseni na Sjednici ili dostavljeni članovima uprave u pisanom obliku.-----

PODRUŽNICA

Članak 60.

Društvo može izvan sjedišta imati podružnice u kojima obavlja svoje djelatnosti.-----

Podružnica se osniva odlukom člana Društva.-----

PROKURA

Članak 61.

O davanju prokure odlučuje član Društva.-----

GLASILO DRUŠTVA

Članak 62.

Glasiло društva će biti internetska stranica na kojoj se nalazi sudski registar.-----

IZMJENE I DOPUNE IZJAVE

Članak 63.

Izmjene i dopune ove Izjave valjane su ako su učinjene na temelju odluke člana Društva, koja mora biti sastavljena u pisanoj formi.-----  
Odluka o donošenju Izjave o osnivanju Društva predviđena stavka 1. (prvog) ovog članka, stupa na snagu danom upisa u registarski sud.-----

PRESTANAK DRUŠTVA

Članak 64.

Društvo prestaje temeljem odluke člana Društva o likvidaciji društva, kao i temeljem drugih zakonom predviđenih razloga.-----

Članak 65.

Ova Izjava stupa na snagu danom upisa u sudski registar.-----

Članak 66.

Troškove osnivanja snosi osnivač Društva.-----

\* \* \* \* \*

Posl.br.:OU-323/2021  
stranica dvadeseta

Predsjedavajući izvanredne skupštine okončao je rad Glavne skupštine, pošto je bio iscrpljen dnevni red u 10.30 sati (deset sati i trideset minuta).-----

Predsjedavajući Skupštine

/Stipo Matić,v.r./

Zapisniku se prilažu:-----

1) Popis prisutnih dioničara;-----

Za sastavljanje ovog zapisnika obračunata je javnobilježnička nagrada po čl.25. i 38. u iznosu od 2.160,00 Kn, uvećano za 25% PDV u iznosu od 540,00 Kn, te javnobilježnička pristojba u iznosu od 140,00 Kn po tar.br. 10. i tar.br. 3. ZJP.

JAVNI BILJEŽNIK  
Željka Maroslavac,v.r.

Ja, Javni bilježnik Željka Maroslavac iz Zagreba, Av.-----  
Dubrovnik 12, potvrđujem da sam ovaj otpravak usporedila-----  
s izvornikom koji se nalazi u mojim spisima i utvrdila-----  
da je doslovno podudaran s izvornikom.-----

Ovaj otpravak u pravnom prometu u cijelosti zamjenjuje -----  
izvornik.-----

Ovaj je otpravak potpun, s prilogom.-----

Ovaj otpravak sačinjen za društvo.-----

OU-323/2021-----

U Zagrebu, 28. travnja 2021. godine-----

(dvadesetosmog travnja dvijetisućdvadesetprve)-----



JAVNI BILJEŽNIK  
Željka Maroslavac

*Handwritten signature of Željka Maroslavac*

POPIS PRISUTNIH DIONIČARA  
NA SJEDNICI IZVANREDNE SKUPŠTINE  
M SAN GRUPA d.d., Zagreb, Buzinski prilaz 10,  
održane 28.04.2021. godine

1. gosp. Stipo Matić, OIB 61046944095, imatelj 970.000 dionica

Predsjedavajući Skupštine



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/Stipo Matić/

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